

**IMA Wealth, Inc.**  
**8200 East 32<sup>nd</sup> Street North**  
**Wichita, KS 67226**

Telephone: 316-266-6574  
Website: [www.imawealth.com](http://www.imawealth.com)

**Investment Advisory and Consulting Services**  
**Form ADV 2A Brochure Date: January 2, 2018**

This Brochure provides information about the qualifications and business practices of IMA Wealth, Inc. ["IMA Wealth" or "Adviser"]. If you have any questions about the contents of this Brochure, please contact Margaret E. Hornbeck, Executive Vice President and Chief Compliance Officer, by telephone at 316-266-6573 or by email at [meh@imacorp.com](mailto:meh@imacorp.com).

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.

IMA Wealth provides investment supervisory and consulting services as a Registered Investment Adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information that will help you determine whether to hire or retain the Adviser.

Additional information about IMA Wealth also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can locate our information on this site by using our unique identifying number, known as a CRD number. The CRD number for IMA Wealth is **112091**.

**ITEM 2 – MATERIAL CHANGES**

Information provided to you in Item 2 discusses specific material changes that are made to the Brochure since it was last updated. It also provides you with a summary of such changes. The date of the last annual update of our Brochure was February 1, 2017.

**The following change became effective January 2, 2018:**

Our firm changed its name to IMA Wealth, Inc. from TrueNorth, Inc. to more closely align with the name of our parent company, The IMA Financial Group, Inc. ("IMA"). The ownership of our company did not change. IMA has been our parent company since our firm was formed in 1999. Our firm's CRD number remains the same: 112091.

**The following change became effective February 1, 2017:**

David L. Strohm retired on January 31, 2017. David served as our Board Chair, Chief Investment Officer, and as a member of our Investment Policy Committee at the time of his retirement. C. Weston Cooper, our President and CEO, now also serves as Board Chair. A Chief Investment Officer has not been named at this time; these responsibilities are currently carried out by the firm's Investment Policy Committee, chaired by Mr. Cooper.

*This disclosure information is provided in our Brochure Supplement (Form ADV 2B), which provides information about our firm's advisory personnel, such as their educational background, business experience, and disciplinary history (if any).*

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We have offered or delivered, in the past, information about our qualifications and business practices to clients on at least an annual basis. We will ensure that you receive a summary of any materials changes made to our Brochure each year. This information is sent to you within 120 days of the close of our business' fiscal year. We will also provide other ongoing disclosure information to you about any material changes, as applicable.

We will also provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

We will also deliver our Brochure to you any time upon request, and at no cost to you. Receive our most recent Brochure by contacting Margaret E. Hornbeck, Executive Vice President and Chief Compliance Officer, at 316-266-6573 or via email at meh@imacorp.com. Our free Brochure is also available on our website at [www.imawealth.com](http://www.imawealth.com).

Additional information about IMA Wealth is also available to you at the SEC's website: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website also provides information about any persons affiliated with IMA Wealth who are registered, or are required to be registered, as investment adviser representatives of IMA Wealth. You can search this site for information about our firm by using our CRD number: [112091](#).

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### Brochure Supplement

## ITEM 4 – ADVISORY BUSINESS

### OVERVIEW

IMA Wealth is a registered investment advisor that specializes in providing:

- investment supervisory services (defined as giving continuous advice to a client or making investments for a client based upon his or her individual needs)
- investment consulting services (providing investment and/or financial advice on a limited basis)
- consulting services for employers on matters pertaining to qualified and non-qualified retirement plans

We provide our services to a broad range of clients including individuals, high net worth individuals, trusts, retirement plans, estates, pension and profit sharing plans, charitable organizations and corporations. Established in 1999, we are headquartered in Wichita, KS, with offices in Denver, CO and Dallas, TX.

IMA Wealth is a wholly owned subsidiary of The IMA Financial Group, Inc. ("IMA"). IMA is an employee-owned insurance brokerage/agency and employee benefits organization headquartered in Wichita, with principal offices in Denver, Kansas City and Dallas.

### ASSETS UNDER MANAGEMENT

INVESTMENT SUPERVISORY SERVICES CLIENTS ASSETS UNDER MANAGEMENT AS OF 12/31/17 *	
Discretionary Assets	\$ 409,398,141
Non-Discretionary Assets	\$ 5,374,240
Total Client Assets Managed by IMA Wealth	\$ 414,772,381

\*Investment Supervisory Services Assets under Management shown above include ERISA Section 3(38) Retirement Plan assets, but **do not include** ERISA Section 3(21) Retirement Plan Consulting Services assets.

### SERVICES DESCRIBED IN THIS BROCHURE

We have developed two brochures describing services available through our firm. This brochure focuses on our investment supervisory services and consulting services (other than qualified and non-qualified retirement plans). Consulting services provided to employers on matters pertaining to qualified and non-qualified retirement plans are described in a separate brochure. If you are interested in receiving the brochure that describes our retirement plan consulting services, please contact Margaret E. Hornbeck, Executive Vice President and Chief Compliance Officer by telephone at 316-266-6573 or by email at [meh@imacorp.com](mailto:meh@imacorp.com). It is also available free of charge on our website at [www.imawealth.com](http://www.imawealth.com).

### INVESTMENT SUPERVISORY SERVICES

"Investment Supervisory Services" is defined as giving continuous advice to a client or making investments for a client based on his/her individual needs. We typically provide these services on a discretionary basis, but we occasionally accept non-discretionary accounts. We allow clients to place reasonable restrictions on their discretionary accounts (see Item 16). We also design customized strategies for clients with more complex financial needs due to tax considerations, cash flow needs, portfolio size and/or composition, among other issues.

**Investment Management Philosophy.** Asset allocation is a key component of our portfolio management decisions. We believe that asset allocation is the most critical element of any investment strategy. We strive to create and manage investment portfolios that are closely aligned with your long-term investment objectives and risk tolerance.

All similarly managed accounts will have individual portfolios constructed to meet similar investment goals. Our objective is to have client accounts conform in general to our universe of holdings. However, variations in individual account holdings sometimes exist within the same strategy. Exceptions are made from time to time under certain circumstances on an account by account basis (see Item 16).

We seek to add alpha<sup>1</sup> strategically through security selection and sector<sup>2</sup> decisions, as well as adding value tactically through asset allocation decisions. A **strategic target asset allocation** is identified for your account (e.g., 70% stocks and 30% bonds). However, your **actual asset allocation** can vary from these ranges given our market outlook.

**Investment Strategies - Equity Management Overview.** Two of our equity management strategies are invested primarily through selection of individual securities. These strategies are typically recommended to clients with sufficient assets to invest the equity portfolio according to the chosen strategy. The potential impact of trading expenses is also taken into consideration. If you invest in a strategy with higher trading activity (turnover) you will pay higher expenses in the form of trade commissions. Smaller portfolios that invest in a strategy with high trade activity usually have higher trading expenses (as a percentage of the account value) than larger portfolios. Investments used in our other equity management strategies are comprised primarily of exchange traded funds (“ETFs”) and mutual funds. These strategies are typically recommended to clients with smaller equity allocations which may otherwise lack adequate diversification, be adversely affected by trading expenses or have regular withdrawal needs better facilitated by the use of such products. These strategies are also recommended to clients who desire a strategy with lower turnover and/or broader portfolio diversification. Mutual funds and ETFs charge internal management fees, and some have other related expenses (see Item 5).

Our equity management strategies seek to add value through **tactical asset allocation**. Tactical asset allocation can vary from the strategic target allocation assigned to your account based upon our market outlook. During periods in which we anticipate excessive risk for equity values, we may make an allocation to securities with a low correlation<sup>3</sup> to the equity markets and/or increase allocations to cash. We typically make fewer tactical asset allocation shifts in our equity management strategies that invest primarily with mutual funds. This is because mutual fund managers also typically exercise authority for these decisions within their respective fund.

<sup>1</sup> Alpha is a measure of performance on a risk-adjusted basis. It is often considered to represent the value that the manager adds to or subtracts from the portfolio returns.

<sup>2</sup> Sectors are areas of the economy in which businesses share the same or a related product or service, such as “Energy”, “Financial”, or “Healthcare”.

<sup>3</sup> In statistics, correlation measures how strong the relationship is between two entities. In investing, low correlation means that different asset types have not performed in the same way: when returns on some asset types were declining, returns on others were declining less or even gaining.

**Investment Strategies – Fixed Income Management Overview.** Our fixed income management strategies focus primarily on wealth preservation and income generation. Bond portfolios may be comprised of individual bonds, mutual funds, ETFs and/or cash or cash equivalents. These decisions are based upon account size with an overall objective of providing adequate diversification and avoidance of significant issue-specific concentrations. Individual bonds will be rated investment grade or higher by Moody's Investor's Service and/or Standard & Poor's at time of purchase, whereas mutual funds and ETFs can have a lower overall average credit rating. Eligible investments also include equity income securities.

Our fixed income management strategies also seek to add value tactically through asset allocation. Tactical asset allocation can vary from the strategic target allocation assigned to your account based upon our market outlook. This could result in a higher investment allocation to low-correlation assets, including equity income holdings.

A summary of the standard portfolio strategies IMA Wealth has developed for new Investment Supervisory Services clients is provided below for comparative purposes:

IMA WEALTH PORTFOLIO MANAGEMENT STRATEGIES				
PORTFOLIO STRATEGY	OBJECTIVE	MINIMUM	PORTFOLIO STRATEGY	TYPICAL SECURITIES
Select Opportunities Enhanced Yield	Long-term growth and current income	\$250,000	Bias toward large-cap value stocks with favorable long-term outlook. Covered calls increase portfolio income. Portfolios typically hold 25-50 positions.	Individual equities, mutual funds, Exchange-Traded Funds ("ETFs"), and covered calls
Long Term Appreciation	Long-term growth with relatively low turnover	\$250,000	Large-cap growth bias. Typical investment time horizon of 3-5 years. Portfolios typically hold up to 25 positions.	Individual equities.
Focused Income	Current taxable income, growth, capital preservation	\$50,000	Balanced (stocks and bonds)	Mutual funds, ETFs, and/or individual securities.
Intermediate Term Income	Current income	\$250,000	Seeks current income. Focus on equity income securities and other income-producing securities.	Mutual funds, ETFs.
Taxable Income Opportunities	Taxable income; capital preservation	\$200,000	Focuses on taxable bonds; equity income securities and other income-producing securities are also allowable holdings.	Individual bonds, mutual funds, ETFs.
Municipal Bond	Tax-exempt income; capital preservation	\$250,000	Invests with a focus on federal tax exempt municipal securities.	Individual bonds, bond mutual funds, ETFs.
Wealth Connect	Equity risk allocation	None	5 diversified portfolios allocated for equity risk exposure preference: conservative, moderately conservative, moderate, moderately aggressive, and aggressive.	ETFs

**Getting Started.** At IMA Wealth, we work as a team to develop investment management strategies, execute portfolio management decisions, and meet your day-to-day needs. When you work with IMA Wealth, you benefit from our collective experience and expertise. Each of our employees is directly accessible to you, and we work closely together on an ongoing basis to provide our services to you. The services we provide to you

are coordinated by your Relationship Manager, who serves as your key contact at IMA Wealth. The following is an overview of how your relationship with us begins:

Your goals and objectives are established through a comprehensive discussion with your Relationship Manager. Important discussion topics include determining your tolerance for risk and a review of your current investments. Your Relationship Manager works closely with our Oversight Committee to review these findings and discuss your needs in detail. The recommendations we make to you are finalized. An Investment Policy Statement is drafted for your review and approval. Your Investment Policy Statement the driving document that guides your relationship between IMA Wealth and your household's objectives and goals, is based upon your personal circumstances, risk tolerance and investment goals. It provides an overview of the target allocation we recommend for you. The target allocation we recommend is guided by your stated objectives (e.g., growth, income, or a combination of growth and income). Your allocation can also be changed if your investment objectives and risk tolerance change over time.

Our Client Service Team prepares new account paperwork for your signature and monitors the transfer of securities and/or account balances to your custodian (please see Item 12 for information about custodians we recommend). Our Service Team works with you ongoing to fulfill your day-to-day needs.

Your portfolio is reviewed to determine which of your existing holdings, if any, meet your new investment strategy. Assets that do not meet the new investment strategy are replaced over time as market opportunities permit. Your account is normally brought into alignment with your new investment strategy within 90 days to six months, depending upon the strategy selected. This allows us the flexibility to consider current market conditions or other issues that may apply to specifically to you and your account (e.g., tax considerations).

Your Relationship Manager will schedule ongoing meetings with you at a frequency that best fits your needs (we recommend that we meet with you on at least an annual basis). Other members of our staff participate in these meetings either as needed or at your request.

#### CONSULTING SERVICES

You can also arrange to receive investment and/or financial advice on a limited basis. This includes advice on an isolated area(s) of concern or specific financial needs identified by you. Consulting services are flexible to meet a variety of needs. Engagement periods range from a one-time project to comprehensive services provided on either a periodic or ongoing basis.

### **ITEM 5 – FEES AND COMPENSATION**

#### INVESTMENT SUPERVISORY SERVICES

We typically charge an annual fee for investment supervisory services as a percentage of assets under management. Account valuations utilize trade date accounting for fee calculation purposes and include accrued interest.

We occasionally agree to enter into a fee arrangement other than one based upon a percentage of assets under management. This decision is based on the amount of assets under management and the nature of the services to be provided.

IMA Wealth's fees are subject to negotiation. Factors we consider in negotiating fees include the types of assets to be managed and whether the account will be managed on a discretionary or non-discretionary basis. We negotiate your fee with you, using the following schedule as a starting point:

EQUITY AND BALANCED ACCOUNTS		FIXED INCOME ACCOUNTS	
<u>Managed Assets</u>	<u>Annual Fee</u>	<u>Managed Assets</u>	<u>Annual Fee</u>
\$0 – \$500,000	1.50%	\$0 – \$500,000	1.25%
Plus Over \$500,000	0.90%	Plus Over \$500,000	0.75%

This fee schedule became effective on 3/29/07. Accounts of other IMA Wealth clients are subject to fee schedules which differ from this. We retain the right to provide services to related persons of IMA Wealth and its affiliates at rates that are not made available to other clients. Lower fees for comparable services may also be available from other sources.

The manner in which we bill for fees is established in our written agreement with you. We generally bill our fees in advance on a quarterly basis. We will provide you with an invoice that shows how your fee was calculated. You can either authorize us to deduct our fee from your account or you can pay fees by check.

Our fees for investment supervisory services are prorated for each capital contribution and withdrawal made during the applicable calendar quarter (apart from contributions and withdrawals of less than \$5,000). Clients who initiate or terminate our services during a calendar quarter will pay a prorated fee. You have the right to terminate an agreement with us without penalty at any time after entering into the agreement. Upon termination, we will have no obligation to recommend or take any further action regarding the securities, cash or other investments in your account. If you terminate our services, any prepaid, unearned fees will be promptly refunded to you, and any earned, unpaid fees will be due and payable to us. We will provide you a written notification showing how the final bill or refund is calculated.

We utilize, to the fullest extent possible, recognized and independent pricing services for valuation of your securities. Generally, your independent custodian is our primary pricing source. When we compute the market value for any security listed on a national security exchange, the security is valued at the last sale price quoted by the principal exchange where the security trades on the valuation date. Any other security or asset shall be valued in a manner, we believe in good faith, to reflect its fair value.

Our fees for investment supervisory services are separate from, and in addition to, brokerage commissions, transaction fees, and other related costs and expenses which are incurred by you. You could also incur certain charges imposed by custodians, brokers, and other third parties. These charges could include custodial fees, transfer tax, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. There are also separate fees and expenses charged to shareholders by mutual funds, exchange traded funds and money market mutual funds (where available cash balances within a managed account are swept). Certain mutual funds impose early redemption fees for shares bought and sold within defined time periods, typically up to 90 days after purchase. Mutual funds and exchange traded funds also charge internal management fees, and some have other related expenses. Fees and expenses are described in each fund's prospectus. IMA Wealth does not receive any portion of these brokerage commissions, transaction fees, and other related costs and expenses.

Review both the fees charged by the funds and the fees charged by IMA Wealth to fully understand the total amount of fees you have paid. You can invest in a mutual fund and/or money market mutual fund directly,

without the services of IMA Wealth. You would not, in that case, receive the services provided by IMA Wealth which are designed, among other things, to assist in determining which mutual fund or funds are most appropriate for your financial condition and objectives. You could also be subject to sales charges (or “loads”) associated with certain mutual fund investments that are waived for clients of registered investment advisors, like IMA Wealth.

We describe in Item 12 the factors that we consider in selecting or recommending broker-dealers for client transactions and how we determine whether their compensation (e.g., commissions) is reasonable.

#### CONSULTING SERVICES

Fees for consulting services are subject to negotiation. Each client’s fee is separately negotiated, using the following schedule as a starting point. Factors we consider in negotiating fees are described below. Fees for specific consulting services are generally billed in one of two ways:

1. **A minimum hourly rate of \$250**, based on the experience of the IMA Wealth person(s) providing the service and the nature and complexity of the work requested. We will present an hourly rate to you prior to beginning any work and, if possible, an estimated number of hours for completion. Hourly fees are due and payable as earned.
2. **A fixed fee** for a particular consulting project, based on the nature of the project and the amount of time needed to complete the project. We typically request half of the fee to be paid upon accepting the consulting project with the balance due and payable upon completion.

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

Not applicable. IMA Wealth does not charge 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**

We provide investment supervisory services to individuals, high net worth individuals, corporations, trusts, corporate pension and profit-sharing plans, charitable organizations and foundations. We generally request that clients place an account of at least \$250,000 with us for investment supervisory services. We sometimes accept portfolios of less than \$250,000 in certain circumstances, including, but not limited to:

- clients that have at least one account valued at least \$250,000 managed by us;
- employees and related parties of IMA Wealth and its affiliates;
- family members or other parties referred to us by an existing client;
- accounts that have the capacity to grow to at least \$250,000 within a reasonable period; or
- individuals employed by firms that have engaged IMA Wealth to provide defined contribution plan consulting services to their employer-sponsored retirement plan.

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

Investing in securities involves risk of loss that clients should be prepared to bear.

Our analysis methods include asset allocation analysis and portfolio modeling, in addition to individual security research. We incorporate both qualitative<sup>4</sup> and quantitative securities<sup>5</sup> analysis with respect to both individual securities and mutual funds.

Resources include independent economic, market, sector, and individual securities analysis we purchase for client asset management. We also subscribe to services that provide a wide range of sell-side analyst reports on market sectors and individual securities. IMA Wealth incorporates both independent and sell-side opinions with its own internal qualitative and quantitative analysis.

In specific investment strategies, IMA Wealth has the ability to write covered calls. A covered call—a long stock position and short calls in equal quantity—can help generate income in a flat or mildly uptrending market. Considered to be a conservative options strategy, a covered call transaction is when you sell someone the right to buy stock that you own in your brokerage account if it reaches a particular price (the “strike price”) before the option’s expiration date. The purchaser pays you a “premium” in exchange for the right to buy your stock. If the stock appreciates in value to slightly above the strike price, you will probably have your stock “called away” at the strike price, either prior to or at the option’s expiration date. If the price of the underlying stock remains below the strike price, the option will expire and your commitment to sell your stock also ceases. The premium you earned for entering into the covered call transaction is yours to keep whether the option is exercised or it expires. Covered calls also offer limited risk protection. The protection is confined to the amount of premium received, but this can sometimes be enough to offset modest price swings in the underlying equity. The maximum profit of a covered call is equal to the strike price minus the purchase price of the underlying stock plus the premium received. Conversely, the maximum loss is equal to the purchase price of the underlying security minus the premium received.

#### ITEM 9 – DISCIPLINARY INFORMATION

IMA Wealth, as a registered investment adviser, is required to disclose all material facts regarding any legal or disciplinary events that would be considered material to your evaluation of our firm or the integrity of our management. IMA Wealth has no information applicable to this Item.

#### ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

##### OUR FINANCIAL INDUSTRY AFFILIATIONS

**FINRA Broker-Dealer Activities.** IMA Wealth is registered with the Securities and Exchange Commission (“SEC”) as an Investment Advisor. The firm is also registered with the SEC as a limited securities broker-dealer and is a member of Financial Regulatory Authority (“FINRA”). It is also an insurance agency. Some of its principal executive officers are also engaged in the management of broker-dealer and insurance agency business. These individuals spend as much as 40% of their time involved in broker-dealer and insurance agency business. Our associated persons are typically registered both as an Investment Advisor Representative and as a FINRA Registered Representative, and licensed in one or more states as an insurance agent.

<sup>4</sup> Quantitative analysis focuses on mathematical and statistical research such as the debt-to-equity and price-to-equity ratios.

<sup>5</sup> Qualitative analysis uses subjective judgment to evaluate information such as management expertise, industry cycles, labor relations, and other factors not generally identified through quantitative analysis.

IMA Wealth's broker-dealer and its representatives make available products for qualified and non-qualified employer-sponsored retirement plans (such as 401(k) plans) as the Plan's broker of record. Life insurance, disability insurance and long-term care insurance are also made available to our clients.

We do not buy or sell securities as principal or as agent for Investment Supervisory and Consulting Services clients. All securities transactions for your account are executed through non-affiliated brokers and/or dealers and held in an account established by you with an independent, qualified custodian that is not affiliated with IMA Wealth (see Item 12 for more information). However, if you wish to purchase life, long-term care or disability insurance, or wish to hire a broker for an employer-sponsored retirement plan, we will offer these products to you as an agent of IMA Wealth's insurance agency or as a Registered Representative of IMA Wealth's Broker-Dealer. If you purchase these products through IMA Wealth's insurance agency or broker-dealer, our associated persons are eligible to receive a percentage of the commissions generated by these sales. You are under no obligation to purchase any products from us.

**The IMA Financial Group, Inc. ("IMA")** IMA is the parent company of IMA Wealth. IMA has numerous subsidiary corporations which are engaged in retail and wholesale insurance operations. If you need professional insurance services for yourself or your business, we will refer you to IMA and its subsidiaries. Should insurance products be purchased as a result of this referral, IMA Wealth's associated persons could be eligible to receive a percentage of the commissions generated by these sales. You are not obligated in any way to use IMA and its subsidiaries to purchase insurance products.

Referrals made by IMA Wealth's associated persons will be made in accordance with our privacy policy under SEC Regulation S-P. We will not disclose your personal information unless it is (1) required by law; (2) at your direction, or (3) permitted by law and necessary to provide you with our services.

Please see Item 14 ("Client Referrals and Other Compensation") for information about other referral arrangements between IMA Wealth and its subsidiaries.

#### ITEM 11 – CODE OF ETHICS

We have adopted a Code of Ethics ("the Code") for all of IMA Wealth's supervised persons. The Code describes our high standard of business conduct and fiduciary duty to our clients. A summary of the Code has been provided in this section of our Brochure. You may obtain a copy of the Code by contacting Margaret Hornbeck, Chief Compliance Officer, at 316-266-6573 or by email at [meh@imacorp.com](mailto:meh@imacorp.com).

The Code includes provisions for, among other things:

- the confidentiality of client information;
- a prohibition on insider trading;
- a prohibition of rumor mongering;
- restrictions on the acceptance of significant gifts and a requirement to report certain gifts and business entertainment items;
- restrictions imposed on covered associates with respect to political contributions;
- personal securities trading policies and procedures;
- a requirement to obtain pre-approval before acceptance of any board appointment; and
- oversight, enforcement and recordkeeping

All of IMA Wealth's supervised persons are required to:

- acknowledge in writing the terms of the Code annually, or as amended;
- follow the Code; and

- act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

IMA Wealth and individuals associated with IMA Wealth are permitted to buy or sell securities identical to, or different from, those recommended to customers for their personal accounts. Related persons could also have an interest or position in one or more securities that IMA Wealth recommends to you. These situations represent a conflict of interest. The Code is designed to ensure that the personal securities transactions, activities and interests of our employees will not interfere with (1) making decisions in the best interest of our advisory clients and (2) implementation of these decisions while, at the same time, allowing our employees to invest for their own accounts.

Certain classes of securities are designated as exempt transactions under the Code. These classes of securities were determined to pose little risk of material interference with the best interest of our clients.

The Code requires that all “access persons” (defined as an individual associated with IMA Wealth having access to advisory recommendations) receive pre-clearance authorization from the President or Chief Compliance Officer of IMA Wealth before purchasing or selling securities for their own accounts or the account of a household member. It is the expressed policy of IMA Wealth that no access person is permitted to purchase or sell securities for their own account or the account of a household member in close proximity to trades placed for advisory clients in the same security transaction. This policy is intended to prevent access persons from personally benefiting from transactions placed on behalf of advisory accounts. Nonetheless, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading activity is continually monitored under The Code to reasonably prevent any such conflicts of interest between IMA Wealth and our clients.

#### PRINCIPAL AND AGENCY CROSS-TRANSACTIONS

Not applicable. Both sides of securities transactions for your account are executed by non-affiliated broker-dealers (see Item 12 for more information).

### **ITEM 12 – BROKERAGE PRACTICES**

#### BROKERAGE CONSIDERATIONS

We do not maintain custody of your assets that we manage for you. However, IMA Wealth is deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We request that you use either Charles Schwab & Co., Inc. (“Schwab”), a FINRA-registered broker-dealer, Member SIPC, or Fidelity Brokerage Services, LLC (“Fidelity”), a FINRA-registered broker-dealer, Member NYSE, SIPC, as your qualified custodian.

We are independently owned and operated and are not affiliated with either Schwab or Fidelity. Schwab or Fidelity will hold your assets in a brokerage account and buy and sell securities when we instruct them to do so. While we request that you use either Schwab or Fidelity as custodian/broker, you will decide whether to do so. You will open your account by entering into an account agreement directly with Schwab or Fidelity. We do not open the account for you, although we will assist you in doing so. Not all advisors request their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab or Fidelity, we can still use other brokers to execute trades for your account as described below (see “Brokerage Considerations – Prime Brokerage”).

### HOW WE SELECT CUSTODIAN-BROKERS

We seek to recommend a custodian-broker who will hold your assets and execute transactions that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- combination of transaction execution services and asset custody services (generally without a separate fee for custody services);
- breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds, etc.)
- capacity to execute, clear and settle trades (buy and sell securities for your account)
- capacity to facilitate transfers and payments to and from your account (wire transfers, check requests, bill payments, etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, other fees, etc.) and willingness to negotiate the prices
- reputation, financial strength and stability
- prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us from Schwab and Fidelity”).

We have evaluated both Schwab and Fidelity and have determined, based on our experience with them, they offer clients an excellent blend of services and reputation, competitive commission rates, and access to mutual funds otherwise not available to IMA Wealth or our clients.

These firms generally do not charge you separately for custody services but instead are compensated by charging you commissions or other fees on trades they execute or settle into your account.

We may not be able to accept clients who wish to utilize other custodians.

Even though we request that you use specific custodian-brokers, you should independently evaluate each provider to ensure that the firm you select will provide you with the best blend of service and cost.

Schwab commission rates were negotiated based on the condition that our clients collectively maintain a total of at least \$230 million of their assets in Schwab accounts. Fidelity commission rates were negotiated based on the condition that our clients collectively maintain a total of at least \$100 million of their assets in accounts at Fidelity. In addition, Schwab and Fidelity charge you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab or Fidelity account (see “*BROKERAGE CONSIDERATIONS - PRIME BROKERAGE*”, below, for more information).

### PRODUCTS AND SERVICES AVAILABLE TO US THROUGH SCHWAB AND FIDELITY

Schwab Advisor Services™ (“SAS”) and Fidelity Institutional Wealth Services (“FIWS”) are Schwab and Fidelity’s businesses that serve independent investment advisory firms like us. They provide us and our clients with access to their institutional brokerage – trading, custody, reporting, and related services – many of which are not typically available to Schwab and/or Fidelity retail customers. They also make available various support services. Some of these services help us manage or administer our clients’ accounts. Others help us manage and grow our business. These support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us provided that our clients collectively maintain a total of at least \$10 million of their assets at SAS and FIWS. If our clients collectively have less than \$10 million at SAS

or \$25 million at FIWS, SAS and/or FIWS can charge us quarterly service fees of \$1,200 (SAS) or \$2,500 (FIWS). Here is a more detailed description of support services made available by SAS and FIWS:

**Services That Benefit You.** Institutional brokerage services available through SAS and FIWS include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through SAS and FIWS include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. The services described in this paragraph generally benefit you and your account.

**Services That May Not Directly Benefit You.** SAS and FIWS also make available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both from Schwab and Fidelity as well as third parties. This research is used to service all or a substantial number of our clients' accounts, including accounts not maintained at SAS or FIWS. In addition to investment research, SAS and FIWS also make available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations or account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting

**Services That Generally Benefit Only Us.** SAS and FIWS also provide other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events;
- Technology, compliance, legal and business consulting;
- Publications and conferences on practice management, business succession and marketing; and
- Access to employee benefits providers, human capital consultants, and insurance providers

SAS and FIWS provide some of these services themselves. In other cases, SAS and FIWS arrange for third-party vendors to provide the services to us. SAS and FIWS also discount or waive fees for some of these services or pay all or a part of a third party's fees for us. SAS and FIWS also provide us with other benefits, such as occasional business entertainment of our personnel. SAS has provided us with a discount on software solutions made available through Schwab Performance Technologies®. This discount allows us to obtain this software at a reduced fee. Additionally, SAS refunded a large portion this software fee in 2015, allowing us to apply the proceeds toward business consulting services provided by a marketing firm unrelated to Schwab or IMA Wealth.

**Our Interest in Schwab and Fidelity Services.** The availability of these services from SAS and FIWS benefits us because we do not have to produce or purchase them. We do not have to pay for either Schwab or Fidelity's services if a total of at least \$10 million of our clients' account assets are maintained with SAS and \$25 million with FIWS. Beyond that, these services are not contingent upon IMA Wealth committing any specific amount of business to SAS or FIWS in trading commissions or assets in custody. This minimum asset requirement could give us an incentive to request that you maintain your account with either Schwab or Fidelity, based on our interest in receiving services from SAS and FIWS that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our request to choose SAS or FIWS as custodian and broker is in the best interest of our clients. Our recommendation is primarily supported by the

scope, quality and price of these services and not the services that benefit only us. Given the amount of our client assets under management as shown in Item 4 of this Brochure, we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab and \$25 million of those assets at Fidelity to avoid paying quarterly service fees to Schwab and Fidelity presents a material conflict of interest.

#### DIRECTED BROKERAGE ARRANGEMENTS

Many clients, when entering an advisory relationship with IMA Wealth, already have a pre-established relationship with a broker. Clients may ask IMA Wealth to execute all transactions for their account(s) through that broker or dealer. However, if we believe the use of that broker-dealer would hinder us in meeting our fiduciary obligations, we will not be able to accept the account for investment supervisory services. You should understand that, if you direct IMA Wealth to use a particular broker or dealer, under those circumstances:

- we will not have authority to negotiate commissions or obtain volume discounts;
- best execution may not be achieved;
- the accounts may not be able to be included in aggregated orders; and
- our other clients may pay lower commission charges.

#### BROKERAGE CONSIDERATIONS – PRIME BROKERAGE

Our clients typically grant us discretionary authority to pick a broker other than the client's custodian to execute a trade. "Prime Brokerage Service" is provided by many custodians and is designed to give account holders (with an authorized Advisor to trade for their account and who meets other requirements) the ability to execute trades of certain assets through broker-dealers other than their custodian. Your account must qualify to participate in prime brokerage transactions. Clients are required to maintain in their account a minimum net equity value as established by their custodian. This amount is equal to or greater than the minimum net equity value required by the Securities and Exchange Commission for prime brokerage participation (currently set at \$100,000).

We request that you provide written authority for us to determine the broker-dealer to use for your transactions and the commission costs that you will pay for these transactions. Any limitations you wish to place on this authority shall be provided to IMA Wealth in writing. You may change or amend these limitations. Such amendments shall be submitted in writing.

We limit the number of brokers that IMA Wealth uses for prime brokerage transactions. The current list of approved prime brokers is available upon request.

If your account does not qualify for prime brokerage, we will not have the ability to place trades with any broker other than your custodian-broker. In effect, absent prime brokerage, we will direct all transactions for your account to your designated custodian-broker. We will therefore not have authority to negotiate commissions among various brokers or obtain volume discounts. Best execution may not be achieved.

If you apply for Prime Brokerage Services with your selected broker and your account qualifies for Prime Brokerage Services, IMA Wealth has the ability and authority to determine the broker to use for securities transactions. We will not have the ability to negotiate your commissions on a trade by trade basis. This is also applicable to commissions charged to IMA Wealth clients who use the brokers that we recommend.

If we utilize a broker other than your custodian broker, your account will typically be subject to a "prime broker fee" for each transaction executed. This prime broker fee is charged by your custodian-broker to help

offset their costs in processing Prime Brokerage Service trades. This prime broker fee is charged in addition to commissions paid by you to the executing broker.

These additional costs are taken into consideration by IMA Wealth in evaluating the total commission expense of prime broker transactions. As a result, we generally have your custodian-broker execute most trades for your account to minimize your trading fees. We have determined that having your custodian-broker (either Schwab or Fidelity) execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians”). Other advisors might utilize brokers other than their clients’ custodian broker on a regular basis.

#### TRADE AGGREGATION AND ALLOCATION

We typically aggregate together purchases or sales of the same security for multiple accounts. We are not, however, obligated to aggregate purchases and sales. When we do aggregate orders, all accounts included in a block trade participate at the average share price. Each account participating in a block trade will share in transaction costs equally and on a pro-rated basis. Block trading allows us to execute transactions in a more timely and equitable manner, as detailed below. Clients participating in block trades do not receive the benefit of negotiated commissions, as we do not have that authority on an account-by-account or transaction-by-transaction basis. Due to the nature of our business, we generally place “mini-block” transactions. Mini blocks are block trades segregated by custodian-broker and/or by IMA Wealth portfolio manager or investment management strategy.

Priority of orders between unrestricted accounts and directed brokerage accounts, if applicable, are handled on a rotation basis to provide impartial treatment of client transactions. Clients with non-discretionary accounts or who place certain restrictions on discretionary accounts sometimes experience delays in order execution as compared to clients with unrestricted discretionary accounts. Additionally, they are typically excluded from aggregated transactions and their trades may not be filled in the priority order described herein.

Our policies allow IMA Wealth to aggregate trades for itself or for its associated persons with non-affiliated client trades, providing that the following conditions are met:

1. Our policies for aggregation of transactions is fully disclosed in this Brochure and separately to our existing clients (if any) and the broker-dealer(s) through which these transactions will be placed;
2. We will not aggregate transactions unless we believe that aggregation is consistent with our duty to seek best execution (including our duty to seek best price) for our clients and is consistent with the terms of our investment advisory agreement for each client for whom trades are being aggregated.
3. No advisory client will be favored over any other client. Each client that participates in a block trade participates at the average share price obtained for the block order participants in a given security on a given business day. Depending upon the broker used, transaction costs will either be shared on a pro-rated basis or calculated based on the number of shares traded for each client.
4. We will prepare, before entering an aggregated order, a written statement (“Allocation Statement”) to specify participating client accounts and how we intend to allocate the order among those clients.
5. If the aggregated order is filled in its entirety, it is allocated among clients according to Allocation Statement. If it is partially filled, the order is allocated pro-rata based on Allocation Statement.
6. The order may be allocated on a basis different from that specified in the Allocation Statement (as described in 5, above) if all client accounts receive fair and equitable treatment and the reason for

different allocation is explained in writing and is approved by our Chief Compliance Officer no later than one hour after the market open on the trading day following the day the order was executed.

7. Our books and records will separately reflect, for each client account, the orders of which are allocated, the securities held by, and the securities bought and sold for that account.
8. Funds and securities of clients whose orders are aggregated are deposited with one or more banks or broker-dealers. Neither the clients' cash nor the securities will be held collectively any longer than is necessary to settle the purchase or sale in question on a delivery versus payment basis. Cash or securities held collectively for clients will be delivered to custodian bank or broker-dealer as soon as practicable following settlement.
9. We will not receive any additional compensation or remuneration of any kind resulting from the proposed aggregation.
10. Individual advice and treatment will be accorded to each IMA Wealth client.

#### TRADE ERRORS

From time to time we make an error when submitting a trade order on your behalf. When this happens, we typically place a correcting trade for your account. We are responsible for losses resulting from IMA Wealth trade errors. If an investment gain results from the correcting trade, it is our intent to leave the profit in your account unless:

- the same error involved other client account(s) that should have received the gain;
- it is not permissible for you to retain the gain; or
- after consulting with you, you decide to forego the gain (e.g., due to tax reasons).

Charles Schwab & Co., Inc. has its own trade error policy for clients who choose Schwab as their custodian. If the gain does not remain in your account and Schwab is the custodian, Schwab will donate the amount of any gain \$100 and over to charity. Schwab will retain the loss or gain (if the gain is not retained in your account) if it is under \$100 to minimize and offset its administrative time and expense. If a loss occurs greater than \$100, we will pay for the loss. Generally, if related trade errors result in both gains and losses in your account, they will be netted.

#### SOFT DOLLAR ARRANGEMENTS

Not applicable. IMA Wealth does not participate in any soft dollar arrangements.

#### SECURITIES CLASS ACTION LAWSUIT FILINGS

We have entered into an arrangement with Chicago Clearing Corporation ("CCC") to provide you with a service that automatically files your forms for securities class-action lawsuits. CCC currently works with over 837 investment firms representing over \$618 billion in assets under management. The fee you would pay for services provided by CCC is 20% of any amount collected. The service fee is paid entirely by you, and it is deducted from the amount collected by CCC on your behalf. The award is paid directly to you by CCC after they have deducted their 20% fee. The entire amount you pay for this service stays with CCC – we do not receive any share of the fee collected by CCC, nor do we receive any revenue in exchange for making this service available to you. You do not pay any fee to sign up for this service. You will not owe anything whatsoever to CCC until CCC collects an award on your behalf.

This service is available for each account you own that is "linked" to IMA Wealth. CCC provides claims processing for those securities we have purchased on your behalf, as well as other securities that have been

held in these accounts for which you have provided us with cost basis and purchase history. You do not need to supply any copies of trade confirmations, nor do you need to sign or submit claim forms. IMA Wealth will furnish to CCC the holding information for clients who choose to use this service.

You are not required to participate in this service. You can choose to handle your own securities class action claims and receive 100% of any awards payable to you. Clients who “opt-out” of this service agree to research, document and submit their own class action lawsuit claims. New clients can “opt-in” by signing an authorization form at the time that we enter into an investment advisory arrangement with you. You can discontinue this service at a later date by contacting Margaret Hornbeck, Executive Vice President and Chief Compliance Officer, at 316-266-6573 or toll free at 877-305-1864, or by email at [meh@imacorp.com](mailto:meh@imacorp.com). Class action lawsuit claim information already received by CCC could continue to be processed by their firm following receipt of your service discontinuation notification.

## ITEM 13 – REVIEW OF ACCOUNTS

### INVESTMENT SUPERVISORY SERVICES

**Review of accounts.** Securities held in the accounts of Investment Supervisory Services clients are reviewed continuously by members of our Investment Policy Committee (“IPC”). Each client account is also individually reviewed by one or more IPC members on a regular basis. More frequent reviews may be required for accounts comprised of individual securities (as opposed to those accounts invested primarily in mutual funds), accounts with periodic cash flows (either additions or withdrawals), balanced accounts (accounts that hold both stocks and bonds), or changes in a client’s individual circumstances or risk tolerance. Additional reviews may also be triggered by material market, economic or political events. IPC members evaluate the portfolio’s asset allocation, compare equity holdings to the portfolio’s designated equity strategy, and consider the fixed income portfolio’s overall structure, credit quality, duration, and potential for issue concentrations. Asset allocation is an ongoing process. Portfolio managers, as part of their ongoing responsibilities, review client portfolios and adjust asset allocation and individual holdings to conform to guidelines established by the IPC.

**Reports.** We will provide you with quarterly written reports containing, at a minimum, your current holdings and investment performance results. You can also arrange to have additional periodic reports provided. Periodic account statements are also provided to you by your independent custodian-broker on at least a quarterly basis.

### CONSULTING SERVICES

**Review of accounts.** Consulting clients may arrange for reviews of their accounts for a separate fee.

**Reports.** Consulting clients that use the services of a custodian-broker will receive periodic account statements prepared by their custodian-broker. These account statements will be delivered directly to the consulting client by the custodian-broker. Consulting clients can also arrange to receive customized written reports from us. The nature and frequency of any custom reports will be determined based upon individual client needs and circumstances. We reserve the right to charge a separate fee for custom reports, depending upon the complexity, frequency, and nature of the reports requested.

## ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

### **Client Referrals**

Some of our affiliated individuals also earn compensation based in whole or in part on (1) acquisition and retention of investment advisory client assets under management and (2) consulting fees paid to IMA Wealth.

## Other Compensation

### ECONOMIC BENEFIT FROM SCHWAB AND FIDELITY

We receive an economic benefit from Schwab and Fidelity in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts with Schwab and/or Fidelity. These products and services, how they benefit us, and related conflicts of interest are described above (Item 12 – Brokerage Practices). The availability to us of Schwab and Fidelity’s products and services is not based on us giving advice concerning any particular investment, such as buying particular securities for our clients.

### COMPENSATION DISCLOSURE FOR IMA WEALTH’S CERTIFIED FINANCIAL PLANNER DESIGNEES

The Certified Financial Planner Board of Standards, Inc. *Rules of Conduct* requires Certified Financial Planner designees (“CFP® professional” or “certificant”) who provide financial advice to clients for compensation to disclose to you certain information concerning the certificant’s compensation. This includes compensation that the:

- certificant receives/is entitled to receive from you for providing professional activities
- certificant’s employer, affiliated broker-dealer or other related parties receives/is entitled to receive from a client/prospective client or other source for providing professional activities
- certificant receives/is entitled to receive from his/her employer, affiliated broker-dealer or other related parties, for providing professional activities

Compensation paid to investment professionals is typically based on revenues earned through one of the following arrangements: “fee-only”, “commission-only”, or “commission and fee”.

- The CFP Board’s Standards of Professional Conduct (“the Standards”) provides that a CFP® professional’s practice may be described as “fee-only” only if all the certificant’s compensation from all his/her client work comes exclusively from clients in the form of fixed, flat, hourly, percentage or performance-based fees.
- The Standards define “commission” as “compensation generated from a transaction involving a product or service and received by an agent or broker, usually calculated as a percentage on the amount of his or her sales or purchase transactions. This includes 12b-1 fees, trailing commissions, surrender charges and contingent deferred sales charges.” If a certificant or related party receives, or is entitled to receive, commissions for providing professional activities, the certificant must disclose the receipt of commissions as part of his/her compensation. For example, if the certificant works for a registered investment adviser that is under common ownership with a broker-dealer, CFP Board considers the broker-dealer to be a related party. Therefore, any certificant working for a firm that is under common ownership with a broker-dealer must include “commission” as part of his/her compensation disclosure.

IMA Wealth is registered as an Investment Advisor with the Securities and Exchange Commission (“SEC”), and is also registered with the SEC as a broker-dealer, member FINRA. IMA Wealth is also an insurance agency. Certain of our investment professionals have attained the CFP® designation. Our CFP® professionals are registered as Investment Advisor Representatives, and their compensation for work performed for investment advisory clients is in the form of fixed, flat, hourly or percentage fees. Our CFP® professionals are also Registered Representative of our broker-dealer and, as such, are eligible to receive commissions earned from the sale of investment products to employer-sponsored defined contribution retirement plans for whom IMA Wealth serves as broker of record. Our CFP® professionals also provide services as licensed insurance agents and are eligible to receive commissions for the sale of life, long-term care and disability insurance.

Based on definitions provided by the CFP Board, our CFP® professionals are considered to be compensated on a Commission and Fee basis.

This information has not been reviewed, approved or verified by the CFP Board or by any governmental or self-regulatory authority. The CFP Board does not warrant the specific qualifications of individuals licensed to use its marks, nor does it warrant the correctness of advice or opinions provided.

Please see our Supplemental Brochure for background information about our Investment Professionals and CFP Professionals, including: Professional and Employment History, Educational Background, Professional Designations, Registrations Held, Disciplinary Information, and Outside Business Activities. It also provides information on the professional and educational requirements necessary to attain the Certified Financial Planner (CFP®) designation.

#### ITEM 15 – CUSTODY

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct your custodian-broker (typically Schwab or Fidelity) to deduct our advisory fees directly from your account. Your custodian-broker maintains actual custody of your assets. It is not, as a matter of policy, our intent to have custody of client assets for any reason other than when we are authorized by you to instruct your custodian-broker to deduct our advisory fees directly from your account.

You will receive account statements directly from your broker-custodian that holds and maintains your investment assets (typically Schwab or Fidelity). These statements are the official records of your account. They will be sent to the email or postal mailing address that you provided to your custodian. You should carefully review those statements promptly when you receive them. We also urge you to compare your custodian's account statements to the periodic portfolio reports you will receive from us.

#### ITEM 16 – INVESTMENT DISCRETION

Investment guidelines and restrictions must be provided to IMA Wealth in writing. We usually receive discretionary authority from our clients at the beginning of an advisory relationship. Clients sign a limited power of attorney directing their custodian to accept instructions from IMA Wealth to purchase and sell securities in the client's account. This discretionary authority includes securities selection as well as determining the amount of securities to be bought or sold. This discretionary authority is to be exercised by our firm in a manner consistent with the stated investment objectives for the particular client relationship.

We will also allow clients to place reasonable restrictions on their discretionary accounts. Typical restrictions include, but are not limited to:

- restriction on the sale of specific low-basis holdings held in client's account; and
- prohibition on investment in one or more specific securities.

We prefer to manage advisory accounts on a discretionary basis, but will occasionally accept non-discretionary accounts. Clients who establish non-discretionary accounts or who place certain restrictions on discretionary accounts may experience delays in order execution as compared to clients with unrestricted discretionary accounts.

**ITEM 17 – VOTING CLIENT SECURITIES**

We typically agree to vote proxies for portfolio securities as a courtesy to our clients. IMA Wealth has adopted policies and procedures designed to ensure that proxies are voted in the client's best interest. We vote proxies related to securities held by investment supervisory services clients who provide us with specific, written authority to do so. This written authority is provided in our investment advisory agreement and through written instruction to your custodian-broker.

We have established an Investment Policy Committee ("IPC"). One role of the IPC is to make proxy voting decisions. Broadridge Financial Solutions ("Broadridge"), an independent third party, has been retained to act as an independent voting agent. Broadridge's role is to provide a Proxy Voting Policy that is adopted by our IPC, and to ensure that the mechanical voting procedures are completed and documented.

Final voting decisions are based on a pre-established set of policy guidelines and on the recommendations of Broadridge, based on its independent, objective analysis. This process helps ensure that proxies are voted in the best interest of our clients (defined as in the best economic interest of the shareholders of a company). The process also insulates as much as possible, voting decisions from conflicts of interest. Although our IPC relies on the recommendations of Broadridge, our IPC ultimately retains responsibility for the votes. The IPC will occasionally override Broadridge vote recommendations, but only if we believe that a different vote is in the best interest of our client(s). If a material conflict of interest is presented that affects our IPC's ability to vote proxies in the client's best interest, we will follow (and not override) Broadridge's specific voting recommendations.

If Broadridge itself has a material conflict of interest present, they will not issue a vote recommendation. Instead, our IPC will be asked by Broadridge to vote the ballots on the Broadridge system.

Please contact our Chief Compliance Officer to receive a report of how your proxies were voted or a copy of our complete proxy voting policies and procedures (see Brochure cover page for contact information).

If you choose to vote your own proxies, the solicitation materials will be delivered directly to you by your custodian (or by a third-party agent through an arrangement with your custodian).

**ITEM 18 – FINANCIAL INFORMATION**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the firm's financial condition. IMA Wealth is not required to disclose any financial information in this section of our disclosure brochure because we:

- do not require or solicit the prepayment of fees six months or more in advance of services rendered;
- do not have a financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to our clients; and
- have not been the subject of a bankruptcy proceeding at any time in the firm's history.