

# **BGV FINANCIAL ADVISORS USA, LLC**

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This Brochure provides information about the qualifications and business practices of BGV Financial Advisors USA LLC. If you have any questions about the contents of this Brochure, please contact us at telephone number 305-615-2070 and/or by email at [ycollazo@bgvsecurities.com](mailto:ycollazo@bgvsecurities.com)

The information in this Brochure has not been approved or verified by any state or federal securities authority.

Registration of an investment adviser does not imply any level of skill or training. The oral and written communications received from an adviser provide you with information about which to utilize in determining to hire or retain an investment adviser.

Additional information about BGV Financial Advisors USA LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**March 2024**

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## Item 2 – Material Changes

This Brochure provides information about the qualifications and business practices of **BGV Financial Advisors USA LLC** referred to as (“BGV” or the “Adviser,” or “we,” or “us,” or “our”). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority. You will receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year, which is December 31 of each year. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting us at phone number 305-615-2070 and/or by email at [ycollazo@bgvsecurities.com](mailto:ycollazo@bgvsecurities.com).

Additional information about BGV is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with the Adviser who are registered, or are required to be registered, as Investment Adviser Representatives (“IARs”) of BGV.

Since the last Brochure dated February 2024, the following material changes have occurred:

## Item 15 – Custody

BG Valores S.A. is a related person of the Adviser and serves as the custodian of advisory clients’ assets. Due to this relationship and following custody implications, the Adviser will obtain, or receive from its related person, no less frequently than once each calendar year, a written report, which includes an opinion from an independent public accountant with respect to the related person's controls relating to custody of client assets ("internal control report").

## **Item 4 – Advisory Services**

### **General**

BGV is a limited liability company organized in the State of Florida and registered as an Investment Adviser with the SEC. BGV is wholly owned by BGV Securities Holdings USA LLC, and indirectly owned by Grupo Financiero BG, S.A. Grupo Financiero BG, S.A. is 59% owned by Empresa General de Inversiones, S.A. who is domiciled in Panama.

### **Description of Advisory Services**

BGV provides asset/portfolio management and financial advice to individuals, institutions and corporations. BGV's investment advisory services are provided through various types of discretionary and non-discretionary accounts (the "Accounts") in accordance with each client's investment objectives and pursuant to the terms outlined in BGV's investment advisory agreement. The Adviser's discretionary and non-discretionary investment management services include the design, structure, and implementation of various personalized investment strategies for managed Accounts. Investment activities focus on investments in various kinds of assets and securities in a variety of markets that are intended to fit within the client's objectives, strategies, restrictions, time horizon and risk profile as described by each client. The overall advisory services offered by BGV fall within the following categories:

#### **➤ *Customized Discretionary Portfolios***

Adviser offers discretionary separately managed accounts that are customized to each client. Managed Accounts may focus on investments in specified and limited kinds of assets and securities, in limited markets, or they may be broad-based across many asset classes and markets. Such accounts are intended to fit within the investor's objectives, strategies and risk profile as described by each client. The strategies utilized for these customized accounts may be similar to or may vary widely from the core strategies typically utilized by the Adviser, as further described in Item No. 8 or customized for each client based upon varying factors. Clients may place targets on these accounts and may restrict the types of investments made in such accounts.

BGV tailors investment advisory services to the individual needs of the client. The goals and objectives for each client are documented via new account documentation or managed account agreement. Client profiles are created to reflect the stated goals and objectives according to the Investment Policy Statement (IPS). BGV's clients are allowed to impose restrictions on the investments in their account. All limitations and restrictions placed on accounts must be presented to BGV in writing.

#### **➤ *Sub-Advisory Services***

Under a discretionary portfolio and based upon the stated investment objectives of the client, the Adviser can hire a sub-advisor to provide investment sub-advisory services for the benefit of its client(s). The Adviser will serve as the ultimate portfolio manager and will continue to render services to the client and, in addition, monitor and review the performance of the third-party sub-advisor and the performance of the client's accounts that are being managed accordingly.

In order to identify and select an appropriate sub-adviser, the Adviser will typically gather information about each client's financial situation, investment objectives, as well as any investment targets, limits or restrictions considered for the management of accounts. The sub-adviser only renders advice to BGV with respect to the investment programs it carries out for its client. Typically, after selecting the appropriate sub-adviser based on clients' needs, the sub-adviser will make available their portfolio strategies or models for our client to invest in. The Adviser will make the ultimate investment decision in their discretionary authority to manage the clients' account(s).

To assist in the management of certain client accounts, the Adviser hires independent third-party asset management firms that manage various model portfolios and/or give assistance with the client portfolio strategy. In these instances, the client understands and acknowledges that the Adviser manages one or more of the model portfolios in the Account, that will be provided to client through a third-party provider and platform, and to which the Adviser will provide the client with proper access. If, as a result of its ongoing evaluation, the Adviser finds it necessary to either remove the portfolios managed by an investment manager or terminate the investment manager, then that action shall be carried out without the client's prior consent. There is no communication, including consultations, between applicable clients and any of their accounts' third party sub-advisors/investment managers. Client's communications regarding client's account should be directed to BGV.

#### *BlackRock Managed – Model Portfolios Program*

As part of this service, BGV utilizes a third party automated technology interface in providing online advisory services in the form of model portfolios provided to BGV by BlackRock Financial Management, Inc. ("BlackRock") as the independent third party asset manager or sub-advisor. Upon providing necessary financial information, target investment objectives and answering a series of queries, customers are assigned a model portfolio that is aligned with their investing objectives and target goals. BGV currently offers the Model Portfolio Program in conjunction with BlackRock, based on different profile types, including: Short Duration, Income, Conservative, Moderate, Aggressive and Equity. The Models offered through this Program are as follows:

- Target Allocation UCITS All Accumulating  
Objective: Combines strategic long-term views with tactical shorter-term market opportunities.  
Asset Classes: Fixed Income, Equities and Non-Traditional  
Rebalances: 4-6 times a year  
Underlying universe: Up to 25 underlying ETFs
- Long Horizon UCITS All Accumulating  
Objective: Long term focus with Strategic Views  
Asset Classes: Fixed Income and Equities  
Rebalances: 1-2 times a year  
Underlying universe: Up to 10 underlying ETFs

#### ➤ *Other Non-Discretionary Advisory Services*

Adviser provides non-discretionary advisory services to all types of clients in accordance with a non-discretionary advisory agreement between Adviser and the client. Each agreement typically defines the

services to be provided and if a fee is charged, the fees will also be agreed to in the advisory agreement. Adviser also provides recommendations and research regarding the investment of securities and cash in a client's account. These services are individually tailored to each client's needs and such advice may be provided to accounts with assets maintained at various third parties.

### **Additional General Information**

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) may be recommended to clients or engaged directly by the client on an as-needed basis. Conflicts of interest related to recommendations of other professionals will be disclosed to the client in the event they should occur.

BGV investment advisory agreements will not be assigned without client consent.

### **Wrap Program**

BGV does not currently participate in any Wrap Fee Programs. Wrap Fee Programs are inclusive of most transaction costs and fees; therefore, the costs incurred will include brokerage costs and portfolio management whether on a discretionary or non-discretionary capacity.

### **Assets Under Management**

As of February 29, 2024, BGV had regulatory assets under management ("RAUM") of \$112,131,802 managed on a discretionary basis.

## **Item 5 – Fees and Compensation**

### **Basic fee schedule:**

The specific manner in which fees are charged by Adviser is established in each client's written agreement with Adviser. Generally and pursuant to contract, fees for the management of Accounts will be based upon a percentage of the total assets in the account (including margined assets). Adviser typically receives an annual management fee for all advisory services, between 0.40% and 2% of the net asset value of the Account, whether they are managed on a discretionary or non-discretionary basis. All fees are negotiable. For accounts that maintain a sub-advisory arrangement, the client will not incur a separate fee from the third party serving as sub-advisor. The Adviser will forward a percentage of the advisory fee received as stated in the Investment Advisory Agreement to the sub-advisor, as applicable, and agreed upon with the client. Specific fee exclusions and arrangements with the affiliated sub-advisor will be outlined in their agreement with BGV, however, the client will not be charged a separate fee if their account maintains a sub-advisory agreement.

### **Calculation and Deduction of Advisory Fees**

With respect to accounts that Adviser manages on a discretionary or non-discretionary basis, clients are generally required to pre-authorize the Adviser and/or their custodian to directly debit management fees from client accounts on a quarterly basis, in arrears. Should the calculation or payment structure related

to advisory fees differ from the process outlined herein, respective fee arrangements will be outlined in the Investment Advisory Agreement between the Adviser and each client.

A client may pay more or less fees than similar clients depending on the particular circumstances of the client, size, additional or differing levels of servicing or as otherwise agreed with specific clients. Clients that negotiate fees, including a flat fee, may end up paying a higher fee than that set forth above as a result of fluctuations in the client's assets under management and account performance.

Clients may terminate their contracts without penalty, for full refund, within 30 business days of signing the advisory contract. Advisory fees are withdrawn directly from the client's accounts with client written authorization.

### **Compensation for the Sale of Securities**

Some of Adviser's supervised or associated persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds, in their individual capacities as registered representatives of Adviser's affiliated broker-dealer BGV Securities USA, LLC ("BGV Securities"). Supervised or associated persons of Adviser not registered or associated with BGV Securities do not receive such compensation in connection with accounts managed or advised by Adviser.

### **Rebates and/or Trailer Fees**

A number of BGV's IARs are also dually associated as registered representatives with our affiliate broker-dealer BGV Securities and in this capacity a limited number of IARs receive additional compensation related to advisory assets in the form of referrals fees and rebates/trailer (commonly referred to as 12b-1 fees), from mutual funds companies in which the IARs invest your money. Although the funds where BGV invest are institutional class funds, there are some other funds that where the trailer fees are received by BGV Securities and shared in varying portions with IARs of BGV in their registered representative capacity. The receipt of trailer fees creates a conflict of interest and material incentive for your IAR to recommend purchases of mutual funds with rebate arrangements with the Adviser and its affiliates.

An IAR's receipt of rebate or trailer fees in association with advisory activities by those limited number of IARS is considered a material conflict that requires clear disclosure to you since your IAR is permitted to select a share class of a mutual fund that pays a rebate or trailer (which is passed on to the IAR by BGV Securities when another less costly share class (that does not pay a trailer fee is available) provided related disclosures are made available accordingly. It should be noted certain mutual funds that do not pay rebates or trailers often maintain a higher return than mutual funds that do pay rebates or trailers since mutual funds that do not pay rebates or trailers have reduced additional cost of paying the rebates or trailers. This lower cost can equate or lead to higher overall returns for such mutual funds although returns and performance cannot be guaranteed.

Further disclosures in regards to your IAR and receipt of additional compensation are available via review of each IAR's Form ADV Part 2B, "Brochure Supplement", which is available upon request. While receipt of such trailer compensation by your IAR may be deemed acceptable by you based on negotiated advisory fees, please note if you are not comfortable with this compensation structure and conflicts of interests, please contact your IAR to discuss additional options and alternatives.

### **Additional Fee Information**

Clients may authorize the Adviser to directly debit management fees from client accounts on a quarterly basis. In such instances, management fees are prorated for each capital contribution and withdrawal made during the applicable calendar quarter. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee.

Alternatively, in some instances, clients may receive an invoice for fees, in which it may choose to pay BGV directly for its billed fees for the relevant period.

Adviser's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred directly by the client. The impact of mark-ups and mark-downs shall also be incurred by the client that do not participate in a wrap program. Clients will also incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by fund managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic funds fees, and other fees and taxes on brokerage account and securities transactions. Mutual funds and exchange traded funds also charge management fees, which are disclosed in a fund's prospectus. All such charges, fees, and commissions are in addition to Adviser's fee, and Adviser shall not receive any portion of these commissions, fees, and costs. While the Adviser does not receive these fees, its associated persons and its affiliated broker-dealer, receive a portion of these commissions, fees and costs, which creates a disclosable conflict (please see Item 10, 12 and 14 of this Brochure for further details and disclosures).

More specifically, BGV, consistent with its duties as an Adviser, processes brokerage orders to its affiliate, BGV Securities, thus ultimately creating a common ownership between the entities. BGV Securities maintains a trading desk which, among other things, supports the Adviser in trading equity, fixed income securities, mutual funds, options, structured products, amongst other securities. Upon the Adviser processing orders through BGV Securities and those orders are executed, your account will be charged a flat service fee reflected as a service charge on your confirmation. This charge is utilized in part to cover certain operational and execution costs incurred by the BGV Securities trading desk. Unlike non-affiliated broker dealers who often assess commissions and/or charge mark-ups or mark-downs, BGV Securities has agreed to not charge a commission nor will BGV Securities charge a mark-up or mark-down on these transactions. Moreover, neither BGV Securities nor its individual advisers share in this service charge.

### **Termination of the Agreement**

Although an agreement between BGV and its clients is ongoing and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an agreement by written notice to the other party with a (30) thirty – day advance notice or as agreed upon otherwise between the client and the Adviser.

If an agreement is terminated during a period in which the client has already paid BGV its advisory fees in advance, then the Adviser will reimburse, on a pro-rated basis, the remaining advisory fees collected for any service not rendered; these fees will be sent to the client's address of record, unless otherwise directed by the client, within (30) days of termination of the agreement.



## **Item 6 - Performance-Based Fees and side-by-side management**

Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. 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. BGV does not accept performance-based fees or participate in side-by-side management. Our fees are calculated as described in the *Fees and Compensation* 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**

BGV provides asset and/or portfolio management services to individuals, institutions and corporations. The minimum dollar value for establishing an Account is generally \$100,000. Initial investments of a lesser amount may be accepted at Adviser's discretion.

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

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

The Adviser has engaged the services of a third party, non-affiliate, *BlackRock Financial Management, Inc* ("BlackRock") as Model Provider. BlackRock will furnish to the Adviser non-discretionary investment recommendations in the form of one or more model portfolios of securities for the Adviser to utilize in connection with its management of each account. BlackRock will provide model portfolios at such times as mutually agreed upon by the parties. With any sub-advisory relationship, whether with affiliated or non-affiliated entities, BGV should have ultimate discretionary authority to determine the investments of its clients accounts.

Adviser also has arrangements (formal and informal) with third parties, including affiliated entities through which Adviser receives general macroeconomic analyses of economies, currencies, markets and market sectors. Such third parties also provide research reports on specific securities, sample asset allocations and administrative services. Adviser uses such information and services as a tool and Adviser also performs its own research and due diligence on advisers and investment opportunities. Adviser makes investment allocation decisions based on each client's investment objectives and risk tolerance, among other factors. Adviser identifies, structures, monitors, invests and liquidates investments in discretionary accounts. The design and day-to-day management of client portfolios is determined by Adviser through the assigned portfolio manager. Except for Subadviser, such third party service providers do not have access to or knowledge of information concerning the specific investment decisions and recommendations made to Adviser's clients.

Through Adviser's strategy, Adviser seeks asset preservation and capital appreciation of clients' portfolios by customizing asset allocations and selecting investment vehicles that it believes will align clients' risk / return expectations with long term and short term investment needs and goals. The asset class allocations forecasts and expectations are analyzed and invested in various financial instruments, typically include equity, fixed income, options, ETFs, and alternative investments, among others. Adviser will select and monitor the investment vehicles for each asset class in the portfolios based on their history and prospective

risk and return characteristics, and determine suitability for each client's needs, as well as, estimated fees and expense.

### **Material Risks for Significant Investment Strategies**

While it is the intention of Adviser to implement strategies which are designed to minimize potential losses suffered by its client, there can be no assurance that such strategies will be successful. It is possible that a client may lose a substantial proportion or all of its assets in connection with investment decisions made by Adviser. The following is a discussion of typical risks for Adviser's clients, but it does not purport to be a complete explanation of the risks involved with Adviser's investment strategies.

There is no guarantee that in any time period, particularly in the short term, a client's portfolio will achieve appreciation in terms of capital growth or that a client's investment objective will be met by Adviser.

The value of the securities in which Adviser invests on behalf of its clients may be volatile. Price movements may result from factors affecting individual companies, sectors or industries that may influence certain strategies or the securities market as a whole. Furthermore, a client will be subject to the risk that inflation, economic recession, changes in the general level of interest rates or other market conditions over which Adviser will have no control may adversely affect investment results. Adviser notes that while Adviser's management of accounts may not involve direct leveraging, or other risk factors discussed below, the underlying funds and other investments that comprise client accounts may engage in practices that can materially impact the performance of such fund or investment, which in turn may materially impact the value of Adviser's clients' portfolios.

### **Hedging transactions may increase risks of capital losses**

Adviser utilizes hedging strategies primarily to protect and preserve capital as well as yield enhancement. Investment products in which Adviser invests clients' accounts may utilize a variety of financial instruments, such as options, for risk management purposes. While hedging transactions may seek to reduce risk, such transactions may result in a worse overall performance. Certain risks cannot be hedged, such as credit risk, relating both to particular securities and counterparties. Adviser will not always invest in funds or other investment vehicles that utilize hedging strategies.

### **Leverage**

Adviser may utilize and employ leverage under its current strategies. Such strategies may include the borrowing and short selling of securities, bonds, foreign exchange and the acquisition and disposal of certain types of derivative securities and instruments, such as swaps, futures and options. While leveraging creates an opportunity for greater total returns, it also exposes a client to a greater risk of loss arising from adverse price changes. Where leverage is indirect (e.g., used by a fund manager for a fund in which Adviser's client is invested) a sharp decrease in the value of the investment can have a significant impact on a client's portfolio.

### **Liquidity of investment portfolio**

The market for some securities in which Adviser invests indirectly on behalf of its clients may be relatively illiquid. Liquidity relates to the ability to sell an investment in a timely manner. The market for relatively illiquid securities tends to be more volatile than the market for more liquid securities. Investments in relatively illiquid securities may restrict the ability of a fund or portfolio manager to dispose of investments at a price and time that it wishes to do so. The risk of illiquidity also arises in the case of over-the-counter transactions. There is no regulated market in such contracts and the bid and offer prices will be established solely by dealers in these contracts. Client accounts that are invested in funds or other instruments that contain illiquid investments may be subject to these risks.

### **Foreign currency markets**

Adviser's investment strategies may cause a client to be exposed to fluctuations in currency exchange rates where it invests directly or indirectly in securities denominated in currencies other than U.S. dollars. Adviser does not engage in direct foreign currency trading. However, the underlying funds and other investment vehicles may engage in direct foreign currency trading. The markets in which foreign exchange transactions are effected are highly volatile, highly specialized and highly technical. Significant changes, including changes in liquidity and prices, can occur in such markets within very short periods of time, often within minutes. Foreign exchange trading risks include, but are not limited to, exchange rate risk, interest rate risk and potential interference by foreign governments through regulation of local exchange markets, foreign investment, or particular transactions in foreign currency.

### **Derivatives**

Adviser's investment strategy may cause a client to be exposed to derivatives including instruments and contracts the value of which is linked to one or more underlying securities, financial benchmarks or indices. Derivatives allow an investor to hedge or speculate upon the price movements of a particular security, financial benchmark, index, currency or interest rate at a fraction of the cost of investing in the underlying asset. The value of a derivative depends largely upon price movements in the underlying asset. Therefore, many of the risks applicable to trading the underlying asset are also applicable to derivatives trading. However, there are a number of other risks associated with derivatives trading. For example, because many derivatives provide significantly more market exposure than the money paid or deposited when the transaction is entered into, a relatively small adverse market movement can result not only in the loss of the entire investment, but may also expose a client to the possibility of a loss exceeding the original amount invested.

### **Structured Products**

Adviser's investment strategy may cause a client to be exposed to participation in certain structured products that are speculative in nature and offer high volatility. Structured products are complex and typically have leverage (margin) involved. The leverage may vary during the life of the product and can in certain circumstances become extremely high. Participation in structured products can make customers subject to counterparty credit risk. The issuer is the ultimate counterparty to structured product trades and in the unlikely event that the issuer was to become insolvent, it may be unable to meet its obligations to the investor. The issuer is also generally the only market maker for any structured product, and is not

under an obligation to provide liquidity in all circumstances, even when the product is traded on an exchange. Even when a market is provided, an appropriate price may not always be obtained when the product is sold. It may also be difficult to determine a fair price or even compare prices at all, as there is often only one market maker for this type of product. Participation in structured products also expose investors to certain tax considerations, costs, fees, principal and market risks, among others. Clients should read disclosure documents and be fully informed of the risks involved.

### **Settlement risks**

Adviser's investment strategies may expose a client to the credit risk of parties with whom Adviser, on behalf of the client or the underlying funds, trades and to the risk of settlement default. Market practices in the emerging markets in relation to the settlement of securities transactions and custody of assets will provide increased risk. Although the emerging markets have grown rapidly over the last few years, the clearing, settlement and registration systems available to effect trades on such markets are significantly less developed than those in more mature world markets which can result in delays and other material difficulties in settling trades and in registering transfers of securities. Problems of settlement in these markets may affect the net asset value and liquidity of a client's portfolio or investments in such portfolios.

### **Emerging Markets**

Adviser's investment strategies include direct and indirect investments in securities in emerging markets and such investments involve special considerations and risks. These include a possibility of nationalization, expropriation or confiscatory taxation, foreign exchange control, political changes, government regulation, social instability or diplomatic developments which could affect adversely the economies of such countries or the value of a client's investments, and the risks of investing in countries with smaller capital markets, such as limited liquidity, price volatility, restrictions on foreign investment and repatriation of capital, and the risks associated with emerging economies, including high inflation and interest rates and political and social uncertainties. In addition, it may be difficult to obtain and enforce a judgment in a court in an emerging country. The economies of many emerging market countries are still in the early stages of modern development and are subject to abrupt and unexpected change. In many cases, governments retain a high degree of direct control over the economy and may take actions having sudden and widespread effects. Investments in products of emerging market may also become illiquid which may constrain Adviser's ability to realize some or all of a client's portfolio holdings. Accounting standards in emerging market countries may not be as stringent as accounting standards in developed countries.

### **Investment Concentration**

Some client accounts may have a high concentration in one sector, industry, issuer or security that may subject such accounts to greater risk of loss in the event such investments take an economic downturn.

### **Material Risks for Particular Types of Securities**

The Adviser does not invest primarily in a specific security or type of security. The material risks involved with investing are described above.

## **Item 9 - Disciplinary Information**

Investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of an adviser or the integrity of the adviser's management.

Some of our financial professionals have certain disclosures, as noted in Items 14 A–M of their Form U4. Namely, an executive of the Adviser declared personal bankruptcy on July 2018, as a result of filing on behalf of a business. The disposition date of the case was January 2019. Please visit [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) at any time to view BGV's registration information and any applicable disciplinary action related to associated individuals. The Adviser itself does not have legal or disciplinary history as noted on Form ADV Part 1 Item 11, and Part 2A Item 9.

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

### **Broker-Dealer Registration**

BGV is not registered with the Securities and Exchange Commission (SEC) as a broker-dealer, however, it does maintain a broker-dealer affiliate/related person, which is disclosed in Form ADV Part 1. Some of BGV's management or associated persons are also registered or associated with other broker-dealers, including its affiliate broker-dealer, BGV Securities.

BGV utilizes BGV Securities as an introducing broker-dealer for securities transactions of advisory clients. In such case, BGV Securities and/or associated persons will receive compensation for brokerage transactions affected in these advisory accounts, and for the purchase of investment products recommended, which poses a conflict of interest. For example, BGV utilizes BGV Securities as an introducing broker-dealer for certain equity and fixed income trades; this is due to, among other factors, market-competitive commission rates, a trading interface with tools suitable for clients' equity and fixed income trading activities, and quality of execution. BGV Securities has established policies and procedures to mitigate conflicts and address applicable regulatory requirements. However, lower fees for comparable services could be available from other sources. Clients are encouraged to request additional information regarding potential conflicts of interest.

### **Sub-Advisory Arrangements**

There is a conflict of interest in utilizing sub-advisers, as there may be an incentive to the Adviser in selecting a particular manager over another. In order to minimize this conflict, the Adviser seeks to make its sub-advisor selections in the best interest of its clients, and also conducts due diligence concerning the third party through assessing overall credentials, performance, as well as engaging the assistance of independent third-party institutions, where deemed applicable. The Adviser will also notify the client(s) of its arrangement with an affiliated sub-advisor through related portfolio management agreement(s), applicable governing documents, and/or Brochure.

The sub-adviser will only provide advice, and will have no authority over the Adviser's client accounts, including the authority to direct the custodian, a broker-dealer, or underwriter of the accounts to order and/or execute transactions. Additionally, the sub-adviser will not engage on a direct client relationship with BGV's client(s) or act as an intermediary between the Adviser and the client(s).

## **Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration**

Neither Adviser nor its employees, management persons or associated persons are registered or associated with the Commodity Futures Trading Commission (“CFTC”) as a futures commission merchant (“FCM”), a commodity pool operator (“CPO”) or a commodity trading advisor (“CTA”) or an associated person of the foregoing entities.

### **Other – Financial Affiliates**

Please see the Adviser’s Form ADV Part 1 for further details related to other affiliated entities, if applicable.

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

### **Code of Ethics and Personal Trading Policies**

Adviser has adopted the Code of Ethics pursuant to Rule 204A-1 of the Advisers Act in an effort to prevent violations of federal securities laws. Adviser expects all employees to act with honesty, integrity and professionalism and to adhere to federal securities laws.

All officers, directors, and employees of the Adviser and any other person who provides advice on behalf of Adviser and is subject to Adviser’s control and supervision (collectively referred to as “Supervised Persons”) are required to adhere to the Code.

### **Prevention of Insider Trading**

Adviser has adopted policies designed to prevent insider trading that is more fully described in the Code. Adviser’s policy on insider trading applies to securities trading and information handling by all Supervised Persons of Adviser (including spouses, minor children and adult members of their households and any other relative of a Supervised Person on whose behalf Supervised Person is acting) for their own account or the account of any client of Adviser.

Adviser takes its obligation to detect and prevent insider trading with the utmost seriousness. Adviser may impose penalties for breaches of the policies and procedures contained in this manual, even in the absence of any indication of insider trading. Depending on the nature of the breach, penalties may include a letter of censure, profit “give ups,” fines, referrals to regulatory and self-regulatory bodies and dismissal.

### **Personal Securities Transactions**

#### ***Periodic Reports***

As more fully described in the Code, “access persons” are required to submit reports detailing their personal securities holdings to the Chief Compliance Officer on an initial basis, a quarterly basis, and an annual basis.



As an alternative to submitting quarterly transaction reports, Adviser requires persons who are “access persons” to submit brokerage statements or trade confirmations as long as such documents contain the information required under Rule 204A-1(b)(2)(i)(A)-(E) under the Advisers Act.

### **Initial Public Offerings and Limited Public Offerings**

Access Persons must obtain prior written approval from the Chief Compliance Officer before investing in initial public offerings (“IPOs”) or limited offerings (i.e., private placements). In the event the Chief Compliance Officer wishes to purchase IPOs or the securities of a private placement for his/her own employee account, the Chief Compliance Officer must obtain prior written approval from the Chief Executive Officer, who may seek advice on the matter from third parties if necessary.

### **Review of Personal Securities Reports**

The Chief Compliance Officer (or their designee) is responsible for reviewing the Access Person’s Quarterly Transaction Reports as well as the Initial Holdings Report and the Annual Holdings Report as part of Adviser’s duty to maintain and enforce the Adviser’s Code.

In instances when the Chief Compliance Officer has engaged in personal securities transaction, the Chief Executive Officer shall review the Chief Compliance Officer’s brokerage statements and/or trade confirmations.

### ***Outside Business Activities and Private Investments of Employees***

Unless otherwise consented by the Chief Compliance Officer, such as certain management and associated persons that are also registered or associated with our affiliate broker-dealer, BGV Securities, all employees are required to devote their full time and efforts to Adviser’s business. As such, no person may make use of either his or her position as an employee or information acquired during employment, or make personal investments in a manner that may create a conflict, or the appearance of a conflict, between the employee’s personal interests and Adviser’s interests. Accordingly, every employee is required to complete a disclosure form and have the form approved by Adviser’s Chief Compliance Officer prior to serving in any of the capacities or making any of the investments more fully described in the Code.

### ***Reporting Violations***

All Supervised Persons (any officer, director, partner and employee of Adviser) are required to report actual or known violations or suspected violations of Adviser’s Code promptly to the Chief Compliance Officer or his designee.

Any report of a violation or suspected violation of the Code will be treated as confidential to the extent permitted by law.

As part of Adviser’s obligations to conduct an annual review of all of its policies and procedures pursuant to Rule 206(4)-7 of the Advisers Act, the Chief Compliance Officer shall review on an annual basis the adequacy of the Code and the effectiveness of its implementation.

## ***Recordkeeping***

Adviser maintains the following:

- Copies of the Code;
- Records of violations of the Code and actions taken as a result of the violations;
- Copies of Adviser's supervised persons' written acknowledgement of receipt of the Code;
- Records of Access Persons' personal trading — Initial Holdings Reports, Annual Holdings Reports, and Quarterly Transaction Reports, including any information provided under Rule 204A-1(b)(3)(iii) in lieu of such reports, i.e., brokerage confirmations and transaction reports;
- A record of the names of Adviser's "Access Persons";
- Records of decisions, and the reasons supporting the decision to approve an Access Person's acquisition of securities in initial public offerings or limited offerings; and
- Records of decisions, and the reasons supporting the decision to approve the Chief Compliance Officer's acquisition of securities in initial public offerings or limited offerings.

## ***Acknowledgement of the Code***

Each employee will execute a written statement certifying that the employee has (i) received a copy of Adviser's Code; (ii) read and understands the importance of strict adherence to such policies and procedures; and (iii) agreed to comply with the Code.

## ***Training and Education***

All Supervised Persons, i.e., all employees, are to receive training on complying with the Code on an annual basis as part of Adviser's annual employee compliance review meeting to ensure that all employees fully understand their duties and obligations and how to comply with the Policy's procedures.

## ***Copies of Adviser's Code***

A copy of Adviser's Code is available upon request. For a copy, please contact Adviser at 305-615-2070.

## ***Participation or Interest in Client Transactions and Associated Conflicts of Interest***

Adviser may recommend or invest in securities, including funds, issued or managed by its affiliates (or where the affiliate acts as general partner) in which its affiliates have a material financial interest. Adviser has policies that require personnel who develop advice and recommendations for clients to render only disinterested and impartial advice to clients and to comply with other fiduciary obligations, including having an adequate basis in fact for all recommendations and an obligation to recommend only investments that are suitable for the particular client.

The potential conflicts of interest involved in any such transactions are generally governed by Adviser's Code. Pursuant to the stipulations of the Code, Adviser or a related person may buy or sell for itself securities that it also recommends to clients. The potential conflicts of interest involved in such transactions are governed by the Code, which establishes sanctions if its requirements are violated and requires that Adviser and employees place the interests of Adviser's clients above their own.



When BGV Securities is acting as a broker with respect to a fixed income transaction executed for a client of Adviser, it will sometimes act on a riskless principal basis rather than on an agency basis. A riskless principal transaction refers to a transaction where BGV Securities, after receiving an order to buy (or sell) a security for a client, purchases (or sells) the security for its own account to offset a contemporaneous sale to (or purchase from) the client. In such instances, the Adviser is required to disclose to its advisory clients in writing before the completion of such transaction the capacity in which it was acting and to obtain written consent of advisory clients for such transactions. BGV Securities charges a mark-up or mark-down in certain riskless principal transactions. Equity transactions are generally executed on an agency basis, but can be executed on a riskless principal basis using the same procedures and equivalent pricing as for fixed income securities.

From time to time, BGV Securities can engage in agency cross transactions for Adviser's clients. An agency cross transaction occurs when BGV Securities acts as broker for both Adviser's advisory clients and for other customers of BGV Securities on the other side of the transaction. Agency cross transactions will be executed only after obtaining prospective written consent from the advisory client, which consent can be terminated at any time with written notice to Adviser. Adviser does not advise both the seller and purchaser with regard to an agency-cross transaction. BGV Securities can also engage from time to time in so-called "cross transactions" in which it affects trades between Adviser's advisory client accounts. BGV Securities will only effect such transactions to the extent that it is able to achieve "best execution" for each client. The price will be set generally at the mid-point between the bid and ask price (or last sale price in the case of exchange listed securities) and BGV Securities will not charge commissions or other compensation in connection with the transaction.

### ***Investments in Securities by Adviser and its Personnel***

Adviser's personnel or a related person of Adviser may invest in the same or similar securities and investments as those recommended to or entered into on behalf of Adviser's clients. The results of the investment activities of Adviser's personnel or related persons for their accounts may differ from the results achieved by or for client accounts managed by Adviser. The conflicts raised by these circumstances are discussed below.

Adviser may recommend or effect the purchase or sale of securities in which its related persons or an affiliate, directly or indirectly, has a position or interest, or of which related or affiliated person buys or sells for itself. Such transactions may also include trading in securities in a manner inconsistent with the advice given to Adviser's clients.

Activities and transactions for client accounts may be impaired or effected at prices or terms that may be less favorable than would otherwise have been the case had Adviser or related persons not pursued a particular course of action with respect to the issuer of the securities. In addition, in certain instances Adviser's personnel may obtain information about the issuer that could limit the ability of such personnel to buy or sell securities of the issuer on behalf of client accounts.

Transactions undertaken by Adviser's clients may also adversely impact one or more client accounts. Other clients of the Adviser may have, as a result of receiving reports or otherwise, access to information regarding Adviser's transactions or views that may affect their transactions outside of accounts controlled by Adviser, and such transactions may negatively impact other clients' accounts. A client's account may

also be adversely affected by cash flows and market movements arising from purchase and sale transactions by, as well as increases of capital in and withdrawals of capital from, other clients' accounts. These effects can be more pronounced in less liquid markets.

Adviser has adopted a Code of Ethics. Such Code of Ethics together with Advisers policies and procedures restrict the ability of certain officers and employees of Adviser from engaging in securities transactions in any securities that its clients have purchased, sold or considered for purchase or sale, for an appropriate "black out" period. Other restrictions and reporting requirements are included in Advisers procedures and Code of Ethics minimize or eliminate conflicts of interest.

### ***Trading Alongside by Adviser and its Personnel***

Client accounts managed by Adviser may trade in the same or similar securities at or about the same time as accounts managed or advised by affiliates of the Adviser. Investments by Adviser's affiliates and their clients may have the effect of diluting or otherwise disadvantaging the values, prices or investment strategies of a client's account, particularly in small capitalization, emerging market or less liquid investment vehicles. This may occur when portfolio decisions regarding a client's account are based on research or other information that is also used to support portfolio decisions for Adviser's affiliates. If a portfolio decision or strategy for Adviser's affiliates' accounts or the accounts of clients of affiliates is implemented ahead of, or contemporaneously with, similar portfolio decisions or strategies for Adviser's client's account, market impact, liquidity constraints, or other factors could result in the account receiving less favorable trading results and the costs of implementing such portfolio decisions or strategies could be increased.

### ***Errors and operational risks***

Errors may occur from time to time in transactions for client accounts. The Adviser will typically correct any such errors that are the fault of the Adviser at no cost to the client, other than costs that the Adviser deems immaterial. To the extent that the subsequent sale of such securities generates a profit to the Adviser, the Adviser may retain such profits, and may, but is not required to, use such profits to offset errors in the future or pay other client-related expenses. The Adviser will not be responsible for any errors that occur that are not the fault of the Adviser.

### ***Privacy Policy***

Adviser considers your privacy our utmost concern. Adviser does not share any information of clients with nonaffiliated third parties, except such information may be disclosed as necessary to process a transaction an investor has requested, to the extent the investor specifically authorized the disclosure, to service providers or joint marketers who agree to limit their use of such information, and to the extent required or specifically permitted by law or reasonably necessary to prevent fraud, unauthorized transactions or liability.

When Adviser discloses non-public personal information of clients to a non-affiliated third party that provides services to Adviser or engages in joint marketing, Adviser shall:

- notify investors of the possibility of such disclosure; and

- enter into a contractual agreement with the third party that prohibits the third party from disclosing or using the investors' information other than to carry out the purposes for which the information was disclosed to the third party.

In particular, Adviser may enter, in compliance with the above conditions, into an agreement with a non-affiliated third party to store the records of Adviser clients and investors including electronic and e-mail records.

As arranged with clients and pertaining to agreements with sub-advisers, the Adviser can share client information related to their investment profile, strategy and goals in order to receive appropriate information from such third parties (sub-advisers) and better serve the client account.

For more information about Adviser's privacy policies or to request a brochure describing Adviser's privacy policies contact Adviser at 305-615-2070.

## **Item 12 - Brokerage Practices**

BGV typically has discretionary authority, subject to the terms and conditions set forth in the client agreement, to determine (1) securities to be bought and sold, (2) amount of securities to be bought and sold, (3) and the broker or dealer to be used. BGV's discretionary authority is limited by any reasonable restrictions that the client places on the management of the account

In recommending brokers-dealers and custodians, BGV will generally seek the best combination of services provided and associated expenses. Relevant factors used in evaluating "execution quality" include historical net prices, the execution, clearance, and settlement and error correction capabilities of the broker or dealer generally and in connection with securities of the type and in the amounts to be bought or sold; the broker's or dealer's willingness to commit capital; reliability and financial stability; the size of the transaction; availability of securities to borrow for short sales; and the market for the security.

In addition to a broker-dealer's ability to provide "execution quality," the Adviser's selection criteria may include the value of various services or products provided by the broker-dealer. For example, BGV may acquire: research reports on or other information about particular companies, sectors or industries; economic surveys and analyses; recommendations as to specific securities; electronic market quotations; non-mass-marketed financial publications; portfolio evaluation services; performance measurement services; market, economic and financial studies and forecasts; data on pricing and availability of securities; certain financial database software and services; and other products or services that may enhance its investment decision making.

BGV utilizes its affiliate broker-dealer, BGV Securities, as an introducing broker-dealer for securities transactions of advisory clients. BGV Securities and/or associated persons receive compensation for brokerage transactions affected in these advisory accounts, and for the purchase of investment and insurance products recommended, which poses a potential conflict of interest. Clients could pay commissions higher than those obtainable from other brokers for the same services rendered by BGV Securities or any other broker-dealer recommended to the client by BGV. BGV and BGV Securities maintain dually associated persons and share facilities. Advisory services are offered through BGV and securities products are offered through BGV Securities.

BGV may aggregate sale and purchase orders of securities held by a client with similar orders being made simultaneously for other client accounts or entities if, in the reasonable judgment of BGV, such aggregation is reasonably likely to result in an overall economic benefit to clients based on an evaluation that the clients will benefit from relatively better purchase or sale prices, lower commission expenses or beneficial timing of transactions, or a combination of these and other factors. In general, the average price of all securities purchased or sold in such transactions will be determined, and a client will be charged or credited, as the case may be, the volume weighted average price. Although, in any given case, this practice could have a detrimental or beneficial effect upon the price or value of the security for any client account, BGV believes that on an overall basis such practice is beneficial to clients. While BGV believes this is beneficial and fair on an overall basis with respect to all BGV accounts, there can be no assurance that on a trade-by-trade or overall basis that any particular client will not be treated more or less favorably than another client.

It is the Adviser's policy not to enter into soft dollar arrangements and the Adviser has no formal soft dollar arrangements. The Adviser does not consider, in selecting or recommending broker-dealers, whether it or a related person receives client referrals from such broker-dealer.

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

Adviser does not direct brokerage to particular brokers in consideration for client referrals.

### **Item 13 - Review of Accounts**

Accounts are typically reviewed by the Chief Compliance Officer on a periodic basis or as needed due to market conditions or transactional activity, amongst other items. The Chief Compliance Officer typically reviews daily transactions entered into for investment advisory clients to determine that correct entries have been made for all client records.

#### ***Factors Triggering a Review***

There are no specific triggering factors leading to a review.

#### ***Client Reports***

Clients of the Adviser receive monthly reports from their qualified Custodian. The Adviser can provide a consolidated/performance report, upon request, or periodically as agreed between the Adviser and the client. The content of such consolidated/performance report will typically include a list of securities holdings, their respective market value as of month-end (or requested date), and performance information, as applicable.

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

Adviser's compensation is primarily in the form of management fees. Currently, the Adviser does not maintain arrangements with third parties or promoters whereby a party, affiliated or unaffiliated with the

Adviser, is entitled to compensation in the event that such party solicits prospective clients who become the Adviser's clients.

BGV does not currently receive referral fees or other forms of remuneration from other professionals when a prospect or client is referred to them. Such arrangements (if established) will be disclosed to applicable clients and conducted in accordance with requirements of Rule 206(4)-1 under the Advisers Act (as, applicable).

## **Item 15 - Custody**

All assets are typically held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record monthly. BGV does not maintain physical custody of its clients' funds. Clients receive monthly or quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains the client's investment assets.

However, one of the Adviser's related persons, BG Valores S.A., serves as the custodian of advisory clients' assets. Due to this relationship and following custody implications, BGV will obtain, or receive from its related person, no less frequently than once each calendar year, a written report, which includes an opinion from an independent public accountant with respect to the related person's controls relating to custody of client assets ("internal control report").

## **Item 16 - Investment Discretion**

Adviser receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts, Adviser observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Adviser in writing.

## **Item 17 - Voting Client Securities**

BGV does not vote proxies on securities, thus, clients are expected to vote their own proxies. Clients may request a copy of proxy voting records via contact to the Client's respective custodian.

Clients will receive proxies directly from the issuer of the security or the custodian. Clients may obtain a copy of BGV's voting policies and procedures, or proxy voting records upon request to [info@bgvsecurities.com](mailto:info@bgvsecurities.com).

## **Item 18 - Financial Information**

The Adviser has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. Also, the Adviser has not been the subject of a bankruptcy proceeding.