



1805 Rio Grande Boulevard NW, Suite 1

Albuquerque, NM 87104

505-224-9100

[www.ulrichcg.com](http://www.ulrichcg.com)

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Part 2A Brochure

This brochure provides information about the qualifications and business practices of Ulrich Investment Consultants ("UIC"). If you have any questions about the contents of this brochure, please contact Rebecca A. Crowder at (505) 224-9100. 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. Ulrich Investment Consultants is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about Ulrich Investment Consultants is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Ulrich Investment Consultants' CRD number is 159499.

## ITEM 2 – MATERIAL CHANGES

### Summary of Material Changes

This section of the Brochure will address only those “material changes” that have been incorporated since our last delivery or posting of this document on the SEC’s public disclosure website (IAPD) [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

This Item discusses only the material changes that have occurred since UIC’s last annual update, dated March 26, 2021. UIC does not have any material changes to disclose.

If you would like another copy of this Brochure, please download it from the SEC Website as indicated above or you may contact Rebecca A. Crowder at (505) 224-9100 or [beckyc@ulrichcg.com](mailto:beckyc@ulrichcg.com). We encourage you to read this document in its entirety.

### ITEM 3 – TABLE OF CONTENTS

ITEM 2 – MATERIAL CHANGES .....	2
ITEM 3 – TABLE OF CONTENTS .....	3
ITEM 4 – ADVISORY BUSINESS .....	4
ITEM 5 - FEES AND COMPENSATION .....	9
ITEM 6 - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT .....	14
ITEM 7 - TYPES OF CLIENTS .....	14
ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....	15
ITEM 9 - DISCIPLINARY INFORMATION .....	19
ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....	19
ITEM 11 - CODE OF ETHICS PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING .....	20
ITEM 12 - BROKERAGE PRACTICES .....	21
ITEM 13 - REVIEW OF ACCOUNTS .....	24
ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION .....	25
ITEM 15 - CUSTODY .....	25
ITEM 16 - INVESTMENT DISCRETION .....	26
ITEM 17 - VOTING YOUR SECURITIES .....	26
ITEM 18 - FINANCIAL INFORMATION .....	27

## **ITEM 4 – ADVISORY BUSINESS**

UIC provides investment management services to private clients, such as individuals, trusts and estates, as well as institutional clients, including retirement plan sponsors, charitable foundations, multi-employer benefit plans, sovereign governments, corporations and business entities. Prior to engaging UIC for investment management services, the client is required to enter into one or more written agreements with UIC setting forth the terms and conditions under which UIC renders its services (collectively, the “Agreement”).

Ulrich Consulting Group, LLC (“UCG”) was formed in April 2007 and has been principally owned by John P. Ulrich (“Ulrich”) since September 2014. UCG changed the primary name under which it conducted its investment advisory business to “Ulrich Investment Consultants” (“UIC”) in September 2017; and, in December 2020, formed Ulrich Consulting and Investment Group, LLC (“UCAIG”). In January 2021, UCAIG assumed and continued the investment advisory business of UCG, at which time UCG ceased its investment advisory activities. UCAIG now conducts investment advisory business as UIC, and is principally owned by UCG and managed by Ulrich, who also remains the principal owner of UCG. As of December 31, 2021, the firm had \$ 1,982,200,342 of assets under management, of which \$ 1,191,932,840 were managed on a discretionary basis and \$ 790,267,502 were managed on a non-discretionary basis.

This Disclosure Brochure describes the business of UIC. Certain sections will also describe the activities of Supervised Persons. Supervised Persons are any of UIC’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on UIC’s behalf and is subject to UIC’s supervision or control.

### **Investment Management and Consulting Services**

Clients can engage UIC to manage all or a portion of their assets on a discretionary or non-discretionary basis. As part of the investment management services, UIC may provide it’s clients with a broad range of comprehensive services including retirement, education, estate planning, insurance, and tax and cash flow needs of the client.

### *Institutional Clients*

In providing advisory services to institutional clients, UIC acts as a fiduciary in providing investment advice to the plan, regardless of whether management services are provided on a discretionary or non-discretionary basis. The advisory services provided to institutional clients include a comprehensive review of the client's current position, as well as refinement of the investment policy statement and asset allocation strategy. UIC will also review custody, trust, and administrative services, provide expense analyses, vendor RFP and selection, as well as investment searches across all asset classes. In addition, UIC facilitates placement of assets with managers, including negotiation of favorable terms with respect to fees and account minimums, ongoing due diligence, and performance monitoring of investment managers. In conjunction with these services, UIC provides comprehensive investment reporting with timely recommendations, ongoing supervision of the investment program, including rebalancing and necessary policy updates, as well as educational training for plan fiduciaries.

UIC's process helps establish a "best practices approach" for fiduciaries and also seeks to minimize costs for the benefit of clients. For retirement plans, UIC acknowledges co-fiduciary status and assists clients in implementing investment management procedures in accordance with the standards of ERISA and the Department of Labor. UIC identifies clients' specific custody and administration needs and help them to select the most appropriate vendors. UIC manages portfolios on both a discretionary and non-discretionary basis and clients in both structures may impose specific restrictions on securities or security types.

### *Private Clients*

UIC's advisory services assist private clients in achieving their financial goals with investment-related information and advice. UIC provides asset allocation, investment selection and monitoring, performance reporting, and coordination with complex tax and estate plans and professionals. The portfolio planning process begins with a review of necessary documents and interviews to uncover a client's financial goals and requirements. Next, a comprehensive financial model is created so that the impact of future cash flows and market volatility may be analyzed. Finally, investment guidelines are created, and a portfolio is constructed with sensitivity to tax efficiency, cost, liquidity,

and growth needs. UIC employs a proactive, “hands on” approach that focuses on a forward-looking view of the capital markets. UIC seeks to maximize returns while also reducing risk and costs. This process involves a dynamic and proactive view which seeks investment solutions that have sustainable strategies.

UIC primarily allocates clients’ investment management assets among Independent Managers (as defined below), mutual funds, and exchange-traded funds (“ETFs”). In limited cases, for certain clients, individual securities may be utilized after a thorough review of their appropriateness given the client’s needs and objectives. In addition, UIC may recommend that clients who are “accredited investors” as defined under Rule 501 of the Securities Act of 1933, as amended, invest in private placement securities, which may include debt, equity, and/or pooled investment vehicles when consistent with the clients’ investment objectives. UIC also provides advice about any type of investment held in clients’ portfolios.

UIC’s team is augmented by a strategic relationship with Callan & Associates (“Callan”), an institutional investment consulting services and research provider. Callan consults with many of the largest and most sophisticated funds in the US. Callan is one of the largest private, employee owned investment research company in the US. UIC is one of a select group of independent consulting firms nationwide with access to Callan through the Independent Adviser Group program. This relationship allows UIC to conduct thorough due-diligence and provide quality, customized solutions available ranging from research and consulting to total portfolio oversight.

UIC may render non-discretionary investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, or other products that may not be held by the client’s primary custodian. In so doing, UIC either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

UIC tailors its advisory services to the individual needs of clients. UIC consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients’ investment needs. UIC seeks to ensure that clients’ investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify UIC if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon UIC's management services. Clients may impose reasonable restrictions or mandates on the management of their account (e.g., require that a portion of their assets be invested in socially responsible funds) if, in UIC's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

### *Retirement Plan Rollovers*

A prospective or existing client leaving an employer generally has several options (or a combination of these options) regarding an existing retirement plan such as (a) keep the assets in the former employer's plan, if permitted, (b) roll over the assets to the new employer's plan, if one is available and rollovers are allowed, (c) roll over to an Individual Retirement Account ("IRA"), or (d) cash out the account value (which could, depending on the participant age, result in adverse tax consequences). If UIC recommends that a client roll over their retirement plan assets into an account to be managed by UIC, such a recommendation creates a conflict of interest if UIC earns an advisory fee on the rolled over assets. No client is under any obligation to roll over retirement plan assets to an account managed by UIC.

### **Use of Independent Managers**

As mentioned above, UIC primarily recommends that clients authorize the active discretionary management of a portion of their assets by and/or among certain independent investment managers ("Independent Managers"), based upon the stated investment objectives of the client. The terms and conditions under which the client engages the Independent Managers are set forth in a separate written agreement between UIC or the client and the designated Independent Managers. UIC renders services to the client relative to the discretionary and/or non-discretionary selection or recommendation of Independent Managers. UIC also monitors and reviews the account performance and the client's investment objectives.

When recommending or selecting an Independent Manager for a client, UIC reviews information about the Independent Manager such as its disclosure brochure and/or

material supplied by the Independent Manager or independent third parties for a description of the Independent Manager's investment strategies, past performance and risk results to the extent available. Factors that UIC considers in recommending an Independent Manager include the client's stated investment objectives, management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fees charged by the designated Independent Managers, together with the fees charged by the corresponding designated broker-dealer/custodian of the client's assets, maybe exclusive of, and in addition to, UIC's investment advisory fee set forth in Item 5 below. As discussed below, the client may incur additional fees than those charged by UIC, the designated Independent Managers, and corresponding broker-dealer and custodian.

In addition to UIC's written disclosure brochure, the client also receives the written disclosure brochure of the designated Independent Managers. Certain Independent Managers may impose more restrictive account requirements and varying billing practices than UIC.

### **Financial Planning**

Through your Private Financial Website supported by e-Money, UIC conducts an analysis of your current situation and identify and implement appropriate financial planning and investment management techniques to help you to meet your specific financial objectives. Such services include various reports on specific goals and objectives or general investment and/or planning recommendations, answers to outside assets and periodic updates.

In preparing your analysis, UIC may address any or all of the six areas of financial planning established by the National Endowment for Financial Education and endorsed by the Certified Financial Planner Board of Standards, depending on your specific needs. These include: financial position, protection planning, investment planning, income tax planning, retirement planning, and estate planning.

Our specific services in preparing your plan may include:

- Review and clarification of your financial goals.



- Assessment of your overall financial position including cash flow, balance sheet, investment strategy, risk management and estate planning.
- Creation of a unique plan for each goal you have including personal and business real estate, education, retirement or financial independence, charitable giving, estate planning, business succession and other personal goals.
- Development of a goal-oriented investment plan around tax suggestions, asset allocation, expenses, risk and liquidity factors for each goal. This includes IRA and qualified plans, taxable and trust accounts that require special attention.
- Design of a risk management plan including risk tolerance, risk avoidance, mitigation and transfer, including liquidity as well as various insurance and possible company benefits.
- Crafting and implementation of, in conjunction with your estate and/or corporate attorneys as tax advisor, an estate plan to provide for you and/or your heirs in the event of an incapacity or death.
- Generation of a benefits plan, risk management plan and succession plan for your business, if applicable.
- Administrative Services Provided by Natixis Advisors, LLC. UIC has contracted with Natixis Advisors, LLC (referred to as “Natixis”) to utilize its technology platforms to support data reconciliation, trading platforms, proxy voting and other functions related to the administrative tasks of managing certain client accounts. Due to this arrangement, Natixis will have access to client accounts, but Natixis will not serve as an investment advisor to UIC’s clients. UIC and Natixis are non-affiliated companies. UIC pays an annual fee to Natixis for each account administered by Natixis. Clients are not charged an increased fee due to the annual fee UIC pays to Natixis. The annual fee is 100% absorbed by UIC and is considered an administrative expense of the firm.

## **ITEM 5 - FEES AND COMPENSATION**

UIC offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management. Prior to engaging UIC for advisory services, the client is required to enter into a written agreement with UIC setting forth the terms and conditions of the engagement.

## **Investment Management and Consulting Fees**

UIC provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by UIC. UIC's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. UIC does not, however, receive any portion of these commissions, fees, and costs. Generally, UIC's annual fee is prorated and charged monthly, in arrears, based upon the market value of the assets being managed by UIC on the last day of the previous month. In limited circumstances, UIC's annual fee may be prorated and charged quarterly, in arrears or in advance, based upon the market value of the assets being managed by UIC on the last day of the previous quarter. Our maximum investment advisory fee is 1.00%. The specific advisory fees are set forth in your Investment Advisory Agreement. For certain larger clients, UIC may charge an annual fixed fee, prorated and charged monthly or quarterly, based on the scope of services to be provided to the client and/or the client's assets under management. The annual fixed fee is negotiable.

UIC may also be engaged for special projects on an hourly fee basis. These fees are negotiable, but generally range from \$100 to \$250 per hour, depending on the level and scope of the services and the professional providing the services.

UIC, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, pro bono activities, etc.).

For the initial period of investment management services, the fees are calculated on a pro rata basis. The Agreement between UIC and the client will continue in effect until terminated by either party pursuant to the terms of the Agreement. UIC's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to UIC's right to terminate an account. Additions may be in cash or securities provided that UIC reserves the right to liquidate any transferred securities or decline to accept particular

securities into a client's account. Clients may withdraw account assets on notice to UIC, subject to the usual and customary securities settlement procedures. However, UIC designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. UIC may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

### **Fees Charged by Financial Institutions**

As further discussed in response to Item 12 (below), UIC generally recommends that clients utilize the brokerage and clearing services of Charles Schwab & Co., Inc. ("Schwab") and/or Fidelity, Inc. ("Fidelity") for investment management accounts. However, UIC may also recommend the custodial services of Principal Financial Group, and BOK Financial, U.S. Bank, as well as other service providers, depending on the needs and wishes of the client.

UIC may only implement its investment management recommendations after the client has arranged for and furnished UIC with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, Schwab, Fidelity, Principal Financial Group, BOK Financial, U.S. Bank, and any other broker-dealer recommended by UIC, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the "Financial Institutions").

Clients may incur certain charges imposed by the Financial Institutions and other third parties such as fees charged by Independent Managers (as defined below), custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to UIC's fee. UIC does not receive any portion of these commissions, fees, and costs.

UIC's Agreement and the separate agreement with any Financial Institutions may authorize UIC or Independent Managers to debit the client's account for the amount of UIC's fee and to directly remit that management fee to UIC or the Independent Managers. Any Financial Institutions recommended by UIC have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to UIC. Alternatively, clients may elect to have UIC send an invoice for payment.

### **Financial Planning Fees**

UIC will negotiate the planning fees with you. Fees may vary based on the extent and complexity of your individual or family circumstances and the amount of your assets under our management. We will determine your fee for the designated financial advisory services based on a fixed fee arrangement described below.

Under our fixed fee arrangement, any fee will be agreed in advance of services being performed. The fee will be determined based on factors including the complexity of your financial situation, agreed upon deliverables, and whether or not you intend to implement any recommendations through UIC. Fixed fees for financial plans range from \$150 to \$5,000.

Typically, we complete a plan within a month and will present it to you within 90 days of the contract date, provided that you have provided us all information needed to prepare the financial plan. Fees are billed in two ways: (1) One hundred percent (100%) up front or (2) one half (50%) of the estimated fee will be due and payable at the time you enter into the financial planning agreement, with the balance due and payable at the time the financial plan is delivered. You may terminate the financial planning agreement by providing us with written notice. Upon termination, fees will be prorated to the date of termination and any unearned portion of the fee will be refunded to you based on an hourly rate of \$150.00. Services provided up to date of termination but not yet paid to UIC will be billed to you based on the hourly rate of \$150.00. We will not require prepayment of more than \$1,200 in fees per client, six (6) or more months in advance of providing any services.

In no case are our fees based on, or related to, the performance of your funds or investments.

When both investment management or plan implementation and financial planning services are offered, there is a conflict of interest since there is an incentive for us offering financial planning services to recommend products or services for which UIC receives compensation. However, UIC will make all recommendations independent of such considerations and based solely on our obligations to consider your objectives and needs. As a financial planning client, you have the right not to act upon any of our recommendations and not to effect the transaction(s) through us if you decide to follow the recommendations.

#### **Administrative Services Provided by Black Diamond**

We have contracted with Black Diamond ("BD") to provide portfolio accounting workflow support for UIC to establish custodian interfaces and download feeds, data reconciliation, performance calculations, client report and invoice preparation and other functions related to the administrative tasks of managing certain client accounts. Due to this arrangement, BD will have access to client accounts. Ulrich Investment Consultants and BD are non-affiliated companies. UIC pays an annual fee to BD for each account administered by BD. Clients are not charged an increased fee due to the annual fee UIC pays to BD. The annual fee is 100% absorbed by UIC and is considered an administrative expense of the firm.

#### **ADDITIONAL FEES AND EXPENSES:**

In addition to the advisory fees paid to UIC, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks, and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities, transaction fees, custodial fees, fees charged by the Independent Managers, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. UIC's brokerage practices are described at length in Item 12, below. Further, our firm does not share in any of these additional fees and expenses outlined above.

#### **MUTUAL FUND DISCLOSURE**

UIC may include mutual funds and exchange-traded funds (“ETFs”) in our investment strategies. Mutual funds and ETFs impose fees (such as management fees and other fund expenses, as disclosed in the fund’s prospectus) which are in addition to our fee, we do not receive any portion of these charges. UIC’s policy is to purchase the least expensive mutual fund share classes available for the client’s portfolio. The expenses within a mutual fund come from client assets which could impact the client’s account performance. Clients who transfer mutual funds into their accounts with UIC bears the expense of any contingent or deferred sales loads incurred upon selling the product. If a mutual fund has a frequent trading policy, the policy can limit a client’s transactions in shares of the fund (e.g., for rebalancing, liquidations, deposits or tax loss harvesting). All mutual fund expenses and fees are disclosed in the respective mutual fund prospectus.

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

UIC does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

#### **ITEM 7 - TYPES OF CLIENTS**

UIC provides its services to individuals, high net worth individuals, sovereign governments, ERISA governed plans, trusts, estates, charitable organizations, corporations and business entities.

##### **Minimums Imposed By Independent Managers**

UIC does not impose a minimum portfolio size or minimum annual fee. Certain Independent Managers may, however, impose more restrictive account requirements and varying billing practices than UIC.

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

### Investment Strategies

In creating diversified portfolios, UIC applies quantitative and qualitative research tools. UIC incorporates data from various sources, including, but not limited to, Callan Associates, Morningstar, and others. UIC augments its performance data analysis with qualitative research, which may include interviews with managers, review of investment documentation and other background investigation. Portfolio assets are allocated among various asset classes to meet the client's investment objectives, risk tolerances, and liquidity needs, and then rebalanced periodically to manage risk within a portfolio. Additionally, tactical shifts in allocation are used to adjust for changing capital market scenarios. UIC generally selects investment managers for client portfolios, whose investment structure may include mutual funds, ETF's, indices, separate accounts, or various alternative investments. Each manager or investment vehicle employs a particular investment strategy, which, together with its risks, is described in the investment's prospectus, ADV, offering materials, or other disclosures, which the client receives.

There are risks that may impact the likelihood of meeting a client's expected long-term goals. These risks include a change in a client's needs and goals, the use of incorrect assumptions in the planning process, implementing an ineffective strategy, and general market risks, including underperformance of individual investments, as well as the market as a whole. Clients are cautioned that all investments involve risk; past performance is no assurance of future performance, and achievement of a client's investment performance goals and preservation of principal are not guaranteed. UIC attempts to mitigate these risks by closely monitoring the current performance of asset classes and investments in client portfolios, as well as assessing changes in the global economy and financial markets.

UIC has access to various services and analytical software tools from Callan LLC ("Callan") Independent Adviser Group ("IAG") that UIC uses to manage its client accounts. Such services and tools include capital markets and investment manager research and analytical tools that are used to assist in determining an appropriate asset allocation

strategy, establishing investment manager structure and monitoring portfolio results versus relative benchmarks and peer groups.

Callan is the program coordinator to Natixis Advisors, LLC, the administrator and overlay manager of the Callan Unified Managed Account program (“UMA”), a multi-manager portfolio management program. UIC may recommend to its qualified clients that they utilize the UMA to achieve the benefits of multiple investment manager diversification. Callan may reduce or waive fees payable by UIC for IAG services based upon fees received by Callan attributable to UIC clients’ assets in the Callan UMA program. UIC is unaffiliated with Callan. Participation in the Callan UMA program results in a potential conflict of interest for UIC as the receipt of IAG services at reduced or wholly waived fees can create an incentive for UIC to recommend the UMA to its qualified clients. In fulfilling its duties to its clients, UIC endeavors at all times to put the interests of its clients first and will only make such a recommendation when the use of the Callan UMA is suitable for the client. Investment managers will be identified based upon their investment focus and style. Through UIC’s Callan/IAG participation, UIC monitors its recommended managers and a pool of prospective managers in order to help ensure that these managers are performing as identified. Commonly contingent upon the amount of investable assets, recommended managers may engage in individual stock selection on an account-by-account basis or may manage assets on a pooled basis, such as through mutual funds or exchange traded funds (“ETFs”). In addition, select third-party, separate account managers may impose minimum investment amounts that are subject to change and may, in some instances, necessitate closing of an account in the case of a higher account minimum that cannot be met.

## **Risks of Loss**

### *General Risk of Loss*

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

### *Market Risks*

The profitability of a significant portion of UIC’s recommendations may depend to a great extent upon correctly assessing the future course of price movements of the market.



There can be no assurance that UIC will be able to predict those price movements accurately.

#### *Mutual Funds and Exchange Traded Funds (ETFs)*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event, they sell securities for a profit that cannot be offset by a corresponding loss.

#### *Use of Independent Managers*

UIC may recommend the use of Independent Managers for certain clients. UIC will continue to do ongoing due diligence of such managers, but such recommendations rely, to a great extent, on the Independent Managers ability to successfully implement their investment strategy. In addition, UIC does not have the ability to supervise the *Independent Managers* on a day-to-day basis other than as previously described in response to Item 4, above.

#### *Use of Alternative or Private Investment Vehicles*

UIC may recommend the use of alternative or private investment vehicles, such as hedge funds and private credit or equity funds which are generally illiquid and subject to various restrictions on redemptions and transfers. Underlying holdings of such funds may also be illiquid, and values reported may not be readily realizable as a result. Clients are advised to carefully review documentation of any such vehicle(s) for these and other risks and provisions which may limit the accessibility or value of the investment. UIC's role relative to the alternative or private investment vehicle(s) shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become an investor, the amount of assets invested in the vehicle(s) shall be included as part of "assets under management" for purposes of UIC calculating its investment advisory fee. The vehicle value(s) will be updated subsequent to the original purchase, when the sponsor or recordkeeper provides the value(s) to UIC. UIC's clients are under absolutely

no obligation to consider or make an investment in an alternative or private investment vehicle(s).

Fund Liquidity Constraints: UIC may utilize mutual funds and/or exchange traded funds that provide for limited liquidity, generally on a quarterly basis. Thus, if we determined that the fund was no longer performing or if you ever determined to transfer your account, the Fund could not be sold or transferred immediately. Rather, sale or transfer would need to await the quarterly permitted sale date, or longer. Moreover, the eventual net asset value for the Fund could be substantially different (positive or negative) than the Fund value on the date that the sale was requested. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct UIC, in writing, not to employ any or all such strategies for the client's account

#### *Margin Accounts*

UIC may facilitate the use of margin depending on the client objective. A margin account is a brokerage account which allows an investor to withdrawal funds or buy securities. By using margin, the client is employing leverage that will magnify both account gains and losses. The broker charges the investor interest for the right to borrow money and uses the securities as collateral. Should a client choose to use margin, UIC will include the entire market value of the margined assets when calculating its advisory fee. UIC's fee shall be based on a higher margined account value, resulting in UIC earning a correspondingly higher advisory fee. As a result, a potential conflict of interest arises since UIC may have an economic disincentive to recommend that the client terminate the use of margin.

#### *Cybersecurity Risk*

In addition to the Material Risks listed above, investing involves various operational and "cybersecurity" risks. These risks include both intentional and unintentional events at UIC or one of its third-party counterparties or service providers, that may result in a loss or corruption of data, result in the unauthorized release or other misuse of confidential information, and generally compromise our Firm's ability to conduct its business. A cybersecurity breach may also result in a third-party obtaining unauthorized access to our

clients' personally identifiable information. Our Firm has established business continuity plans and risk management systems designed to reduce the risks associated with cybersecurity breaches. However, there are inherent limitations in these plans and systems, including that certain risks may not have been identified, in large part because different or unknown threats may emerge in the future. As such, there is no guarantee that such efforts will succeed, especially because our Firm does not directly control the cybersecurity systems of our third-party service providers. There is also a risk that cybersecurity breaches may not be detected.

#### **ITEM 9 - DISCIPLINARY INFORMATION**

UIC is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. UIC does not have any required disclosures to this Item.

#### **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

UIC is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

##### *Insurance*

UIC offers financial guidance on insurance and, as appropriate, advises certain advisory clients to include insurance as part of their portfolios. Advisory clients pay UIC an annual fee based on a percentage of assets under management while insurance products pay a commission, which poses a conflict of interest for UIC with regard to compensation. UIC is affiliated with an insurance agency, Estate Strategies Inc. ("ESI"), but does not own and is not otherwise affiliated with any insurance company or insurance provider. Some IARs act as agents of various life, disability or other insurance companies and/or receive commissions, trails, or other compensation from insurance product sponsors, including as a result of effecting insurance transactions for UIC's clients. The potential for receipt of commissions and other compensation gives such IARs and UIC extra incentive to recommend insurance products to clients. However, in the interest of managing this conflict, UIC excludes from its annual advisory fee any client assets allocated to insurance products through ESI. In the event that UIC recommends that a client purchase, redeem or exchange an insurance product, the client is also under no

obligation to execute the recommendation through ESI. UIC undertakes these measures in support of its policy never to put its own interests ahead of those of its clients.

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**ITEM 11 - CODE OF ETHICS PARTICIPATION OR INTEREST IN CLIENT  
TRANSACTIONS AND PERSONAL TRADING**

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Pursuant to Rule 204A-1 under the Investment Advisers Act of 1940, as amended, The Firm has adopted a Code of Ethics that governs a number of conflicts of interest we have when providing our advisory services to you. Our Code of Ethics is designed to ensure that we meet our fiduciary obligations to you and to foster a culture of compliance throughout our firm. Our Code of Ethics is comprehensive and is designed to help us detect and prevent violations of securities laws and to help ensure that we keep your interests first at all times.

We distribute our Code of Ethics to each supervised person at The Firm at the time of his or her initial affiliation with our firm; we make sure it remains available to each supervised person for as long as he or she remains associated with our firm; and we ensure that updates to our Code of Ethics are communicated to each supervised person as changes are made. The Firm's Code of Ethics sets forth certain standards of conduct and addresses conflicts of interest among The Firm and The Firm's employees, agents, advisors, and advisory clients.

We will provide a copy of our Code of Ethics to any client or prospective client upon request.

The Firm's Code of Ethics requires all personal trades to be precleared. The Firm and its advisors often invest in the same securities that we recommend to clients. The Firm and its advisors also recommend securities to, and buy and sell securities for, client accounts at or about the same time that we buy or sell the same securities for our own accounts. These activities create a conflict of interest between us and our clients.

The Firm policy prohibits "trading ahead" of clients' transactions to the detriment of clients. When The Firm and its advisors are purchasing or selling securities for their own accounts, priority will be given to client transactions, or trades will be aggregated together to obtain an average execution price for the benefit of all parties. The Firm has

implemented surveillance and exception reports that are designed to identify and correct situations in which firm or advisor transactions are placed ahead of client transactions to the detriment of clients.

## ITEM 12 - BROKERAGE PRACTICES

As discussed above, in Item 5, UIC generally recommends that clients utilize the brokerage and clearing services of *Fidelity and/or Schwab*. For certain institutional clients, UIC may recommend Principal Financial Group, Bank of New York Mellon, Bank of Oklahoma or other service providers in place of *Schwab and/or Fidelity*. Factors which UIC considers in recommending any of these broker-dealers to clients include their respective financial strength, reputation, execution, pricing, research and service. In addition, these dealers allow UIC to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by these recommended broker-dealers may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by UIC's clients comply with UIC's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where UIC determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. UIC seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other *Financial Institutions* with whom UIC and the *Financial Institutions* have entered into agreements for prime brokerage clearing services. UIC periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

Transactions for each client generally will be effected independently, unless UIC decides to purchase or sell the same securities for several clients at approximately the same time. UIC may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among UIC’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among UIC’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that UIC determines to aggregate client orders for the purchase or sale of securities, including securities in which UIC’s *Supervised Persons* may invest, UIC generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. UIC does not receive any additional compensation or remuneration as a result of the aggregation. In the event that UIC determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, UIC may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which

assist UIC in its investment decision-making process. Such research generally will be used to service all of UIC's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because UIC does not have to produce or pay for the products or services. UIC does not have any soft dollar arrangements and does not receive any soft dollar benefits.

### **Support Provided by Financial Institutions**

UIC receives from *Schwab and Fidelity* computer software and related systems support, which allow UIC to better monitor client accounts and manage and develop our customer relationship management. UIC may receive the software and related support without cost, or at a discount, because UIC renders investment management services to clients that maintain assets at *Schwab and/or Fidelity*.

UIC may also receive the following benefits from *Schwab* through Schwab Advisor Services and *Fidelity* through Wealthscape: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services the Schwab Advisor Services or Fidelity Wealthscape participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; access to an electronic communication network for client order entry and account information; educational conferences and events; consulting on technology, compliance, legal and business needs; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers. These services are available to UIC at no charge, as long as UIC's clients collectively maintain a total of at least \$10 million of their assets in accounts at *Schwab* and \$25 million of their assets in accounts at *Fidelity*.

Some of the products, services, and other benefits provided by *Schwab* or *Fidelity* benefit UIC and may not benefit UIC's clients. UIC's recommendation or requirement that a client place asset in *Schwab's* or *Fidelity's* custody may be based in part on benefits *Schwab* or *Fidelity* provides UIC, or UIC's agreement to maintain certain Assets Under Management at *Schwab* or *Fidelity*, and not solely on the nature, cost or quality of custody

and execution services provided by *Schwab or Fidelity*. In fulfilling its duties to its clients, UIC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that UIC's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence UIC's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

As mentioned above, UIC places trades for its clients' accounts subject to its duty to seek best execution and its other fiduciary duties. UIC may use broker-dealers other than *Schwab* to execute trades for client accounts maintained at *Schwab*, but this practice may result in additional costs to clients so that UIC is more likely to place trades through *Schwab* rather than other broker-dealers. *Schwab's* execution quality may be different than other broker-dealers.

### ITEM 13 - REVIEW OF ACCOUNTS

UIC monitors portfolios on a continual basis, while formal account reviews are conducted on at least a quarterly basis or when warranted by market conditions or specific issues related to cash needs. Such reviews are conducted by the primary consultant. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with UIC and to keep UIC informed of any changes thereto. UIC contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom UIC provides investment advisory services will also receive a report from UIC that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. Clients should compare the account statements they receive from their custodian with those they receive from UIC.

Financial Planning clients (i.e. those who have no assets under management with us in our advisory program) will receive no regular reports from the Firm.



#### ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION

UIC is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, UIC is required to disclose any direct or indirect compensation that it provides for client referrals.

UIC may receive economic benefits from non-clients for providing advice or other advisory services to clients. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12, above.

UIC may receive economic benefits in the form of research and educational services and analytical software tools from Callan that it uses to manage its clients' accounts at reduced or wholly waived fees based upon fees received by Callan that are attributable to UIC clients' assets in the Callan UMA program.

#### ITEM 15 - CUSTODY

UIC's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize UIC through such *Financial Institution* to debit the client's account for the amount of UIC's fee and to directly remit that management fee to UIC in accordance with applicable custody rules.

The *Financial Institutions* recommended by UIC have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to UIC. In addition, as discussed in Item 13, UIC also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from UIC.

Our firm is deemed to have custody of clients' funds or securities when clients have standing authorizations with their custodian to move money from a client's account to a third-party ("SLOA") and under that SLOAs authorize us to designate the amount or timing of transfers with the custodian. The SEC has set forth a set of standards intended to protect client assets in such situations, which we follow. We do not have a beneficial

interest on any of the accounts we are deemed to have Custody where SLOAs are on file. In addition, account statements reflecting all activity on the account(s), are delivered directly from the qualified custodian to each client or the client's independent representative, at least quarterly. When you have questions about your account statements, you should contact us, or the qualified custodian preparing the statement.

#### **ITEM 16 - INVESTMENT DISCRETION**

UIC may be given the authority to exercise discretion on behalf of clients. UIC is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. UIC is given this authority through a power-of-attorney included in the agreement between UIC and the client. Clients may request in writing a limitation on this authority (such as certain securities not to be bought or sold).

UIC takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made;
- The *Financial Institutions* to be utilized; and
- The *Independent Managers* to be hired or fired.

#### **ITEM 17 - VOTING YOUR SECURITIES**

UIC will vote client securities (proxies) on behalf of its clients;

UIC may vote proxies on behalf of its clients, however, clients have the right to vote proxies themselves. Clients can exercise this right by instructing UIC in writing not to vote proxies. Generally, this is addressed in the Client Agreement.

In the event UIC votes the proxies, the firm has engaged Broadridge Investor Communication Solutions, Inc. ("Broadridge") for its proxy voting service with Egan Jones voting recommendations. The service researches proxy proposals, provides recommendations and votes proxies on behalf of the firm. UIC has adopted Egan Jones' Proxy Voting Guidelines, which are hereby incorporated by reference.

In addition, UIC has also contracted with Broadridge as provider to file Class Actions "Proof of Claim" forms.

UIC's Chief Compliance Officer ("CCO") is responsible for monitoring the proxy voting process. The CCO strives to ensure that Broadridge is making voting decisions in the best interest of clients and that proxy votes are submitted in a timely manner.

With respect to ERISA accounts, UIC will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. Clients may contact UIC to direct UIC to vote a proxy in a particular manner, request information about how Broadridge voted proxies for that client's securities, or to request a copy of Egan Jones' Proxy Voting Guidelines.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that UIC maintains with persons having an interest in the outcome of certain votes, UIC takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

For accounts using the services of Callan's unified managed account platform or accounts that UIC has outsourced administrative services to Natixis Advisors, Natixis will be responsible for voting proxies in accordance with the proxy voting policies of Natixis Advisors. Natixis has contracted with Broadridge/Glass Lewis, an independent third-party service provider, to vote Natixis Advisor's proxies.

In special and limited circumstances, it may be necessary for UIC to vote client proxies without using a third-party vendor such as Broadridge, Natixis, etc. In these cases, UIC takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients, and which is documented by UIC's CCO.

## **ITEM 18 - FINANCIAL INFORMATION**

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Finally, we have not been the subject of a bankruptcy petition at any time.