



Firm Brochure

(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Sand Hill Global Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at: 650-854-9150, or by email at: info@sandhillglobaladvisors.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 Sand Hill Global Advisors is available on the SEC's website at www.adviserinfo.sec.gov

March 29, 2018

ITEM 2: MATERIAL CHANGES

ANNUAL UPDATE

Since our last annual updating amendment dated March 28, 2017 Caroline Curts has been appointed as Chief Compliance Officer.

FULL BROCHURE AVAILABLE

If you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 650-854-9150 or by email at: info@sandhillglobaladvisors.com.

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ITEM 4: ADVISORY BUSINESS

FIRM DESCRIPTION

Palo Alto-based Sand Hill Global Advisors (“SHGA”), founded in 1982 provides Investment Management and Wealth Management services to high net worth individuals, families, trusts, not-for-profit organizations, pension and profit sharing plans, limited liability companies, partnerships, corporations, and business entities. The Firm’s mission is to help clients make the most of their wealth through managing major milestones, navigating unexpected situations, overcoming challenges, and making optimal plans for our clients’ families and futures. The firm acts as a fiduciary for its clients and takes that role very seriously, putting clients’ interests ahead of its own and ahead of the interests of its staff. SHGA’s goal is to address each client’s unique and individual needs and restrictions. In its business operations, the Firm is committed to providing its services on a conflict-free basis. No compensation is paid to or by SHGA for referrals made or received, for investments incorporated in portfolios. Our compact is to provide transparency with respect to all the work done for and with its clients. To the greatest extent possible, the firm’s interests are directly aligned with our clients’ interests.

SHGA is owned by eleven internal shareholders as follows:

Jeffrey Abadie, Senior Wealth Manager

Anthony Craun, Chief Operating Officer

Sara Craven, Chief Wealth Manager

Brian Dombkowski, Chief Executive Officer

Robert Hutchinson, Head of Capital Preservation, Senior Portfolio Manager

Cynthia Lee, Managing Director

Stephen Peterson, Senior Wealth Manager

Mark Strahs, Head of Equities, Senior Portfolio Manager

Brenda Vingiello, Chief Investment Officer

Jane Williams, Chairman

Kimberleigh Williams, Senior Wealth Manager

TYPES OF ADVISORY SERVICES

SHGA provides (1) investment management services (2) financial planning and wealth management services, and (3) financial advisory services provided on an hourly fee basis to individuals and couples, and their advisors, navigating significant life transitions.

1. Investment Management Services: SHGA provides discretionary investment management services to its clients. Fees are charged based upon an annual percentage of net assets under management as described below under “Fees and Compensation.”

On occasion, the firm is asked to supervise specific assets for clients on a non-discretionary basis. In these cases, though SHGA may be asked to provide advice to Client relative to these assets, Client is responsible for making the final decision to buy, sell or hold these particular investments and for requesting that SHGA take action, or not, on their behalf. These clients may pay a fee on these Non-discretionary Assets at an agreed level.

2. Financial Planning and Wealth Management Services: From the inception of a client relationship and going forward from that point, SHGA acts as a resource to its clients in articulating and managing their financial journey. Whether for individual, family, ERISA, or not-for-profit clients, the firm provides a variety of analytical and administrative services to produce financial statements, illuminate financial risks and challenges, evaluate risk tolerance, establish investment strategy, and initiate actions with estate and/or tax professionals also serving our clients. The goals of these services are focused on assuring that clients have a clear and attainable path to follow in pursuing their financial objectives, and that they carefully manage that path.

On more than an occasional basis, SHGA furnishes advice to clients on a broad variety of financial topics, including but not limited to, taxation, estate planning, and insurance. SHGA is not a law firm and does not render legal advice. SHGA is not an accounting firm or tax preparer and does not render tax counsel. SHGA is not an insurance specialist and offers no insurance products. At the authorization of its clients SHGA will work with their legal, and tax professionals as well as insurance agents to facilitate information flow and coordinate work on these matters on behalf of its clients.

These financial planning and wealth management services are provided in conjunction with the Investment Management Services described under paragraph number one above and are covered by those fees as described.

3. Financial Planning and Wealth Advisory Services to clients in life transition: In addition to its ongoing investment management and wealth management services, SHGA provides planning and advice to clients navigating major life transitions. Such services include, but are not limited to, advice to individuals and couples going through divorce, pre-nuptial and post-nuptial agreements, and include advice on property settlement, spousal and family support, and related matters. These services are offered at an hourly rate. Please refer to Item 5, Fees and Compensation below.
4. Advisory Business
SHGA will from time to time utilize sub-advisers to manage all or a portion of Client’s assets on a discretionary basis. Such sub-advisers may be affiliated or unaffiliated with the Firm. Once a sub-adviser is selected, the Firm continues to monitor the chosen manager to ensure that they adhere to

the philosophy and investment style for which they were selected. The Firm retains discretionary authority to hire and fire a sub-adviser and reallocate Client's assets where such action is deemed to be in the best interest of the Client. For sub-advisers that are affiliated with the Firm, there are no additional fees to Client for the Firm's use of such sub-advisers. However, for unaffiliated sub-advisers, Clients will be responsible for payment of such sub-advisory fees in addition to the fees assessed by the Firm. Please see Item 5 below for information regarding fees to sub-advisers.

As of December 31, 2017, SHGA managed \$2,136,496,991 of client assets on a discretionary basis and \$90,089,598 of client assets on a non-discretionary basis.

TAILORED RELATIONSHIPS

Investment policy statements (IPS) are created to articulate the strategy to be employed for each client, reflecting personal or business circumstances, the purpose of the funds to be managed, risk tolerance derived from personal assessments and needs analysis, and the objectives of each client. Restrictions imposed by the client relative to investing in certain securities or types of securities are clearly articulated in that document. Once finalized, both strategy and restrictions are documented in SHGA's trading system to assure the firm accurately and consistently implements and manages each client's investment plan.

TYPES OF AGREEMENTS

The following agreements define the typical client relationships:

WEALTH MANAGEMENT AGREEMENT

SHGA and its Clients mutually enter into a contract which is entitled the Wealth Management Agreement. That agreement describes the terms on which SHGA provides services to its clients. It states that it is the Clients' responsibility to keep the firm informed of their initial and changing circumstances in order to assure the firm is able to effectively and appropriately manage their investments. Though the firm generally offers its investment management services on a discretionary basis, the Agreement provides that SHGA may manage all or certain securities or types of securities on a non-discretionary basis, as agreed between Client and SHGA. It is the firm's commitment to also provide ongoing, in-depth advice and planning services, as described above. Contracts may be terminated in writing by either party to the Agreement with 30 days' notice.

HOURLY PLANNING ENGAGEMENTS

At times, SHGA provides specialized financial planning and advisory services to clients who are navigating significant life transitions, primarily divorce, and expert witness services. SHGA provides these clients with an engagement letter which describes the arrangement. These services often include planning and analysis delivered to the Clients' legal advisors. These services are generally provided on an hourly basis, often subject to a prepaid retainer to which hourly charges are applied on a monthly basis during the engagement.

Clients are under no obligation to implement their financial plan through us or anyone recommended by us. Investment Management Services are not offered as part of these engagements. If such services are required, a Wealth Management Agreement is put into place between Client and SHGA.

ITEM 5: FEES AND COMPENSATION

Wealth Management Fees

SHGA's revenues from clients are derived solely from fees charged based on net assets under management. Fees are charged quarterly for the Firm's wealth management services, which incorporate financial planning, investment management, and other financial advice and administrative services. Fees are calculated and charged at the beginning of each quarter based upon the fair market value of a client's net assets under SHGA's management at the end of the prior calendar quarter. The net value of assets under management is multiplied by the agreed annual percentage rate, and divided by 4. Payment of SHGA's management fees are deducted from each client's account on a quarterly basis by their custodian and paid directly to us, unless otherwise requested by a client. The consent to deduct fees directly from a client's account is contained in the Wealth Management Agreement the client enters into with SHGA. A statement of SHGA's fees charged is provided along with a portfolio appraisal with each quarterly report.

The base annual fee charged by SHGA varies and may range up to 1% of a client's assets. The amount of the fee is negotiated with the client on a case by case basis, and is determined based upon a number of factors including the amount of work involved, the assets placed under management, and the attention needed to manage the account. Fees are generally lower for clients with higher amounts of assets under management. SHGA may extend household billing to family members and apply our rate towards the entire household's net assets under management, resulting in a lower blended rate.

It is the nature of illiquid alternative investments to provide initial valuation estimates followed by capital account statements that may lag months after the original estimates are distributed. SHGA's policy is to use the most current information available for reporting and billing purposes for a given quarter. It is the policy of SHGA to refund clients any overcharges as a result of delayed reporting.

When a client engages SHGA during a calendar quarter, fees for the company's services are prorated according to the number of days during the quarter for which services are rendered. Consistent with SHGA's commitment to transparency, current and prospective clients may request additional information regarding compensation paid to SHGA and all associated account fees.

Fees for Hourly Planning Engagements

At times the Firm provides planning and advisory services, including legal testimony as needed, generally at a transition point in a client's life or under circumstances that preclude provision of investment management services. Hourly fees range from \$180 per hour to \$450 per hour. SHGA assesses a retainer of \$5,000 against which hourly costs are applied. SHGA reserves the right to alter this methodology in coordination with its client.

FEE BILLING

Wealth management fees are billed quarterly, in advance at the beginning of each calendar quarter. Clients may elect to authorize SHGA to debit fees directly from a designated client account. On occasion, at the request of the client, fees are not paid directly from Client's account but are invoiced. In such cases, invoices are due and payable in full upon receipt.

Fees for financial advisory hourly services are billed monthly via invoice and are due and payable upon receipt or deducted against the retainer balance.

OTHER FEES

Custodians may charge transaction fees on purchases or sales of securities, mutual funds and exchange-traded funds. Such fees are charged and paid at the time of the transaction and represent an additional expense to its Clients. Transaction charges are usually small and incidental to the purchase or sale of a security. Occasionally, for best execution purposes, SHGA may choose a broker different from the custodian, and that broker may charge commission to execute the trade. All such charges are borne by the client. SHGA is committed to achieving best execution and to minimizing trading and related costs. Please refer to Brokerage Practices for more information on SHGA's selection and review of brokers.

From time to time, we may retain sub-advisers to provide investment research and analysis and/or discretionary management to Clients (directly, or through investment funds, managed accounts or other structures) with respect to portions of Client assets. In these cases, a separate management fee is charged by that sub-advisor. In addition, certain custodians may charge custodial fees. Such fees are not the norm. At times bank custodians are selected because there is a particular need for trust administration or other services they offer.

EXPENSE RATIOS

Some investments such as mutual funds, limited partnerships, and other vehicles are subject to management and other fees charged by the managers of such investments. Their fees are generally referred to as expense ratios. These fees are deducted directly from the mutual funds by the fund managers and are in addition to the fees Clients pay to Sand Hill Global Advisors. SHGA endeavors to minimize any such additional cost to its Clients. Further, SHGA receives no commissions or fees from any fund or investment manager it selects for inclusion in Client portfolios.

PAST-DUE ACCOUNTS AND TERMINATION OF AGREEMENT

The Wealth Management Agreement is an ongoing agreement with no specific contract term. Periodic adjustments may be required.

SHGA reserves the right to stop work on any account for which payment of fees is more than 60 days overdue. In addition, SHGA reserves the right to terminate any financial planning engagement where a client has knowingly withheld pertinent information which, in SHGA's judgment, hinders the firm's ability to provide reliable and appropriate financial advice. Any unused portion of fees collected in advance will be refunded within 60 days.

A client may terminate a SHGA Wealth Management Agreement by giving us thirty (30) days' written notice to establish a "termination date." Management fees will be calculated through the termination date and any unused portion of prepaid amounts will be returned to Client. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation, adjusted for the number of days during the billing quarter prior to termination.

ITEM 6: PERFORMANCE-BASED FEES

SHARING OF CAPITAL GAINS

SHGA **does not** charge "incentive based" management fees. These types of fee arrangements provide the investment management firms that charge them with incremental income when investment returns exceed certain thresholds.

SHGA **does not** use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for an adviser to invest Client funds more aggressively than appropriate in order to generate such fees.

ITEM 7: TYPES OF CLIENTS

SHGA generally provides financial planning advice and wealth management services to high net worth individuals, families, trusts, not-for-profit organizations, pension and profit sharing plans, limited liability companies, partnerships, corporations, and business entities. Client relationships vary in scope, size and length of service.

ACCOUNT MINIMUMS

SHGA's minimum account size is \$2,500,000, though SHGA reserves the right to, in their discretion, waive that minimum asset level. SHGA may decline to manage accounts if it feels it is in the client's or its own best interests.

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

METHODS OF ANALYSIS

Sand Hill's approach involves a thoughtful, long-term view based on fundamental research. The firm's team of specialists takes a disciplined, customized approach to constructing portfolios and optimizing them over time. Our core philosophic beliefs are predicated on the well-established concept that asset allocation is the primary driver of long-term returns.

SHGA has a broad mandate to invest around the globe and across asset classes. The firm embraces an open-architecture, best-in-class approach to investing, which includes, but is not limited to, the use of both passive and active vehicles such as index funds, mutual funds, exchange-traded funds, limited partnerships and individual securities. Socially responsible investment portfolios are also constructed for

those clients who are so inclined. The use of private investments is determined based on client circumstance and their desire for liquidity. These highly diversified allocations are combined with an active management of risk and a commitment to a low cost investment model as constructed for a client's portfolio. The investment management team's approach is a combination of top-down and bottom-up analysis. We incorporate both quantitative and qualitative inputs to emphasize long-term strategic and shorter term tactical exposures throughout all parts of the portfolio.

The process begins with the monitoring of economic and corporate results around the world and assessing their possible influence on the outlook for global equity and bond markets. This continuous review and analysis of macroeconomic trends, company specific quarterly results and intra-quarter information, as well as technical and fundamental analyses are the basis of our research approach. Execution and reach are then optimized by employing both active and passive investments, matching the proper vehicles to intended objectives. Portfolios are regularly rebalanced based on relative performance, valuation and opportunity set.

We are committed to the fiduciary standard, independence and objectivity in our research and in the implementation of client portfolios.

INVESTMENT STRATEGIES

Sand Hill Global Advisors manages a number of investment strategies across the risk-reward spectrum spanning from pure capital preservation to pure growth.

Following an extensive review of a Client's risk tolerance, investment objectives, time horizon and income requirements, an investment strategy deemed most optimal given the Client's specific parameters is selected and implemented. This strategic allocation is then actively managed for risk tactically through broad exposures (beta) as well as exposure to specific underlying holdings (alpha). These tactical ranges are determined by the Investment Committee, Sand Hill's internal governance committee of the Investment Team, and explicitly described in the Client's Investment Policy Statement (IPS).

Custom strategies are prevalent in our approach as well given unique account circumstances that exist throughout our client base.

In some cases, a client circumstance may warrant the use of options to provide income or downside protection. Options strategies may involve an additional degree of risk. Therefore, they will only be implemented/recommended when they are deemed to be consistent with the clients' stated objectives, tolerance for risk, liquidity and suitability. Suitability is based on the information obtained through reasonable diligence by the SHGA to ascertain the customer's investment profile. This includes a review of the customer's age, other investments, financial situation, needs, tax status, investment objectives, investment experience, investment time horizon, liquidity needs and risk tolerance.

RISK OF LOSS

All investment programs have certain risks that are borne by the investor. The investment approach constantly keeps the risk of loss in mind. Investors may face the following potential investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar tomorrow will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

This is not an exhaustive list of all risks clients may bear. There are risks that clients could face in addition to the ones identified, of which will be specific to each client and discussed with their Wealth Manager.

ITEM 9: DISCIPLINARY INFORMATION

LEGAL AND DISCIPLINARY

The Firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither SHGA nor its employees are registered or have an application pending to register as:

- A broker-dealer or registered representative of a broker-dealer; or

- A futures commission merchant, commodity pool operator, or a commodity trading adviser

SHGA does not have any financial industry relationships or affiliations that may present a conflict of interest to the Firm's advisory business or clients.

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

CODE OF ETHICS

SHGA has adopted a Code of Ethics in compliance with Rule 204A-1 under the Investment Advisers Act of 1940, as amended, which establishes standards of conduct for all SHGA employees also known as supervised persons. The Code of Ethics includes general requirements that SHGA's access persons comply with 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. It requires these firm members to comply with the firm's Personal Trading Policy as described below. It also requires the Chief Compliance Officer to review and verify these firm members have followed the firm policy. These people are also required to report any violation of the Code of Ethics by themselves or others promptly to SHGA's Chief Compliance Officer. Each supervised person of SHGA receives a copy of the Code of Ethics and any amendments to it and must acknowledge through the firm's compliance software of having received the materials. Annually, each person must certify that he or she complied with the Code of Ethics during that year. Clients and prospective clients may obtain a copy of SHGA's Code of Ethics by contacting us at info@shadv.com.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

Sand Hill Global Advisors and its employees may buy or sell securities that are also held by clients. This presents a potential conflict of interest. To govern such transactions, SHGA has adopted an employee personal securities policy and procedure that outlines the timing and conditions under which employees may buy or sell funds or securities when such funds or securities are also held or traded by clients. The employee trading policy and procedure is designed to ensure that clients are not disadvantaged in any way by the personal securities transactions of its employees.

Employees may not "trade on" any knowledge he or she may have regarding the potential market impact of transactions entered on behalf of clients.

PERSONAL TRADING

The Chief Compliance Officer of Sand Hill Global Advisors reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm are not disadvantaged. To mitigate this conflict with the Code, the following procedures are followed:

- A designated "Trading Blackout" period shall be instituted during periods when client account rebalancing occurs.

- This Blackout Period shall be instituted by the CEO, CCO or their designee via general announcement to all employees.
- During the Blackout Period, no employee personal trades from the firm's restricted list shall be approved.

Requests for exception to this policy shall be submitted to the CCO (or in the CCO's absence a member of the Executive Committee). Unless approval for an exception is received from the CCO or an Executive Committee member, no personal trades from the firm's restricted list shall be authorized.

ITEM 12: BROKERAGE PRACTICES

SELECTING BROKERAGE FIRMS

We generally recommend that clients utilize the brokerage and clearing services of an independent broker-dealer for investment management accounts. We may only implement our investment management recommendations after clients have arranged for and furnished us with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to any broker-dealers we recommend, broker-dealers directed by the client, trust companies, banks etc. (collectively referred to herein as the "Financial Institutions"). When recommending a Financial Institution, we generally seek "best execution" in light of the circumstances involved in transactions. In determining the best execution, we take into consideration not only the available prices and rates of brokerage commissions, but also other relevant factors that may include (but may not be limited to): (a) combination of transaction execution services along with asset custody services (generally without a separate fee for custody); (b) capability to execute, clear and settle trades (buy and sell securities for your account); (c) capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, etc.); (d) breadth of investment products made available (stocks, bonds, mutual funds, ETFs, etc.); (e) availability of investment research and tools that assist us in making investment decisions; (f) quality of services (g) competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them; (h) reputation, financial strength and stability of the provider; (i) the custodian/broker's prior service to us and our other clients; (j) availability of other products and services that benefit us, as discussed below and (k) market leadership, independence and reputation.

Financial Institutions may offer our clients access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Financial Institutions may offer to us products and services that assist us in managing and administering clients' accounts, such as software and other technology that: (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing, and other market data; (iv) facilitate payment of management fees from client accounts, and (v) assist with back-office functions, recordkeeping, and client reporting. In addition, we may receive services to help manage and further develop our business. This may include access to publications or complimentary attendance at industry events. Financial Institutions may make available, arrange and/or pay third-party vendors for services delivered to us. Financial Institutions may discount or waive fees they would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to our firm. Financial Institutions may also provide other benefits such as

educational events or occasional business entertainment of our employees and may refer clients to us. The products and services available from Financial Institutions create a conflict of interest for us in allocating client brokerage business among firms that provide such products and services, and in allocating such business between Financial Institutions that do provide such products and services, and those that do not. In evaluating whether to recommend that clients custody their assets at a particular Financial Institution, or whether to use a particular Financial Institution to execute a client transaction, we may take into account the availability of any or all of the above-mentioned products and services and other arrangements as part of the total mix of factors, rather than considering only the nature, cost, or quality of custody services or transaction-specific execution services provided by the Financial Institution. In some cases, the commissions charged by a particular Financial Institution for a particular transaction or set of transactions may be greater than the amounts another Financial Institution who did not provide brokerage or research services or products might charge. In some cases, a client's transaction may be executed by a Financial Institution in recognition of services or products that are not used in managing that client's account. We may not only consider that client's particular transaction or transactions, and not only the value of brokerage and research services and products to a particular client, but also the value of those services in the performance of our overall investment responsibilities to all of our clients. We may use any products and services we obtain from Financial Institutions to benefit all our clients. Some clients may direct us to use a Financial Institution that does not provide goods and services to us, even though those clients' accounts, or our operations as a whole, benefit from other clients' relationships with Financial Institutions that do provide such goods and services. The conflict of interest for us in selecting Financial Institutions is particularly strong to the extent that Financial Institutions provide products and services that we would otherwise be required to pay for ourselves.

We monitor transaction results to evaluate the quality of execution provided by Financial Institutions we may use, determine that compensation rates are competitive, and otherwise evaluate the reasonableness of the compensation paid to Financial Institutions in light of all the factors described above.

The majority of SHGA's clients' assets are held in custody by Fidelity Investments (Fidelity) and Charles Schwab & Co. (Schwab) and the majority of the trading is executed at the custodian. SHGA is independently owned and has no affiliation with recommended and selected broker-dealers. Any conflicts of interests are addressed through disclosures above. Specific broker-dealer recommendations are made in the best interests of clients utilizing the factors and processes discussed. SHGA does not receive compensation from any of these arrangements.

DIRECTED BROKERAGE

A Client may direct SHGA to utilize a particular broker-dealer to execute some or all transactions for his/her account(s). In such circumstances, the client is responsible for negotiating the terms and arrangements for the account with that broker-dealer. SHGA may not effectively seek better execution services or be able to aggregate client transactions with orders for other accounts advised or managed by SHGA, except that it may seek to negotiate transaction fees. As a result, a Client may pay higher brokerage commissions and a different price than other clients based on account trading activity as defined by terms set by the directed broker-dealer.

SOFT DOLLARS

SHGA does not participate in soft dollar arrangements. As a result of our custodial relationships with Fidelity Investments and Charles Schwab, SHGA is provided products and services at reduced or no cost. These products and services help the Firm improve its operations and directly benefit its clients, as well as SHGA.

ORDER AGGREGATION

Where possible, SHGA will aggregate buy and sell orders for client accounts trading in the same security on the same day. By aggregating trades, SHGA is trying to improve the marketability and execution quality of the transaction for all clients involved. Once the aggregated trade is fully filled and executed, client accounts participating in the trade will receive the average price of all executed trades in the aggregated order. This ensures no client is more or less advantaged than any other participants in the order. If an aggregated order is partially filled at the close of the trading day, the order is allocated on a pro rata basis according to the original aggregated allocation. As noted above, clients who have directed that a particular brokerage firm handle transaction will not benefit from these aggregated transactions.

TRADE ERRORS

SHGA's policies and procedures generally provide that if SHGA makes an error while placing a trade for a client account, SHGA corrects the error as quickly as possible and bears all costs (if any) of correcting the error.

ITEM 13: REVIEW OF ACCOUNTS

PERIODIC REVIEWS

Core portfolio holdings are monitored and reviewed continuously. Client accounts are reviewed no less than quarterly by the members of the Investment Management and Wealth Management teams. At least annually, each Wealth Manager meets with his/her clients to review the investment policy statement to insure that there has not been a change in the client's account circumstances, financial condition, risk profile, or investment objections that would warrant a change in the investment strategy.

On at least a semi-annual basis, the CCO reviews each client's portfolio for adherence to the client's selected investment strategy.

REVIEW TRIGGERS

Changes in the client's situation, such as a change in financial condition, risk profile, or investment objectives, as well as the incapacity or death of the client trigger immediate review. In addition, there are other triggers for review including significant market movements, new investment information, and changes in the regulatory and tax laws.

REGULAR REPORTS

SHGA provides Wealth Management clients with quarterly reports either in written or electronic form. These quarterly reports show the performance of the accounts, the starting and ending values for the quarter, as well as a detailed account appraisal as of the last trading day of the quarter.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

INCOMING REFERRALS

SHGA has been fortunate to receive many client referrals over the years. The referrals generally come from current clients, estate planning attorneys, family law attorneys, accountants, employees, personal friends of employees and other similar sources. SHGA does not compensate referring parties for these referrals.

REFERRALS OUT

SHGA may on occasion refer a client to an outside professional, such as an attorney, accountant, mortgage broker, commercial bank, or other investment managers. SHGA does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

ITEM 15: CUSTODY

ACCOUNT STATEMENTS

All clients of SHGA must place their assets with a qualified custodian. SHGA is deemed to have constructive custody over client accounts where the firm has authorization to directly debit its advisory fees or maintains third party standing letters of authorization. For accounts where SHGA has custody of client assets requiring an annual surprise exam, an independent accounting firm is retained in accordance with Rule 206(4)-2 of the Advisers Act. Pursuant to a written agreement between SHGA and the accountant, the surprise audit is conducted at a time to be determined by the accountant without prior notice or announcement and that is irregular from year to year. The independent public accountant must be registered with and subject to regular inspection, with the Public Company Accounting Oversight Board ("PCAOB"). Clients receive at least quarterly statements from the custodian that holds their investment assets. SHGA urges clients to promptly and carefully review these statements. SHGA statements may differ from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

ITEM 16: INVESTMENT DISCRETION

DISCRETIONARY AUTHORITY FOR TRADING

SHGA accepts discretionary authority to manage securities accounts on behalf of clients. SHGA has the authority to determine, without obtaining specific client consent, the amount and specific investments to be bought or sold on behalf of its clients. For best execution purposes, SHGA also has the discretion to execute trades away from the custodian which can result in additional commissions charged to the client's account.

The client approves the custodian to be used by signing their new account or new advisor form. SHGA does not receive any portion of the transaction fees or commissions paid by the client to the custodian and/or brokers.

Discretionary trading authority allows SHGA to promptly and efficiently implement the investment policy that Client has approved in writing. Clients may impose restrictions or limitations as discussed under advisory services.

LIMITED POWER OF ATTORNEY

A limited power of attorney is a trading authorization which allows SHGA to execute trades on the client's behalf. Wealth Management clients sign a limited power of attorney for this purpose.

ITEM 17: VOTING CLIENT SECURITIES

PROXY VOTES

SHGA, through Broadridge's ("BR") Proxy Edge, votes proxies on behalf of each client account over which SHGA has proxy voting authority, based on SHGA's determination of the best economic interests of that account. SHGA has retained BR to provide research and recommendations on proxy voting issues and to vote proxies for each account. Proxy Voting Guidelines are available upon request. A record of how proxy votes were cast on your behalf is available upon request.

Under normal circumstance, SHGA will vote proxies in accordance with its proxy voting policy. If SHGA is specifically made aware of a conflict whereby a Client disagrees with its proxy voting policy in general or as to a particular security, SHGA will endeavor to resolve that conflict by offering the rationale for the policy approach as well as requesting an additional recommendation from BR and will ask Client to consent to SHGA's intended response. If the client consents to that intended response or fails to respond to the notice within a reasonable time, SHGA will vote the proxy as described in the notice. If the client objects to SHGA's intended response, SHGA will vote the proxy as directed by the client.

In instances where clients choose to vote their own proxies, the custodian will forward all proxy materials to client directly.

CLASS ACTIONS

SHGA has engaged a third party, Chicago Clearing, to process all class action lawsuits on behalf of our clients. Chicago Clearing will be paid 20% of the settlement proceeds for their services and issue checks directly to our client. A record of how the class action lawsuit was settled is available upon request.

ITEM 18: FINANCIAL INFORMATION

FINANCIAL CONDITION

SHGA does not have any financial impairment that would preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided herein because SHGA does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

ITEM 19: ADDITIONAL INFORMATION

BUSINESS CONTINUITY PLAN

SHGA has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, key services and key people. Testing is completed annually to ensure SHGA is prepared in the event of a disaster.

INFORMATION SECURITY PROGRAM

At Sand Hill Global Advisors, protecting the privacy and confidentiality of clients' personal information is important to the entire firm. SHGA values client business and the trust put in Sand Hill Global Advisors. To provide the financial products and services clients seek, SHGA collects, maintains and uses client information on a routine basis. To help clients better understand how their personal information is protected, SHGA provides the following statement describing the firm's practices and policies with respect to the privacy of customer information. In the event the client relationship is terminated or becomes inactive, SHGA will continue to adhere to the policies and practices described in this notice.

SAND HILL GLOBAL ADVISORS' PRIVACY NOTICE

INFORMATION COLLECTED

As a trusted investment advisor, SHGA collects, retains and uses nonpublic personal information about individual clients to provide products and services to them. The firm may collect nonpublic personal information from such sources as:

- Applications or other forms;
- Information about client transactions with Sand Hill Global Advisors or others.

WHO RECEIVES INFORMATION AND WHY

Most of the information Sand Hill Global Advisors collects is used for only one purpose: to easily and efficiently deliver the services clients requested. It may also permit SHGA to design and offer specific products that will be useful to clients. SHGA does not disclose any non-public personal information about clients or former clients to anyone, except as permitted by law.

SERVICE PROVIDERS

At times, SHGA will enter into arrangements with companies or firms whose expertise is essential for the firm's own services to function properly or to complete transactions. For example, SHGA works with custodians that generate account statements for client accounts. As

permitted by law, Sand Hill Global Advisors discloses to these service providers customer information that is necessary to perform these functions.

SHGA service providers are required to safeguard client information and use it only for authorized purposes.

HOW SAND HILL GLOBAL ADVISORS PROTECTS CLIENT INFORMATION

SHGA understands that the protection of client nonpublic personal information is of the utmost importance. Guarding client privacy is the firm's obligation. Sand Hill Global Advisors maintains strict procedures and policies to safeguard client privacy. SHGA restricts employee access to client information to only those who have a business reason to know such information, and the firm educates employees about the importance of confidentiality and client privacy.

LEARN MORE

For questions about Sand Hill's privacy program or for more detail on how client information is maintained and used, please call 650-854-9150, or write:

Compliance Department
Sand Hill Global Advisors
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Palo Alto, California 94301