



**Consolidated Planning Corporation**  
d/b/a  
**CPC Advisors**  
**CPC Impact Investing**  
**CPC Impact Investments**

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April 18, 2024

**FORM ADV PART 2A**  
**BROCHURE**

This brochure provides information about the qualifications and business practices of Consolidated Planning Corporation. If you have any questions about the contents of this brochure, contact us at 404-879-3000. 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 Consolidated Planning Corporation is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Consolidated Planning Corporation's IARD firm number is 111025.

Consolidated Planning Corporation is a registered investment adviser. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

## Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes. Generally, we will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

The last annual updating amendment of our brochure dated March 30, 2023, has been updated as of April 5, 2024. Material changes include:

- We amended Item 4 to update the fee language.
- We have amended Item 12 to address our block trading policies.
- We amended Item 14 to specifically address referral arrangements.

Additionally, we have made other changes, some of which may clarify or enhance existing disclosures, but we do not consider these other changes to be material.

The revised brochure will be available since our last delivery or posting of this brochure on the SEC's public disclosure website (IAPD) at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or clients may contact our office at the number or by email listed on the cover page of this brochure to obtain a copy. When an update is made to this brochure, we will send a copy to clients with the summary of material changes, or a summary of material changes that includes an offer to send clients a copy [either by electronic means (email) or in hard copy form].

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## Item 4 Advisory Business

### Description of Services and Fees

Consolidated Planning Corporation is a registered investment adviser based in Atlanta, Georgia. We are organized as a C corporation under the laws of the State of Georgia. We have been providing investment advisory services since 1976. Michael L. Hines is our firm's principal owner.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to Consolidated Planning Corporation and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

### Financial Planning Services

Our financial planning process includes services such as cash flow management, education funding strategies, retirement analysis, liability management, tax minimization, executive compensation/benefits analysis, and estate planning. We offer both comprehensive and modular financial planning services. Modular planning may concentrate on the details of a specific aspect of your financial situation, such as college funding, a portfolio allocation, or retirement analysis. Note that these services focus only on a certain area of your needs and your overall situation may not be fully addressed due to limitations established.

During our first meeting, you will be provided with a current ADV Part 2A, ADV Part 2B brochure supplement and our privacy policy statement. We will disclose any material conflicts of interest that could reasonably impair the rendering of unbiased and objective advice. In this meeting, we will discuss your financial needs and goals, and understand your vision for the future. In preparation for this meeting, we may request you to bring copies of documents such as tax returns, pay stubs, insurance policies, employer benefits, investment and retirement accounts, statements of assets and liabilities, business agreements and estate documents.

After this meeting, we develop a letter of engagement that outlines the scope of services that we can provide to address your needs. Additionally, it will also include the fees to complete your plan. We generally charge a negotiable fixed fee of from \$500 to \$20,000 for financial planning services based on your circumstances and the complexity of the services requested; however, there may be certain circumstances where we offer financial plans for individuals requiring highly complex financial planning with fees up to \$100,000. Additionally, we are able to provide financial planning services based on our hourly rate of \$275. Generally, we require that you pay half the estimated fee upon execution of the letter of engagement with the balance due on completion of the contracted services. In the event of early termination, you will be billed for the hours worked at a rate of \$275 per hour. If the initial deposit is greater than the amount billed, then you will be refunded the difference. If the initial deposit is less, then you will be billed the difference. However, in special circumstances, other fee-paying arrangements may be negotiated. In either case, services to be provided, the applicable fee and fee-paying arrangements are agreed upon in advance of services rendered and will be clearly set forth in the executed financial planning agreement.

As needed, we will conduct follow-up meetings for reviewing and or collecting additional information. Once such information has been studied and analyzed, a financial plan designed to achieve your expressed financial goals and objectives is produced and presented to you.

You are under no obligation to act on our financial planning recommendations. Should you choose to act on any of our recommendations, you are not obligated to implement the financial plan through any of our other investment advisory services. Moreover, you may act on our recommendations by placing securities transactions with any brokerage firm.

Upon delivery of the initial financial plan, we will offer an annual retainer service that may include periodic meetings to review your progress towards stated goals. For retainer services, we generally charge a quarterly fee determined on a case-by-case basis predicated on the scope and complexity of the required services. Such fees are payable quarterly in arrears. The letter of engagement signed between you and our firm will detail the scope of the services to be provided and the applicable fees.

Either party may terminate the letter of engagement within five (5) days of entering into the agreement without penalty. After the five-day period, either party may terminate the agreement by providing written or verbal notice to the other. If you request termination verbally, we will send you a letter of confirmation evidencing the effective termination date of the planning process. Upon such termination, we will refund any unearned fees to you.

*Please note: Changes in tax laws or regulations may occur at any time and as financial advisors we do not render advice on tax or legal matters. You should discuss any tax or legal matters with the appropriate professional.*

### **Portfolio Management Services**

Persons associated with our firm are registered representatives of Raymond James Financial Services, Inc. ("RJFS") a licensed full-service securities broker/dealer under federal and state securities laws, located in St. Petersburg, Florida, and member of FINRA/SIPC. RJFS is affiliated with Raymond James & Associates, Inc. ("RJA"), a member of FINRA/New York Stock Exchange/SIPC, which offers custodial and administrative services to investment advisors.

### **Ambassador Program**

We offer the Ambassador Program to clients. The Ambassador program is a wrap fee investment advisory account offered and administered by RJA. We will manage your account on a discretionary (provided certain qualifications are met) or non-discretionary basis according to your objective. Ambassador offers you the ability to pay an asset-based advisory fee which includes transaction costs within the advisory fee, in lieu of a commission for each investment transaction within the account. RJA receives a portion of the fee. The client is provided with quarterly portfolio summaries and performance analyses. This type of account can be utilized to buy, sell, or otherwise trade stocks, bonds, mutual funds (at net asset value), exchange-traded funds ("ETFs"), options and preferred stocks. There are no transaction charges in Ambassador accounts. (For further information, refer to the RJA Wrap Fee Program Brochure). If you participate in our wrap fee program, you will pay our firm a single fee, which includes our money management fees, certain transaction costs, and custodial and administrative costs. We receive a portion of the wrap fee for our services. We are the manager, but not the sponsor of the Ambassador Program. RJA is the sponsor of the Ambassador program and as such, in addition to receiving our disclosure brochure, you will also receive RJA's wrap fee brochure and other disclosures. The overall cost you will incur if you participate in the Ambassador wrap fee program may be higher or lower than you might incur by separately purchasing the types of securities available in the program. We are also provided discretionary authority with respect to choosing which program the client will be invested in.

You authorize and direct RJA as custodian to deduct asset-based fees from your account; you further authorize and direct the custodian to send a quarterly statement to you which shows all amounts disbursed from your account, including fees paid to Consolidated Planning Corporation. You may also incur charges for other services provided by RJA, not directly related to the execution, and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, interest charges on margin loans, and fees for legal or courtesy transfers of securities.

Your Ambassador agreement may be terminated by you or us at any time upon providing notice pursuant to the provisions of the agreement. In the event of termination of your agreement, we will refund to you the prorated portion of the fee for the quarter of termination. There is no penalty for terminating your agreement.

A full description of the fees, transaction costs and services are provided in the Ambassador agreement and RJA's Wrap Fee Program Brochure.

### **Portfolio Management Fees**

Portfolio management fees are individually tailored to each client and do not exceed 1.75% annually. Factors considered in determining the fees charged generally include, but are not limited to, the complexity of the client's portfolio; assets to be placed under management; anticipated future assets; related accounts; portfolio style; account composition; and/or other special circumstances or requirements. The specific fee schedule will be identified outlined in the advisory agreement between the client and the Adviser.

### **IRA Rollover Recommendations**

For the purpose of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02"), when applicable, we are providing the following acknowledgment to clients. When we provide investment advice to clients regarding their retirement plan account or individual retirement account, we are a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with client interests. We operate under an exemption that requires we act in the clients' best interest and not put our or our employees' interests ahead of the clients. Under this exemption, we must:

- meet a professional standard of care when making investment recommendations (give prudent advice),
- never put our or our employees' financial interests ahead of the clients when making recommendations (give loyal advice),
- avoid making misleading statements about conflicts of interest, fees, and investments,
- follow policies and procedures designed to ensure that we and our employees give advice that is in the clients' best interest,
- charge no more than is reasonable for services, and
- give the clients basic information about conflicts of interest.

We benefit financially from the rollover of the clients' assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees.

### **Selection of Other Advisers**

We may recommend that you use the services of a third-party money manager ("TPMM") primarily offered through RJFS to manage all, or a portion of, your investment portfolio. After gathering information about your financial situation and objectives, we may recommend that you engage a specific TPMM or investment program. Factors that we take into consideration when making our recommendation(s) include, but are not limited to, the following: the TPMM's performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives. We will monitor the TPMM(s)' performance to ensure its management and investment style remains aligned with your investment goals and objectives.

We do not charge you a separate fee for the selection of other advisers. We will share in the advisory fee you pay directly to the TPMM. The advisory fee you pay to the TPMM is established and payable in accordance with the brochure provided by each TPMM to whom you are referred. These fees may or may not be negotiable. Our compensation may differ depending upon the individual agreement we have with each TPMM. As such, a conflict of interest exists where our firm or persons associated with our firm has an incentive to recommend one TPMM over another TPMM with whom we have more favorable compensation arrangements or other advisory programs offered by TPMMs with whom we have less or no compensation arrangements.

You are required to sign an agreement directly with the recommended TPMM(s). You may terminate your advisory relationship with the TPMM according to the terms of your agreement with the TPMM. You should review each TPMM's brochure for specific information on how you may terminate your advisory relationship with the TPMM and how you may receive a refund, if applicable. You should contact the TPMM directly for questions regarding your advisory agreement with the TPMM.

### **Sub-Advisory Services**

When a sub-adviser is retained by the Adviser on behalf of a client, there will be additional fees associated with said sub-adviser services. This will require a separate Agreement outlining the costs and services of said sub-adviser. Each client will be provided with the sub-adviser's ADV Part 2A and advisory agreement to review the sub-adviser's fees, calculations, and methodology.

If any brokerage fees, custodian charges, and/or transaction ticket charges associated with managing the sub-advisor account are charged by the custodian, they will be passed directly to each client's account. Should this occur, the Adviser will not receive any portion of such commissions, transaction charges or brokerage fees, from the custodian or from the sub-adviser.

### **Types of Investments**

We primarily offer advice on mutual funds and ETFs. Refer to the *Methods of Analysis, Investment Strategies and Risk of Loss* below for additional disclosures on this topic.

Additionally, we may advise you on various types of investments based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

### **Assets Under Management**

As of December 31, 2023, we provide continuous management services in client assets on:

|  |                 |
|--|-----------------|
| Discretionary client assets.....           | \$1,387,359,839 |
| Non-discretionary client assets.....       | \$188,247,336   |
| Assets under advisement <sup>1</sup> ..... | \$396,160,422   |
| Total .....                                | \$1,971,767,597 |

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<sup>1</sup> Assets under advisement represent assets in which we have neither discretionary authority nor responsibility for arranging or effecting the purchase or sale of recommendations provided to and accepted by the ultimate client. Inclusion of these assets will make our total assets number different from assets under management disclosed in Item 5.F of our Form ADV Part 1A due to specific calculation instructions for Regulatory Assets Under Management.

## Item 5 Fees and Compensation

Please refer to the *Advisory Business* section in this brochure for information on our advisory fees, fee deduction arrangements, and refund policy according to each service we offer.

### **Additional Fees and Expenses**

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and ETFs. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or ETFs (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, ETFs, our firm, and others. For information on our brokerage practices, please refer to the *Brokerage Practices* section of this brochure.

Although this is not our normal practice, we may trade your accounts on margin. You must sign a separate margin agreement before margin is extended to your account. Fees for advice and execution on these securities are based on the total asset value of the account, which includes the value of the securities purchased on margin. While a negative amount may show on your statement for the margined security as the result of a lower net market value, the amount of the fee is based on the absolute market value. This could create a conflict of interest where we may have an incentive to encourage the use of margin to create a higher market value and therefore receive a higher fee. The use of margin may also result in interest charges in addition to other fees and expenses associated with the security involved.

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

Individuals providing investment advice on behalf of our firm are registered representatives of RJFS, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. In their capacity as registered representatives, these persons receive compensation in connection with the purchase, sale, or holding of securities or other investment products, including asset-based sales charges, service fees or 12b-1 fees from mutual funds. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice to advisory clients on behalf of our firm who are registered representatives have an incentive to recommend investment products based on the compensation received rather than solely based on your needs.

Some persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

At the conclusion of each year, qualifying advisors are awarded membership in the RJFS' recognition clubs. Qualification for recognition clubs is based upon a combination of the advisor's annual production (both advisory and transactional), total client assets under administration, and the



professional certifications acquired through educational programs. Participation in these recognition clubs represents a potential conflict of interest since the qualification criteria is based, in part, on the annual gross production, and as a result, the advisor is incentivized to increase their gross production (their commissions and advisory fees) to obtain the required recognition club level. Recognition club members will receive invitations to trips, conferences, and will also receive incentive compensation in the form of cash payments, stock options, and restricted stock units. You should be aware of such arrangements and consult us for additional details.

### **Mutual Fund Investments Available Through Raymond James**

You should be aware that only those mutual fund companies with which RJA has a selling agreement will be available for purchase from RJA and are generally limited to those fund companies that provide RJA with compensation, including but not limited to Education and Marketing Support, Networking, and/or Omnibus fees (see further description below). As a result, not all mutual funds available to the investing public will be available for investment at RJA and clients should not assume that share classes with the lowest available expense ratio are available through the firm. However, RJA has selling agreements with over 300 fund companies, offering approximately 6,000 separate mutual funds for potential investment. When determining the reasonability of the compensation, you should factor in both explicit fees and indirect or implicit compensation received on mutual fund share classes in which you invest. Shareholders considering transferring mutual fund shares to or from us/RJA should be aware that if the firm from or to which the shares are to be transferred does not have a selling agreement with the fund company, the shareholder must either redeem the shares (paying any applicable contingent deferred sales charge ("CDSC") and potentially incurring a tax liability) or continue to maintain an investment account at the firm where the fund shares are currently being held. You should inquire as to the transferability, or "portability," of mutual fund shares prior to initiating such a transfer.

In addition to making certain modifications to RJA's mutual fund disclosures relating to the availability of certain mutual fund share classes in advisory programs and the fees associated with them, effective June 2018, RJA established conversion processes to exchange class C shares to a lower cost share class once the class C shares have been held for at least one year or are otherwise no longer subject to the fund company's contingent deferred sales charge (or CDSC, which is typically 1% of the amount invested). The one year holding period is the required minimum holding period established by fund companies before they become eligible for exchange to another share class without being subject to the CDSC. However, certain funds may require that investors hold the Class C shares greater than or less than one year before these shares are CDSC-free. CDSC-free class C shares held in advisory program accounts will automatically be exchanged, on a tax-free basis, to the recommended share class by RJA on a monthly basis.

Also, in June 2018, RJA began converting existing advisory fee-eligible mutual fund positions in Ambassador Program accounts to a specific mutual fund share class ("wrap recommended share class") in an effort to provide advisory clients with lowest cost share class available through RJA. RJA will perform ongoing monthly maintenance conversions to ensure the wrap recommended share class has been selected for the client's account.

### **Asset-Based Feed Aggregation**

Participants in the Ambassador Program may be entitled to discounted asset-based fees if they maintain one or more eligible Related Accounts within these programs. Related Accounts are accounts of an individual, his or her spouse, and their children under the age of twenty-one. The term includes individually owned accounts, individual retirement accounts (IRAs), self-directed accounts (i.e., directed by individual participants) under an employee benefit plan (ERISA plan) and ERISA plan accounts in which an individual is the sole participant. For purposes of aggregating Related Accounts

to determine the applicable “Relationship Value,” there are two account classes, Equity (Balanced, Equity and ETF disciplines) and Fixed Income.

### **Administrative-Only Assets**

Certain securities may be held in your Ambassador Account and designated “Administrative-Only Investments.” There are two primary categories of Administrative-Only Investments: Client-designated and Raymond James-designated. Client-designated Administrative-Only Investments may be designated by financial advisors that do not wish to collect an advisory fee on certain assets, while Raymond James-designated Administrative-Only Investments are designated as such by RJA in conformance with internal policy. For example, a financial advisor may make an arrangement with a client that holds a security that the financial advisor did not recommend, or the client wishes to hold for an extended period of time and does not want their financial advisor to sell for the foreseeable future. In such cases the financial advisor may elect to waive the advisory fee on this security but allow it to be held in the client’s advisory account – such designations fall into the Client-designated category. Alternatively, RJA may determine that certain securities may be held in an advisory account but are temporarily not eligible for the advisory fee (such as for mutual funds purchased with a front-end sales charge through RJA within the last two years, new issues and syndicate offerings). Assets designated by RJA as temporarily exempt from the advisory fee fall into the Raymond James-designated category.

The following chart illustrates which Ambassador account types permit the use of Client-Designated and Raymond James-Designated Administrative-Only Investments:

| <b><u>Account Type</u></b>   | <b><u>Client-Designated</u></b> | <b><u>Raymond James-Designated</u></b> |
|------------------------------|---------------------------------|--|
| Non-discretionary (all)      | Permitted                       | Permitted                              |
| Discretionary/Non-retirement | Permitted                       | Permitted                              |
| Discretionary/Retirement     | Non-Permitted                   | Permitted                              |

PLEASE NOTE: The designation of Client-designated Administrative-Only Investments and the maintenance of such positions in the client’s account are not permissible in discretionary Ambassador retirement accounts (such as IRAs and employer sponsored retirement plans). The underlying premise of this prohibition is that the maintenance of assets in a discretionary Ambassador retirement account that is not being assessed an advisory fee introduces a potential conflict that the financial advisor’s advice may be biased as a result of their not being compensated on this asset. As a result, the financial advisor may recommend a course of action in their own interest and not the client’s best interest (such as selling the security to increase the financial advisor’s compensation). RJA has elected to preserve the ability for clients and their financial advisors to designate assets as Client-designated Administrative-Only in their taxable and non-discretionary Ambassador retirement accounts in order to maintain client choice and avoid the need to maintain a separate account to hold these securities or cash.

Administrative-Only Investments will not be included in the Account Value when calculating applicable asset-based advisory fee rates. For example, a client whose Ambassador account holds \$750,000 of cash and securities that includes \$150,000 of Administrative-Only Investments will only have the asset-based fee rate assessed based on the \$600,000 Account Value. For clients with multiple fee-based accounts, the Relationship Value will be used to determine the applicable fee rate that will be assessed. However, clients should understand that any assets held as Administrative-Only Investments will not be included in the Relationship Value.

### **Billing on Cash Balances**

RJA assesses advisory fees on cash sweep balances (“cash”) held in Ambassador accounts. Cash balances in excess of 20% on the valuation date will be excluded from the billable Account Value for purposes of calculating asset-based fees in the Ambassador program, based on a review of the past two quarterly valuation dates.

Billing cash balances, particularly when the cash balance is maintained for an extended period of time or comprises a significant portion of the Account Value, may create a financial incentive for a financial advisor to recommend maintenance of this cash versus investing in an otherwise advisory fee-eligible security. For example, it is generally expected that the advisory fee will be higher than the interest you will earn on this cash balance through your sweep account, so you should expect to achieve a negative return on this portion of your account, although such cash balances will not be subject to market risk (that is, risk of loss) associated with securities investments. As a result, you should periodically re-evaluate whether the maintenance of a cash balance is appropriate in light of your financial situation, investment goals, and you should understand that this cash may be held outside of your advisory account and not be subject to advisory fees. Please see “Investment of Cash Reserves” below for additional information on cash sweep options.

### **Investment of Cash Reserves**

RJA has established a system in which cash reserves “sweep” daily to and from your investment account to cover purchases or to allow excess cash balances to immediately begin earning interest, subject to certain minimum balances. The account in which these cash reserves are held is considered your sweep account. The sweeps options available will vary depending on account type.

With respect to cash reserves of advisory client accounts, the custodian of the account assets will determine where cash reserves are held. The custodian may offer one or multiple options to different account types (such as non-taxable and managed accounts). In addition, the custodian may, among other things, consider terms and conditions, risks and features, conflicts of interest, current interest rates, how future interest rates will be determined, and the nature and extent of insurance coverage (such as deposit protection from the Federal Deposit Insurance Corporation (“FDIC”) and Securities Investor Protection Corporation (“SIPC”). The custodian may change an investment option at any time by providing you with thirty (30) days advance written notice of such change, modification, or amendment.

If you select the Raymond James Bank Deposit Program (“RJBDP”) option, you are responsible for monitoring the total amount of deposits held at each Bank to determine the extent of FDIC insurance coverage available. RJA is not responsible for any insured or uninsured portion of your deposits at any of the Banks.

Cash balances arising from the sale of securities, redemptions of debt securities, dividend and interest payments and funds received from customers are transferred automatically daily to your cash sweep account. When securities are sold, funds are deposited on the day after settlement date. Funds placed in your account by personal check usually will not be transferred to the sweep account until the second business day following the day that the deposit is credited to your investment account. Due to the foregoing practices, RJA may obtain federal funds prior to the date that deposits are credited to your investment account and thus may realize some benefit because of the delay in transferring such funds to their interest-bearing cash sweep account.

### **Alternative Investments**

Alternative Investments refers to securities products that serve as alternatives to more traditional asset classes and may include investment products such as hedge funds, private equity funds, private real estate funds and structured products. RJA, through its affiliates, offers a wide range of alternative

investments. It is important that you carefully read the accompanying offering documents and/or prospectus prior to making a purchase decision. The offering documents contain important information that will help you make an informed choice. As part of the review process, you should consider the fees and expenses associated with an alternative investment, along with the fact we receive compensation related to any such purchase. It is important to note that the fees and expenses related to alternative investments are often higher than those of more traditional investments. We will answer any questions regarding the total fees and expenses and the initial and ongoing compensation.

Alternative investment strategies may be accessed through a variety of legal structures, including mutual funds, limited partnerships, and limited liability companies. In certain structures, particularly for new offerings, investors may incur organization and offering expenses that are related to the creation of the legal structure and marketing of the product. These costs ultimately serve to decrease the amount of your investment. Additionally, investors may incur other expenses based on the investment activity of the fund. For instance, in a real estate fund, investors may be charged fees related to the acquisition of a property. In a hedge fund that shorts stock, there are costs associated with establishing and maintaining the short position. Lastly, investors in alternative investments generally bear the cost of certain ongoing expenses related to administration of the product. These expenses may include costs related to tax document preparation, auditing services or custodial services.

Alternative investments often have limited liquidity, intermittent pricing and values based on appraisal-based pricing versus market-based pricing.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the *Advisory Business* section above and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

## **Item 7 Types of Clients**

We offer investment advisory services to individuals, trusts, pension and profit-sharing plans, charitable organizations, unaffiliated registered investment advisers, corporations, and other business entities.

You must have a minimum account size of \$25,000 to participate in the Ambassador program, which may be waived at our discretion.

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

### **Our Methods of Analysis and Investment Strategies**

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

**Modern Portfolio Theory** - a theory of investment which attempts to maximize portfolio expected return for a given amount of portfolio risk, or equivalently minimize risk for a given level of expected return, by carefully diversifying the proportions of various assets.

**Risk:** Market risk is that part of a security's risk that is common to all securities of the same general class (stocks and bonds) and thus cannot be eliminated by diversification.

**Long-Term Purchases** - securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

**Risk:** 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 that you are invested in 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.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio. **It is important that you notify us immediately with respect to any material changes to your financial circumstances, including for example, a change in your current or expected income level, tax circumstances, or employment status.**

We will not perform quantitative or qualitative analysis of individual securities. Instead, we will advise you on how to allocate your assets among various classes of securities or third-party money managers. We primarily rely on investment model portfolios and strategies developed by the third-party money managers and their portfolio managers. We may replace/recommend replacing a third-party money manager if there is a significant deviation in characteristics or performance from the stated strategy and/or benchmark.

### **Tax Considerations**

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investing of your assets.

Custodians and broker-dealers must report the cost basis of equities acquired in client accounts. Your custodian will default to the First-In First-Out ("FIFO") accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

### **Risk of Loss**

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

## **Other Risk Considerations**

When evaluating risk, financial loss may be viewed differently by each client and may depend on many different risks, each of which may affect the probability and magnitude of any potential losses. The following risks may not be all-inclusive but should be considered carefully by a prospective client before retaining our services.

**Liquidity Risk:** The risk of being unable to sell your investment at a fair price at a given time due to high volatility or lack of active liquid markets. You may receive a lower price, or it may not be possible to sell the investment at all.

**Credit Risk:** Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client.

**Inflation and Interest Rate Risk:** 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 a client's future interest payments and principal. Inflation also generally leads to higher interest rates which may cause the value of many types of fixed income investments to decline.

**Horizon and Longevity Risk:** The risk that your investment horizon is shortened because of an unforeseen event, for example, the loss of your job. This may force you to sell investments that you were expecting to hold for the long term. If you must sell at a time that the markets are down, you may lose money. Longevity Risk is the risk of outliving your savings. This risk is particularly relevant for people who are retired or are nearing retirement.

**Legal and Regulatory Matters Risks:** Legal developments which may adversely impact investing and investment-related activities can occur at any time. "Legal Developments" means changes and other developments concerning foreign, as well as US federal, state and local laws and regulations, including adoption of new laws and regulations, amendment or repeal of existing laws and regulations, and changes in enforcement or interpretation of existing laws and regulations by governmental regulatory authorities and self-regulatory organizations (such as the SEC, the US Commodity Futures Trading Commission, the Internal Revenue Service, the US Federal Reserve and the Financial Industry Regulatory Authority). Our management of accounts may be adversely affected by the legal and/or regulatory consequences of transactions effected for the accounts. Accounts may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by governmental regulatory authorities or self-regulatory organizations.

**System Failures and Reliance on Technology Risks:** Our investment strategies, operations, research, communications, risk management, and back-office systems rely on technology, including hardware, software, telecommunications, internet-based platforms, and other electronic systems. Additionally, parts of the technology used are provided by third parties and are, therefore, beyond our direct control. We seek to ensure adequate backups of hardware, software, telecommunications, internet-based platforms, and other electronic systems, when possible, but there is no guarantee that our efforts will be successful. In addition, natural disasters, power interruptions and other events may cause system failures, which will require the use of backup systems (both on- and off-site). Backup systems may not operate as well as the systems that they back up and may fail to properly operate, especially when used for an extended period. To reduce the impact a system failure may have, we continually evaluate our backup and disaster recovery systems and perform periodic checks on the backup systems' conditions and operations. Despite our monitoring, hardware, telecommunications, or other electronic systems malfunctions may be unavoidable, and result in consequences such as the inability to trade

for or monitor client accounts and portfolios. If such circumstances arise, the Investment Committee will consider appropriate measures for clients.

**Cybersecurity Risk:** A portfolio is susceptible to operational and information security risks due to the increased use of the internet. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyberattacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through "hacking" or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity failures or breaches by third-party service providers may cause disruptions and impact the service providers' and our business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement, or other compensation costs, and/or additional compliance costs. While we have established business continuity plans and risk management systems designed to prevent or reduce the impact of such cyberattacks, there are inherent limitations in such plans and systems due in part to the everchanging nature of technology and cyberattack tactics.

**Pandemic Risks:** The outbreak of the novel coronavirus rapidly became a pandemic and has resulted in disruptions to the economies of many nations, individual companies, and the markets in general, the impact of which cannot necessarily be foreseen at the time. This created closed borders, quarantines, supply chain disruptions and general anxiety, negatively impacting global markets in an unforeseeable manner. The impact of the novel coronavirus and other such future infectious diseases in certain regions or countries may be greater or less due to the nature or level of their public health response or due to other factors. Health crises caused by the coronavirus outbreak and future infectious diseases may exacerbate other pre-existing political, social, and economic risks in certain countries. The impact of such health crises may be quick, severe and of unknowable duration. These pandemics and other epidemics and pandemics that may arise in the future, could result in continued volatility in the financial markets and could have a negative impact on investment performance.

### **Recommendation of Particular Types of Securities**

We primarily recommend Mutual Funds and ETFs. However, we may advise on other types of investments as appropriate for you since each client has different needs and tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with the investment.

**Mutual Funds and Exchange Traded Funds:** Mutual funds and ETFs are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs of managing the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

ETFs may have tracking error risks. For example, the ETF investment adviser may not be able to cause the ETF's performance to match that of its Underlying Index or other benchmark, which may negatively affect the ETF's performance. In addition, for leveraged and inverse ETFs that seek to track the performance of their Underlying Indices or benchmarks on a daily basis, mathematical compounding may prevent the ETF from correlating with performance of its benchmark. In addition, an ETF may not have investment exposure to all of the securities included in its Underlying Index, or its weighting of investment exposure to such securities may vary from that of the Underlying Index. Some ETFs may invest in securities or financial instruments that are not included in the Underlying Index, but which are expected to yield similar performance.

The above list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment strategy. You are encouraged to consult with us on a continuous basis in connection with selecting and engaging in the services provided by our firm. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed above.

## **Item 9 Disciplinary Information**

Neither our firm nor any of our Associated Persons has any reportable disciplinary information.

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

### **Registrations with Other Broker-Dealer and Investment Adviser**

Persons providing investment advice on behalf of our firm are registered representatives with RJFS. For additional information on this relationship, please refer to the *Fees and Compensation* section of this Brochure.

### **Arrangements with Affiliated Entities**

Michael L. Hines, President of our firm serves as a managing member of a real estate limited partnership, GLG Lending, LLC. GLG Lending is a personal real estate investment of Mr. Hines in which one client of our firm is also a managing member. Clients of our firm are not solicited to invest in this partnership. *This business entity and investment is not affiliated with RJFS or any of its affiliates.*

CPC Partners, LLC ("CPC Partners") is a business development entity created by some of the owners of CPC Advisors. CPC Partners recruits other financial advisors and teams looking to go independent. Through a contractual relationship with us and its individual investment advisory representatives, CPC Partners provides administrative, support, and related services to our individual investment advisory representatives. Our retail clients do not have a relationship with and cannot invest in CPC Partners. *CPC Partners is not affiliated with RJFS.*

### **Recommendation of Other Advisers**

We have entered into a subadvisory agreement with RJA, whereby we have appointed RJA as subadviser to provide discretionary investment management to our client accounts through the AMS Managed Programs or the engagement of third-party separate account managers. Details of the AMS Managed Programs are in RJA's Wrap Fee Program Brochure.

We can recommend that you use a third-party money manager ("TPMM") based on your needs and suitability. We will receive compensation from the TPMM for recommending that you use their services. These compensation arrangements present a conflict of interest because we have a financial incentive to recommend the services of the third-party adviser. You are not obligated, contractually or otherwise, to use the services of any TPMM we recommend. We do not have any other business relationships



with the recommended TPMM(s). Refer to the *Advisory Business* section above for additional disclosures on this topic.

We have an arrangement with unaffiliated registered investment advisers, where we license the use of our proprietary investment models that we trade for our separate account clients. We charge a flat fee for other advisers to copy or mimic our strategies for their own clients. We provide on a quarterly basis access to unaffiliated registered investment advisers what we are trading, and it is up to them to copy trades or not to (these are non-discretionary arrangements). We do not manage, trade the assets of, nor are we responsible for maintaining any books or records of the unaffiliated registered investment advisers' clients. Whether the third-party adviser acts on the information we provide is completely up to the third-party adviser.

## **Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

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

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to always protect your interests and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis.

We have in place Ethics Rules (the "Rules"), which are comprised of the Code of Ethics and Insider Trading policies and procedures. The Rules are designed to ensure that persons associated with our firm (i) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; (ii) at all times place the interests of our clients first; (iii) disclose all conflicts of interest; (iv) adhere to the highest standards of loyalty, candor and care in all matters relating to its clients; (v) conduct all personal trading consistent with the Rules and in such a manner as to avoid any conflicts of interest or any abuse of their position of trust and responsibility; and (vi) not use any material non-public information in securities trading. The Rules also establish policies regarding other matters such as outside employment, the giving or receiving of gifts and the reporting of certain gifts and business entertainment items, and safeguarding portfolio holdings information. Persons associated with our firm 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.

Clients or prospective clients can obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

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

Michael L. Hines, President of our firm serves as a managing member of a real estate limited partnership which is a personal investment of Mr. Hines. The other managing member of this investment is also a client of our firm. Other clients of our firm are not solicited to invest in this partnership.

Our firm or persons associated with our firm does not recommend to clients, or buy or sell for client accounts, securities in which we or a related person has a material financial interest.

**Personal Trading Practices**

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To eliminate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities.

**Block Trading**

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. We may also combine our orders to purchase securities with your orders to purchase securities ("block trading"). Refer to the *Brokerage Practices* section in this brochure for information on our block trading practices.

**Item 12 Brokerage Practices**

Persons providing investment advice on behalf of our firm who are registered representatives of RJFS will recommend RJFS to you for brokerage services. These individuals are subject to applicable rules that restrict them from conducting securities transactions away from RJFS unless RJFS provides the representative with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through RJFS. It may be the case that RJFS charges higher transactions costs and/or custodial fees than another broker-dealer charges for the same types of services. Factors we consider when making any recommendations include the broker-dealers ability to provide professional services, our experience with the brokerage firm(s), the broker-dealer(s) reputation, and the firms' quality of execution services and costs for such services, among other factors. You may utilize the broker-dealer of your choice and have no obligation to purchase or sell securities through such broker-dealer as we recommend. However, if you do not use RJFS, we may not be able to accept your account.

**Research and Other Soft Dollar Benefits**

We do not have any soft dollar arrangements.

**Economic Benefits**

As a registered investment adviser, we have access to the institutional platform of your account custodian. As such, we will also have access to research products and services from your account custodian and/or other brokerage firm. These products may include financial publications, information about particular companies and industries, research software, and other products or services that provide lawful and appropriate assistance to our firm in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers that utilize the institutional services platforms of these firms and are not considered to be paid for with soft dollars. However, you should be aware that the commissions charged by a particular broker-dealer for a particular transaction or set of transactions may be greater than the amounts another broker-dealer who did not provide research services or products might charge.

**Brokerage for Client Referrals**

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

**Directed Brokerage**

We routinely require that you direct our firm to execute transactions through RJA. As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage.

Persons providing investment advice on behalf of our firm who are registered representatives of RJFS will recommend RJFS to you for brokerage services. These individuals are subject to applicable rules that restrict them from conducting securities transactions away from RJFS unless RJFS provides the representative with written authorization to do so. Therefore, these individuals are generally limited to conducting securities transactions through RJFS. It may be the case that RJFS charges higher transactions costs and/or custodial fees than another broker-dealer charges for the same types of services. If transactions are executed through RJFS, these individuals (in their separate capacities as registered representatives of RJFS) may earn commission-based compensation as result of placing the recommended securities transactions through RJFS. This practice presents a conflict of interest because these registered representatives have an incentive to effect securities transactions for the purpose of generating commissions rather than solely based on your needs. You may utilize the broker-dealer of your choice and have no obligation to purchase or sell securities through such broker-dealer as we recommend. However, if you do not use RJFS, we may not be able to accept your account. See the *Fees and Compensation* section in this brochure for more information on the compensation received by individuals who are affiliated with our firm and are registered representatives of RJFS.

### **Block Trades**

We reserve the right to combine multiple orders for shares of the same securities purchased for discretionary advisory accounts we manage (this practice is commonly referred to as "block trading"). In the event a block order is only partially filled, the shares will be allocated to participating accounts in a fair and equitable manner, typically in proportion to the size of each client's order. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

We do not block trade for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts. If you enter into non-discretionary arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

## **Item 13 Review of Accounts**

We will monitor your investment advisory account(s) on an ongoing basis and will conduct account reviews at least annually and upon your request to ensure that the advisory services provided to you is consistent with your stated investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- contributions and withdrawals,
- year-end tax planning,
- market moving events,
- security specific events, and/or,
- changes in your risk/return objectives.

The Investment Advisor Representative assigned to your account will conduct your account reviews.

If you do not participate in our annual retainer program, but participate in our management services, reviews of your financial plan are available at your request. Updates to the written financial plan may be provided in conjunction with the review. Our financial plan reviews are subject to our current hourly rate.

The nature and frequency of reports we provide are based on your specific needs. In addition, you will receive trade confirmations and monthly or quarterly statements from your account custodian(s).

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

As disclosed under the *Fees and Compensation* section in this brochure, persons providing investment advice on behalf of our firm are registered representatives with RJFS, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation and some are licensed insurance agents. For information on the conflicts of interest this presents, and how we address these conflicts, refer to the *Fees and Compensation* section.

We compensate third parties for client referrals. Such referral arrangements are governed by a written agreement between us and the third-party (i.e., the promoter). We pay the promoter a fee that is a portion of the fee we receive from clients who were referred by the promoter. The amount of the promoter's fee is 20% of the investment advisory fees we receive from the referred clients. We do not charge higher fees to clients who were referred by the promoter than the fees we charge to clients with similar portfolios we manage who were not introduced by the promoter. We will pay fees to the promoter for as long as we continue to manage the portfolio(s) or other assets of the referred clients. As a result of this compensation arrangement, a conflict of interest exists on the part of the promoter in that the promoter has an incentive to recommend us over comparable options where they will receive less or no compensation.

Refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with your account custodian.

## **Item 15 Custody**

### **Direct Deduction of Advisory Fees**

As paying agent for our firm, your independent custodian will directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian.

### **Standing Letters of Authorizations**

In addition, we are also deemed to have custody of clients' funds or securities when clients have standing letters of authorizations ("SLOAs") with their custodian to move money from a client's account to a third-party, and under that SLOA it authorizes us to designate the amount or timing of transfers with the custodian. The SEC has set forth a set of standards intended to protect client assets in such situations, which we follow.

You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review the account statements for accuracy and contact us at the address or phone number on the cover of this brochure with any questions about your statements. You should notify us if you do not receive the account statements, at least quarterly, from your independent custodian.

## Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement, a power of attorney, and/or trading authorization forms.

You may grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

## Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we can offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

## Item 18 Financial Information

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$1,200 in fees and six or more months in advance, or
- take custody of client funds or securities, or
- currently have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

Additionally, we have not been the subject of a bankruptcy petition at any time during the past ten years.

## Item 19 Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

## **Item 20 Additional Information**

### **Your Privacy**

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any non-public personal information about you to any nonaffiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to non-public personal information about you to employees who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your non-public personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

### **Trade Errors**

In the event a trading error occurs in your account, our policy is to restore your account to the position it should have been in had the trading error not occurred. Depending on the circumstances, corrective actions may include canceling the trade, adjusting an allocation, and/or reimbursing the account. If a trade error results in a profit, RJA, as custodian, retains any gains resulting from the error. If a loss occurs due to an administrative trade error, we are responsible and will pay for the loss to ensure that you are made whole.

### **Class Action Lawsuits**

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you. However, if you require assistance, we will provide any transaction information pertaining to your account that may be helpful and/or needed in order for you or your custodian to file proof of claim in a class action.