

## ITEM 1: COVER PAGE



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### FIRM BROCHURE (FORM ADV PART 2A)

This brochure provides information about the qualifications and business practices of Tidecrest Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at the phone number listed above. 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. Registration (e.g., “registered investment advisor”) does not imply a certain level of skill or training.

Additional information about Tidecrest Wealth Management, LLC (CRD# 332422) also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ITEM 2: MATERIAL CHANGES

Pursuant to SEC rules, Tidecrest Wealth Management, LLC will ensure that Clients receive a summary of any material changes to this and subsequent disclosure brochures within 120 days after the Firm's fiscal year end, December 31. This means that if there were any material changes over the past year, Clients will receive a summary of those changes no later than April 30. At that time, Tidecrest Wealth Management, LLC will also offer a copy of its most current disclosure brochure for no additional cost and may also provide other ongoing disclosure information about material changes as necessary.

Clients and prospective Clients can always receive the most current disclosure brochure for Tidecrest Wealth Management, LLC at any time by contacting their investment advisor representative.

Since our firm's initial filing on August 23, 2024, we affected the following material changes:

- Item 4: our assets under management were updated.

## ITEM 3: TABLE OF CONTENTS

ITEM 1: COVER PAGE .....	1
ITEM 2: MATERIAL CHANGES.....	2
ITEM 3: TABLE OF CONTENTS .....	3
ITEM 4: ADVISORY BUSINESS.....	4
ITEM 5: FEES AND COMPENSATION.....	7
ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT .....	10
ITEM 7: TYPES OF CLIENTS .....	11
ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS.....	11
ITEM 9: DISCIPLINARY INFORMATION.....	17
ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....	17
ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING .....	18
ITEM 12: BROKERAGE PRACTICES.....	20
ITEM 13: REVIEW OF ACCOUNTS.....	22
ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION .....	23
ITEM 15: CUSTODY .....	23
ITEM 16: INVESTMENT DISCRETION .....	23
ITEM 17: VOTING CLIENT SECURITIES.....	24
ITEM 18: FINANCIAL INFORMATION.....	24

## **ITEM 4: ADVISORY BUSINESS**

### ***Firm Description***

Tidecrest Wealth Management, LLC (“TWM” or the “Firm”) was founded on June 28, 2024, in the State of Delaware and is based in Newport Beach, CA. TWM became an investment adviser on August 21, 2024.

The Principal Owner and Chief Compliance Officer of TWM is David Wagner.

### ***Types of Advisory Services***

TWM offers a large variety of services, including portfolio management, investment analysis and financial planning, retirement planning, retirement plan consulting, and estate planning. The Firm offers these services to Clients or potential Clients (“Clients” or “Client”).

Prior to providing any investment advisory services, TWM requires a written financial services agreement (“FSA”) be executed by the Client. The FSA will outline the services available to the Client and the fees the Client will incur.

### **Portfolio Management**

TWM specializes in quantitative, fundamental, technical, and economic analysis to determine what investments favor TWM’s investment models. TWM assesses a Client’s current holdings and ensures alignment with short- and long-term goals. The portfolio may consist of individual stocks, bonds, exchange traded funds (“ETFs”), independent managers, mutual funds and other public and private securities or investments. The Client’s individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. TWM reviews investment performance and portfolio exposure to market conditions. Accordingly, TWM is authorized to perform various functions without further approval from the Client, such as determining securities to be purchased or sold without prior permission from the Client for each transaction. All trades are made in the Client’s best interest as part of TWM’s fiduciary duty. However, risk is inherent to any investment strategy and model. Therefore, TWM does not guarantee any results or returns.

Any and all trades are made in the best interest of the Client as part of TWM’s fiduciary duty. However, risk is inherent to any investing strategy and model. Therefore, TWM does not guarantee any results or returns.

TWM is an asset-based fee investment management firm. The Firm does not receive commissions for purchasing or selling stocks, bonds, mutual funds, real estate investment trusts, or other commissioned products for Clients. The Firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted.

TWM does not act as a custodian of Client assets. The Client always maintains asset control. TWM places trades for Clients under a limited power of attorney through a qualified custodian/broker.

### **Financial Planning Services & Consulting Services**

TWM offers standalone Financial Planning and Consulting services for a negotiable fee. Financial Planning and Consulting services typically include investment and non-investment matters, business succession planning, estate planning, and family meetings.

To engage in financial planning and consulting services, Clients enter into an engagement that sets the terms of the engagement, scope of services, and the negotiated fee. When requested by the Client, TWM may recommend third parties to assist in implementation. It is the Client's responsibility to notify the Firm of changes to financial situations and objectives.

Clients are under *no obligation to act* on TWM's or its associated persons' recommendation. If a Client elects to act on any of the recommendations, the Client is under *no obligation to effect the transaction* through TWM or its associated persons.

### **Pension Consulting Services**

Pension consulting services to employee benefit plans and their fiduciaries are based upon the needs of the plan and the services requested by the plan sponsor or the designated fiduciary. Services can include, but are not limited to, an existing plan review and analysis, plan-level advice regarding fund selection and investment options, education services to plan participants, investment performance monitoring, as well as ongoing consulting. TWM may assist with participant enrollment meetings and provide investment-related educational seminars to plan participants on such topics as diversification, asset allocation, risk tolerance, time horizon, and other items specific to the particular plan. Additional types of pension consulting services to plans are available on an individually negotiated basis. All services, whether discussed above or customized for the plan based upon requirements from the plan fiduciaries could include additional plan-level or participant-level services, will be detailed in a written agreement and be consistent with the parameters set forth in the plan documents.

### **Use of Third-Party Managers**

TWM may select certain Third-Party Managers ("TPMs") to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages a TPM may be set forth in a separate written agreement with the designated TPM. In addition to this brochure, clients may also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

TWM evaluates a variety of information about TPM, which includes the TPMs' public disclosure documents, materials supplied by the TPM themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the TPMs' investment strategies, past performance, and risk results in relation to its clients' individual portfolio allocations and risk

exposure. TWM also takes into consideration each TPM's management style, returns, reputation, financial strength, reporting, pricing, and research capabilities, among other factors.

TWM continues to provide services relative to the discretionary or non-discretionary selection of the TPM. On an ongoing basis, the Firm monitors the performance of those accounts being managed by TPMs. TWM seeks to ensure the TPMs' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

### ***Services Tailored to Clients' Needs***

TWM offers individualized advisory services to Clients as part of our portfolio management services. Clients may request that we refrain from investing in particular securities or certain types of securities. Clients must provide these restrictions to our firm in writing.

A review of the information provided by the Client regarding the Client's current financial situation, goals, and risk tolerances will be performed and advice will be provided that is in line with available information.

### ***Wrap Fee Program***

TWM does not offer nor participate in a Wrap Fee Program.

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

As of December 10, 2024, TWM has the following assets under management:

Discretionary assets:	\$201,000,000.00
Non-discretionary assets:	\$0.00

## ITEM 5: FEES AND COMPENSATION

### *Fees and other charges*

#### **Individually Managed Accounts:**

Fees for individually managed accounts are tier priced as follows:

<b>Account Size</b>	<b>Fee (Annual Percentage)*</b>
First \$500,000	1.25%
\$500,001-\$1,000,000	1.00%
\$1,000,001-\$2,500,000	0.95%
\$2,500,001-\$5,000,000	0.85%
\$5,000,001-\$7,500,000	0.75%
\$7,500,001-\$10,000,000	0.70%
Above \$10,000,000	Negotiable

*\*Fees are negotiable based on account size and complexity.*

All asset-based fees are deducted by the qualified custodian of record monthly in arrears based on the average daily balance of the account during the previous month, or as otherwise indicated in the Client agreement. Fees are negotiable, and may be higher or lower than this range, based on the nature of the account. Client statements for prior deductions will be provided on a quarterly basis.

All fees paid to TWM for investment advisory services are separate and distinct from the expenses charged by third-party managers and Investment Companies to their shareholders. These fees and expenses are described to the Client in separate disclosures. These fees will generally include third-party management fees, an Investment Company management fee, other fund expenses, and in some situations a possible distribution fee.

TWM will provide investment advisory services and portfolio management services but will not provide custodial or other administrative services. At no time will TWM accept or maintain custody of a Client's funds or securities except for authorized fee deduction. The Client may contact the Custodian directly for disbursements, or account record changes, and may also do so in writing to the custodian. TWM may act at the Client's convenience to facilitate such written communications to the Custodian, provided that such action is not construed to be custody of Client assets.

Clients may request to terminate their advisory contract with TWM, in whole or in part, by providing advance written notice.

Client's advisory agreement with TWM is non-transferable without Client's written approval.

## **Financial Planning and Consulting Services**

Financial planning services are provided for either an agreed upon fixed or hourly rate, ranging from \$2,500 to 10,000 for fixed fees and \$300 to 500 per hour for hourly charges. TWM also offers advice through our single subject planning services at the same hourly rate. The fee is negotiable depending upon the complexity and scope of the plan, your financial situation, and your objectives.

An estimate of the total time/cost will be determined at the start of the advisory relationship. Typically, TWM's financial planning or hourly consulting fees are due at the inception of the advisory relationship, unless otherwise agreed to in writing. In limited circumstances, the cost/time could potentially exceed the initial estimate. In such cases, TWM will notify you and request that you approve the additional fee. TWM will not require prepayment of a fee more than six months in advance and in excess of \$1,200.

TWM offers ongoing financial planning and consulting services which will be billed at periodic intervals as agreed to in the financial planning and consulting agreement. For one-time or ongoing services, we accept several payment methods including but limited to: credit cards, checks, or direct debiting of a brokerage account. When directly debiting advisory fees from your account through the qualified custodian holding your funds and securities, TWM will only do so when following the requirements are met:

- You provide TWM with written authorization permitting the fees to be paid directly from your account held by the qualified custodian; and
- The qualified custodian agrees to send you a statement, at least quarterly, indicating all amounts disbursed from your account including the amount of the advisory fee paid directly to TWM.

You may terminate the financial planning agreement by providing written notice to TWM. If you have pre-paid financial planning fees that we have not yet earned, you will receive a prorated refund of those fees. If financial consulting fees are payable in arrears, you will be responsible for a prorated fee based on services performed prior to termination of the financial planning and consulting agreement.

## **Third Party Managers and Other Advisers**

TWM may recommend or select Third Party Managers ("TPMs") that provide specialized discretionary management of Client portfolios. This can be retained under a sub-advisory arrangement, under a TPM arrangement, or using a direct mutual fund platform. When a sub-advisor is recommended or selected, the applicable fee paid by the Client will be subject to a sub-advisory agreement between TWM and the sub-advisor and will be disclosed in advance. When a TPM is recommended or selected, the applicable fee paid by the Client will be subject to a TPM agreement between the Client and the third party manager and will be disclosed in advance.

TPM arrangements may be made directly or through outside provider platforms. When a direct mutual fund platform is recommended or selected, the applicable fee paid by the Client will be

subject to the fund's expense ratio and the fee debiting arrangement made between the fund and TWM, both of which will be disclosed in advance.

TPMs and sub-advisors charge fees that vary depending on the manager and type of assets managed. Typical asset-based fees are less than 0.5% but in rare instances could be as high as 1.00% annually. These fees are separate from TWM's fee, regardless of whether a third-party manager is used, whereas the Client engages directly with manager, or a TWM sub-advisor is engaged directed by TWM. Some of these managers or the platforms that provide them may impose a minimum fee amounts or have a minimum account size which differ from TWM's practices.

As mentioned above, TWM may occasionally refer clients to other asset managers and instead of charging a fee will receive a portion of the fee charged by the manager.

Please consult your TWM IAA for specific fees charged. Details about each TPM or sub-advisor, including their fees and business practices, are available in each manager's Form ADV Part 2A Brochure.

### **Pension Consulting Services Fees**

Fees collected by TWM for Pension Consulting Services are negotiated on a case-by-case basis with Plan Sponsor depending on the complexity and other determining factors. Determinant factors may include the following:

- Amount of plan assets,
- Number of participants,
- Number of plan sponsor locations, and
- Special plan sponsor considerations or requirements.

Delivery of TWM's fees depends on details such the invoicing or fee assessment frequency, which could be monthly or quarterly, and policies of the Plan Provider/Platform utilized by the Plan Sponsor that require such fees to be paid in arrears. The exact fee and fee payment method will be clearly listed in the pension consulting agreement signed by the Client and TWM. Either party to the pension consulting agreement may terminate the agreement in accordance to the terms of the agreement. The fees will be prorated for the quarter in which the termination notice is given

### ***Fee Deduction Disclosure***

Where TWM deducts its management fee from Client accounts utilizing a qualified custodian, the Firm is required to meet the following requirements.

- a. Possess written authorization from the Client to deduct advisory fees from an account held by a qualified custodian;

- b. TWM must send the qualified custodian a written invoice detailing the fee amount to be deducted from the Client account; and,
- c. TWM must have a reasonable basis, after due inquiry, for believing that the qualified custodian sends an account statement, at least quarterly, to each of your Clients for which it maintains funds or securities, identifying the amount of funds and of each security in the account at the end of the period and setting forth all transactions in the account during that period.

### ***Right of Cancellation***

In addition to the right to terminate an agreement pursuant to its terms, a Client may cancel an agreement with Adviser within five (5) business days of first receiving a copy of this disclosure brochure and supplement without penalty or fee.

### ***Additional Fees***

Clients may incur certain fees or charges imposed by third parties other than TWM in connection with investments or recommendations made by TWM. We do not receive any portion of these fees. These fees and charges are separate and distinct from the fees or charges stated above and may include, but not be limited to: brokerage and transactions fees, mutual fund 12b-1 fees, certain deferred sales charges on previously purchased mutual funds transferred into the account, other transaction related fees, IRA and Qualified Retirement Plan fees, interest charged on margin borrowing, bank service fees, interest charged on debit balanced, “spreads” imposed by brokers and dealers representing implicit transaction costs, commissions and transfer taxes. Information regarding fees or charges assessed by any mutual funds held in Client accounts is available in the appropriate prospectus. The firm is not responsible for, and does not receive any portion of, the fees imposed by such third parties. Please note, such fees will differ from Client to Client based on their own unique situation and selection of products and services.

### ***Compensation for the Sale of Securities or Investment Products***

Neither TWM nor its supervised persons accept any commissions or compensation for the sale of securities nor other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

TWM does not charge nor accept performance-based fees.

## **ITEM 7: TYPES OF CLIENTS**

TWM provides investment advice to many different types of Clients. These Clients generally include individuals, corporations, trusts and estates, pension and profit-sharing plans, charitable organizations, and other business entities.

### ***Minimum Account Size***

TWM generally requires \$250,000 to open or maintain an account. However, we reserve the right to waive this requirement on a case-by-case basis. As mentioned previously, TPM programs may have account minimum requirements, and these minimum requirements vary from manager to manager. Fixed income accounts than equity-based accounts for TPM programs may have high account minimum standards.

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

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

TWM may use the following methods when considering investment strategies and recommendations.

#### **Fundamental Analysis**

A fundamental analysis is a method of evaluating a company or security by attempting to measure its intrinsic value. Fundamental analysis attempts to determine the true value of a company or security by looking at all aspects of the company or security, including both tangible factors (e.g., machinery, buildings, land, etc.) and intangible factors (e.g., patents, trademarks, “brand” names, etc.). Fundamental analysis also involves examining related economic factors (e.g., overall economy and industry conditions, etc.), financial factors (e.g., company debt, interest rates, management salaries and bonuses, etc.), qualitative factors (e.g., management expertise, industry cycles, labor relations, etc.), and quantitative factors (e.g., debt-to-equity and price-to-equity ratios).

The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price with the aim of determining what sort of position to take with that security (e.g., if underpriced, the security should be bought; if overpriced the security should sold). Fundamental analysis uses real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for many types of securities.

### Technical Analysis

A technical analysis is a method of evaluating securities that analyzes statistics generated by market activity, such as past prices and volume. Technical analysis does not attempt to measure a security's intrinsic value, but instead uses past market data and statistical tools to identify patterns that can suggest future activity. Historical performance of securities and the markets can indicate future performance.

### Charting

Charting is a technical analysis that charts the patterns of stocks, bonds, and commodities to help determine buy and sell recommendations for Clients. It is a way of gathering and processing price and volume information in a security by applying mathematical equations and plotting the resulting data onto graphs in order to predict future price movements. A graphical historical record assists the analyst in spotting the effect of key events on a security's price, its performance over a period of time, and whether it is trading near its high, near its low or in between. Chartists believe that recurring patterns of trading, commonly referred to as indicators, can help them forecast future price movements.

### Cyclical Review

A cyclical analysis assumes the market reacts in reoccurring patterns that can be identified and leveraged to provide performance. Cyclical analysis of economic cycles is used to determine how these reoccurring patterns, or cycles, affect the returns of a given investment, asset, or company. Cyclical analysis is a time-based assessment which incorporates past and present performance to determine future value. Cyclical analyses exist because the broad economy has been shown to move in cycles, from periods of peak performance to periods of low performance. The risks of this strategy are two-fold: (1) the markets do not always repeat cyclical patterns; and (2) if too many investors begin to implement this strategy, it changes the very cycles of which they are trying to take advantage.

### Economic Review

An economic analysis determines the economic environment over a certain time horizon. This involves following and updating historic economic data such as U.S. gross domestic product and consumer price index as well as monitoring key economic drivers such as employment, inflation, and money supply for the world's major economies.

### ***Investment Strategies***

When implementing investment advice to Clients, the Firm may employ a variety of strategies to best pursue the objectives of Clients. Depending on market trends and conditions, TWM will employ any technique or strategy herein described, at the Firm's discretion and in the best interests of the Client. The Firm does not recommend any particular security or type of security. Instead, the Firm makes recommendations to meet a particular Client's financial objectives. There is inherent risk to any investment and Clients may suffer loss of ALL OR PART of a principal investment.

### Long-Term Purchases

Long-term purchases are securities that are purchased with the expectation that the value of those securities will grow over a relatively long period, generally greater than one year. Long-term purchases may be affected by unforeseen changes in the company in which a Client is invested or in the overall market. Long-term trading is designed to capture market rates of both return and risk. Frequent trading can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Due to its nature, the long-term strategy can expose Clients to various other types of risk that will typically surface at various intervals during the time the Client owns the investments. These risks include, but are not limited to, inflation (purchasing power) risk, interest rate risk, economic risk, and political/regulatory risk.

### Short-Term Purchases

Short-term purchases are securities that 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 generally holds greater risk. Frequent trading can affect investment performance due to increased brokerage fees and other transaction costs and taxes.

### Strategic Asset Allocation

Asset allocation is a combination of several different types of investments; typically, this includes stocks, bonds, and cash equivalents among various asset classes to achieve diversification. The objective of asset allocation is to manage risk and market exposure while still positioning a portfolio to meet financial objectives.

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

Investing inherently involves risk up to and including loss of the principal sum. Further, past performance of any security is not necessarily indicative of future results. Therefore, future performance of any specific investment or investment strategy based on past performance should not be assumed as a guarantee. TWM does not provide any representation or guarantee that the financial goals of Clients will be achieved.

The potential return or gain and potential risk or loss of an investment varies, generally speaking, with the type of product invested in. Below is an overview of the types of products available on the market and the associated risks of each:

- General Risks: Investing in securities always 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 can or will be met. Past performance is in no way an indication of future performance. We also cannot assure that third parties will satisfy their obligations in a timely manner or perform as expected or marketed.

- General Market Risk: Investment returns will fluctuate based upon changes in the value of the portfolio securities. Certain securities held may be worth less than the price originally paid for them, or less than they were worth at an earlier time.
- Common Stocks: Investments in common stocks, both directly and indirectly through investment in shares of ETFs, may fluctuate in value in response to many factors, including, but not limited to, the activities of the individual companies, general market and economic conditions, interest rates, and specific industry changes. Such price fluctuations subject certain strategies to potential losses. During temporary or extended bear markets, the value of common stocks will decline, which could also result in losses for each strategy.
- Portfolio Turnover Risk: High rates of portfolio turnover could lower the performance of an investment strategy due to increased costs and may result in the realization of capital gains. If an investment strategy realizes capital gains when it sells its portfolio investments, it will increase taxable distributions to you. High rates of portfolio turnover in a given year would likely result in short-term capital gains and under current tax law you would be taxed on short-term capital gains at ordinary income tax rates, if held in a taxable account.
- Non-Diversified Strategy Risk: Some investment strategies may be non-diversified (e.g., investing a greater percentage of portfolio assets in a particular issuer and owning fewer securities than a diversified strategy). Accordingly, each such strategy is subject to the risk that a large loss in an individual issuer will cause a greater loss than it would if the strategy held a larger number of securities or smaller positions sizes.
- Model Risk: Financial and economic data series are subject to regime shifts, meaning past information may lack value under future market conditions. Models are based upon assumptions that may prove invalid or incorrect under many market environments. We may use certain model outputs to help identify market opportunities and/or to make certain asset allocation decisions.

There is no guarantee any model will work under all market conditions. For this reason, we include model related results as part of our investment decision process, but we often weigh professional judgment more heavily in making trades or asset allocations.

- ETF Risks, including Net Asset Valuations and Tracking Error: An ETF's performance may not exactly match the performance of the index or market benchmark that the ETF is designed to track because 1) the ETF will incur expenses and transaction costs not incurred by any applicable index or market benchmark; 2) certain securities comprising the index or market benchmark tracked by the ETF may, from time to time, temporarily be unavailable; and 3) supply and demand in the market for either the ETF and/or for the securities held by the ETF may cause the ETF shares to trade at a premium or discount to the actual net asset value of the securities owned by the ETF. Certain ETF strategies may from time to time include the purchase of fixed income, commodities, foreign securities, American Depositary Receipts, or other securities for which expenses and commission

rates could be higher than normally charged for exchange-traded equity securities, and for which market quotations or valuation may be limited or inaccurate.

Clients should be aware that to the extent they invest in ETF securities they will pay two levels of advisory compensation – advisory fees charged by TWM plus any advisory fees charged by the issuer of the ETF. This scenario may cause a higher advisory cost (and potentially lower investment returns) than if a Client purchased the ETF directly. An ETF typically includes embedded expenses that may reduce the ETF's net asset value, and therefore directly affect the ETF's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Expenses of the ETF may include investment advisor management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer. ETF tracking error and expenses may vary.

- Inflation, Currency, and Interest Rate Risks: Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by TWM may be affected by the risk that currency devaluations affect Client purchasing power.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash to prevent a loss, realize an anticipated profit, or otherwise transfer funds out of the particular investment. Generally, investments are more liquid if the investment has an established market of purchasers and sellers, such as a stock or bond listed on a national securities exchange. Conversely, investments that do not have an established market of purchasers and sellers may be considered illiquid. Your investment in illiquid investments may be for an indefinite time, because of the lack of purchasers willing to convert your investment to cash or other assets.
- Legislative and Tax Risk: Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations, particularly for options, swaps, master limited partnerships, Real Estate Investment Trust, Exchange Traded Products/Funds/Securities. We do not engage in tax planning, and in certain circumstances a Client may incur taxable income on their investments without a cash distribution to pay the tax due. Clients and their personal tax advisors are responsible for how the transactions in their account are reported to the IRS or any other taxing authority.

- Concentration Risk: While TWM selects individual securities, including mutual funds, for Client portfolios based on an individualized assessment of each security, this evaluation comes without an overlay of general economic or sector specific issue analysis. This means that a Client's equity portfolio may be concentrated in a specific sector, geography, or sub-sector (among other types of potential concentrations), so that if an unexpected event occurs that affects that specific sector or geography, for example, the Client's equity portfolio may be affected negatively, including significant losses.
- Foreign Investing and Emerging Markets Risk: Foreign investing involves risks not typically associated with U.S. investments, and the risks maybe exacerbated further in emerging market countries. These risks may include, among others, adverse fluctuations in foreign currency values, as well as adverse political, social, and economic developments affecting one or more foreign countries.

In addition, foreign investing may involve less publicly available information and more volatile or less liquid securities markets, particularly in markets that trade a small number of securities, have unstable governments, or involve limited industry. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.

- Information Security Risk: We may be susceptible to risks to the confidentiality and security of its operations and proprietary and customer information. Information risks, including theft or corruption of electronically stored data, denial of service attacks on our website or websites of our third-party service providers, and the unauthorized release of confidential information are a few of the more common risks faced by us and other investment advisers. Data security breaches of our electronic data infrastructure could have the effect of disrupting our operations and compromising our customers' confidential and personally identifiable information. Such breaches could result in an inability of us to conduct business, potential losses, including identity theft and theft of investment funds from customers, and other adverse consequences to customers. We have taken and will continue to take steps to detect and limit the risks associated with these threats.
- Tax Risks: Tax laws and regulations applicable to an account with TWM may be subject to change and unanticipated tax liabilities may be incurred by an investor as a result of such changes. In addition, customers may experience adverse tax consequences from the early assignment of options purchased for a customer's account. Customers should consult their own tax advisers and counsel to determine the potential tax-related consequences of investing.
- Advisory Risk: There is no guarantee that our judgment or investment decisions on behalf of particular any account will necessarily produce the intended results. Our judgment may

prove to be incorrect, and an account might not achieve her investment objectives. In addition, it is possible that we may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to accounts' custodians' software. TWM and its representatives are not responsible to any account for losses unless caused by TWM breaching our fiduciary duty.

- Dependence on Key Employees: An accounts success depends, in part, upon the ability of our key professionals to achieve the targeted investment goals. The loss of any of these key personnel could adversely impact the ability to achieve such investment goals and objectives of the account.
- Restriction Risk: Clients may at all times place reasonable restrictions on the management of their accounts. However, placing these restrictions may make managing the accounts more difficult, thus lowering the potential for returns.

TWM does not primarily recommend a particular type of security.

## ITEM 9: DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose any legal or disciplinary events that are material to a Client's or prospective Client's evaluation of the advisory business or integrity of TWM's management.

TWM has no disciplinary disclosures. David Wagner, Owner and Chief Compliance Officer of TWM, has no disciplinary disclosures. Troy Brown, Member and Chief Operating Officer, has no disciplinary disclosures.

## ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

### *Registration as a Broker/Dealer or Broker/Dealer Representative*

TWM is not registered and does not have an application pending to register, as a broker dealer and its management persons are not registered as broker/dealer representatives and there are no pending applications to become such a representative.

### *Registration as a Futures Commission merchant, Commodity Pool Operator*

TWM and its management persons are not registered and do not have application pending to register, as a futures commission merchant, commodity pool operator/advisor.

### ***Relationships Material to this Advisory Business and Possible Conflicts of Interest***

TWM and its management persons have no other relationships that are material to its advisory business.

### ***Selection of other Advisors***

Except for TPMs, which are described in Items 4 and 5, TWM does not recommend or select other investment advisers. TWM does not receive direct or indirect compensation from TPMs, except as described above. The compensation TWM receives in connection with TPMs is paid in the form of the advisory fees paid by the Client, not any of such advisers. Nonetheless, through TPMs TWM has access to certain research and portfolio modeling tools, which tools TWM may not have access to if it did not refer Clients to the TPM. Consequently, to the extent TWM values the use of such tools and research, there is a conflict for it to act in its own economic best interest, rather than in the best interests of Clients, by recommending and selecting a TPM so it will continue to have access to these tools and research and does not have to arrange or pay for these services from its separate funds.

TWM addresses this conflict of interest by seeking to ensure full and fair disclosure in this Brochure. TWM monitors its accounts and evaluates the quality and costs of the services from TPMs that provide portfolio management services for Clients to determine whether the recommendation or selection of them continues to meet its fiduciary obligations.

Although TWM continues to believe that its selections of TPMs meet its fiduciary obligations and are in the best interests of its Clients, it is possible that its judgment could be materially affected by the desire to continue using these tools and services without payment from its separate funds.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### ***Fiduciary Status***

According to federal law, an investment advisor is considered a fiduciary. As a fiduciary, it is an investment advisor's responsibility to provide fair and full disclosure of all material facts. In addition, an investment advisor has a duty of utmost good faith to act solely in the best interest of each of its Clients. TWM and its representatives have a fiduciary duty to all Clients.

TWM and its representatives' fiduciary duty to Clients is considered the core underlying principle for TWM's Code of Ethics and represents the expected basis for all representatives' dealings with Clients. TWM has the responsibility to ensure that the interests of Clients are placed ahead of it or

its representatives' own investment interest. All representatives will conduct business in an honest, ethical, and fair manner. All representatives will always comply with all federal and state securities laws. Full disclosure of all material facts and potential conflicts of interest will be provided to Clients prior to services being conducted. All representatives have a responsibility to avoid circumstances that might negatively affect or appear to affect the representatives' duty of complete loyalty to their Clients.

TWM and/or its investment advisory representatives may from time-to-time purchase or sell products or investments that they may recommend to Clients. TWM has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the adviser.

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

TWM strives to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for associated persons of TWM. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All associated persons of TWM are expected to adhere strictly to these guidelines. TWM's associated persons are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

### ***Personal Trading Practices***

In addition, the Code of Ethics governs personal trading by each employee of TWM deemed to be an Access Person and is intended to ensure that securities transactions effected by Access Persons of TWM are conducted in a manner that avoids any actual or potential conflict of interest between such persons and Clients of the adviser or its affiliates.

TWM collects and maintains records of securities holdings and securities transactions effected by Access Persons. These records are reviewed to identify and resolve potential conflicts of interest. TWM's Code of Ethics is available upon request.

### ***Participation or Interest in Client Transactions***

Neither TWM nor any of our management persons have a material relationship or arrangement with any issuer of securities. Neither TWM nor any persons associated with our firm has any material financial interest in Client transactions beyond the provision of investment advisory services as disclosed in this brochure.

## ITEM 12: BROKERAGE PRACTICES

### *Recommendation of Broker/Dealers for Client Transactions*

TWM generally recommends that Clients utilize the custody, brokerage and clearing services of Fidelity Investments (“Fidelity”) for investment management accounts.

Factors TWM considers when recommending Fidelity or any other broker-dealer to Clients include the broker dealer’s respective financial strength, reputation, execution, pricing, research and service. TWM considers various factors (including those outlined above) in connection with assessing the Firm’s overall duty to obtain “best execution”. 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 Fidelity’s services. TWM seeks competitive rates but may not necessarily obtain the lowest possible commission rates for Client transactions.

While Fidelity enables the Firm’s Clients to invest in many mutual funds without transaction charges and other securities at nominal transaction charges, the commissions and/or transaction fees charged by Fidelity may be higher or lower than those charged by other Financial Institutions. As referenced above, Fidelity will waive certain asset-based custodial charges when Fidelity is engaged as a sub-advisor for its index strategy. All benefits provided by Fidelity are made available to TWM’ employees and are utilized in the servicing of Client accounts.

Transactions may be cleared through other broker-dealers with whom the Firm and its custodians have entered into agreements for prime brokerage clearing services. Should an account make use of prime brokerage, the Client may be required to sign an additional agreement, and additional fees are likely to be charged.

### *Software and Support Provided by Financial Institutions*

TWM does not engage in traditional “soft dollar arrangements” with brokers; those arrangements where an adviser receives cash compensation or research from brokers in exchange for directing Client trades through that broker. TWM does, however, receive without cost from Fidelity access to custodial back-office systems and service support which allow TWM to better monitor and service Client accounts custodied at Fidelity. TWM receives the system access without cost because the Firm renders investment management services to Clients that maintain assets at Fidelity. The access is not provided in connection with securities transactions of Clients (i.e., not soft dollars) and benefits TWM (but not its Clients) directly. In fulfilling its duties to its Clients, TWM endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that TWM’ receipt of this access and support from a Financial Institution creates a conflict of interest since these benefits could influence the Firm’s choice of Financial Institution over another that does not furnish similar system access, support or services. That said, the Client ultimately chooses the custodian to use.

Specifically, TWM receives the following benefits from Fidelity:

- Credits paid to Clients for expenses charged for moving their assets from their current custodian to Fidelity;
- Receipt of duplicate Client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- 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; and
- Access to Fidelity practice management communications generally available to advisers with Clients on Fidelity's platform.

### ***Brokerage for Client Referrals***

TWM does not receive Client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

### ***Directed Brokerage***

TWM generally recommends their selected custodian, Fidelity, but in limited circumstances will allow Client-directed brokerage. In those circumstances, TWM may not be able to secure best execution.

### ***Order Aggregation***

TWM may combine orders into block trades when more than one account is participating in the trade. This blocking or bunching technique must be equitable and potentially advantageous for each such account (e.g., for the purposes of reducing brokerage commissions or obtaining a more favorable execution price).

Block trading is performed when it is consistent with the duty to seek best execution and is consistent with the terms of TWM's investment advisory agreements. Equity and bond trades are blocked based upon fairness to Client, both in the participation of their account, and in the allocation of orders for the accounts of more than one Client. Allocations of all orders are performed in a timely and efficient manner. All managed accounts participating in a block execution receive the same execution price (average share price) for the securities purchased or sold on a trading day.

Any portion of an order that remains unfilled at the end of a given day will be rewritten on the following day as a new order with a new daily average price to be determined at the end of the following day. Due to the low liquidity of certain securities, broker availability may be limited. Open orders are worked until they are completely filled, which may span the course of several days. If an order is filled in its entirety, securities purchased in the aggregated transaction will be allocated among the accounts participating in the trade in accordance with the allocation statement.

If an order is partially filled, the securities will be allocated pro rata based on the allocation statement. TWM may allocate trades in a different manner than indicated on the allocation statement (non-pro rata) only if all managed accounts receive fair and equitable treatment.

### ***Trade Error Policy***

TWM maintains a record of any trading errors that occur in connection with investment activities of its Clients. For Client accounts which use Fidelity for brokerage and custody services, TWM follows Fidelity's practice of netting gains and losses within a separate Firm Trade Error Account maintained at Fidelity. Net losses are absorbed by TWM, and net profits are allocated to a charitable organization selected by the Firm.

## **ITEM 13: REVIEW OF ACCOUNTS**

### ***Periodic Reviews***

TWM regularly reviews and evaluates Client accounts for compliance with each Client's investment objectives, policies, and restrictions. TWM analyzes rates of return and allocation of assets to determine model strategy effectiveness. Such reviews are conducted by the Chief Compliance Officer of TWM and shall occur at least once per calendar year.

### ***Intermittent Review Factors***

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or changes in the Client's financial status (such as retirement, termination of employment, relocation, inheritance, etc.). Clients are advised to notify TWM promptly if there are any material changes in their financial situation, investment objectives, or in the event they wish to place restrictions on their account.

### ***Reports***

Clients may receive confirmations of purchases and sales in their accounts and will receive, at least quarterly, statements containing account information such as account value, transactions, and other relevant information. Confirmations and statements are prepared and delivered by the custodian.

## **ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION**

### ***Client Referrals***

TWM will not receive any economic benefit from another person or entity for soliciting or referring Clients.

### ***Other Compensation***

TWM does not pay another person nor entity for referring or soliciting Clients for TWM.

## **ITEM 15: CUSTODY**

TWM may deduct fees from Client accounts but would not have custody of Client funds otherwise. Clients will receive statements directly from the agreed upon custodian, and copies of all trade confirmations directly from the custodian.

Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian chosen by the Client. Each month, Clients will receive a bill itemizing the fees to be debited, including the formula used to calculate the fee, the amount of assets the fee is based on, and the time period covered by the fee. The invoice will also state that the fee was not independently calculated by the custodian. The Client will also receive a statement from their account custodian showing all transactions in their account, including the fee.

Custody is also disclosed in Form ADV because TWM has authority to transfer money from Client account(s), which constitutes a standing letter or authorization (SLOA). Accordingly, TWM will follow the safeguards specified by the SEC rather than undergo an annual audit.

We encourage Clients to carefully review the statements and confirmations sent to them by their custodian, and to compare the information on your quarterly report prepared by TWM against the information in the statements provided directly from the custodian. Please alert us of any discrepancies.

## **ITEM 16: INVESTMENT DISCRETION**

When TWM is engaged to provide asset management services on a discretionary basis, we will monitor your accounts to ensure that they are meeting your asset allocation requirements. This authority allows TWM and its affiliates to implement investment decisions without prior consultation with the client, including the decision to allocate among models and/or TPMs. If any changes are needed to your investments, we will make the changes. These changes may involve

selling a security or group of investments and buying others or keeping the proceeds in cash. You may at any time place restrictions on the types of investments we may use on your behalf, or on the allocations to each security type. You may receive at your request written or electronic confirmations from your account custodian after any changes are made to your account. You will also receive monthly statements from your account custodian. Clients engaging us on a discretionary basis will be asked to execute a Limited Power of Attorney (granting us the discretionary authority over the Client accounts) as well as an Investment Management Agreement that outlines the responsibilities of both the Client and TWM.

When a Client engages TWM to provide investment management services on a non-discretionary basis, the accounts are monitored by TWM. The difference is that changes to your account will not be made until TWM has confirmed with you (either verbally or in writing) that the proposed change is acceptable to you.

## **ITEM 17: VOTING CLIENT SECURITIES**

TM does not perform proxy voting services on the Client's behalf. Clients are encouraged to read through the information provided with the proxy voting documents and to make a determination based on the information provided. Upon the Client's request, TM's representatives may provide limited clarifications of the issues presented in the proxy voting materials based on his or her understanding of issues presented in the proxy voting materials. However, Clients have the ultimate responsibility for making all proxy voting decisions.

## **ITEM 18: FINANCIAL INFORMATION**

### ***Balance Sheet Requirement***

TWM is not the qualified custodian for Client funds or securities and does not require prepayment of fees of more than \$1,200 per Client, six (6) months or more in advance.

### ***Financial Condition***

TWM does not have any financial impairment that would preclude the Firm from meeting contractual commitments to Clients.

### ***Bankruptcy Petition***

TWM has not been the subject of a bankruptcy petition at any time during the last 10 years.