



## **Client Relationship Summary June 2020**

### **1. Introduction**

Our firm's name is Cliffwater LLC (the "Firm"). We are registered with the U.S. Securities and Exchange Commission ("SEC") as an investment adviser. The services offered and fees charged by an investment adviser differ from those of broker-dealers and it is important that you understand the differences. Free and simple tools are available to research firms and their financial professionals at [www.Investor.gov/CRS](http://www.Investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers, and investing.

### **2. Relationships and Services**

**A. What investment services and advice can you provide me?** Cliffwater provides investment advisory services to our "clients", which include institutions (such as endowments, foundations, retirement systems, financial institutions and an investment company) and high net worth individuals.

**B. Description of Services.** Services include a customized investment approach based on your needs and risks which we determine during meetings we hold with you about your financial goals and needs.

- (i) *Monitoring:* As part of our standard services, Cliffwater consults with you initially and periodically to determine your risk tolerance, time horizon, and other factors that can impact your investment needs and together with you, select an appropriate investment plan and monitor that plan on an ongoing basis.
- (ii) *Investment Authority:* Our investment advisory agreement with you gives us the authority to buy and sell investments on your behalf.
- (iii) *Limited Investment Offerings:* Cliffwater assists clients globally in their allocations to alternative investments and traditional strategies. We make available advice primarily with respect to non-proprietary products, but we may also offer advice with respect to proprietary products.
- (iv) *Account Minimums and Other Requirements:* Generally, we do not have a minimum account size for you to open an account with us. We do not require you to establish a relationship with a specific broker.

**C. Additional Information.** Please see the more detailed disclosure on the advisory services that we can provide to you in Items 4 and 7 of our Form ADV Part 2A which is available at the Internet address below:

[www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) Click on the "Firm" tab, type in our CRD number (132167) and hit search. Click on our name as it appears and then select Part 2 Brochures.

**D. Conversation Starters.** Ask your Financial Professional:

- **Given my financial situation, should I choose an investment advisory service? Why or why not?**
- **How will you choose investments to recommend to me?**
- **What is your relevant experience, including your licenses, education and other qualifications?**
- **What do these qualifications mean?**

### **3. Fees, Costs, Conflicts, and Standard of Conduct**

**A. What fees will I pay?**

- (i) *Description of Principal Fees and Costs:* You will typically be charged a fee based on a percentage of assets under management or a flat fee for services (the "Advisory Fee"). The Firm's Advisory Fee varies on a case by case basis based on various factors including the scope of services. If you have a fee based on a percentage of assets under management, the more assets there are in your advisory account, the more you will pay in fees, and we therefore have an incentive to encourage you to increase the assets in your account.
- (ii) *Description of Other Fees and Costs:* You may also have to pay other fees and costs, including fees and expenses imposed by third parties, such as investment managers, custodians, administrators, and broker-dealers. These additional fees and expenses may include professional fees and expenses (e.g., legal and accounting fees and expenses), administrator and custodian

fees and expenses, brokerage commissions, and other transaction costs. Further, to the extent that an advisory client's assets are invested in a fund or separate account managed by an investment manager, clients will bear their share of the fund's or account's fees and expenses, which may include management fees, performance-based fees, legal expenses, accounting expenses, audit and tax preparation expenses, organizational expenses, administrator and custodian fees and expenses, brokerage commissions, and other transaction costs.

- (iii) **Additional Information:** You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying and see the more detailed disclosure on our fees and costs in Item 5 of our Form ADV Part 2A, which is available at the link above.
- (iv) **Conversation Starter.** Ask your Financial Professional:
  - **Help me understand how these fees and costs might affect my investments.**
  - **If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?**

#### **B. What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?**

- (i) *When we act as your investment adviser, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means.*
- (ii) *Ways We Make Money and Conflicts of Interest.* Since we provide services for clients with different fee structures, we may have an incentive to favor client accounts for which we receive a fee based on assets under advisement or management, as applicable. We address this potential conflict of interest by following an allocation policy that provides for a fair and equitable allocation of investment opportunities among our clients.
- (iii) **Conversation Starter.** Ask your Financial Professional:
  - **How might your conflicts of interest affect me, and how will you address them?**
- (iv) *Additional Information.* Please see the more detailed disclosure on our conflicts of interest in our Form ADV Part 2A, which is available through the link above.

#### **C. How do your financial professionals make money?**

Our client service financial professionals receive an annual salary and may also receive an annual discretionary performance bonus. Bonuses are based on overall revenues of the firm and personal performance of each financial professional. Certain client service financial professionals may also receive a portion of their compensation based on new client relationships and retention of those relationships.

#### **4. Disciplinary History**

**Do you or your financial professionals have legal or disciplinary history?** No, neither we nor our financial professionals have a legal or disciplinary history. Please visit [www.investor.gov/CRS](http://www.investor.gov/CRS) for a free and simple search tool to research us.

**Conversation Starter.** Ask your Financial Professional:

- **As a financial professional, do you have any disciplinary history? For what type of conduct?**

#### **5. Additional Information**

You can find additional information about our investment advisory services on the SEC's website and on our website, <https://www.cliffwater.com>. You can request up to date information and a copy of our relationship summary by contacting us at 310-448-5000 or e-mail [info@cliffwater.com](mailto:info@cliffwater.com).

**Conversation Starter.** Ask your Financial Professional:

- **Who is my primary contact person?**
- **Is he or she a representative of an investment adviser or a broker-dealer?**
- **Who can I talk to if I have concerns about how this person is treating me?**