

Pinney & Scofield, Inc.
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ADV Part 2A, Firm Brochure
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This brochure provides information about the qualifications and business practices of Pinney & Scofield, Inc. If you have any questions about the contents of this brochure, please contact us at (617) 492-6223 or at richard@pinneyandscofield.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Pinney & Scofield, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Pinney & Scofield, Inc. as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

There have been no material changes to our Brochure since our most recent Annual Amendment filing on March 15, 2023.

Item 3 Table of Contents

Item 1	Cover Page.....	1
Item 2	Material Changes.....	2
Item 3	Table of Contents.....	2
Item 4	Advisory Business	3
Item 5	Fees and Compensation	7
Item 6	Performance-Based Fees and Side-by-Side Management	9
Item 7	Types of Clients.....	9
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss.....	9
Item 9	Disciplinary Information	12
Item 10	Other Financial Industry Activities and Affiliations	12
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	12
Item 12	Brokerage Practices	13
Item 13	Review of Accounts.....	15
Item 14	Client Referrals and Other Compensation.....	15
Item 15	Custody.....	16
Item 16	Investment Discretion.....	16
Item 17	Voting Client Securities.....	16
Item 18	Financial Information	17

Item 4 Advisory Business

- A. Pinney & Scofield, Inc. (the “Firm”) is a corporation formed on July 1, 2003 in the Commonwealth of Massachusetts. The Firm is owned by Richard Seeley and John Goddard.
- B. As discussed below, the Firm offers to its clients (generally individuals, trusts and charitable organizations) the combined service of financial planning and investment management. The Firm shall only be responsible for advising on financial situations/positions for which the client has made the Firm aware.

The Firm’s portfolio management method is based on the idea that markets are efficient and that market activity cannot be predicted. The Firm believes that the most prudent method of investment management is the establishment of a fully diversified portfolio of passively managed factor and/or index mutual funds or exchange traded funds (“ETFs”). The allocation to fixed income is determined by the financial situation and risk preferences of the client. The resulting split between fixed income and equities is then allocated by percent across multiple assets classes within each. The portfolio structure is described by an Investment Policy Statement, signed by the client, that describes both the desired asset class weights and also the parameters as to when the portfolio is to be rebalanced back to those weights. The management method then follows – periodic reviews of the portfolio by the Firm, and a rebalancing back to policy weights when required, with capital flows and taxes taken into consideration along with other factors. The Firm makes no attempt to time or predict the future of the financial markets.

INVESTMENT ADVISORY SERVICES

The client can determine to engage the Firm to provide discretionary investment advisory and financial planning combined services on a fee-only basis. The Firm’s annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under the Firm’s management, generally between 0.25% and 0.75%.

The Firm's investment advisory fee shall include investment advisory services, and financial planning and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of the Firm), the Firm may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

The Firm may provide financial planning and/or consulting services (including investment and non-investment related matters, estate planning, insurance planning, etc.) on a stand-alone separate fee basis.

Prior to engaging the Firm to provide planning or consulting services, clients are generally required to enter into a Financial Planning and Consulting Agreement with the Firm setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to the Firm commencing services. If requested by the client, the Firm may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains

absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Firm.

If the client engages any professional (i.e., attorney, accountant, insurance agent, etc.), recommended or otherwise, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from the engaged professional. At all times, the engaged licensed professional(s), and not the Firm, shall be responsible for the quality and competency of the services provided.

MISCELLANEOUS

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent requested by a client, the Firm may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. The Firm does not serve as a law firm, accounting firm, or insurance agency, and no portion of the Firm's services should be construed as legal, accounting, or insurance implementation services.

Accordingly, the Firm does not prepare estate planning documents, tax returns or sell insurance products. To the extent requested by a client, the Firm may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance agents, etc.).

Clients are reminded that they are under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation made by the Firm or its representatives.

If the client engages any professional (i.e., attorney, accountant, insurance agent, etc.), recommended or otherwise, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from the engaged professional. At all times, the engaged licensed professional(s), and not the Firm, shall be responsible for the quality and competency of the services provided.

Retirement Plan Rollovers – No Obligation / Conflict of Interest. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). As a general matter, the Firm does not make a recommendation either to do or not to do a rollover to an IRA and will leave any rollover determinations to the sole discretion of the client because such a recommendation creates a conflict of interest if the Firm's billable assets will increase as a result. In the rare event that the Firm does recommend that a client rollover their retirement plan assets into an account managed by the Firm, the Firm is acting as 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. No client is under any obligation to roll over retirement plan assets to an account managed by the Firm.

Use of Mutual Funds and ETFs: Most mutual funds and ETFs are available directly to the public. Therefore, a prospective client can obtain many of the funds that may be utilized by the Firm independent of engaging the Firm as an investment advisor. However, if a prospective client determines to do so, he/she will not receive the Firm's initial and ongoing investment advisory services.

In addition to the Firm's investment advisory fee described below, and transaction and/or custodial fees discussed below, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses).

However, some mutual funds, such as those issued by Dimensional Fund Advisors ("DFA"), are generally only available through registered investment advisers. The Firm may allocate client investment assets to DFA mutual funds. Therefore, upon the termination of the Firm's services to a client, restrictions regarding transferability and/or additional purchases of and/or reallocation among, DFA funds may apply.

Independent Managers. The Firm may allocate a portion of the client's investment assets among unaffiliated independent investment managers in accordance with the client's designated investment objective(s). In such situations, the Independent Managers shall have day-to-day responsibility for the active discretionary management of the allocated assets, including, to the extent applicable, proxy voting responsibility. The Firm shall continue to render investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors that the Firm shall consider in recommending Independent Managers include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fee charged by the Independent Managers is separate from, and in addition to, the Firm's investment advisory fee disclosed at Item 5 below.

Account Aggregation Platforms. The Firm, in conjunction with the services provided by third-party account aggregation platforms, may be engaged to provide comprehensive management and reporting services incorporating a client's investment assets not held in a traditional broker-dealer/custodian account. These investment assets are typically held in an employer sponsored retirement plan such as a 401(k) or 403(b) etc. In such cases, the Firm will receive signed authorization from the client that the Firm may access these accounts to trade on the client's behalf and collect transactional, position and pricing data using the platform's services. These assets will be subject to the terms and conditions of the *Investment Advisory Agreement* and *Investment Policy Statement* between the Firm and the client and will be included as assets for the determination of the Firm's fee as discussed in Item 5a below.

Socially Responsible (ESG) Investing Limitations. Socially Responsible Investing involves the incorporation of Environmental, Social and Governance ("ESG") considerations into the investment due diligence process. ESG investing incorporates a set of criteria/factors used in evaluating potential investments: Environmental (i.e., considers how a company safeguards the environment); Social (i.e., the manner in which a company manages relationships with its employees, customers, and the communities in which it operates); and Governance (i.e., company management considerations). The number of companies that meet an acceptable ESG mandate can be limited when compared to those that do not and could underperform broad market indices. Investors must accept these

limitations, including potential for underperformance. Correspondingly, the number of ESG mutual funds and exchange-traded funds are limited when compared to those that do not maintain such a mandate. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by the Firm), there can be no assurance that investment in ESG securities or funds will be profitable or prove successful. The Firm does not maintain or advocate an ESG investment strategy but will seek to employ ESG if directed by a client to do so. If implemented, the Firm shall rely upon the assessments undertaken by the unaffiliated mutual fund, exchange traded fund or separate account portfolio manager to determine that the fund's or portfolio's underlying company securities meet a socially responsible mandate.

Cash Positions. The Firm continues to treat cash as an asset class although the Firm does not allocate specifically to it. As such, unless determined to the contrary by the Firm, all cash positions (money markets, etc.) shall continue to be included as part of assets under management for purposes of calculating the Firm's advisory fee. At any specific point in time, the Firm may maintain cash positions for fee deductions or upon client request or to meet a known upcoming liquidity event. While assets are maintained in cash, such amounts could miss market advances. Depending upon current yields, at any point in time, the Firm's advisory fee could exceed the interest paid by the client's money market fund.

Client Obligations. In performing its services, the Firm shall not be required to verify any information received from the client or from the client's other designated professionals and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify the Firm if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising the Firm's previous recommendations and/or services.

Cybersecurity Risk. The information technology systems and networks that the Firm and its third-party service providers use to provide services to the Firm's clients employ various controls, which are designed to prevent cybersecurity incidents stemming from intentional or unintentional actions that could cause significant interruptions in the Firm's operations and result in the unauthorized acquisition or use of clients' confidential or non-public personal information. Clients and the Firm are nonetheless subject to the risk of cybersecurity incidents that could ultimately cause them to incur losses, including for example: financial losses, cost and reputational damage to respond to regulatory obligations, other costs associated with corrective measures, and loss from damage or interruption to systems. Although the Firm has established procedures to reduce the risk of cybersecurity incidents, there is no guarantee that these efforts will always be successful, especially considering that the Firm does not directly control the cybersecurity measures and policies employed by third-party service providers. Clients could incur similar adverse consequences resulting from cybersecurity incidents that more directly affect issuers of securities in which those clients invest, broker-dealers, qualified custodians, governmental and other regulatory authorities, exchange and other financial market operators, or other financial institutions.

Cryptocurrency: For clients who want exposure to cryptocurrencies, including Bitcoin, the Firm, will advise the client to consider a potential investment in corresponding exchange traded securities, or an allocation to separate account managers and/or private funds that provide cryptocurrency exposure. Crypto is a digital currency that can be used to buy goods and services but uses an online ledger with strong cryptography (i.e., a method of protecting information and communications through the use of codes) to secure

online transactions. Unlike conventional currencies issued by a monetary authority, cryptocurrencies are generally not controlled or regulated and their price is determined by the supply and demand of their market. Because cryptocurrency is currently considered to be a speculative investment, the Firm will not exercise discretionary authority to purchase a cryptocurrency investment for client accounts. Rather, a client must expressly authorize the purchase of the cryptocurrency investment.

The Firm does not recommend or advocate the purchase of, or investment in, cryptocurrencies. The Firm considers such an investment to be speculative.

Clients who authorize the purchase of a cryptocurrency investment must be prepared for the potential for liquidity constraints, extreme price volatility and complete loss of principal.

Disclosure Statement. A copy of the Firm's written Brochure and Client Relationship Summary, as set forth on Part 2A of Form ADV and Form CRS respectively, shall be provided to each client prior to, or contemporaneously with, the execution of the Investment Advisory Agreement or Financial Planning and Consulting Agreement.

The Firm's Disclosure Brochure can also be accessed free of charge at any time on the Firm's website at <https://www.pinneyandscotland.com/resources>.

- C. The Firm shall provide investment advisory services specific to needs of each client. Prior to providing investment advisory services, an investment adviser representative will discuss with each client, their particular investment objective(s). The Firm shall allocate each client's investment assets consistent with their designated investment objective(s). Clients may, at any time, impose restrictions, in writing, on the Firm's services.
- D. The Firm does not participate in a wrap fee program.
- E. As of December 31, 2023, the Firm had \$666,151,537 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

A.

INVESTMENT ADVISORY SERVICES

If a client determines to engage the Firm to provide discretionary investment advisory and financial planning combined services on a fee-only basis, the Firm's annual investment advisory fee shall be based upon a percentage (%) of the market value and type of assets placed under the Firm's management as follows:

<u>Market Value of Portfolio</u>	<u>Annual Fee %</u>
First \$2,000,000	0.75%
Next \$3,000,000	0.50%
Over \$5,000,000	0.25%

As an illustrative example, if a client places \$2,500,000 under the Firm's management, that client would be subject to a 0.75% annual fee on the first \$2,000,000 and a 0.50% fee on the remaining \$500,000.

Certain of the Firm's clients may be subject to legacy fee which deviate from that shown above. In addition, the Firm, in its sole discretion, may combine the assets of related accounts to reach better fee breakpoints for the client.

The Firm's annual investment advisory fee shall cover investment advisory services, and financial planning and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of the Firm), the Firm may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

The fee schedule applies only to assets in brokerage account(s) or variable annuities for which the Firm has a signed Limited Power of Attorney or other written permission from the client such as authorization to access accounts using the account aggregation platform(s) system described above in Item 4b Miscellaneous.

While the Firm remains available to advise on other client investment assets ("non-managed assets"), it generally charges only on managed assets. To the extent that the Firm is asked to consult on any non-managed assets, such discussions do not include investment implementation or the execution of transactions, nor ongoing investment management, supervision, monitoring, or reporting services. Unless otherwise agreed, the client remains exclusively responsible for all decisions, transactions, proxy voting responsibilities, and performance for all such investment assets. Should the client desire comprehensive investment advisory services with respect to any such non-managed assets, the client may engage the Firm to provide same as part of managed assets.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

The Firm may provide financial planning and/or consulting services (including investment and non-investment related matters, such as estate planning, insurance planning, etc.) on a stand-alone fee basis. The Firm's planning and consulting fees are negotiable, but generally range from \$150.00 to \$350.00 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

- B. Clients may elect to have the Firm's advisory fees deducted from their account(s). Both the Firm's Investment Advisory Agreement and the custodial/clearing agreement may authorize the custodian to debit the account(s) for the amount of the Firm's investment advisory fee and to directly remit that management fee to the Firm in compliance with regulatory procedures. In the event that the Firm bills the client directly, payment is due within 15 days of receiving the Firm's invoice. The Firm shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Firm shall generally recommend that Charles Schwab and Co., Inc. ("Schwab") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as Schwab charge brokerage commissions and/or transaction fees for effecting certain securities transactions in accordance with Schwab's brokerage

commission and transaction fee schedules. Clients may also be assessed a nominal exchange fee on securities transactions.

In addition to the Firm's investment management fee, applicable brokerage commissions and/or transaction fees, and exchange fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses).

- D. The Firm's annual investment advisory fee shall be paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. For the initial billing period, the Firm may include a prorated fee in arrears to cover the past days from inception of the relationship to the end of the previous quarter unless otherwise agreed.

The Investment Advisory Agreement between the Firm and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the Investment Advisory Agreement. Upon termination, the Firm shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

- E. Neither the Firm, nor its representatives accept compensation from the sale of securities or other investment products.

Item 6 Performance-Based Fees and Side-by-Side Management

Neither the Firm nor any supervised person of the Firm accepts performance-based fees.

Item 7 Types of Clients

The Firm's clients shall generally include individuals, trusts and charitable organizations. The Firm generally requires an initial minimum portfolio size of \$1,000,000 in managed assets for investment advisory services. The Firm, in its sole discretion, may waive or reduce its minimum portfolio requirement based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, competitive pricing, etc.).

As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

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

- A. Modern capital market theory holds that the asset allocation choice (among cash, bonds, and stocks) is the most important factor in determining the risk/return results of any portfolio. The Firm believes this choice to be the critical one in investment advising and concentrates on it in their financial planning. The Firm's methodology in setting up and maintaining asset allocations uses the techniques of modern portfolio theory. The Firm assumes that the capital markets are generally efficiently priced (i.e., they have already priced in all current knowledge and opinion about the possible future determinants of asset

prices) and that therefore future market performance is inherently unpredictable. The Firm thus holds that attempts to do "better than the market" through timing or the selection of a limited set of stocks are unwise.

Variation in investment performance can be explained in large part by policy decisions concerning asset class selection and the distribution of assets within classes. The Firm generally uses index and/or factor mutual funds and ETFs to create the desired portfolios and maintain them using a rebalancing method that takes into consideration, among other things, the performance of the portfolio components, transaction costs, and the potential tax implications of transactions.

The Firm allocates client investment assets, generally among various equity and fixed income mutual funds and ETFs on a discretionary basis in accordance with the client's designated investment objective(s). The percent allocation of the portfolio into each asset class is detailed in an Investment Policy Statement ("IPS"). Once the asset allocation has been approved by the client and an IPS signed, the Firm implements this allocation by directing the purchase of various mutual funds and ETFs selected by the Firm.

The Firm monitors each client portfolio and periodically rebalances as necessary to restore allocations to the levels of each client's specific investment policy. In rebalancing the portfolio, it is to be clearly understood that the Firm does not attempt to predict market movements. The decision to rebalance is a function of factors unique to each client and account, such as the particular investment policy being applied, the passage of time, available cash, tax status etc. The decision to execute trades in a given account at a particular time involves many related decisions including when to rebalance, which asset class(es) to reallocate, and to what degree. Therefore, the Firm normally will be rebalancing different clients accounts at different times.

There may be extended periods of time when the Firm determines that trades in a client's portfolio are neither necessary nor prudent. Clients nonetheless remain subject to the fees described in Item 5 above during periods when no trades are executed. Of course, as indicated below, there can be no assurance that investment decisions made by the Firm will be profitable or equal any specific performance level(s).

- B. Investing in securities involves risk of loss that clients of the Firm should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Firm) will be profitable or equal any specific performance level(s).

The Firm's general investment strategy is long term, buy and hold with rebalancing to portfolio asset class targets. This is a fundamental investment strategy that has inherent risks and limitations, and clients are urged to be patient and to be aware that a long time period may be required to allow the strategy to potentially develop.

The Firm makes no attempt to "time" or "predict" market action. Portfolios are fully invested at all times; therefore the main risk of the investment method is unwise reaction to volatility. The Firm attempts to assess client volatility (risk) tolerance and to construct appropriate portfolios for each client, however, the client may get more volatility than expected. The Firm does financial planning and discusses levels of volatility to mitigate

this risk – but it cannot be eliminated. The Firm believes it is because of, not in spite of, volatility that risky assets have higher expected rates of return than “riskless” assets.

The Firm’s clients may have access to margin. Use of margin has a high level of inherent risk. (See discussion below).

Margin. Although clients may retain the ability to use margin, the Firm does not use margin for investment purposes and similarly does not recommend its use by clients for investment purposes but may, as explained below, suggest margin for other purposes. As an investment strategy, margin has a high level of inherent risk. A margin transaction occurs when an investor uses borrowed assets to purchase financial instruments. The investor generally obtains the borrowed assets by using other securities as collateral for the borrowed sum. The effect of purchasing a security using margin is to magnify any gains or losses sustained by the purchase of the financial instruments on margin.

However, clients may utilize and/or the Firm may suggest that a client use margin for financial planning, tax management, and/or cash flow management purposes under specific, limited circumstances. For example, if a client needs cash for a limited period of time, it may be less costly to use margin rather than raise cash through a sale that will incur high realized tax gains. Borrowing funds on margin is not suitable for all clients and is subject to certain risks, which should be carefully considered prior to engaging in margin transactions. Before agreeing to participate in a margin program, clients should carefully review the applicable margin loan agreement and all risk disclosures provided by the lender including the initial margin and maintenance requirements for the specific program in which the client enrolls, and the procedures for issuing “margin calls” and liquidating securities and other assets in the client’s accounts.

- C. Currently, the Firm generally uses passive, index or factor mutual funds and/or ETFs. As with the Firm’s portfolios, index and factor funds and ETFs must always be fully invested in their respective asset class. Therefore, the Firm believes that the principal risk of these securities is the volatility of the underlying asset classes.

Risks associated with these asset classes also include:

1. **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk may be caused by external factors independent of the fund’s specific investments as well as due to the fund’s specific investments. Additionally, each security’s price will fluctuate based on market movement and emotion, which may, or may not be due to the security’s operations or changes in its true value. For example, political, economic and social conditions may trigger market events which are temporarily negative, or temporarily positive.
2. **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
3. **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
4. **Systematic Risk:** Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer-specific events will cause the value of securities to

rise or fall. Because the value of your portfolio will fluctuate, there is a risk that you will lose money.

5. **Unsystematic Risk:** Unsystematic risk is the company-specific or industry-specific risk in a portfolio. The combination of systematic (market risk) and unsystematic risk is defined as the portfolio risk that the investor bears. While the investor can do little to reduce systematic risk, he or she can affect unsystematic risk. Unsystematic risk may be significantly reduced through diversification. However, even a portfolio of well-diversified assets cannot escape all risk.
6. **Purchasing Power Risk:** Purchasing power risk is the risk that your investment's value will decline as the price of goods rises (inflation). The investment's value itself does not decline, but its relative value does, which results in the same thing. Inflation can happen for a variety of complex reasons, including a growing economy and a rising money supply. Rising inflation means that if you have \$1,000 and inflation rises 5 percent in a year, your \$1,000 has lost 5 percent of its value, as it cannot buy what it could buy a year previous.
7. **Political Risks:** Most investments have a global component, even domestic stocks. Political events anywhere in the world may have unforeseen consequences to markets around the world.
8. **Regulatory Risk:** Changes in laws and regulations from any government can change the market value of companies subject to such regulations. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return on these investments.

Item 9 Disciplinary Information

The Firm has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither the Firm, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither the Firm, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. The Firm has no other relationship or arrangement with a related person that is material to its advisory business.
- D. The Firm does not recommend or select other investment advisors for its clients.

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

- A. The Firm maintains an investment policy relative to personal securities transactions. This investment policy is part of the Firm's overall Code of Ethics, which serves to establish a standard of business conduct for all of the Firm's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is

available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Firm also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Firm or any person associated with the Firm.

- B. Neither the Firm nor any related person of the Firm recommends, buys, or sells for client accounts, securities in which the Firm or any related person of the Firm has a material financial interest.
- C. The Firm and/or representatives of the Firm may buy and sell securities that are also recommended to clients.

The Firm has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Firm's "Access Person". The Firm's securities transaction policy requires that Access Persons of the Firm must maintain all investment accounts with a broker-dealer of the Firm's choice, or provide the Firm with continuous electronic access to any account not so maintained. The broker-dealers the Firm chooses will provide continuous access to trade confirmations and statements of all Access Persons. For accounts not available on the Firm's portfolio management system, each Access Person must also provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each 12-month period.

- D. The Firm and/or representatives of the Firm may buy or sell securities, at or around the same time as those securities are recommended to clients. As indicated above in Item 11 C, the Firm has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of the Firm's Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that the Firm recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Firm to use a specific broker-dealer/custodian), the Firm generally recommends that investment management accounts be maintained at Schwab. Prior to engaging the Firm to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with the Firm setting forth the terms and conditions under which the Firm shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Firm considers in recommending Schwab (or any other broker-dealer/custodian to clients) include historical relationship with the Firm, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by the Firm's clients shall comply with the Firm's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Firm determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although the Firm will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for

client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, the Firm's investment management fee. The Firm's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Non-Soft Dollar Research and Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, the Firm can receive from Schwab (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, mutual fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist the Firm to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by the Firm may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by the Firm in furtherance of its investment advisory business operations.

Certain of the above support services and/or products assist the Firm in managing and administering client accounts. Other services or benefits provided by Schwab do not directly provide such assistance, but rather assist the Firm to manage and further develop its business enterprise.

There is no corresponding commitment made by the Firm to Schwab or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

2. The Firm does not receive referrals from broker-dealers.
3. The Firm does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and the Firm will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by the Firm. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

In the event that the client directs the Firm to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through the Firm. Higher transaction costs adversely impact account performance.

Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

- B. To the extent that the Firm provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless the Firm decides to purchase or sell the same securities for several clients at approximately the same time. The Firm may (but is not obligated to) combine or “bunch” such orders to seek best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The Firm shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom the Firm provides investment supervisory services, account reviews are conducted on an ongoing basis by the client’s Advisors, the Firm’s Principals and/or Chief Compliance Officer. All investment supervisory clients are advised that it remains their responsibility to advise the Firm of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone/video link or email) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with the Firm on at least an annual basis.
- B. The Firm may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and/or client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian for the client accounts (these may be received either electronically or via postal mail). The Firm may also provide a written periodic report summarizing account positions and performance (which also may be delivered either electronically or via postal mail).

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, the Firm may receive an economic benefit from Schwab. The Firm, without cost (and/or at a discount), may receive support services and/or products from Schwab.

There is no corresponding commitment made by the Firm to Schwab or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

- B. Neither the Firm nor any related person directly or indirectly compensates any non-supervised person for client referrals.

Item 15 Custody

Assets under the management of the Firm are housed only at “qualified custodians” or within employer sponsored retirement plan platforms. For accounts at qualified custodians, at the client’s discretion the Firm shall have the ability to have its advisory fee debited by the custodian. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian (delivered either electronically or via postal mail). For employer sponsored retirement plans, clients will receive summary statements pursuant to the rules of the plan but the Firm does not have any ability to debit its advisory fee directly from the plan account and therefore may deduct the fee from an account at the qualified custodian. The Firm may also provide a written periodic report summarizing account positions and performance (delivered either electronically or via postal mail).

To the extent that the Firm provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Firm with the account statements received from the account custodian and/or employer plan.

Neither the account custodian nor retirement plan sponsor verify the accuracy of the Firm’s advisory fee calculation.

Item 16 Investment Discretion

The client can determine to engage the Firm to provide investment advisory and financial planning combined services on a discretionary basis. Prior to the Firm assuming discretionary authority over a client’s account, the client shall be required to execute appropriate account-opening documents with both the Firm and the client’s qualified custodian, granting the Firm limited power of attorney and naming the Firm as the client’s agent in fact. These documents will grant the Firm full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client’s name in the discretionary account without notice. If a client account is accessed using an account aggregation platform, the client’s authorization to the Firm to access the account using the platform will be considered also granting discretionary authority to buy, sell, or otherwise effect investment transactions without notice.

Clients who engage the Firm on a discretionary basis may, at anytime, impose restrictions, in writing, on the Firm’s discretionary authority. (i.e., limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Firm’s use of margin, etc.).

Item 17 Voting Client Securities

- A. As a matter of policy and as a fiduciary to clients of the Firm, the Firm will offer to vote proxies, associated with managed assets, on its clients’ behalf. However, the Firm is aware and understands that not all clients will want to grant the Firm such authority. The following proxy policy applies to those clients who grant the Firm voting authority and, unless otherwise agreed, expressly excludes “non-managed assets” described in Item 5 above:

The Firm shall be responsible for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the assets. The Firm and/or the client shall correspondingly instruct each custodian of the assets to forward to the Firm copies of all proxies and shareholder communications relating to the assets. It is the Firm's general policy to vote proxies in what it considers to be the best interests of its clients. If mitigating circumstances and/or conflicts of interest arise, the circumstances or conflicts will be discussed by the Investment Committee. In such events, the Committee will inform the client and/or forward the proxy material to the client for their review/voting. Information pertaining to how the Firm addressed any such circumstance or conflict shall be maintained by the Firm. With respect to individual issuers, the Firm may be solicited to vote on matters including corporate governance, adoption or amendments to compensation plans (including stock options), and matters involving social issues and corporate responsibility. With respect to investment companies (e.g., mutual funds), the Firm may be solicited to vote on matters including the approval of advisory contracts, distribution plans, and mergers. The Firm shall maintain records pertaining to proxy voting as required pursuant to Rule 204-2 (c)(2) under the Advisers Act. Copies of Rules 206(4)-6 and 204-2(c)(2) are available upon written request. In addition, information pertaining to how the Firm voted on any specific proxy issue is also available upon written request.

- B. As discussed above in Item 17.A, the Firm shall vote client proxies when granted the authority to do so. To the extent that a client directs the Firm that client shall vote proxies, the client will receive their proxies or other solicitations directly from their custodian. Clients shall retain full authority, and the Firm shall have no duty or responsibility, to vote proxies associated with non-managed assets. However, clients may contact the Firm to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. The Firm does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Firm is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. The Firm has not been the subject of a bankruptcy petition.

The Firm's Chief Compliance Officer, Richard A. Seeley, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.