

## Optivise Advisory Services, LLC

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Form ADV Part 2A Brochure  
August 12, 2019

## Form ADV Part 2A Brochure

Optivise Advisory Services, LLC is an investment adviser registered with the Securities and Exchange Commission (hereinafter "SEC"). An "investment adviser" means any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as part of a regular business, issues or promulgates analyses or reports concerning securities. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of Optivise Advisory Services, LLC. If you have any questions about the contents of this brochure, please contact us at (888) 302-5559. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Optivise Advisory Services, LLC. is available on the SEC's website at <http://www.adviserinfo.sec.gov> The firm's SEC number is 801-115232.

### Item 2

### Material Changes

The purpose of this page is to inform you of any material changes since the previous version of this brochure.

On August 12, 2019 the Firm's brochure was revised to disclose the removal of a minority owner, Coppell Advisory Solutions. Coppell Advisory Solutions had a non-active ownership interest in Optivise Advisory Services and did not participate in day to day operations or decision making, in an ownership capacity.

## Item 3

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## Item 4

## Advisory Business

Optivise Advisory Services (hereinafter “Optivise”) is a registered investment advisor with registered offices in Franklin, Tennessee. We are a limited liability company organized under the laws of the State of Delaware. Optivise has been offering advisory services since 2019. Our owners are PanthRex Asset Management, LLC, and Rachel Geick.

The term Associated Person, as used throughout this brochure refers to anyone from our Firm who is an officer, employee, and all individuals who are registered with Optivise to provide advisory services on behalf of Optivise. Where required, such persons are properly licensed or registered as Investment Adviser Representatives (“IAR”) of Optivise in all required jurisdictions.

Prior to engaging Optivise to provide Asset Management or Financial Planning Services, the client will be required to enter into one or more written agreements with Optivise, setting forth the terms and conditions under which the Firm shall render its services (collectively the “Agreement”). In accordance with applicable laws and regulations, Optivise will provide this brochure, the Firm’s Form ADV 2A, the Investment Adviser Representatives personalized ADV Part 2B brochure, the Wrap Program Brochure (if applicable), and Privacy Policy to each client or prospective client prior to or contemporaneously with the investment advisory agreement. If the Form ADV Part 2A is not delivered at least 48 hours before the client enters into contract, the client shall have the right to terminate the contract within five (5) business days after entering into the Agreement without penalty. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to the client.

Neither Optivise nor the client(s) may assign the Agreement to a third party without the consent of the other party. Transactions that do not result in a change of actual control or management of Optivise shall not be considered an assignment. Optivise will provide asset management services and financial planning services but will not provide custodial or other administrative services. At no time, will Optivise accept or maintain custody of a client’s funds or securities. The client is responsible for all custodial and securities execution fees charged by the custodian and executing broker/dealer, unless otherwise negotiated. Please refer to the Brokerage Practices section (Item 12) below for more information.

## Portfolio Management Services

Our investment advice is tailored to meet our Client(s)' needs and investment objectives. If you decide to hire our Firm to manage your portfolio, an Investment Adviser Representative (IAR) will gather information about your financial situation, investment objectives, and any reasonable restrictions you would like to impose on the management of the account. This information will help us implement an asset allocation strategy specific to your needs and goals.

Optivise offers discretionary management services. This means that once the Client(s)' information is received and an allocation strategy has been agreed upon, the ongoing supervision and management of the portfolio is our responsibility. This allows our Firm to decide on specific securities, the amount of the securities, and placing buy or sell orders for your account without obtaining your approval for each transaction. You may grant us discretionary authority by signing the investment advisory agreement and may limit this authority by providing us with written instructions.

The management services are delegated to various sub-advisors who will manage, select which securities to buy or sell or how much of a particular security to buy or sell, and may select specific portfolios for use by Optivise in an asset allocation strategy. All sub-advisors place transactions on a discretionary basis. The sub-advisor(s) may use one or more of their own model portfolios to manage your account. We continuously monitor the performance of accounts managed by the sub-advisor(s) and will exercise our discretionary authority to hire or fire the sub-advisor(s) when such action is deemed to be in the best interest of the Client(s)'. Client(s)' are expected to notify Optivise promptly of any changes in their financial situation, investment objectives, or account restrictions so that any needed allocation changes may be promptly implemented.

All sub-advisors utilized by the Firm must be registered with either the Securities and Exchange Commission or with the applicable State securities commission. Factors Optivise considers in the selection of sub-advisors include but may not be limited to;

- Preference for a particular sub-advisor
- Sub-advisor's quality of service
- Sub-advisor's performance record
- The Client(s)' risk tolerance, goals, objectives, and investment experience
- The amount of assets available for investment

Optivise is compensated via a fee sharing agreement with these advisors and this relationship is memorialized in each contract between Optivise and the advisor. The fee share will not exceed

any limits imposed by any regulatory agency. Please note that Optivise may recommend the use of sub-advisors that are owned in whole or in part by owners of Optivise or that provide non-monetary support to the Firm. Additional information on this conflict is outlined in Item 11 and Item 14.

Additional information on sub-advisors is outlined in Item 8.

As an accommodation to our Client(s)', Optivise allows for non-actively managed assets to be held in a client's account. These assets are not managed by a sub-advisor and may be of a sentimental nature to the Clients or are being held for tax purposes. While not managed by a sub-advisor, Optivise does provide active advice on the security(ies), such as a recommendation to hold or sell or the execution of a liquidation strategy designed to minimize the impact of taxes.

### **Wrap Fee Program**

Optivise offers a wrap fee program for certain sub-advisors. Wrap programs combine portfolio management services and trade execution into a single fee. When Optivise determines a wrap program is a more appropriate account type option for a Client we will recommend a wrap portfolio sponsored by Optivise. Additional information about our wrap program may be found in the Firm's wrap brochure.

### **Financial Planning Services**

We offer broad based financial planning services, including tax planning, investment planning, insurance planning, estate planning, disability planning, business planning, retirement planning, education planning, and budgeting and cash flow analysis. Optivise strives to achieve a client's long-term financial goals by implementing a financial planning process that may include any or all of the following steps:

Assessment of a client's present financial situation by collecting information regarding net worth and cash flow statements, tax returns, insurance policies, investment portfolios, pension plans, employee benefit statements, etc.

Identification of a client's financial and personal goals and objectives. Goals or objectives may include financing a child's college education or retirement planning. The identified goals or objectives are specific, realistic, and measurable. All goals include time horizons.

Resolution of finance related problems. Obstacles to achieving financial independence are identified so that resolution may occur. Examples of problem areas can include too little or too much insurance coverage, inadequate cash flow or a high tax burden.

Plan Design. A written financial plan, when necessary, is prepared that includes recommendations and solutions to any financial related problems.

Implementation of the financial plan. The financial plan is finalized and agreed upon. The recommendations and solutions are executed to reach the desired goals and objectives. The financial plan is reviewed and re-evaluated on a period basis. The financial planning service provides the option of conducting a periodic review and revision of the plan to ensure that the financial goals are achieved. The client may be required to pay an additional fee to exercise this option.

We also provide financial planning services that cover a specific area, such as retirement or estate planning. We offer consultative services where we set an appointment to consult with you for financial planning advice which would be billed on either an hourly or a flat fee. The agreed upon fee structure for consultative financial planning services are disclosed in writing and must be signed and dated by the client and Optivise.

Financial plans are prepared for your financial situation and developed from the financial information you provide to Optivise and Associated Persons. If your financial situation, goals, objectives, or needs change, you must notify us promptly.

You will choose to either accept or reject our recommendations. If you decide to accept our recommendations, you may do so either through our investment advisory services or by using the advisory/brokerage firm of your choice. If a written financial plan has been developed by Optivise for the client(s) and said client(s) desire(s) to take possession of the plan or any supporting information used in preparation of the client(s)'s financial plan, then the client(s) is/are required to purchase the plan at that time.

*Note:* Information related to tax and legal consequences that is provided as part of the financial plan is for informative purposes only. Clients are instructed to contact their tax or legal advisers for personalized advice. Recommendations may be made regarding purchasing various types of insurance products as part of the financial planning process. While IARs of Optivise may hold various insurance licenses and may own or be affiliated with an insurance agency or insurance marketing organization, clients are never obligated to purchase a recommended insurance product or to purchase any insurance products through an IAR associated with Optivise or to use the services of any insurance agency or insurance marketing organization recommended by or affiliated with Optivise . Any payments for or commissions generated by a purchased

insurance product are separate and independent of financial planning fees or fees paid for investment advisory services.

### **Erisa Plan Services**

Optivise provides services to qualified and non-qualified retirement plans including but not limited to 401(k) plans, 403(b) plans, pension and profit-sharing plans, cash balance plans, and deferred compensation plans. Optivise will only act as a 3(21), limited scope, fiduciary.

### **Assets Under Management**

As of May 7, 2019, we manage \$0 in client assets on a discretionary basis, and \$0 in client assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

### **Financial Planning Services Fees**

Optivise charges fixed fees and/or hourly fees for financial planning services. We utilize the following financial planning fee schedules:

*Fixed Fees:* We charge a fixed fee of up to \$10,000.00, for broad based planning services. For example, a client with limited assets who hires the firm for retirement planning may only pay a fee of \$1,000.00 while a client with a complex financial situation who hires the firm for a broad based plan that includes a retirement plan, insurance review, tax planning, estate planning, cash flow planning and education goal planning may pay a fee of \$10,000.00. *In limited circumstances*, the total cost could potentially exceed \$10,000.00. In these cases, we will notify the client and may request that the client pay an additional fee.

*Hourly Fees:* Optivise charges an hourly fee of up to \$200 for clients who request specific services (such as a modular plan or hourly services) and do not desire a broad based written financial plan.

Prior to engaging Optivise to provide financial planning services, the client will be required to enter into a written agreement with the firm. The Agreement will set forth the terms and conditions of the engagement and describe the scope of the services to be provided and the portion of the fee that is due from the client. Generally, Optivise requires a prepayment of 50% of the fee with the remaining balance due upon completion of the agreed upon services. Optivise does not require the prepayment of over \$1,200, six or more months in advance.



Hourly fees charged for specific services are payable as invoiced. All fees for financial planning must be made payable to the Firm.

Either party may terminate the Agreement by written notice to the other. In the event the client terminates Optivise financial planning services, the balance of Optivise unearned fees (if any) shall be refunded to the client within 15 business days from receipt of the written termination request.

#### **Portfolio Management Services and Wrap Fee Program**

If you decide to engage Optivise for portfolio management services, we will charge an annual fee based upon a percentage of the market value of the assets being managed. Our fee for these services is set forth in the following schedules:

Individual Non-Wrapped Account:	Maximum annualized fee 1.60%
Individual Wrapped Account:	Maximum annualized fee 1.95%
Qualified Plan-SDBA Account:	Maximum annualized fee 1.00%

Please note that our fees are negotiable. The exact fee paid by the Client(s) will be agreed upon by the client and IAR and clearly stated in the client's statement sent from the account's custodian. Advisor and IAR has the ability to reduce, not increase, the above schedules at their own discretion. IAR compensation is computed based on the remainder of the annual advisory fee after Firm fees, sub-advisory fees, and custodial fees are satisfied.

The advisory fee will be assessed on the account's average daily balance, as computed by the custodian, monthly in arrears based on the number of calendar days the account was under the Firm's management. The advisory agreement between Optivise and the client will continue to be in effect until either party terminates the agreement in accordance with the terms of the agreement. The annual fee will be prorated through the date of termination and the client will be charged any remaining balance, in a timely manner.

Fees are deducted by the custodian or a designated service provider in accordance with the terms of the advisory agreement signed by the client and Optivise. Fees are billed monthly from client(s) accounts, in arrears and are based on the average daily balance of the account(s) during the preceding month. The client may direct the custodian or designated service provider to debit advisory fees from one specific account, that is managed by Optivise, for all managed accounts. If insufficient cash is available to pay such fees, securities in an amount equal to the balance of unpaid fees will be liquidated to pay for any unpaid balance and to establish a suitable cash balance in the account, as determined by Advisor and manager. Optivise may

modify the advisory fee at any time upon 30 days written notice to the client. In the event the client has an ERISA-governed plan, the fee modification must be approved in writing by the client. If a designated service provider is used to deduct Optivise's fee, the client will authorize this by signing a limited power of attorney (LPOA) authorizing this action and the LPOA will be remitted to the client's custodian.

Advisory fees must be deducted directly from your account and you must provide authorization to the custodian or service provider. The qualified custodian holding your funds and securities will send you an account statement not less than on a quarterly basis. This statement will detail account activity. Please review each statement for accuracy. Optivise will have access to a copy of your account statements from the custodian. The client(s) is/are responsible for reviewing and notifying Optivise if they have any question(s) pertaining to the accuracy of the fee calculation. If the client has any questions or concerns regarding their custodial statement or the fees associated with their Optivise account, they should contact their Associated Person or Optivise immediately. The contact information for Optivise's compliance department is provided on the cover page of this Brochure.

Clients subscribed to our Non-Wrap portfolio management option should note that our annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses, which will be incurred by the Client. Please see Item 12 – Brokerage Practices for further information on brokerage and transaction costs.

All fees paid for investment advisory services are in addition to and separate and distinct from the fees and expenses charged by exchange-traded funds, mutual funds, third-party money managers, broker/dealers, and/or custodians retained by or on behalf of the client. Such fees and expenses are described in each exchange-traded fund and mutual fund's prospectus, each third-party money manager's Form ADV Brochure, Brochure Supplement, or similar disclosure document, and by any broker/dealer or custodian retained by/for the client. If a mutual fund also imposes sales charges, a client may incur an initial or deferred sales charge as described in the mutual fund's prospectus. A client using Optivise may be precluded from using certain mutual funds or separate account managers because they may not be offered by the selected custodian(s).

Please refer to the Brokerage Practices section (Item 12) for additional information regarding the Firm's brokerage practices.

Please be advised that each custodian, third-party administrator, or similar party that Optivise has contracted with to perform certain administrative functions for your account may assess

your fees for specific services i.e. annual account fee, wire fee, return check fee, etc. These fees are established by each individual entity and Optivise does not receive any portion of any fee, in which they may assess you for a specific service. Because these fees are subject to change without our consent a listing is not published in the brochure. If you would like to obtain a listing of these fees, please contact your Associated Person or Optivise.

Optivise or its Associated Persons may have an incentive to recommend one sub adviser over another sub adviser with whom it has less favorable compensation arrangements or other advisory programs offered by sub advisers with which it has no compensation arrangements. In order to address this conflict, the firm has adopted a Code of Ethics that obliges all associated persons to deal fairly with all clients when taking investment action and to uphold their fiduciary duty and to put the client's interest first. Clients are not required to use the services of any sub adviser we recommend.

The fees Optivise charges may be negotiable based on the amount of assets under management, complexity of client goals and objectives, and level of services rendered. As described above, the fees are charged as described and are not based on a share of capital gains of the funds of an advisory client.

Please note that all custodial trading fees are assessed directly from the custodian. The trading fee is assessed per transaction and is determined based on the type of security that is being bought or sold and if you are receiving statements in paper or electronic format. For additional information on this matter please contact your Associated Person.

Optivise may assess an annual account technology fee of up to \$100 per account, annually. This fee is a direct passthrough of the expenses associated with providing account aggregation and other technology services.

**Important Disclosure – Custodian Investment Programs:** Please be advised that the firm utilizes E\*TRADE Advisory Services and TD Ameritrade as its primary custodian, which is described in detail under in this brochure. Under this arrangement we can access certain investment programs offered by our custodian that offer certain compensation and fee structures that create conflicts of interest of which clients need to be aware.

**Please note the following: Limitation on Mutual Fund Universe for Custodian Investment Programs:** Please note that as a matter of policy we prohibit the receipt of revenue share fees from any mutual funds utilized for our advisory clients' portfolios. Nonetheless, if the firm

decides to take these 12b-1 fees in the future, please note the following: There are certain programs offered by our custodian in which the firm participates that limit the types of mutual funds and mutual fund share classes to those in which our custodian has negotiated the receipt of 12b-1 and/or other revenue sharing fee payments from the mutual fund issuer or sponsor. As such, a client's investment options may be limited in certain of these programs to those mutual funds and/or mutual fund share classes that pay 12b-1 fees and other revenue sharing fee payments, and the client should be aware that the firm is not selecting from among all mutual funds available in the marketplace when recommending mutual funds to the client. Such fees are deducted from the net asset value of the mutual fund and generally, all things being equal, cause the fund to earn lower rates of return than those mutual funds that do not pay revenue sharing fees. The client is under no obligation to utilize such programs or mutual funds. Although many factors will influence the type of fund to be used, the client should discuss with their investment adviser representative whether a share class from a comparable mutual fund with a more favorable return to investors is available that does not include the payment of any 12b-1 or revenue sharing fees given the client's individual needs and priorities and anticipated transaction costs. In addition, the receipt of such fees can create conflicts of interest in instances

Where our adviser representative is also licensed as a registered representative of a broker-dealer and receives a portion of 12b-1 and or revenue sharing fees as compensation – such compensation creates an incentive for the investment adviser representative to use programs which utilize funds that pay such additional compensation; and

Where the broker-dealer receives the entirety of the 12b-1 and/or revenue sharing fees and takes the receipt of such fees into consideration in terms of benefits it may elect to provide to the firm, even though such benefits may or may not benefit some or all of the firm clients.

### **External Compensation for the Sale of Securities to Clients**

Optivise's advisory professionals are compensated primarily by Optivise in the form of a percentage of fees they collect for the assets they attract to Optivise's available investment models. Optivise's advisory professionals may receive commission-based compensation for the sale of insurance products and other commission based non-advisory products. This and other potential conflicts of interest are described elsewhere in this brochure.

In addition, from time to time, Optivise initiates incentive programs for investment advisor representatives. These programs may compensate them for attracting new assets and clients promoting investment advisory services. Optivise may also initiate programs that reward representatives who meet total production criteria, participate in advanced training, and/or improve client service. Representatives who participate in these incentive programs may be rewarded with cash and/or non-cash compensation, such as deferred compensation, bonuses, training symposiums, marketing assistance and recognition trips. Optivise's activities do not increase the firm's fee.

Optivise may pay bonuses to prospective investment adviser representatives to entice them to join Optivise and transition their current clients to Optivise. Prospective clients should be aware this practice may constitute a conflict of interest in that the recommendation to transition their advisory relationship to Optivise may be viewed as being in the best interest of Optivise and its investment adviser representative as opposed to the client's. The existence of additional compensation offered to an IAR as an enticement to register through Optivise will be to transitioning client in writing.

Optivise may, from time to time, enter into agreements with individual and organizations, which may be affiliated or unaffiliated with Optivise, that refer clients to Optivise in exchange for compensation. All such agreements will be in writing and comply with the requirements of Federal or State regulations. If a client is introduced to Optivise by a solicitor, Optivise may pay that solicitor a fee. While the specific terms of each agreement may differ, generally the compensation will be based upon Optivise engagement of new clients and is calculated using a varying percentage of the fees paid to Optivise by such clients. Any such fee shall be paid solely from Optivise investment management fee and shall not result in any additional charge to the client. Each prospective client who is referred to Optivise under such an arrangement will receive a copy of this brochure and a separate written disclosure document disclosing the nature of the relationship between the solicitor and Optivise and the amount of compensation that will be paid by Optivise to the solicitor. The solicitor is required to obtain the client's signature acknowledging receipt of Optivise's disclosure brochure and the solicitor's written disclosure statement.

Optivise may offer assistance, both financial and technical, to potential investment advisors to offer Optivise portfolios through a solicitor's agreement or a sub-advisor agreement. This assistance is limited to aiding with regulatory filings and responses (through outside resources), operational assistance, case design, and favorable access to third party product vendors that may assist them in servicing their clients.

## **Item 6**

### **Performance-Based Fees and Side-By-Side Management**

Neither Optivise nor our Associated Persons accepts performance-based fees. Performance based fees are based on a share of capital gains on or capital appreciation of the client's assets.

## **Item 7**

### **Types of Clients**

Optivise generally offers investment advisory services to individuals, pension and profit-sharing plans and participants, trusts, estates, charitable organizations, other investment advisors, and other business entities. Clients who wish to open an advisory account with a sub advisor will be subject to the minimum account requirements imposed by the sub-advisor.

## **Item 8**

### **Methods of Analysis, Investment Strategies, and Risk of Loss**

The following are different methods of analysis which we may use in providing you with investment advice:

**Fundamental Analysis** – fundamental analysis is a technique that attempts to determine a security's value by focusing on underlying factors that affect a company's actual business and its future prospects. The term refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

**Technical Analysis** – technical analysis is a technique that relies on the assumption that current market data (such as charts of price, volume, and open interest) can help predict future market trends, at least in the short term. It assumes that market psychology influences trading and can predict when stocks will rise or fall.

We or a sub-advisor may use one or more of the following investment strategies when advising you on investment and portfolio management:

Long Term Purchases – securities held for a minimum of one year.

Short Term Purchases – securities held for less than one year.

Trading – securities are sold within 30 days.

Margin Transactions – margin strategies allow an investor to purchase securities on credit and to borrow on securities already in their custodial account. Interest is charged on any borrowed funds for the period of time that the loan is outstanding.

Short Sales – short selling is the selling of a stock that the seller doesn't own. More specifically, a short sale is the sale of a security that isn't owned by the seller, but that is promised to be delivered.

The investment advice provided along with the strategies we suggest will vary depending on each client's specific financial situation and goals. This brief statement does not disclose all of the risks and other significant aspects of investing in financial markets. In light of the risks, you should fully understand the nature of the contractual relationship(s) into which you are entering and the extent of your exposure to risk. Investing in securities involves risk of loss that clients should be prepared to bear. Certain investing strategies may not be suitable for certain members of the public. You should carefully consider whether the strategies employed will be appropriate for you in light of your experience, objectives, financial resources and other relevant circumstances.

**General Investment Risk:** All investments come with the risk of losing money. Investing involves substantial risks, including the possibility of the complete loss of principal plus other losses and may not be suitable for all members of the public. Investments, unlike savings and checking accounts at a bank, are not insured by any governmental agency to protect against market losses. Different market instruments carry different types and degrees of risk and you should familiarize yourself with the risks involved in the particular market instruments you intend to invest in.

**Loss of Value:** There can be no assurance that a specific investment will achieve its investment objectives and past performance should not be seen as a guide to future returns. The value of investments and the income derived may fall as well as rise and investors may not recoup the original amount invested. Investments may also be affected by any changes in exchange control regulation, tax laws, withholding taxes, international, political and economic developments, and government, economic or monetary policies.

**Credit risk:** This is the risk that an issuer of a bond could suffer an adverse change in financial condition that results in a payment default, security downgrade, or inability to meet a financial obligation.

**Inflation Risk:** This is the risk that inflation will undermine the performance of an investment and/or the future purchasing power of a client's assets.

**Interest rate risk:** The chance that bond prices overall will decline because of rising interest rates.

**International investing risk:** Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, as well as regulatory and financial reporting standards, that differ from those of the U.S.

**Liquidity risk:** One common risk associated with private placements and Real Estate Investment Trusts (REITs) is a relative lack of liquidity due to the highly customized nature of the investment. Moreover, the full extent of returns is often not realized until maturity. Because of this, these products tend to be more of a buy-and-hold investment decision rather than a means of getting in and out of a position with speed and efficiency.

**Manager risk:** The chance that the proportions allocated to the various securities will cause the client's account to underperform relevant benchmarks or other accounts with a similar investment objective.

**Portfolio Concentration:** Accounts that are not diversified among a wide range of types of securities, countries or industry sectors may have more volatility and are considered to have more risk than accounts that are invested in a greater number of securities because changes in the value of a single security may have more of a significant effect, either negative or positive. Accordingly, portfolios are subject to more rapid changes in value than would be the case if the client maintained a more diversified portfolio.

**Stock market risk:** The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.

Each strategy offered through Optivise invest in one or more of the following classes of securities. Each has unique risk features that should be understood.

## **Equity Securities**



Investing in individual companies involves inherent risk. The major risks related to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, and the company's ability to create shareholder value (i.e., increase the value of the company's stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk and liquidity risk.

### **Mutual Fund Securities**

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

### **Exchange-Traded Funds ("ETFs")**

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Some examples of ETFs are SPDRs®, streetTRACKS®, DIAMONDSSM, NASDAQ 100 Index Tracking StockSM ("QQQs SM") iShares® and VIPERs®. The funds could purchase an ETF to gain exposure to a portion of the U.S. or foreign market. The funds, as a shareholder of another investment company, will bear their pro-rata portion of the other investment company's advisory fee and other expenses, in addition to their own expenses. Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral and the liquidity of the supporting collateral. Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

### **Corporate Debt, Commercial Paper and Certificates of Deposit**

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of ten years or greater, they will likely have greater price swings when interest rates move up or down. The shorter the maturity the less volatile the price swings. Foreign bonds also have liquidity and currency risk. Commercial paper and certificates of deposit are generally considered safe instruments, although they are subject to the level of general interest rates, the credit quality of the issuing bank and the length of maturity. With respect to certificates of deposit, depending on the length of maturity there can be prepayment penalties if the client needs to convert the certificate of deposit to cash prior to maturity.

### **Municipal Securities**

Municipal securities carry additional risks than those of corporate and bank-sponsored debt securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax free at the federal level but may be taxable in individual states other than the state in which both the investor and municipal issuer is domiciled.

### **Corporate Debt Obligations**

Corporate debt obligations include corporate bonds, debentures, notes, commercial paper and other similar corporate debt instruments. Companies use these instruments to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and must repay the amount borrowed at maturity. Commercial paper (short-term unsecured promissory notes) is issued by companies to finance their current obligations and normally has a maturity of less than nine months. In addition, the firm may also invest in corporate debt securities registered and sold in the United States by foreign issuers (Yankee bonds) and those sold outside the U.S. by foreign or U.S. issuers (Eurobonds).

### **Variable Annuities**

Optivise offers a variable annuity model through Nationwide, PKA Jefferson National. The investment selections for the variable annuity may be limited to the choices offered through the specific product. Specifics regarding the annuity are found in the annuity prospectus and application documents. Variable Annuities are long-term financial products designed for retirement purposes. In essence, annuities are contractual agreements in which payment(s) are made to an insurance company, which agrees to pay out an income or a lump sum amount at a

later date. There are contract limitations and fees and charges associated with annuities, administrative fees, and charges for optional benefits. They also may carry early withdrawal penalties and surrender charges and carry additional risks such as the insurance carrier's ability to pay claims. Moreover, variable annuities carry investment risk similar to mutual funds. Investors should carefully review the terms of the variable annuity contract before investing.

Certain strategies offered through Optivise may employ certain financial strategies as part of their investment strategy. Each of these strategies has unique risk associated with them.

### **Margin Leverage**

Although Optivise does not recommend the use of leverage to all client, please be advised that if a client invests in a model that utilizes margin leverage, either through direct margin or through the use of investments that employ margin leverage, please review the following: The use of margin leverage enhances the overall risk of investment gain and loss to the client's investment portfolio. For example, investors are able to control \$2 of a security for \$1. So, if the price of a security rises by \$1, the investor earns a 100% return on their investment. Conversely, if the security declines by \$.50, then the investor loses 50% of their investment. The use of margin leverage entails borrowing, which results in additional interest costs to the investor. Broker-dealers who carry customer accounts require a minimum equity requirement when clients utilize margin leverage. The minimum equity requirement is stated as a percentage of the value of the underlying collateral security with an absolute minimum dollar requirement. For example, if the price of a security declines in value to the point where the excess equity used to satisfy the minimum requirement dissipates, the broker-dealer will require the client to deposit additional collateral to the account in the form of cash or marketable securities. A deposit of securities to the account will require a larger deposit, as the security being deposited is included in the computation of the minimum equity requirement. In addition, when leverage is utilized, and the client needs to withdraw cash, the client must sell a disproportionate amount of collateral securities to release enough cash to satisfy the withdrawal amount based upon similar reasoning as cited above. Regulations concerning the use of margin leverage are established by the Federal Reserve Board and vary if the client's account is held at a broker-dealer versus a bank custodian. Broker-dealers and bank custodians may apply more stringent rules as they deem necessary.

Certain money managers and investment models may utilize ETFs and/or mutual funds that utilize leverage, either positive or negative, as a normal part of their investment philosophy. Information on this practice may be obtained from the ETFs or mutual funds prospectus.

### **Short-Term Trading**

Although Optivise, as a general business practice, does not utilize short-term trading, there may be instances in which short-term trading may be necessary or an appropriate strategy. In this regard, please read the following: There is an inherent risk for clients who trade frequently in that high-frequency trading creates substantial transaction costs that in the aggregate could negatively impact account performance.

### **Short Selling**

Optivise generally does not engage in short selling but reserves the right to do so in the exercise of its sole judgment. Short selling involves the sale of a security that is borrowed rather than owned. When a short sale is affected, the investor is expecting the price of the security to decline in value so that a purchase or closeout of the short sale can be affected at a significantly lower price. The primary risks of effecting short sales are the availability to borrow the stock, the unlimited potential for loss, and the requirement to fund any difference between the short credit balance and the market value of the security.

### **Technical Trading Models**

Technical trading models are mathematically driven based upon historical data and trends of domestic and foreign market trading activity, including various industry and sector trading statistics within such markets. Technical trading models, through mathematical algorithms, attempt to identify when markets are likely to increase or decrease and identify appropriate entry and exit points. The primary risk of technical trading models is that historical trends and past performance cannot predict future trends, and there is no assurance that the mathematical algorithms employed are designed properly, updated with new data, and can accurately predict future market, industry, and sector performance. Some market timing strategies that are employed are designed to be reactive indicators and therefore are not designed to avoid all losses.

### **Option Strategies**

Various option strategies give the holder the right to acquire or sell underlying securities at the contract strike price up until expiration of the option. Each contract is generally worth 100 shares of the underlying security. Options entail greater risk but allow an investor to have market exposure to a particular security or group of securities without the capital commitment required to purchase the underlying security or group of securities. In addition, options allow investors to hedge security positions held in the portfolio. For detailed information on the use of options and option strategies, please contact the Options Clearing Corporation for the current Options Risk Disclosure Statement.

Optivise as part of its investment strategy may employ the following option strategies:

- Covered call writing
- Long call options purchases
- Long put options purchases
- Option spreading

### **Covered Call Writing**

Covered call writing is the sale of in-, at-, or out-of-the-money call option against a long security position held in the client portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value.

Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with little price volatility.

### **Long Call Option Purchases**

Long call option purchases allow the option holder to be exposed to the general market characteristics of a security without the outlay of capital necessary to own the security. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

### **Long Put Option Purchases**

Long put option purchases allow the option holder to sell or “put” the underlying security at the contract strike price at a future date. If the price of the underlying security declines in value, the value of the “long put” option increases. In this way long puts are often used to hedge a long stock position. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

### **Option Spreading**

Call option spreading usually involves the purchase of a call option and the sale of a call option at a higher contract strike price, both having the same expiration month. The purpose of this type of transaction is to allow the holder to be exposed to the general market characteristics of a security without the outlay of capital to own the security, and to offset the cost by selling the

call option with a higher contract strike price. In this type of transaction, the spread holder “locks in” a maximum profit, defined as the difference in contract prices reduced by the net cost of implementing the spread. This is a long call spread position that represents a bullish posture on the underlying security. Put option spreading usually involves the purchase of a put option and the sale of a put option at a lower contract strike price, both having the same expiration month. The purpose of this type of transaction is to allow the holder to purchase protection on the underlying security and to partially offset the cost by selling the put option with a lower contract strike price. In this type of transaction, the spread holder has protection on the underlying that goes in to the money at the higher strike and provides protection all the way down to the lower strike. This is a “long put” spread position that represents a bearish posture on the underlying security. Short Options spreads involve the sale of a call or put and the purchase of a corresponding call or put at a strike price that is further from the money than the call or put that was sold, both having the same expiration month. This transaction is called a ‘credit spread’ because it produces a net credit to the account of the investor. The maximum profit is the credit that was collected by the investor. The maximum loss is the difference in contract prices reduced by the net proceeds collected by the investor when implementing the spread. This is a bullish position when selling a spread with puts and a bearish position when selling a spread with calls.

### **Security-Specific Material Risks**

There is an inherent risk for clients who have their investment portfolios heavily weighted in one security, one industry or industry sector, one geographic location, one investment manager, one type of investment instrument (equities versus fixed income). Clients who have diversified portfolios, as a general rule, incur less volatility and therefore less fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

## **Item 9**

## **Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. Optivise has no history of or pending material legal or disciplinary events by our Firm or its management persons.

## Item 10

## Other Financial Industry Activities or Affiliations

Neither Optivise nor its affiliates are registered broker/dealers nor is there a pending application.

Neither Optivise nor its affiliates are registered as a commodity firm, futures commission merchant, commodity pool operator or commodity trading advisor nor is there a pending application.

Michael R. Wallin, Certified Financial Planner™ (“CFP®”), Managing Member and Investment Adviser Representative of Optivise, is the owner of Mountain Brooke Wealth Management LLC, through which he markets investment advisory and financial planning services.

Mr. Wallin is also a member owner of Financial Architects & Consultants, LLC a firm that provides financial planning design and software for independent financial advisors, investment advisers, insurance agencies, and broker/dealers.

Mr. Wallin is also a member owner of PanthRex Asset Management (PanthRex), a SEC registered investment advisor. PanthRex is a manager of biblically responsible investment models. Optivise has a selling agreement with PanthRex through which Optivise is able to offer and market biblically responsible investment models. Please be advised that there is an economic incentive to promote PanthRex models. Optivise and Mr. Wallin manage this conflict through the Firm’s Code of Ethics, an investment committee, and by not incentivizing PanthRex models over other sub-advisors.

Mr. Wallin is a licensed insurance agent and owner member of Advisor Worx, LLC, an insurance marketing organization. Please be advised that there is a potential conflict of interest in that there is an economic incentive for Mr. Wallin to encourage IARs of Optivise to become affiliated with Advisor Worx and for insurance agents affiliated with Advisor Worx to become affiliated with Optivise. Neither Advisor Worx, Optivise, or Mr. Wallin incentivizes or offers any inducements for agents or IARs to affiliate with either organization or is there a requirement to be affiliated with both organizations. Clients are in no way required to implement a plan or purchase any insurance products through any agent of Advisor Worx.

Allen P. Hargis, Member, is a Certified Public Accountant (“CPA”) and an owner of Hargis and Stevens PA, a Certified Public Accounting firm. Any compensation derived from his tax and accounting services are separate and apart from any activity performed through or with Optivise.

Mr. Hargis is also a member owner of PanthRex Asset Management (PanthRex), a SEC registered investment advisor. PanthRex is a manager of biblically responsible investment models. Optivise has a selling agreement with PanthRex through which Optivise is able to offer and market biblically responsible investment models. Please be advised that there is an economic incentive to promote PanthRex models. Optivise and Mr. Hargis manage this conflict through the Firm’s Code of Ethics, an investment committee, and by not incentivising PanthRex models over other sub-advisors.

Mr. Hargis is also a minority owner in Financial Architects & Consultants, LLC a firm that provides financial planning design and software for independent financial advisors, investment advisers, insurance agencies, and broker/dealers.

Optivise subscribes to LifeArcPlan®, a data gathering and integration tool, designed by Financial Architects & Consultants, LLC. The compensation arrangement presents a conflict of interest due to a financial incentive to utilize the services of an affiliated firm. In order to address this conflict, Optivise has adopted a Code of Ethics that obliges all associated persons to deal fairly with all clients, to uphold their fiduciary duty at all times, and to put the client’s interest first.

Certain Associated Persons of Optivise may also be licensed as insurance agents and as such they can offer various insurance products from a variety of product sponsors and receive a commission for these activities. Clients are advised that any fees paid to the firm for advisory services are separate and distinct from commissions earned by the Associated Person for any insurance product that the client may purchase through the Associated Person. Clients are under no obligation or requirement to purchase any insurance product from an Associated Person associated with Optivise or any insurance agent or agency associated or affiliated with Optivise.

Certain Associated Persons of Optivise may also offer physical gold and silver for clients to purchase through designated third parties and receive a commission for these activities. Clients are advised that any fees paid to the firm for advisory services are separate and distinct from commissions earned by the Associated Person for any gold or silver that the client may



purchase through the Associated Person. Clients are under no obligation or requirement to purchase these products from any IAR associated with Optivise.

Certain Associated Persons of Optivise may also be Registered Representatives of unaffiliated Broker/Dealers. These dually licensed individuals disclose this relationship to all advisory clients at or prior to the establishment of an advisory relationship. Disclosure is made verbally and via the IAR's ADV Part 2B and other marketing and advertising materials, such as specific disclosures on the IAR's business card, web site or social media sites. Dual registration may create a conflict of interest for the IAR in the timing of momentary compensation received. In order to address this conflict, Optivise has adopted a Code of Ethics that obliges all associated persons to deal fairly with all clients, to uphold their fiduciary duty at all times, and to put the client's interest first.

## **Item 11**

### **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

#### **Description of Our Code of Ethics**

Optivise has adopted a Code of Ethics (the "Code") to address investment advisory conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes Optivise's policies and procedures developed to protect client's interests in relation to the following topics:

The duty at all times to place the interests of clients first;

The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics.

The responsibility to avoid any actual or potential conflict of interest or misuse of an employee's position of trust and responsibility;

The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and

The principle that independence in the investment decision-making process is paramount.

A copy of Optivise's Code of Ethics is available upon request to the Chief Compliance Officer at Optivise's principal office address.

### **Personal Trading Practices**

At times Optivise and/or its Associated Persons may take positions in the same securities as clients, which may pose a conflict of interest with clients. Optivise and its Associated Persons will generally be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades. We will not violate our fiduciary responsibilities to our clients. Front running (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (i.e. a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

## **Item 12**

## **Brokerage Practices**

For Optivise’s portfolio management programs we recommend and request clients to implement trades and maintain custody of assets through discount brokers. Currently, we recommend the services of E\*TRADE Advisory Services (“EAS”), a division of E\*TRADE Savings Bank or TD Ameritrade Institutional, a division of TD Ameritrade Institutional, Inc. (“TD Ameritrade”).

EAS and TD Ameritrade are members of the Financial Industry Regulatory Authority ("FINRA"), the Securities Investor Protection Corporation ("SIPC"). As a condition of the WRAP Program, transactions for Clients’ accounts are executed by the appropriate custodian, EAS or TD Ameritrade.

EAS and TD Ameritrade offer independent investment advisers services, which include custody of client securities, trade execution, clearance and settlement of transactions, and daily research and investment information.

We are not affiliated with EAS or TD Ameritrade. Our Investment Adviser Representatives are not registered representatives of EAS or TD Ameritrade and do not receive commissions or other compensation from recommending these services.

### **Research and Other Soft Dollar Benefits**

Although not considered “soft dollar” compensation, we may receive benefits from our custodians for research services that include reports, software, and institutional trading support.

There is no direct link between the Firm’s participation in these Institutional programs and the investment advice it gives to its clients, although Optivise receives economic benefits through its participation in the programs that are typically not available to EAS, TD Ameritrade’s retail

investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds without transaction fees and to certain institutional money managers; discounts on compliance, marketing, research, technology, and practice management products or services provided to Optivise by third party vendors. Some of the products and services made available by our custodians through the programs may benefit Optivise but may not benefit its client accounts. These products or services may assist Optivise in managing and administering client accounts, including accounts not maintained at with a particular custodian. Other services made available by our custodians are intended to help Optivise manage and further develop its business enterprise. The benefits received by the Firm or its personnel through participation in the programs do not depend on the amount of brokerage transactions directed to a particular custodian. As part of its fiduciary duties to clients, the Firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Optivise or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Optivise's choice of EAS or TD Ameritrade for custody and brokerage services.

In selecting a broker dealer based on discretionary authority, Optivise will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on several factors, including the broker's ability to provide professional services, competitive commission rates, volume discounts, execution price negotiations, the reputation, experience and financial stability of the broker or dealer, and the quality of service rendered by the broker or dealer in other transactions.

Best execution is not measured solely by reference to commission rates. Paying a broker a higher commission rate than another broker might charge is permissible if the difference in cost is reasonably justified by the quality of the brokerage services offered. In addition, Optivise may cause the account to pay a higher commission in recognition of the value of "research services" and additional brokerage products and services a broker-dealer has provided or may be willing to provide.

### **Directed Brokerage**

The client may direct brokerage to a specified broker/dealer other than the firm recommended by Optivise. In the event that a Client directs Optivise to use a particular broker/dealer, the firm

may not be authorized under these circumstances to negotiate commissions and may not be able to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to Clients who direct the Company to use a particular broker/dealer and those that don't.

### **Brokerage for Client Referrals**

We do not receive client referrals from broker-dealers and custodians in which we have an institutional advisory arrangement. Also, we do not receive other benefits from a broker-dealer in exchange for client referrals.

### **Trade Aggregation**

While individual client advice is provided to each account, client trades may be executed as a block trade. Optivise encourages its existing and new clients to use EAS or TD Ameritrade. Only accounts in the custody of EAS or TD Ameritrade would have the opportunity to participate in aggregated securities transactions. All trades using EAS or TD Ameritrade will be aggregated and done under the name of Optivise. The executing broker will be informed that the trades are for the account of Optivise's clients and not for Optivise itself. No advisory account within the block trade will be favored over any other advisory account, and thus, each account will participate in an aggregated order at the average share price and receive the same commission rate. The aggregation should, on average, reduce slightly the costs of execution, and Optivise will not aggregate a client's order if in a particular instance Optivise believes that aggregation would cause the client's cost of execution to be increased. EAS or TD Ameritrade will be notified of the amount of each trade for each account. Optivise and/or its Associated Persons may participate in block trades with clients and may also participate on a pro rata basis for partial fills, but only after the determination has been made that clients will receive fair and equitable treatment.

## **Item 13**

## **Review of Accounts**

### **Portfolio Management Account Reviews**

Accounts are reviewed by the Associated Person named as adviser of record on the account. The frequency of reviews is determined based on the client's investment objectives and reported changes in the client(s)' financial situation, but reviews are conducted no less frequently than once per annum. More frequent reviews may also be triggered by a change in the client's investment objectives, tax considerations, large deposits or withdrawals, large purchases or sales, loss of confidence in corporate management, or changes in macroeconomic climate.

Optivise monitors the individual investments within each account each day the market(s) are open. Sub-advisor and model performance are reviewed, at a minimum, on a quarterly basis by the Investment Committee which manages the use and inclusion of sub-advisors and their models.

Client(s) will receive account statements directly from their account(s) custodian on at least a quarterly basis. Additionally, Optivise may provide Client(s) with performance reports designed to encapsulate and provide a summary of Client(s) account activity and performance against various benchmarks.

Client(s) are advised that they should only rely on statements received from their custodian(s), as this represents their actual account activity. Performance reports are provided as a courtesy to Client(s) and do not replace statements generated by the custodian.

## **Item 14**

## **Client Referrals and Other Compensation**

Apart from the receipt of additional benefits from EAS or TD Ameritrade that we have disclosed under Item 12 above, we do not receive economic benefits from third parties in exchange for providing investment advice or other advisory services to our clients.

Optivise may organize various due diligence and educational seminars for its existing and prospective Investment Adviser Representatives and may invite such persons to attend such events free of charge or may subsidize their expenses for attending such an event. In some cases, Optivise also pays such persons' travel expenses or a portion therein.

Optivise may invite sub-advisors or service providers to these events as presenters or attendees. Sub-advisors or service providers may provide expense offsetting support to Optivise to defer the expenses of due diligence and educational seminars for Optivise's existing and prospective Investment Adviser Representatives.

Non-employee (outside) consultants, individuals, and/or entities, who are directly responsible for bringing a Client to Optivise, may receive compensation from the Firm. Such arrangements will comply with the requirements set forth in Rule 206(4)-3 of the Investment Advisers Act of 1940, including the requirement that the relationship between the solicitor and the investment adviser be disclosed to the Client at the time of the solicitation or referral. In these situations,

all applicable state laws will also be observed. Under these arrangements, the Client does not pay higher fees than Optivise's normal/typical advisory fees.

Associated Persons and staff of Optivise may attend due diligence and or training events from current or prospective sub-advisors or product partners. These events may be paid for, in whole or in part, by the sponsoring party.

Associated Persons of the Firm may enter into agreements with various organizations for the purpose of identifying qualified potential clients. An Associated Person may agree to compensate that organization for receiving information about qualified potential clients. Any compensation that the Associated Person may give to that organization, or directly to any individual within that organization, will be nominal in nature and will be given for qualified potential clients regardless of if the potential clients engages the Firm in an advisory relationship.

## **Item 15**

## **Custody**

Optivise does not maintain custody of client funds. Clients will receive account statements at least quarterly from their qualified custodian. Clients are urged to review their custodial account statements for accuracy. Clients may have access to various statement or reports generated by third party software providers. While we believe that any information provided by these third parties is factual and accurate, they are not intended to replace statements prepared by the account's custodian. Optivise will accept standing letters of authorization ("SLOA") and has policies and procedures to comply with SEC No-Action Letter dated February 21, 2017.

## **Item 16**

## **Investment Discretion**

Optivise does not take trading discretion over client accounts. However, we will assume discretionary authority to hire or fire the sub adviser where such action is deemed to be in your best interest. We also assume discretionary authority to reallocate client assets into a different asset allocation model managed by the same or different sub advisor. The specific sub-advisor engaged to manage the client's account, or a portion of, exercise discretionary authority and make all allocation decisions within the accounts they manage.

You may limit our discretionary authority if you wish by setting a limit on the type of securities that can be purchased for your account. Simply provide us with your restrictions or guidelines in writing. Please refer to the “Advisory Business” section in this Brochure for more information on our discretionary management services.

## **Item 17**

## **Voting Client Securities**

Optivise does not take discretion with respect to voting proxies on behalf of its clients. Optivise will not make recommendations to client(s) on voting proxies regarding shareholder vote, consent, election, or similar actions solicited by, or with respect to, issuers of securities beneficially held as part of Optivise supervised and/or managed assets. In no event will Optivise take discretion with respect to voting proxies on behalf of its client(s). Except as required by applicable law, Optivise will not be obligated to render advice or take any action on behalf of clients with respect to assets at present or formerly held in their accounts that become the subject of any legal proceedings, including bankruptcies. From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. Optivise has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. Optivise also has no duty to evaluate a client’s eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict.

Furthermore, Optivise has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by client(s). Where Optivise receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials to the client. Electronic mail is acceptable where appropriate and where the client has authorized contact in this manner.

## **Item 18**

## **Financial Information**

We are required in this Item to provide you with certain financial information or disclosures about Optivise’s, financial condition. Optivise does not require the prepayment of over \$1,200, six or more months in advance for the production of written financial plans. Additionally, Optivise hasn’t any financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

## Miscellaneous

### Trade Error Correction Procedures

On infrequent occasions, an error may be made in a client account. For example, a security may be erroneously purchased for the account instead of sold. In these situations, the Firm generally seeks to rectify the error by placing the client account in a similar position as it would have been had there been no error. Depending on the circumstances, various corrective steps may be taken, including among others, canceling the trade or adjusting an allocation. Any gains or losses resulting from error correction will be placed in Optivise's error correction account.

### Confidentiality

Optivise views protecting its customers' private information as a top priority and, pursuant to the requirements of the Gramm-Leach-Bliley Act, the firm has instituted policies and procedures to ensure that customer information is kept private and secure.

Optivise does not disclose any nonpublic personal information about its customers or former customers to any nonaffiliated third parties, except as permitted by law. In the course of servicing a client account, Optivise may share some information with its service providers, such as transfer agents, custodians, broker-dealers, accountants, and lawyers.

Optivise restricts internal access to nonpublic personal information about its clients to those employees who need to know that information in order to provide products or services to the client. Optivise maintains physical and procedural safeguards that comply with state and federal standards to guard a client's nonpublic personal information and ensure its integrity and confidentiality. As emphasized above, it has always been and will always be the Firm's policy never to sell information about current or former customers or their accounts to anyone. It is also the Firm's policy not to share information unless required to process a transaction, at the request of the client, or as required by law.

A copy of the Firm's privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of the advisory agreement. Thereafter, the Firm will deliver a copy of the current privacy policy notice to its clients on an annual basis. If you have any questions on this policy, please contact Optivise.