

# intellicents investment solutions inc

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## March 2017

This Brochure provides information about the qualifications and business practices of intellicents investment solutions inc. If you have any questions about the contents of this Brochure, please contact us at 507-377-2919. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

intellicents investment solutions inc is a registered Investment Advisor. Registration of an Investment Advisor does not imply any level of skill or training.

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

## Item 2 – Material Changes

Since the date of intellicents investment solutions inc's last annual Brochure, dated March 2016, we have made the following material changes to our business and service offerings:

- In early 2016, we moved our brokerage representative affiliations to Investment Capital Corporation, member FINRA/SIPC, as described under Item 10 titled "Other Financial Industry Activities and Affiliations." Later in the year, they merged with Cetera Advisors, LLC.
- Effective December 1<sup>st</sup>, ABG Investment Services, Inc. was re-branded as intellicents investment solutions inc. Affiliate companies were re-branded from Alliance Benefit Group Financial Services, Corp. to intellicents inc and Alliance Benefit Group of Kansas City, Inc. to intellicents of kansas city inc.

intellicents investment solutions inc will provide you with a new Brochure as necessary based on changes or new information, and at any time, without charge. Currently, our Brochure may be requested by contacting us at 507-377-2919.

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## Item 4 – Advisory Business

intellicents investment solutions inc (“iis”) is an Investment Advisor registered with the Securities and Exchange Commission (“SEC”) under the Investment Advisors Act of 1940. iis, formed in 1996, focuses primarily on retirement plan business in the States of Minnesota, Iowa, Missouri, Kansas, Wisconsin, Illinois and South Dakota. The owners of the company with majority ownership interests are Bradley K. Arends, CEO and Grant S. Arends, President. As of December 31, 2016, total assets under management (“AUM”) and advisement (“AUA”) for iis were \$2,881,852,000. Non-discretionary AUA were \$2,117,988,000 and discretionary AUM were \$763,864,000.

iis offers various investment advisory services including, but not limited to, the following:

### I. Retirement Plan Consulting Services

iis provides investment advice to retirement plans on non-discretionary and discretionary bases, as described further below. In both cases, iis recommends investment choices for the Plan Sponsor to consider for inclusion in the investment alternatives available to participants in the qualified retirement plans (“Plans”). In both cases, an important part of iis’ service is participant education, which can be included as part of the bundled service. Education services are also available as an optional service for the Plan Sponsor. Participant education services include:

- Review of Plan benefits,
- Assistance with retirement planning and goal setting,
- Review of investment principles, and
- Development of an appropriate investment strategy.

Also, iis does not take direct discretion of participant accounts. Plan participants process all trades on their account on their own or provides direction to their advisor (which can include but is not limited to iis) or the plan administrator regarding their investment choices relative to their personal investment objectives. The recordkeeper then places trade orders with the Plan’s custodian in all cases, iis does not place any trades for participant accounts and does not have authority to do so for Plan Sponsors. Plan participants provide direction to the record-keeper regarding their investment choices relative to their personal investment objectives.

**Non-Discretionary Investment Advice.** iis provides non-discretionary (ERISA 3(21)) investment advisory service to qualified retirement plans (“Plans”) and Plan Sponsors. iis participates as a co-fiduciary to the Plan in providing a number of different services that can be bundled (full service) or unbundled. The Plan Sponsor has the option to select specific services.

Services iis provides to these Plan Sponsors include:

- Conducting a Plan and Plan Sponsor “needs analysis”,
- Development of a Plan Investment Policy Statement (IPS),
- Searches for investment managers and other service providers,
- Recommendation of investment options,
- Conducting vendor searches,

- Benchmarking of service fees,
- Development of risk-based and/or target date asset allocation strategies, and
- Monitoring Plan investments on a quarterly basis.

Plans selecting this service are generally defined contribution Plans such as 401(k), profit sharing, money purchase, 403(b) or 457 Plans, in which participants may choose among designated investment alternatives selected by the Plan Sponsor.

iis contracts with the Plan Sponsor to evaluate and recommend no-load mutual funds, and collective investment trust funds (CIT's) (including money market funds and stable value funds) for each investment objective and for use in asset allocation strategies. iis provides Plan Sponsors with periodic research reports on funds held by the Plan, and on additional funds iis believes should be under consideration. Since iis investment advisory services are non-discretionary, the Plan Sponsor makes the final decision as to which investments are offered to participants in the Plan. Each participant then makes the final decision as to which of those investments, and how much of each, is held in his/her account.

iis meets with Plan Sponsors at least annually to review the quality of the service provided and to review investment objectives of the Plan.

**Discretionary Investment Advice.** iis provides discretionary (ERISA 3(38)) investment advisory service to qualified retirement Plans and Plan Sponsors. iis is an ERISA fiduciary to the Plan and as a fiduciary, iis supervises and directs the selection, removal and replacement of the investment options offered under the Plan. iis is charged with providing investments that are consistent with the authorized investment objectives stated in a formal, written Investment Policy Statement (IPS).

The services include development of risk-based and/or target date asset allocation strategies and quarterly monitoring of the Plan investments. The services may be tailored to the Plan Sponsor's desire for its level of involvement in the selection of investment options, either selecting from the entire universe of available funds or only from an ABG selected group of funds in categories such as: ETF's, Index Funds, Low Cost Funds, Sector Funds, Actively Managed Funds, etc. Plans selecting this service are generally defined contribution Plans such as 401(k), profit sharing, money purchase, 403(b) or 457 Plans in which participants may choose among the investment alternatives selected by iis. iis does not place any trades for participant accounts and does not have authority to do so for Plan Sponsors, however, iis may have the discretion to select the investments available to participants.

iis meets with Plan Sponsors at least annually to review the quality of the service provided by iis and to review investment objectives of the Plan.

## **II. HSA and VEBA Consulting Services.**

iis provides discretionary advisory services to third-party administrators of Health Saving Accounts (HSA) and to Voluntary Employees' Beneficiary Association (VEBA) trust accounts. iis supervises and directs the selection, removal, and replacement of the investment options available to HSA and VEBA accounts, consistent with the authorized investment objectives stated in a formal, written Investment Policy Statement (IPS). The services may also include development of risk-based and/or target date asset allocation strategies and quarterly monitoring of the

Plan investments. For participants in HSA or VEBA accounts, the final decision for investment is participant-directed, and discretionary investment services are not offered at the participant level.

### **III. Sub-Advisory Services.**

iis can offer sub-advisory services to other advisors, trust companies, banks and/or brokers. These services may include a client needs analysis, a Plan Investment Policy Statement (IPS), an investment manager search, recommendation of investment options, development of risk-based and/or target date asset allocation strategies and quarterly monitoring of the Plan investments. iis may also, as a sub-advisor, act as a fiduciary in the selection and over-sight of investment options, including risk-based and/or target date asset allocation strategies, for defined contribution Plans.

### **IV. Individual Wealth Management**

iis provides investment management and financial planning services for its individual clients as desired. The fee structure for these services can be a fee based on a percent of assets under management or a fixed or hourly fee. Such investment advisory services include setting investment objectives with clients, creating a financial plan, providing online aggregation tools, determining appropriate asset allocation, discussing suggested trades with clients, and monitoring existing and prospective investments in light of the client's objectives and risk tolerance on a continuous basis.

The personal portfolio management services that are available to individuals include investment advice provided on a non-discretionary basis. Final decisions on investment selection and allocation remain with the individual.

## **Item 5 – Fees and Compensation**

A client's written agreement with iis establishes the specific manner in which fees are charged. Typically, iis charges all new relationships quarterly and in arrears. Clients may elect direct billing of fees or they may authorize iis to directly debit fees from their investment accounts. Management fees are not prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee at the end of the initial quarter or upon termination. Generally, asset based fees will be calculated on period end assets as valued by the custodian. For those accounts paying in advance, upon termination of an account, any prepaid, unearned fees will be refunded promptly. All fees are reviewed annually and are subject to negotiation.

iis' fees are exclusive of brokerage commissions, transaction fees and other related costs and expenses that may be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third-party investment companies and other third-parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds charge internal fund management fees, disclosed to the investor in the fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to iis' fee, and iis shall not retain any portion of these commissions, fees, and costs as compensation. Any such fees received by the Plans record-keeper/custodian are made available to the client and applied as directed by them. Please see Item 14 below for more discussion of iis' revenue sharing practices.

iis considers the reasonableness of the fund's expenses in selecting or recommending custodians and/or broker-dealers for client's transactions. Item 12 further describes the factors that iis considers in the selection process.

Fees are negotiable, so clients receiving the same service may be paying different fees.

Fees for services described in Item 4 are as follows:

## **I. Retirement Plan Consulting Services**

**Non-Discretionary and Discretionary Investment Advice Fees.** Fees for investment advice are typically charged as an annual asset based fee, unless otherwise agreed to by the parties, and are billed quarterly and in arrears. The fee schedule, subject to negotiation, for non-discretionary and discretionary investment advice, is provided in the table that follows below. The fees represent advisory services as described in Item 4.

Fees for services may be charged in the form of a flat fee, hourly fee, or asset-based fee. Service fees are, likewise, negotiable, and may take the following forms:

- A flat fee for selected services will generally be client specific and based on factors such as: (1) amount of Plan assets, (2) number of investment options, (3) number of participants, (4) number of client locations, (5) use of asset allocation strategies, and (6) extent of travel. Flat fees are subject to a minimum rate of \$20,000.
- An hourly fee for selected services will generally correlate with the specific employee resources utilized and will range from \$100 to \$450 per hour.
- An asset-based fee for selected services reflected on the following schedule.

The Fees Schedule for advisory services follows and reflects annual rates as a percentage of plan assets. Fees on plan assets above \$60 million may be negotiated, with a \$20,000 minimum annual fee.

| Total Plan Assets | ERISA 3(21)<br>Non-Discretionary<br>Services Fees | ERISA 3(38)<br>Discretionary<br>Services Fees |
|-------------------|---|---|
| \$ 0 – 60,000,000 | up to 0.85%                                       | up to 1.20%                                   |

## **II. HSA and VEBA Consulting Services**

Fees for investment advisory services for HSA and VEBA services are typically charged as an annual asset-based fee, unless otherwise agreed to by the parties, and are billed quarterly and in arrears. The fee for HSA investment advisory services is 0.35% of assets under management with \$8,000 minimum. Similarly, the fee for VEBA investment advisory services is 0.35% of assets under management with \$8,000 minimum. Additional services may be contracted for additional fees.

### III. Sub-Advisory Services.

Fees for sub-advisory services are typically charged as an annual asset-based fee, unless otherwise agreed by the parties, and are billed quarterly and in arrears. The fee for sub-advisory services will be a portion of the advisor's fees based on the services iis is contracted to provide.

### IV. Individual Wealth Management

Fees for investment advice are typically charged as an annual asset-based fee, unless otherwise agreed to by the parties, and are billed quarterly and in arrears. The fees for investment advice range as follows:

| <b>Assets under Management</b> | <b>Annual Percent Fee</b> |
|--------------------------------|---------------------------|
| \$0 to +5 million              | up to 1.25%               |

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

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

### Item 7 – Types of Clients

iis provides investment services mainly to retirement Plan Sponsors of qualified retirement Plans, TPAs or Sponsors of HSA/VEBA accounts, and to a lesser extent to Plan Sponsors of non-qualified retirement benefit Plans. In addition, iis provides services to individuals, charitable institutions, foundations, endowments and municipalities.

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

iis consults with clients (individuals and Plan Sponsors) to develop an appropriate investment strategy or retirement Plan portfolio design that includes the client's investment objectives, recommended investments, an appropriate asset allocation strategy, and proper education on the risk/return characteristics of available investments. For all clients, investing in securities involves risk of loss that they should be prepared to bear. Recommended investment strategies center on long-term investing that will generally follow a buy and hold strategy, updated periodically to reflect changes in the client's or participant's financial objectives and/or risk tolerance.

The investment analysis, strategies and risk of loss are all processes managed by iis' Chief Investment Officer (CIO). The CIO is a Chartered Financial Analyst (CFA) and provides oversight of the investment process. Recommended investments for an investment strategy or retirement Plan are mainly no-load mutual funds, but also include money market funds, stable value funds, collective investment trusts and real estate investment trusts (REITS). iis recommends investments based upon performance, management style, price, risk, manager tenure, and alignment with investment objectives as defined by the Plan Sponsor or client and the Investment Policy Statement. iis uses



any sources of financial or other relevant information available in determining investment advice or recommendations; including brokerage research, prospectuses, press releases, etc. iis' analyses incorporate databases and/or analytical software of firms such as Morningstar and Zephyr and those made available by large investment bankers and/or investment managers.

## Item 9 – Disciplinary Information

Registered Investment Advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to the evaluation of iis or the integrity of iis' management. iis has had no legal or disciplinary events to report.

## Item 10 – Other Financial Industry Activities and Affiliations

iis is affiliated with a group of companies focused on providing employee benefit services to employers of all sizes. Clients, mainly employers, may work with the intellicent companies to obtain services tailored to meet their specific employee benefit needs, which include investment advisory services provided through iis, and through its affiliated companies: life, disability and health insurance services, and benefits consulting services that range from defined contribution retirement Plans to employee wellness programs.

iis usually recommends the use of services from its affiliates; however, it is not mandatory to utilize affiliate services. When iis personnel work with Plan Sponsors of Retirement Plans, the services provided by the related intellicents entities may be presented as an integrated whole. Services may include, but are not limited to:

- Plan design
- Participant education and communication services
- Investment advising

The group of affiliated companies include the following members:

### **intellicents investment solutions inc (iis)**

- Advisory Services

### **intellicents inc**

- Benefits Consulting Services

### **intellicents of kansas city inc**

- Benefits Consulting Services

The companies have common, but not identical ownership.

intellicents inc and intellicents of kansas city inc or their employees receive consulting fees and/or commissions on sales of any investment and insurance product sold to clients, creating a potential conflict of interest with iis clients. Clients of any of the above groups may elect to purchase investments or insurance products elsewhere. iis may provide investment advisory services to the clients of all of the above companies; however, iis never receives commissions on any assets under management for which iis receives any advisory fees.

In their capacity as employees of intellicents inc or intellicents of kansas city inc, representatives of iis are also registered representatives of Cetera Advisors, LLC ("Cetera") and receive brokerage commissions from Cetera as appropriate. intellicents inc and intellicents of kansas city inc, and their employees, only represent in the sale of securities and are not acting on behalf of Cetera in the operation of the investment advisory business. Cetera has no responsibility for any investment advice that is given, or for any securities transaction effected, other than those through Cetera.

## Item 11 – Code of Ethics

iis has adopted a Code of Ethics for all supervised persons of the firm, describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumormongering, restrictions on the acceptance of significant gifts, and personal securities trading procedures. All supervised persons at iis must acknowledge the terms of the Code of Ethics annually.

iis anticipates that, in appropriate circumstances which are consistent with clients' investment objectives, iis will recommend to investment advisory clients or prospective clients the purchase or sale of securities in which its related persons, and/or clients, directly or indirectly, has a position of interest. iis' supervised persons are required to follow iis' Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and associated persons of iis and its affiliates may trade for their own accounts in securities that are recommended to and/or purchased for iis' clients. The Code of Ethics is designed to ensure that the personal securities transactions, activities and interests of the supervised persons of iis will not interfere with:

- (i) making decisions in the best interest of advisory clients, and
- (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is monitored on a quarterly basis under the Code of Ethics to reasonably prevent conflicts of interest between iis and its clients.

iis does not buy or sell securities for itself that are recommended to clients. iis has no trading account and does no trading on its own behalf. The firm's Code of Ethics outlines the following policy for personal trades by individuals who also know the trades that are occurring in client accounts:

- Supervised persons may trade in mutual funds recommended for clients at any time.
- Supervised persons are never to place trades in their own account because of knowledge they have regarding pending recommendations or trades for clients of the firm.
- Supervised persons are always to put the interests of the clients before their personal interests or the interest of the firm where trades or pending trades are concerned.
- Failure to abide by the Code of Ethics may result in sanctions including return of profits, cancellation of trades, fines, suspension, or termination of employment.

Clients are free to request and review copies of the firm's Code of Ethics by contacting us at 507-377-2919. The Code of Ethics is enforced by the Chief Compliance Officer of iis who is also the firm's CEO.

## Item 12 – Brokerage Practices

iis has arrangements with numerous custodians through which the custodians provide iis with "institutional platform services." The institutional platform services include brokerage, custody, paying agent and other related services. These institutional platform services assist iis in managing and administering clients' accounts. Services include software and other technology that:

- Provide client account data (such as trade confirmations and account statements),
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts,
- Provide research, pricing and other market data,
- Facilitate payment of fees from its clients' accounts, and
- Assist with back-office functions, record-keeping and client reporting.

iis is independently operated and owned and is not affiliated with any custodian. For retirement Plan clients, these custodians generally charge an asset-based custody fee, which may also include trustee services. For individual advisory clients, these custodians generally do not charge separately for custody services, but are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through the custodial account (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). The custodians provide access to many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges.

These custodians also offer other services intended to help iis manage and further develop its advisory practice. Such services include, but are not limited to:

- Performance reporting,
- Financial planning,
- Consulting,

- Contact management systems,
- Third party research,
- Publications,
- Access to educational conferences,
- Roundtables and webinars,
- Practice management resources, and
- Access to consultants and other third-party service providers who provide a wide array of business related services and technology with whom iis may contract directly.

The custodians provide iis with certain brokerage and research products and services that qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934 ("Exchange Act").

iis clients benefit from these custodian relationships through the custodian's negotiation of revenue sharing from the mutual funds, as well as access to the custodian investment research. See Item 14 for discussion of revenue sharing with custodians.

iis uses any soft dollar benefits received from custodians to service clients' accounts; however, the overall application of soft dollars may not be proportionately divided among clients. For example, when a custodian provides proprietary research to iis at no hard dollar cost, iis may not apply the knowledge gained from the research to all clients equally.

Periodically, iis prepares a custodian price/benefit comparison as a basis for its recommendation of custodians to clients. iis selects custodians because of their competitive pricing structures, ease in trading mutual funds, timeliness and accuracy of reporting to the firm and its clients.

For individual wealth management services, iis may provide portfolio management through an automated, online investment management platform sponsored by various custodians. These investment platforms offer clients a range of investment strategies consisting of publicly traded securities that can include exchange-traded funds, mutual funds, cash or cash equivalents, or securities. Individual participating accounts are opened with the custodian and the program is further described in their respective disclosure brochure, which is delivered during the online enrollment process. Clients do not typically pay additional fees to the custodian's affiliate adviser or brokerage commissions or any other custodian fees, but it may vary by chosen custodian. These tools are available to iis free of charge based on the value of our clients' assets custodied on the investment platform. This fee arrangement may give us an incentive to recommend or require that our clients with accounts not enrolled on one of these investment platforms would be maintained on one of these sponsored custodian platforms.

### **Item 13 – Review of Accounts**

Each client account is generally reviewed quarterly, but no less often than annually, by the investment consultant responsible for the client relationship. The process includes an investment-by-investment review for performance, appropriate allocation, alignment with objectives and risk tolerance, and total portfolio value. Factors within the

quarter that may trigger additional review include unusual market activity or a change in the client's investment objective or financial status.

All clients of iis receive statements from their custodian at least quarterly and usually monthly. Plan administration reports are provided to all iis clients as contracted on a plan-by-plan or individual basis. When clients receive iis statements, clients are encouraged to compare them with their custodial statements. iis statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## Item 14 – Client Referrals and Other Compensation

**Referrals.** iis anticipates using individuals outside the firm's employment to solicit new business (clients) for the firm. Solicitors will receive a portion of the investment management fee billed to the client. All arrangements between such solicitors and iis will be fully disclosed to any solicited client as required by the Investment Advisors' Act of 1940.

Some custodians refer clients to iis, providing an additional benefit to iis.

**Other Compensation.** iis recommends custodians that pay revenue sharing. Because of the nature and extent of the business iis provides to Fidelity Investments (Fidelity), Charles Schwab Trust Company (Schwab), TD Ameritrade Trust Company (TD Ameritrade), Matrix/MG Trust (Matrix) and to many mutual funds, the plan custodians receive moneys from the mutual fund companies. These moneys are known as "revenue sharing" and may be in the form of shareholder servicing fees, sub-transfer agency fees, 12b-1 fees and finder's fees. These fees are fully disclosed to Plan Sponsors and participants, and are passed on to the Plan Sponsor or the Plan to offset Plan related fees, as directed by the Plan Sponsor.

**Example:** 12b-1 fees are received from underlying mutual funds within a 401(k) Plan. These fees are a form of revenue sharing. The revenue sharing is used to offset fees for custody, trustee, administration, investment advising, education, legal, audit, or communication, which may be charged by IIS, the Plan's custodian, or by other third party service providers to the 401(k) Plan. They are applied as a credit to Plan expenses.

iis (and affiliates) does not benefit from any portion of the revenue sharing as result of the investment advice provided by iis, mitigating its potential conflict of interest with its clients.

iis and its affiliates receive research, invitations to seminars and conferences, and newsletters from these custodians. Custodians provide these services to iis and other advisers to keep them updated on services beneficial to mutual and prospective clients. While Fidelity Investments provides its electronic or web-based download capability to all of its investment advisory clients at no charge, Charles Schwab charges a fee for this service to firms holding less than \$10 million with Schwab. iis managed assets at Schwab exceed that threshold which provides iis with an immaterial financial benefit.

## Item 15 – Custody

Custody is defined as an investment advisory firm having access to client funds or securities. iis and its affiliates require that outside custodians hold all client assets. iis prohibits its supervised persons from acting as trustee for any client account.

iis may deduct fees from client accounts (both retirement Plans and individuals) for clients using iis' investment services. This deduction for iis fees is granted with a Withdrawal Power of Attorney, wherein the client provides written authority to the custodian to accept and act upon the instructions of iis to deduct fees each quarter. Clients are advised to review their fees as reported on their custodial statements and to respond immediately to iis with any questions. The Securities and Exchange Commission (SEC) has deemed this deduction of fees from clients' accounts as a form of custody, although iis has no other access to clients' funds or securities.

All clients of iis receive statements at least quarterly and usually monthly from the broker-dealer, bank, or other qualified custodian that holds and maintains the client's investment assets.

## Item 16 – Investment Discretion

**For clients of Retirement Plan Consulting Services.** Plan Sponsors that have selected non-discretionary investment advice services do not provide iis with the authority to select securities or to determine the amounts to be invested. iis recommends mutual funds or other investment options consistent with the authorized investment objectives stated in a formal written Investment Policy Statement (IPS) for inclusion in the Sponsor's Plan, which the Plan Sponsor can accept or reject.

Plan Sponsors that have selected discretionary investment advice services provide iis with the full authority to select, remove and replace investment options offered in the Plan, consistent with the authorized investment objectives stated in a formal written Investment Policy Statement (IPS). iis does not have authority to place trades for Plan Sponsors. Plan Sponsors provide direction to the record-keeper regarding their investment choices relative to their plan.

**For clients of Individual Wealth Management.** iis does not take direct discretion of individual's account(s).

## Item 17 – Voting Client Securities

For relationships where iis has non-discretionary authority, iis does not have any authority to, and does not, vote proxies. These clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. iis may provide information to these clients regarding the clients' voting of proxies.

For clients of iis' discretionary investment advisory services, the Plan Sponsor is a named fiduciary for the Plan and, among other things, is responsible for proxy voting of funds. The Plan Sponsor may select and delegate to a service

provider the proxy voting responsibility, which may include iis. This authority is negotiated on a case-by-case basis. If iis has proxy voting responsibility for a particular Plan, the proxy voting policy will be determined in conjunction with the Plan Sponsor.

For individual clients enrolled in an automated, online investment management platform sponsored by various custodians, clients may elect or not elect to have proxies voted on their behalf. Specific information about the platform voting arrangement is outlined in the respective disclosure brochure.

## **Item 18 – Financial Information**

Registered Investment Advisors are required to provide certain financial information or disclosures about iis' financial condition. iis has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.