

Part 2A of Form ADV: *Firm Brochure*

Highland Consulting Associates, Inc.

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This brochure provides information about the qualifications and business practices of Highland Consulting. If you have any questions about the contents of this brochure, please contact us at 440-808-1500 or rveres@highlandusa.net. 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.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Highland Consulting also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 109834.

Item 2 Material Changes

This Firm Brochure, dated 03/26/2017, provides you with a summary of Highland Consulting's advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform of the revision(s) based on the nature of the information as follows.

1. Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item.
2. Material Changes: Should a material change in our operations occur, depending on its nature we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

The following is a summary of the new or revised disclosures based on information previously provided by Highland Consulting:

Chief Compliance Officer

Christopher P. Germano replaced Kevin J. Mahon as Chief Compliance Officer effective 03/26/2018.

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Item 4 **Advisory Business**

Highland Consulting Associates, Inc. ("**Highland Consulting**") is a registered investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940. Highland Consulting began conducting business in 1993. Highland Consulting Associates International, Inc. ("**Highland International**") is a wholly owned subsidiary of Highland Consulting. Highland Consulting and Highland International have the same principal office and place of business in Cleveland, Ohio.

Highland International is a *registered investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940* and registered as an adviser in the category of portfolio manager with the Ontario Securities Commission and with the Autorite des marches financiers (Quebec). Highland International was formed to provide investment consulting services to institutional clients located outside of the United States. Highland International began conducting business in 2016.

Listed below are the Highland Consulting's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Richard Veres, President

Highland Consulting Associates offers the following advisory services to our clients:

INVESTMENT ADVISORY SERVICES

Highland provides investment advisory services. We provide continuous advice to clients regarding investments based on the individual needs of each client. Through discussions in which goals and objectives based on each client's particular circumstances are established, we assist the client in developing an investment policy and base our services on that policy. During our data-gathering process, we help determine each client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, and, if applicable, a client's family composition and background.

Except as provided in Item 16 - Investment Discretion, Highland provides services to clients on a non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may place restrictions on investments related to certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities

- Securities traded over-the-counter
- Foreign issuers
- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable annuities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Options contracts on commodities
- Futures contract on tangibles
- Futures contracts on intangibles
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests
- Interests in partnerships investing in other assets
- Other

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

As part of the process, we will assist the client in reviewing and monitoring fees associated with investments as well as other related costs (e.g. custody).

INSTITUTIONAL RETIREMENT PLAN CONSULTING SERVICES

Highland provide institutional retirement plan consulting services. The primary clients for these services will be the plan sponsors of defined benefit and defined contribution plans,

however, we may also offer these services, where appropriate, to other entities. Except as provided in Item 16 - Investment Discretion, Highland Consulting provides services to clients on a non-discretionary basis. Institutional Retirement Plan Consulting Services are comprised of four distinct services. Clients may choose to use any of all of these services.

Investment Policy Preparation:

We will meet with the client to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Our firm then assists with the preparation of a written investment policy detailing those objectives, constraints, etc., including an encompassing policy under which these goals are to be achieved. The investment policy also lists the criteria for selection of investment vehicles as well as the procedures and timing interval for monitoring of investment performance.

Selection of Investments:

We will assist the client, where appropriate, in developing an asset allocation or asset allocation model. We will also review various investment managers and available investment vehicles, including mutual funds (both passive/index and active/managed) to determine which investments are appropriate to implement the client's investment policy. The number of investments to be recommended will be determined by the client, based on the investment policy.

Monitoring of Investments:

We monitor client investments continually, based on the procedures and timing intervals delineated in the investment policy. We monitor the client's portfolio, including individual managers, and will make recommendations as market factors and the client's needs dictate. As part of the process, we will assist the client in reviewing and monitoring fees associated with investments as well as other related costs (e.g. recordkeeping, custody, etc.).

Employee Communications:

For retirement plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), we may also provide educational support and investment workshops designed for the plan participants. The nature of the topics to be covered will be determined by us and the client under the guidelines established in ERISA. The educational support and investment workshops will not provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

FAMILY WEALTH PLANNING

We provide family wealth planning services. The primary clients for these services will be individuals, families, family offices, and business owners. Highland will obtain information regarding a client's current situation from interviews and questionnaires as well as from a review of other documentation. Based upon information obtained from the client, we will prepare a written plan that summarizes the client's current situation and provides recommendations. Should the client choose to implement the recommendations contained in

the plan, we assist them by working with their attorney, accountant, insurance agent, and/or other adviser(s). Implementation of financial plan recommendations is entirely at the client's discretion.

Depending on the client's situation, the plan may address any or all of the following areas:

Personal:

We review family records, budgeting, risk management, estate information, financial goals and family relationships.

Tax and Cash Flow Analysis:

We analyze the client's income and spending for past, current, and future years. We then illustrate the impact of various scenarios on the client's ability to meet future goals.

Investments:

We analyze investment alternatives and their effect on the client's portfolio.

Insurance:

We review to ensure proper coverage for our client and identify areas that need to be addressed. Primarily we review life, health, disability, liability and long-term care.

Retirement:

We analyze current strategies and investment plans to help the client achieve his or her retirement goals.

Estate:

We assist the client in assessing and developing strategies to be effective and efficient in the accumulation and transition of their wealth, their business and their values.

Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. All recommendations are of a generic nature. We will provide an analysis to clarify options and choices for our clients.

AMOUNT OF ASSETS UNDER MANAGEMENT

As of 12/31/2017, we managed approximately \$13.4 billion in client assets on a non-discretionary basis plus \$26 million in client assets on a discretionary basis.

Item 5 Fees and Compensation

FEES FOR INVESTMENT ADVISORY SERVICES AND INSTITUTIONAL RETIREMENT PLAN CONSULTING

Our annual fees for Investment Advisory Services are generally based on a percentage of assets under management and vary based on the scope of the engagement. Fixed fee arrangements may be negotiated in certain situations.

Clients are invoiced in advance at the beginning of each calendar quarter based upon the value of the client's account at the end of the previous quarter.

A minimum level of assets under management is generally required for this service. This account size may be negotiable depending on certain circumstances. Highland Consulting may group together certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Limited Negotiability of Advisory Fees: Highland Consulting retains the discretion to negotiate fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee structure. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

FEES FOR FAMILY WEALTH PLANNING

Our annual fees for Family Wealth Planning Services are generally based upon a percentage of assets under management or a fixed fee. The fee will vary based upon the scope of the engagement. The specific annual fee schedule is identified in the contract between the adviser and each client.

Clients are invoiced in advance at the beginning of each calendar quarter based upon the fee schedule identified in the contract.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 90 days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

Mutual Fund Fees: All fees paid to Highland Consulting for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs. These fees and expenses are described in each fund's prospectus. These fees will generally

include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objective. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

ERISA Accounts: Highland Consulting is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. . As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Highland Consulting Associates may only charge fees for investment advice. As mentioned previously, Highland receives no commissions, 12b-1 fees, finders fees or any other form of compensation from any mutual fund company. Our revenues are derived entirely from fees paid directly to us from our clients.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of the Form ADV for additional information.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

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

Highland Consulting does not charge performance-based fees.

Item 7 Types of Clients

Highland Consulting provides advisory services to the following types of clients:

- Defined benefit and defined contribution plans
- Charitable organizations

- Foundations and endowments
- Corporations or other businesses not listed above
- High net worth individuals

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice:

Asset Allocation. When applicable, we assist each client with attempting to identify an appropriate ratio of equities, fixed income, cash, alternatives, and other investments suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of equities, fixed income, cash, alternatives, and other investments will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Investment Manager Analysis. Our analysis also focuses on the evaluation of money managers including those who manage mutual funds, separate accounts, commingled trust, stable value funds, hedge funds, fund of funds, private equity funds and other investments. One of our primary roles is to identify money managers whose strategies complement the investment objectives of our clients. Our evaluation of these managers includes gaining an understanding of the manager's credentials, their process of investing, their historical performance relative to appropriate benchmarks, pricing and other measures.

Highland Consulting assists its clients by helping them to formulate an investment strategy appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations.

Risks for all forms of analysis. Our analysis methods rely on the assumption that data, including data provided by managers, is accurate and unbiased. We also purchase manager data and other information that allows us to corroborate manager provided data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Highland International is a wholly owned subsidiary of Highland Consulting. Highland Consulting and Highland International have the same principal office and place of business in Cleveland, Ohio. Highland International is a registered investment adviser with the U.S. Securities and Exchange Commission under the Investment Advisers Act of 1940 and registered as an adviser in the category of portfolio manager with the Ontario Securities Commission and with the Autorite des marches financiers (Quebec). Highland International was formed to provide investment consulting services to institutional clients located outside the United States. Highland International began conducting business in 2016.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Highland Consulting and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Highland Consulting Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to rveres@highlandusa.net, or by calling us at 440-808-1500.

Highland Consulting and individuals associated with our firm are prohibited from engaging in

principal transactions.

Highland Consulting and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Item 12 Brokerage Practices

Highland Consulting does not have any soft-dollar arrangements and does not receive any soft-dollar benefits.

Highland Consulting is an independent investment adviser and is not affiliated with any brokerage firm. Except as provided in Item 16 – Investment Discretion, Highland Consulting provides non-discretionary advisory services and will not take custody or control of a client's assets at any time or under any circumstances. Clients may enter into arrangements with third parties for custodial and brokerage services.

Highland Consulting may advise a client, upon request, with regard to Client's selection of broker-dealers to provide additional services. Highland Consulting's primary consideration in making a recommendation will be the broker's ability to provide best execution of trades. In making a determination about best execution (and subject to section 28(e) of the *Securities Exchange Act of 1934*, as amended), Highland Consulting may consider a number of factors including, but not limited to, trade price, speed of execution, certainty of execution, overall transaction costs and the quality of research or brokerage services the broker may provide. Highland Consulting is not obligated to solicit competitive bids for any transaction and commission rates are only one of many factors considered by Highland Consulting.

Item 13 Review of Accounts

INVESTMENT ADVISORY SERVICES

REVIEWS: While the underlying securities within an Investment Advisory Service accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their custodian or broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings.

INSTITUTIONAL RETIREMENT PLAN CONSULTING SERVICES

REVIEWS: Highland Consulting will review the client's investment policy with the client on at

least an annual basis and whenever the client advises us of a change in circumstances regarding the needs of the plan or their institution. Highland Consulting will also review the asset allocation, if applicable, and the investments or investment options of the plan according to the agreed upon time intervals established in the investment policy. Such reviews will generally occur quarterly.

REPORTS: These client accounts will receive reports as contracted for at the inception of the advisory relationship.

FAMILY WEALTH PLANNING SERVICES

REVIEWS: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for Wealth Planning clients unless otherwise contracted for.

REPORTS: Wealth Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for.

Item 14 Client Referrals and Other Compensation

It is Highland Consulting's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

It is Highland Consulting's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

Our firm does not have actual or constructive custody of client accounts.

In some situations, a client may direct that an advisory fee be deducted directly from the client's account. This occurs only after a client has provided the requisite direction and authorization to the appropriate parties.

The custodian is required, on at least a quarterly basis, to send to the client a statement showing all transactions, including any payments of advisory fees, within the account during the reporting period. It is important for clients to carefully review their custodial statements to verify its accuracy, among other things. Clients should contact Highland or their custodian if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also provide a detailed portfolio summary directly to our clients on a quarterly basis. We encourage our clients to carefully compare the information contained in their custodial

statements with that presented in the quarterly portfolio summary, to ensure that all account transactions, holdings and values are correct and current.

Item 16 Investment Discretion

Highland Consulting has historically served its clients on a non-discretionary basis. This means that the firm had no discretion over the specific investments held in client portfolios. There are a few cases where Highland is deemed to exercise discretion. The dollar amount and number of clients for which this is the case, are presented in the firm's accompanying ADV Part 1, Item 5, Section F.

Item 17 Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other types of events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

Item 18 Financial Information

As an advisory firm we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Highland Consulting has no additional financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement with this brochure.

Highland Consulting has never been the subject of a bankruptcy petition.