

Item 1 – Cover Page
**PART 2A OF FORM ADV:
FIRM BROCHURE**

DATED JANUARY 2024

PROSPETTIVA FINANCIAL LLC

**22 BATTERY STREET, SUITE 426
SAN FRANCISCO, CA 94111**

FIRM CONTACT: SEAN FLETCHER, CHIEF COMPLIANCE OFFICER

FIRM WEBSITE ADDRESS: WWW.PROSPETTIVAFINANCIAL.COM

This brochure provides information about the qualifications and business practices of Prospettiva Financial LLC. If you have any questions about the contents of this Brochure, please contact by telephone at 415-362-8636 or email at info@prospettivafinancial.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Prospettiva Financial LLC also is available on the SEC’s website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Prospettiva Financial LLC is 148760.

Please note that the use of the term “registered investment adviser” and description of Prospettiva Financial LLC and/or our associates as “registered” does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firm’s associates who advise you for more information on the qualifications of our firm and our employees.

Item 2 - MATERIAL CHANGES

Prospettiva Financial is required to advise you of any material changes to our Firm Brochure (“Brochure”) from our last annual update, identify those changes on the cover page of our Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Brochure. Please note that we do not have to provide this information to a client or prospective client who has not received a previous version of our brochure.

Since our last annual amendment filing on 01/25/2023, we have no material changes to disclose.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our fiscal year, which is December 31st. We may further provide other ongoing disclosure information about material changes as necessary.

Additionally, we will further provide you with a new brochure as necessary based on change or new information, at any time, without charge.

Our brochure may be requested free of charge by contacting us by telephone at 415-362-8636 or email at info@prospettivafinancial.com. Additional information about Prospettiva Financial LLC is also available via the SEC’s website www.adviserinfo.sec.gov. The website also provides information about any persons affiliated with Prospettiva Financial LLC who are registered, or are required to be registered, as investment adviser representatives of Prospettiva Financial LLC.

Item 3 - **TABLE OF CONTENTS**

Item 1 – COVER PAGE	Cover Page
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	10
Item 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	10
Item 9 - DISCIPLINARY INFORMATION	12
Item 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS	12
Item 11 - CODE OF ETHICS, PARTICIPATION OF INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING	12
Item 12 - BROKERAGE PRACTICES	14
Item 13 - REVIEW OF ACCOUNTS.....	19
Item 14 - CLIENT REFERRALS AND OTHER COMPENSATION.....	20
Item 15 - CUSTODY	20
Item 16 - INVESTMENT DISCRETION.....	21
Item 17 - VOTING CLIENT SECURITIES.....	22
Item 18 - FINANCIAL INFORMATION	22

Item 4 - ADVISORY BUSINESS

We specialize in the following types of services: wealth management, financial planning, retirement planning, and referrals to third party money managers.

A. Description of our advisory firm, including how long we have been in business and our principal owner(s)¹.

We are dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our firm is a limited liability company formed in the State of California. Our firm has been in business as an investment adviser since 2009 and is wholly owned by Sean Fletcher.

B. Description of the types of advisory services we offer.

(i) Wealth Management:

We emphasize continuous and regular account supervision. As part of our Wealth Management service, clients will be provided asset management and subsequent and ongoing financial planning services for a single asset-based fee. The scope of the planning services under our Wealth Management service is general in nature and provided verbally through client meetings. Targeted-scope Financial Planning services which would ultimately entail a written financial Plan are available under a separate agreement as defined below. As part of the Wealth Management service, we generally create a portfolio, consisting of exchange traded funds (“ETFs”) and mutual funds. However, depending on the client’s individual needs and preferences, other securities types may be used including stocks, bonds, unit investment trusts, and options. The client’s individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. We design a portfolio allocation specific to your individual objectives and financial goals. We review the portfolio at least quarterly and if necessary, rebalance the portfolio based upon the client’s individual needs, stated goals and objectives.

We primarily use open-ended mutual funds, which are no-load, and load-waived, mutual funds purchased at net asset value (NAV), and exchange traded funds (ETFs). However, managed accounts are not exclusively limited to mutual funds and ETF and may include stocks, bonds and UITs which are typically transferred or requested by you or are deemed suitable by us.

¹ Please note that: (1) For purposes of this item, our principal owners include the persons we list as owning 25% or more of our firm on Schedule A of Part 1A of Form ADV (Ownership Codes C, D or E). (2) If we are a publicly held company without a 25% shareholder, we simply need to disclose that we are publicly held. (3) If an individual or company owns 25% or more of our firm through subsidiaries, we must identify the individual or parent company and intermediate subsidiaries. If we are a state-registered adviser, on Form ADV Part 2A Page 2, we must identify all intermediate subsidiaries. If we are an SEC-registered adviser, we must identify intermediate subsidiaries that are publicly held, but not other intermediate subsidiaries.

Securities transactions account reallocations and rebalancing may trigger a taxable event, with the exception of IRA accounts, 403(b) accounts and other qualified retirement accounts.

In certain cases, our firm exercises its discretionary authority and utilizes the sub-advisory services of a third-party investment advisory firm or individual advisor to aid in the implementation of an investment portfolio designed by our firm. Before selecting a firm or individual, our firm will ensure that the chosen party is properly licensed or registered as well as disclose the fees associated with the use of a third-party money manager to the client. Our firm will periodically review third-party money manager reports and assess at least annually whether the use of a third-party money manager continues to be in the clients' best interest. Either We or the Third-Party Money Manager will provide you with all pertinent disclosure documents pertaining to the Third-Party Money Manager's services including but not limited their ADV 2A, Form CRS and Privacy Policy.

(ii) Retirement Planning:

We provide retirement planning services to employer plan sponsors. Generally, such services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment alternatives, guidance with respect to plan structure and participant education.

Our firm will provide investment services to the client with respect to 401(k) assets (the "Plan") as outlined below:

- A. We will monitor the Plan's investments to help analyze whether they are meeting the Investment Policy Statement ("IPS") parameters as well as the retirement needs of the participants and make recommendations for changes;
- B. We will annually review the IPS to ensure it meets the needs of the client and the defined contribution Plan participants;
- C. We will annually review the processes outlined in the IPS to help ensure they are being adhered to and that investment options are being monitored per the IPS;
- D. At least once per year, we will meet with the Investment Committee, or other people designated by the client, to present annual reports and findings, make recommendations as to particular investments to be placed in the fund line-up and answer any questions that may arise. Our firm makes recommendations of possible alternatives to funds when, in conjunction with the Investment Committee, it is determined a change in fund line-up is necessary;
- E. We will assist the client in analyzing the Plan to help determine if it is in compliance with the requirements of Section 404(c) of the Employee Retirement Income Security Act of 1974 ("ERISA"). This analysis will include

helping to determine if there is a broad range of investment alternatives, as defined in ERISA Regulations Section 2550.404c-1.

(iii) Financial Planning:

We provide a variety of financial planning services to individuals, families and other clients regarding the management of their financial resources based upon an analysis of the client's current situation, goals, and objectives. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning may encompass one or more of the following areas: Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, Business and Personal Financial Planning.

Our written financial plans rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs.

We do not provide accounting services or provide legal advice. We refer clients to an accountant, attorney or other specialist, as necessary for non-advisory related services.

For written financial planning engagements, we provide our clients with a written summary of their financial situation, observations, and recommendations. Plans are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. Implementation of the recommendations will be at the discretion of the client.

(iv) General Information

The investment recommendations and advice offered by us do not constitute legal advice or accounting advice. You should coordinate and discuss the impact of financial advice with your attorney and/or accountant. It is necessary to inform us promptly with respect to any changes in your financial situation and investment goals and objectives. Failure to notify us of any such changes could result in investment recommendations that are inconsistent with your needs.

C. Explanation of whether (and, if so, how) we tailor our advisory services to the individual needs of clients, whether clients may impose restrictions on investing in certain securities or types of securities.

(i) Individual Tailoring of Advice to Clients:

We offer individualized investment advice to clients through our Wealth Management services. Additionally, we offer general investment advice to clients utilizing the following services offered by our firm: Financial Planning and Retirement Planning.

(ii) Ability of Clients to Impose Restrictions on Investing in Certain Securities or Types of Securities:

We typically do not allow clients to impose restrictions on investing in certain securities or types of securities due to the level of difficulty this would entail in managing their account. However, exceptions may be made on a case-by-case basis.

D. Participation in wrap fee programs.

We do not sponsor or engage directly as an asset manager in a wrap program. However, clients may be placed in a wrap program available through their account custodian, Charles Schwab & Co., Inc. ("Schwab"). The program will enable us to select various third-party managers and strategists to manage your account for a fee inclusive of transaction charges. You will be provided a wrap program brochure, Form ADV Part 2A and Form CRS as well as Appendix 1, which will disclose and describe the program sponsored by the third-party money manager(s).

E. Disclosure of the amount of client assets we manage on a discretionary basis and the amount of client assets we manage on a non-discretionary basis.

We manage \$106,527,220 on a discretionary basis as of 12/31/2023.

Item 5 - FEES AND COMPENSATION

We are required to describe our brokerage, custody, fees and fund expenses so you will know how much you are charged and by whom for our advisory services provided to you.

A. Description of how we are compensated for our advisory services provided to you.

(i) Wealth Management:

The maximum annual fee charged for this service will not exceed 1.25%. Fees to be assessed will be outlined in the advisory agreement to be signed by the Client. Annualized fees are billed on a pro-rata basis quarterly in advance based on the value of your account on the last day of the previous quarter. The first payment is due one month after execution of the Agreement and will be assessed pro-rata. Further, it is important to note that our firm will assess advisory fees on cash and cash equivalents held in clients' managed accounts. Fees are negotiable at our firm's discretion and will be deducted from client account(s).

You may make additions to the Account or withdrawals from the Account. Additional assets deposited into the Account after it is opened will be charged a pro-rata fee based upon the number of days remaining in the calendar quarter. Additionally, partial withdrawals from the account will result in a prorated portion of the fee being credited to the Account. Fee adjustments for additions and withdrawals will be done at the end of the quarter and adjusted on the next quarterly invoice. No fee adjustments will be made for Account appreciation or depreciation.

As part of this process, clients understand the following:

- a) The client's independent custodian sends statements at least quarterly showing the market values for each security included in the Assets and all account disbursements, including the amount of the advisory fees paid to our firm;
- b) Clients will provide authorization permitting our firm to be directly paid by these terms. Our firm will send an invoice directly to the custodian; and
- c) If our firm sends a copy of our invoice to the client, a legend urging the comparison of information provided in our statement with those from the qualified custodian will be included.

Fees charged for third party manager services shall be in addition to our advisory fees or included as part of the fee disclosed above. The third-party money managers we utilize will not directly charge you a higher fee than they would have charged without us selecting them on your behalf. Third party money managers establish and maintain their own separate billing processes over which we have no control. In general, they will directly bill you and describe how this works in their separate written disclosure documents or will be disclosed in the signed agreement with our firm.

We may change the above fee schedule upon 30-days prior written notice to you.

(ii) Retirement Planning:

<u>Assets being monitored</u>	<u>Annual Percentage of assets charge*:</u>
Any amount	1.00%.

*Our firm's fees are billed on a pro-rata, annualized basis, quarterly in advance or based on the value of your account on the last day of the previous quarter.

Additional information about the fee-paying arrangements for our retirement planning service will be detailed in the signed ERISA Plan Agreement. The client will be invoiced directly for the fees.

(iii) Financial Planning:

We charge on a flat fee basis for financial planning services. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. Flat fees range from \$8,000 to \$20,000. We will review your situation and provide you a quote prior to any work being performed. We require a deposit of up to half of the quoted fee. If you do not participate in asset management services, the balance of the fee is due in full upon presentation of the analysis or financial plan. It is important to note that we will not require a payment exceeding \$1200 when financial planning services cannot be rendered within six months.

Additionally, the client is under no obligation to act upon the investment advisor's recommendation and, if the client elects to act on any of the recommendations, the client is under no obligation to affect the transaction through the investment advisor.

B. Description of any other types of fees or expenses clients may pay in connection with our advisory services, such as custodian fees or mutual fund expenses.

Clients will incur transaction charges for trades executed by the custodian. These transaction fees are separate from our fees and will be disclosed by the firm that the trades are executed through. Schwab does not charge transaction fees for U.S. listed equities and exchange traded funds.

Additionally, you may pay fees for custodial services, account maintenance fees, and other fees associated with maintaining the Account. Such fees are not charged by us and are charged by the product, broker/dealer or account custodian. We do not share in any portion of such fees. Additionally, you may pay your proportionate share of the fund's management and administrative fees and sales charges as well as the mutual fund adviser's fee of any mutual fund they purchase. Such advisory fees are not shared with us and are compensation to the fund-manager. You should read the mutual fund prospectus for additional information.

D. Termination and Refunds.

Either party may terminate the advisory agreement signed with our firm for Wealth Management services in writing at any time. Upon notice of termination our firm will process a pro-rata refund of the unearned portion of the advisory fees charged in advance.

Financial Planning clients may terminate their agreement at any time before the delivery of a financial plan by providing written notice. For purposes of calculating refunds, all work performed by us up to the point of termination shall be calculated at the hourly fee currently in effect. Clients will receive a pro-rata refund of unearned fees based on the time and effort expended by our firm.

Either party to a Retirement Planning Agreement may terminate at any time by providing written notice to the other party. Full refunds will only be made in cases where cancellation occurs within 5 business days of signing an agreement. After 5 business days from initial signing, either party must provide the other party 30 days written notice to terminate billing. Billing will terminate 30 days after receipt of termination notice. Clients will be charged on a pro-rata basis, which takes into account work completed by our firm on behalf of the client. Clients will incur charges for bona fide advisory services rendered up to the point of termination (determined as 30 days from receipt of said written notice) and such fees will be due and payable.

Commissionable Securities Sales

Our firm and its representatives do not sell securities for a commission in advisory accounts.

Item 6 - PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

We do **not charge performance fees** to our clients.

Item 7 - TYPES OF CLIENTS

We have the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit-Sharing Plans;

Our requirements for opening and maintaining accounts or otherwise engaging us:

- Written financial plans are typically charged a minimum fee of \$8,000. However, our firm at its sole discretion may reduce the minimum fee for written financial plans.

Item 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

- A. Description of the methods of analysis and investment strategies we use in formulating investment advice or managing assets.

Methods of Analysis:

- Charting (Charting is a form of technical analysis in which various factors are diagrammed in order to illustrate patterns);
- Fundamental (Fundamental analysis generally involves looking at economic and financial factors);
- Cyclical (Cyclical analysis attempts to determine the patterns of how the economy and/or the market affect a security and an attempt to determine the highs and lows of the security).

Investment Strategies we use:

- Long term purchases (securities held at least a year);
- Short term purchases (securities sold within a year).

Please note:

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease, and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have.

- B. Explanation of the material risks involved with our investment strategy or method of analysis.

We generally invest client's cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. In most

cases, at least a partial cash balance will be maintained in a money market account so that our firm may debit advisory fees for our services related to asset management service.

We emphasize that investment returns, particularly over shorter time periods, can be highly volatile and are dependent on a wide variety of factors. Thus, our investment management services are generally suitable only for long-term investment objectives or strategies, rather than for short-term trading purposes. Neither diversification nor asset allocation assure a profit or protect you against a loss and there is no guarantee that your investment objectives will be achieved.

We do not represent, warrant or imply that the services or methods of analysis used can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to major market corrections or crashes. Past performance is no indication of future performance. No guarantees can be offered that your goals or objectives will be achieved. Further, no promises or assumptions can be made that the advisory services offered by us will provide a better return than other investment strategies.

Long-term purchases – Using a long-term purchase strategy generally assumes the Financial Markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market in which you are invested or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - “locking-up” assets that may be better utilized in the short-term in other investments.

Short-term Trading – Frequent trading of securities can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Fundamental Analysis does not attempt to anticipate market movements. This represents a potential risk, as the price of a security can move up or down along with the overall market, regardless of the economic and financial factors considered in evaluating the security.

Cyclical and Charting Analysis: Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and, therefore, the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

C. The material risks involved with the primary types of securities utilized in our asset management portfolios.

We primarily use mutual funds and exchange traded funds (ETFs).

Some of the risks with mutual funds include

- Manager Risk: which is the risk that an actively managed mutual fund’s investment adviser will fail to execute the fund’s stated investment strategy.
- Market Risk: which is the risk that the Stock Market will decline, decreasing the value of the securities contained within the mutual funds we recommend to you.

- Industry Risk: which is the risk that a group of stocks in a single industry will decline in price due to adverse developments in that industry, decreasing the value of mutual funds that are significantly invested in that industry.
- Inflation Risk: which is the risk that the rate of price increases in the economy deteriorates the returns associated with the mutual fund.

Some of the risks associated with ETFs include:

ETFs trade on an auction market. Therefore, there is more price fluctuation with ETFs than with mutual funds since ETFs trade throughout the day, whereas mutual funds are priced once a day. In addition, since most ETFs only mirror a market index, such as the S&P 500, they won't outperform the index.

These are some of the primary risks associated with the way we recommend investments to you. Please do not hesitate to contact us to discuss these risks and others in more detail. Mutual fund fees are described in the fund's prospectus which the custodian mails directly to the client following any purchase of a mutual fund that is new to the client's account. In addition, a prospectus is available online at each mutual fund company's Web site. At the client's request at any time, we will direct the client to the appropriate Web page to access the prospectus.

Item 9 - DISCIPLINARY INFORMATION

There are no legal or disciplinary events that are material to the evaluation of our advisory business or the integrity of our management.

Item 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Representatives of our firm are insurance agents/brokers. They offer insurance products and receive customary fees as a result of insurance sales. A conflict of interest exists as these insurance sales create an incentive to recommend products based on the compensation adviser and/or our supervised persons may earn. To mitigate this potential conflict, our firm will act in the client's best interest.

Item 11 - CODE OF ETHICS, PARTICIPATION OF INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

- A. Brief description of our Code of Ethics adopted pursuant to SEC rule 204A-1 and offer to provide a copy of our Code of Ethics to any client or prospective client upon request.

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our supervised persons for their

personal accounts. To monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all our supervised persons.

Furthermore, our firm has established a Code of Ethics, which applies to all our supervised persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to always act solely in the best interest of each of our clients. We require all our supervised persons to conduct business with the highest level of ethical standards and to always comply with all federal and state securities laws. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.

- B. If our firm or a related person recommends to clients, or buys or sells for client accounts, securities in which our firm or a related person has a material financial interest (excluding an interest as a shareholder of an SEC-registered, open-end investment company), we must describe our practice and discuss the conflicts of interest it presents.

We and our associated persons do not recommend to clients or buy or sell for client accounts securities in which we have a material financial interest.

- C. If our firm or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that our firm or a related person recommends to clients, we are required to describe our practice and discuss the conflicts of interest this presents and generally how we address the conflicts that arise in connection with personal trading.

We and our associated persons may buy or sell securities identical to those securities recommended to you. Therefore, we and/or its associated persons may have an interest or position in certain securities that are also recommended and bought or sold to you. We and our associated persons will not put our interests before your interest. We and our associated persons may not trade ahead of you or trade in such a way to obtain a better price for themselves than for you or other clients.

- D. If our firm or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for our firm's (or the related person's own) account, we are required to describe our practice and discuss the conflicts of interest it presents. We are also required to describe generally how we address conflicts that arise.

We are required to maintain a list of all securities holdings for our associated persons and develop procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

Item 12 - BROKERAGE PRACTICES

A. Description of the factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g., commissions).

1. Research and Other Soft Dollar Benefits. If we receive non soft-dollar research or other products or services other than execution from a broker-dealer or a third party in connection with client securities transactions (“soft dollar benefits”), we are required to disclose our practices and discuss the conflicts of interest they create. Please note that we must disclose all soft dollar benefits we receive, including, in the case of research, both proprietary research (created or developed by the broker-dealer) and research created or developed by a third party.

We do not maintain custody of your assets that we manage or on which we advised; except for we are deemed to have custody to the extent you give us authority to withdraw our advisory fees from your account. Your assets must be maintained in an account at a “qualified custodian”, generally a broker/dealer or bank.

We have established a relationship with a qualified custodian, Schwab Institutional division of Charles Schwab & Co., Inc. (“Schwab”), a registered broker/dealer, member SIPC.

Schwab offers to independent investment Advisers services that include custody of securities, trade execution, clearance, and settlement of transactions. We receive some benefits from Schwab through our participation in the program. (Please see the disclosure under Item 14 of this Brochure.) While we recommend that you use Schwab, you will decide whether to do so and open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you. If you select another qualified custodian and broker-dealer, we cannot provide assurance that we can offer management services unless the qualified custodian/broker-dealer enables us to have trading capabilities and ability to manage your account. Further, we cannot provide assurances of best execution and costs may be more or less than those costs charged by Schwab.

We are independently owned and operated and not affiliated with any Custodian/Broker-dealer we may utilize.

- a. Explanation of when we use client brokerage commissions (or markups or markdowns) to obtain research or other products or services, and how we receive a benefit because our firm does not have to produce or pay for the research, products or services.

As part of the arrangement described above, Schwab also makes certain research and brokerage services available at no additional cost to our firm. These services include certain research and brokerage services, including research services obtained by Schwab directly from independent research companies, as selected by our firm (within specific parameters). Research products and services provided by Schwab to our firm may include research reports on recommendations or other information about, particular companies or industries, economic surveys, data and analyses, financial

publications, portfolio evaluation services, financial database software and services, computerized news and pricing services, quotation equipment for use in running software used in investment decision-making, and other products or services that provide lawful and appropriate assistance by Schwab to our firm in the performance of our investment decision-making responsibilities. The research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

- b. Incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services, rather than on our clients' interest in receiving best execution.

As a result of receiving the services discussed in subparagraph "a" above, for no additional cost, we may have an incentive to continue to use or expand the use of Schwab's services. Our firm examined this potential conflict of interest when we chose to enter into the relationship with Schwab and we have determined that the relationship is in the best interest of our firm's clients and satisfies our client obligations, including our duty to seek best execution.

The commission and transaction fees charged by Schwab may be higher or lower than those charged by other custodians and broker-dealers.

We make our recommendation to a custodian/broker who will hold your assets and execute transactions on criteria that is overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, these:

- Combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- Capability to execute, clear and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payments, etc.)
- Breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them.
- Industry reputation, financial strength and stability of the provider
- Ability to report to you and to us
- Educational resources
- Execution capability
- Confidentiality and security of your information
- Responsiveness

- Other factors that may bear on the overall evaluation of best price and execution
- c. Causing clients to pay commissions (or markups or markdowns) higher than those charged by other broker-dealers in return for soft dollar benefits (known as paying-up).

Clients may pay a commission to Schwab that is higher than another qualified broker dealer might charge to affect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. However, Schwab has eliminated transaction fees for U.S. equities and exchange traded funds. 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 broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

- d. Disclosure of whether we use soft dollar benefits to service all of our clients' accounts or only those that paid for the benefits, as well as whether we seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

We do not receive soft-dollar benefits. The only benefits we receive are described below under e. and in Item 14.

- e. Description of the types of products and services our firm or any of our related persons acquired with client brokerage commissions (or markups or markdowns) w within our last fiscal year.

Products and Services Available to Us

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us.

Schwab provides us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to retail customers. They also make available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Support services generally are available on an unsolicited basis (we don't have to request them) and at no charge. However, Schwab can require us to maintain a total of at least \$10 million of clients' assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees. Following is a more detailed description of support services:

Services That Benefit You

Brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through the Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research; Schwab owns and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at the Schwab. In addition to investment research, the Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services themselves. In other cases, it will arrange for third-party vendors to provide the services to us. They may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

- f. Explanation of the procedures we used during our last fiscal year to direct client transactions to a particular broker-dealer in return for soft dollar benefits we received.

Refer to the disclosure immediately above in Item 12. A.1.e.

2. Brokerage for Client Referrals.

Our firm does not receive brokerage for client referrals.

3. Directed Brokerage.

- a. If we routinely recommend, request or require that a client direct us to execute transactions through a specified broker-dealer, we are required to describe our practice or policy. Further, we must explain that not all advisers require their clients to direct brokerage. If our firm and the broker-dealer are affiliates or have another economic relationship that creates a material conflict of interest, we are further required to describe the relationship and discuss the conflicts of interest it presents by explaining that through the direction of brokerage we may be unable to achieve best execution of client transactions, and that this practice may cost our clients more money.

As stated above, we have a relationship with Schwab to refer clients for custodial and execution services. Not all investment advisers require you to maintain accounts at a specific broker/dealer. You may maintain accounts at another broker/dealer. However, the services provided by us will be limited to only advice and will not include implementation. If you select another brokerage firm for custodial and/or brokerage services, you may not be able to receive asset management services from us.

Neither we nor any of our firm's related persons have discretionary authority in making the determination of the brokers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are affected.

Special Considerations for ERISA Clients

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, we will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

- b. If we permit a client to direct brokerage, we are required to describe our practice. If applicable, we must also explain that we may be unable to achieve best execution of your transactions. Directed brokerage may cost clients more money. For example, in a directed brokerage account, you may pay higher brokerage commissions because we may not be able to aggregate orders to reduce transaction costs, or you may receive less favorable prices on transactions.

See Item 12A (3) above of this Brochure.

- B. Discussion of whether, and under what conditions, we aggregate the purchase or sale of securities for various client accounts in quantities sufficient to obtain reduced transaction costs (known as bunching). If we do not bunch orders when we have the opportunity to do so, we are required to explain our practice and describe the costs to clients of not bunching.

We perform investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when we believe that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner that is deemed equitable to the accounts involved. In any given situation, we attempt to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

Item 13 - REVIEW OF ACCOUNTS

- A. Review of client accounts or financial plans, along with a description of the frequency and nature of our review, and the titles of our employees who conduct the review.

Our Chief Compliance Officer, Sean Fletcher, conducts reviews at least annually with the clients who subscribe to our Wealth Management services. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions and investment policies, if applicable.

Retirement planning clients receive reviews of their pension plans for the duration of the engagement. We also provide ongoing services to retirement planning clients where we meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc. Reviews will be conducted at least annually.

We provide ongoing services to financial planning clients and are willing to meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc.

- B. Review of client accounts on other than a periodic basis, along with a description of the factors that trigger a review.

Reviews may be more frequently than described above at our discretion or your request. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

You must notify your Advisory Representative promptly of any changes to your financial goals, objectives or financial situation as such changes may require him review the portfolio allocation and make recommendations for changes.

- C. Description of the content and indication of the frequency of written or verbal regular reports we provide to clients regarding their accounts.

We do not provide regular written reports to clients, unless asked to do so. You will be provided statements at least quarterly direct from the account custodian. Additionally, you will receive confirmations of all transactions occurring direct from the account custodian.

Item 14 - CLIENT REFERRALS AND OTHER COMPENSATION
--

- A. If someone who is not a client provides an economic benefit to our firm for providing investment advice or other advisory services to our clients, we must generally describe the arrangement. For purposes of this Item, economic benefits include any sales awards or other prizes.

We receive an economic benefit from Schwab in the form of support products and services they make available to us and other independent investment advisers that have their clients maintain account with the. These products and services, how they benefit us, and the related conflicts of interest are described above in Item 12. The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

- B. If our firm or a related person directly or indirectly compensates any person who is not our employee for client referrals, we are required to describe the arrangement and the compensation.

Our firm does not pay referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our firm in accordance with relevant state statutes and rules.

Item 15 - CUSTODY

- A. If we have custody of client funds or securities and a qualified custodian as defined in SEC rule 206(4)-2 or similar state rules (for example, a broker-dealer or bank) does not send account statements with respect to those funds or securities directly to our clients, we must disclose that we have custody and explain the risks that you will face because of this.

While our firm does not maintain physical custody of client assets (which are maintained by a qualified custodian, as discussed above), we are deemed to have custody of certain client assets if given the authority to withdraw assets from client accounts, as further described below under "Third Party Money Movement." All our clients receive account statements directly from their qualified custodian(s) at least quarterly upon opening an account. We urge our clients to carefully review these statements. Additionally, if our firm decides to send its own account statements to clients, such statements will include a legend that recommends the client compare the account statements received from the qualified custodian with those received from our firm. Clients are

encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

On February 21, 2017, the SEC issued a no-action letter (“Letter”) with respect to Rule 206(4)-2 (“Custody Rule”) under the Investment Advisers Act of 1940 (“Advisers Act”). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction (“SLOA”) is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with our custodian:

- The client provides an instruction to the qualified custodian, in writing, that includes the client’s signature, the third party’s name, and either the third party’s address or the third party’s account number at a custodian to which the transfer should be directed.
 - The client authorizes the investment adviser, in writing, either on the qualified custodian’s form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
 - The client’s qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client’s authorization and provides a transfer of funds notice to the client promptly after each transfer.
 - The client has the ability to terminate or change the instruction to the client’s qualified custodian.
 - The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client’s instruction.
 - The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
 - The client’s qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.
- B. If we have custody of client funds or securities and a qualified custodian sends quarterly, or more frequent, account statements directly to our clients, we are required to explain that you will receive account statements from the broker-dealer, bank, or other qualified custodian and that you should carefully review those statements.

We encourage our clients to raise any questions with us about the custody, safety or security of their assets. The custodians we do business with will send you independent account statements listing your account balance(s), transaction history and any fee debits or other fees taken out of your account.

Item 16 - INVESTMENT DISCRETION
--

If we accept discretionary authority to manage securities accounts on behalf of clients, we are required to disclose this fact and describe any limitations our clients may place on our authority. The following procedures are followed before we assume this authority:

Clients have the option of providing our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, our firm is authorized to execute securities transactions, determine which securities are bought and sold, and the total amount to be bought and sold as well as to assign a portion or the totality of the client assets to a third-party money manager. Should clients grant our firm non-discretionary authority, our firm would be required to obtain the client's permission prior to effecting securities transactions. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgement.

Item 17 - VOTING CLIENT SECURITIES

- A. If we have, or will accept, proxy authority to vote client securities, we must briefly describe our voting policies and procedures, including those adopted pursuant to SEC Rule 206(4)-6.

We do not and will not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. If proxies are sent to our firm, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write, or email us to discuss questions they may have about particular proxy votes or other solicitations.

Third party money managers selected by our firm may vote proxies for clients. Therefore, except in the event a third-party money manager votes proxies, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Therefore (except for proxies that may be voted by a third-party money manager), our firm and/or the client shall instruct the qualified custodian to forward to copies of all proxies and shareholder communications relating to the client's investment assets.

Item 18 - FINANCIAL INFORMATION

- A. If we require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance, we must include a balance sheet for our most recent fiscal year.

We do not require, nor do we solicit, prepayment of more than \$1200 in fees per client, six months or more in advance. Therefore, we have not included a balance sheet for our most recent fiscal year.

- B. If we are a SEC-registered adviser and have discretionary authority or custody of client funds or securities, or we require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance, we must disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients.

We have nothing to disclose in this regard.

- C. If we have been the subject of a bankruptcy petition at any time during the past ten years, we must disclose this fact, the date the petition was first brought, and the current status.

We have nothing to disclose in this regard.