



Brochure
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This Brochure provides information about the qualifications and business practices of Eagle Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact us at 985-778-0987 or kross@eagle-capital.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 Eagle Capital Management, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Eagle Capital Management, LLC 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 made to this Brochure since our most recent annual update filing made on February 7, 2023.

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Item 4 **Advisory Business**

- A. Eagle Capital Management, LLC (“Eagle”) is a limited liability company formed on January 21, 2000 in the state of Louisiana. Eagle became an SEC registered investment advisor firm on February 1, 2000. Eagle is principally owned by Kenneth Ross. Mr. Ross serves as Executive Vice President and Chief Compliance Officer.
- B.

INVESTMENT MANAGEMENT SERVICES

Eagle provides discretionary investment management services on a *fee* basis. Eagle’s annual investment management fee is based upon a percentage (%) of the market value of the assets placed under Eagle’s management, generally between 0.50% and 1.50%.

MISCELLANEOUS

No Financial Planning or Non-Investment Consulting/Implementation Services.

Eagle does not provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc.

Eagle does not serve as an attorney or accountant, and no portion of our services should be construed as legal, accounting, or insurance implementation services. Accordingly, Eagle does not prepare estate planning documents, tax returns or sell insurance products. To the extent requested by a client, Eagle may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance, etc.). You 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 Eagle or its representatives.

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

Retirement Rollovers-No Recommendations: 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). Eagle does not make recommendations regarding client rollovers. To the extent requested, Eagle may provide clients with certain educational information to assist the client with making a decision regarding a potential rollover. No client is under any obligation to roll over retirement plan assets to an account managed by Eagle.

Sub-Advisory Engagements. Eagle serves as a sub-adviser to Gulf Coast B&T (the “Bank”) per a sub-advisory agreement between the Bank and Eagle, whereby Eagle manages certain accounts designated by, and maintained at, the Bank. With respect to its sub-advisory services, the Bank maintains both the initial and ongoing day-to-day relationship with the underlying client, including initial and ongoing determination of client suitability for Eagle’s designated investment strategies. The Bank serves as

custodian, and the Bank (not Eagle) determines and/or negotiates commissions and/or transaction costs to be paid by the client.

Client Obligations. In performing its services, Eagle 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 Eagle if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Eagle's previous recommendations and/or services.

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

Portfolio Activity. Eagle has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, Eagle will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when Eagle determines that changes to a client's portfolio are neither necessary nor prudent. Clients shall nonetheless remain subject to the fees described in Item 5 below during periods of account inactivity.

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 Eagle), there can be no assurance that investment in ESG securities or funds will be profitable or prove successful. Eagle 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, Eagle 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. Eagle continues to treat cash as an asset class. As such, unless determined to the contrary by Eagle, all cash positions (money markets, etc.) shall continue to be included as part of assets under management for purposes of calculating Eagle's advisory fee. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events

will occur), Eagle may maintain cash positions for defensive purposes. In addition, while assets are maintained in cash, such amounts could miss market advances. Depending upon current yields, at any point in time, Eagle's advisory fee could exceed the interest paid by the client's money market fund.

Cash Sweep Accounts. Certain account custodians can require that cash proceeds from account transactions or new deposits, be swept to and/or initially maintained in a specific custodian designated sweep account. The yield on the sweep account will generally be lower than those available for other money market accounts. When this occurs, to help mitigate the corresponding yield dispersion Eagle shall (usually within 30 days thereafter) generally (with exceptions) purchase a higher yielding money market fund (or other type security) available on the custodian's platform, unless Eagle reasonably anticipates that it will utilize the cash proceeds during the subsequent 30-day period to purchase additional investments for the client's account. Exceptions and/or modifications can and will occur with respect to all or a portion of the cash balances for various reasons, including, but not limited to the amount of dispersion between the sweep account and a money market fund, the size of the cash balance, an indication from the client of an imminent need for such cash, or the client has a demonstrated history of writing checks from the account.

The above does not apply to the cash component maintained within a Eagle actively managed investment strategy (the cash balances for which shall generally remain in the custodian designated cash sweep account), an indication from the client of a need for access to such cash, assets allocated to an unaffiliated investment manager and cash balances maintained for fee billing purposes.

The client shall remain exclusively responsible for yield dispersion/cash balance decisions and corresponding transactions for cash balances maintained in any Eagle unmanaged accounts.

Investment Risk. 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 Eagle) will be profitable or equal any specific performance level(s).

Cybersecurity Risk. The information technology systems and networks that Eagle and its third-party service providers use to provide services to Eagle's clients employ various controls, which are designed to prevent cybersecurity incidents stemming from intentional or unintentional actions that could cause significant interruptions in Eagle's operations and result in the unauthorized acquisition or use of clients' confidential or non-public personal information. Clients and Eagle 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 Eagle has established procedures to reduce the risk of cybersecurity incidents, there is no guarantee that these efforts will always be successful, given that Eagle 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.

Disclosure Statement. A copy of Eagle’s written Brochure as set forth on Part 2A of Form ADV as well as a copy of Eagle’s Client Relationship Summary as set forth on Form CRS shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Management Agreement*.

- C. Eagle shall provide investment management services specific to the needs of each client. Prior to providing investment management services, an investment adviser representative will ascertain each client’s investment objective(s). Thereafter, Eagle shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on Eagle’s services.
- D. Eagle does not participate in a wrap fee program.
- E. As of December 31, 2023, Eagle had \$396,382,558 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

A.

INVESTMENT MANAGEMENT SERVICES

Eagle’s annual investment management fee for discretionary investment management services shall be based upon a percentage (%) of the market value and type of assets placed under Eagle’s management, generally between 0.50% and 1.50% as follows:

Balanced Equity Accounts

1.50%.....for the first \$10 million
1.25%.....for the balance

Fixed Income Accounts (100% Fixed Income)

0.60%.....for the first \$10 million
0.50%.....for the balance

Eagle’s investment advisory fee is negotiable at Eagle’s discretion, depending upon objective and subjective factors including but not limited to: the amount of assets to be managed; portfolio composition; the scope and complexity of the engagement; the anticipated number of meetings and servicing needs; related accounts; future earning capacity; anticipated future additional assets; the professional(s) rendering the service(s); prior relationships with Eagle and/or its representatives, and negotiations with the client. As a result of these factors, similarly situated clients could pay different fees, the services to be provided by Eagle to any particular client could be available from other advisers at lower fees, and certain clients may have fees different than those specifically set forth above.

- B. Clients may elect to have Eagle’s management fees deducted from their custodial account. Both Eagle’s *Investment Management Agreement* and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of Eagle’s investment management fee and to directly remit that management fee to Eagle in compliance with regulatory procedures. In the limited event that Eagle bills the client directly, payment is

due upon receipt of Eagle's invoice. Eagle shall deduct fees and/or bill clients quarterly in arrears, based upon the market value of the assets on the last business day of the billing quarter.

- C. As discussed below, unless the client directs otherwise, or an individual client's circumstances require, Eagle generally recommends that Charles Schwab and Co., Inc. ("*Schwab*"), an unaffiliated SEC-registered broker-dealer and FINRA member, serves as the broker-dealer/custodian for clients' investment management assets. Broker-dealers such as *Schwab* charge brokerage commissions, transaction, and/or other type fees for effecting certain types of securities transactions (i.e., including transaction fees for certain mutual funds, and mark-ups and mark-downs charged for fixed income transactions, etc.). The types of securities for which transaction fees, commissions, and/or other type fees (as well as the amount of those fees) shall differ depending upon the broker-dealer/custodian. While certain custodians, including *Schwab*, generally (with the potential exception for large orders) do not currently charge fees on individual equity transactions (including ETFs), others do.

There can be no assurance that *Schwab* will not change their transaction fee pricing in the future.

Schwab may also assess fees to clients who elect to receive trade confirmations and account statements by regular mail rather than electronically.

Clients will incur, in addition to Eagle's investment management fee, brokerage commissions and/or transaction fees, and, 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. Eagle's annual investment management fee shall be prorated and paid quarterly, in arrears, based upon the market value of the client's assets on the last business day of the billing quarter. The value of the of the client's assets shall generally include accrued interest earned during the billing period.

The *Investment Management Agreement* between Eagle and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Management Agreement*. Upon termination, Eagle shall debit the client's account for any unpaid investment management fee.

- E. Neither Eagle, 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 Eagle nor any supervised person of Eagle accepts performance-based fees.

Item 7 Types of Clients

Eagle's clients shall generally include individuals, banks, pension and profit sharing plans, trusts, estates and charitable organizations and business entities.

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

A. Eagle may utilize the following methods of security analysis:

- Fundamental – (analysis performed on historical and present data, with the goal of making financial forecasts)
- Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)
- Cyclical – (analysis performed on historical relationships between price and market trends, to forecast the direction of prices)

Eagle may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

Investment Risk. Investing in securities involves risk of loss that clients 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 Eagle) will be profitable or equal any specific performance level.

Investors generally face the following types investment risks:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- 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.
- 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.
- 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.
- Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

- B. Eagle's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis Eagle must have access to current/new market information. Eagle has no control over the dissemination rate of market information; therefore, unbeknownst to Eagle, certain analyses may be compiled with outdated market information, limiting the value of Eagle's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Eagle's primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer-term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short-term investment strategy and substantially higher transaction costs than a longer term investment strategy.

Borrowing Against Assets/Risks. A client who has a need to borrow money could determine to do so by using:

- **Margin**-The account custodian or broker-dealer lends money to the client. The custodian charges the client interest for the right to borrow money, and uses the assets in the client's brokerage account as collateral; and,
- **Pledged Assets Loan**- In consideration for a lender (i.e., a bank, etc.) to make a loan to the client, the client pledges its investment assets held at the account custodian as collateral;

These above-described collateralized loans are generally utilized because they typically provide more favorable interest rates than standard commercial loans. These types of collateralized loans can assist with a pending home purchase, permit the retirement of more expensive debt, or enable borrowing in lieu of liquidating existing account positions and incurring capital gains taxes. However, such loans are not without potential material risk to the client's investment assets. The lender (i.e., custodian, bank, etc.) will have recourse against the client's investment assets in the event of loan default or if the assets fall below a certain level. For this reason, Eagle does not recommend such borrowing unless it is for specific short-term purposes (i.e., a bridge loan to purchase a new residence). Eagle does not recommend such borrowing for investment purposes (i.e., to invest borrowed funds in the market). Regardless, if the client was to determine to utilize margin or a pledged assets loan, the following economic benefits would inure to Eagle:

- by taking the loan rather than liquidating assets in the client's account, Eagle continues to earn a fee on such Account assets; and,

- if the client invests any portion of the loan proceeds in an account to be managed by Eagle, Eagle will receive an advisory fee on the invested amount; and,
- if Eagle's advisory fee is based upon the higher margined account value, Eagle will earn a correspondingly higher advisory fee. This could provide Eagle with a disincentive to encourage the client to discontinue the use of margin.

The Client must accept the above risks and potential corresponding consequences associated with the use of margin or a pledged assets loans.

- C. Currently, Eagle primarily allocates client investment assets among various individual equity (stocks), debt (bonds) and fixed income securities and/or exchange traded funds ("ETFs") on a discretionary basis in accordance with the client's designated investment objective(s).

Exchange Traded Funds. ETFs trade on securities exchanges and are subject to all the risks discussed above with respect to the underlying assets they hold. However, they are also subject to the additional risk that their traded values can diverge from the underlying values of the securities that they hold. Therefore, potential losses can be increased when an ETF is purchased at a price that is higher than its underlying value or sold at a price that is lower than its underlying value. ETFs experience price changes throughout the day as they are bought and sold. In addition to the general risks of investing, there are specific risks to consider with respect to an investment in ETFs, including, but not limited to:

- Variance from Benchmark Index. ETF performance may differ from the performance of the applicable index for a variety of reasons. For example, ETFs incur operating expenses and portfolio transaction costs not incurred by the benchmark index, may not be fully invested in the securities of their indices at all times, or may hold securities not included in their indices. In addition, corporate actions with respect to the equity securities underlying ETFs (such as mergers and spin-offs) may impact the variance between the performances of the ETFs and applicable indices.
- Passive Investing Risk. Passive investing differs from active investing in that ETF managers are not seeking to outperform their benchmark. As a result, ETF managers may hold securities that are components of their underlying index, regardless of the current or projected performance of the specific security or market sector. Passive managers generally do not attempt to take defensive positions based upon market conditions, including declining markets. This approach could cause a passive vehicle's performance to be lower than if it employed an active strategy.

Item 9 Disciplinary Information

Eagle has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither Eagle, 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 Eagle, 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. Eagle is also a licensed insurance agency, and managers of Eagle serve as its agents. In such capacity, Eagle and its managers/agents are licensed to offer insurance products on a commission basis. In addition, in the event that a client requests that Eagle address insurance issues, Eagle may utilize the assistance/expertise of an unaffiliated licensed insurance agency. In such event, Eagle and the unaffiliated insurance agency may share the insurance commissions.

Eagle does not hold itself out to the public as an insurance agency, and its managers/agents do not solicit clients to purchase insurance products. Rather, Eagle provides insurance as an accommodation service and will only address insurance issues with clients if they specifically request that Eagle does so. No client is under any obligation to engage Eagle or its managers/agents for insurance needs. The insurance commission business of Eagle and its managers/agents is extremely limited and not material to Eagle's business.

Conflict of Interest: The recommendation that a client purchase an insurance product presents a conflict of interest if either Eagle and/or its representatives receive any commission compensation resulting from the client's purchase. No client is under any obligation to purchase any insurance commission products from Eagle or its representatives. Clients are reminded that they may purchase insurance products recommended by Eagle through other non-affiliated insurance agencies and/or agents.

- D. Eagle does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

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

- A. Eagle maintains an investment policy relative to personal securities transactions. This investment policy is part of Eagle's overall Code of Ethics, which serves to establish a standard of business conduct for all of Eagle'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, Eagle also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Eagle or any person associated with Eagle.

- B. Neither Eagle nor any related person of Eagle recommends, buys, or sells for client accounts, securities in which Eagle or any related person of Eagle has a material financial interest.
- C. Eagle and/or representatives of Eagle *may* buy or sell securities that are also recommended to clients. This practice may create a situation where Eagle and/or representatives of Eagle are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. Practices such as "scalping" (i.e., a

practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if Eagle did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, “front-running” (i.e., personal trades executed prior to those of Eagle’s clients) and other potentially abusive practices.

Eagle has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Eagle’s “Access Persons”. Eagle’s securities transaction policy requires that an Access Person of Eagle must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must 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 twelve (12) month period thereafter on a date Eagle selects; provided, however that at any time that Eagle has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. Eagle and/or representatives of Eagle *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Eagle and/or representatives of Eagle are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. As indicated above in Item 11.C, Eagle has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Eagle’s Access Persons.

Item 12 Brokerage Practices

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

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

1. Research and additional benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Eagle receives from *Schwab* (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, unaffiliated product/fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist Eagle to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Eagle 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 Eagle in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist Eagle in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Eagle to manage and further develop its business enterprise.

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

2. Eagle does not receive referrals from broker-dealers.
3. Eagle may 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 Eagle 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 Eagle. 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. Higher transaction fees adversely impact performance.

In the event that the client directs Eagle 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 Eagle. 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 Eagle provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Eagle

decides to purchase or sell the same securities for several clients at approximately the same time. Eagle 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 Eagle’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. Eagle 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 Eagle provides investment supervisory services, account reviews are conducted on an ongoing basis by Eagle’s managers and/or representatives. All investment supervisory clients are advised that it remains their responsibility to advise Eagle of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with Eagle on an annual basis.
- B. Eagle 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 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 and/or program sponsor for the client accounts. Eagle may also provide a written periodic report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, Eagle receives certain economic benefits from *Schwab*, including Eagle’s receipt, without cost (and/or at a discount), of support services and/or products from *Schwab*.

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

- B. Eagle does not engage individuals or entities as solicitors to introduce prospective clients to Eagle for compensation. Eagle continues to compensate previously engaged solicitors for prior introductions consistent with Rule 206(4)-3 of the Advisers Act.

Item 15 Custody

Eagle shall have the ability to have its management fee for each client 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 and/or program sponsor for the client accounts. Eagle may also provide a written periodic report summarizing account activity and performance.

To the extent that Eagle provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by Eagle with the account statements received from the account custodian. The account custodian does not verify the accuracy of Eagle's management fee calculation.

Custody Situations: Eagle engages in other practices and/or services on behalf of its clients that require disclosure at ADV Part 1, Item 9, but such practices and/or services **are not** subject to an annual surprise CPA examination in accordance with the guidance provided in the SEC's February 21, 2017 Investment Adviser Association No-Action Letter.

Item 16 Investment Discretion

The client can determine to engage Eagle to provide investment management services on a discretionary basis. Prior to Eagle assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Management Agreement*, naming Eagle as the client's attorney and agent in fact, granting Eagle full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage Eagle on a discretionary basis may, at any time, impose restrictions, in writing, on Eagle'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 Eagle's use of margin, etc.).

Item 17 Voting Client Securities

- A. Eagle does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.
- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Eagle to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. Eagle does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. Eagle 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. Eagle has not been the subject of a bankruptcy petition.

Eagle's Chief Compliance Officer, Kenneth Ross, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.