

**FIRM BROCHURE**  
(Part 2A of Form ADV)

**March 30, 2015**

**Trinity Capital Management, LLC**

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**Part 2A of Form ADV (the “Brochure”) provides information about the qualifications and business practices of Trinity Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact Fredric B. Fisher at (805) 963-0500 and/or via [fred@trinitycm.com](mailto:fred@trinitycm.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Trinity Capital Management, LLC is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Although Trinity Capital Management may use the term “registered investment adviser” or use the term “registered” through this Form ADV Part 2A, the use of these terms is not intended to imply a certain level of skill or training.**

## ITEM 1: COVER PAGE

Please refer to previous page.

## ITEM 2: MATERIAL CHANGES

This Brochure dated March 30, 2015 is prepared in accordance with the requirements and rules adopted by the United States Securities and Exchange Commission (“SEC”). Part 2A of Form ADV requires investment advisers to provide narrative, plain English disclosures regarding their advisory business in order to provide Clients and prospective Clients with more meaningful information about the adviser and its business practices.

The following are the changes made to this Brochure since the prior version dated March 27, 2014:

Item 4 – *Advisory Business* – updated to: (i) reflect the current assets under management as of December 31, 2014, (ii) expand and clarify the descriptive language under the Wealth Management Services section, and (iii) reflect the appropriate corporate titles of Trinity’s two owners.

Item 5 – *Fees and Compensation* – updated to change the range of the flat fee charged for Advanced Planning services, which is now \$500 to \$20,000.

Item 8 – *Methods of Analysis, Investment Strategies and Risk of Loss* – updated to clarify some of the risk description language.

Item 13 – *Review of Accounts* – updated to clarify the language regarding account reviews performed by Trinity.

Item 17 – *Proxy Voting* – Updated the email information for the person to contact to request proxy information.

Because of the amount of detail provided within the brochure, Trinity Capital Management, LLC encourages each Client to read this brochure carefully and to contact us with any questions you may have.

Pursuant to SEC requirements, TCM will ensure that Clients receive a summary of any material changes to this Brochure within 120 days of the close of TCM’s fiscal year, along with a copy of this Brochure or an offer to provide the Brochure. Additionally, as TCM experiences material changes in the future, we will send you a summary of our “Material Changes” under separate cover. TCM’s Brochure is available anytime upon request or at the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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## **ITEM 4: ADVISORY BUSINESS**

### **A. Description of Firm**

Trinity Capital Management, LLC (“TCM” or the “Firm”) was founded in 2006 and is headquartered in Santa Barbara, California. The Firm, which is registered with the SEC, provides wealth management services consisting of investment management and Advanced Planning services to families, individuals, charitable organizations, retirement plans, trusts, estates, corporations, and other institutions. Our Clients typically enter into fully discretionary management agreements with TCM.

TCM’s principal owners include: Fredric B. Fisher, who serves as the Firm’s President and Chief Compliance Officer, and Andrew Y. Bucher who serves as Chief Investment Officer.

### **B. Types of Advisory Services Offered**

#### **1. Wealth Management Services**

TCM’s wealth management services include both investment management services and Advanced Planning to provide a comprehensive financial package for our Clients. Each of our services is described more fully below.

##### **a. Investment Management Services**

TCM provides investment analysis, education, advice, and manages Client portfolio accounts. The Firm offers Clients a tailored portfolio management solution based on a thorough understanding of each Client’s independent investment objectives. The Firm’s investment management services include selecting the securities used to implement the Client’s target asset allocation. Securities used may include mutual funds, exchange traded funds, stocks, and certain fixed income instruments, such as certificates of deposit and money market funds.

All investment advice is customizable, with each account managed according to the investment objectives, needs, guidelines, risk tolerance, and other information as provided by the Client. This information is gathered from each Client through a conversational interview process, incorporating technology tools such as risk tolerance testing, and summarized on a Client Profile Form, or other similar documentation, ultimately resulting in a proposed investment plan and target asset allocation. If the Client chooses to implement the plan with TCM, the Firm selects appropriate investment vehicles to implement the Client’s target allocation.

TCM manages all Client assets on a fully discretionary basis. The Firm’s discretionary authority may be subject to conditions or restrictions imposed by a Client, such as when a Client restricts or prohibits transactions in a particular security. Please refer to Item 16 for additional information.

At times, and only at the request of the Client, the Firm may also provide cash management and/or custom money market advisement independent of its investment management services. In

these situations, the Firm has created cash and money market strategies which are implemented by utilizing a range of mutual funds as well as certain types of fixed income securities. The fees for these services are negotiable and based upon the assets under management of the Firm.

#### **b. Advanced Planning**

For its Wealth Management Clients, TCM offers comprehensive “Advanced Planning” and/or individual consultations regarding a Client’s financial affairs. These services include, among other things, assisting Clients in the areas of

- (i) ‘Wealth Enhancement’ such as cash flow planning and tax mitigation (this may be performed in coordination with a Client’s CPA and/or attorney)
- (ii) ‘Wealth Protection’ including risk mitigation and transferring risk to insurance companies
- (iii) ‘Wealth Mobilization’ by maximizing the impact of charitable giving, and
- (iv) ‘Wealth Transfer’ through gifting and estate planning considerations.

Our general planning process also often includes net worth calculations, spending and saving plans, and long range planning (for retirement, education and legacy planning). The Client and TCM will mutually determine what services are required, which will then be memorialized in the Client’s Wealth Management Agreement (“WMA”).

Such Advanced Planning services will be done on a comprehensive basis. Planning is best thought of as an ongoing process providing a framework used to assist in making excellent decisions that move a Client forward in accomplishing their goals. TCM and the Client engage in a relationship over the years to do that. At various points in the planning process, a written summary is useful and is presented to the client. TCM does not use a “one size fits all” methodology, instead each written plan will reflect the needs and desires of each individual Client. Pursuant to Client request and mutual written agreement by TCM, the Firm may provide on-going assessments of the Client’s overall financial progression periodically in accordance with the terms of the Client’s WMA.

Clients have the option of utilizing TCM to implement certain recommended plans and investments, but are under no obligation to do so. Clients are free at all times to accept or reject any or all recommendations made by TCM and Clients retain the authority and discretion on whether or not to implement any recommendations.

Clients should understand that a potential conflict of interest exists if TCM recommends its own investment management services. Advanced Planning recommendations are based on information provided directly by the Client, which then is analyzed to assess the Client’s financial goals, needs and objectives in order to provide TCM’s recommendations. When making future projections in the planning process, certain assumptions may be made with respect to investment return and inflation rates, use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance and TCM cannot offer any guarantees or promises that the Client’s financial goals and objectives will be met. As a

Client's financial situation, goals, objectives, or needs change, it is the Client's responsibility to promptly notify TCM.

## **C. General Information About TCM's Services**

### **1. Information Received from Individual Clients**

At the onset, and through the duration, of the Client relationship, TCM gathers information on each Client's investment objectives, risk tolerance, time horizons and financial goals. Such information may include data regarding income, expenses, taxes, insurance coverage, retirement plans, wills, trusts, investments and/or other relevant information pertaining to a Client's overall financial situation.

TCM does not assume responsibility for the accuracy of the information provided by the Client. The Firm is not obligated to verify any information received from the Client or from any of the Client's other professionals (*e.g.*, attorney, accountant, etc.) and is expressly authorized to rely on such information. Under all circumstances, Clients are responsible for promptly notifying TCM of any material changes to the Client's financial situation, investment objectives, risk tolerance, time horizon, tax status, financial goals or other information that TCM may have relied upon in rendering its services. In the event that a Client notifies TCM of such changes, TCM will review the changes and recommend changes, as appropriate, to the Client's financial plan and/or portfolio.

### **2. Client Agreements and Disclosures**

Each Client is required to enter into a written management agreement (MA) with TCM, which will set forth the terms and conditions under which the Firm will render its services. In accordance with applicable laws and regulations, TCM will provide its disclosure brochure (ADV Part 2A) and brochure supplement (ADV Part 2B) to each Client prior to or contemporaneously with the execution of TCM's MA. The advisory relationship between TCM and the Client will continue in effect until terminated by either party pursuant to the terms of the written agreement. TCM's fees (as discussed below) shall be prorated through the date of termination and any remaining balance shall be charged or refunded to the Client, as appropriate, in a timely manner.

Neither TCM nor the Client may assign a written agreement without the consent of the other party. Transactions that do not result in a change of actual control or management of TCM shall not be considered an assignment.

TCM does not provide custodial or other administrative services, and consequently, TCM will not at any time accept or maintain custody of a Client's funds or securities. As further discussed in Item 15 below, Client's assets will be custodied with a qualified custodian. All custodial and execution fees assessed for Client's assets remain the sole responsibility of Client.

**D. Participation in Wrap Programs**

TCM does not participate in any wrap programs at this time.

**E. Amount of Client Assets Managed**

As of December 31, 2014, the following represents the amount of Client assets under management by TCM on a discretionary and non-discretionary basis:

Type of Account	Assets Under Management ("AUM")
Discretionary	\$161,369,934
Non-Discretionary	\$8,224,588
Total:	<b>\$169,594,522</b>

**ITEM 5: FEES AND COMPENSATION**

**A. Compensation for Advisory Services**

As described in greater detail below, TCM charges different types of fees dependent upon the services being provided to the Client. The specific fees charged by TCM for its wealth management services will be set forth in the Client's MA as further specified below.

**1. Investment and Wealth Management Fees**

For investment and wealth management services TCM generally charges a fee based upon a percentage of assets under management, calculated on account values as of the close of business on the last business day of the calendar quarter. TCM's investment management fees are assessed quarterly in arrears and based upon the following annual percentages:

Assets Under Management	Investment Management Annual Fee
\$0 - \$500,000	1.20%
\$500,001 - \$2,000,000	0.80%
\$2,000,001 - \$5,000,000	0.60%
\$5,000,001 - \$10,000,000	0.50%
Over \$10,000,000	0.45%

For purposes of calculating AUM, TCM will consider all investment management accounts which constitute "household" of the Client's assets. Typically, a Client's household consists of any spouse, parent, child, partner or sibling who resides at the same mailing address as the Client.

Lower fees for comparable services may be available from other sources. These fees may be negotiated by TCM under certain circumstances, and at the sole discretion of TCM.

Should a Client open an account during the quarter, management fees will be prorated for assets held for a partial quarter based on the number of days that the account was open during the quarter. In the event that TCM's services are terminated mid-quarter, the quarterly fee shall be prorated through the date of termination as defined in the Agreement and any earned, unpaid balance will be immediately due and payable by the Client, and any prepaid unearned fees will be promptly refunded to the Client.

Please note that the fees charged by investment company funds and the Client's custodian are exclusive of, and in addition to, TCM's investment advisory fee. Please refer to Item 5.B below.

Pursuant to the Client's written authorization in the MA, Clients provide TCM with authority to invoice the Client's custodian directly for payment of TCM's fees. The custodian debits the fees from the Client's account(s) as soon as practicable following the last business day of each calendar quarter and sends that amount to TCM.

Clients will receive a periodic (at least quarterly) account statement from the custodian, reflecting among other things, any fees withdrawn by the custodian and paid to TCM. Clients are urged to compare statements received by their custodian, with various reports sent by TCM. For more information on the reports TCM provides to its Clients, please refer to Item 13 below.

## **2. One Time or Periodic Planning Fees**

In consideration of Advanced Planning services provided by TCM to non-Wealth Management Clients, Clients will be assessed a flat fee usually ranging from \$500 to \$20,000 dependent on the type, scope, and complexity of planning services offered. Factors that may affect pricing include whether such services are for an individual or corporation, or if such services are considered comprehensive, involve complex investment plans, and/or are individual consultations regarding a Client's financial affairs. TCM reserves the right, in its sole discretion, to waive any or all fees associated with its Advanced Planning services.

Fees for Advanced Planning services may be assessed fifty percent (50%) prior to the commencement of services, with the remaining fifty percent (50%) charged once the process is complete.

All fees, refund policies, termination provisions and other relevant disclosures as they relate to advanced planning services are disclosed within the MA.

## **B. Other Fees and Expenses**

Clients should understand that the fees described above do not include certain charges imposed by third parties such as custodial fees and charges imposed directly by a mutual fund for fees or expenses. Client assets may also be subject to transaction costs, retirement plan administration fees (if applicable), deferred sales charges on mutual funds initially deposited in the account, 12b-1 fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.



Client assets invested in mutual funds will be subject to certain fees and expenses imposed directly by mutual funds to their shareholders, which shall be described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the sponsor also imposes sales charges, a Client may pay initial or deferred sales or surrender charge, though TCM, as a policy, utilizes only no-load funds.

Such charges and fees incurred generally will be paid out of the assets in the account and are exclusive of and in addition to the fees charged by TCM. Clients should carefully review the fees assessed to fully understand the total amount of fees to be paid by the Client and to thereby evaluate the services being provided.

### **C. Important Considerations**

Clients who wish to terminate their account must provide a thirty (30)-day written notice of termination to TCM. The Client may be responsible for payment of fees for the number of days services are provided by TCM prior to receipt of the notice of termination.

Although TCM believes its fees are competitive, Clients are hereby advised that lower fees for comparable services may be available from other sources.

### **D. Outside Compensation**

TCM, nor any of its supervised persons, engages in any outside business activity that would result in accepting compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

## **ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

TCM does not charge performance-based fees (*i.e.*, fees calculated based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory Client). Consequently, TCM does not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee (such as assets under management).

## **ITEM 7: TYPES OF CLIENTS**

TCM provides its wealth management services to individuals, retirement plans, trusts, estates, charitable organizations, and/or small businesses (each a "Client" and collectively "Clients").

TCM generally does not impose a minimum account size for opening and/or maintaining an account. However, TCM typically does require a minimum annual fee. TCM's minimum fee is dependent upon the particular service(s) being performed. For those Clients who are only receiving investment management services, TCM requires an annual fee of at least \$3,000. For Wealth Management Clients receiving comprehensive investment management and Advanced Planning services, the required minimum fee is \$10,000 annually. TCM's minimum fee requirements are subject to negotiation and could vary depending upon circumstances, including

the scope of the services to be provided. TCM reserves the right to, in its sole discretion, reduce or waive the minimum fee requirement in its entirety. Please see Item 5 above for further details on fees.

If a Client's account is a pension or other employee benefit plan governed by the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), TCM may be a fiduciary to the plan. In providing our investment management services, the sole standard of care imposed upon us is to act with the care, skill, prudence and diligence under the circumstances then prevailing that a prudent man acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims. TCM will provide certain required disclosures to the "responsible plan fiduciary" (as such term is defined in ERISA) in accordance with Section 408(b)(2), regarding the services we provide and the direct and indirect compensation we receive by such Clients. Generally, these disclosures are contained in this Form ADV Part 2A, the Client agreement and/or in separate ERISA disclosure documents, and are designed to enable the ERISA plan's fiduciary to: (1) determine the reasonableness of all compensation received by TCM; (2) identify any potential conflicts of interests; and (3) satisfy reporting and disclosure requirements to plan participants.

TCM reserves the right to accept or decline a potential Client for any reason at its sole discretion.

## **ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **A. Methods of Analysis**

Generally, the Firm employs asset allocation under the modern portfolio theory as a primary method of analysis, whereby overall investment strategy is developed that seeks to construct an optimal portfolio by considering the relationship between risk and return. This allocation is customized based upon information provided by the Client reflecting their particular financial circumstances, investment needs, goals and objectives and risk tolerance. This may include multiple securities providing diversified exposure to various asset-classes including: stocks (owning business interests), hard assets (owning real estate and other real property), and bonds (or fixed income: lending to stock and hard asset owners, most often governments and corporations).

Clients may dictate alternate strategies which would be contained in the Client's Investment Policy Statement. Investing in securities involves risk of loss that the Client should be prepared to bear.

### **B. Investment Strategies**

TCM employs highly disciplined investment strategies which provide exposure to the risks and commensurate returns of fixed income and global equity markets. Based on the Client's risk tolerance and investment objectives, the Firm will develop an asset allocation plan for the Client's portfolio. This allocation should not change unless the Client's investment objectives or risk tolerance changes. From the Firm's analysis of each asset class, the Firm will provide the Client with an asset allocation model to review and approve prior to implementing. Factors to

be used in determining the investment selection may include how efficiently does the investment match a particular asset class, what is the correlation between the investment and other Client holdings and what is the investment's risk profile.

TCM's strategies may vary depending upon the type of portfolio deemed appropriate for the Client. For example, TCM's primary strategy in fixed income portfolios is a laddered bond structure; while TCM's primary investment strategy for equity exposure is a globally diversified basket of nearly all publicly traded companies with tilts toward small and value stocks. Client situations may also require the utilization of other strategies, such as targeted maturity dates.

TCM does not recommend any particular type of security as part of its overall investment advisory services.

### **C. Risk of Loss**

Investing in securities involves a significant risk of loss which Clients should be prepared to bear. TCM investment recommendations are subject to various market, currency, economic, political and business risks, and such investment decisions may not always be profitable. Clients should be aware that there may be a loss or depreciation to the value of the Client's account. There can be no assurance that the Client's investment objectives will be obtained and no inference to the contrary should be made.

Past performance is not indicative of future results. Therefore, Clients should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds, etc.) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk.

Prior to entering into an agreement with TCM, a Client should carefully consider: (1) committing to management only those assets that the Client believes will not be needed for current purposes and that can be invested on a long-term basis, usually a minimum of three to seven years, (2) that volatility from investing in the stock market can occur, and (3) that over time the Client's assets may fluctuate and at any time be worth more or less than the amount invested.

There are certain additional risks associated with the securities recommended and strategies utilized by TCM including, among others:

- **Market Risk** – Market values as a whole fluctuate daily, whether fixed income, real estate, or stock markets. Sometimes broad markets go down resulting in a decrease in the value of Client investments. This volatility is also referred to as systematic or undiversifiable risk.
- **Asset Class Risk** – The chance that significant problems will affect a particular asset class, or that returns from that asset class will trail returns from the overall stock market. Daily fluctuations in specific asset classes are often more extreme than fluctuations in the overall market.

- Non-diversification risk – The risk of focusing investments in a small number of issuers, industries or foreign currencies, including being more susceptible to risks associated with a single economic, political or regulatory occurrence than a more diversified portfolio might be. TCM model portfolios avoid this by design.
- Company Risk – When investing in individual stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.
- Fixed Income Risk – When investing in bonds, there is the risk that the issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- Interest rate risk – The chance that prices of fixed income securities will decline because of rising interest rates. Similarly, the income from fixed income securities may decline because of falling interest rates.
- Reinvestment Risk – The risk that interest and principal payments from a bond will be reinvested at a lower yield than that received on the original bond. During periods of declining interest rates, bond payments may be invested at lower rates; during periods of rising rates, bond payments may be invested at higher rates.
- Options Risk – Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk – When investing in a an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. You will also incur brokerage costs when purchasing ETFs.
- Management Risk – Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities.
- Opportunity Cost Risk – The risk that an investor may forego profits or returns from other investments.

## ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisers such as TCM are required to disclose all material facts regarding any legal or disciplinary events that would be material to a Client's or prospective Client's evaluation of TCM or the integrity of its management. TCM does not have any such legal or disciplinary events and therefore has nothing to disclose with respect to this Item.

## **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Certain supervised persons of TCM are licensed with a number of Life and Health Insurance companies. These individuals may recommend insurance products offered by these companies. If our Clients purchase these products through these individuals, they receive the normal commissions for such products. Thus a potential conflict of interest exists between these supervised persons of TCM and TCM's Clients. The Client is under no obligation to purchase products recommended by these individuals, or to purchase such products through any of the insurance companies these individuals are registered with.

Neither TCM nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **A. Description of Code of Ethics**

TCM is a fiduciary who owes its Clients undivided loyalty and shall exercise the highest standard of care in protecting and promoting the interests of its Clients. This fiduciary obligation imposes upon TCM and its associated persons a duty to deal fairly and to act in the best interest of its Clients. In addition, this obligation imposes upon TCM and its associated persons numerous responsibilities, including the duty to render disinterested and impartial advice; to make suitable recommendations within the context of the total portfolio to Clients in light of their needs, financial circumstances and investment objectives; to exercise a high degree of care to ensure that adequate and accurate representations of its business and other information about securities are presented to Clients; to maintain and safeguard all confidential Client information in accordance with applicable laws; and to not engage in fraudulent, deceptive or manipulative practices.

To this end, TCM has adopted a Code of Ethics ("Code"), in accordance with SEC Rule 204A-1 or similar state statutes, which establishes standards of conduct for the firm's supervised persons and includes general requirements that such supervised persons comply with the their fiduciary obligations to Clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of Client information.

Because TCM's investment professionals and associated persons may transact in the same securities for personal accounts as they may buy or sell for Client accounts, it is important to mitigate potential conflicts of interest. As such, TCM has adopted personal securities transaction policies in its Code, which all of TCM's associated persons must follow. Specifically, the Code requires personnel to report personal trades and holdings and prohibits or requires pre-clearance for certain trades in certain circumstances. The Code also contains procedures for reporting violations and enforcement. The Code is reviewed and distributed to personnel annually. TCM

will provide a copy of its Code of Ethics to any Client or prospective Client upon request. Please contact TCM at (805) 963-0500.

**B. Participation or Interest in Client Transaction**

It is TCM's policy not to enter into any principal transactions or agency cross transactions on behalf of Client accounts. Principal transactions occur where an adviser, acting as principal for its own account, buys securities from or sells securities to any advisory Client. Agency cross transactions occur where a person acts as an investment adviser in relation to a transaction in which the adviser, or an affiliate of the adviser, acts as broker for both the advisory Client and for another person on the other side of the transaction.

**C. Personal Trading**

TCM or individuals associated with TCM may buy or sell for their personal account(s) securities or investment products identical to those recommended to or already owned by Clients. Alternatively, TCM may cause Clients to buy a security in which TCM or such individuals have an ownership position. Such recommendations will only be made to the extent that they are reasonably believed to be in the best interests of the Client. Nevertheless, such practices present potential conflicts of interest. To mitigate these conflicts, TCM has adopted a Code of Ethics, which outlines the procedures regarding personal trading that must be followed (see details below). Furthermore, as a preventative measure, all Client transactions will be conducted and implemented before any such transaction relating to any personal accounts of any affiliated persons of TCM. Additionally, as part of TCM's fiduciary duty to Clients, TCM and its supervised persons will endeavor at all times to put the interests of the Clients first and at all times are required to adhere to TCM's Code of Ethics.

In order to mitigate this conflict of interest and to comply with all applicable laws and regulations, TCM's Code of Ethics sets forth the professional and fiduciary standards that all associated persons must follow. The Firm's intention is to protect Client interests at all times and to demonstrate TCM's commitment to its fiduciary duties of honesty, good faith and fair dealing with Clients. All associated persons are expected to adhere strictly to the policy and are required to follow specific procedures regarding personal trading, including:

- Adhere to the fundamental standard that employees should not take inappropriate advantage of their position;
- Conduct all personal securities transactions in a manner consistent with the adopted policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities; and
- Comply with applicable provisions of the federal securities laws.

TCM and its Associated Persons may also buy or sell specific securities for their own accounts based on personal investment considerations, which TCM does not deem appropriate to buy or sell for Clients.

## ITEM 12: BROKERAGE PRACTICES

Except in limited situations where TCM permits Clients to direct brokerage (as described below), TCM will generally recommend the broker-dealer to be used and the commission rates at which transactions for Client accounts will be effected. When TCM places orders for the execution of portfolio transactions for Client accounts, transactions are allocated to brokers and dealers for execution in various markets at prices and commission rates that, based upon good faith judgment, will be in the best interest of the Client. In addition to using brokers as “agents” and paying commissions, TCM may affect transactions in securities directly from or to dealers acting as principal at prices that include markups or markdowns and may purchase from underwriters or dealers in public offerings at prices that include compensation to the underwriters and dealers. The following discussion summarizes the material aspects of TCM’s practices for the selection of broker-dealers to execute Client transactions.

### A. Selection Criteria

The Firm generally effects all transactions for Client accounts through the broker-dealer custodian. The Firm periodically evaluates the commissions charged and the service provided by the custodian and compares those with other broker-dealers to evaluate whether overall best qualitative execution could be achieved by using alternative custodians. Other factors the Firm may consider when evaluating its choice of custodian include:

- Ability to trade mutual funds and other investments that the Firm determines suitable for a Client's portfolio
- Any custodial relationship between the Client and the broker-dealer
- Excellent customer service
- Interaction simplicity with the Firm
- Discount transaction rates
- Reliability and financial stability

For those Clients who select broker-dealers not recommended by the Firm, Clients should be aware that the Firm may not be able to negotiate specific brokerage commission rates with the broker on the Client’s behalf, or seek better execution services or prices from other broker-dealers. As a result, the Client may pay higher commissions and/or receive less favorable net prices on transactions for their account than might otherwise be the case and that the Firm will have limited ability to ensure the broker-dealer selected by the Client will provide best possible execution.

### B. Best Execution

TCM will generally seek “best execution” in light of the circumstances involved in transactions. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker-dealer’s services, including among others, net price, reputation, financial strength and stability, efficiency of execution and error resolution, the size of the transaction and the market for the security. TCM will not obligate itself to obtain the lowest commission or best net price for an account on any particular transaction. Consistent with the foregoing, while TCM

will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for Client transactions.

To ensure that brokerage firms selected by TCM are conducting overall best qualitative execution, TCM will periodically (and no less often than annually) evaluate the trading process and brokers utilized. This evaluation will include, but is not limited to price, commission, timing, research, aggregated trades, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and settlement processing, use of automation, knowledge of other buyers or sellers and administrative ability.

### **1. Research and Other Soft Dollar Benefits**

TCM does not currently receive research (both proprietary and/or non-proprietary) or other products or services other than execution services from a broker/dealer or a third party in connection with Client securities transactions, otherwise known as “soft dollar benefits.”

### **2. Directed Brokerage**

Clients may direct TCM in writing to use a particular broker-dealer to execute some or all transactions for the Client. In that case, the Client will negotiate terms and arrangements for the account with that broker-dealer, and TCM will not seek better execution services or prices from other broker-dealers or be able to “batch” Client transactions for execution through other broker-dealers with orders for other accounts managed by the Adviser. As a result, the Client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, TCM may decline a Client’s request to direct brokerage if, in TCM’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers.

### **D. Order Aggregation**

Transactions for each Client generally will be effected independently, unless the Adviser decides to purchase or sell the same securities for several Clients at approximately the same time. TCM may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Adviser’s Clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among TCM’s Clients pro rata to the purchase and sale orders placed for each Client on any given day. If such orders cannot be fully executed under prevailing market conditions, the Firm may allocate the securities traded among Clients and each similar order in a manner which it considers equitable, taking into consideration, among other things, the size of the orders placed, the relative cash positions of each account, the investment objectives of the accounts, and liquidity of the security.



## **ITEM 13: REVIEW OF ACCOUNTS**

### **A. Reviews**

Client investment accounts are managed and reviewed on a continuous basis, not less than annually. Overall investment management as it relates to Client goals and risk tolerance, is considered in the review process. In addition to periodic reviews, reviews may be triggered by certain events such as, (i) a change in a Client's financial situation; (ii) rebalancing required to maintain the asset class integrity of the portfolio; or (iii) changes in a fund or security used to represent an asset class.

Account reviews are conducted by the designated investment adviser professional(s) who is primarily responsible for such accounts. Clients are encouraged to notify the Firm and its advisory representatives of any changes in his/her personal financial situation that might affect his/her investment needs, objectives, or time horizon.

### **B. Nature and Frequency of Reports**

Clients receive account statements at least quarterly directly from the qualified custodian that holds and maintains the Client's assets. These reports list the holdings, any transactions or other activity in the account over the covered period, and any fees (including management fees) that were deducted from the account during the statement period.

Clients may also receive a report from TCM. Client reports are individualized. The nature and frequency are determined by Client need and the services offered. However, most TCM Clients will receive quarterly or annual reports summarizing the portfolio structure and investment performance of their account(s). TCM's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Clients are urged to carefully review all account statements and compare the statements received from TCM, if any, to those received from the account custodian.

## **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

### **A. Economic Benefits Received**

TCM or a related person does not have any arrangement, oral or in writing, where it is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-Client in connection with giving advice to Clients or directly.

### **B. Compensation for Client Referrals**

Currently, TCM does not have any solicitation or referral arrangements in place. However, TCM may in the future enter into agreements with individuals and organizations, some of whom may be affiliated or unaffiliated with TCM that refer Clients to TCM. If a Client is introduced to TCM by either an unaffiliated or an affiliated solicitor, TCM may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940,

and any corresponding state securities law requirements. Therefore, if the Client is introduced to TCM by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of the solicitor relationship, and shall provide each prospective Client with a copy of TCM's written disclosure statement as set forth in TCM's Form ADV, together with a copy of the written disclosure statement from the solicitor to the Client disclosing the terms and conditions of the arrangement between TCM and the solicitor, including the compensation to be received by the solicitor from TCM. Any affiliated solicitor of TCM shall disclose the nature of the relationship to prospective Clients at the time of the solicitation and will provide all prospective Clients with a copy of TCM's written disclosure statement as set forth in the Form ADV.

The Firm may have an incentive to select or recommend a solicitor based on its interest in receiving Client referrals, rather than on its Clients' interest in receiving most favorable execution. However, the current procedures are that the Client will under no circumstances be charged an additional fee for such arrangement. Compensation arrangement will vary with each solicitor.

## **ITEM 15: CUSTODY**

Pursuant to Rule 206(4)-2 of the Advisers Act, TCM is deemed to have custody of Client funds because the Firm has the authority and ability to debit its fees directly from Clients' accounts upon receiving approval. To mitigate any potential conflicts of interests, all TCM Client account assets will be maintained with an independent qualified custodian.

Notably, in most cases a Client's broker-dealer also may act as the custodian of the Client's assets for little or no extra cost. Clients should be aware, however, of the differences between having their assets custodied at a broker-dealer versus at a bank or trust company. Some of these differences include, but are not limited to, custodian costs, trading issues, security of assets, Client reporting and technology.

Clients will receive statements on at least a quarterly basis directly from the qualified custodian showing all disbursements, including TCM's advisory fees, deducted from the account. Clients are urged to carefully review all custodial statements for accuracy. It is the Client's responsibility (and not the custodian's) to ensure the Fee and its calculation in relation to the Client's account is correct. In the event that Clients also receive account statements from TCM, it is strongly encouraged that Clients compare these account statements to any account reports provided by the qualified custodian. TCM reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Please refer to Item 12 for additional important disclosure information relating to TCM's practices and relationships with custodians.

## **ITEM 16: INVESTMENT DISCRETION**

### **A. Discretionary Authority; Limitations**

Upon receiving written authorization from a Client, TCM may manage Client assets on a discretionary basis. In this case, Client delegates to TCM limited discretionary trading authorization with respect to the purchase, exchange and sale of actively traded equity and equity-related securities in addition to the amount of securities to be bought or sold on behalf of the Client. However, such discretion is to be exercised in a manner consistent with each Client's stated investment objectives, risk tolerance, and time horizon. In addition, TCM's authority to trade securities may be limited in certain circumstances by applicable legal and regulatory requirements. In some instances, TCM's discretionary authority may be limited by conditions imposed by Clients on TCM's discretionary authority, including restrictions on investing in certain securities or types of securities. All such limitations, restrictions, and investment guidelines must be provided to TCM in writing.

### **B. Limited Power of Attorney**

By signing TCM's Investment Advisory Agreement, Clients authorize TCM to exercise this full discretionary authority with respect to all investment transactions involving the Client's investment management account. Pursuant to such Agreement, TCM is designated as the Client's attorney-in-fact with discretionary authority to effect investment transactions in the Client's account which authorizes TCM to give instructions to third parties in furtherance of such authority.

## **ITEM 17: VOTING CLIENT SECURITIES**

TCM has established a Proxy Voting Policy. When TCM is responsible to vote proxies on securities held in a Client's account, TCM has adopted policies and procedures in an effort to ensure that all votes are cast in the best interests of our Clients and that the proper documentation is maintained relating to how the proxies were voted. These policies and procedures are summarized below.

TCM has adopted proxy voting guidelines to make every effort to ensure the manner in which shares are voted is in the best interest of Clients and the value of the investment. However, TCM reserves the right to delegate to a non-affiliated third party vendor, the responsibility to review proxy proposals and make voting recommendations to the Firm. In addition, TCM may, in some cases, vote a proxy contrary to our guidelines if it's determined that such action is in the best interest of our Clients.

TCM votes proxies as they are received. If at any time, TCM becomes aware of any type of potential or actual conflict of interest relating to a proxy proposal, TCM may not vote the proxy. Conflicts could be handled in a number of ways depending on the type, materiality, and requirements of applicable laws, and will always be handled in the Client(s) best interest.

There are additional situations or for certain accounts in which TCM will not vote proxies. For example, where a Client has retained the right to vote the proxies or where a proxy is received for a Client account that has been terminated.

TCM typically does not advise or act for Clients with respect to any legal matters, including bankruptcies and class actions, for the securities held in Clients' accounts.

A complete copy of TCM's Proxy Voting Policies and Procedures is available upon request. Clients may obtain information on how their proxies were voted by contacting TCM at (805) 963-0500, or Fred Fisher directly via email at [FRED@TRINITYCM.COM](mailto:FRED@TRINITYCM.COM).

#### **ITEM 18: FINANCIAL INFORMATION**

TCM does not require or solicit prepayment of more than \$1,200 in fees per Client, six months or more in advance and therefore is not required to provide, and has not provided, a balance sheet. TCM does not have any financial commitments that impair its ability to meet contractual and fiduciary obligations to Clients, and has not been the subject of a bankruptcy proceeding.