

## **Item 1 – Cover Page**

Mill Creek Capital Advisors, LLC (“MCCA”)

161 Washington Street

Suite 1500

Conshohocken, Pennsylvania 19428

610-941-7700

<https://www.millcreek.com>

March 31, 2026

This Brochure provides information about the qualifications and business practices of MCCA. If you have any questions about the contents of this Brochure, please contact us at 610-941-7700. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

MCCA is an SEC Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

MCCA does require that any person responsible for determining or giving advice to you have a minimum of two years’ experience in the financial services industry and a bachelor’s degree or higher.

Additional information about MCCA is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

Registered investment advisers must amend their Form ADV 2A Brochure (“Brochure”) to disclose any material changes. If there are material changes, the adviser must provide you with a description of such changes.

Since our last annual updating amendment filing, dated March 29, 2025, we have the following material changes to report:

- Item 8 was updated to account for limited use of Artificial Intelligence as part of the research process and its associated risks. Additionally, Item 8 was updated to reflect the risks inherent in certain strategies recommended by MCCA.

You may request a copy of our Brochure by contacting John Canning, Chief Compliance Officer, at 610-941-7700 or [jcanning@millcreek.com](mailto:jcanning@millcreek.com). Our Brochure is also available on our web site free of charge at <https://www.millcreek.com>. Additional information about MCCA is also available via the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**You are encouraged to read this updated Brochure in its entirety.**

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## Item 4 – Advisory Business

### Description of Firm

Mill Creek Capital Advisors, LLC (“MCCA”) provides investment supervisory services to high net-worth individuals, pooled investment vehicles, pension plans, endowments, 401(k), 403b and similar institutions, among other types of clients. MCCA has been registered as an investment adviser with the SEC since September 2006. MCCA is primarily owned by SG Management, LLC, an employee-owned holding company. Joshua Gross, Chief Executive Officer and Richard Lunsford, President are the principal owners of MCCA.

### Assets Under Management

As of December 31, 2025, we manage approximately \$10.5 billion in regulatory assets. Of this total, \$10.4 billion is managed on a discretionary basis, while approximately \$28 million is managed on a non-discretionary basis. In addition, we provide advisory or non-continuous management services for approximately \$1.6 billion in client assets.

### Advisory Services

Acting as your investment adviser, we build custom investment programs. We collaborate with you to develop objectives within suitable risk/reward parameters relative to your financial circumstances and then develop an appropriate asset allocation strategy. Prudent risk-taking is at the core of how Mill Creek stewards clients’ investment capital. We marry financial market insights with investment programs designed best to meet each client’s particular risk and return goals. We create and implement a customized investment portfolio or an investment policy statement for each client taking into account its individual needs, including client requested restrictions, cash needs, tax considerations, and other items. There may be an opportunity to employ client requested restrictions on a case-by-case basis; any proposed client requested restrictions should be provided to MCCA in writing in advance for its consideration. MCCA will also consider allowing clients to impose restrictions on investing in certain securities or types of securities.

We practice manager/strategy due diligence and create investment policy statements to inform our discretionary investment management. Along the way, our clients can expect:

- Research and market commentary
- Tactical rebalancing
- Ongoing liquidity and risk management

MCCA offers several investment allocation strategies that include equity and fixed income allocations, using both active and passive strategies, in varying percentages; some of these strategies include hedging and/or private equity components. MCCA selects third-party investment advisory organizations (“Specialist Managers”) to handle the selection of specific investments consistent with the overall asset allocation strategy developed. Specialist Managers are selected based on our overall evaluation of the investment advisory organization involved, including that organization’s performance against selected benchmarks, investment style within a particular asset class and related factors.

MCCA receives a fee for providing the overall asset allocation strategy in addition to other services. We will also negotiate the fees payable to the Specialist Managers on your behalf and communicate client restrictions, if any, applicable to portfolio investments and/or expense management to Specialist Managers. Access to Specialist Managers will be provided by establishing a separate account with a Specialist Manager or through the use of pooled vehicles, including mutual funds and exchange traded funds. Our ability to negotiate fees with Specialist Managers and communicate client restrictions is limited with respect to mutual funds and exchange traded funds.

MCCA monitors the performance of Specialist Managers, including their adherence to investment style and continuing suitability with respect to your overall asset allocation strategy, as well as overall expense levels. As part of this monitoring process, we employ the services of various outside consulting and research providers to obtain performance measurements, including index and peer group comparisons, and/or other services. We continuously monitor the capital markets and various asset classes.

Periodically, we may recommend that you make tactical changes to your strategic asset allocation in seeking to avoid risk or attract returns associated with investment opportunities.

MCCA utilizes various custodians and back-office service providers to obtain detailed transaction statements on a monthly basis, as well as quarterly and annual performance reports. These custodians and back-office service providers also provide access to your account information through secure, access-controlled websites. MCCA will also work with custodians and service providers that you select.

Overall, our services to high-net-worth families and individuals may include:

- Dedicated Investment Officer team,
- Creation and implementation of a customized investment portfolio,
- Evaluation of tax issues,
- Financial and retirement planning,
- Cash flow analysis,
- Philanthropic planning,
- Estate planning coordination,
- Financial concierge services,
- Comprehensive reporting and online access,
- Family governance and education,
- Coordination with attorneys and accountants, and
- Public and private market access.

All in the name of providing our clients with well-informed guidance and peace of mind.

We also work with foundations, endowments, non-profits and defined benefit pension plans to understand the organizations' values and needs over a long-term investment horizon.

Our services offered to foundations, endowments, non-profits and defined benefit pension plans may include:

- Dedicated Investment Officer team,
- Creation and implementation of customized investment policy statement, if needed and portfolio,
- Special projects and ad hoc analysis,
- Ongoing education of, and communication with, board/committee members,
- Evaluation of long-term spending requirements,
- Comprehensive reporting and online access,
- Cash flow budget and projections,
- Ongoing liquidity and risk management, and
- Public and private market access.

All in the name of meeting institutional portfolio goals and helping sustain an institutional financial memory. MCCA manages a series of custom-built private equity investment funds, committing across various vintage years, strategies, managers, and geographies. In 2022, MCCA partnered with Wilshire Advisors LLC to offer an expanded set of capabilities while maintaining MCCA's discretion on the design of the private equity program. As Special Limited Partner, MCCA retains the right to approve or veto any new primary commitments to private equity fund managers. While MCCA may consider any and all recommendations from Wilshire, the program's designed in terms of strategy, geography, duration, and vintage diversification was pre-determined by MCCA.

MCCA also manages privately offered funds that operate as a "fund of funds" to provide an opportunity for qualified individuals and institutional investors to invest in a diversified portfolio of private hedge funds. MCCA serves as investment manager of the "fund of funds". MCCA provides advisory, administrative and financial services to the "fund of funds", including advisory services with respect to the "fund of funds" investment activities. MCCA's investment committee (the "Investment Committee") to make all investment decisions on behalf of the "fund of funds" in accordance with the investment management process described in "fund of funds" offering documents.

## **IRA Rollover Recommendations**

We may recommend the rollover of assets from retirement plans to individual retirement accounts (IRAs). This creates an inherent conflict of interest, as the rollover can result in increased fees and expenses for clients, which may result in higher compensation for our firm.

We acknowledge and understand these conflicts of interest and strive to always act in the best interest of our clients. We adhere to a fiduciary standard of care, which means that we are legally and ethically obligated to put our clients' interests ahead of our own. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

## **Item 5 – Fees and Compensation**

MCCA's fee for its services is generally based on a percentage of assets under management, in accordance with the fee schedule below. Fees may be negotiated based on factors deemed relevant by us, including the value of assets placed with us and/or special factors that in our view may either increase or reduce expenses associated with the administration of an account or multi-account relationship.

Depending on the size of your accounts and other circumstances, fee increases or reductions in accordance with the following schedule and other fee reductions may be appropriate:

Account Value	Applicable Fee Rate (\$30,000 minimum)
\$5mm - \$10mm	0.65%
\$10mm - \$20mm	0.60%
\$20mm - \$50mm	0.55%
\$50mm - \$100mm	0.50%
\$100mm +	0.40% (negotiable)

Under special circumstances, we will accept and maintain accounts valued at less than \$5 million. In these cases, we typically charge a minimum fixed fee of \$30,000. Additionally, under limited circumstances clients may be charged a flat fee.

We do not charge fees based on the advice given or decisions made. All program costs, direct and indirect, are fully detailed to you.

MCCA's fee is generally payable, in advance, on the first business day of each calendar quarter. The fee is based on the market value of the account as of the last business day of the previous quarter. There is no adjustment made to MCCA's fee as a result of increases or decreases in account asset values during a quarter. Fees payable upon establishment or termination of the account will be prorated for the portion of the calendar quarter during which the account is managed. A prorated refund will be given if you terminate our services after a quarterly fee payment.

The fees for the Specialist Managers are paid separately and are charged to your account. Investments in commingled funds made on your behalf, whether in mutual funds, exchange traded funds, limited partnerships or other structures, will include their own fees and expenses, including management and fund administration fees, among others. A complete explanation of all fees and expenses charged by commingled funds is contained in each funds' offering documents, which should be read carefully.

All fees, including those payable to MCCA, Specialist Managers, custodian banks and back-office service providers appear on your monthly or quarterly custodial statement. In all instances the client will have an opportunity to review all fees and expenses charged to its account. In certain instances, MCCA's fee for discretionary accounts is deducted from the client's assets by the custodian or back-office service provider while in other instances MCCA directly invoices the client for its fees.

Our services, with the exception of investments made in hedge funds and private equity, may be terminated by you or by MCCA upon thirty (30) calendar days prior written notice, without penalty. Longer notice is typically required for withdrawals from hedge funds and/or private equity investments.

In special circumstances, MCCA enters into consulting or similar engagements with clients on an advisory basis. These clients pay a negotiated fee for a specified period of time. Fees are billed in equal installments on a quarterly basis immediately following quarter end. The consulting services may be terminated at any time by the client upon thirty (30) calendar day's written notice. In the event of termination, fees will be prorated to the termination date.

MCCA currently also serves as the investment advisor to certain partnerships created for investments in private equity or other "alternative" investments and may form additional partnerships in the future. A related person of MCCA, MCSR GP LLC, serves as general partner to these partnerships. MCSR GP LLC is wholly owned by MCCA. Interests in the partnerships are made available exclusively to our clients, without sales charges. You must satisfy the suitability requirements specified in the offering circular related to each partnership.

As general partner, MCSR GP, LLC does not receive a fee for the investment advisory services provided to the partnerships nor any special allocation or carried interest out of partnership profits, and neither it nor MCCA are not otherwise compensated for its or their services as general partner of these partnerships. Day-to-day investment decisions for the partnerships are generally provided by Specialist Managers selected by, and under the supervision of, us as general partner. Specialist Managers are paid directly by the partnership by which each is retained. All the terms of the partnership are fully set forth in their offering document.

Sales and client service personnel of MCCA are not compensated for referring client accounts to MCCA, for sales of the commingled funds offered to clients, or for client account portfolio transactions. Sales and client service personnel of MCCA do not receive asset-based sales charges or service fees from the mutual funds and exchange traded funds that clients invest in.

MCCA may from time to time compensate individuals or firms for soliciting clients on its behalf in accordance with the rules of the Investment Advisers Act of 1940, as amended (the "Advisers Act") and/or other applicable law. Promoter and endorsement activity is accompanied by written notice where required that the promoter is paid for its activity and the investor may obtain the product or service directly from MCCA rather than through the solicitor and further that payment of a solicitation fee may adversely impact the investor's ability to negotiate fees with MCCA.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

MCCA does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

## **Item 7 – Types of Clients**

MCCA provides investment advice to a various types of clients, including individuals, high net -worth individuals, pooled investment vehicles, pension and profit-sharing plans, 401(k), 403b, trusts, estates, charitable organizations, corporations and endowments, Taft-Hartley, among others. Absent special circumstances, we accept and maintain only those clients with assets under management valued at \$5 million or more. The majority of these relationships are discretionary. MCCA has a limited number of non-discretionary and investment consultant relationships.

Although MCCA uses its best efforts to avoid any actual or potential conflicts of interest, such conflicts may arise from its management of multiple client accounts at the same time. MCCA has policies and procedures in place that are intended to eliminate and/or mitigate these actual or potential conflicts and that are described in this Brochure, including in the Code of Ethics and Brokerage Practices sections. One potential conflict of interest that may arise is based on the different investment

objectives and strategies employed by MCCA clients. Depending on each client account's investment objectives and investment allocation strategies, MCCA may give investment advice and/or execute portfolio transactions for one client account that may be different or conflicting from the investment advice given and/or portfolio transactions executed for another client account. MCCA's investment decisions are the product of many factors, including client specific investment guidelines as well as suitability considerations for a particular client account. Thus, it is possible that MCCA may buy a particular security for one or more client accounts when one or more other client accounts are selling that security, and vice versa.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

MCCA's services involve the development of asset allocation strategies for you and the selection of Specialist Managers to implement such strategies, rather than the selection of individual securities within a specific client account. Our asset allocation process involves determining client specific asset class weightings based on sought-after returns and specific risk tolerance levels and determining the optimal mix of alternative investment strategies, if any, for each client.

MCCA's asset allocation strategies have not to date and probably will not involve investments in futures contracts, options or options on futures contracts. However, Specialist Managers may, with respect to, separate client accounts and/or in the context of a particular partnership for which we serve as general partner, employ hedging strategies in which clients are invested, involving options and financial futures contracts, including options on such contracts.

For certain clients, our asset allocation strategies may also include investments in gold and other precious metals, direct investments in real estate and in private partnerships (including those for which we serve as general partner or special limited partner). The investment portfolios of such private partnerships may hold investments of any kind, including venture capital and leveraged investments.

MCCA formulates investment advice on the basis of its understanding of your unique financial circumstances, your investment return objectives, and your behavioral and economic tolerance for sustaining losses in portfolio value. Periodic face-to-face meetings and analyses of your financial assets and liabilities form the basis of our recommendations concerning how to structure an investment portfolio best suited to your circumstances.

Assets placed with us, but not yet invested in accordance with an investment plan developed by us for you, may be invested by us in a manner that, in our judgment, will afford you exposure to appropriate asset classes pending investment pursuant to such investment plan. These transitional investments may include fixed income and/or equity vehicles or cash management vehicles available through the custodian chosen for your accounts.

Artificial Intelligence ("AI") is used in the research process, all data is independently reviewed and verified for accuracy by the investment personnel before being incorporated into research.

MCCA typically invests your assets across a wide variety of asset classes and investment strategies, each of which offers the potential for an increase or loss in principal value. Losses of value may be the result of declines in securities prices resulting from broadly-based declines in securities markets and/or declines in value due to circumstances unique to a particular security or investment strategy.

**Investments in securities involve risk of loss that clients should be prepared to bear. Additional and important information relating to risk is set forth below.**

MCCA seeks to minimize the risk of principal losses by diversifying your investment portfolios both across and within different asset classes and Specialist Managers. Although this strategy may help to minimize the possibility of widespread losses across your total investment portfolio, there is no guarantee that it will succeed in doing so. Some investment strategies, including but not limited to, investments in private equity and hedge fund strategies, have constraints on liquidity that may limit your ability to access money invested in these assets on short notice. We seek to minimize this risk by limiting overall portfolio investments in such illiquid investments and strategies, consistent with our understanding of your particular circumstances.

Because MCCA allocates client assets into equity securities in many of its investment strategies, including exchange traded and mutual funds that invest in equities, clients are subject to the risk that stock prices will fall over short or extended periods of time, and clients could lose all, or a substantial portion, of the value of their investments. Historically, the equity markets have moved in cycles, and the value of equity securities may fluctuate significantly from day to day. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of these companies' securities may decline in response. These factors contribute to price volatility, which is a principal risk of equity investing. In addition, many of the equity funds into which client assets are allocated invest in common stocks. Common stocks represent a share of ownership in a company, and rank after bonds and preferred stock in their claim on the company's assets in the event of a liquidation.

MCCA's investment approach may be out of favor at times, causing an investment strategy to underperform other strategies or funds that also seek capital appreciation but use different approaches to the stock selection and portfolio construction process.

Equity funds may participate in initial public offerings ("IPOs"). Some successful IPOs may have a significant impact on investment performance, especially if the account has lower asset levels. However, as account assets grow, the positive impact of successful IPOs on performance tends to decrease.

Investment strategies that make foreign investments are subject to special risks not typically associated with U.S. stocks. These stocks may underperform other types of stocks, and they may not increase or may decline in value. Investing in issuers headquartered or otherwise located in foreign countries poses additional risks since political and economic events unique to a country or region will affect those markets and their issuers. These events will not necessarily affect the U.S. economy or similar issuers located in the United States. The risks associated with foreign investments are heightened when investing in emerging markets. The government and economies of emerging market countries feature greater instability than those of more developed countries. Such investments tend to fluctuate in price more widely and to be less liquid than other foreign investments. In addition, investments in foreign countries are generally denominated in a foreign currency. As a result, changes in the value of those currencies compared to the U.S. dollar may affect (positively or negatively) the value of the investment.

Concerns over inflation, energy costs, geopolitical issues, domestic and global terrorism, the availability and cost of credit, the U.S. investment market, and declining and unstable markets elsewhere may cause volatility or diminished expectations for the economy and securities markets generally.

Investment strategies are subject to the risk that small, medium and large capitalization stocks may underperform other segments of the equity market or the equity markets as a whole. The smaller and medium capitalization companies in which funds may invest may be more vulnerable to adverse business or economic events than larger, more established companies. In particular, these small and medium capitalization companies may have limited product lines, markets and financial resources, and may depend upon a relatively small management group. Therefore, smaller and medium capitalization stocks may be more volatile than those of larger companies.

MCCA investment strategies have the ability to buy and sell securities frequently which may result in higher transaction costs and additional tax liabilities. Tactical shifts attempt to capture opportunities and reduce risk exposures in varying market environments. However, MCCA believes that broad diversification across and within asset classes is the most important ingredient of investment success and that success comes from taking a long-term view of markets and portfolio returns rather than trading into and out of different market segments in pursuit of only potentially superior short-run results.

Investment strategies permitting the use of options are subject to special risks associated with the use of options, including: (1) the success of a hedging strategy may depend on an ability to predict movements in the prices of individual securities, fluctuations in markets and movements in interest rates; (2) there may be an imperfect correlation between the movement in prices of options and the securities underlying them; (3) there may not be a liquid secondary market for options; and (4) while an account will receive a premium when its manager writes call options, it may not participate fully in a rise in the market value of the underlying security.

MCCA investment strategies are subject to risks associated with investments in exchange traded funds ("ETFs"). An investment in an ETF generally presents the same primary risks as an investment in a conventional mutual fund that has the same

investment objectives, strategies, and policies. Additionally, the risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although the lack of liquidity of an ETF could result in it being more volatile.

Private equity and private credit vehicles will include holdings consisting of the securities of privately held companies. The securities of privately held companies are generally less liquid and more difficult to value than securities traded publicly on an exchange. A fund may not be able to sell the securities of privately held companies at the times or sale prices anticipated by its manager. Additionally, privately held companies are generally subject to fewer regulatory and reporting obligations than companies whose securities are publicly traded.

Certain of the investment strategies recommended by MCCA seek to “hedge” the account’s positions as a way to obtain protection against adverse price movements. However, hedging is not without its costs and limitations. For example, hedging lowers the profit potential of the investment just as it lowers the loss potential. For this reason, MCCA may choose to hedge only part of a client’s portfolio and only for a limited period of time, or a choice may be made not to hedge at all. Also, hedging involves expense, and a client will have to absorb the cost of purchasing the hedge instrument as well as the brokerage and related transaction charges. At times, such costs may outweigh the benefits of obtaining the hedge. Hedges are most effective when the hedge instrument is similar or identical to the position being hedged. A number of factors may cause the correlation between the hedging instrument and primary position to decline. These include the differential effects of volatility between various instruments and uncorrelated changes in spreads between instruments.

In the futures markets, margin deposits typically range between 2% and 15% of the value of the futures contract purchased or sold. Because of these low margin deposits, futures trading is inherently leveraged. As a result, a relatively small price movement in a futures contract may result in substantial losses. Futures positions may be illiquid because certain commodity exchanges limit fluctuations in certain futures contract prices during a single day by regulations referred to as “daily price fluctuation limits” or “daily limits.” Under such limits, during a single trading day no trades may be executed at prices beyond the daily limits. Once the price of a particular futures contract has increased or decreased by an amount equal to the daily limit, positions in that contract can neither be taken nor liquidated unless traders are willing to effect trades at or within the limit. This could prevent a manager from promptly liquidating unfavorable positions and thus subject a fund to losses.

The market value of fixed income investments will change in response to interest rate changes and other factors. During periods of falling interest rates, the values of outstanding fixed income securities generally rise. Conversely, during periods of rising interest rates, the values of such securities generally decline. Moreover, while securities with longer maturities tend to produce higher yields, the prices of longer maturity securities are also subject to greater market fluctuations as a result of changes in interest rates. Changes in the rating of any fixed income security and in the ability of an issuer to make payments of interest and principal also affect the value of these investments. Changes in the value of these securities will not necessarily affect cash income derived from these securities, but will affect the investing fund’s net asset value. Investment grade bonds include securities rated BBB by S&P or Baa by Moody’s, which may be regarded as having speculative characteristics as to repayment of principal. Lower rated securities are also regarded as having speculative characteristics as to repayment of principal.

Mortgage-backed securities are instruments that entitle the holder to a share of all interest and principal payments from mortgages underlying the security. The mortgages backing these securities include conventional fifteen- and thirty-year fixed rate mortgages, graduated payment mortgages, adjustable-rate mortgages, and balloon mortgages. During periods of declining interest rates, prepayment of mortgages underlying mortgage-backed securities can be expected to accelerate. Prepayment of mortgages that underlie securities purchased at a premium often results in capital losses, while prepayment of mortgages purchased at a discount often results in capital gains. Because of these unpredictable prepayment characteristics, it is often not possible to predict accurately the average life or realized yield of a particular issue.

In addition to the risks mentioned above, clients should be aware of other risk factors including but not limited to the following:

- Institutional Risk, i.e., the risk that a fund could incur losses due to: (i) the failure of counterparties to perform their contractual commitments to the fund or (ii) the financial difficulty of brokerage firms, banks or other financial institutions that hold the assets of the fund;
- Operational Risk, i.e., the special considerations and risks arising from the day-to-day management of a pooled investment vehicles like a fund; and

- Tax risk, i.e., the special considerations and risks arising from the operation of an investment vehicle under federal and state tax laws and whether those tax results are fully compatible with client expectations and tax needs.

As the use of technology has become more prevalent in the course of its business, MCCA has become potentially more susceptible to operational and information security risks resulting from breaches in cyber security. A breach in cyber security refers to both intentional and unintentional cyber events that may, among other things, cause MCCA and/or a client account to lose proprietary information, suffer data corruption and/or destruction or lose operational capacity, result in the unauthorized release or other misuse of confidential information, or otherwise disrupt normal business operations. Cyber security breaches may involve unauthorized access to MCCA's digital information systems (e.g., through "hacking" or malicious software coding), but may also result from outside attacks such as denial-of-service attacks (i.e., efforts to make network services unavailable to intended users). In addition, cyber security breaches involving MCCA's third-party service providers and underlying funds (including but not limited to sub-managers, administrators, custodians, and other third parties), can also subject MCCA to many of the same risks. Cyber security failures or breaches may result in financial losses, disruptions to business operations, and other adverse consequences.

Clients who invest in private funds must be prepared to bear the risk of loss of their investments therein. It is critical that potential investors refer to the relevant private fund's PPM ("Private Placement Memorandum") and organizational documents, which include more comprehensive, detailed disclosure of the material risks of investing in a private fund, for a complete understanding.

From time to time, MCCA may allocate client assets to diversified institutional investment vehicles and separately managed accounts employing a range of alternative and traditional strategies. These may include, without limitation:

- **Infrastructure Strategies:** Investments in pooled investment vehicles that seek to generate income and long-term capital appreciation through exposure to infrastructure-related assets and businesses. Such investments may include interests in transportation, energy, utilities, communications, or other essential service assets. Infrastructure investments are subject to risks including regulatory changes, political risk, interest rate sensitivity, leverage risk, valuation uncertainty, and liquidity constraints. Interval fund structures may impose limits on the frequency and amount of investor redemptions.
- **Value-Add Real Estate Strategies:** Investments in private real estate vehicles pursuing value-add strategies, which typically involve acquiring properties requiring operational improvements, repositioning, redevelopment, or improved capital structures. These investments may utilize leverage and are subject to real estate market risk, tenant risk, financing risk, construction and development risk, economic cycle sensitivity, and limited liquidity. Drawdown structures require capital commitments that are funded over time and may result in unpredictable timing of capital calls.
- **Long-Short Equity Strategies (Including Tax-Aware Separately Managed Accounts):** Investments in strategies that take both long and short positions in equity securities in an effort to generate returns with reduced net market exposure or enhanced risk-adjusted returns. Certain strategies may incorporate tax-aware portfolio management techniques designed to enhance after-tax outcomes for taxable investors. Long-short strategies are subject to risks including short sale risk, leverage risk, counterparty risk, model and execution risk (for quantitatively driven approaches), increased portfolio turnover, and the possibility that hedging techniques may not perform as intended. Tax-aware strategies do not guarantee any particular tax outcome and are dependent on individual client circumstances.
- **Quantitative Multi-Strategy or Alternative Risk Premia Approaches:** Investments in strategies that employ systematic, factor-based, or quantitative models across asset classes, including equities, fixed income, currencies, and other instruments. These approaches rely on proprietary or systematic models and may be subject to model risk, data risk, overfitting risk, and the risk that historical relationships between factors or asset classes may not persist. Such strategies may use derivatives and leverage, which can increase volatility and magnify losses.

**Performance Targets Disclosure:** Targeted return ranges are provided to relay information to institutional investors about how an asset allocation to various broad-based risk-level strategies is intended to perform over a market cycle. Targets are informed by the capital markets assumptions of MCCA. Some important criteria and assumptions about events or other factors, that we believe to be reasonable based on the capital market assumptions, were used to develop targets. Actual events or factors are difficult to predict and may differ from those assumed, and such differences may be material and are beyond the control of MCCA. As a result, actual returns and results may vary significantly. Targets include the intent, belief, or current expectations for performance, which involve known and unknown risks and uncertainties, and investors should not place undue reliance on

targets. In addition, targets have certain inherent limitations and may not reflect the effects of cash flows, trading costs, or liquidity constraints and do not reflect the effects of investment management fees or other costs. There can be no assurance that any portfolio will achieve its investment objective or any target. In no case should any target be interpreted to be a prediction, projection, or guarantee of investment returns. Investing involves risk; principal loss is possible. Targets are developed by MCCA, have not been verified by a third party, and are subject to change.

MCCA uses AI tools on a limited basis to assist in aspects of the research process. The risk of using AI in the research process is that the AI tools can rely on incomplete, inaccurate, or biased data which could lead to flawed analysis and research conclusions. MCCA does not rely on AI tools to generate investment recommendations, and any AI-generated information is reviewed by investment personnel and used only as a supplemental research resource.

The potential emergence of an outbreak or pandemic of Flu, Coronavirus, Filovirus, or other large-scale public health event is difficult to predict and could materially affect the value of the Interests. The characteristics of any disease outbreak, including its rate of spread and virulence, may depend on a number of complex and sometimes interrelated factors, including but not limited to factors relating to environment, demographics, advances in medical science, travel, the speed and effectiveness (or ineffectiveness) of response efforts (including those of international agencies) and specific features of particular countries (such as the number of hospital beds per capita, GDP per capita, and related resources to effectively contain an outbreak, physicians per capita, applicability of war or other hostilities that adversely affect environmental conditions or availability of health care, country-specific cultural practices, etc.), and are therefore subject to uncertainty. No assurance can be given regarding the effectiveness, if any, of any response efforts to a disease outbreak. Such response efforts may be ineffective in preventing or slowing the growth of such disease outbreak and may potentially worsen such disease outbreak.

## **Item 9 – Disciplinary Information**

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. MCCA has had no legal or disciplinary events that would be material to such an evaluation.

## **Item 10 – Other Financial Industry Activities and Affiliations**

MCCA is affiliated with MCSR GP, LLC ("MCSR") as MCCA is the sole owner of MCSR. MCSR serves as the general partner to certain pooled investment vehicles that MCCA manages and recommends to advisory clients. MCSR is not entitled to receive a fee, special allocation or carried interest for managing the operations and affairs of the pooled investment vehicle. MCCA is not entitled to receive a fee, special allocation or carried interest for the investment advisory services MCCA provides to the partnerships. MCCA is not otherwise compensated for our services as general partner to pooled investment vehicles that MCCA serves as the general partner of. Interests in the partnerships are made available exclusively to our clients who, in the judgment of the general partner, satisfy the suitability requirements specified in the offering circular relating to each partnership. MCSR, MCCA and their respective affiliates may also have conflicts of interest in allocating management time and services among various existing funds and any future funds which they may organize, as well as other business ventures in which they are involved. MCSR, MCCA and their respective affiliates believe that they have sufficient staff personnel to perform all of their duties with respect to the private funds. MCSR, MCCA and their respective affiliates currently manage, and intend in the future to manage, other privately offered investment funds, including funds with the same or similar investment objectives as currently offered private funds. MCCA also serves as the investment manager to private funds. MCSR, MCCA or their respective affiliates may form private funds with the same or similar investment objectives in the future, and it is possible that the private funds will be in competition with such funds for investments; however, MCSR, MCCA and their respective affiliates currently do not intend to form any future private funds with similar investment objectives. If a private fund does invest in companies in which affiliated private funds invest, such funds may have conflicts of interest as to holding or disposing of the investment or exercising certain rights or remedies with

respect to the private fund's investments. In such event, MCSR and MCCA would attempt to resolve any conflicts by exercising the good faith required of fiduciaries.

Through our compliance consulting engagement with Chenery Compliance Group, LLC ("CCG"), we have retained John Canning to serve as our Chief Compliance Officer. As an employee of CCG, John Canning also provides compliance consulting services to other unaffiliated registered investment advisers and registered investment companies.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

MCCA has adopted a Code of Ethics (the "Code") that applies to all its supervised persons. MCCA's Code is based on the principle that employees owe a fiduciary duty to MCCA's clients. The Code includes provisions relating to the confidentiality of your information, a prohibition on insider trading, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, political contributions, and personal securities trading procedures, among other things. All of our supervised persons must acknowledge the terms of the Code annually, or as amended.

MCCA will provide a copy of the Code to any client or prospective client upon written request to the Firm:

Mill Creek Capital Advisors, LLC  
Attention: Compliance  
161 Washington Street, Suite 1500  
Conshohocken, PA 19428

MCCA anticipates that, in appropriate circumstances and consistent with your investment objectives, it will cause accounts over which we have management authority to effect the purchase or sale of securities in which we, and/or clients, directly or indirectly, have a position of interest. Subject to satisfying the requirements of the Code, other policies, and applicable laws, officers, directors and our employees may trade for their own accounts in securities which are recommended to and/or purchased for you. The Code is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt securities, including investments in mutual funds, based upon a determination that these would not materially interfere with the best interests of our clients. In addition, the Code requires pre-clearance of certain transactions except for exempt securities and ETFs and restricts trading in close proximity to client trading activity. Nonetheless, because the Code in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee.

Employee trading is monitored under the Code to reasonably prevent conflicts of interest between us and you.

MCCA does not sell financial products, collects no commissions, and receives no other hidden/soft forms of compensation. We have no affiliation with banks, investment managers, consultants, brokers or other third parties.

As noted in Item 10 *Other Financial Industry Activities and Associations* discussion above, MCCA may recommend that clients invest in MCCA funds and limited partnerships for which it serves as investment manager and its related person MCSR GP LLC serves as general partner. Its policies addressing the conflicts of interest that these circumstances present are described above.

From time to time, certain employees of MCCA may serve on the board of directors/trustees of a private company. MCCA has adopted policies and procedures as part of its compliance program that requires employees to obtain pre-approval of any such

board service. In addition, MCCA's compliance policies and procedures impose limitations on personal and client account trading in connection with the securities of such private company and restrict the dissemination of any material nonpublic information about the private company or any public company obtained by the employee in his or her capacity as a director/trustee of the private company.

MCCA recognizes the importance of protecting the non-public personal information of its clients when providing advisory and other services. Please contact MCCA or visit its website at [www.millcreek.com](http://www.millcreek.com) for more information on, or for a copy of, its privacy policies. MCCA does not sell or provide non-public personal information of its clients for marketing purposes to others.

MCCA does not engage in Principal Transactions. Should MCCA engage in principal transactions, it will do so only if:

- The client provides written authorization for MCCA to engage in Principal Transactions with the client;
- The transaction is in the best interest of the client;
- The practice of engaging in principal transactions is disclosed in the client's IMA;
- The nature and terms of each transaction is disclosed to the client, including (i) MCCA's original purchase price for the security it proposes to sell to the client, (ii) the price MCCA expects to receive on resale for securities it purchases from clients; and (iii) the price at which the security could be bought or sold elsewhere, in the event the client would have received a better price;
- Written consent is obtained from the client for each transaction prior to "completing the transaction," in the manner described below; and
- The CCO pre-approves the transaction in writing.

MCCA does not engage in cross trades. Should MCCA arrange for a (non-Agency) cross-trade, which occurs when one client buys a security, and another client sells the same security to the client buying the security. The security therefore crosses from one client account to another client account. MCCA, as a best practice and consistent with its fiduciary duty to treat participating clients fairly, will effect cross-trades for clients only if the conditions set forth herein are met.

#### PRICE

Each cross-trade shall be effected at the independent current market price of the security. Such market price shall be one of the following:

- **Reported Security:** the last sale price with respect to such security reported in the consolidated transaction reporting system or the average of the highest current independent bid and lowest current independent offer for such security if there are no reported transactions in the consolidated transaction reporting system that day;
- **Non-Reported Exchange-Traded Security:** the last sale price on the principal exchange for which such security trades, or the average of the highest current independent bid and lowest current independent offer for such security if there are no reported independent transactions on such exchange that day;
- **Non-Reported NASDAQ-Quoted Security:** the average of the highest current independent bid and lowest current independent offer reported on Level 1 of NASDAQ; and
- **Other Securities:** the market price as evidenced by an actual simultaneous purchase or sale of the security or the average of the bid and ask determined on the basis of reasonable inquiry.

## Item 12 – Brokerage Practices

All client transactions are executed through a client's selected custodian of record. As a result, all brokerage transactions will be conducted through that custodian. Such custodial selection/arrangements may prevent us from aggregating trades with other client accounts as described below.

To the extent that MCCA places orders for the execution of securities transactions in a client's portfolio, MCCA may aggregate sales and purchase orders for the client with similar orders being made simultaneously for other accounts advised by MCCA or an affiliate of MCCA. Whenever MCCA simultaneously places orders to purchase or sell the same security on behalf of the client and one or more other accounts advised by MCCA, such orders will be allocated as to price and amount among all such accounts in a manner believed to be equitable over time to each account. We do not aggregate trades for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay.

MCCA provides a customized investment program for each client based upon an asset allocation strategy. MCCA tailors the asset allocation strategy for each client taking into account its individual needs, including client requested restrictions, cash needs, tax considerations, and other items. Transactions in any particular client account may occur at a different time than in other client accounts. Depending on one client account's investment objectives and investment strategy, MCCA may provide investment advice and have portfolio transactions executed for one client account that may differ from the investment advice given and/or portfolio transactions executed for another client account, including accounts with similar investment objectives and strategy. MCCA's investment decisions are the product of many factors, including client specific investment guidelines as well as suitability considerations for a particular client account. Thus, a particular security for one or more client accounts may be bought when one or more other client accounts are selling that security, or purchases or sales of a security may occur at different times and at different prices than for other client accounts.

An affiliate of a third-party platform provider ("Platform Provider") engaged by MCCA to provide access to various Specialist Managers, and/or custodial, brokerage, back office and other administrative services may serve as introducing broker, which introducing broker will not be entitled to receive any compensation from the client except as specifically agreed by the client. The client also understands that execution and clearing services may be provided through a broker dealer selected by a Platform Provider and that, as a result of such directed brokerage by a Platform Provider, (i) a Specialist Manager may not be able to obtain best price and execution of transactions, (ii) a Specialist Manager will not be authorized to negotiate commissions (or mark-ups and mark-downs of fixed income securities), and (iii) a client account may not be able to participate in block trades effected by a Specialist Manager for its other accounts, all of which may result in a disparity between prices charged to the client and other accounts of such Specialist Manager.

Custodians, Specialist Managers and Platform Providers must, by law, execute securities transactions for MCCA clients in such a manner that the clients' total cost or proceeds in a transaction is the most favorable under the circumstances. In making this determination, MCCA considers the full range and quality of a broker's services in placing brokerage including, among other things, the value of research provided as well as execution capability, commission rate, financial responsibility, and responsiveness. The determinative factor is not the lowest possible commission cost but whether the transaction represents the best qualitative execution for each client account whose securities are traded. To this end, custodians, the Specialist Managers and Platform Providers are required to periodically and systematically evaluate the performance of broker-dealers executing its transactions. MCCA in turn oversees a periodic review of the best execution policies and trading results obtained by the underlying custodians, Specialist Managers, and Platform Providers.

As part of its overall responsibility to monitor the nature and the quality of the portfolio management services provided by the Specialist Managers, MCCA and back-office service providers employed by us review the level of brokerage commissions paid by client accounts and the overall quality of execution services obtained by the individual Specialist Managers. As a matter of policy, we do not receive any research or other benefits from brokers and dealers in consideration of client security transactions

– so-called “soft dollar” arrangements. We do, however, obtain research, both through the internet and directly, from investment management organizations some of whom may, from time to time serve as Specialist Managers.

While it is MCCA’s policy, as noted, not to utilize soft dollar research or services directly, certain of the Specialist Managers it engages to manage client assets do receive soft dollar benefits. MCCA reviews sub-manager soft dollar policies and usage as part of its periodic due diligence overview to ensure that sub-manager policies and usage are consistent with industry norms and best practices.

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, mutual funds and ETFs) do not incur Schwab commissions or transaction fees. Schwab is also compensated by earning interest on the uninvested cash in your account in Schwab’s Cash Features Program. Schwab’s commission rates applicable to our client accounts were negotiated based on the condition that our clients collectively maintain their assets in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We are not required to select the broker or dealer that charges the lowest transaction cost, even if that broker provides execution quality comparable to other brokers or dealers. Although we are not required to execute all trades through Schwab, we have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. By using another broker or dealer you may pay lower transaction costs. Schwab Advisor Services™ is Schwab’s business serving independent investment advisory firms like us. They provide our clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. However, certain retail investors may be able to get institutional brokerage services from Schwab without going through us. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us.

Following is a more detailed description of Schwab’s support services:

**Services that benefit you.** Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

**Services that do not directly benefit you.** Schwab also makes available to us other products and services that benefit us but do not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts and operating our firm. They include investment research, both Schwab’s own and that of third parties. We use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at Schwab. Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab also discounts or waives its fees for some of these services or pays all or a part of a third-party’s fees. If you did not maintain your account with Schwab, we would be required to pay for those services from our own resources.

**Our interest in Schwab’s services.** The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don’t have to pay for Schwab’s services.

The fact that we receive these benefits from Schwab is an incentive for us to recommend the use of Schwab rather than making such a decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that taking in the aggregate our recommendation of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab’s services and not Schwab’s services that benefit only us.

## Item 13 – Review of Accounts

At least annually, MCCA reviews Specialist Manager performance, client account performance and the appropriateness of client asset allocations.

Your accounts will be reviewed with you by the Investment Officer assigned to you. Only employees registered to give investment advice will review accounts with clients. In addition to annual family meetings and periodic investment reviews, we schedule planning calls and meetings as often as requested.

You will receive a monthly or quarterly statement from a qualified third-party custodian that lists all account charges, including fees payable to MCCA, Specialist Managers, Platform Providers and the custodian, each transaction that occurred in your account during the preceding month and securities positions in your account.

You will receive periodic written reviews by the Investment Officer assigned to you including economic highlights, a review of the portfolio performance, a review of Specialist Managers for your account and an overview of each asset category in which you have assets invested. This review will also examine portfolio objectives, characteristics and the underlying securities when relevant.

As trusted stewards of our clients' finances, we uphold our duty to provide as needed:

- Consolidated performance reporting on total portfolio
- Financial statement preparation
- Cash flow budget and projections
- Custom performance and benchmark reports
- Annual tax summaries
- Web portal access

The client agrees to inform MCCA in writing of any material change in the client's financial circumstances which might affect the manner in which the client's assets should be invested and to provide MCCA with any documents or other information as to the client's financial status as MCCA may reasonably request.

In addition to reports tailored to clients, MCCA issues a variety of general circulation materials for clients, consultants and prospects about its investments and investment processes. White papers and investment advisories are also provided on timely and newsworthy topics as appropriate. MCCA's communications are typically available on the firm's website, [www.millcreek.com](http://www.millcreek.com).

## Item 14 – Client Referrals and Other Compensation

MCCA may from time to time enter into arrangements pursuant to which persons refer clients to us ("Endorser" of MCCA). An Endorser may receive referral fees. All such arrangements are fully disclosed to applicable clients and will be designed to comply with the Investment Advisors Act of 1940. An Endorser will not be employees of MCCA. Pursuant to a written agreement with us, an Endorser may generally receive a referral fee. Any such referral fee will be paid by us and not you. The fee you pay for our services will not be higher or lower as a result of such referral fees. An Endorser will not render investment advice and may not be registered investment advisors.

Additionally, MCCA receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. You do not pay

more for assets maintained at Schwab as a result of these arrangements. However, we benefit from the arrangement because the cost of these services would otherwise be borne directly by us. You should consider these conflicts of interest when selecting a custodian. The products and services provided by Schwab, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices).

## Item 15 – Custody

As the paying agent for our firm, your independent custodian will directly debit your account(s) for the payment of our advisory fees. The ability to deduct our advisory fees from your account(s) means that our firm exercises limited custody over your funds or securities. However, we do not have physical custody of any of your funds and/or securities. Instead, your funds and securities will be held with a bank, broker-dealer, or other qualified custodian. At least quarterly, you will receive account statements from the qualified custodian(s) holding your funds and securities. These account statements will indicate the amount of our advisory fees deducted from your account(s) each billing period. It is important to carefully review these account statements for accuracy.

### **Standing Letters of Authorization**

MCCA, or persons associated with MCCA, may effect money transfers from a client's account to one or more third-parties designated by the client without obtaining consent for each individual transaction, as long as we have a written authorization from the client. This authorization is commonly referred to as a Standing Letter of Authorization. An adviser with the authority to conduct such transfers is deemed to have custody over the client's assets in the related accounts. However, MCCA is not required to undergo a surprise annual audit, which is otherwise necessary for custody, if we meet the following conditions:

1. You provide written instructions signed by you, including the name, address or account number of the third-party, to the qualified custodian.
2. You authorize us in writing to direct transfers to the third-party either on a specific schedule or from time to time.
3. Your qualified custodian confirms your authorization (e.g., by reviewing the signature) and notifies you promptly after each transfer.
4. You can terminate or change the instruction.
5. We have no authority or ability to change the identity of the third-party, the address, or any other information about the third-party.
6. We maintain records showing that the third-party is not related to us and is not located at the same address as us.
7. Your qualified custodian sends you an initial notice confirming the instruction and an annual notice reconfirming the instruction, both in writing.

We confirm that we meet all the above conditions.

### **Affiliated Pooled Investment Vehicles**

MCCA is deemed to have custody of the pooled investment vehicles it manages and for which its related person, MCSR GP, LLC serves as general partner. An independent public accountant is engaged to audit the pooled investment vehicles within the required number of days under the SEC Custody Rule of the pooled investment vehicle's fiscal year end. Actual custody in all cases is maintained by a qualified custodian independent of MCCA.

## Item 16 – Investment Discretion

In a majority of its arrangements MCCA receives discretionary authority from its clients at the outset of an advisory relationship. This includes the authority to liquidate previous holdings, make decisions as to the appropriate allocation of assets among

various asset classes and types of investment products and appoints one or more Specialist Managers to manage a designated portion of the assets in a particular asset class, either directly or through investments in pooled vehicles managed by such Specialist Managers.

Specialist Managers will have full investment discretion with respect to the designated portion of the assets, including the authority to place securities trades for execution and to select brokers, dealers or other agents through which transactions for client portfolios will be effected. In all cases, however, such discretion is to be exercised in a manner consistent with client's stated investment objectives, investment policies, limitations and restrictions. All limitations and restrictions must be provided in writing to and accepted by MCCA at the outset of the advisory relationship.

MCCA's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made, among other restrictions.

The client's investment goals and asset allocation will be tailored to their specific needs and periodically assessed to ensure they are aligned with the client's investment objectives and continue to serve the client's best interests. There may be an opportunity to employ client requested restrictions on a case-by-case basis; any proposed client requested restrictions should be provided to MCCA in writing in advance for its consideration. MCCA will also consider allowing clients to impose restrictions on investing in certain securities or types of securities.

## **Item 17 – Voting Client Securities**

MCCA, as a general matter, accepts responsibility for voting Proxies for portfolio securities held within client accounts in certain instances. It is MCCA's policy to vote Proxies in the best interest of clients and, in connection with MCCA's fiduciary duties.

MCCA utilizes a third-party agent ("Voting Agent") for performing voting activities, however MCCA continues to have the ultimate obligation and discretion for proxy voting and must properly oversee the Voting Agent.

When utilizing a Voting Agent, MCCA will:

- Obtain an undertaking from the third-party that the third-party can provide all required documentation promptly upon request;
- Ensure that voting guidelines for each client are adhered to; and
- Monitor the voting activities of the Voting Agent

MCCA monitors the services provided by the Voting Agent to evaluate whether it has the capacity and competency to adequately analyze proxy issues and make recommendations in an impartial manner, and in the best interests of its clients. Monitoring may include some or all of the following:

- sampling of votes cast by the Voting Agent to confirm that the proxy guidelines selected by the client are being followed;
- performing periodic due diligence on the Voting Agent to determine if the Voting Agent continues to have capacity and competence to carry out its proxy obligations;
- reviewing the Voting Agent's policies and procedures, with a particular focus on those relating to identifying and addressing conflicts of interest and ensuring that current and accurate information is used in creating recommendations;
- inquiring as to the Voting Agent's compliance with relevant regulatory regimes;
- requesting that the Voting Agent notify MCCA if there is material change to its policies and procedures, particularly with respect to conflicts, or material business practices (e.g., entering or exiting new lines of business), and reviewing any such change; or

- participating in the Voting Agent’s policy formulation processes.

The account custodian is responsible for monitoring and addressing Corporate Actions, but as a fiduciary, MCCA also bears responsibility for ensuring that it has a reasonable belief that all matters are voted.

MCCA does not accept responsibility within its investment management agreement to act on legal matters (such as bankruptcy or class actions) where the client has not authorized its custodian to act, but MCCA will provide information within its control upon request from a client. Similarly, MCCA does not serve as the lead plaintiff in class actions because the costs of such participation typically exceed any extra benefits that accrue to lead plaintiffs.

MCCA will provide a copy of the Proxy Voting policies and procedures to any client or prospective client upon written request to the Firm and information on how a client’s proxies have been voted:

Mill Creek Capital Advisors, LLC  
Attention: Compliance  
161 Washington Street, Suite 1500  
Conshohocken, PA 19428

Unless instructed in writing by you, all proxies solicited by, or with respect to, the issuers of securities in a portfolio by a Specialist Manager will be voted by or in accordance with instructions from such Specialist Manager or delegated to a qualified proxy voting service provider. We perform due diligence on the Specialist Managers and service providers who handle proxies for us.

Proxies solicited with respect to securities issued by a pooled investment vehicle or mutual fund will be voted by its sponsor or manager.

You will not receive proxies or other solicitations directly from the Specialist Managers or service providers. MCCA is not prepared to handle questions about a particular solicitation.

## **Item 18 – Financial Information**

Registered Investment Advisers are required in this item to provide you with certain financial information or disclosures about MCCA’s financial condition. MCCA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.