

CS PLANNING CORP DBA COVATO CAPITAL MANAGEMENT

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March 29, 2019

This Brochure provides information about the qualifications and business practices of CS Planning Corp. dba Covato Capital Management. If you have any questions about the contents of this Brochure or to obtain answers and additional information, you may contact us at (239) 330-1375 or [CC@CovatoCapital.com](mailto:CC@CovatoCapital.com). CS Planning Corp is a registered investment adviser with the United States Securities and Exchange Commission (“SEC”). Registration of an investment adviser does not imply any level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about CS Planning Corp. is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for CS Planning Corp. is 149937.

## **Item 2 – Material Changes**

We will ensure that when required, all current clients will receive a Summary of Material Changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. When required, a Summary of Material Changes will also be included with our Brochure on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for CS Planning Corp. is 149937. Summary of Material Changes is listed as "Exhibit A" to our Brochure. We may further provide other ongoing disclosure information about material changes as necessary and will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested, free of charge, by contacting us at (239) 330-1375.

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#### **Item 4 – Advisory Business**

CS Planning Corp (“CSP”) is an SEC registered investment advisory firm located in Portland, Oregon. We provide fee-only investment supervisory, portfolio management, investment consulting and financial planning services. The firm has been in business since 2009. CSP is owned by Christopher K. Hicks, President and Chief Compliance Officer.

Our investment advisory services are coordinated through our network of Advisory Affiliates. Advisory Affiliates may have their own legal business entities whose trade names and logos are used for marketing purposes and may appear on marketing materials or client statements. The Client should understand that the businesses are legal entities of the Advisory Affiliate and not of our firm, CSP, and the advisory services of the Advisory Affiliate are provided through our firm, CSP. CSP has the arrangement described above with Covato Capital Management, LLC, a Florida limited liability company owned and managed by Christopher P. Covato. Mr. Covato is an Investment Advisor Representative associated with CSP, offers investment advisory services exclusively through CSP, and only utilizes Covato Capital Management for marketing purposes. Covato Capital Management is not a registered investment advisor and is not affiliated with CSP. Our investment approach utilizes broadly diversified portfolios and a systematic strategy to manage client portfolios.

Through our Advisory Affiliates, we help Clients coordinate and prioritize their financial lives with all aspects of their life goals. Integrating investments across all individual retirement accounts, taxable accounts, and employee retirement accounts is crucial to the process. Client input and involvement are critical parts of the financial planning process and implementation of investment decisions. After Client assets are invested, we continuously monitor their investments and provide advice related to ongoing financial and investment needs.

We offer initial financial planning services to Clients under a separate Financial Planning Agreement. After completion of an initial financial planning engagement, Clients may elect to enter into a retainer agreement for ongoing Wealth Management services which include financial planning and portfolio management.

Advice and services are tailored to the stated objectives of the Client(s). Our Advisory Affiliates discuss with the Client critically important information such as the Client’s risk tolerance, time horizon, and projected future needs, to formulate an investment strategy. This information and strategy guides us in objectively and suitably managing the Client’s account. Our Advisory Affiliates meet with Clients as needed to review portfolio performance, discuss current issues, and re-assess goals and plans.

Our investment recommendations primarily include exchange-traded products such as Exchange Trade Notes (ETN) which are debt securities issued and underwritten by a financial institution or an asset manager, Exchange Traded Vehicles (ETV’s) which invest in commodities or currencies and Exchange Traded Funds (ETF’s) which invest in mutual funds, and exchange-listed equity securities, certificates of deposit, municipal securities, U.S. government securities and money

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market funds when suitable and appropriate for a Client's particular situation. If Clients hold other types of investments, we will advise them on those investments also. Clients may impose restrictions on investing in certain securities or types of securities. We consider such restrictions when formulating the Client's investment strategy. See Item 8 for a description of our investment strategy.

We do not manage Wrap Fee programs.

We manage \$497,300,306 of Client assets on a discretionary basis and \$0 of Client assets on a non-discretionary basis. These amounts were calculated as of December 31, 2018.

### **Item 5 – Fees and Compensation**

We provide investment supervisory, financial planning and investment consulting services to Clients primarily under the following fee schedules below:

#### **Assets Under Management:**

Maximum Quarterly Wealth Management Retainer Fees:

First \$500,000.00	.25 %
\$500,000.01 – \$5,000,000	.125 %
\$5,000,000.01 – \$10,000,000.00	.09%
Over \$10,000,000	NEGOTIABLE

Existing clients may be grandfathered into a different fee.

We may also provide investment advice or financial planning to Clients on an hourly or fixed rate fee. Our maximum hourly rate is \$250.00 per hour depending on the complexity of the issue being addressed. Fixed fee project pricing is quoted for each project, depending on the scope of work performed. Notwithstanding the above, project fees are generally negotiable.

Client's asset management accounts are billed quarterly in arrears. Fees are paid to us directly from the client's account by the custodian upon our submission of an invoice. Payment of fees may result in the liquidation of Client's securities if there is insufficient cash in the account. The fee is based on the market value of the Client's account on the last trading day of the quarter.

Market value includes all account values and transaction information as of the end of each quarter (not adjusted by any margin debit). To determine value, securities and other instruments traded on a market for which actual transaction prices are publicly reported are generally valued at the last reported sale price on the principal market in which they are traded. Mutual Funds are only valued once per day after the close of the market. Whenever valuation information for specific, illiquid, foreign, private or other investments is not available through the custodian, our approach will be to value at zero. We do this in order to not overvalue a position which could

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potentially over inflate billing calculations. Alternatively, we may also seek to obtain and document price information from at least one independent source, whether it be a broker-dealer, bank, pricing service or other source.

The quarterly fee will be equal to the agreed upon quarterly rate, multiplied by the market value of the account for that calendar quarter.

Fees for a partial quarter at the commencement or termination of an agreement will be prorated based on the number of days the account was open during the quarter. Quarterly fee adjustments for additional assets received into an account during a quarter or for partial withdrawals may also be provided as negotiated. We may modify the terms of the fee agreement by giving Clients 30 days written notice in advance.

Clients may pay commissions and trading fees on trades initiated by us, in addition to other agreed upon fees. Clients may also be charged up to \$35.00 per trade as an administrative fee for Client directed trades. Notwithstanding the foregoing, fees are generally negotiable.

Clients may be required to pay other miscellaneous charges or fees directly to the custodian (e.g. wire fees) as stated in the custodial agreements. Additionally, mutual funds and/or exchange traded funds have additional internal expenses which generally include a fund management fee, other fund expenses, and a possible distribution fee. In addition, some funds charge a redemption fee on shares bought and sold within a short period. Funds describe their expenses in their prospectuses, summary prospectuses, or product descriptions. Clients are advised that these fees are separate and additional expenses incurred by the Client. See Item 12 for additional information on Brokerage Practices.

Our fees include the time necessary to work with Client's attorney, accountant or other third party professionals in reaching agreement on financial planning or investment solutions, as well as assisting those advisors in implementation of all appropriate documents. However, we are not responsible for attorney, accountant or other third party professional fees charged to Client as a result of these activities.

In some instances, we may recommend that all or a portion of Client assets be managed by an unrelated Third Party Asset Manager ("TPAM") or sub-advisor. These arrangements are more fully disclosed in Item 10, below.

Generally, Clients pay all Wealth Management Retainer fees quarterly in arrears. All Wealth Management agreements may be terminated at any time by providing us with 30 days written notice. Upon termination, any fees that have been earned by us but not yet paid will be immediately due and payable. Clients are also responsible for all applicable charges including, but not limited to, account administrative fees, account closure fees and all trading costs due to the termination, including any fees the mutual funds may assess. Upon request, we will provide a good-faith estimate of these fees.

Payment of fixed fee projects shall be made as agreed by the parties. Hourly rate projects are generally invoiced by us with payment due by the Client upon receipt of the invoice. We may estimate the number of hours necessary to complete a project, and we may collect a portion of this estimate up front and invoice the balance. Upon termination of any hourly or fixed fee project, any prepaid but unearned fees will be promptly refunded to the Client.

Certain Advisory Affiliates of CSP are also independently licensed to sell insurance products through various carriers.

CSP is a fee only registered investment adviser and does not act as an insurance brokerage or agency and is not otherwise affiliated with any insurance brokerages or agencies. However, a conflict of interest arises when insurance related business is transacted with advisory Clients, because certain individual Advisory Affiliates of CSP are individually licensed to sell insurance products through various carriers. In their capacity as an Insurance Agent, they may receive commissions or other fees from products sold to Clients. As such, Clients are advised that they are under no obligation to use any individual associated with CSP for insurance products or services, and may use any insurance firm or agent they choose.

Clients are also advised that the Wealth Management Retainer fees paid to CSP are separate and distinct from the commissions earned by any individual in connection with the sale of insurance or other securities products and CSP does not receive any compensation for products sold by these Advisory Affiliates.

Because CSP is not involved in the sale of insurance products, we do not know the actual dollar amount of any commission payment to an Insurance Agent. Also, because CSP is neither a broker dealer nor an insurance agency, we do not have the ability to rebate commissions received for the sale of a product and cannot discount the price of a product to make up for any commission that may be received from its sale.

#### **Item 6 – Performance-Based Fees and Side-By-Side Management**

We do not charge any performance-based fees for our services or engage in side-by-side management.

#### **Item 7 – Types of Clients**

We provide investment advice to high net worth individuals, individuals, businesses, pension and profit sharing plans, foundations, trusts, estates, and charitable organizations. Because each Client is unique, they must be willing to be involved in the planning and ongoing processes. Such involvement does not have to be time consuming, however we want our Clients to remain informed about their overall financial situation.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

We create broadly diversified portfolios in the worldwide fixed-income and equity markets, combined with periodic rebalancing. Our Advisory Affiliates create an investment strategy with each Client, outlining the investment philosophy, management procedures, and long-term goals for the investor. Portfolio design is tailored to each Client's risk tolerance and preferences.

### ***Types of Investments***

As part of our core investment approach, we primarily utilize exchange-traded products (ETPs). However, we may also utilize other investments such as: equity securities, debt securities, certificates of deposit, municipal securities, U.S. government securities, and money market funds when suitable and appropriate. Each type of security has its own unique set of risks associated with it, and it would not be possible to disclose all of the specific risks of every type of investment in this brochure. In those limited situations where it is suitable and appropriate to meet a particular Client's needs, we may also utilize margin to manage an account. Margin occurs when a client pays for part of a purchase and borrows the rest from the brokerage firm that custodies the account. If our Clients have any questions regarding the risks associated with a particular investment, they are encouraged to contact us.

Mutual funds are professionally managed collective investment companies that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual or exchange traded funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Other fund risks include foreign securities and currency risk, emerging markets risk, small-cap, mid-cap and large-cap risk, trading risk, and turnover risk that can increase fund expenses and may decrease fund performance. Brokerage and transactions costs incurred by the fund will reduce returns.

ETPs such as Exchange Trade Notes (ETN's) which are debt securities issued and underwritten by a financial institution or an asset manager, Exchange Traded Vehicles (ETV's) which invest in commodities or currencies, and Exchange Traded Funds (ETF's) which are investment funds traded on stock exchanges, much like stocks or equities. An ETF holds assets such as stocks, commodities, or bonds and trades at approximately the same price as the net asset value of its underlying assets over the course of the trading day. Most ETFs track an index, such as the S&P 500. However, some ETFs are fully transparent actively managed funds. Market risk is, perhaps, the most significant risk associated with ETFs. This risk is defined by the day to day fluctuations associated with any exchange traded security, where fluctuations occur in part based on the perception of investors.



Individual equity securities (also known simply as “equities” or “stock”) are assessed for risk in numerous ways. Price fluctuations and market risk are the most significant risk concerns. As such, the value of your investment can increase or decrease over time. Furthermore, you should understand that stock prices can be affected by many factors including, but not limited to, the overall health of the economy, the health of the market sector or industry of the issuing company, and national and political events. When investing in stock, it is important to focus on the average returns achieved over a given period of time, across a well-diversified portfolio.

Individual debt securities (or “bonds”) are typically safer investments than equity securities, but their risk can also vary widely based on: the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be “called” prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of return.

Primarily we invest with a focus on Long Term Purchases, where securities are purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year. Sometimes we will employ a Short Term Purchase strategy where securities are purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities’ short term price fluctuations. Short-term trading (in general, selling securities within 30 days of purchasing the same securities) is not a fundamental part of our overall investment strategy.

In limited situations we may utilize put and call option strategies in order to mitigate market risk when suitable and appropriate for an individual client’s portfolio.

### ***Methods of Analysis***

We may use one or more of the following methods of analysis when formulating investment advice:

Top-Down Global Macro-Economic Analysis involves a big-picture analysis of the prevailing economic, demographic and social trends followed by a more focused analysis at the country level, then the industry level and ultimately the specific security level.

Mutual Fund/Exchange Traded Fund Analysis involves qualitative analysis looking at factors such as the background and experience of the fund manager and/or the fund company (style, consistency, risk-adjusted performance, management expenses, average daily trading volume, etc.)

Technical analysis involves the analysis of past market data, primarily price and volume. This strategy attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows perceptible patterns, which if identified, allow a prediction to be made. The risk is that markets do not always follow patterns. Relying solely on this method may not work over the long term.

Quantitative analysis involves the use of mathematical and statistical modeling, measurement and research. Examples of quantitative analysis include calculations of financial ratios, earnings per share, discounted cash flow, and option pricing.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages. This type of analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

### ***Investment Risk of Loss***

As indicated in the descriptions above, investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate Clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Except as may otherwise be provided by law, we are not liable to Clients for:

- Any loss that a Client may suffer by reason of any investment decision made or other action taken or omitted in good faith by us with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use;
- Any loss arising from our adherence to a Client's instructions, or the disregard of our recommendations made to a Client; or
- Any act or failure to act by a custodian or other third party to a Client's account.

It is the responsibility of the Client to give us complete information and to notify us of any changes in financial circumstances or goals.

### **Item 9 – Disciplinary Information**

On September 6, 2012, CSP principal and owner, Chris Hicks, along with two investment advisor firms also owned by Mr. Hicks, reached a consent settlement with the SEC. The consent and settlement involved disclosure, and proxy voting violations related to the operations of those firms. Without admitting or denying any of the SEC's findings, pursuant to a SEC Order and Offer of Settlement, Mr. Hicks, agreed to pay a fine of \$50,000 in his capacity as owner of those related entities. CSP welcomes any inquiries regarding this matter.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### **Affiliated Entities:**

CSP is affiliated through common ownership and control with The H Group, Inc. (“THG”), The H Group Washington, Inc. (“THGWA”), MGM, LLC (“MGM”), FocusPoint Solutions, Inc. (“FPS”), and Distribution Consultants (“DC”). THG, THGWA, MGM, FPS, DC and CSP are all under common control of Christopher K. Hicks who is considered a control person of each firm because he holds more than 25% ownership interest in each firm.

THG, THGWA, MGM, FPS, and DC are investment advisors registered with the Securities and Exchange Commission. THG, THGWA and MGM offer a wide range of financial planning and investment advisory services through numerous Advisory Affiliates to the firm. DC is an investment advisor to a collective investment fund, and acts as a non-discretionary sub-advisor and investment research provider to independent investment advisor firms.

FPS also provides turnkey asset management, back office, and administrative services to both affiliated and non-affiliated registered investment advisory firms, including CSP.

These services may include, but are not limited to the following:

- research,
- due diligence,
- reporting,
- portfolio analysis,
- investment execution services, and
- back-office administration.

For certain RIA Firm clients, FPS also provides non-discretionary sub-advisory services, including investment recommendations.

FPS generally does not have any direct contact with our Clients. FPS provides services directly to us and we are solely responsible for Client accounts. Upon entering into an agreement for advisory services with us, Clients authorize us to use FPS to service their account, including billing and the deduction of fees. Clients agree to allow us to share non-public, personal information with FPS for the purpose of administering and managing Client’s account. We require FPS to execute a confidentiality agreement and not share Client information with any unauthorized person or entity. The use of FPS will not cause Clients to incur any additional fees. We pay FPS for services out of the Wealth Management Retainer fee charged to Clients. Our fee schedule is disclosed under Item 5 above.

The use of an affiliated service provider such as FPS creates a conflict of interest because we have an incentive to hire FPS over other unrelated third party service providers. In order to

mitigate this conflict of interest, we conduct regular assessments to evaluate the continued use of all third party service providers, whether or not affiliated.

**Outside Business Activities of Advisory Affiliates:**

As disclosed in Item 5, above, Advisory Affiliates of CSP may also be independently licensed as insurance agents with other agencies. The conflicts of interest associated with these arrangements and how these conflicts are addressed are described in Item 5. See also Form ADV Part 2B for Christopher P. Covato. Specifically, Mr. Covato is also a Captain and Simulator Check Airman for Atlas Air Inc.

**Solicitor Relationships**

We may enter into Solicitor arrangement with individuals or other registered investment advisors. Solicitor arrangements and requirements are more fully described in Item 14 (“Client Referrals and Other Compensation”), below. We do not believe this arrangement creates any conflicts of interest with any of our Clients.

**Other Investment Managers:**

On occasion, we may recommend and engage unaffiliated Third Party Asset Managers (TPAM) or sub-advisors who provide customized investment portfolio management services. These services may include the construction of investment portfolios, execution of securities purchase and sale transactions, and portfolio administration, including tracking of and reporting on portfolio performance and investment results.

We are authorized by our Clients to share non-public, personal information with TPAMs or sub-advisors for the purpose of managing their portfolios. However we require any TPAM or sub-advisor to execute a confidentiality agreement and not share non-public personal information with any unauthorized person or entity.

Clients are generally required to enter into a separate advisory agreement with any TPAM or sub-advisor. The use of TPAMs or sub-advisors may cause Clients to incur additional fees. If applicable, any additional fees will be fully disclosed to Clients in a separate agreement with the TPAM or sub-advisor.

**Item 11 – Code of Ethics, Participation or Interest in *Client* Transaction & Personal Trading**

We have a Code of Ethics which all employees are required to follow. The Code of Ethics outlines our high standard of business conduct, and fiduciary duty to Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, personal securities trading procedures, improper use of Firm property, and diversion of investment and business opportunities, among other things. A copy of the code of ethics is available to any Client or prospective Client upon request by contacting us at (239) 330-1375. Brochures are provided free of charge.

We or individuals associated with our firm may buy and sell some of the same securities for their own account that we buy and sell for Clients. When appropriate we will purchase or sell securities for Clients before purchasing the same for our account or allowing representatives to purchase or sell the same for their own account. However, we do allow the accounts of employees to be included in block trading alongside the accounts of Clients. In some cases we or our representatives may buy or sell securities for our own account for reasons not related to the strategies adopted for our Clients. Our employees are required to follow the Code of Ethics when making trades for their own accounts in securities which are recommended to and/or purchased for Clients. The Code of Ethics is designed to assure that the personal securities transactions will not interfere with decisions made in the best interest of advisory Clients while at the same time, allowing employees to invest their own accounts.

In the event a material conflict of interest not already discussed in this document should arise, we will disclose to our advisory Clients any material conflict of interest relating to us, our representatives, or any of our employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

As any advisory situation could present a conflict of interest, we have established the following restrictions to ensure our fiduciary responsibilities:

- A director, officer, associated person, or employee of CSP shall not buy or sell securities for his personal portfolio where his decision is substantially derived, in whole or in part, by reason of his employment unless the information is also available to the investing public on reasonable inquiry. No person of CSP shall prefer his or her own interest to that of the advisory Client.
- We maintain a list of all securities holdings for the firm and for anyone associated with its advisory practice who has access to advisory recommendations. An appropriate officer reviews these holdings on a regular basis.
- Any individual not in observance of the above may be subject to discipline up to and including termination.

### **Item 12 – Brokerage Practices**

Our Clients' assets are held by independent third-party qualified custodians. We do recommend certain custodians to Clients, however, Clients are not obligated to use any particular custodian recommended by us. We reserve the right to decline acceptance of any Client account for which the Client directs the use of a particular custodian if we believe that this choice would hinder either our fiduciary duty to the Client or our ability to service the account.

In recommending custodians, we will comply with its fiduciary duty to seek best execution and with the Securities Exchange Act of 1934. We will take into account such relevant factors as:

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- Price;
- The custodian's facilities, reliability and financial responsibility;
- The ability of the custodian to effect transactions, particularly with regard to such aspects as timing, order size and execution of order;
- The research and related brokerage services provided by such custodian to us, notwithstanding that the account may not be the direct or exclusive beneficiary of such services; and
- Any other factors that we consider to be relevant.

Due to our relationship with FPS and the aggregation of Client accounts with custodians, we do receive investment research products and/or services which assist us in our investment decision-making process. Such research generally will be used to service all Client accounts. The receipt of investment research products and/or services poses a conflict of interest because we do not have to produce or pay for the products or services.

Indirectly and through our relationship with FPS, CSP receives, without cost to us, computer software and related systems support, which allow us to better monitor accounts. We receive software and related support without cost because our Clients maintain assets with these custodians. The software and related systems support benefits us, but may not benefit the Clients directly. Our receipt of these types of benefits from a custodian creates a conflict of interest since these benefits may influence our recommendation of one custodian over another that does not furnish similar software, systems support, or services. Additionally, we receive: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively service the custodians' respective institutional division participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to accounts; and access to an electronic communication network for order entry and account information.

Many of the above benefits are generally considered to be "soft dollar" arrangements. As a result of receiving such products and services for no cost, we have an incentive to recommend to Clients custodians that offer soft dollar arrangements. However, these types of arrangements are similar and common to the custodial relationships of other registered investment advisory firms in the industry. We periodically evaluate custodians to determine whether the benefits we receive are reasonable in relation to the value of services provided to our Clients.

Due to our affiliation with FPS we have an incentive to recommend Fidelity as a custodian for Client accounts. FPS has entered into a support services agreement with Fidelity Brokerage Services LLC and National Financial Services LLC (together referred to as "Fidelity"). Under this agreement, Fidelity pays FPS a support fee based on a portion of Client assets in the custody of Fidelity. However, FPS and Fidelity have agreed that no support fee payments will be made with respect to investments in transaction fee funds and Fidelity sponsored funds. Under this arrangement, FPS provides numerous and substantial services to RIA firms like CSP that would

normally be provided by the custodian (for example, back office, administrative and clerical services). While this arrangement results in cost savings for the custodian and increased costs for FPS, the receipt of this additional compensation may create an incentive for CSP to recommend funds available through the Fidelity platform for which (i) Fidelity is not a sponsor or manager, and (ii) transaction fees are not imposed (together, “NTF Funds”). It would not be unusual for the majority of investments made through the Fidelity platform to be in NTF Funds, for which FPS would receive support fees. Because FPS generally pays custodial trading costs for the trades recommended by us there may also be an incentive to make fewer trading recommendations in ordinary transaction fee funds in order to control trading expenses. These conflicts of interest may influence our recommendation of one custodian over another that does not furnish similar benefits. However, these conflicts are mitigated by our fiduciary duty to put our Clients’ interests first. We review what types of funds are available for use in Client portfolio allocations and seek those that are the most suitable, appropriate and in the Client’s best interest.

We may aggregate trades for Clients. The allocations of a particular security will be determined by us before the trade is placed with the broker. When practical, Client trades in the same security will be bunched in a single order (a “block”) in an effort to obtain best execution at the best security price available. When employing a block trade:

- We will make reasonable efforts to attempt to fill Client orders by day-end.
- If the block order is not filled by day-end, we will allocate shares executed to underlying accounts on a pro rata basis, adjusted as necessary to keep Client transaction costs to a minimum.
- If a block order is filled (full or partial fill) at several prices through multiple trades, an average price and commission will be used for all trades executed;
- All participants receiving securities from the block trade will receive the average price.
- Multiple blocks may be executed within a single day. However, only trades executed within the block on the single day may be combined for purposes of calculating the average price.

It is expected that this trade aggregation and allocation policy will be applied consistently. However, if application of this policy results in unfair or inequitable treatment to some or all of our Clients, we may deviate from this policy.

Finally, it is our policy to minimize the occurrence of trade errors. Should any trade errors which are attributable to CSP occur, we shall take any steps necessary to put the Client in the position it should have been as if the trade error never occurred. In the event we determine that a bona fide trade error has occurred which is attributable to CSP, we will correct the trade error using funds from our error account. Depending on the internal trade error policies and procedures of the particular custodian, our error account may be debited if the correction results in a loss. Likewise, our error account may be credited if the correction results in a gain. This situation

creates a conflict of interest as CSP has an incentive to recommend particular custodians over others that may not have a similar policy.

### **Item 13 – Review of Accounts**

We hold quarterly meetings with Advisory Affiliates, or more frequently if required, where strategic changes to portfolio are discussed. While the underlying securities within accounts are continually monitored, Client accounts are formally reviewed at least annually. Accounts are reviewed in the context of each Client's stated investment objectives and guidelines.

We have a number of Advisory Affiliates who are assigned as the primary representative to a particular Client's account. The Advisory Affiliate assigned to a particular Client's account will be responsible for the periodic reviews to that account. Clients will be provided the Supplemental Brochure (Form ADV Part 2B) of any Advisory Affiliate providing advice related to their account.

More frequent reviews may be triggered by a number of reasons including: a change in Client's investment objectives; tax considerations; large deposits or withdrawals; large sales or purchases; or changes in the economic climate.

Investment advisory Clients receive standard account statements from the custodian of their accounts generally on a monthly basis, but in any event, no less than quarterly. Advisor Affiliates may also provide Clients with periodic written reports summarizing the account activity and performance. Along with these reports, we discuss the asset allocation of the portfolio compared to the portfolio target allocations.

Financial Planning Clients will typically receive a completed written financial plan unless otherwise agreed at the start of the engagement. However additional review or reports will not typically be provided unless otherwise provided for under the terms of the engagement. Consulting Services Clients will not typically receive reports or formal reviews due to the nature of the service.

### **Item 14 – Client Referrals and Other Compensation**

As disclosed under Item 12 (above), we (or our Affiliates) may receive "soft dollars" from certain custodians. Further, FPS has also entered into a Custodial Support Services Agreement with Fidelity. The conflicts of interest these types of arrangements present and how we deal with these conflicts are described in detail under Item 12, above.

As disclosed under Items 5 and 10 above, representatives of CSP may also be licensed to sell insurance. The conflicts of interest these arrangements present and how we deal with these conflicts are described in detail under Item 5, above.



### **Solicitor Relationships**

We may pay a fee to individuals or entities which refer Clients to our firm. These persons are commonly called “Solicitors.” Any arrangements we may have with a Solicitor will be in compliance with SEC Rule 206(4)-3 under the Investment Advisers Act of 1940 (the “Act”).

Any Solicitor referral arrangement between us and a third-party will be in writing. The writing will set forth the following:

- (a) the scope of the Solicitor’s activities;
- (b) a covenant that the Solicitor will perform its activities consistent with our instructions and in compliance with the Act and associated rules; and
- (c) a covenant that the Solicitor will provide the Client with:
  - a copy of our Form ADV Part 2 and
  - a separate written solicitor disclosure.

The separate written Solicitor disclosure must include the following information:

- The name of the Solicitor;
- The nature of the relationship between the Solicitor and us;
- A statement that the Solicitor will be compensated by us for the referral;
- The terms of the compensation arrangement including a description of the fees paid or to be paid to the Solicitor; and
- The amount the Client will be charged in addition to the Wealth Management Retainer fee (if any).

We may pay a portion of ongoing Wealth Management Retainer fees charged to a Client so as long as the payments are consistent with the written Solicitor disclosures provided to the Client (and in accordance with the requirements of SEC Rule 206(4)-3).

We will not engage any Solicitors who are disqualified from acting as a Solicitor under Section 203 of the Act. For example, we will not pay a Solicitor a referral fee to any person who has been barred or prohibited from acting as an investment adviser or broker-dealer, or convicted within the past ten years of certain felonies or misdemeanors.

### **Item 15 – Custody**

We have the ability to debit fees, and we may have the ability to disburse or transfer certain client funds pursuant to Standing Letters of Authorization executed by Clients. We do not otherwise have custody of the assets in the account.

We shall have no liability to a Client for any loss or other harm to any property in the account, including any harm to any property in the account resulting from the insolvency of the custodian or any acts of the agents or employees of the custodian and whether or not the full amount or such loss is covered by the Securities Investor Protection Corporation (“SIPC”) or any other

insurance which may be carried by the custodian. The Client understands that SIPC provides only limited protection for the loss of property held by a custodian.

Clients receive standard account statements from the custodian of their accounts generally on a monthly basis, but in any event, no less than quarterly. Our Advisory Affiliate's may also provide Clients with periodic written reports summarizing the account activity and performance. We urge all Clients to carefully review statements from the custodian and compare these to any reports that we may provide to you. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

### **Item 16 – Investment Discretion**

Generally, Clients grant us and our Advisory Affiliates ongoing and continuous discretionary authority to execute investment recommendations in accordance with an agreed upon investment strategy or plan without the Client's prior approval of each specific transaction. Under discretionary authority, Client allows us to purchase and sell securities and instruments in their account(s), arrange for delivery and payment in connection with the foregoing, select and retain sub-advisors, and act on behalf of the Client in matters necessary or incidental to the handling of the account, including monitoring certain assets. The only restrictions on this discretionary authority are those set by the Client on a case by case basis.

In limited circumstances, an Advisory Affiliate will not have discretionary authority to determine or make changes to a Client's stated investment strategy without the Client's prior approval. However CSP will still have complete discretion to implement its trading strategies to update the portfolio allocation within that stated investment strategy, without the Client's prior approval. In this type of situation, CSP will require authorization from the Client before making any changes to a Client's investment strategy.

CSP will act in accordance with any agreed upon investment strategy, regardless of whether authority is discretionary or non-discretionary. Further, we make it a practice to question Clients to determine if there are any limitations to our authority on such matters.

### **Item 17 – Voting Client Securities**

We do not have authority to vote and therefore do not vote Client securities. Additionally, we do not provide advice to Clients on how the Client should vote. Clients will receive proxies and other solicitations directly from the custodian or transfer agent. If any proxy materials are received on behalf of a Client, they will be sent directly to the Client who remains responsible to vote the proxy.

### **Item 18 – Financial Information**

We do not require Wealth Management Retainer fees to be paid in advance. A portion of hourly rate or fixed fee projects are generally required to be paid in advance, however under no

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circumstances will we retain more than \$1,200.00, more than six months in advance from any Client.

We do have discretionary authority over Client funds or securities, but we have no financial commitments that would impair our ability to meet contractual and fiduciary commitments to Clients.

Neither CSP, nor any of the principals, or Christopher P. Covato (Covato Capital Management) have been the subject of a bankruptcy petition at any time in the past. We have no financial conditions that would impair our ability to meet contractual commitments to our Clients.

**Exhibit A – Summary of Material Changes**

This Item discusses only specific material changes that have been made to our Brochure since our initial filing on October 10, 2018. Since that date, we have made no material changes to this Brochure.

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary and will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting us at (239) 330-1375. Our Brochure is provided free of charge.