



## **Program Fundamentals:** Fidelity® Strategic Disciplines

Fidelity Personal and Workplace Advisors LLC  
245 Summer Street, V2A  
Boston, MA 02210  
617-563-7000  
Fidelity.com

March 29, 2019

This wrap fee program brochure provides information about the qualifications and business practices of Fidelity Personal and Workplace Advisors LLC ("FPWA"), a Fidelity Investments company, as well as information about Fidelity® Strategic Disciplines.

Throughout this brochure and related materials, FPWA may refer to itself as a "registered investment adviser" or "being registered." These statements do not imply a certain level of skill or training.

If you have any questions about the contents of this brochure, please contact us at 800-544-3455. 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.

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



## **SUMMARY OF MATERIAL CHANGES**

---

The SEC requires registered investment advisers to provide and deliver an annual summary of material changes to their advisory services program brochure (also referred to as the Form ADV Part 2A). The section below highlights only material revisions that have been made to the Fidelity Strategic Disciplines Program Fundamentals from March 29, 2018 through March 29, 2019. Please contact a Fidelity representative regarding questions associated with your account at 800-544-3455.

### **COMPLETION OF CHANGES TO YOUR ADVISORY PROGRAM**

Effective as of July 16, 2018, Strategic Advisers assigned Fidelity® Strategic Disciplines Client Agreements to its affiliate, FPWA, who succeeded Strategic Advisers as sponsor to the Program. Strategic Advisers, Fidelity Investments Money Management, Inc. and Breckinridge Capital Advisors, Inc. continue to provide sub-advisory services to Program Accounts, as applicable.

### **INFORMATION REGARDING FIDELITY® U.S. LARGE CAP EQUITY STRATEGY**

Information has been added regarding a new separately managed account, the Fidelity U.S. Large Cap Equity Strategy, throughout this brochure.

### **INFORMATION ABOUT FIDELITY® TAX-MANAGED U.S. EQUITY INDEX STRATEGY**

Effective as of July 1, 2019, the Fidelity Tax-Managed U.S. Equity Index Strategy will change its reference index from the S&P 500® Index to the Fidelity U.S. Large Cap Index<sup>SM</sup>. Please see "Discretionary Investment Management Services" for more information.

### **IMPORTANT INFORMATION ABOUT FEES**

It is currently anticipated that the methodology for allocating Credit Amounts to individual accounts will be modified during the second half of 2019. In certain situations, the Credit Amount for investments in non-Fidelity mutual funds and ETPs will not be applied to an account that held the investment that generated the credit. In these situations, the Credit Amount will be applied, pro rata, among the accounts that hold the non-Fidelity mutual fund or ETP. Please see "Fees and Compensation" for more information. Clients will be notified after the methodological change has been implemented. For clients who enroll in the Program after the date of this Program Fundamentals and current Program clients, your enrollment or continued enrollment, respectively, serves as your consent to the modified methodology.

## **TABLE OF CONTENTS**

---

<b>SUMMARY OF MATERIAL CHANGES</b>	<b>2</b>
<b>SERVICES, FEES, AND COMPENSATION</b>	<b>4</b>
<b>ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS</b>	<b>10</b>
<b>PORTFOLIO MANAGER SELECTION AND EVALUATION</b>	<b>13</b>
<b>CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS</b>	<b>13</b>
<b>CLIENT CONTACT WITH PORTFOLIO MANAGERS</b>	<b>13</b>
<b>ADDITIONAL INFORMATION</b>	<b>14</b>

## SERVICES, FEES, AND COMPENSATION

---

### ADVISORY SERVICES

Fidelity Personal and Workplace Advisors LLC ("FPWA" or sometimes referred to as "we" or "us" throughout this document) is a registered investment adviser and an indirect, wholly owned subsidiary of FMR LLC (collectively with FPWA and its affiliates, "Fidelity Investments" or "Fidelity"). FPWA is a wholly owned subsidiary of Fidelity Advisory Holdings LLC, which in turn is wholly owned by FMR LLC, and a registered investment adviser under the Investment Advisers Act of 1940 (the "Advisers Act"). FPWA was formed in 2017 and offers a number of investment advisory programs, including Fidelity® Strategic Disciplines (the "Program").

As described below, Fidelity Strategic Disciplines is a separately managed account program in which you hire FPWA and authorize us to retain one or more investment advisors ("sub-advisors") on your behalf to implement a selected investment strategy ("Program Services"). The Program offers six investment strategies: the Breckinridge Intermediate Municipal Strategy, the Fidelity® Intermediate Municipal Strategy, the Fidelity® Core Bond Strategy (each a "Bond Strategy" and, collectively, the "Bond Strategies"), the Fidelity® Tax-Managed U.S. Equity Index Strategy, the Fidelity® U.S. Large Cap Equity Strategy, and the Fidelity® Equity-Income Strategy (each an "Equity Strategy" and, collectively, the "Equity Strategies"). Discretionary investment management is provided through one or more accounts (each a "Program Account").

### Discretionary Investment Management Services

As part of the Program's investment management services, we will help you to identify your investment objectives, risk tolerance, planned investment time horizon, other assets, and other information we collect to understand your situation ("Profile Information"). Based on your Profile Information, we will assist you in choosing an appropriate investment strategy. Clients are able to select from the following investment strategies:

The *Breckinridge Intermediate Municipal Strategy* seeks to develop an account focused on investment-grade municipal bonds or pre-refunded and escrowed-to-maturity municipal bonds, regardless of credit rating. A state-preference option is available for eligible clients. This strategy seeks to limit risk to principal while generating federal tax-exempt interest income. With the state-preference option, state tax-exempt interest income is emphasized over national diversification. Breckinridge Capital Advisors, Inc., ("Breckinridge"), an unaffiliated registered investment adviser, is the sub-advisor for the Breckinridge Intermediate Municipal Strategy.

The *Fidelity Intermediate Municipal Strategy* seeks to develop an account focused on investment-grade municipal bonds or pre-refunded and escrowed-to-maturity municipal bonds, regardless of credit rating. A state-preference option is available for eligible clients. This strategy seeks to generate federal tax-exempt interest income while limiting risk to principal. With the state-preference option, state tax-exempt interest income is emphasized over national diversification. Fidelity Investments Money Management, Inc. ("FIMM"), an affiliate of FPWA, is the sub-advisor for the Fidelity Intermediate Municipal Strategy.

The *Fidelity Core Bond Strategy* seeks to develop an account focused on investment-grade bonds, including government-related bonds, corporate bonds, mortgage bonds, asset-backed bonds, and taxable municipal bonds, as well as pre-refunded and escrowed-to-maturity bonds, regardless of credit rating. FIMM is the sub-advisor for the Fidelity Core Bond Strategy.

The *Fidelity Tax-Managed U.S. Equity Index Strategy* seeks to develop an account focused on equity securities that currently seeks to approximate the pre-tax return and risk characteristics of the S&P 500® Index, while enhancing after-tax returns through the use of tax-sensitive investment management techniques. Please note that, effective as of July 1, 2019, this investment strategy will seek to approximate the pre-tax return and risk characteristics of the Fidelity U.S. Large Cap Index<sup>SM</sup>, instead of the S&P 500® Index, while continuing to enhance after-tax returns through the use of tax-sensitive investment management techniques. The Fidelity U.S. Large Cap Index<sup>SM</sup> is a float-adjusted market capitalization–

weighted index designed to reflect the performance of the stocks of the largest 500 U.S. companies based on float-adjusted market capitalization. The strategy seeks to enhance after-tax returns of Program Accounts through methods including, but not limited to, proactive tax-loss harvesting and deferring the realization of capital gains. This strategy may result in a “drift” from the S&P 500® Index (before July 1, 2019) or Fidelity U.S. Large Cap Index<sup>SM</sup> (after June 30, 2019) and/or wash sales from trading activity in non-managed accounts. Strategic Advisers LLC (“Strategic Advisers”) is the sub-advisor for the Fidelity Tax-Managed U.S. Equity Index Strategy.

The *Fidelity U.S. Large Cap Equity Strategy* seeks to develop an account focused on U.S. large cap equity securities that seeks capital appreciation and to outperform the S&P 500® Index over a full market cycle. Strategic Advisers is the sub-advisor for the Fidelity U.S. Large Cap Equity Strategy and has retained FMR Co., Inc. (“FMRC”), its affiliate, to provide investment models (each, a “Model Portfolio”) that Strategic Advisers will use in managing accounts enrolled in the strategy. Strategic Advisers will blend three Model Portfolios for growth, value and core equity exposure in its discretion based upon market cycle implications and overall portfolio positioning. Strategic Advisers provides oversight of the Model Portfolios, and has discretionary management authority for, and is responsible for trading within, your Program Account.

The *Fidelity Equity-Income Strategy* seeks to develop an account focused on equity securities that seeks capital appreciation over a full market cycle, and seeks to provide dividend income greater than that of the S&P 500® Index. The strategy seeks to invest primarily in stocks of reasonably priced firms that have been paying a dividend, or are expected to pay a dividend, in the near or medium term. Strategic Advisers is the sub-advisor for the Fidelity Equity-Income Strategy and has retained FMRC to provide a Model Portfolio that Strategic Advisers will use in managing accounts enrolled in the strategy. Strategic Advisers provides oversight of the Model Portfolio, and has discretionary management authority for, and is responsible for trading within, your Program Account.

**Please see the relevant sub-advisor’s Form ADV Brochure for additional information regarding its discretionary management investment process or contact a Fidelity representative for details.**

### **Investment Restrictions**

A client has the ability to impose reasonable restrictions on the management of a Program Account. Any proposed restriction is subject to our, as well as the sub-advisor’s, review and approval. Such a restriction may include prohibitions such as with respect to the purchase of a particular individual security or industry. If a restriction is accepted, assets will be invested in a manner that is appropriate given the restriction. This may result in the purchase of an exchange-traded product (which may include exchange-traded funds, exchange-traded notes, unit investment trusts, closed-end funds, master limited partnerships, and certain grantor trusts, collectively, “ETPs”) to obtain exposure to a given strategy while implementing a restriction. Imposing an investment restriction can delay the start of discretionary management, and Program Accounts with client-imposed management restrictions may experience different performance from Program Accounts without restrictions, possibly producing lower overall results. Program Account restrictions should be requested through a Fidelity representative.

### **Assistance from a Fidelity Representative**

Clients may receive services from a dedicated representative or a team of representatives. Fidelity assigns representatives based on a variety of factors, including Program Account investment levels and complexity of financial situation. Program Services may be provided in-person, via telephone or digitally.

### **Responsibility of Clients**

We rely on client information to provide the Program Services. It is the client’s responsibility to advise us of changes to their goals, time horizon, tax situation, risk tolerance, and personal financial situation that may affect the Program Services, including, if appropriate, to change an applicable investment strategy. If a client has multiple relationships with Fidelity, a client must update personal, financial, and other important information independently for each respective service or account.

## FEES AND COMPENSATION

### Advisory Fees—Gross and Net of Fee Credit

The Program charges an annual Gross Advisory Fee that includes the ongoing discretionary management of Program Account(s). The Gross Advisory Fee is inclusive of any fees paid by FPWA to a sub-advisor in consideration of the applicable sub-advisor's discretionary investment management services provided to Program Accounts.

The Gross Advisory Fee does not include (i) certain charges resulting from transactions executed with or through broker-dealers that are not affiliates of FPWA; or (ii) mark-ups and mark-downs, transfer taxes, exchange fees, regulatory fees, odd-lot differentials, handling charges, electronic fund and wire transfer fees, or any other charges imposed by law or otherwise agreed to with regard to a Program Account. FPWA or its affiliate may voluntarily assume the cost of certain commissions for equity transactions executed with or through broker-dealers that are not affiliates of FPWA; clients will not be charged commissions for such transactions.

Where an investment restriction has been imposed and an ETP is purchased for a client account, and with respect to the core Fidelity money market fund, the Gross Advisory Fee will not include expenses of the ETP or mutual fund. These fund expenses, which vary by fund and class, are expenses that all mutual fund and ETP shareholders pay. Details of mutual fund or ETP expenses can be found in each mutual fund or ETP's respective prospectus. These expenses are not separately itemized or billed; rather, the published returns of mutual funds and ETPs are shown net of their expenses. Some of these underlying mutual fund and ETP expenses are paid to FPWA or its affiliates as a result of investments by a Program Account and will be included in a Credit Amount as described below.

The annual Gross Advisory Fee applied to a Program Account is reduced by a Credit Amount. The Credit Amount is intended to address the potential conflicts of interest that arise in selecting investments that generate revenue for Fidelity by reducing the advisory fees paid to FPWA by the amount of compensation, if any, FPWA or its affiliates retain that is derived as a direct result of investments by Program Accounts, as detailed below. A Credit Amount is calculated monthly and applied quarterly in arrears.

To the extent applicable, a Credit Amount will be calculated for each mutual fund or ETP held by Program Accounts, as follows:

- For Fidelity funds and ETPs, the Credit Amount will equal the underlying investment management and any other fees or compensation FPWA or its affiliates retain from these funds and ETPs as a result of investments by Program Accounts.
- For non-Fidelity funds and ETPs, the Credit Amount will equal the distribution fees, shareholder servicing fees, and any other fees or compensation FPWA or its affiliates retain from these funds and ETPs or their affiliates as a result of investments by Program Accounts.

An aggregate Credit Amount is then allocated to each Program Account to arrive at the Net Advisory Fee. Please note that individual securities held in a Program Account do not impact the calculation of the Credit Amount. It is important to understand that FPWA's affiliates receive compensation for providing a variety of services to mutual funds and ETPs, as described below in "Client Referrals and Other Compensation." Such compensation is included in the Credit Amount only to the extent that it is retained as a direct result of investment by Program Accounts. Compensation that is not directly derived from Program Account assets is not included in the Credit Amount. In addition, certain de minimis revenue received by FPWA's affiliates may be donated to charity rather than included in the Credit Amount.

It is currently anticipated that FPWA will modify how it operationally allocates Credit Amounts to individual Program Accounts during the second half of 2019. Credit Amounts for non-Fidelity Funds and ETPs will be calculated one month in arrears, and as a result, there are limited circumstances under which a Credit Amount for non-Fidelity Funds and ETPs will not be applied against your Gross Advisory Fee. Specifically,

you will not receive the benefit of the Credit Amount for: (i) any partial period during the month in which your Program Account is closed; or (ii) the month for which the Gross Advisory Fee is calculated if the non-Fidelity mutual fund or ETP is not held for at least one day during that month. Credit Amounts not applied to a specific Program Account will be allocated, pro rata, among the Program Accounts that hold the non-Fidelity Fund or ETP during the month for which the Gross Advisory Fee is calculated. This operational change will result in credits that would otherwise be attributable to one Program Account being received by another Program Account.

$$\text{Net Advisory Fee} = \text{Gross Advisory Fee} - \text{Credit Amount}$$

Please see the chart below for the annual advisory fee that may be charged to your Account. Please note that all fees are subject to change.

ANNUAL ADVISORY FEE SCHEDULE	
Breckinridge Intermediate Municipal Strategy, Fidelity Intermediate Municipal Strategy, Fidelity Core Bond Strategy	
Average Daily Assets*	Annual Gross Advisory Fee
Up to \$3,000,000	0.40%
For amounts greater than \$3,000,000	0.35%

\*Subject to applicable limitations, aggregation of Average Daily Assets of multiple Program Accounts by Bond Strategy is permitted. Contact a Fidelity representative for details.

ANNUAL ADVISORY FEE SCHEDULE		
	Fidelity Tax-Managed U.S. Equity Index Strategy	Fidelity U.S. Large Cap Equity Strategy, Fidelity Equity-Income Strategy
Average Daily Assets*	Annual Gross Advisory Fee	Annual Gross Advisory Fee
Up to \$200,000	0.65%	0.90%
For the next \$100,000	0.50%	0.70%
For the next \$200,000	0.35%	0.50%
For the next \$500,000	0.30%	0.45%
For the next \$1,000,000	0.26%	0.40%
For the next \$1,000,000	0.23%	0.35%
For amounts greater than \$3,000,000	0.20%	0.30%

\*Subject to applicable limitations, aggregation of Average Daily Assets of multiple Program Accounts by Equity Strategy is permitted. Contact a Fidelity representative for details.

Cash balances in a Program Account will be invested in the core Fidelity money market fund, the cash sweep vehicle for your Program Account. This Fidelity money market fund may return more or less than other comparable money market funds. Any such cash or cash investments in your Program Account will result in a negative yield to the extent the quarterly advisory fee exceeds the rates of return for the core Fidelity money market fund. Please ask your Fidelity representative about the performance of the core Fidelity money market fund.

## Billing

The Net Advisory Fee will be deducted from a client's Program Account(s) or another Fidelity account identified by a client for this purpose, in arrears on a quarterly basis. Certain assets in a Program Account may be liquidated to pay the fees; this liquidation may generate a taxable gain or loss.

## Other Services

Clients will be provided with information about the performance of their Program Accounts on a pre-tax basis. Pre-tax Program Account performance is calculated based on industry standards. In addition, clients will typically receive performance information comparing their Program Accounts with the performance of relevant industry standard indexes.

Clients with taxable Program Accounts in strategies managed with tax-sensitive investment management techniques will also be provided with performance information on an after-tax basis. After-tax Program Account performance is based on the pre-tax performance of the Program Account, and on an evaluation of the potential tax consequences of trading activity, dividends, income, and distributions in the Program Account. This after-tax performance information is based on information provided by the client about the client's tax situation, the tax basis information related to the securities in the Program Account, and certain assumptions about the potential tax consequences of trading activity in the Program Account. Detailed information about the calculations and assumptions used in calculating after-tax performance of a Program Account is provided in each client's periodic performance summary, or can be obtained by contacting a Fidelity representative.

While performance information is reviewed by FPWA, performance information is not reviewed by a third party to determine or verify its accuracy or compliance with presentation standards.

Fidelity offers a variety of brokerage and investment advisory services and clients should understand the range of offerings to determine which services are appropriate for them. Please see the "Guide to Brokerage and Investment Advisory Services at Fidelity Investments" document included with your enrollment materials for more information about Fidelity's brokerage and advisory services. In addition, a client may be able to invest directly in the securities available through the Program through a Fidelity brokerage account or a brokerage account at another firm, without incurring the advisory fee charged by the Program. Also, the investment strategies available through the Program, while designed by Fidelity for the Program, may be similar to a mutual fund or other products offered and/or managed by FPWA, or by FPWA's affiliated or unaffiliated entities, and the operating expenses of such a mutual fund or product may be lower or higher than the Program's fees. Clients may also be able to obtain similar discretionary investment management from other firms for the same or lower fees. However, certain investment products used by the Program may not be available for purchase outside of the Program, and investments may be subject to sales loads or transaction and redemption charges that are generally waived as part of the Program.

Factors that bear upon the cost of the Program in relation to the cost of the same or similar services purchased separately include, among other things, the amount of brokerage trades effected through Fidelity-affiliated broker-dealers (the charges for which are included in the Gross Advisory Fee) as compared with the brokerage trades effected through other broker-dealers (the charges for which are not included in the annual advisory fee), and the number and range of supplementary advisory and other services provided to the Program Account. Clients should consider the value of these advisory services when making such comparisons.

Also, during the time you are enrolled in the Program, you may be eligible to receive certain services offered by FPWA's affiliates based, in whole or in part, on the amount you invest in your Program Account(s). It is important for you to understand that such services are offered outside of the Program and do not constitute Program Services for which the Program Advisory Fee is paid. In addition, during the time you are enrolled in the Program, you may receive information about accessing resources and services to help you improve your financial wellness that are offered by entities unaffiliated with Fidelity who may pay a referral fee to Fidelity. Such resources and services are not included as part of Program Services and any applicable costs associated with enrolling in or subscribing to any such resources or services would be in addition to the Program Advisory Fee (see "Advisory Fees" above).

### **Additional Fee Information**

All fees are subject to change. In rare circumstances, FPWA may agree to negotiate the advisory fee for certain accounts. FPWA also may agree to waive fees, in whole or in part, in its sole discretion, including but not limited to (i) in connection with promotional efforts and other programs, including but not limited to situations designed to facilitate transitions between advisory programs; or (ii) for certain current and former employees of Fidelity. This will result in certain clients paying less than the standard fee. In certain



circumstances, Fidelity may manage certain other accounts in a manner substantially similar to a Program Account under arrangements that may include negotiated terms and conditions that depart from the standard service offering.

Except as described above, generally, clients will not pay any commissions, transaction fees or sales loads on the securities purchased in a Program Account. Clients are responsible for any fees incurred in connection with wash-sales that can occur in clients non-Program Account(s), as well as short-term trading fees or other charges that result from the sale of existing investments (if any) to fund a client's initial investment in a Program Account (whether such sale is inside or outside a Program Account) and any subsequent withdrawals that the client initiates. If mutual funds and/or ETPs purchased for a client account incur a redemption or other administrative fee as a result of not being held for a minimum time period, Fidelity may, at its sole discretion, choose to pay any such redemption fees on behalf of Program clients, but is under no obligation to do so.

The advisory fee also does not include a charge that applies to sales of securities made for Program Accounts—an industry-wide assessment mandated by the SEC totaling a few cents per \$1,000 of securities sold. Please note that the amount of this regulatory fee may vary over time, and, because variations may not be immediately known to Fidelity, the amount may be estimated and assessed in advance. To the extent that such estimated amount differs from the actual amount of the regulatory fee, Fidelity will retain the excess. These charges will be reflected on your monthly statements and/or trade confirmations.

### **Information about Representative Compensation**

Fidelity representatives who support the Program are associated with FPWA and Fidelity Brokerage Services LLC ("FBS"). Separate and apart from the Program, these Fidelity representatives, or other Fidelity representatives, may provide you with investment education, research, and guidance offered by FBS. When providing services for FBS, these Fidelity representatives are acting solely as representatives of FBS and Program fees are not related to those additional services provided through FBS.

Fidelity representatives receive a percentage of their total annual compensation as base pay—a predetermined and fixed annual salary. Base pay varies between Fidelity representatives based on experience, position, and seniority. In addition to base pay, Fidelity representatives are also eligible to receive variable compensation or an annual bonus. Whether and how much each Fidelity representative receives in each component is generally determined by the representative's role, responsibilities and performance measures. In addition, some Fidelity representatives participate in a rewards program that provides non-cash incentives based on net flows of assets, customer investments in products and services equally weighted across products, and measures of customer service and satisfaction including customer contacts, appropriate referrals, and customer evaluation scores.

Depending on the specific situation, the compensation received by Fidelity representatives in connection with the Program could be greater than the compensation received by Fidelity representatives if a client participated in another Fidelity advisory program or maintained a brokerage account. In such cases, Fidelity representatives would have a financial incentive to recommend the Program over other programs or services. Fidelity addresses these conflicts of interest by disclosing them to you and by supervising our representatives. It is important to note that in determining a Fidelity representative's compensation, Fidelity considers whether the Fidelity representative provides guidance about appropriate products and services based upon customer needs. Fidelity takes this approach to client relationships very seriously, and reviews representative interactions in order to help ensure this standard is met.

For information about how Fidelity compensates its representatives in connection with the sale of the Program and other products, please see the "Important Information Regarding Representatives' Compensation" document (available on Fidelity.com and included with your Program enrollment materials), or contact a Fidelity representative.

## ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

---

The Program is generally available to individuals, trusts and certain corporate entities. In order to participate in the Program, a client must be a U.S. person (including a U.S. resident alien), reside in the U.S., have a valid U.S. permanent mailing address, and have a valid U.S. taxpayer identification number. The Program is not available to non-U.S. trusts, foreign investors, and persons who are not U.S. residents. FPWA may, in its sole discretion, decline to permit participation in the Program for any reason. Please contact a Fidelity representative for additional information about the limitations of the Program.

Each investment strategy in the Program has a per-account investment minimum ("Strategy Minimum"). Additionally, investment strategies may be available to Program Accounts that are either tax-advantaged accounts (e.g., Traditional, Roth, SEP and SIMPLE Individual Retirement Accounts, collectively "retirement accounts") or taxable accounts, or both.

The Strategy Minimum is \$500,000 for each Bond Strategy and \$200,000 for each Equity Strategy. The Breckinridge Intermediate Municipal Strategy, Fidelity Intermediate Municipal Strategy, and Fidelity Tax-Managed U.S. Equity Index Strategy are each available only for taxable accounts, while the Fidelity Core Bond Strategy, the Fidelity U.S. Large Cap Equity Strategy and Fidelity Equity-Income Strategy are each available to both taxable and retirement accounts.

FPWA may, in its sole discretion, elect to change or waive a Strategy Minimum at any time. Please note that if a Program Account balance falls below the applicable Strategy Minimum stated above, it may affect the sub-advisor's ability to manage the Program Account according to the selected investment strategy. Program Accounts that fall below the Strategy Minimum can be removed from the Program.

Certain limitations apply to the management of a retirement Program Account holding defined benefit plan assets. Generally, only single participant defined benefit plan assets will be managed (except in the case of a retirement Program Account holding defined benefit plan assets where the plan benefits only the owner of the business sponsoring the plan and his or her spouse), and it will be treated as if it were a defined contribution plan. Plan-specific provisions and any plan-related documents will not be considered in the discretionary management of these assets.

To enroll in the Program, a client must agree to the Program Client Agreement, which details the terms and conditions under which the client appoints FPWA to provide the Program Services. Our advisory relationship with you begins when we enter into the Program Client Agreement with you, which occurs at the time we accept your Program Client Agreement with us. Preliminary discussions or recommendations made before we enter into the Program Client Agreement with you are not intended as investment advice provided by FPWA. As part of the Program Client Agreement, clients will delegate discretionary authority to FPWA and direct FPWA to hire a sub-advisor to implement the selected strategy for the client's Program Account. The Program Client Agreement will also permit sub-advisors to provide day-to-day investment management for the clients' Program Account(s), which includes the authority to determine which securities to purchase or sell, the total amount of such purchases and sales, and the brokers or dealers through which transactions are effected in Program Accounts, subject to certain Program and regulatory limitations and a sub-advisors' internal policies and procedures. The Program Client Agreement also directs that the client establish a brokerage account with FBS, a registered broker-dealer, affiliate of FPWA and member of NYSE and SIPC. During a client's participation in the Program, the client's Program Account(s) will not be available for brokerage activities including, but not limited to, margin trading or trading of securities. Another affiliate of FPWA, National Financial Services LLC ("NFS"), a registered broker-dealer and a member of NYSE and SIPC, has custody of client assets and will perform certain account services, including the implementation of discretionary management instructions, as well as custodial and related services. Certain personnel of FPWA, FBS, NFS, and Strategic Advisers share premises and have common supervision.

## OPENING AND FUNDING A PROGRAM ACCOUNT

**Bond Strategies.** You may initially fund your Bond Strategy Program Account with cash and/or eligible securities, which include Fidelity money market funds, individual bonds, and investment-grade municipal bonds, as well as pre-refunded and escrowed-to-maturity bonds, regardless of credit rating. All other security types are considered non-eligible for funding purposes. Please note for the Breckinridge Intermediate Municipal Strategy, eligible bonds are limited to individual investment-grade municipal bonds, as well as pre-refunded and escrowed-to-maturity bonds, regardless of credit rating.

**Equity Strategies.** For Equity Strategies, you may fund your Program Account with cash and/or eligible securities, which will generally include the following:

- Cash
- Fidelity money market funds
- Common stocks and REITs listed in the S&P 500®, Russell 3000®, and Dow Jones U.S. Total Stock Market indexes
- American depository receipts ("ADRs") in the S&P ADR Index

For the Fidelity Tax-Managed U.S. Equity Index Strategy, you may also fund your Account with specific ETPs permitted by the sub-advisor, however, such funding can result in the sub-advisor continuing to hold and manage such ETPs depending on the concentration and tax impact of selling. Please contact your Fidelity representative for information regarding eligible ETPs.

Fidelity will determine, in its sole discretion, which securities will be eligible to fund a Program Account. A Fidelity representative can provide information as to whether a specific security is available to fund a Program Account. These securities must be held free and clear of any liens, pledges, or other legal or contractual restrictions. At times, Fidelity may not accept individual securities that may generally be used to fund a Program Account due to internal guidelines or regulations (state or federal). If a client elects to transfer non-eligible securities into a Program Account, Fidelity will liquidate those securities as soon as reasonably practicable, and the transfer of such securities into a Program Account is deemed a directive to Fidelity by the client to sell any such securities upon transfer. Fidelity does not consider the potential tax consequences of these sales when following a client's deemed direction to sell such securities. Fidelity also reserves the right to transfer a non-eligible security back to the client's source account based on certain circumstances.

Sales of eligible and non-eligible transferred securities will be subject to redemption and other applicable fees, including commissions on sales of securities; however, under certain circumstances, the Program may voluntarily assume the costs of certain commissions. A client may realize a taxable gain or loss when these shares are sold. In addition, when securities are purchased in Program Accounts, the client may receive taxable distributions out of the earnings that have accrued prior to such purchases (a situation referred to as buying a dividend).

Once the account funding process is complete, discretionary portfolio management will begin. Investment typically occurs within 10 business days of fully funding an Equity Strategy Program Account. For Bond Strategies, it may take a substantial period of time to invest your Program Account in municipal bonds (under normal circumstances and market conditions, accounts are typically invested within 90 days of the day on which you initially fund or make a subsequent contribution to your Program Account, although your specific circumstances may vary).

If a client transfers assets from another Fidelity investment advisory program account into a Program Account, a "do-not-trade" restriction will be placed on the account from which the client is transferring assets ("source account") during the processing of the asset transfer. For the period when a do-not-trade restriction is in effect, discretionary management of the source account will be suspended, and the investment manager for such other investment advisory program will not monitor the source account for potential buys and sells of securities, and any deposits during the do-not-trade period will not be invested.

Additional deposits of cash or securities can be made at any time. Discretionary management of additional deposits will occur as soon as reasonably practicable but may be delayed for certain reasons, including time needed to liquidate securities or follow special handling instructions. In general, we will begin charging advisory fees on additional deposits once assets have been received into the Program Accounts and have been deemed in good order for management purposes.

**Please see the relevant sub-advisor's Form ADV Brochure for additional information regarding its discretionary portfolio investment processes, or contact a Fidelity representative for details.**

## **WITHDRAWALS AND PROGRAM TERMINATION/ACCOUNT CLOSURE**

At any time, a client can request a withdrawal from a Program Account, elect to close one or more Program Accounts, or elect to close all Program Accounts and terminate enrollment in the Program. All closure and termination instructions must be processed through a Fidelity representative. FFWA reserves the right to terminate a client's Program Services (or limit the client's rights to access any or all account features, products, or services) for any reason, including (i) if any authorized person on a Program Account resides outside the U.S.; (ii) if the balance of a client's Program Account(s) falls below the required minimum investment level; or (iii) if the Program is deemed no longer appropriate for a client.

Should either party terminate the investment advisory relationship, the Program Fee will be prorated from the beginning of the last quarter to the termination date, which is defined as the date when the Program Account is no longer managed on a discretionary basis.

Clients will be required to provide instructions regarding which of the following methods should be used in the event of withdrawals or Program Account closing:

- Assets liquidated and a check sent with the proceeds;
- Assets transferred in kind into another account; or
- Assets liquidated and proceeds wired or transferred via electronic funds transfer to a bank account or other account.

Generally, partial and full withdrawals may take up to 10 business days to process. For partial withdrawal requests, Fidelity will generally reinvest the cash or securities into the client's discretionarily managed Program Account after 30 days if instructions are not provided. Note that liquidation of assets in taxable accounts may have adverse tax consequences.

Please note that for Bond Strategy Program Accounts, in certain situations, withdrawal requests by way of liquidation may take longer to fully process, as the respective sub-advisor may take additional time to sell your bonds at a desirable price. Please note that certain types of bonds, such as municipal bonds and mortgage-backed securities, may have extended or less frequent settlement periods, and their trading markets may be fragmented or thinly traded, which could affect the amount of time it takes to process withdrawal or closure requests. There can be no assurance as to how long it might take to obtain a desirable price for your municipal bonds or whether a desirable price can be obtained.

Depending on the size of your Program Account, some municipal bonds may be purchased for your Program Account in positions that are smaller than marketable round lots (sometimes called "odd lots"). If you have an odd-lot bond position, it may be more difficult to sell than a round lot, and the sale price may be substantially lower than the price you paid or the price at which the position previously was valued.

With respect to taxable Program Accounts, a client may elect to have all dividends, interest, and capital gains on eligible holdings set aside for automatic distribution by completing and submitting an Earnings Automatic Withdrawal Plan form. Please note that upon providing these instructions to Fidelity, the amounts awaiting distribution will not be subject to Fidelity's discretionary authority.

## **PORTFOLIO MANAGER SELECTION AND EVALUATION**

---

FPWA is the investment adviser for the Program to which you delegate discretion and direct to hire a specific sub-advisor to implement the selected strategy. The sub-advisor (not FPWA) will be responsible for investment selection, portfolio construction, and execution of transactions for Program Accounts.

Prior to identifying a sub-advisor to implement a specific investment strategy, we will review the sub-advisor's qualifications for managing assets. In doing so, a variety of factors can be considered, including, but not limited to, investment approach, portfolio characteristics, total assets under management, experience, and trading and operational capabilities. Each sub-advisor will also be periodically reviewed to evaluate management of Program Accounts invested in the respective strategy. We will use the same process to select and review affiliated and unaffiliated sub-advisors. We have engaged an affiliate as a service provider to perform such review of sub-advisors and/or Program Accounts.

If we decide, in our sole discretion, that circumstances make a change of sub-advisor necessary or appropriate, you authorize FPWA to remove or replace your sub-advisor. The replacement sub-advisor may be an affiliate or independent of FPWA. We will notify you at or before the time of any change in your sub-advisor. Your continued acceptance of Program services will constitute your approval and agreement of any replacement sub-advisor.

FPWA does not have a predetermined allocation with respect to the use of Fidelity or non-Fidelity sub-advisors. To the extent that FPWA retains a Fidelity sub-advisor, Fidelity will retain more compensation than if a non-Fidelity sub-advisor were retained, and Fidelity will also achieve greater efficiencies and economies of scale with respect to the research and management services provided to clients. FPWA's investment professionals are not compensated based on the use of Fidelity or non-Fidelity sub-advisors.

Neither FPWA nor the relevant sub-advisor acquires authority for, or exercises proxy voting on a client's behalf in connection with offering Program Accounts. However, with respect to the Equity Strategies, clients may direct Strategic Advisers to act as agent to vote proxies with respect to the investments held in a Program Account. Please see Strategic Advisers' Form ADV Brochure for information regarding the voting of client securities.

## **CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

---

Through FPWA, sub-advisors have ongoing access to the relevant Program Account information, including Profile Information. The discretionary portfolio management services will be impacted by incomplete or inaccurate information. If changes to a client's personal, financial, or tax situation occur, the client should promptly contact a Fidelity representative. FPWA does not provide client information to any of the model providers.

## **CLIENT CONTACT WITH PORTFOLIO MANAGERS**

---

Clients should contact a Fidelity representative regarding questions about their Program Accounts, to update their Profile Information, or to provide an update about their personal situations or any other information that may affect how clients' Program Accounts are managed. A Fidelity representative will act as a liaison between a client and the relevant sub-advisor and will help ensure appropriate management of the client's Program Account(s). While sub-advisors may provide clients with information about the management of Program Accounts from time to time, sub-advisors do not typically meet or communicate directly with Program clients. Model providers do not meet with clients.

## ADDITIONAL INFORMATION

---

### MATERIAL RISKS

**Risks Associated with Investment Strategies.** The discretionary investment management strategies implemented for clients in the Program, including conservative investments, involve risk of loss. Investments in a Program Account are not a deposit of a bank and are not insured or guaranteed by the Federal Deposit Insurance Corporation ("FDIC") or any other government agency. A client may lose money by investing in mutual funds, ETPs, SMAs, and/or individual securities. A client may lose money by investing in the Program.

Many factors affect each investment's or Program Account's performance and potential for loss. Strategies that pursue investments in equities will be subject to stock market volatility, and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Strategies that pursue fixed-income investments (such as bond or money market funds) will see values fluctuate in response to changes in interest rates, inflation and prepayment risks, as well as to default risks for both issuers and counterparties. These strategies are also affected by impacts to the individual issuers, such as changes in an issuer's credit quality, or changes in tax, regulatory, market, or economic developments. In addition, investments in certain bond structures may be less liquid than other investments, and therefore may be more difficult to trade effectively.

**Money Market Fund Risk.** *A client could lose money by investing in a money market fund. Although a money market fund seeks to preserve the value of a client's investment at \$1.00 per share, it cannot guarantee it will do so. An investment in a money market fund is not insured or guaranteed by the FDIC or any other government agency. Fidelity, the fund's sponsor, has no legal obligation to provide financial support to a money market fund and a client should not expect that Fidelity will provide financial support to a Fidelity money market fund at any time.*

Fidelity's government and U.S. Treasury money market funds will not impose a fee upon the sale of shares, nor temporarily suspend an investor's ability to sell shares if the fund's weekly liquid assets fall below 30% of its total assets because of market conditions or other factors.

**Cybersecurity Risk.** With the increased use of technologies such as the Internet to conduct business, FPWA and its affiliates are susceptible to operational, information security, and related risks. Cyber attacks include, but are not limited to, gaining unauthorized access to digital systems (e.g., through "hacking" or malicious software coding) for purposes of misappropriating assets or sensitive information; corrupting data, equipment, or systems; or causing operational disruption. Cyber attacks may also be carried out in a manner that does not require gaining unauthorized access, such as causing denial-of-service attacks on websites (i.e., efforts to make network services unavailable to intended users). Cyber incidents have the ability to cause disruptions and impact business operations, potentially resulting in financial losses, interference with the ability to calculate the net asset value ("NAV"), impediments to trading, the inability to transact business, destruction to equipment and systems, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs.

**Risks of bond investments.** Because of the fragmented and thinly traded nature of the bond market, and because of client-specific factors, two clients who invest in bonds in the same amount and on the same date may have entirely different individual securities in their portfolios. The bond market can be significantly affected by tax, legislative, interest rate or political changes, and by the financial condition of the issuers. Tax code changes could impact the bond market. Tax laws are subject to change, and the preferential tax treatment that may apply to bond interest income may be removed or phased out for investors at certain income levels.

**Risks of equity investments.** Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Different parts of the market can react differently to these developments. Value and growth stocks can perform differently from other



types of stocks. For example, certain growth stocks can be more volatile than the market, and certain value stocks can continue to be undervalued by the market for long periods of time. In addition, stock investments may be subject to risk related to market capitalization as well as company-specific risk. Foreign securities are subject to interest rate, currency exchange rate, economic, regulatory, and political risks, all of which may be greater in emerging markets.

**Investing in Mutual Funds and ETPs.** A Program Account bears all the risks of the investment strategies employed by the mutual funds and ETPs held in the Program Account, including the risk that a mutual fund or ETP will not meet its investment objectives. ETPs may trade at a premium or discount to their net asset value and may also be affected by the market fluctuations of their underlying investments. They may also have unique risks depending on their structure and underlying investments. For the specific risks associated with a mutual fund or ETP, please see its prospectus.

**Legislative and Regulatory Risk.** Investments in a Program Account may be adversely affected by new (or revised) laws or regulations. Changes to laws or regulations can impact the securities markets as a whole, specific industries, individual issuers of securities, and a sub-advisor's determinations with respect to the expected rate of return, value, or creditworthiness of a particular security. The impact of these changes may not be fully known for some time.

**Operational Risks.** Operational risks can include risks of loss arising from failures in internal processes, people, or systems, such as routine processing incidents or major systems failures, or from external events, such as exchange outages. Incidents arising from operational failures, including those resulting from the mistakes of third parties, may not be compensable by FPWA to you. FPWA maintains policies and procedures that address the identification and correction of errors, consistent with applicable standard of care, to ensure that clients are treated fairly when an error has been detected. The determination of whether an incident constitutes an error is made by FPWA or its affiliates, in their sole discretion. In the event that FPWA or its affiliates make an error that has a financial impact on a Program Account, FPWA or its affiliates will generally return the Program Account to the position it would have held had no error occurred. FPWA will evaluate each situation independently. This corrective action may result in financial or other restitution to the Program Account, or inadvertent gains being reversed out of the Program Account. Under certain circumstances, clients will not be reimbursed for errors where the loss is less than \$10 per Program Account; in such cases, we have instituted procedures designed to prevent Fidelity from receiving economic benefits from limiting the correction of such errors.

Please see the relevant sub-advisor's Form ADV Brochure for additional information regarding risks.

## **DISCIPLINARY INFORMATION**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of FPWA's advisory business or the integrity of its management personnel.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

FPWA is a wholly owned subsidiary of Fidelity Advisory Holdings LLC, which in turn is wholly owned by FMR LLC. FMR LLC is a Delaware limited liability company that, together with its affiliates and subsidiaries, is generally known to the public as Fidelity Investments or Fidelity. Various direct or indirect subsidiaries of FMR LLC are engaged in investment advisory, brokerage, banking, or insurance businesses. From time to time, FPWA and its customers may have material business relationships with any of the subsidiaries and affiliates of FMR LLC. In addition, the principal officers of FPWA serve as officers and/or employees of affiliated companies that are engaged in various aspects of the financial services industry.

FPWA is not registered as a broker-dealer, futures commission merchant, commodity pool operator, or commodity trading advisor, nor does it have an application pending to register as such. Certain management persons of FPWA are registered representatives and management persons of FBS, an FPWA affiliate and a

registered broker-dealer. In addition, FPWA has entered into an intercompany agreement with FBS pursuant to which FBS provides to FPWA various operational, promotional, administrative, analytical and technical services, and the personnel necessary for the performance of such services.

FPWA has, and its clients may have, a material relationship with the following affiliated companies:

### **Investment Companies and Investment Advisers**

- Strategic Advisers, a wholly owned subsidiary of Fidelity Advisory Holdings LLC, which in turn is wholly owned by FMR LLC, is a registered investment adviser under the Advisers Act. Strategic Advisers provides discretionary and non-discretionary advisory services, and acts as the investment manager to registered investment companies that invest in affiliated and unaffiliated funds, and as sub-advisor to various retail accounts, including separately managed accounts. Strategic Advisers acts as sub-advisor to FPWA in providing discretionary investment management to certain clients, and assists FPWA in evaluating sub-advisors.
- Fidelity Management & Research Company ("FMRCo"), a wholly owned subsidiary of FMR LLC, is a registered investment adviser under the Advisers Act. FMRCo provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. Strategic Advisers pays FMRCo an administrative fee for handling the business affairs of the registered investment companies advised by Strategic Advisers. In addition, Strategic Advisers may share employees from time to time with FMRCo.
- FIMM, a wholly owned subsidiary of FMR LLC, is a registered investment adviser under the Advisers Act. FIMM provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. FIMM acts as sub-advisor to FPWA in providing discretionary portfolio management to certain clients. In addition, Strategic Advisers may share employees from time to time with FIMM.
- FMRC, a wholly owned subsidiary of FMRCo, is a registered investment adviser under the Advisers Act. FMRC provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. FMRC provides model portfolio recommendations to Strategic Advisers in connection with Strategic Advisers' provision of discretionary portfolio management to certain clients. In addition, Strategic Advisers may share employees from time to time with FMRC.
- Fidelity SelectCo, LLC ("SelectCo"), a wholly owned subsidiary of FMR LLC, is a registered investment adviser under the Advisers Act. SelectCo provides investment management services to registered investment companies, including investment companies in the Fidelity group of funds.
- FIAM LLC ("FIAM"), a wholly owned subsidiary of FIAM Holdings LLC, which in turn is wholly owned by FMR LLC, is a registered investment adviser under the Advisers Act, and is registered with the Central Bank of Ireland. FIAM provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. Strategic Advisers has sub-advisory agreements with FIAM for certain registered investment companies advised by Strategic Advisers. Strategic Advisers provides model portfolio services to FIAM in connection with FIAM's services to its institutional and intermediary clients and FIAM compensates Strategic Advisers for such services. In addition, Strategic Advisers may share employees from time to time with FIAM.
- FMR Investment Management (UK) Limited ("FMR UK"), an indirect, wholly owned subsidiary of FMRCo, is a registered investment adviser under the Advisers Act, has been authorized by the U.K. Financial Conduct Authority to provide investment advisory and asset management services, and is registered with the Central Bank of Ireland. FMR UK provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. FIAM has sub-advisory agreements with FMR UK for certain registered investment companies advised by Strategic Advisers.



- Fidelity Management & Research (Japan) Limited (“FMR Japan”), a wholly owned subsidiary of FMRCo, is a registered investment adviser under the Advisers Act and has been authorized by the Japan Financial Services Agency (Kanto Local Finance Bureau) to provide investment advisory and discretionary investment management services. FMR Japan provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. FIAM has sub-advisory agreements with FMR Japan for certain registered investment companies advised by Strategic Advisers.
- Fidelity Management & Research (Hong Kong) Limited (“FMR Hong Kong”), a wholly owned subsidiary of FMRCo, is a registered investment adviser under the Advisers Act and has been authorized by the Hong Kong Securities & Futures Commission to advise on securities and to provide asset management services. FMR Hong Kong provides investment management services, including to registered investment companies in the Fidelity group of funds, and to clients of other affiliated and unaffiliated advisers. FIAM has sub-advisory agreements with FMR Hong Kong for certain registered investment companies advised by Strategic Advisers.

### **Broker-Dealers**

- Fidelity Distributors Corporation (“FDC”), a wholly owned subsidiary of Fidelity Global Brokerage Group, Inc., which in turn is wholly owned by FMR LLC, is a registered broker-dealer under the Securities Exchange Act of 1934 (the “Exchange Act”) and acts as principal underwriter and general distribution agent of the registered investment companies in the Fidelity group of funds.
- NFS, a wholly owned subsidiary of Fidelity Global Brokerage Group, Inc., which in turn is wholly owned by FMR LLC, is a registered broker-dealer under the Exchange Act and a registered investment adviser under the Advisers Act. NFS is a fully disclosed clearing broker-dealer that provides clearing, settlement and execution services for other broker-dealers, including its affiliate FBS. Fidelity Capital Markets (“FCM”), a division of NFS, provides trade executions for Fidelity affiliates and other clients. Additionally, FCM operates CrossStream®, an alternative trading system that allows orders submitted by its subscribers to be crossed against orders submitted by other subscribers. FCM charges a commission to both sides of each trade executed in CrossStream. CrossStream may be used to execute transactions for investment company and other Fidelity clients. NFS does not have any advisory clients, does not provide investment advice and does not receive compensation for investment advisory services. NFS may provide transfer agent or subtransfer agent services and other custodial services to certain Fidelity clients.
- Luminex Trading & Analytics LLC (“LTA”), a registered broker-dealer and alternative trading system, operates an electronic execution utility (the “LTA ATS”) that allows orders submitted by its subscribers to be crossed against orders submitted by other subscribers. FMR Sakura Holdings, Inc., a wholly owned subsidiary of FMR LLC, is the majority owner of LTA. LTA charges a commission to both sides of each trade executed in the LTA ATS. The LTA ATS may be used to execute transactions for Fidelity affiliates’ advisory clients. NFS serves as the clearing agent for transactions executed in the LTA ATS.
- FBS, a wholly owned subsidiary of Fidelity Global Brokerage Group, Inc., which in turn is wholly owned by FMR LLC, is a registered broker-dealer under the Exchange Act and provides brokerage products and services, including the sale of shares of registered investment companies in the Fidelity group of funds to individuals and institutions, including retirement plans administered by Fidelity affiliates. In addition, along with Fidelity Insurance Agency, Inc. (“FIA”), FBS distributes insurance products, including variable annuities, which are issued by Fidelity affiliates Fidelity Investments Life Insurance Company (“FIL”) and Empire Fidelity Investments Life Insurance Company® (“EFIL”). FBS may provide shareholder services to certain of Fidelity’s clients. FBS is the introducing broker for managed accounts offered by FPWA and places trades for execution with its affiliated clearing broker, NFS.

- Fidelity Investments Institutional Services Company, Inc. ("FIISC"), a wholly owned subsidiary of Fidelity Global Brokerage Group, Inc., which in turn is wholly owned by FMR LLC, is a registered broker-dealer under the Exchange Act. FIISC primarily markets the Fidelity group of funds and other products advised by its affiliates to third-party financial intermediaries and certain institutional investors. Pursuant to a referral agreement and for compensation, FIISC may refer clients to FPWA.

#### **Insurance Companies or Agencies**

- FILI, a wholly owned subsidiary of FMR LLC, is engaged in the distribution and issuance of life insurance and annuity products that may offer shares of registered investment companies managed by Fidelity affiliates.
- EFILI, a wholly owned subsidiary of FILI, is engaged in the distribution and issuance of life insurance and annuity products that may offer shares of registered investment companies managed by Fidelity affiliates to residents of New York.
- FIA, a wholly owned subsidiary of FMR LLC, is engaged in the business of selling life insurance and annuity products of affiliated and unaffiliated insurance companies.

#### **Banking Institutions**

- Fidelity Management Trust Company ("FMTC"), a wholly owned subsidiary of FMR LLC, is a limited-purpose trust company organized and operating under the laws of the Commonwealth of Massachusetts that provides non-discretionary trustee and custodial services to employee benefit plans and individual retirement accounts through which individuals may invest in affiliated or unaffiliated registered investment companies. FMTC also provides discretionary investment management services to institutional clients.
- Fidelity Personal Trust Company, FSB ("FPTC"), a wholly owned subsidiary of Fidelity Thrift Holding Company, Inc., which in turn is wholly owned by FMR LLC, is a federal savings bank that offers fiduciary services to its customers that include trustee or co-trustee services, custody, principal and income accounting, investment management services, and recordkeeping and administration.

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

FPWA has adopted a Code of Ethics for Personal Trading (the "Code of Ethics"). The Code of Ethics applies to all officers, directors, employees, and other supervised persons of FPWA and requires that they place the interests of FPWA's clients above their own. The Code of Ethics establishes securities transaction requirements for all covered employees and their covered persons, including their spouses. More specifically, the Code of Ethics contains provisions requiring:

- (i) Standards of general business conduct reflecting the investment advisers' fiduciary obligations
- (ii) Compliance with applicable federal securities laws
- (iii) Employees and their covered persons to move their covered accounts to FBS unless an exception has been granted
- (iv) Reporting and review of personal securities transactions and holdings for persons with access to certain nonpublic information
- (v) Prohibition of purchasing of securities in initial public offerings unless an exception has been approved
- (vi) Reporting of Code of Ethics violations
- (vii) Distribution of the Code of Ethics to all supervised persons, documented through acknowledgments of receipt

Core features of the Code of Ethics generally apply to all Fidelity employees. The Code of Ethics also imposes additional restrictions and reporting obligations on certain advisory personnel, research analysts, and portfolio managers, including (i) preclearing of transactions in covered securities; (ii) prohibiting investments in limited offerings without prior approval; (iii) reporting of transactions in covered securities on a quarterly basis; (iv) reporting of accounts and holdings of covered securities on an annual basis; and (v) disgorgement of profits from short-term transactions unless an exception has been approved. Violation of the Code of Ethics requirements may also result in the imposition of remedial action. The Code of Ethics will generally be supplemented by other relevant Fidelity policies, including the Policy on Inside Information, Rules for Broker-Dealer Employees, and other written policies and procedures adopted by Fidelity and FFWA. A copy of the Code of Ethics will be provided upon request.

FFWA's related persons may buy or sell for themselves securities that they also recommend to clients. The potential conflicts of interest involved in such activities are contemplated in the Code of Ethics and other relevant Fidelity policies. In particular, the Code of Ethics and other Fidelity policies are designed to ensure that Fidelity personnel never place their personal interests ahead of Fidelity's clients in an attempt to benefit themselves or another party. The Code of Ethics and other Fidelity policies impose sanctions if these requirements are violated.

From time to time, in connection with our business, supervised persons may obtain material nonpublic information that is usually not available to other investors or the general public. In compliance with applicable laws, FFWA has adopted a comprehensive set of policies and procedures that prohibit the use of material nonpublic information by investment professionals or any other employees and that limit the transactions that FFWA can implement for Program Accounts.

In addition, Fidelity has implemented a policy on Business Entertainment and Workplace Gifts intended to set standards for business entertainment and gifts, to help employees make sound decisions with respect to these activities, and to ensure that the interests of FFWA's clients come first. Similarly, to ensure compliance with applicable "pay to play" laws, Fidelity has adopted a Political Contributions and Activities policy that requires all employees to preclear any political contributions and activities.

## **REVIEW OF ACCOUNTS**

We will contact Program clients at least annually to evaluate whether there have been any changes to their personal financial situation that may affect the client's Profile Information or the Program Services. If we fail to hear from a client during this process, we will update each such client's age, goal horizon, and all other date-relative elements of the client's Profile Information. We may also consider updated account balances of the client's Program Accounts and other Fidelity accounts, as well as updated balances of certain outside accounts a client may have provided, but will otherwise assume that the client's Profile Information has not changed. In some cases, the changes to the date-relative elements of a client's Profile Information and/or account balances may cause us to update a client's Investment Proposal. In these instances, we will notify the client of the resulting change to their Investment Proposal.

Clients will receive prompt confirmations from NFS for any transactions in their Program Accounts; however, with respect to automatic investments, automatic withdrawals, dividend reinvestments, and transactions that involve the core Fidelity money market fund, a client's account statement serves in lieu of a confirmation. In addition, clients receive monthly statements from NFS that detail all holdings and transaction information, including trades, additions, withdrawals, shifts in investment allocations, advisory fees, and estimated gain/loss and tax basis information. Monthly statements and confirmations may also be available online at Fidelity.com and by enrolling in the electronic delivery program. Clients will not pay a different fee based on their decision to receive electronic monthly statements or trade confirmations. You should carefully review all statements and other communications received from FBS and NFS.

As described in "Other Services" above, clients will also have periodic reports available to them that detail the performance of a client's Program Account(s) and summarize the market activity during the quarter. Industry standards are applied when calculating performance information. FFWA also makes available account performance information on a password-protected website.

## **CLIENT REFERRALS AND OTHER COMPENSATION**

Affiliates of FPWA are compensated for providing services, including for investment management, distribution, transfer agency, servicing, and custodial services, to certain Fidelity and non-Fidelity mutual funds, ETPs and other investments in which Program Accounts are invested. These affiliates include Strategic Advisers, FMRCo and their affiliates as the investment adviser for the Fidelity funds; FDC as the underwriter of the Fidelity funds; and Fidelity Investments Institutional Operations Company, Inc. ("FIIOC"), as transfer agent for the Fidelity funds, servicing agent for non-Fidelity funds, and recordkeeper of certain workplace savings plans. FPWA affiliates also receive compensation and other benefits in connection with portfolio transactions effected on behalf of the Fidelity and non-Fidelity mutual funds, ETPs and other investments. FMRCo and its affiliates also obtain brokerage or research services, consistent with Section 28(e) of the Exchange Act, from broker-dealers in connection with the execution of the Fidelity funds' portfolio security transactions.

FBS and NFS receive compensation for executing portfolio transactions and providing, among other things, clearance, settlement, custodial and other services to Fidelity and non-Fidelity mutual funds, ETPs and other investments, and NFS is anticipated to provide securities lending agent services to certain Fidelity funds beginning in the second quarter of 2019 for which it will receive compensation. FBS, NFS and FIIOC also offer Fidelity's mutual fund supermarket, the Fidelity FundsNetwork®, and provide shareholder and other services to participating mutual funds for which FBS, NFS and FIIOC receive compensation, including with respect to those mutual funds in which Program Accounts are invested.

The compensation described above that is retained by FPWA's affiliates as a result of investments by the Program Accounts in Fidelity and non-Fidelity mutual funds and ETPs will be included in the Credit Amount (as described in "Fees and Compensation"), which reduces the gross advisory fee. However, to the extent that FPWA's affiliates, including FBS, NFS or FIIOC, retain compensation that is neither a direct result of, nor directly derived from, investments by the Program Accounts, such compensation is not included in the Credit Amount, does not reduce the gross advisory fee and will be retained by such affiliates. Receipt of compensation in addition to the gross advisory fee creates a financial incentive for FPWA and its affiliates to select investments that will increase such compensation. FPWA seeks to address this financial conflict of interest through the application of the Credit Amount that will reduce the gross advisory fee, as applicable, and through personnel compensation arrangements (including those of Strategic Advisers' investment professionals and the Fidelity representatives) that are not differentiated based on the investments or share classes selected for Program Accounts. FPWA and its affiliates have also implemented controls reasonably designed to prevent the receipt of compensation from affecting the nature of the advice provided to Program Accounts.

See "Fees and Compensation" for additional information.

Client referrals are provided by affiliated entities, including FBS, or other affiliates, pursuant to referral agreements where applicable. As noted above in "Information about Representative Compensation," some Fidelity representatives receive economic incentives in addition to their normal compensation for distributing and supporting Program Accounts. Additionally, FPWA may refer clients to other independent investment advisors in connection with a referral program in which such independent investment advisors participate for a fee payable to FPWA.

## **FINANCIAL INFORMATION**

FPWA does not solicit prepayment of client fees.

FPWA is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

This page intentionally left blank.

This page intentionally left blank.

This page intentionally left blank.

FOR MORE INFORMATION, PLEASE CALL US TOLL FREE AT

**800-544-3455**

*Monday through Friday, 8 a.m. to 7 p.m. Eastern time*



Keep in mind that investing involves risk. The value of your investment will fluctuate over time and you may gain or lose money.

**Fidelity® Strategic Disciplines provides discretionary investment management for a fee.** Fidelity® Strategic Disciplines includes the Breckinridge Intermediate Municipal Strategy, the Fidelity® Equity-Income Strategy, the Fidelity® U.S. Large Cap Equity Strategy, the Fidelity® Tax-Managed U.S. Equity Index Strategy, the Fidelity® Intermediate Municipal Strategy, and the Fidelity® Core Bond Strategy. Advisory services offered by Fidelity Personal and Workplace Advisors LLC (FPWA), a registered investment adviser. Brokerage services provided by Fidelity Brokerage Services LLC (FBS), and custodial and related services provided by National Financial Services LLC (NFS), each a member NYSE and SIPC. FPWA, FBS, and NFS are Fidelity Investments companies.

Fidelity does not provide legal or tax advice, and the information provided is general in nature and should not be considered legal or tax advice. Consult an attorney, tax professional, or other advisor regarding your specific legal or tax situation.

Indexes are unmanaged. It is not possible to invest directly in an index.

Dow Jones U.S. Total Stock Market Index: A float-adjusted market capitalization-weighted index of all equity securities of U.S.-headquartered companies with readily available price data.

Russell 3000® Index: A market capitalization-weighted index designed to measure the performance of the 3,000 largest companies in the U.S. equity market.

S&P 500® Index: A market capitalization-weighted index of 500 common stocks chosen for market size, liquidity, and industry group representation to represent U.S. equity performance.

The Fidelity U.S. Large Cap Index™ is a float-adjusted market capitalization-weighted index designed to reflect the performance of the stocks of the largest 500 U.S. companies based on float-adjusted market capitalization.

S&P ADR Index: A market capitalization-weighted index of those companies from the S&P Global 1200 that offer Level II or Level III American Depositary Receipts, or global or ordinary shares that trade on a major U.S. exchange.

Fidelity, Fidelity Investments, CrossStream, and the Fidelity Investments and pyramid design logo are registered service marks of FMR LLC.

Fidelity Brokerage Services LLC, Member NYSE and SIPC, 900 Salem Street, Smithfield, RI 02917

© 2019 FMR LLC. All rights reserved.