

SOCHA FINANCIAL GROUP, LLC
SEC Form ADV Part 2A
Firm Brochure (Brochure)

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January 2, 2019

This Brochure provides information about the qualifications and business practices of Socha Financial Group, LLC (referred to as the “Firm”). If you have any questions about the contents of this brochure, please contact us at Telephone: 607-962-0605 or Email: m.socha.vang@nsocha.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.

The Firm is an investment adviser registered with the SEC. The Firm’s registration does not imply that the Firm or its advisory personnel possess a certain level of skill or training.

Additional information about the Firm is available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2 - MATERIAL CHANGES

This is the Firm's initial Form ADV filing.

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ITEM 4 - ADVISORY BUSINESS

The Firm was founded in 2018 as a New York limited liability company. The Firm is principally owned by Michael Socha and Michelle Socha Vang.

We provide financial planning, investment advisory and tax preparation services for individuals and families, as well as for estates, trusts and charitable organizations. We also provide tax planning services to individuals. We also make life, medical, and long-term care insurance products available to our clients.

Financial Planning Services

Each financial planning engagement involves an initial meeting for data gathering with the financial planning staff. The financial planning process involves an assessment of the specific needs of each client including, but not limited to the following: retirement planning, college planning, investment planning and investment allocation of employee plans, general tax planning and planning related to the dissolution of marriage. The process involves follow-up meetings and consultations and culminates in the delivery of a multi-dimensional financial plan. We encourage all financial planning and investment advisory clients to meet annually with their advisor.

Investment Advisory Services

We generally provide investment management services to individuals, high net worth individuals and charitable organizations on a discretionary basis.

Each client engagement involves the execution of an investment advisory agreement that specifies whether the Firm will manage the client's assets on a discretionary or non-discretionary basis. The portfolio management process begins with an evaluation of the specific investment needs of a client, based on these factors, among others: the client's tolerance for risk, investment time horizon, cash flow needs, tax considerations, and such reasonable restrictions as a client may wish to impose on the management of the account. Following an evaluation of a client's specific needs, investment objectives are formulated, and the investment portfolio is structured.

Most of the Firm's clients engage the Firm to manage their investment portfolios on a discretionary basis, which involves the execution of a limited power of attorney, pursuant to which the Firm will select investments that it deems most appropriate for a client's situation. The Firm provides portfolio management services on a wrap fee basis. In each instance, investment advice is tailored to the specific needs of the client. The Firm does not currently have any assets under management, but expects to exceed \$100 million in assets under management within 120 days of its registration with the SEC being deemed effective.

Generally, we construct most client portfolios to consist of mutual funds, Exchange Traded Notes (ETNs), Exchanged Traded Funds (ETFs), closed end mutual funds, interval mutual funds, individual bonds and stocks, and Non-Traded alternative investments. Many investment alternatives, including mutual funds, offer different share classes to investors. Mutual funds, for example, may offer both a non-transaction fee (“NTF”) share class, as well as a transaction fee share class. Comparable share classes may also be made available for ETNs, ETFs, and other investment alternatives. Our objective is to utilize the fee structure for the individual security that best benefits the client’s overall performance. The benefits of NTF and Transaction Fee Structures is discussed in more detail in Item 5.

We tailor our advisory services to the individual needs of the Firm’s clients. An investment policy statement and an asset allocation strategy are developed based on an evaluation of the client’s specific investment objectives, investment time horizon, tolerance for risk and other relevant factors. Each client may impose restrictions with respect to investment in certain securities or types of securities. These restrictions are noted in the client’s Investment Policy Statement. More information on the different types of portfolios are provided in the “Method of Analysis, Investment Strategies and Risk of Loss” section (Item 8).

As the Firm provides financial planning services to clients and fee-based investment advisory services, we may, from time to time, have a conflict of interest. When the Firm receives fees based on the client’s assets under management, there may not be an incentive to advise a client to reduce those assets so that we may receive a higher fee. For example, if a client has a loan outstanding that could be paid off with assets from their investment account, we may not have a financial incentive to advise the client to use those assets because in doing so the reduction of the client’s assets would reduce the advisory fee. To mitigate these conflicts of interest, we fully disclose all available options and the nature of the applicable conflict to the client at the time it arises. We also remind our clients that they are not under any obligation to act upon any advice we provide under the circumstances.

Tax Preparation Service

We offer a tax preparation service for our clients. The returns that we prepare consist primarily of the Federal 1040 and supplemental schedules and the accompanying state returns for individuals. We also complete certain trust, estate and business income tax returns.

Tax Planning Services for Individuals

We also offer tax planning services for individuals who might benefit from an analysis of their specific tax situations. In connection with these services, we may, from time to time, recommend that a client consider participating in an investment program that may provide a tax benefit for the client. These recommendations customarily involve the purchase of

a security in a transaction that is intended to be exempt from the registration requirements of the Securities Act of 1933 (Exempt Transaction). If a client purchases a security in an Exempt Transaction, we will not hold the security directly or indirectly. Nor will we have any authority to possess the security. The tax aspects of an investment in these products are complex, and the potential benefits from an investment in these products will vary, depending upon an individual's circumstances. Securities issued in Exempt Transactions are generally subject to restrictions on resale, and, as such, are illiquid. We encourage our clients to read offering materials associated with these products in their entirety. We do not provide due diligence reports or tax opinions to individuals considering such investments. We do not receive any compensation from the issuers of these securities or their affiliates and/or agents. The purchase of a security in an Exempt Transaction for the purpose of deriving a potential tax benefit does not constitute a complete investment program.

Insurance Products and Services

As part of the financial planning process, insurance needs may be identified. The client may request that the Firm help in the identification and procurement of insurance coverage. If this occurs, we engage with KAFL, a privately-owned insurance brokerage Firm headquartered in Rochester, NY. KAFL is the general insurance broker we use to assist the Firm in identifying the proper coverage choices for the insurance need identified and to identify a number of insurance carriers that may be able to implement our insurance recommendations. Additionally, KAFL provides comparison quotes and coverage. This gives the Firm's clients flexibility in choosing the type of coverage they wish to carry as well as the ability to see the differences in premiums and commissions. We then review the information provided by KAFL with our clients. From this information, the client will choose whether they wish to continue with the application process. Our clients are under no obligation to accept our recommendations for insurance coverage and are free to purchase insurance products from other vendors. Nevertheless, the Firm has a financial incentive to recommend the purchase of insurance products through KAFL because it receives commissions on the sale of these products. This presents a conflict of interest. Please refer to the Insurance Commission Transaction section in Item 5 below for more information.

ITEM 5 - FEES AND COMPENSATION

Fees for Portfolio Management Services

The annual investment advisory fee is generally up to 1.25% of the market value of the assets that the Firm has been instructed to manage. This fee is paid quarterly, in advance, based on the value of the assets on the last Friday of the previous quarter end. For purposes of calculating our fee, the quarter begins the month in which funds are received into the account. The Firm does not have a minimum investment size or fee.

The investment management fee can be negotiated based on criteria such as the size of the account, future additional assets, related accounts and account composition. These are the reasons for a non-level fee arrangement as it relates to the DOL rules for advisory fees.

The details of the Firm's Fee Structure are as follows:

The Adviser's annual fee (the "Adviser Compensation") provided under this Agreement shall be as follows:

1. Accounts less than \$100,000. Adviser Compensation is 1.25% of the total market value of the Assets under management for investment management services only.
2. Accounts valued between \$100,000 and \$800,000. Adviser Compensation is 1.25% of the total market value of the Assets under management and includes investment management, tax preparation services and financial planning services.
3. Accounts valued between \$800,000 and \$1.5 million. Adviser Compensation is 1.25% of the total market value of the Assets under management on the first \$800,000 dropping to 1.0% for the amount greater than \$800,000 and includes investment management, tax preparation services and financial planning services.
4. Accounts valued over \$1.5 million. Adviser Compensation is 1.25% of the total market value of the Assets under management on the first \$800,000 dropping to 0.9% for the amount greater than \$800,000 and includes investment management, tax preparation services and financial planning services.

The fees described above cover fees only for services that we provide. The fees do not cover any other fees which may be incurred in connection with the implementation of a client's investment program, including, but not limited to, the following: (1) the fees and costs associated with the purchase of investment products such as mutual funds; (2) transaction costs associated with the purchase of exchange-traded funds (ETFs), exchange-traded notes (ETNs) and individual stocks and bonds; and (3) custody costs.

If a client leaves the management program prior to the end of the quarter of their billing cycle, a prorated portion of the management fee is returned to the client. This value is calculated by summing the numbers of days from portfolio inception to the first billing plus the number of days the portfolio was managed in the last quarter. This value is subtracted from the number of days in a quarter (91.25), then divided by the number of days in the quarter and then multiplied by the previous quarterly fee. A check is then sent to the client for this amount with documentation of the calculation.

This Firm does not believe that it has any conflicts of interest with our clients in the handling of the fee arrangement or the investment choices selected. The fee arrangement is disclosed in advance in the Investment Advisory Agreement and reflects the assets that are being managed, the timing of the fee and the process for withdrawing the fee

from the account. Clients may choose to pay the fee separately rather than having it withdrawn from their account.

Share Class Selection Policy

If applicable, the Firm's policy is to strive to purchase the most appropriate share class of a security for client accounts. The custodian the client uses may offer multiple share classes of certain securities, often including both NTF and transaction fee share classes. NTF share classes are available without a transaction fee, but typically have a higher internal expense ratio. Transaction fee share classes generally have lower internal expense ratios but require that the client pay a fee in connection with the transaction. Certain share classes have minimum investment amounts.

In practice, the Firm will first narrow the universe of securities based on quantitative and qualitative analysis and determines which securities to purchase in a client's account. After selecting a security, the Firm will review the available share classes and seek to determine the share class that it believes is most appropriate based upon evaluation of various factors, which should include at a minimum:

- Expense ratios of available share classes
- Transaction fees or redemption fees
- The intended purchase amount and investment minimums
- Available waivers of investment minimums
- Intended holding period and liquidity constraints
- Number of accounts for which the purchase will be made

Transaction fee funds may be beneficial when there is minimal trading in a position or when the funds in the investment are substantial enough to justify the purchase fee when compared to the increased expense ratio imposed. NTF share classes may be more beneficial when the anticipated holding period is shorter or when the funds in the investment are relatively small compared to the trading cost. After reviewing relevant factors, the Firm will attempt to identify and select the most appropriate share class.

Fees for Other Services

The Firm receives compensation for other services that it provides (i.e., tax preparation, tax planning and financial planning) in the form of a fixed fee or a fee that is calculated at an hourly rate, depending on the type of service selected and the scope and complexity of the services provided.

Insurance Commission Transactions

As described in Item 4, a client may request that the Firm help in the identification and procurement of insurance coverage. If this occurs, we use KAFL, a privately-owned

insurance brokerage Firm headquartered in Rochester, NY. KAFL is the general insurance broker we use to assist the Firm in identifying the proper coverage choices the insurance need identified and to identify several insurance carriers that may be able to implement our insurance recommendations.

If the client chooses to purchase insurance commission products, the Firm will receive a portion of those commissions. The commissions charged by the applicable entity and received by the Firm may be higher or lower than those charged by other entities. The recommendation that a client purchase an insurance product on a commission basis presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend insurance products based on commissions to be received, rather than on a client's need. No client is under any obligation to purchase any insurance commission products recommended by our Firm or its representatives. Clients may purchase insurance commission products that our Firm or its representatives recommend through other non-affiliated or non-recommended agencies. Our Firm does not receive more than 50% of its revenue from advisory clients as a result of commissions or other compensation for the sale of insurance commission products recommended to clients. When clients purchase insurance products on a commission basis, we do not charge an advisory fee on that product in addition to the commissions paid by the client for such product.

ITEM 6 - PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

We do not provide any services for which a charge is made based upon performance-based fees.

ITEM 7 - TYPES OF CLIENTS

Our clients currently consist of individuals, high net worth individuals, charitable organizations and small businesses. We do not require a minimum account size or a minimum annual fee to manage these assets.

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

This section of our Brochure describes the methods of analysis and investment strategies that we utilize in formulating investment advice and managing client portfolios, and the material risks involved.

We provide investment management services to individuals, high net worth individuals and charitable organizations on both a discretionary and non-discretionary basis. Each client executes an investment advisory agreement that specifies whether the Firm will manage the client's assets on a discretionary or non-discretionary basis. As noted in Section 4 (Advisory Business), clients who elect to have their investment portfolios managed on a discretionary basis pursuant to a limited power of attorney should be aware that they may place reasonable restrictions on the management of their portfolios. We encourage clients who provide discretionary trading authority to the Firm to read this section of our Brochure very carefully and to apprise themselves of the risks attendant to the use of various portfolio management strategies and to let us know if they wish to restrict the Firm's ability to purchase any particular types of securities for their accounts. For example, as discussed more fully below, we may employ certain trading strategies from time to time for hedging purposes or to enhance portfolio returns. CLIENTS WHO MAY HAVE RESERVATIONS ABOUT SUCH STRATEGIES SHOULD INFORM US IMMEDIATELY OF THEIR CONCERNS.

THE INVESTMENT PROCESS

Our investment process generally begins with the development of a financial plan for each client. This process involves an evaluation of the specific financial and investment needs of the client, such as the client's tolerance for risk, investment time horizon, cash flow needs, and tax considerations. Once we have evaluated a client's specific needs, we formulate investment objectives and structure the investment portfolio.

Our goal in structuring each investment portfolio is to utilize an investment strategy that seeks to achieve the client's goals at an acceptable level of risk. Our challenge is to construct investment portfolios that provide favorable risk/reward characteristics based on each client's financial objectives, investment time horizon, risk tolerance and other relevant criteria. Asset allocation is a primary factor in determining the risk/reward and overall portfolio performance.

TYPES OF INVESTMENT PORTFOLIOS

Our objective is to create portfolios that will balance our clients' need to preserve capital with their desire to achieve respectable growth of assets. To achieve this objective, we segregate asset classes (and investments within those asset classes) into two groups: a reduced risk asset group and a risk asset group. Essentially, the reduced risk asset group is comprised of assets that have significantly lower volatility or lower standard deviation than the S&P 500. Their volatility levels would be more like a US Aggregated Bond Index. The risk asset group is a group of investments that display risk characteristics with volatility or standard deviation significantly higher than the reduced risk assets. Their volatility may be less than or greater than that of the S&P 500.

The table below illustrates the broad range of investment vehicles that we may use to construct client portfolios and our evaluation of their relative risks. We note that the categories are described in general terms. We encourage clients and prospective clients to request additional information about these types of investments. All investment involves the risk of loss, and there can be no assurance that the investments chosen for a particular client portfolio will perform as anticipated.

REDUCED RISK ASSETS WOULD INCLUDE:

- Cash
- Investment Grade and US Government Bonds
- Foreign & Emerging Market Bonds
- Preferred Stock Funds
- High Yield & Floating Rate Bonds
- Mortgage Backed Security Funds
- Interval Mutual Funds – Limited Liquidity
- Closed End Funds
- Municipal Bonds
- Market Neutral Equity Funds
- Alternative Investments with Low Volatility
- Strategic Allocation Bond Funds
- Non-Traded Alternative Investments which have favorable Risk/Reward Characteristic and limited liquidity

RISK ASSETS WOULD INCLUDE:

- Domestic & Foreign Large Cap Equities
- Domestic & Foreign Mid/Small Cap Equities
- Emerging Market Equities
- Long Short Equity Funds
- Real Estate Investments
- Commodities
- Long Term Treasuries
- Hedge Vehicles
- Volatility ETNs & Mutual Funds
- Closed End Funds
- Interval Mutual Funds – Limited Liquidity
- Liquid Alternative Investments
- Non-Traded Alternative Investments
- Sector Funds
- Currencies

Once we have developed an asset allocation strategy for a portfolio, we implement that strategy primarily through the purchase of mutual funds (open, closed, interval), individual securities, exchange traded funds (ETFs, ETNs) and Non-Traded Alternative Investments. These pooled investment vehicles provide exposure to the various asset classes. Mutual funds and ETFs are purchased on Transaction fee and Non Transaction Fee basis. In addition, transaction fees may apply for the purchase of stocks, bonds, CDs or other investment vehicles. Because we seek exposure to these asset classes indirectly by investing in pooled investment vehicles such as mutual funds and ETFs, we encourage clients to read the prospectus for each fund and retain it for future reference. The investment advisers for these portfolio funds have broad flexibility and may utilize various investment strategies (e.g. options, futures, leverage and derivatives) in seeking to achieve the investment objective of a fund. Our process in selecting all investments we consider a number of factors including historical performance data, manager track record, downside risk, relative performance and numerous other performance characteristics. In addition, we seek to select investments which are complementary to other positions in the portfolio; striving to improve the overall risk reward characteristics of the portfolio. Nevertheless, past performance is not a guarantee of, and is not necessarily indicative of, future investment results. There can be no assurance that the objective of any investment fund selected for a client portfolio will be achieved, or that the fund will perform as anticipated in a client portfolio.

We construct portfolios that range from the most conservative portfolio to the most growth-oriented portfolio. Our most conservative portfolio consists entirely with portfolio holdings that we classify as “reduced risk assets,” and our most growth-oriented portfolio consists entirely of portfolio holdings that we classify as “risk assets.” Most client portfolios are structured to balance the asset allocation between “reduced risk assets” and “risk assets”. For example, we may structure a portfolio to consist of 60% “risk assets” and 40% “reduced risk assets”. The portion of the portfolio allocated to “reduced risk assets” will generally be comprised of holdings which have complementary characteristics to provide improved risk reward and reduce volatility. The portion of the portfolio allocated to “risk assets” will generally consist primarily of mutual funds which are actively managed and ETFs which may be passive investments. The volatility of the risk asset portfolio is expected to be similar to equity markets.

Our objective is to build all weather portfolios which provide good market participation in rising equity markets but also provide downside risk protection in more turbulent markets. Selecting the proper allocation to reduced risk assets and risk assets is critical in managing downside risk. In our investment selection process, we research a broad range of liquid investments (mutual funds, ETFs, ETNs) and non-traded alternative investments and interval funds. For the risk assets, our investment selection process focuses on identifying opportunities which provide similar returns to the S&P 500 with less investment risk or volatility. In addition, we incorporate investments which we believe have more favorable investment returns; however, their volatility may be greater than the S&P 500. After a group of final investment candidates are selected, we utilize analytical

tools in combination with experience and judgement to build a portfolio which we believe will provide favorable risk reward characteristics. For the reduced risk portfolio, we follow a similar process as the risk asset portfolio except our benchmark is the lower volatile US Aggregate Bond Index.

Regarding our strategies to enhance portfolio performance, we may utilize certain mutual funds or ETFs in client portfolios that are different from, and riskier than, most mutual funds. All mutual funds select a broad-based securities market index, or “benchmark,” to which their performance will be compared. For example, certain equity mutual funds, commonly known as “index funds,” seek to replicate the performance of an index such as the S&P 500. Other equity mutual funds or ETFs may seek to outperform the performance of the S&P 500. Investments in these funds, which are more actively managed, generally carry a higher degree of risk than an investment in an index fund.

We may allocate a portion of a client’s portfolio to “alternative” mutual funds and ETFs or non-traded alternative investments. The purpose of these investments is to enhance the overall risk/reward characteristics of the portfolio. Some of the characteristics of these funds may be lower correlation to equity markets, equity like performance with less risk or market out performance with additional risk. These investments may carry a higher or lower degree of risk than an index fund that seeks to replicate the performance of an index. These “alternative” mutual funds may be subject to increased volatility, carry a substantial risk of loss, and require continuous monitoring.

RISKS OF LOSS

All investments involve the risk of loss that clients should be prepared to bear. The success of our investment process is dependent upon many factors including among others, the accuracy of our analysis of our clients’ needs and the success of the investment strategies formulated. Our ability to structure client portfolios with favorable risk/reward characteristics is dependent on our ability to develop suitable asset allocation strategies and to adjust those strategies as needed, as well as our ability to select investments that will be successful in implementing those strategies. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies we recommended or execute) will be profitable or equal any specific performance level(s). Investment strategies such as asset allocation, diversification, or rebalancing do not assure or guarantee better performance and cannot eliminate the risk of investment losses. There is no guarantee that a portfolio employing these or any other strategy will outperform a portfolio that does not engage in such strategies. While asset values may increase, and client account values could benefit as a result, it is also possible that asset values may decrease and client account values could suffer a loss.

Analysis of Client Needs

We employ a detailed analysis of each client's financial and investment needs in connection with our formulation of suitable investment strategies. Our ability to evaluate current and future financial circumstances may be compromised by inaccurate or incomplete data, or our inability to successfully execute investment strategies on a consistent basis. We encourage our clients to inform us of changes that may affect their current or future financial circumstances.

Asset Allocation Strategies

In formulating asset allocation strategies for our clients, we consider the risk/reward characteristics of each asset class. Nevertheless, each asset class is subject to its own risks and the significance of those risks can change during different market cycles. All client portfolios are subject to the risk that the asset allocation strategy formulated may not be successful. Below is a summary of the types of investments we may use in the creation of the portfolios. There may be other investment opportunities beyond this list which may be incorporated in the portfolio which we believe are prudent and could improve the risk reward characteristics of the portfolio.

- *Cash and Cash Equivalents.* Our investment strategies feature a bias toward reduction of downside risk and preservation of capital during declining markets. Our strategy for reducing risk is in rigorous portfolio construction versus tactical reallocation out of risk assets. However, if we believe it is prudent to further reduce downside risk, our portfolios may feature increased positions in cash and cash equivalents. This emphasis on reducing downside risk, however, may have the effect of limiting upside potential if we are incorrect and equities move in a strong upside direction. Cash equivalents are characterized by low investment returns and are subject to the risk of loss of purchasing power during periods of inflation.
- *Equities.* Portfolios structured for growth will feature investments in equities (i.e., to varying degrees). Investments in equities involve the potential for higher investment returns. Investing for higher returns also involves higher levels of risk and greater potential for loss of principal. Stocks fluctuate in price and their short-term volatility at times may be substantial. In general, equity sub-classes tend to follow general market trends, but the magnitude of change and volatility of the sub-classes can vary significantly. For example, stocks of growth companies or, emerging and foreign markets, may be more volatile than other stocks. Small-cap companies are generally newer companies with limited operating histories. While these stocks may offer greater opportunities for long-term capital appreciation than larger, more established companies, they involve a substantially greater risk of loss. To get exposure to equities we typically utilize mutual funds, ETFs (Exchange Traded Funds), individual securities and closed end funds.
- *Fixed-Income Securities or Debt Securities.* Portfolios structured for receipt of current income and preservation of capital will generally feature fixed-income investments. Fixed-income investments may include, among others, bonds and preferred stocks, which also have an equity component. Bonds and other fixed-income vehicles generally tend to have lower volatility than equity investments.

Fixed-income investments are generally subject to a variety of risks including, among others, credit risk, interest rate risk, pre-payment risk and extension risk. Lower-rated or unrated fixed-income securities are subject to greater risk of loss than investment grade fixed-income securities. To gain exposure to this asset class we will typically utilize mutual funds and ETFs.

- *Alternative Investments.* We may include “alternative investments” in a portfolio if we determine that they have favorable risk/reward characteristics and can improve the overall risk/reward characteristics of the portfolio. We may also include alternative investments to achieve better diversification. We define “alternative investment” vehicles broadly as investments that we believe can potentially provide improved returns per unit of risk. Examples of some alternative investments are market neutral equity funds, long short equity funds, commodities, currencies, real estate products, managed futures, non-traded alternative investments, volatility-based investments plus other investment vehicles. Alternative investments are a broad class of strategies which may utilize leverage, options, derivatives, volatility and other nontraditional investments to achieve the objective of the fund. A derivative is an investment whose value depends on (or is derived from) the value of an underlying security, asset, interest rate, index or currency. We utilize these alternative investment vehicles to achieve different objectives such as more resiliency to negative market action, improved returns, better diversification and reduced correlation with traditional investments. The values of many of these alternative investments are affected by events that generally have less impact on the values of stocks and bonds. These non-traditional investment vehicles are subject to a substantial risk of loss and may increase portfolio volatility. Each alternative investment has its own unique risks as well as potential return.
- *Interval Funds and Non-Traded Alternative Investments.* Interval funds and Non-Traded Alternative Investments have liquidity risk. Many of these investments can only be redeemed on a quarterly basis and only a portion of the total assets under management are available for distribution. To mitigate this risk only a prudent portion of the entire portfolio is invested in these investments. The advantages of these funds are gaining exposure to investments which will achieve more diversification to different, less liquid assets classes and the potential for better risk/reward characteristics.
- *Inverse, Leveraged, Volatility, Hedge Strategies and ETNs (Exchange Traded Notes) Investments.* These investments are a subclass of alternative Investments but have unique risks not typical of equity investments. On occasion, the Firm may consider implementing these into the portfolio.

Selection of Mutual Funds and ETFs

Our process of selecting investments for client portfolios is guided by a due diligence process. This process varies depending on the investment opportunity. For the various asset classes or investment categories, we seek to find the leaders with proven track records and have strategies which are sustainable into the future. For the typical equity mutual fund or ETFs, we not only review the portfolio manager's track record but also do additional research to understand if we believe their strategy and process will be sustainable over longer market cycles.

Portfolio Construction

After identifying investment opportunities that we believe have favorable risk/reward characteristics, we utilize analytical optimization tools, judgement and experience to create a combination of investments which further enhances the risk/reward characteristics of the overall portfolio. Utilizing this process, we believe we can create portfolios which are resilient to market selloffs yet can achieve good market participation when we have strong equity markets.

ITEM 9 - DISCIPLINARY INFORMATION

The Firm has no information to disclose in response to this Item.

ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Neither our Firm, nor its representatives are registered or have an application pending to register as: a broker-dealer, a registered representative of a broker-dealer, a futures commission merchant, a commodity pool operator, a commodity trading advisor, or a representative of the foregoing. We do not recommend or select other investment advisors for our clients or receive direct or indirect compensation as a result. As disclosed in Item 4, our Firm has arrangements with an insurance agency, KAFL, which is material to its financial planning and insurance business. As part of the financial planning process, the Firm may identify insurance needs for our clients and the client may request that the Firm help in the identification and procurement of insurance to meet this need. The Firm has chosen to use a general insurance broker, which can provide insurance products from many carriers, rather than be associated with a single insurance company. This gives the Firm's clients the most flexibility in choosing the type of coverage they wish to carry as well as evaluating differences in premiums and commissions.

We recognize that our recommendation of a single insurance agency for this purpose poses a conflict of interest. We have a financial incentive to recommend the purchase of insurance products through KAFL because our Firm receives commissions on the sale of these products. We address this conflict of interest by disclosing this potential conflict of

interest to our clients, by explaining to our clients that they are under no obligation to accept our recommendations for insurance coverage and by informing our clients that they are free to purchase insurance products from other vendors.

ITEM 11 – CODE OF ETHICS

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Firm has adopted a Code of Ethics which applies to all supervised persons of the Firm. The Code of Ethics acknowledges the Firm's fiduciary duty to its clients and imposes a standard of business conduct. The Code of Ethics is based upon the fundamental precept that the interests of the Firm's clients must be placed before those of the Firm or any of its supervised persons.

The Code of Ethics includes, among other things, provisions relating to the confidentiality of client data, provisions governing the conduct of the Firm's supervised persons and provisions governing personal securities transactions by the Firm's supervised persons. All supervised persons of the Firm must acknowledge the terms of the Code of Ethics annually, or as amended. A copy of the Code of Ethics is available to clients of the Firm, without charge, upon request.

Any violation of the Code of Ethics is investigated, documented and handled by the Chief Compliance Officer or Assistant Compliance Officer of the Firm. Any action that is taken because of the violation is also documented and maintained in the compliance files.

The Firm utilizes batch trading on client accounts as well as for the accounts of all supervised and management staff. These accounts are traded at the same time as client accounts. Individual staff may also do their own trading. Personal trading of all staff is reviewed routinely.

Neither our Firm nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which our Firm or any related person has a material financial interest.

ITEM 12 - BROKERAGE PRACTICES

We manage investment portfolios for clients on a discretionary basis. There are no limitations on our authority to select brokers or dealers or commission rates to be paid. As discussed below, we recommend that our clients appoint a single "qualified custodian"

to maintain custody of their assets. All transactions for client accounts are placed with that custodian for execution purposes.

How We Select Brokers and Custodians

Client assets must be maintained in an account with a “qualified custodian,” generally a broker dealer or bank. We recommend that our clients appoint Charles Schwab & Co., Inc., an SEC registered, FINRA and SIPC member broker-dealer(Schwab), as the qualified custodian for their accounts. The Firm is independently owned and operated and, as such, is not affiliated with Schwab.

If you enter into an advisory relationship with this Firm, you will appoint Schwab as the “qualified custodian” for your account. Schwab will hold your assets in a brokerage account and buy and sell securities for your account when we instruct them to do so. While it would be theoretically possible to use other brokers to execute trades for your account, we believe that it is more cost-effective to utilize the execution services provided by Schwab under most circumstances. By recommending that you appoint Schwab as the “qualified custodian” for your account, you are authorizing us to direct trades for your account to Schwab for execution. Not all advisers impose such requirements. See “Your Brokerage and Custody Costs.”

We have selected Schwab for execution of trades, based on Schwab’s ability to execute transactions on terms that, in our opinion, are overall most advantageous in comparison to the terms offered by other service providers. In connection with the development of our policy concerning the utilization of Schwab’s custody and execution services, we have taken a number of factors into account including those set forth below.

- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange- traded funds (ETFs), 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, margin interest rates, other fees, etc.)
- Reputation, financial strength, and stability
- Prior service to us and our other clients

We have also considered the fact that Schwab generally provides a combination of custody and execution services without imposing a separate fee for custody of assets, and the availability of other products and services that benefit the Firm and our clients.

As discussed in more detail below, some of these additional products and services benefit us while others benefit our clients. See *Products and Services Available to Us* from Schwab. We have concluded that Schwab meets the criteria that we have established. We re-evaluate Schwab's execution capabilities on a periodic basis to determine that we are achieving the most favorable execution of client transactions.

Brokerage and Custody Costs

Schwab generally does not charge its clients separately for custody services. Schwab is compensated by charging the client commissions or other fees on trades that it executes or that settle into your Schwab account. We believe that this arrangement benefits our clients because the overall costs for these services (Custody and execution) are lower than they would be otherwise. We are not under a contractual obligation to maintain any set amount of client assets with Schwab.

Transaction costs affect account performance and lower investment returns; however, when executing a trade all aspects are considered to determine the best execution. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above. See *How We Select Brokers and Custodians*.

Products and Services Available to Us from Schwab Advisor Services™

Schwab Advisor Services™ (formerly called Schwab Institutional®) is the Schwab business unit that serves independent investment advisory firms like the Firm. This business unit provides us and our clients with access to its institutional brokerage services— trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab Advisor Services™ also makes available to us and our clients various support services. Some of those services help us manage or administer our client accounts; while others help us manage and grow our business. These support services generally are available to us on an unsolicited basis (we don't have to request them) and at no charge to us. A more detailed description of Schwab's support services is set forth below:

► *Services Provided to Us That Benefit You*

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access. These services generally benefit you and your account.

► *Services Provided to Us That May Not Directly Benefit You*

Schwab also makes other products and services available to us. These products and services, which benefit us but may not directly benefit you or your account, assist us in

managing and administering our clients' accounts. They include proprietary and third-party investment research. We may or may not use this research. Under circumstances where we do use this research, we may use it to service all or a substantial number of our clients' accounts. In addition to investment research, Schwab also makes available software and other technology that provide access to client account data (such as duplicate trade confirmations and 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 Provided to Us That Generally Benefit Only Us*

Schwab also offers other services that are intended to help us manage and further develop our business enterprise. These services include: educational conferences and events; consulting on technology, compliance, legal, and business needs; and publications and conferences on practice management and business succession.

Our Interest in Requiring That Clients Use Schwab's Custody and Brokerage Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. Our continued receipt of these services is not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. Nevertheless, our receipt of these services from Schwab may provide us with an incentive to require that our clients maintain their accounts with Schwab. This incentive, which is based on our interest in receiving Schwab's services rather than your interest in receiving the best value for custody and execution services, presents a potential conflict of interest. We acknowledge this potential conflict of interest. However, based upon our evaluation of custody and execution services generally available from other service providers, we believe that it is in the best interests of our clients to appoint Schwab as custodian and broker for their accounts. We do not believe that our receipt of services from Schwab presents a material conflict of interest because the Firm's policy is motivated primarily by the scope, quality, and price of Schwab's services rather than by our receipt of services that benefit only the Firm. We acknowledge that it is theoretically possible that in placing all client transactions with Schwab for execution, we may not achieve the most favorable execution of each client transaction. However, we believe that, on balance, our clients benefit from our use of a single trading platform, especially because most client portfolios are structured to consist of mutual funds and ETFs. We acknowledge our duty to seek best execution of transactions for client accounts. We believe that we satisfy that obligation by our continuous monitoring of client accounts and our periodic review of these arrangements with Schwab.

Large Trader Status and Reporting

Our portfolios are model based; thus, there is consistency between portfolios with the same model and it allows us to trade multiple portfolios simultaneously when there is a

reallocation of assets. Implementation of this strategy causes the Firm to be classified as a “large trader” under the Securities Exchange Act of 1934 (Exchange Act). As a result of the Firm’s status as a “large trader,” the Firm is required to make, and does make, various filings with the SEC under the Exchange Act.

Our Firm does not receive referrals from broker-dealers.

Our Firm generally does not accept “directed brokerage arrangements,” in which a client requires that account transactions be affected through a specific broker-dealer besides Schwab. In such client directed arrangements, the client would negotiate terms and arrangements for their account with that broker-dealer, and we would not be able to pursue better execution services or prices from other broker-dealers or be able to “batch” the client’s transactions for execution through other broker-dealers with orders for other accounts that we manage. As a result, the client could likely pay higher commissions or other transaction costs, greater spreads, or receive less favorable net prices on transactions for the account than would otherwise be the case. In those circumstances the account performance would be adversely impacted.

ITEM 13 - REVIEW OF ACCOUNTS

We review client portfolios at least once each quarter to verify that portfolio investments are consistent with the investment policy statement for each account. We also conduct ongoing research to assure that the individual positions are performing as expected and that the overall asset allocation is appropriate in view of the current economic environment.

Each quarter, the Firm provides quarterly performance reports for each managed account. With the report a commentary is included which discusses our macro-economic view and how that may impact the investment outlook.

We encourage our clients to be proactive in contacting us if there are changes in their personal circumstances that might require reconsideration of the way our services are delivered or if they have with any questions they may have regarding their finances. We have both financial planning and investment management clients who require varying levels of service and expertise.

An additional requirement for ERISA and certain Individual Retirement account (“IRA”) plans has been implemented. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer’s plan, if permitted, (ii) roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, (iii) roll over to an IRA, or (iv) cash out the account value (which could, depending upon the client’s age, result in adverse tax consequences). If we recommend that a client roll

over their retirement plan assets into an account that we will manage, the recommendation presents a conflict of interest if our Firm will earn a new (or increase the current) advisory fee as a result of the rollover. No client is under any obligation to roll over retirement plan assets to an account managed by our Firm.

If the client is: (i) a retirement plan (Plan) organized under the Employee Retirement Income Security Act of 1974 (ERISA); (ii) a participant or beneficiary of a Plan subject to Title I of ERISA or described in section 4975(e)(1)(A) of the Internal Revenue Code, with authority to direct the investment of assets in his or her Plan account or to take a distributions; (III) the beneficial owner of an IRA acting on behalf of the IRA; or (iv) a Retail Fiduciary with respect to a plan subject to Title I of ERISA or described in section 4975(d)(1)(A) of the Internal Revenue Code; the Firm represents that it and its representatives are fiduciaries under ERISA or the Internal Revenue Code, or both, with respect to any investment advice provided by the Firm or its representative or with respect to any investment recommendations regarding an ERISA Plan or participant or beneficiary account.

ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain custody of their accounts at Schwab. These products and services and the related conflicts of interest are described above See Item 12 – Brokerage Practices. The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

The Firm does not compensate any individual or party for client referrals.

ITEM 15 - CUSTODY

The Firm has limited custody of client assets due to the deduction of management fees from the client account if you authorize us to instruct the custodian to deduct our advisory fees directly from your account.

We recommend that our clients appoint Schwab Advisor Services™ (formerly called Schwab Institutional®) to maintain actual custody of their assets. Clients will receive account statements directly from the custodian at least quarterly. They will be sent to the email or postal mailing address that the client has provided to the custodian. We encourage our clients to carefully review those statements promptly when they receive them. We also urge our clients to compare the custodian's account statements to the

periodic account statements and/or portfolio reports that they may receive from us. Schwab Advisor Services™ does not verify the accuracy of our advisory fee calculation. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

The Firm provides other services on behalf of its clients that require disclosure at ADV Part 1, Item 9. In particular, certain clients have signed asset transfer authorizations that permit the applicable qualified custodian to rely upon instructions from the Firm to transfer client funds to “third parties.” In accordance with the guidance provided in the SEC Staff’s February 21, 2017 Investment Adviser Association No-Action Letter, the affected accounts are not subjected to an annual surprise CPA examination.

ITEM 16 - INVESTMENT DISCRETION

The Firm manages client portfolios on both a discretionary and non-discretionary basis. In those instances where a client chooses to have his or her account managed on a discretionary basis, the client will enter into an investment advisory agreement with the Firm that defines the scope of the Firm’s discretionary authority. In these situations, the client will execute a limited power of attorney, pursuant to which the Firm is authorized to purchase and sell portfolio securities for the account. In all cases, however, discretionary trading authority will be exercised in a manner consistent with the stated investment objectives for the particular client account. Any restrictions or limitations on the Firm’s discretionary authority must be made in writing and contained in the investment management agreement between the Firm and the client.

ITEM 17 - VOTING CLIENT SECURITIES

This Firm will vote proxies for our clients. Our policy and procedure for this is to vote with the Board of Directors. Should the Firm choose to vote differently from the Board for any reason, this will be documented in the proxy file as to how we voted and why it is different from the action recommended by the Board.

Clients do not have the ability to direct how we vote proxies, but clients can obtain information on how their proxies were voted by contacting us. Our proxy voting policies and procedures are available to any client, prospective client, and investor upon request.

Each client may choose, at the time of the initial application, or any time thereafter, to vote the proxies themselves. This is noted in the application. The client would then vote any future proxies.

ITEM 18 - FINANCIAL INFORMATION

The Firm: does not solicit fees of more than \$1,200 per client, six months or more in advance; has no financial condition that would impair its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

ANY QUESTIONS: The Firm's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.