

**Item 1 – Cover Page**

**KA Fund Advisors, LLC**

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This brochure on Form ADV (the "Brochure") provides information about the qualifications and business practices of KA Fund Advisors, LLC ("KAFA"). If you have any questions about the contents of this Brochure, please contact Michael O'Neil, Chief Compliance Officer at (310) 282-7905 and/or [moneil@kaynecapital.com](mailto:moneil@kaynecapital.com). The information in the Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

KA Fund Advisors, LLC is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

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

## **Item 2 – Material Changes**

Since the last annual update of the Brochure, dated March 29, 2016, there have been no material changes.

This Brochure is designed solely to provide information about the business of KA Fund Advisors, L.P.

Currently, you may request the Brochure free of charge by contacting Michael O’Neil, Chief Compliance Officer, at (310) 282-7905 or [moneil@kaynecapital.com](mailto:moneil@kaynecapital.com). The Brochure is also available on our web site, [www.kaynefunds.com](http://www.kaynefunds.com), also free of charge.

Additional information about KAFA is available via the SEC’s web site, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with KAFA who are registered, or are required to be registered, as investment adviser representatives of KAFA.

This Brochure is not and should not be deemed to be a general solicitation and does not constitute an offer to sell or a solicitation of an offer to buy or invest in any fund or account advised by KAFA.

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## Item 4 – Advisory Business

KA Fund Advisors, LLC (“KAFA”) serves as investment adviser to Kayne Anderson MLP Company, Kayne Anderson Energy Total Return Fund, Kayne Anderson Energy Development Company, and Kayne Anderson Midstream/Energy Fund, each a closed-end fund registered as an investment management company under the Investment Company Act of 1940. These funds trade on the New York Stock Exchange under the symbols “KYN”, “KYE”, “KED,” and “KMF”, respectively, and are collectively referred to herein as the “Funds.” KYN invests in public and private securities of master limited partnerships (“MLPs”) and other midstream energy companies. KYE invests in midstream energy companies, energy related income trusts and other energy companies. KED invests in midstream energy companies, upstream energy companies, and other energy companies. KMF invests in midstream MLPs, midstream companies, other MLPs, and other energy companies. Each of KYE and KMF is structured as a non-taxable regulated investment companies (“RIC”).

On February 15, 2018, KAFA announced that (1) the Board of Directors of KYN and KED each approved a proposal to merge the two companies and (2) the Board of Directors of KYE and KMF each approved a proposal to merge the two funds. It is currently expected that the mergers will be completed in the fiscal quarter ending in August 2018, subject to obtaining stockholder approval, compliance with all regulatory requirements and satisfaction of customary closing conditions. Both mergers are expected to qualify as tax-free reorganizations for federal income tax purposes, and as a result, the mergers are not expected to be taxable to stockholders of KYN or KED and/or KYE or KMF. Kayne Anderson MLP Investment Company will also change its name to Kayne Anderson MLP/Midstream Investment Company. KAFA believes that this change is consistent with recent trends in the midstream sector, with an increasing amount of assets held by midstream energy companies that are not structured as MLPs (“Midstream C-Corps”). Kayne Anderson Energy Total Return Fund will not change its name in connection with its merger.

KAFA also serves as investment adviser to a limited number of separate accounts, or pooled vehicles that largely operate as separate accounts, managed on behalf of select institutional clients (collectively, the “Separate Accounts.”)

Kayne Anderson Capital Advisors, L.P. (“KACALP”) is the managing member of KAFA. KACALP is an SEC-registered investment advisor which engages in alternative investing primarily through private pooled vehicles.

### **Assets Under Management**

As of February 28, 2018, the total assets under management amounted to \$xx billion.

## Item 5 – Fees and Compensation

### **Fees**

Each of KYN, KYE, KMF, and KED has entered into an investment management agreement with KAFA under which KAFA, subject to the overall supervision of each Fund’s Board of Directors manages the day-to-day operations of,

and provides investment advisory services to, the Funds.

KAFA has entered into a fee waiver agreement with KYN that provides for a management fee of 1.375% of average total assets up to \$4,500,000, 1.25% on average total assets between \$4,500,000 and \$9,500,000, 1.125% on average total assets between \$9,500,000 and \$14,500,000, and 1% on average total assets in excess of \$14,500,000. For the fiscal year ended November 30, 2017, KYN paid management fees at an annual rate of 1.375% of average quarterly assets. KAFA charges each of KYE and KMF a management fee at an annual rate of 1.25% of average monthly total assets. A fee waiver agreement entered into between KED and KAFA could reduce the management fee by up to 0.50% (resulting in an annual fee of 1.25%) based on the percentage of the KED's portfolio that is not publicly traded (*i.e.*, Level 3 investments). If KED's public investments (*i.e.*, Level 1 and Level 2 investments) exceed 25% of its total long-term investments, then for every 1% by which those public investments exceed 25% of KED's total investments, the management fee would be reduced by 0.0067%. The maximum waiver of 0.50% will apply if KED holds 100% public investments. For the fiscal year ended November 30, 2017, KED paid management fees at an annual rate of 1.27% of average quarterly assets. Management fees are paid monthly or quarterly. Because management fees are based on a percentage of total assets, KAFA's management fee will be higher to the extent the Funds employ financial leverage.

The Separate Accounts managed by KAFA are generally charged management fees in addition to performance fees, which are calculated as assets are liquidated and are subject to a stated "hurdle" rate of return. If assets are sold to a KAFA or KACALP (an affiliated registered investment adviser) managed fund, no performance fee would be paid.

Fees are subject to review and negotiation by the Board of Directors in the case of the Funds and to negotiation by the Separate Account holder. KAFA believes that its fees, both for its Funds and Separate Accounts, are competitive with those charged generally by other investment advisers for comparable services. However, some investment advisers may provide comparable services for lower or different fee structures. Performance-based allocations/fees are only charged consistent with applicable rules and regulations, including Rule 205-3 under the Investment Advisers Act of 1940.

### **Additional Fees and Expenses**

KAFA has a fiduciary duty to ensure that expenses allocated to clients (whether Funds or Separate Accounts) are appropriate, permissible under offering and governing client documents, and consistent with disclosures made to investors, including, without limitation, via fund governing documents. Additionally, KAFA must ensure that it allocates such expenses equitably to all relevant parties.

Generally, each investor will be responsible for all costs and expenses relating to the organization of such fund or managed account and of maintaining the operations of such investment vehicle and the investments paid by or on behalf of such fund or managed account, including, without limitation, (i) administration fees and expenses, whether provided by a third party or by KAFA or an affiliate of KAFA; (ii) audit fees; (iii) broken deal expenses; (iv) brokerage commissions, clearing and settlement charges; (v) prime brokerage fees, custodial fees, other bank service fees; (vi) interest and other expenses incurred in respect of borrowings, if any; (vii) due diligence related

expenses, including, without limitation, third party consultants and related travel; (viii) expenses associated with information, communication and periodic reporting to investors; (ix) expenses incurred in connection with legal and regulatory compliance with U.S. federal, state, local and non-U.S. or other law or regulation; (x) financial statements, tax returns and Schedules K-1; (xi) insurance premiums; (xii) legal fees, including costs of litigation involving the funds or accounts and the amount of any judgments or settlements paid in connection herewith; and (xiii) marketing expenses incurred in connection with fundraising activities in each case subject to the organization expense cap for the applicable fund.

The Chief Financial Officer and Chief Compliance Officer are familiar with the categories of expenses chargeable to clients. Any new category of client expenses requires pre-approval from the Chief Financial Officer and Chief Compliance Officer, who will ensure that such expenses are permissible under applicable offering and governing client documents. The Chief Financial Officer and Chief Compliance Officer will also determine the appropriate allocation methodology for each such new category of expenses. Additionally, any changes to the manner in which expenses are allocated among clients, KAFA or its controlled management entities must be preapproved by the Chief Financial Officer and Chief Compliance Officer. The Chief Compliance Officer is responsible for ensuring that expense allocation methodologies can be retrospectively shown to be fair.

KAFA has adopted a fund expense allocation policy to ensure that expenses are calculated and allocated correctly. In determining an equitable allocation of shared expenses among such clients, KAFA will take into account all factors deemed relevant. Where one or more clients to which an expense would otherwise be allocable are not permitted to receive an allocation based on the applicable offering and governing Client document(s), the portion of the expense attributable to such Client(s) shall be borne by KAFA or a controlled management entity.

With respect to separate accounts structured as pooled vehicles, the offering and/or governing documents of each fund or managed account provide a description of any additional fees and expenses for which investors may be responsible in addition to the management fees and any performance-based allocations or fees.

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

As described in Item 5, KAFA generally receives a performance-based or incentive fee or allocation in its separate accounts. All such arrangements conform to Section 205(a)(1) of the Investment Advisers Act of 1940. Performance fees in our separate accounts are determined based on proceeds distributed to the respective separate account client. Our fee arrangements may create an incentive to favor higher potential fee paying accounts over other accounts in the allocation of investment opportunities. Similarly, KAFA or its affiliates or employees may have a significant proprietary investment in a fund or account, and KAFA may have an incentive to favor such fund or account to the detriment of other funds or accounts. KAFA's procedures are designed to ensure that all investment decisions are made without consideration of KAFA's (or its affiliates' or employees') pecuniary interest but, instead, in accordance with KAFA's fiduciary duties to its clients.

**Co-Investments**

KAFA maintains various co-investment relationships. These relationships enable KAFA to consummate transactions on behalf of a Platform Fund Complex (as defined below) where additional capital is required above the target (or contractual maximum) investment amount of the Platform Fund Complex. In order to facilitate these transactions and subject to applicable Offering Documents, KAFA considers a number of factors, including, most notably, its fiduciary and contractual obligations, as well as corresponding investment mandates, in prioritizing allocations of co-investment opportunities.

A “Platform Fund Complex” consists of the largest managed commingled fund (based on committed capital) formed to pursue a single investment strategy (as opposed to a multi-strategy fund) and all KACALP managed accounts established and structured to invest in parallel with the commingled fund.

KAFA has adopted a Co-Investment Policy in an effort to ensure that all co-investment opportunities will, to the extent practicable, be allocated on a basis that over a period of time is fair and equitable, taking into account relevant facts and circumstances. Generally, the Offering Documents of each Platform Fund Complex include provisions with respect to the rights of a particular Platform Fund Complex to (i) receive a first priority right to suitable investment opportunities, or where applicable, invest alongside other Funds with an overlapping investment strategy, and (ii) permit third-parties to co-invest in such opportunities.

Generally speaking, a Platform Fund Complex will receive its desired investment amount (subject to any applicable position size or diversification limitations) before other advisory clients and third-party co-investors may participate. As a general rule, all co-investment will be made on the same investment terms and conditions (e.g. price, liquidity, covenants) applicable to a Platform Fund Complex. For the avoidance of doubt, different management fee and performance fee or carried interest arrangements, as applicable, may apply to co-investors, including limited partners in the Platform Fund Complex.

Notwithstanding the above, the Separate Accounts and commingled funds, if applicable, advised by KAFA are precluded generally by provisions of the 1940 Act from co-investing with any of the Funds (which, again, are registered investment companies under the 1940 Act) in private placements of securities, other than in cases where no term other than price is negotiated by KAFA. These co-investment restrictions generally do not apply to the purchase of Rule 144A securities. KAFA’s policy is that eligible funds and accounts will participate only in permissible co-investment opportunities after the funds receive the full amounts of their desired allocations, and such participation will be allocated consistent with KAFA’s Trade Allocation Policy. Further, such funds and accounts may participate in other (i.e., non co-investment) private placement opportunities only if all of the funds decline to participate, and, again, such participation will be allocated to any such funds and accounts managed by KAFA consistent with its Trade Allocation Policy (See Item 12 – Brokerage Practices).

**Item 7 – Types of Clients**

KAFA serves as investment adviser to the Funds, each a closed-end fund registered as an investment management company under the Investment Company Act of 1940. These Funds trade on the New York Stock Exchange under

the symbols “KYN”, “KYE”, “KED” and “KMF”, respectively. KYN invests in public and private securities of master limited partnerships (“MLPs”) and other midstream energy companies. KYE invests in midstream energy companies, energy related income trusts and other energy companies. KED invests in midstream energy companies, upstream energy companies, and other energy companies. KMF invests in midstream MLPs, midstream companies, other MLPs, and other energy companies. Each of KYE and KMF are structured as non-taxable regulated investment companies (RICs).

On February 15, 2018, KAFA announced that (1) the Board of Directors of KYN and KED each approved a proposal to merge the two companies and (2) the Board of Directors of KYE and KMF each approved a proposal to merge the two funds. It is currently expected that the mergers will be completed in the fiscal quarter ending in August 2018, subject to obtaining stockholder approval, compliance with all regulatory requirements and satisfaction of customary closing conditions. Both mergers are expected to qualify as tax-free reorganizations for federal income tax purposes, and as a result, the mergers are not expected to be taxable to stockholders of KYN or KED and/or KYE or KMF. Kayne Anderson MLP Investment Company will also change its name to Kayne Anderson MLP/Midstream Investment Company. Kayne Anderson believes that this change is consistent with recent trends in the midstream sector, with an increasing amount of assets held by midstream energy companies that are not structured as MLPs (“Midstream C-Corps”). Kayne Energy Total Development Return Fund will not change its name in connection with its merger.

KAFA also serves as investment adviser to a limited number of separate accounts, or pooled vehicles that largely operate as Separate Accounts, managed on behalf of select institutional clients. In each case, these accounts all invest in securities of MLPs and other energy infrastructure companies.

There is no minimum investment requirement for the Funds. The Separate Accounts managed by KAFA for institutional clients are of very substantial size, but there is no stated minimum investment amount.

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

At a high level, KAFA’s investment approach is to focus on industries and asset classes in which it has considerable knowledge and expertise, focusing first and foremost on downside protection and the preservation of capital. KAFA investment personnel conduct commercially reasonable and appropriate due diligence of each investment based on the facts and circumstances applicable to each potential opportunity. The objective of such analysis is to identify attractive investment opportunities and the possible risks associated with that investment in order to develop a sound investment strategy that has a high probability of delivering favorable investment results for our investors. When conducting due diligence and making an assessment regarding potential investment opportunities, KAFA relies primarily on publicly available information and resources. As a result, the due diligence process may at times be subjective. Accordingly, KAFA cannot be certain that its due diligence with respect to potential investment opportunities will reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. General market, economic, environmental, and other conditions, which by their nature are unpredictable, may have an adverse impact on the reliability of such due diligence.



KAFA relies primarily on internally generated research when making investment decisions. In certain circumstances, research furnished by broker-dealers and other industry members is also considered. The methods of analysis and sources of information used in determining portfolio decisions may vary among accounts, but in each case they are based on considerable fundamental research (and in some cases, technical analysis as well) to determine the expected values, risks and timing associated with each anticipated investment. Where appropriate, short sales, derivative instruments, arbitrage and other strategies are employed to generate additional return. To a lesser extent, KAFA may use various hedging strategies and other risk management strategies to seek to manage market risks.

### **Investment Risk**

Although KAFA's investment strategy is designed to mitigate the risk of loss through the decision-making or "underwriting" process, the structuring of positions, and/or hedging techniques, each such strategy will nonetheless involve significant levels of risk as a result of market and issuer-specific factors affecting securities generally. A portfolio's performance depends on the performance of individual securities in which the portfolio invests. Changes to the financial condition or credit rating of an issuer of those securities may cause the value of the securities to decline or even become worthless.

Since many of these investments involve significant degrees of risk, poor performance by a few of the investments could severely affect the total returns to investors. Concentrating investments in a particular industry, asset class, market or region means that performance will be more susceptible to loss due to adverse occurrences affecting that industry, asset class, market or region. For example, a portfolio concentrating in the energy industry is subject to greater risk of adverse economic conditions and regulatory changes than a fund with broader industry diversification.

The Funds managed by KAFA utilize financial leverage in order to enhance total returns, which may include bank debt and other forms of borrowings and which also may include the issuance of debt and preferred stock. Based on prevailing market conditions, and to the extent permitted by the 1940 Act, the use of such leverage instruments may represent greater than 30% of the assets of each fund. Such leverage instruments will have seniority over the common stock of each fund. The use of leverage creates a greater risk of loss, as well as potential for more gain.

### **Energy Sector Risk**

Certain risks inherent in investing in master limited partnerships (MLPs) and other midstream energy companies include the following:

Our concentration in the energy sector may present more risk than if we were broadly diversified over multiple sectors of the economy. A downturn in one or more industries within the energy sector, adverse political, legislative or regulatory developments or other events could have a larger impact on us than on an investment company that does not concentrate in the energy sector. At times, the performance of companies in the energy sector may lag the performance of the broader market as a whole. In addition, there are several specific risks associated with investment in the energy sector, including the following:

Regulatory Risk - MLPs and other midstream or infrastructure energy companies are subject to significant federal, state and local government regulation in virtually every aspect of their operations, including how facilities are constructed, maintained and operated, environmental and safety controls, and the prices they may charge for the products and services they provide. Various governmental authorities have the power to enforce compliance with these regulations and the permits issued under them, and violators are subject to administrative, civil and criminal penalties, including civil fines, injunctions or both. Stricter laws, regulations or enforcement policies could be enacted in the future which would likely increase compliance costs and may adversely affect the financial performance of MLPs and other midstream or infrastructure energy companies.

Economic Risk - A sustained decline in demand for natural gas, natural gas liquids, crude oil, coal or other energy commodities could also adversely affect the financial performance of MLPs and other midstream energy companies. Factors which could lead to a decline in demand include economic recession or other adverse economic conditions, higher fuel taxes or governmental regulations, increases in fuel economy, consumer shifts to the use of alternative fuel sources, changes in commodity prices, or weather patterns.

Commodity Pricing Risk - The operations and financial performance of MLPs and other midstream energy companies may be directly affected by energy commodity prices, especially those MLPs and other midstream or infrastructure energy companies which own the underlying energy commodity. Commodity prices fluctuate for several reasons, including changes in market and economic conditions, the impact of weather on demand, levels of domestic production and imported commodities, energy conservation, domestic and foreign governmental regulation and taxation and the availability of local, intrastate and interstate transportation systems. Volatility of commodity prices, which may lead to a reduction in production or supply, may also negatively impact the performance of MLPs and other midstream or infrastructure energy companies which are solely involved in the transportation, processing, storing, distribution or marketing of commodities. Volatility of commodity prices may also make it more difficult for MLPs and other midstream or infrastructure energy companies to raise capital to the extent the market perceives that their performance may be directly or indirectly tied to commodity prices.

Supply and Demand Risk - A decrease in the production of natural gas, natural gas liquids, crude oil, coal or other energy commodities or a decrease in the volume of such commodities available for transportation, mining, processing, storage or distribution may adversely impact the financial performance of MLPs and other midstream energy companies. Production declines and volume decreases could be caused by various factors, including catastrophic events affecting production, depletion of resources, labor difficulties, environmental proceedings, increased regulations, equipment failures and unexpected maintenance problems, import supply disruption, increased competition from alternative energy sources or curtailed drilling activity due to low commodity prices.

Depletion and Exploration Risk - Most MLPs and other midstream energy companies are engaged in the transporting, storing, distributing and processing of natural gas, natural gas liquids, crude oil, refined petroleum products or coal on behalf of shippers. In addition, some MLPs and midstream energy companies are engaged in the production of such commodities. To maintain or grow their revenues, these companies need to maintain or expand their reserves through exploration of new sources of supply, through the development of existing sources,

through acquisitions, or through long-term contracts to acquire reserves. The financial performance of MLPs and other midstream energy companies may be adversely affected if they, or the companies to whom they provide the service, are unable to cost-effectively acquire additional reserves sufficient to replace the natural decline.

The capital markets can fluctuate substantially and even experience periods of extreme volatility. Kafa cannot guarantee any level of performance or that investors will not experience a loss of assets. There is no assurance that the funds or managed accounts will be able to generate returns or that the returns will be commensurate with the risks inherent in the investment strategy. The marketability and value of any such investment will depend upon many factors beyond the control of the investors or Kafa. Therefore, an investor should only invest in a fund or managed account if the investor can withstand a total loss of its investment. The past investment performance of a fund, managed account or investment professional cannot be taken to guarantee future results of a fund or managed account or any investment by or in a fund or managed account. As is the case with any investment, there is no guarantee of a minimum rate of return or of a limit on losses. Additional information on investment risks is discussed in the offering materials, investment management agreements or other applicable governing documents of such fund or account. Additional information specific to each fund can be found in their respective annual reports and prospectuses.

Please note that while this Item 8 contains a discussion of some of the risks associated with investments in our funds, it is not possible to identify all of the risks associated with investing and the particular risks applicable to a client account will depend on the nature of the account, its investment strategy or strategies and the types of securities held. Investors should be aware that while Kafa does not limit its advice to particular types of investments, mandates may be limited to certain types of securities and may not be diversified. The accounts managed by Kafa are generally non-diversified and are not intended to provide a complete investment program for a client or investor. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss. The funds managed by Kafa are primarily long-term investment vehicles and should not be used for short-term trading.

### **Cyber Security Risk**

With the increased use of technologies such as the Internet to conduct business, a portfolio is susceptible to operational, information security and related risks. In general, cyber incidents can result from deliberate attacks or unintentional events and are not limited to, gaining unauthorized access to digital systems, and misappropriating assets or sensitive information, corrupting data, or causing operational disruption, including the denial-of-service attacks on websites. Cyber security failures or breaches by a third party service provider and the issuers of securities in which the portfolio invests, have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, and/or additional compliance costs, including the cost to prevent cyber incidents.

### **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 KAFA or the integrity of KAFA's management. KAFA has no disciplinary information to report.

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

Kayne Anderson Capital Advisors, LP ("KACALP"), a registered investment adviser, is the sole managing member of KAFA. KACALP is a Los Angeles-based alternative investment advisor with \$25.93 billion in assets under management (which includes \$4.80 billion managed by KAFA) as of February 28, 2018.

KAFA serves as the contractually appointed investment adviser to KYN, KYE, KED, and KMF, each a closed-end fund registered as a management investment company under the Investment Company Act of 1940, as amended.

KAFA is affiliated with KA Associates, Inc. ("KAA"), a FINRA registered broker-dealer, through common ownership (via Kayne Anderson Capital Advisors, LP). As a normal course of business, KAFA does not direct any client portfolio transactions to KAA or engage in trading through KAA.

KAFA has claimed the appropriate exemptions from registration as a commodity pool operator and commodity trading adviser with the Commodity Futures Trading Commission (CFTC) and National Futures Association (NFA).

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

### **Code of Conduct and Ethics**

As a fiduciary, KAFA owes its clients undivided loyalty – our clients trust us to act on their behalf, and we hold ourselves to the highest standards of fairness in all such matters. This is predicated on the principle that KAFA owes a fiduciary duty to its clients. As a fiduciary, KAFA must act in its clients' best interests. In other words, employees may not benefit at the expense of advisory clients and must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interests of clients.

KAFA expects all employees to:

- act with integrity, competence, dignity, and in an ethical manner when dealing with the public, clients, prospects, their employer, and their fellow employees.
- adhere to the highest standards with respect to any potential conflicts of interest with client accounts – simply stated, no officer or employee should ever enjoy an actual or apparent benefit over the account of any client.
- preserve the confidentiality of information that they may obtain in the course of our business and to use such information properly and not in any way adverse to our clients' interests, subject to the legality of such information.
- conduct their personal financial affairs in a prudent manner, avoiding any action that could compromise in any way their ability to deal objectively with our clients.

Violations of this Code of Conduct may warrant sanctions which may include suspension or dismissal, at the discretion of management.

**Personal Trading**

KAFA participates in (purchases) private placements of equity and debt securities on behalf of its clients. KAFA's partners, officers and employees may participate alongside KAFA's clients in such placements. Moreover, because issuers may, over time, engage in a series of private placements, it is possible that KAFA, its partners, officers and employees may participate in one or more of such placements in which its clients do not also participate for various reasons. Such participation could cause conflicts of interest affecting clients. KAFA's investment decisions in such situations are made in good faith in the client's best interest and without regard to the impact on KAFA or its partners, officers or employees.

KAFA and its partners, officers and employees may participate alongside KAFA's clients in the purchase and/or sale of registered securities, but only if such participation, in KAFA's good faith determination, would not adversely impact the pricing and availability of the transaction for clients or otherwise operate to the detriment of clients. Any such investment opportunities, whether in private placements or registered securities require the prior approval of KAFA's General Counsel and/or Chief Compliance Officer.

KAFA's Chief Compliance Officer receives and reviews all trading reports and employee certifications to determine that any personal trading (as well as other activities subject to compliance oversight) conducted by employees and other covered persons is consistent with requirements and restrictions set forth in the Code Ethics and does not otherwise indicate any improper trading activities.

As a general rule, KAFA's employees are not permitted to purchase and sell for their own accounts marketable securities in the industry sectors in which KAFA's funds primarily invest (i.e. energy master limited partnerships and related energy infrastructure companies). Policies and procedures have been designed to ensure that any employee personal securities transactions do not disadvantage KAFA's clients. These procedures require pre-clearance of all personal trades by employees in securities (other than open-end mutual funds, U.S. government securities, exchange traded funds, and various money market instruments) and require employees to represent an intent to hold the securities for at least 90 days. Neither KAFA nor its employees may enter trades on behalf of their own account or any account over which they have control or in which they have a beneficial interest if, in KAFA's judgment, such trade would cause them or any such account to benefit from any trade entered into or being contemplated on behalf of any client of KAFA or cause the accounts of any such clients to be disadvantaged.

Clients may request a copy of KAFA's Code of Conduct and Code of Ethics by contacting Michael O'Neil, Chief Compliance Officer, at 310-282-7905 or David Shladovsky, General Counsel, at 310-284-6438.

**Political Contributions**

It is the policy of KAFA to not make, and to prohibit its employees from making, any political or charitable contributions for the purpose of influencing a KAFA client or prospective client, a public official or his or her agency. However, employees may make personal or charitable contributions in accordance with the requirements

and restrictions of applicable law and KAFA's policies. To help ensure compliance with SEC rules and the many state and local and local pay-to-play rules, all KAFA employees must obtain prior approval from the Chief Compliance Officer or General Counsel before they (or their spouse or dependents) make contributions to a political candidate, government official, or political action committee in accordance with KAFA's policies and procedures.

KAFA's Political Contribution Policy includes the following general prohibition: All employees (and their immediate family members) are prohibited from making any contributions or gifts to, or soliciting or coordinate any contributions or gifts for (i) any incumbent US state or local officeholder (including one who is a candidate for federal office); (ii) any candidate or elections winner for US state or local office; and (iii) any staff member or employee of a US public pension fund, or any elected or appointed trustee, fiduciary, or other official whose official duties involve responsibility for such a fund.

#### **Potential Conflicts Relating to Advisory Clients**

The results of the investment activities of a KAFA client may differ significantly from the results achieved by KAFA for other current or future clients. KAFA will manage the assets of a client in accordance with the investment mandate of the applicable fund or, if a separate account, as selected by such client. However, because of differing guidelines, risk profiles, timing issues and other possible considerations, KAFA may give advice, and take action, with respect to a client account (including its own account), that may differ from the advice KAFA may give to, or an investment action KAFA may take on behalf of, another client account. In particular, KAFA or one or more clients may buy or sell positions while another KAFA client is undertaking the same or a differing, including potentially opposite, strategy. The purchase, holding and sale, as well as voting of investments by KAFA clients may enhance the profitability or increase or decrease the value of a KAFA or KAFA clients' own investments in such companies. This may give rise to certain potential conflicts of interest. KAFA has adopted its trade allocation procedures (and other relevant policies) to mitigate any conflicts of interest.

#### **Inconsistent Investment Positions and Timing of Competing Transactions**

Under certain circumstances, a KAFA client (or group of clients) may invest in a transaction in which one or more other KAFA clients are expected to participate, or already have made or will seek to make, an investment. Such clients may have conflicting interests and objectives in connection with such investments, including with respect to views on the operations or activities of the portfolio companies involved, the targeted returns from the investment, the timeframe for, and method of exiting the investment. Conflicts will also arise in cases where different clients (or group of clients) invest in different parts of an issuer's capital structure, including circumstances in which one or more clients may own private securities or obligations of an issuer and other clients may own public securities of the same issuer.

**Principal Transactions with Clients**

KAFA's practice (and that of its principals) is to avoid engaging in securities transactions with its clients. However, KAFA believes that there may be circumstances from time to time where it is beneficial to its clients for KAFA (or its principals) to engage in a securities transaction with such clients. This would most likely involve the sale by an investor to KAFA of such investor's limited partnership interest in a commingled fund. It may also involve the sale of thinly traded portfolio holdings by a liquidating fund. Under such circumstances, provided informed prior written consent is given by the affected client(s), KAFA may engage in a principal transaction. However, KAFA will not engage in a principal transaction with any of the Funds.

**Cross Trades**

KAFA will only engage in a cross transaction (causing one client account to buy or sell a security from or to another client account) when a transaction is permitted under applicable law and is in the best interests of, and consistent with the investment objectives and policies of, both clients involved in the transaction. If a cross trade is considered, it is KACALP's policy to effect all such trades in the most equitable and fair manner for all participating accounts.

It is important to note that The Employees Retirement Income and Savings Act of 1974 ("ERISA") generally prohibits cross trades. All KAFA accounts subject to ERISA are prohibited from participating in cross trades.

Any cross trade between accounts must be effected for cash consideration at the current market price of the security, taking into account the size of the transaction. If no market data is available on the date in question, then the cross trade should be effected at a price equal to the average of the highest current bid and lowest current independent offer determined on the basis of reasonable inquiry (e.g. quotes from independent pricing vendors or a two-sided broker quote).

Prior to, or contemporaneously with, the execution of a cross trade, the portfolio manager recommending the trade must prepare a brief memorandum confirming that the trade is permitted under applicable governing documents and stating the reason(s) the trade is suitable for each participating account. The memorandum must be signed by the individual under whose direction it is prepared and approved by the CCO prior to execution. Compliance will maintain copies of such memorandum.

If a cross trade is effected directly between client accounts, then no brokerage commission or similar remuneration should be payable to KAFA or any affiliate. Such situations are referred to as agency cross trades, whereby KAFA or an affiliate acts as a broker for both sides of a transaction. KAFA is permitted to engage in such transaction, if at all, only if it has not recommended the transaction to both seller and purchase therein. Rule 206(3)-2 under the Advisers Act permits KAFA or its affiliates to effect such agency cross trades only in compliance with the consent, confirmation and disclosure requirements of the rule. In cases where the agency cross trade is between private commingled funds where KAFA or an affiliate serves as general partner or managing member, these requirements are often satisfied in the governing documents where KAFA or such affiliate is authorized to effect cross trades.

If a cross transaction is effected in the open market using a broker as intermediary, then a customary brokerage commission may be charged.

In causing cross trades to be effected between clients, KAFA will generally utilize an unaffiliated broker-dealer at normal commission rates. However, it may utilize KAA to effect the trade, and in such case, KAFA will obtain the written informed consent of the participating client prior to trade settlement or it will cancel the trade at no cost to the client(s).

### **Material Non-Public Information/Insider Trading**

From time to time, KAFA personnel may obtain, either voluntarily or involuntarily, material non-public information (that is not available to other investors) or other confidential information which, if disclosed, would likely affect an investor's decision to buy, sell or hold a security. Accordingly, should KAFA personnel obtain such information with respect to an issuer, it may be prohibited from communicating such information to, or using such information for the benefit of, KAFA clients, which could limit the ability of KAFA clients to buy, sell, or hold investments. KAFA has adopted an Insider Trading Policy, which establishes procedures reasonably designed to prevent the misuse of material non-public information by KAFA and its personnel. Under the Insider Trading Policy, KAFA is not permitted to use material non-public information obtained by any department or related person in the course of its business activities or otherwise, in effecting purchases and sales in securities for KAFA clients even if failure to do so would be detrimental to the interests of such client(s). To further mitigate the risks associated with insider trading, KAFA has adopted an Ethical Wall Policy in order to minimize the likelihood that portfolio management teams will come into possession of material non-public information known by other investment teams within KAFA, thereby also minimizing the likelihood that a particular team will be precluded from taking action on behalf of its clients. Nonetheless, the investment flexibility of KAFA may be constrained as a consequence of policies and related legal requirements.

Senior personnel of KAFA serve as officers or directors of some of the publicly and privately held companies whose securities are purchased for KAFA's clients. In such capacities, these individuals, each of whom may make investment decisions on behalf of KAFA, may learn material, non-public information concerning a company's operations or securities. KAFA has established Ethical Wall and Insider Trading Policies to guard against the use of non-public information by it to benefit client accounts. KAFA's clients may be disadvantaged because KAFA may not be able to effect transactions in the securities of these companies when officers of the adviser possess material, non-public information. Any such outside business activities require the prior approval of KAFA's General Counsel and/or Chief Compliance Officer or to ensure that any actual or potential conflicts of interest are resolved in the interests of KAFA's clients.

### **Pricing and Valuation of Securities and Other Investments**

In many cases, KAFA's fees are based on the value and performance of assets held in the client account. KAFA does not price securities or other assets for purposes of determining fees. However, to the extent permitted by applicable laws, including ERISA, KAFA or an affiliate may be charged with the responsibility of, or have a role in, determining asset values with respect to KAFA products or accounts from time to time and KAFA, or such an



affiliate, may be required to price a portfolio holding when a market price is not readily available or when Kafa has reason to believe that the market price is unreliable. To the extent that Kafa's fees are based on the value or performance of client accounts, Kafa would benefit by receiving a fee based on the impact, if any, of the increased value of assets in an account. When pricing a security, Kafa attempts, in good faith and in accordance with applicable laws, to determine the fair value of the security or other assets in question. Kafa generally relies on prices provided by a custodian, a broker-dealer or another third-party pricing service for valuation purposes. When market quotations are not readily available or are believed by Kafa to be unreliable, the security or other assets are valued by Kafa in accordance with Kafa's valuation procedures. All such valuations for private investments are reviewed by an independent third-party or internal valuation committee as applicable, and in the case of the Funds, the Board of Directors.

With respect to private investments in public equities (PIPEs) or other securities that are convertible into or otherwise will become publicly traded (e.g., through subsequent registration or expiration of a restriction on trading), they will be valued at the market value of the publicly traded security less a discount. The discount will initially be equal in amount to the discount negotiated at the time an agreement is reached on price with the issuer. To the extent that such securities are convertible or otherwise become publicly traded within a time frame that may be reasonably determined, Kafa may determine an amortization schedule for the discount in accordance with an approved methodology. Investments in convertible preferred equity will generally be valued using a convertible security pricing model that takes into account the attributes of the preferred units.

## **Item 12 – Brokerage Practices**

### **Investment Discretion**

Kafa has full discretion with respect to securities transactions effected for the Funds. With respect to the institutional separate accounts, in certain cases Kafa has limited investment discretion and may not buy or sell certain securities without the prior approval of the client. Where Kafa exercises its investment discretion, it does so consistent with the applicable investment strategy, as well as any separate account investment guidelines or restrictions imposed by the client and accepted by Kafa. Kafa does not advise clients concerning holdings outside their respective accounts with Kafa.

### **Brokerage Discretion**

Kafa has full authority to determine broker-dealers to be utilized and commissions to be paid with respect to securities transactions effected for the Funds. Similarly, unless a Separate Account client directs the use of a particular broker-dealer, Kafa has the authority to select broker-dealers to be used to effect trades and the commission rates to be paid. Kafa's policy is to not effect trades through its affiliated broker-dealer, KAA for the Funds.

The overriding consideration in allocating client orders for execution is the maximization of client profits (or minimization of losses) through a combination of controlling transaction costs and seeking the most effective uses

of a broker's capabilities. When KAFA has the authority to select brokers or dealers to execute transactions for its clients, it seeks the best execution reasonably available under the circumstances (which may or may not result in paying the lowest available brokerage commissions or spread). In doing so, KAFA considers all factors it deems relevant. Such factors may include, but are not limited to: (i) the nature and character of the security or instrument being traded and the markets on which it is purchased or sold; (ii) the desired timing of the transaction; (iii) KAFA's knowledge of negotiated commission rates and spreads currently available; (iv) the activity existing and expected in the market for the particular security or interest; (v) the full range of brokerage services provided; (vi) the broker's or dealer's capital strength and stability, as well as its execution, clearance, and settlement capabilities; (vii) if applicable, the quality of the research and services provided (See "Soft Dollars" below); (viii) the reasonableness of the commission or its equivalent for the specific transaction; and (ix) KAFA's knowledge of any actual or apparent operational problems of a broker or dealer.

KAFA endeavors to be aware of current charges assessed by relevant broker-dealers and to minimize the expense incurred for effecting portfolio transactions, to the extent consistent with the interests and policies of the client account. However, KAFA will not select broker-dealers solely on the basis of "posted" commission rates nor always seek in advance competitive bidding for the most favorable commission rate applicable to any particular transaction. Although KAFA generally seeks competitive commission rates, it will not necessarily pay the lowest commission or commission equivalent as transactions that involve specialized services on the part of a broker-dealer generally result in higher commission rates or equivalents than would be the case with more routine transactions. KAFA may pay higher commission rates to those brokers whose execution capabilities, brokerage services or other legitimate and appropriate services are particularly helpful in seeking good investment results.

The reasonableness of the commissions is based on KAFA's view of the broker's ability to provide professional services, competitive commission rates, and other services which will help KAFA in providing investment advisory services to its clients, viewed in terms of either the particular transaction or KAFA's overall responsibility to its clients, as the extent to which the commission rate or net price associated with a particular transaction reflects the value of services provided often cannot readily be determined. In making these determinations, KAFA recognizes that some firms are better at executing some types of orders than others and it may be in the clients' best interests to use a broker whose commission rates are not the lowest but whose executions and other services KAFA believes may result in lower overall transaction costs or more favorable or more certain results.

#### **ECNS, Swap Clearing Firms and Other Trading Systems**

KAFA may also place orders for the purchase and sale of securities or other instructions for its clients through electronic trading systems (known as alternative trading systems), including ECNs, swap clearing firms or with brokers or dealers that participate in such trading systems or platforms, consistent with its duty to seek best execution of client transactions. ECNs and swap clearing firms may charge fees for their services, including access fees and transaction fees. Access fees may be paid by KAFA even though incurred in connection with executing transactions on behalf of clients, while transaction fees will generally be charged to clients and, like commissions and markups/markdowns, would generally be included in the cost of the securities purchased.

**Research and Other Soft Dollar Benefits**

Research services include economic forecasts, investment strategy advice, fundamental and technical advice, market analysis, statistical services and analyses of particular securities and investment situations. Some of these services would be considered “soft dollars”. Where these services are provided by the executing broker-dealer, KAFA may pay a brokerage commission in excess of that which another broker might have charged for effecting the same transaction if KAFA determines in good faith that the amount of commission is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer, viewed in terms of either the particular transaction or KAFA’s overall responsibilities with respect to the account over which it exercises investment discretion. Such rates are commensurate with those paid to so-called full service sell-side firms. KAFA’s prohibit third party soft dollar arrangements pursuant to a Commission Sharing Agreement or equivalent

It is possible that accounts which may not directly benefit from the ancillary service provided by a particular broker- dealer will enter occasional transactions through such broker-dealer, but KAFA believes that the overall effect of such occasional transactions on all accounts, when the ancillary services furnished to all accounts are considered in totality, will be beneficial to all accounts.

**Trade Aggregation and Allocation**

KAFA is aware of its fiduciary obligation to seek the “best execution” on securities transactions. Best execution entails the efficient placement of orders, clearance, settlement and overall execution quality as well as the price obtained in the transaction. As part of its efforts to obtain best execution, KAFA may aggregate orders or “block trade” for several clients. Each client that participates in a block trade will receive the average share price and a pro rata portion of the transaction cost on a trade. Because clients have different brokerage relationships, some clients’ accounts may not be eligible to participate in block trades.

KAFA seeks to allocate investment opportunities among client accounts in a fair and equitable manner over time. Securities are generally allocated among client accounts on a pro rata, percentage, or other objective basis. KAFA may also allocate securities among such accounts based upon the nature of the investment opportunity and an assessment of the appropriateness of that opportunity for such accounts, taking into consideration the various risk characteristics associated with the investment opportunity and the relative risk profile of the accounts. All allocations of securities will be subject, where relevant, to certain allocation metrics.

A variety of allocation metrics will be considered in making such allocation decisions. These metrics include (i) Investment objectives of the accounts; (ii) risk or investment concentration parameters of the accounts; (iii) supply or demand for a security at a given price level; (iv) size of available investments; (v) cash availability and liquidity requirements of the accounts; (vi) relative size of the accounts; (vii) regulatory and client-imposed restrictions applicable either to the accounts or to the securities; (viii) tax considerations of the accounts; (ix) minimum investment size of the accounts (including maintaining rounds lots); and (x) such other factors as may be relevant to a particular transaction.

Investments may not be allocated to one client account over another based on any of the following (i) to unduly favor an account in which Kafa, its employees or affiliates has a significant interest at the expense of another client account; (ii) to generate higher fees paid by one client account over another or to produce greater performance compensation to Kafa; (iii) to develop or enhance a relationship with a client of prospective client; (iv) to compensate a client for past service or benefits rendered to Kafa or to induce future services or benefits to be rendered to Kafa; and (v) to manage or equalize investment performance among different client accounts.

To be clear, although interrelated, Kafa's trade allocation and aggregation are separate from Kafa's co-investment policy. As indicated earlier, co-investment opportunities may be offered to investors in funds and accounts managed by Kafa, employees, and third parties who Kafa believes may provide a strategic benefit to such investment or future capital raising opportunities. Such opportunities will only be provided in accordance with applicable regulations and with the prior approval of Kafa's Chief Compliance Officer and General Counsel.

### **Trade Errors**

Trading errors are reportable to the Chief Compliance Officer immediately upon discovery and corrected as promptly as practicable at no cost to the client. If Kafa is wholly at fault and the trade is at a loss Kafa reimburses the client for that loss. Correcting a trade error may require multiple transactions. After the details of the trade error have been determined, the appropriate individual completes an error resolution form and submits it to compliance. Compliance maintains documentation to establish an "audit trail" of a trading error and be responsive to the course of action taken. Errors of \$5,000 or more are subject to review by the General Counsel.

### **Directed Brokerage**

A separate account client may direct Kafa to use a specified broker-dealer. In such cases, (1) a higher commission rate may be paid to such client, in part because of additional services which may be available from such broker-dealer as well as Kafa's inability to negotiate the commission rate and/or obtain a volume discount when the client's transaction is combined with those of other clients in a block trade; (2) such client's trades may be regularly executed at times different from those at which trades are executed for clients who do not direct Kafa to use a specific broker-dealer; and (3) execution of all trades for the client by the designated broker-dealer could result in failure to receive the best execution in some transactions. A client who directs Kafa to use a particular broker-dealer, including a client who directs use of a broker-dealer that will also serve as a custodian (whether or not recommended by Kafa), should consider whether commissions expenses, execution, clearance and settlement charges, and custodial fees, if applicable, will be comparable to those otherwise obtainable by Kafa.

## **Item 13 – Review of Accounts**

All accounts are reviewed on a continuous basis to determine their conformity with investment objectives and guidelines. The portfolio management team receives daily updates of portfolio positions and transactions for which the team is responsible. In addition, the executive officers regularly review and discuss portfolio status, potential investments and related issues.

The investment companies managed by KAFA issue and file reports as required under the Investment Company Act of 1940, and other applicable rules and regulations (such as the NYSE rules for listed closed-end investment companies).

The institutional separate account clients receive quarterly (weekly, if requested) reports showing positions, dividend and interest income, realized gains and losses, performance, and other relevant information as may be requested by the client for the period.

#### **Item 14 – Client Referrals and Other Compensation**

KAFA does not compensate any person for client referrals.

#### **Item 15 – Custody**

Investments and cash are held by third-party custodians. Nonetheless, by virtue of its ability to deduct fees from certain accounts, KAFA may be deemed under applicable rules to have custody of such accounts. In such instances, the client receives quarterly statements from KAFA and audited financials are completed within 120 days following the end of their fiscal year. With respect to client accounts that may be opened at KA Associates, Inc., National Financial Services is the clearing firm for KAA and is the legal custodian of customer accounts. Copies of statements are mailed directly to the client by the clearing firm. Audited financial statements are prepared by an independent accounting firm, which is registered and subject to the inspection by the Public Company Accounting Oversight Board.

#### **Item 16 – Investment Discretion**

KAFA has full discretion with respect to securities transactions effected for the Funds. With respect to the institutional Separate Accounts, KAFA has limited investment discretion and may not buy or sell certain securities without the prior approval of the client. Where KAFA exercises its investment discretion, it does so consistent with the applicable investment strategy, as well as any separate account investment guidelines or restrictions imposed by the client and accepted by KAFA. KAFA does not advise clients concerning holdings outside their respective accounts with KAFA.

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

KAFA acknowledges its fiduciary responsibility to vote proxies consistent with its fiduciary obligations, in the best interests of the clients and to prevent conflicts of interest from influencing proxy voting decisions made on behalf of clients.

While third-party instructions may be useful, KAFA may, and generally is expected to have in-depth knowledge of the vast majority of the companies in which it has invested, particularly in areas such as energy related master limited partnerships and related sectors, which knowledge may provide good reason to vote in a manner that is not consistent with the advice of the third-party service provider. After receiving voting instructions from the

research analyst and/or portfolio manager, Compliance will vote the proxy(ies) according to the instructions received.

There may be circumstances which lead KAFA to vote the same proxy in two directions for different accounts. This may occur, for example, if a client requires KAFA to vote a certain way on an issue, while KAFA deems it beneficial to vote in the opposing direction for its other clients. In all such cases, KAFA maintains relevant supporting documentation.

KAFA may occasionally be subject to conflicts of interest in the voting of proxies because of business or personal relationships it maintains with persons having an interest in the outcome of specific votes. The firm and its employees may also occasionally have business or personal relationships with other proponents of proxy proposals, participants in proxy contests, corporate directors, or candidates for directorships. If at any time, the responsible voting parties become aware of any type of potential conflict of interest relating to a particular proxy proposal, they will promptly report such conflict to the director of Compliance. Conflicts of interest are handled in various ways depending on the nature of the conflict and its perceived materiality.

The Proxy Voting Policy and Guidelines are available upon request. For inquiries regarding how a specific proxy proposal was voted, please contact Michael O'Neil at 310-282-7905.

## **Item 18 – Financial Information**

KAFA is in sound financial standing and does not use long-term borrowings in its capitalization structure. KAFA has no financial commitment that impairs its ability to meet its contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

## **Item 19 – Privacy Policy**

This Privacy Notice (“Notice”) provides information about the data that is collected, processed, used, transmitted, and stored by KAFA, and KAFA’s commitment to appropriately using and protecting the data collected.

Generally speaking, KAFA collects data about you from the following sources:

- Information we receive about you on applications or other forms;
- Information you provide to us orally; and
- Information about your transactions with us or others.

This Notice applies to both clients and employees of KAFA and our affiliates. When you use our services, you acknowledge that you have read and understand the contents of this Notice.

## **Why Does This Policy Exist?**

This Notice ensures that KAFA:

- Complies with data privacy laws and follows industry accepted practices;
- Protects the rights of its clients, employees, and partners; and
- Is open about how the Firm stores and processes personal data.

## **What Personal Information Do We Collect?**

KAFA does not collect more information than is needed to conduct its business and satisfy any associated regulatory requirements. The following are examples of the types of personal information that we may collect:

- Name, address, phone number and email address;
- Age, occupation and marital status;
- Photo identification including driver's license or ID card and passport numbers;
- Personal identifier, depending on your country of residence, such as your Social Security Number; and
- Financial information, including investment experience and objectives, account balances and assets, risk tolerance and, in certain jurisdictions, representations required under applicable law or regulation concerning your financial resources.

## **How Do We Collect Information?**

KAFA collects information from you during the onboarding process. When Kayne collects data from you directly, we will provide KAFA's contact information and KAFA's purpose for collecting and processing the data.

## **Do We Need Consent to Collect Your Data?**

By providing your data, you consent to its collection, processing, use, transfer and storage. Your consent can be withdrawn at any time by providing adequate notice (see below) to KAFA. However, withdrawing your consent may impact your ability to invest in our funds.

## **How Do We Use Personal Information?**

We use your personal information for a variety of business purposes, including but not limited to, the following:

- For our everyday business purposes to administer, facilitate and manage your relationship and/or account(s) with KAFA.

- To contact you or your designated representative(s) in connection with your relationship and/or account;
- To monitor and audit compliance with our internal policies and procedures; and
- To comply with and enforce applicable legal and regulatory requirements.

If your relationship with KAFA ends, we will continue to treat your personal information, to the extent we retain it, as described in this Notice.

### **Who Do We Share Personal Information With?**

Privacy is an integral part of the Firm. We do not disclose your personal information to third parties, except as described in this Notice, and never for compensation. Additionally, we will not share your personal information with third parties without your specific consent or unless KAFA is required to by law and/or government authorities.

Examples of third parties with whom we may share your personal information include, but are not limited to:

- Authorized service providers who perform services to facilitate your transactions with KAFA such as, administrators, brokers or custodians, payment processing, email delivery, and other similar services;
- A third party in the event of any contemplated or actual re-organization, merger, sale, joint venture, assignment, transfer, or other disposition of all or any portion of our business, assets, or stocks; and
- Government authorities in order to comply with appropriate laws and/or requests.

Third parties that we share personal information with are required to maintain the confidentiality of such information and are prohibited from using your personal information for purposes other than those that were specified upon receipt of your data.

### **What Security Measures Do We Have?**

KAFA has physical, electronic and administrative safeguards in place to help protect data from loss, misuse, unauthorized access, disclosure, alteration, and destruction.

Some features of our information security program are:

- A dedicated group of information security personnel that design, implement and monitor our information security program;
- The use of firewalls and other specialized technology;
- Continuous monitoring of our information and technology systems infrastructure to detect weaknesses and potential intrusions;
- A combination of internal and external reviews of our Internet sites and services;



- Implementing controls to identify, authenticate and authorize access to various systems or sites; and
- Providing KAFA personnel with relevant training and continually updating our security practices in light of new risks and developments in technology.

Please contact us for a copy of KAFA's policies for more information on the Firm's information security practices and procedures.

### **How Long Do We Retain Personal Information?**

We will retain your personal information for the period necessary to fulfill our services and the purposes outlined in this Notice unless a longer retention period is required or permitted by law.

### **How Can You Manage Your Personal Information?**

If you would like to request, delete, or update the personal information that you provided us, or exercise any of your data protection rights you may contact us using the contact information below. For your protection, we will need to verify your identity prior to complying with your request. KAFA does not charge for this service.

KAFA will make a good faith effort to process your request without undue delay and within the time provided by applicable law. You are also entitled to have KAFA modify or delete any information that you believe is incorrect or out of date. KAFA reserves the right to limit or deny access to personal information where providing such information would be unreasonably burdensome or expensive or as otherwise permissible under relevant laws. If KAFA determines that access cannot be provided in any particular instance, KAFA will provide the individual requesting access with an explanation of why it has made that determination and a contact point for any further inquiries.

### **Is My Personal Information Transferred Outside of European Union or European Economic Area?**

Information collected by KAFA is transferred outside of the European Union (EU) or European Economic Area (EEA) to KAFA servers in the United States. The General Data Protection Regulation (GDPR) was adopted by the EU to protect the privacy of such personal information for all EU individuals.

With respect to the collection, holding, storage, use, and processing of your personal information, KAFA will:

- Process the data lawfully, fairly and in a transparent way;
- Obtain the information only for valid business purposes and not used in any way that is incompatible with those purposes;
- Collect only information that will be relevant to the purposes we have told you about and limited only to those purposes;
- Take reasonable steps to ensure that the information is accurate and kept up to date;

- Maintain the data only as long as necessary, subject to applicable legal or other requirements and
- Use appropriate technical and administrative measures to ensure appropriate security of the data.

Where your personal information is processed by third parties outside the EU, we will ensure appropriate safeguards are in place to adequately protect it, as required by applicable law.

### **What Rights Do EU and EEA Clients Have?**

Under the GDPR, Clients domiciled in the EU or EEA have certain rights with respect to their personal information. In particular, you may have the right to:

- Request access to your personal information;
- Ask to have inaccurate data amended;
- Right to have your personal information deleted;
- Right to withdraw your consent to the processing of your personal information;
- Right to prevent or restrict processing of your personal information for any purpose; and
- Request transfer of personal information to a third party when feasible.

You have the right to receive your personal data that you provided to us in a structured, commonly used and machine-readable format and have the right to transmit such data to another controller without hindrance from us.

Additionally, in the circumstances where you may have provided your consent to the collection, processing and transfer of your personal information for a specific purpose, you have the right to withdraw your consent for that specific processing at any time. Once we have received notification that you have withdrawn your consent, we will no longer process your information for the purpose or purposes you originally agreed to, unless required by law.

### **Automated Decision Making**

We do not use computer algorithms to make automated decisions based on your personal information pursuant to the GDPR. We may process some of your personal information automatically, with the goal of assessing certain personal aspects (profiling), such as to comply with legal or regulatory obligations to combat money laundering, terrorism financing, and offenses that pose a danger to assets.

### **Where Can This Notice Be Accessed?**

This Notice is accessible through:

- Our website: <http://kaynecapital.com/privacy-notice/> and <http://kaynefunds.com/privacy/>;
- Our contracts, agreements, Form ADV Part 2A and other necessary documents; and
- By request through Investor Relations.

## **Do we use cookies on our public websites or our Investor Portal?**

We do not use cookies on our public websites ([www.kaynecapital.com](http://www.kaynecapital.com) and [www.kaynefunds.com](http://www.kaynefunds.com)). We do use cookies on our Investor Portal ([investor.kaynecapital.com](http://investor.kaynecapital.com)). The Investor Portal stores a session cookie that allows us to keep your portal session secure; this cookie is invalidated as soon as you logoff. We use another cookie as part of our “remember device” feature of our two-factor login process. This cookie will persist so we can identify your trusted devices when logging in. The data in the cookies is encrypted and we do not include any personal or private information such as name, username, or password.

## **Contact Us**

If you have questions, concerns, or suggestions related to our Notice or our privacy practices, contact the Chief Compliance Officer, Michael O’Neil at:

KA Fund Advisors, LLC  
811 Main Street, 14<sup>th</sup> Floor  
Houston, TX 77002

**Tel:** (310) 282-7905

**Website:** [www.kaynefunds.com](http://www.kaynefunds.com) and [www.kaynecapital.com](http://www.kaynecapital.com)

We reserve the right to update this Notice at any time to reflect changes in our policies concerning the collection and use of personal information. The revised Notice will be effective immediately upon posting to our web site.