

Comprehensive Financial Management

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Firm Disclosure Brochure

(Form ADV Part 2A)

March 31, 2019

This brochure provides information about the qualifications and business practices of Comprehensive Financial Management. If you have any questions about the contents of this brochure, please contact Nicholas R. Brown at (408) 358-3316. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. Registration with the SEC or notice filing with any state securities authority does not imply a certain level of skill or training. CFM’s SEC number is 801-73689.

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

Item 2. Summary of Material Changes

There has been one material change since the version dated March 31, 2018. Nicholas R. Brown is CFM's Chief Compliance Officer as of the filing of CFM's ADV in March 2019. Timothy R. Sarhatt assumes the role of substitute CCO. Lesser changes include

- Updates to numbers of clients and employees, including a revised breakdown of existing client accounts
- Updates to assets under management
- Phrasing and grammar throughout the document

Item 3. Table of Contents

Item Number	Item	Page
1.	Cover Page	1
2.	Material Changes	2
3.	Table of Contents	3
4.	Advisory Business	4
5.	Fees and Compensation	5
6.	Performance-Based Fees and Side-by-Side Management	6
7.	Types of Clients	6
8.	Methods of Analysis, Investment Strategies and Types of Investments, and Risk of Loss	6
9.	Disciplinary Information	9
10.	Other Financial Industry Activities and Affiliations	9
11.	Code of Ethics, Participation or Interest in Transactions and Personal Trading	10
12.	Brokerage Practices	11
13.	Review of Accounts	11
14.	Client Referrals and Other Compensation	11
15.	Custody	11
16.	Investment Discretion	12
17.	Voting Client Securities	12
18.	Financial Information	12

Item 4. Advisory Business

Comprehensive Financial Management (“CFM”) is a California limited liability company. CFM operates a multi-family office and investment advisory firm with headquarters located in Los Gatos, CA. CFM was started in August, 1986 and began offering its current services in 1996. The firm is managed by three partners - Michael G. Mohr, who founded CFM; Gregory R. Hardester, who joined the firm in 1996; and Jeffrey R. Alvord, who joined the firm in 2007. CFM is wholly owned by its executives.

CFM views every client relationship as a long-term relationship and partnership. We seek the client’s input and we welcome feedback on how to serve our clients better. We tailor investment strategies to fit the short-term and long-term goals and needs of our clients.

CFM customizes and personalizes our broad range of services to provide each client with the best service possible. In addition to investment advisory services, CFM also provides the following services to our clients:

- Tax management, analysis, and consulting
- Estate planning and generational wealth transfer strategies
- Lifestyle asset acquisition and management
- Governance consulting
- Financial audit assistance
- Accounting, bill pay, and audit management
- Philanthropic management and consulting
- Risk management consulting

CFM Investment Advisory and Investment Management

CFM’s investment advisory and planning services are designed to be part of a collaborative process that results in an integrated approach to meeting each client’s short-term and long-term goals and targets. Each client’s engagement manager and CFM staff members design and implement, with client participation, investment strategies that will deliver the financial means to achieve the client’s goals, targets, and aspirations.

CFM generally utilizes the following process to design a custom set of investments and services for each client:

- Identify and prioritize client goals and objectives: CFM tailors each client’s investment portfolio based on a detailed understanding of the client’s goals, targets, and preferences. Goals include financial security, support of family members, wealth transfer across generations, business responsibilities, and charitable and philanthropic goals.
- Gather and analyze relevant information: CFM uses data provided by the client on its existing investment portfolio and financial obligations to construct customized return requirements, risk tolerance, and liquidity needs. CFM may work with third-party service providers (legal, accounting, and other advisers) to obtain relevant information and coordinate strategies and actions.

- Propose recommendations: CFM prepares a plan for the client, or in some cases, the giftor, to review. Strategies and plans are revised until the plan satisfies the client/giftor or the engagement manager.
- Plan Implementation: After the client/giftor approves the plan, CFM begins the implementation process, drawing on existing investments and external manager relationships as appropriate.
- Monitoring progress: CFM reviews goals and targets at least annually to ensure progress and continued alignment with client objectives. Clients can review their goals with CFM at any time.

In some cases in which a trust or other entity type is created for a client by another family member, the investment plan is driven by the terms of the gift and the nature of the entity.

As of December 31, 2018, CFM managed \$14.2 billion in total assets on a solely discretionary basis.

Item 5. Fees and Compensation

Hourly work-based fees

CFM bills its investment clients on an hours-worked basis. The firm has specific arrangements in place with each client, the fees are determined by the client and the engagement manager, and are documented. Employees' time is billed to clients monthly based on the number of hours each employee dedicated to each client's investments. Employees' hourly rates vary based on salary level, seniority, and responsibility. Engagement managers review draft billings for clients monthly or quarterly before bills are sent out. In addition to fees paid directly to CFM, clients also pay, indirectly, investment management fees and incentive fees to any third party managers that manage a portion of their accounts, and to managers of the hedge funds, private equity/venture capital funds and other investment vehicles in which their accounts are invested. CFM believes that its fees are competitive with fees charged by other investment advisers for comparable services. Comparable services may be available, however, from other sources for lower fees.

Performance-based fees

In addition to hourly fees, some clients are also charged for investment services based on the performance of their investments. The client and CFM agree on the performance fee, if any, to be paid, the assets to be included in the fee structure, and other relevant terms such as high water marks and hurdle rates by which performance fees are calculated and paid. CFM may charge performance fees on client assets invested in accounts and funds managed by outside managers that also charge fees. CFM complies with Rule 205-3 under the Investment Advisers Act of 1940, to the extent required by applicable law. Performance fees may create an incentive for CFM to make more risky and speculative investments than it would otherwise make.

Item 6. Performance-Based Fees and Side-by-Side Management

Some clients, but not all, are charged performance-based fees in addition to hourly fees. A performance-based fee is a way of compensating an investment adviser with a share of the gains or appreciation of the assets under management. CFM does not have a fixed performance fee schedule and the terms and conditions are customized for each relationship. The structure is negotiated with each client separately; not all clients are charged a performance fee. Performance-based fees are charged by CFM; employees of CFM do not have separate compensation agreements with CFM clients.

In the allocation of investment opportunities, performance-based fee arrangements may also create (i) an incentive for CFM to favor clients with performance fee arrangements over clients that are not charged, or from which CFM will not receive a performance fee (e.g., because CFM has not met the relevant performance threshold, if one exists), and (ii) an incentive to favor accounts from which it will receive a greater performance fee over accounts from which it will receive a lesser performance fee. CFM has adopted an investment allocation policy and procedures (which are part of CFM's Compliance Manual) designed to ensure that all clients are treated fairly and equally and to prevent this form of conflict from influencing the allocation of investment opportunities among clients. In accordance with the allocation procedures, CFM and its personnel will endeavor to treat clients in a fair and equitable manner.

Item 7. Types of Clients

CFM manages investments for high-net-worth individuals and families. Within some client relationships CFM manages assets for a variety of entities, including

- Personal accounts in the client's name
- Living trusts, income trusts, charitable remainder trusts, and other trusts
- Limited liability companies and other partnership and corporate structures
- Foundations and other nonprofit organizations

Item 8. Methods of Analysis, Investment Strategies and Types of Investments, and Risk of Loss

Methods of financial analysis

CFM constructs custom investment programs specifically designed for each client. The firm considers the type of client (individual, nonprofit, etc.), the client's return requirements and risk tolerances, the timing and size of liquidity needs, the tax status, and the overall life situation of the client. CFM uses a combination of computer programs, internal models, scenario-based analyses, and qualitative discussions and analyses to create a portfolio management structure for each client.

Investment strategies and types of investments

The investment strategies that result from the analysis of client and market data generally fall into capital preservation, capital growth, current income generation, or a balance among the three. Asset allocations can include domestic and international assets and include equity, bond and fixed income, real estate, and alternative investment holdings while maintaining appropriate levels of liquidity to meet expected spending needs. Vehicles include (but are not limited to) individual stocks and bonds, mutual funds and ETFs, real estate investment trusts (REITs), master limited partnerships (MLPs), hedge funds, and private equity and private credit funds. CFM employs external managers and also manages securities portfolios in-house. CFM builds highly customized portfolios that match a client's return requirements, risk profile, and liquidity needs. CFM will also recommend strategies that tie into estate planning and intergenerational transfer of assets.

Sources of information

Clients provide some of the information used to construct the financial plan:

- Financial goals, both short-term and long-term
- Existing assets and liabilities
- Current and expected sources of income
- Risk tolerance
- Future projects and other possible uses of capital

CFM also uses market, economic, and investment data such as

- Past and expected future asset class returns for stocks, bonds, and other assets
- Current and expected interest rates
- Current and expected inflation rates
- Current and expected tax regulations and tax rates
- Analysis and commentary from internal and external sources

Investment Risk Factors

Investing in securities and other assets involves a potential risk of loss due to various market, economic, political, regulatory, business, currency, counterparty and other risks that clients should be prepared to bear. CFM does not guarantee the future performance of any client account, investment decision or strategy. Future results may vary substantially from past performance and no investment strategy can guarantee profit or protection from loss. Returns on investments can be volatile and a client may lose all or a portion of their investment.

Equity and equity-related investments are volatile and will increase or decrease in value based upon issuer, economic, market and other factors. Small capitalization stocks generally involve higher risks in some respects than do investments in stocks of larger companies and may be more volatile. The securities of non-U.S. issuers also involve a high degree of risk because of, among other factors, the relative lack of public information with respect to such issuers, less governmental regulation of stock exchanges and

issuers of securities traded on such exchanges, and the absence of uniform accounting, auditing and financial reporting standards. The non-U.S. domicile of such issuers and currency fluctuations may also be factors in the assessment of financial risk to a client. Foreign securities markets are often less liquid than U.S. securities markets, which may make the disposition of non-U.S. securities more difficult. Emerging markets can be subject to greater social, economic, regulatory and political uncertainties and can be extremely volatile.

Investments in fixed income and credit securities are subject to credit, liquidity, prepayment and interest rate risks, any of which may adversely impact the price of the security and result in a loss. The municipal market is volatile and can be significantly affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.

Alternative investments, such as hedge funds and private equity/venture capital funds, are generally less liquid than other asset classes and can involve a high degree of risk. Alternative investments generally have high fees (including both management and performance based fees) and expenses that partially offset returns. Alternative investments are generally subject to less regulation than publicly traded investments. Secondary markets for alternative investments are limited and there may be significant restrictions or limitations on withdrawing from or transferring these types of investments. An account may invest in restricted securities that are subject to long holding periods, or that are not traded in public markets. These securities are difficult or impossible to sell at prices comparable to the market prices of similar publicly-traded securities and may never become publicly traded. Private equity and venture capital funds generally require an investor to make and fund a commitment over several years. Some private funds reinvest substantially all income and gain rather than distribute income and gains when realized. Therefore, an investor may have taxable income from a fund without a cash distribution to pay the related taxes.

The use of third party managers in investment programs involves additional risks. The success of the third party manager depends on the capabilities of its investment management personnel and infrastructure, all of which may be adversely impacted by the departure of key employees and other events. The future results of the third party manager may differ significantly from the third party manager's past performance. CFM or a third party manager may not be able to obtain complete or accurate information about an investment and may misinterpret the information that it does receive. While CFM employs reasonable diligence in evaluating and monitoring third party managers, no amount of diligence can eliminate the possibility that a third party manager may provide misleading, incomplete or false information or representations, or engage in improper or fraudulent conduct, including unauthorized changes in investment strategy, insider trading, misappropriation of assets and unsupportable valuations of portfolio securities. CFM or a third party manager also may receive material, non-public information about an issuer that prevents it from trading securities of that issuer for a client when the client could make a profit or avoid losses. CFM may charge performance fees on client assets invested in accounts and funds managed by outside managers that also charge fees.

Third party managers and funds may use leverage by borrowing on margin, selling securities short and trading futures, other commodity interests and derivatives, which increases volatility and risk of loss. These instruments can be difficult to value. An incorrect valuation could result in losses. Such managers

and funds may also sell covered and uncovered options on securities. The sale of uncovered options could result in unlimited losses.

CFM and third party managers may engage in hedging, which may reduce profits, increase expenses and cause losses. Price movement in a hedging instrument and the security hedged do not always correlate, resulting in losses on both the hedged security and the hedging instrument. CFM and third party managers are not obligated to hedge a client's or a fund's portfolio positions, and frequently may not do so. Also, third party managers and funds may sell securities short, resulting in a theoretically unlimited risk of loss if the prices of the securities sold short increase.

CFM's internally managed investment strategies (and some third party manager strategies) might hold a relatively concentrated portfolio of securities in comparison to their respective benchmarks and broader market indices. In addition, these strategies may be impacted (positively or negatively) by the performance of one or more positions in the portfolio or the sectors in which the strategies focus their investments.

Changes in economic conditions can adversely affect investment performance. At times, economic conditions in the U.S. and elsewhere have deteriorated significantly, resulting in volatile securities markets and large investment losses. Government actions responding to these conditions could lead to inflation and other negative consequences to investors.

Counterparties such as brokers, dealers, futures commission merchants, custodians and administrators with which managers and funds do business may default on their obligations. For example, a client or a fund may lose its assets on deposit with a broker if the broker, its clearing broker or an exchange clearing house becomes bankrupt.

Clients should carefully evaluate all applicable risks with any investment or investment strategy, and realize that investing in securities involves risk of loss that clients should be prepared to bear. CFM and third party managers are generally not responsible to any client for losses incurred in an account unless the conduct resulting in such loss breached the manager's fiduciary duty to the client. Investment activities of CFM and third party managers could have adverse tax consequences for clients, including liability for interest and penalties.

Item 9. Disciplinary Information

This item is not applicable because CFM has no reportable disciplinary information.

Item 10. Other Financial Industry Activities and Affiliations

CFM does not have any subsidiaries, affiliates, or related company relationships. The firm is wholly-owned by its executives. CFM does not have any arrangements with broker-dealers, distributors, placement agents, or other advisors.

CFM selects third party managers to manage client capital. Neither CFM nor any of its employees receive compensation from third party managers in exchange for the firm's recommendations.

Item 11. Code of Ethics, Participation or Interest in Transactions and Personal Trading

CFM has adopted policies and procedures that put restrictions in place for employees when they trade for their own accounts. These policies and the resulting restrictions are designed to minimize conflicts of interest with respect to a client. The policies are available to clients upon request.

Participation or interest in client transactions

CFM does not buy or sell securities for its own account acting as principal when a client is the counterparty to the transaction. CFM generally does not execute cross transactions between client accounts. If it enters into any principal transaction with a client account, or if it engages in cross transactions between the accounts of clients, the firm will obtain the consent of the client and/or the client's engagement manager, and the CCO.

Personal trading rules and procedures

CFM prohibits employees from owning or trading in shares of companies that our clients founded and represent significant holdings, and companies in which clients or employees have inside information. All employees are bound by this policy and new employees are presented with the policies and procedures when they join the firm. The list of restricted securities includes those issued by companies in which, during the course of their normal business affairs (including board of director positions), clients and employees might acquire inside information. The list is reviewed periodically by senior management and revised by CFM's chief compliance officer as the clients' activities change.

Excluding stocks on the prohibited list, CFM allows employees to own stocks and other investments that are held in client portfolios. Permissible employee holdings include stocks, bonds, mutual funds, ETFs, and other securities that CFM clients hold directly as well as issues that third party managers purchase for client accounts.

Insider trading policy

CFM employees may come into possession of material nonpublic information during the normal course of business. CFM employees are bound by United States laws and legal restrictions on communicating and acting on inside information that might be of benefit to themselves or CFM clients.

Item 12. Brokerage Practices

CFM does not act as a broker or agent by effecting public securities transactions directly. The firm determines the broker or dealer to be used to trade securities for our clients based on cost and on trading skill and execution. CFM does not receive client referrals, compensation, research, or other products or services other than execution in return for directing client securities transactions. We do not request clients to direct their execution to specific third parties.

CFM typically does not manage assets through aggregated or multi-client-owned entities but will create entities for multiple clients within the same family. CFM directs transactions for each client or client entity individually.

Item 13. Review of Accounts

All accounts are reviewed periodically to verify that

- asset allocations are within stated policy limits or reasonable ranges and any exceptions are understood and justified
- manager performance is consistent with stated strategy, market performance, and acceptable risk levels
- cash levels are adequate to meet near-term spending needs

All accounts are reviewed annually to determine whether the goals and objectives have changed, and to verify that the portfolio is well-designed to achieve the goals and objectives going forward.

Clients receive portfolio reporting as frequently as they desire. Some clients choose to receive monthly reporting, while others receive reports less frequently. CFM customizes the frequency and the level of detail in client reports to the client's needs and desires. Reports are typically delivered electronically.

Item 14. Client Referrals and Other Compensation

CFM is paid according to the description above under "Fees and Compensation". CFM does not compensate its employees for referrals. There are no other arrangements under which employees are compensated for the services they, or the firm, provide to clients.

Item 15. Custody

Rule 206(4)-2 promulgated under the Advisers Act (the "Custody Rule") (and certain related rules and regulations under the Advisers Act) imposes certain obligations on registered investment advisers that have custody or possession of any funds or securities if the adviser directly or indirectly holds client funds or securities or has the authority to obtain possession of them.

CFM is required to maintain the funds and securities (except for securities that meet the privately offered securities exemption in the Custody Rule) over which they have custody with a “qualified custodian”. Qualified custodians include banks, brokers, futures commission merchants and certain foreign financial institutions.

Rule 206(4)-2 imposes on advisers with custody of clients’ funds or securities certain requirements concerning reports to such clients and surprise examinations relating to such clients’ funds or securities. CFM maintains custody of client assets in accordance with the Custody Rule.

Item 16. Investment Discretion

CFM designs investment plans with varying levels of input from clients. In most cases, a client (or giftor) participates in the initial design of their plan and approves their plan prior to the investment of capital. In other cases, CFM creates an investment plan that fits a client’s life situation and risk tolerance based on inputs from the client and/or the giftor of assets to the client. After the investment plan is finalized, the client (in some cases, the giftor) determines how much investment discretion CFM exercises. In some cases, CFM has complete discretion to operate within agreed-upon policies. In other cases, clients participate in the approval process for individual investments.

Item 17. Voting Client Securities

Clients can vote the proxies for the shares that they hold, or CFM may vote the proxies on behalf of clients. When CFM votes proxies, it does so pursuant to CFM’s proxy voting policy in accordance with Rule 206(4)-6 under the Investment Advisers Act of 1940, which takes client policies, preferences, and wishes into account in determining how to vote each such proxy. CFM votes proxies for founders’ stock and other large, direct client holdings after seeking client guidance and direction. In other cases CFM relies on its understanding of the client to determine if and how the shares should be voted. CFM generally assigns authority over proxy voting to separate account managers in the management contract or investment policy statement. CFM generally does not vote proxies for mutual funds or ETFs. CFM will provide information to clients about how securities have been voted, and a copy of the Proxy Voting Policies and Procedures, upon request.

Item 18. Financial Information

CFM does not require the prepayment of fees by our clients.

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

CFM has not been the subject of a bankruptcy petition at any time during the past ten years.

CFM does have custody of client assets. Please review carefully your account statements from qualified custodians and compare them with the statements that you receive from CFM.