

19. Proxy Voting

Background

Rule 206(4)-6 under the Advisers Act requires every investment adviser to adopt and implement written policies and procedures, reasonably designed to ensure that the adviser votes proxies in the best interest of its clients. The Rule further requires the adviser to provide a concise summary of the adviser's proxy voting process and offer to provide copies of the complete proxy voting policy and procedures to clients upon request. Lastly, the Rule requires that the adviser disclose to clients how they may obtain information on how the adviser voted their proxies.

The Rule states that it is a fraudulent, deceptive, or manipulative act, practice or course of business within the meaning of Section 206(4) of the Advisers Act, for an investment adviser to exercise voting authority with respect to client securities, unless the adviser:

- Adopts and implements written policies and procedures that are reasonably designed to ensure that the adviser votes client securities in the best interest of clients, which procedures must include how the adviser addresses material conflicts that may arise between its interests and those of its clients;
- Discloses to clients how they may obtain information from the adviser about how it voted with respect to their securities; and
- Describes to clients the adviser's proxy voting policies and procedures and, upon request, furnish a copy of the policies and procedures to the requesting client.

Risks

In developing this policy and procedures, Hamlin considered numerous risks associated with its voting of proxies for Clients. This analysis includes risks such as:

- Hamlin does not maintain a written proxy voting policy as required by Rule 206(4)-6;
- Proxies are not voted in Clients' best interests;
- Proxies are not identified and voted in a timely manner;
- Conflicts between Hamlin's interests and the Client are not identified; therefore, proxies are not voted appropriately;
- Any third-party proxy voting services utilized by Hamlin is not independent; and
- Proxy voting records and Client requests to review proxy votes are not maintained.

Proxy Voting Policies

Unless Hamlin is directed otherwise in writing, Hamlin's separate account Clients (the "SMA Clients") shall be responsible for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the SMA Client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the non-fixed income Assets. Hamlin is authorized to instruct the Custodian to forward to the SMA Client copies of all proxies and shareholder communications relating to the Assets.

If "Class Action" documents are received by Hamlin for a SMA Client, Hamlin will gather any requisite information and forward it to the SMA Client, to enable the SMA Client to file the "Class Action" at their discretion. Hamlin will not file "Class Actions" on behalf of any SMA Client unless instructed to do so in

writing. If “class action” documents are received by Hamlin for the Mutual Fund, Hamlin will gather any requisite information and notify the Mutual Fund’s CCO and forward it to the Mutual Fund’s Administrator, to enable the Mutual Fund to determine whether it should file the class action at their discretion. Hamlin will not file class actions on behalf of the Mutual Fund but may assist in providing records. However, Hamlin will vote proxies on behalf of the Private Funds.

In addition, in the event that Hamlin is to be a lead or co-lead plaintiff in class action, or intends to bring suit against an issuer, it will notify the Mutual Fund’s CCO prior to making any public filings of suit or announce that it is a lead or co-lead plaintiff in a class action.

Notwithstanding the foregoing, Hamlin is authorized by the Client to vote the proxies of Fixed-Income Securities, give general or specific proxies or powers-of-attorney with or without power of substitution, and generally to exercise any of the powers of an owner with respect to Fixed-Income Securities held in the Clients’ Accounts. Hamlin accepts the Clients will direct or cause the Custodian to deliver proxies related to Fixed-Income Securities to Hamlin in a timely manner. These authorizations will be continuing ones and will remain in full force and effect until Hamlin has received written notice of revocation or termination.

Supervisory Reviews

On quarterly basis the EA will perform a review of proxy voting by completing the Proxy Review Quarterly Form **APPENDIX V** in conjunction with the CCO. Additionally, he/she will meet with the PM to review the accounts that are on ProxyEdge and ensure they are properly being voted for.

Material Conflicts of Interests

General

In voting Client proxies, Hamlin avoids material conflicts of interest between the interests of Hamlin on the one hand and the interests of Clients on the other.

Potential Material Conflicts of Interest – Equity

In voting the proxies of equity securities, Hamlin believes the potential for material conflicts of interest to arise between the interests of the Client and the interests of Hamlin is limited as equity securities will be voted in accordance with the established guidelines upon the research provided by Glass Lewis. As a general practice, Hamlin will vote in accordance with the voting recommendation provided by the third-party research provider, although Hamlin reserves the right to deviate from the recommendations by Glass Lewis. In the event that Hamlin wishes to vote against the independent voting recommendation, Hamlin requires CCO approval prior to a vote being cast.

Potential Material Conflicts of Interest – Fixed Income

In voting the proxies of fixed income securities, Hamlin believes the potential for a material conflict of interest to arise between the interests of the Client and the interests of Hamlin is limited. However, there may be a potential conflict of interest where Hamlin or its related persons or entities is a named party to, or participating in, a bankruptcy work-out or other similar committee with respect to the issuer. In such instances the PM must notify the CCO prior to casting any decision on behalf of Clients.

Determining the Materiality of Conflicts of Interest

Upon the identification or notice received by the CCO that there is a conflict of interest with respect to casting a vote, the CCO may convene a committee to determine whether a conflict of interest is material. The committee will include at a minimum, Hamlin's Executive Committee and CCO. Where the Executive Committee, CCO or any other member of the committee has a direct connection to the conflict in question, that person will be recused from the materiality discussion. Materiality determinations are fact based, and will depend on the details of a particular situation. Whether a particular conflict of interest is deemed material will be based on the likelihood that the conflict might cause a proxy to be voted in a manner that was not in the best interests of Clients. All materiality deliberations will be memorialized in writing by the committee.

If the committee determines that the conflict in question is not material, Hamlin will vote the proxy in accordance with the direction recommended by the PM. If a conflict is judged material, Hamlin may obtain the informed consent of the affected Clients as to the fact that a material conflict exists in voting the Client's proxy in the manner favored by Hamlin. If obtaining such consent from any Client is impracticable or undesirable, Hamlin shall engage, an independent proxy voting advisory and research firm (such as Glass Lewis), and vote the Client(s) proxy in accordance with the published recommendation the proxy voting advisory and research firm.

On a semi-annual basis, the Best Execution Committee reviews records of any votes that were cast differently than the guidelines and the related rationales for such votes. Additionally, and in instances where a PM proposes to vote a proxy inconsistent with the Guidelines and a potential conflict is identified, the Best Execution Committee will review the proxy votes in order to determine whether a PM's voting rationale appears reasonable.

Recordkeeping

General: In accordance with Rule 204-2(c)(2) under the Advisers Act, Hamlin shall maintain the following documents in an easily accessible place for five years, the first two in an appropriate office of Hamlin:

- Proxy voting policies and procedures;
- Proxy statements received regarding Client securities;
- Records of votes cast on behalf of Clients;
- Records of Client requests for proxy voting information; and
- Any documents prepared by Hamlin that were material to making a decision how to vote, or that memorialized the basis for the decision.

All proxy votes will be recorded on Hamlin's *Proxy Voting Record*, *ProxyEdge* or in another suitable place. In either case, the following information will be maintained:

- The name of the issuer of the portfolio security;
- The exchange ticker symbol of the portfolio security;
- The Council on Uniform Securities Identification Procedures ("CUSIP") number for the portfolio security;
- The shareholder meeting date;
- The number of shares Hamlin is voting on a firm-wide basis;
- A brief identification of the matter voted on;

- Whether the matter was proposed by the issuer or by a security holder;
- Whether or not Hamlin cast its votes on the matter;
- How Hamlin cast its vote (e.g., for or against proposal, or abstain; for or withhold regarding election of directors);
- Whether Hamlin cast its vote with or against management; and
- Whether any Client requested an alternative vote on its proxy.

Client Request to Review Votes: Any request, whether written (including e-mail) or oral, received by any of Employees, must be promptly reported to Hamlin's CCO. All written requests must be retained in Hamlin's proxy voting files or email archive. The following additional procedures shall be followed with respect to a Client request to review proxy voting information:

Hamlin's CCO shall record the identity of the Client, the date of the request, and the disposition (e.g., provided a written or oral response to Client's request, referred to third party, not a proxy voting Client, other dispositions, etc.) on the document entitled *Client Requests for Proxy Information* on the X drive or email archive. These files are maintained by the CCO or the CCO's delegate.

Hamlin shall provide the information requested, free of charge, to the Client within a reasonable time period (within 10 business days) for their review at the offices of Hamlin. Such a review shall be documented and should be attached and maintained with the Client's written request, if applicable, and maintained in the permanent file.