

## **Part 2A of Form ADV: *Firm Brochure***

### **Financial Solutions Advisory Group, Inc.**

8700 W. Bryn Mawr Avenue  
Suite 410-N Chicago, IL 60631

Telephone: 773.714.1542  
Email: [mcs@fsadvisorygroup.com](mailto:mcs@fsadvisorygroup.com)  
Web Address: [www.fsadvisorygroup.com](http://www.fsadvisorygroup.com)

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This brochure provides information about the qualifications and business practices of Financial Solutions Advisory Group, Inc. If you have any questions about the contents of this brochure, please contact us at 773.714.1542 or [mcs@fsadvisorygroup.com](mailto:mcs@fsadvisorygroup.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 Financial Solutions Advisory Group, Inc. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 125218.

## **Item 2: Material Changes**

Financial Solutions Advisory Group, Inc. (the "firm", "we" or "FSAG") is required to amend this Brochure when information becomes materially inaccurate. This Item 2 is used to provide clients with a summary of new and/or updated information since the previous Brochure. We will inform clients of the revisions based on the nature of the updated information.

The material changes in this brochure since our last annual updating amendment on February 21, 2023, are described below. Material changes relate to our firm's policies, practices or conflicts of interest.

- We have removed TD Ameritrade as a custodian due to their merger with Charles Schwab & Co., Inc. (Items 12 and 14)

We will ensure that clients receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year. We will also provide clients with other interim disclosures about material changes to the information provided in this Brochure as necessary or required.

Whenever you would like to receive a complete copy of the current Brochure, please contact us. We will always be happy to provide you with a complete copy without charge.

### **Item 3: Table of Contents**

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

## Item 4 Advisory Business

### Description of the Firm

FSAG is an Illinois corporation founded in 2003, with its principal place of business in Illinois. FSAG is registered with the U.S. Securities and Exchange Commission (SEC).

FSAG's principal shareholders (*i.e.*, those individuals or entities controlling 25% or more of the firm) are: *Scott J. Munkvold*, Principal, Co-Founder; *Mark C. Soehn*, Principal, Co-Founder; and *Scot A. Jurczyk*, Principal, Co-Founder.

FSAG offers its services to individuals, corporations and other business entities, pension and profit sharing plans, and trusts.

### Investment Advisory Services and Individual Portfolio Management

Our firm provides continuous and ongoing investment advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

Clients may impose reasonable restrictions and guidelines on investing in certain securities, types of securities or industry sectors. We expect all such restrictions to be timely communicated to us. We also expect clients to inform us of any changes to their financial circumstances, investment objectives or risk tolerance, or of any modifications or restrictions that should be imposed on the management of the client's account. In this manner, FSAG can better serve our clients' needs.

Account management and supervision is guided by the client's stated objective, reasonable restrictions and guidelines, and market conditions. We manage clients' investment accounts on a discretionary and non-discretionary basis. Once we construct an investment portfolio for a client, we will monitor the portfolio's performance on an ongoing and continuous basis, unless otherwise agreed, and will make adjustments and reallocations as necessary due to changes in market conditions and the client's financial circumstances.

For our discretionary asset management services, FSAG will receive a limited power of attorney to effect securities transactions on behalf of a client. This will allow us to determine the specific securities (subject to client restrictions) and the amount of securities to be sold in a client's accounts without prior client approval. The client may limit our discretionary authority by providing us with a writing which details restrictions and other guidelines. In addition, our authority will always be subject to the client's stated investment objectives and goals.

We explore different types of investment options and strategies in the design of a client's portfolio. Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include, but not necessarily be limited to, advice regarding the following securities:

- Exchange-listed securities;
- Securities traded over-the-counter;
- Foreign issuers;
- Corporate debt securities (other than commercial paper);
- Certificates of deposit;
- Municipal securities;
- Mutual fund shares;
- United States governmental securities

Each type of security has its own unique set of risks associated with it, and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

## **Financial Planning Services**

We provide financial planning services. Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. Clients purchasing this service receive a written report which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives.

In general, the financial plan can address any or all of the following areas:

- *Personal:* We review family records, budgeting, personal liability, estate information and financial goals.
- *Tax & Cash Flow:* We analyze the client's income tax and spending and planning for past, current and future years; then illustrate the impact of various investments on the client's current income tax and future tax liability. We do not provide tax advice or accounting.
- *Investments:* We analyze investment alternatives and their effect on the client's portfolio.
- *Insurance:* We review existing policies to ensure proper coverage for life, health and long-term care when requested to do so.
- *Retirement:* We analyze current strategies and investment plans to help the client achieve his or her retirement goals.
- *Death:* We review the client's cash needs at death, income needs of surviving dependents and estate planning.
- *Estate:* We assist the client in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax, powers of attorney and asset protection plans. We do not provide estate planning.

We gather required information through in-depth personal interviews. Information gathered includes the client's current financial status, tax status, future goals, returns objectives and attitudes towards risk. We carefully review documents supplied by the client, including a questionnaire completed by the client, and prepare a written report. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her attorney, accountant, insurance agent, and/or financial adviser. FSAG does not provide tax advice or legal advice. Implementation of financial plan recommendations is entirely at the client's direction.

Financial plans are based on the client's financial situation at the time we present the financial plan to the client, and on the information provided to us. The client must promptly notify us if his/her financial situation, goals, objectives or needs change. Certain assumptions may be made with respect to interest, inflation rates, and use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. We cannot offer any guarantees or promises that a client's financial goals will be met. Financial planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

Typically the financial plan is presented to the client within one month of becoming a financial planning client, provided that all information needed to prepare the financial plan has been promptly provided by the client.

## **Publication of Periodicals**

FSAG publishes a quarterly newsletter providing general information on various financial topics including, but not limited to, estate and retirement planning, market trends, etc. No specific investment recommendations are provided in this newsletter, and the information provided is not intended and does not purport to meet the objectives, needs or targets of any client or individual. Absent specific advice or services provided by FSAG, clients should not rely upon the information contained in the newsletter. This newsletter is distributed free of charge to our advisory clients, prospects and other professionals.

## **Pension and Profit-Sharing Plan Consulting and Education**

FSAG provides consulting and education services to profit-sharing, pension plans and other qualified plans (each a "plan" for purposes of these services). These services include one or more of the following: reviewing, on a quarterly

or greater basis, the mutual funds and equities included in the plan; monitoring mutual fund and equities performance and management; researching and identifying mutual funds and equities; reporting to the investment committee or other fiduciary of the plan regarding the performance of the plan; making recommendations to the committee and/or fiduciary regarding the selection of investments (including, but not necessarily limited to, mutual funds and equities) which the plan should offer, or continue to offer or cease offering, to plan participants; analyzing current and historical performance of investment selections; analyzing investment strategies, asset allocations and portfolio assessment; and meeting(s) with the investment committee and/or other fiduciaries. Such services would generally include a review by FSAG of the plan's investment objectives, policies, instructions, limitations and/or designations, as well as annual (or more frequent) meetings with the investment committee and/or fiduciary of the plan. FSAG's recommendations would generally be limited by the investment committee's and/or fiduciary's direction, requests and selected strategies, asset allocations, and portfolio management. These services are generally provided for a specific number of hours per quarter or per year. The specific services to be provided to the plan by FSAG will be set forth in a written agreement between the parties. The specific number of hours for which FSAG will provide these services to the plan will also be set forth in this written agreement.

Consulting and education services are provided on a non-discretionary basis, with the plan retaining the sole discretion to implement or disregard our recommendations and counsel. FSAG does not provide investment advisory and portfolio management services to a plan in conjunction with or as part of the consulting and education services *unless* the plan engages FSAG to provide investment advisory and portfolio management services.

Generally in conjunction with the consulting services described above, FSAG provides investment education to individual plan participants and/or the investment committee generally on an hourly basis as requested by the plan and/or the participant. Such education services are generally provided on a limited basis, and include FSAG providing information about the investment selections then available to the participant. These education services are generally provided for a specific number of hours per quarter or per year. The specific services to be provided to plan participants by FSAG will be set forth in a written agreement between the parties. The specific number of hours for which FSAG will provide these education services will also be set forth in this written agreement. FSAG does not provide investment advisory and portfolio management services to a plan participant in conjunction with or as part of the education services *unless* the participant engages FSAG to provide investment advisory and portfolio management services.

FSAG may provide other consulting, education and/or monitoring services to a plan as agreed upon by the parties.

## **Amount of Assets Under Management**

As of December 31, 2023, FSAG was actively managing \$680,000,000 of clients' assets on a discretionary basis and \$20,000,000 on a non-discretionary basis.

## **Item 5: Fees and Compensation**

### **Investment Advisory Services and Individual Portfolio Management Fees**

FSAG'S fee for our investment advisory services and individual portfolio management will be debited from client accounts as a percentage of assets under management, according to the following schedule:

| <u>Client Assets Under Management</u> | <u>Annual Fee</u> |
|---------------------------------------|-------------------|
| \$0 – \$2,000,000                     | 1.00%             |
| \$2,000,001 – \$4,000,000             | .75%              |
| Over \$4,000,001                      | .65%              |

Generally, a minimum of \$500,000.00 of assets under management with us is required for this service. This account size may be negotiable under certain circumstances. At its discretion, FSAG may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

On rare occasions, we may agree to an hourly fee for our investment advisory services and individual portfolio management. The hourly rate will vary depending on the scope and complexity of a client's financial circumstances. Any hourly fee would be agreed upon between us and the client in writing.

Fees are charged monthly in arrears based on the market value of the client's account(s) within the last week of the month. For partial months, fees are pro-rated. Subject to client's consent, fees are directly debited from a client's account(s), and each client is required to provide the qualified custodian of the client's account(s) written authorization to deduct the monthly fee described. The custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account. The client is responsible for verifying the accuracy of the fee calculation, as the custodian will not verify the calculation. Payment of fees may result in the liquidation of client's securities if there is insufficient cash in the client's account(s).

Although FSAG has established the above fee schedule, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, and other factors.

Clients who have transitioned to FSAG from prior advisory firms have been grandfathered under the applicable fee schedule(s) from those prior advisory firms. Therefore, the minimum account requirements and advisory fees charged to such clients may be different from that stated above.

### **Financial Planning Fees**

FSAG's financial planning fees are based on the nature of the services being provided, who is providing the services and the complexity of the client's circumstances. Financial planning fees are generally calculated and charged on an hourly basis at a rate of \$250 per hour. These fees are negotiable. Although the length of time it will take to provide a financial plan depends on each client's personal situation, we will provide an estimate for the total hours at the start of the planning relationship. If it is determined that the estimate is materially incorrect, we will provide the client with an updated estimate as soon as reasonably determined. We will invoice the client for the financial planning services, and the fees will generally be due and payable upon delivery by FSAG of the completed financial plan.

FSAG reserves the discretion to reduce or waive the financial planning fees if a financial planning client chooses to engage us for our investment advisory services and individual portfolio management.

In some circumstances, the financial plan may require the services of a specialist such as an estate attorney, insurance specialist, or tax accountant. FSAG may recommend third-party service providers, but the client is under no obligation to use any service provider recommended by FSAG.

### **Pension and Profit-Sharing Plan Consulting and Education Fees**

FSAG's fee for our consulting and education services to a plan is generally charged as a .50% of the fair market value of the assets in the plan, as determined by the plan, or its third party administrator. Although FSAG has established the above fee schedule, we retain the discretion to negotiate alternative fees on a plan-by-plan basis. Plan facts, circumstances and needs will be considered in determining the fee schedule. These include the complexity of the plan, the nature of the services which FSAG will be providing, the required hours of service to be provided, portfolio style, account composition, reports, and other factors. The specific annual fee will be identified in the contract between FSAG and the plan.

The fee is charged quarterly in arrears based on the fair market value of the plan assets on the last business day of the quarter. For partial quarters, the fee is pro-rated. The fee may be paid directly by the plan. Subject to the plan's consent and disclosure to participants, the fee may be directly debited from the plan participants' accounts on an allocated basis. A plan may be required to provide the qualified third party administrator and/or custodian of the participants' accounts written authorization to deduct the quarterly fee described. Payment of the fee may result in the liquidation of securities if there is insufficient cash in the accounts. The plan investment committee and/or other fiduciary is/are responsible for verifying the accuracy of the fee.

Fees for educational services provided to plan participants and/or the investment committee are generally calculated and charged on an hourly basis at a rate of \$200 per hour. FSAG retains the right to negotiate alternative fees.

### **General Information**

*Termination of the Advisory Relationship.* A management agreement may generally be terminated at any time, by FSAG or the client, for any reason on 30 days prior written notice. In addition, if a client receives this Brochure at the

time the client enters into the management agreement, the client has the right to terminate the agreement within 5 business days after entering into it by giving written notice of such termination to FSAG. Investment advisory fees which are not earned at termination are refunded to the client on a pro-rata basis.

***Additional Fees and Expenses.*** All fees paid to FSAG are separate and distinct from fees and expenses charged by any mutual fund, exchange-traded fund, private placement, pooled investment vehicle, and/or real estate investment trust. Mutual fund and/or exchange-traded fund fees are described in the respective fund's prospectus. The fees for private placements, pooled investment vehicles and/or real estate investment trusts are described in the confidential offering memoranda, subscription documents and/or trusts for each respective private placement and pooled investment vehicle. These fees will generally include management fees, various expenses and a possible distribution fee. There may also be an initial or deferred sales charge assessed against the client. A client could invest directly in the funds, private placements, vehicles and/or trusts, without our services. In that case, the client would not receive our services with regard to the funds, private placements, vehicles and/or trusts. The client is advised to read all prospectuses, offering memoranda, subscription documents and/or trusts. The client should review both the fees charged by the funds, private placements, vehicles and/or trust and those charged by FSAG fully understand the total amount of fees to be paid by the client and to evaluate the advisory services being provided.

In addition, the client is also responsible for paying the fees and expenses charged by an independent, qualified custodian(s). The client is also responsible for fees and expenses imposed by broker-dealers, including, but not limited to, any transaction charges imposed by a broker-dealer for transactions effected in the client's account(s). Please refer to Item 12 (Brokerage Practices) in this Brochure for additional information.

***ERISA Accounts.*** FSAG is deemed to be a fiduciary to advisory clients that are employee benefit plans (such as profit-sharing plans or pension plans) or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"). As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, FSAG may only charge fees for investment advice (i) about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or (ii) about products for which our firm and/or our related persons receive commissions or 12b-1 fees if such commission and fees are used to offset FSAG's advisory fees.

***Advisory Fees in General:*** Clients should be aware that similar advisory services may (or may not) be available from other registered or unregistered investment advisors for similar or lower fees.

***Limited Prepayment of Fees:*** Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

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

FSAG does **not** charge performance-based fees or participate in side-by-side management. Performance-based fees are fees which are based on the share of capital gain or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged a performance-based fee

## **Item 7: Types of Clients**

FSAG offers its investment advisory services and individual portfolio management to individuals (other than high net worth individuals), high net worth individuals, corporations and other business entities, and pension and profit sharing plans.

As previously disclosed in Item 5 (Fees and Compensation), our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

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

### **Methods of Analysis**

FSAG may use one or more of the following methods of analyses or investment strategies when providing investment



advice to clients, subject to the clients' investment objectives, risk tolerance, time horizons and stated guidelines:

- *Fundamental Analysis.* We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.
- *Technical Analysis.* We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.
- *Quantitative Analysis.* We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share, and predict changes to that data. A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.
- *Qualitative Analysis.* We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement, and predict changes to share price based on that data. A risk in using qualitative analysis is that our subjective judgment may prove incorrect.
- *Asset Allocation.* Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance. A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.
- *Mutual Fund and/or ETF Analysis.* We look at the experience and track record of the manager of the mutual fund or exchange traded fund (ETF) in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Our analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

## **Investment Strategies**

FSAG uses the following strategies in managing client accounts. Investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon the client's predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. The client's restrictions and guidelines may affect the composition of his/her portfolio.

- *Long-term Purchases.* We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when we believe the securities to be currently undervalued, and/or we want exposure to a particular asset class over time, regardless of the current projection for this class. A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may

decline sharply in value before we make the decision to sell.

- *Short-term Purchases.* When utilizing this strategy, we purchase securities with the idea of selling them when they reach their price targets or passing its catalyst. We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.
- *Margin Transactions.* If granted authority to do so, we may purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings. Margin trading is not a fundamental part of FSAG's overall investment strategy, but we may use this strategy very occasionally when given authority and we determine that it is suitable given a client's stated investment objectives and tolerance for risk.

## **Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear. Clients should know that all investments carry a certain degree of risk ranging from the variability of market values to the possibility of permanent loss of capital. Risks to capital include, but may not be limited to, changes in the economy, market volatility, company results, industry sectors, accounting standards, and changes in interest rates. Investments are also subject to risks inherent in governmental actions, exchange rates, inflation, deflation, and fiscal and monetary policies. Market risks include changes in market sentiment in general and styles of investing. There are also liquidity risks. Generally, assets are more liquid if many investors are interested in a standardized product, making the product relatively easy to convert into cash. FSAG does not engage in high-frequency trading activities or algorithmic trading strategies.

## **Generally**

Cash balances are typically invested daily in interest-bearing money market accounts, unless the client directs otherwise.

Our strategies and investments may have unique and significant tax implications. However, unless FSAG agrees otherwise in writing, tax efficiency is not our primary consideration in the management of a client's assets. Regardless of account size or other factors, FSAG strongly recommends that its clients continuously consult with a tax professional prior to and throughout the investing of clients' assets. Each client is responsible for contacting his/her tax advisors to determine which cost basis accounting method is the right choice for the client. Clients should provide FSAG with written notice of a client's selected accounting method, and FSAG will alert the client's custodian of the individually selected accounting method. Clients should be aware that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

## **Item 9: Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Neither FSAG nor any of our associated persons have any reportable disciplinary events to disclose.

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

FSAG is not a registered broker-dealer, commodity firm, commodity trading advisor, or futures commission merchant, and does not have an application to register for any of the same pending.

FSAG does not recommend investment products in which it receives any form of compensation from the separate account manager or investment product sponsor.

FSAG has no affiliations with any entity through common ownership

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

FSAG has adopted a Code of Ethics that sets forth high ethical standards of business and professional conduct which we require our employees to follow. The Code of Ethics outlines proper conduct related to all services provided to clients by FSAG, and includes guidelines for compliance with applicable laws and regulations governing our practice.

Our goal is to protect our clients' interests at all times and demonstrate our commitment to our fiduciary duties of honesty, good faith and fair dealing. It is the policy of FSAG to place the client's interests above those of FSAG and its associated persons.

Our Code of Ethics also requires that certain persons associated with FSAG submit reports of their personal account holdings and transactions to the Chief Compliance Officer, or such other designated person, who will review these reports on a periodic basis. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (*e.g.*, private placement) or an initial public offering. Our Code also provides for oversight, enforcement and record keeping provisions.

Our Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity

FSAG, its associated persons and/or their families may buy or sell the same securities that we recommend to clients or securities in which clients are already invested. FSAG, its associated persons and/or their families may engage in securities transactions for their own accounts that differ from those recommended or engaged in for other FSAG clients. We may also combine orders to purchase securities for FSAG, its associated persons and/or their families with a client's order to purchase securities ("block trading"). Please refer to Item 12 (Brokerage Practices) for more information on block trading. A conflict of interest may exist in these events because we have the ability to trade ahead of clients and may potentially receive more favorable prices (for FSAG, its associated persons and/or their families) than the client will receive. To eliminate this conflict of interest, we will make reasonable attempts to trade securities in client accounts at or prior to trading the securities in FSAG accounts, or accounts of associated persons and/or their families. Trades executed the same day will likely be subject to an average pricing calculation. Moreover, it is our policy that neither FSAG nor its associated persons will have priority over a client's account(s) in the purchase or sale of securities.

Neither FSAG nor its associated persons has any material financial interest in client transactions beyond the provision of investment advisory services or other services as disclosed in this Brochure.

FSAG does not engage in principal trading (*i.e.*, the practice of selling stock to advisory clients from our inventory or buying stocks from advisory clients into our inventory). Nor does FSAG engage in agency cross transactions.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the e-mail or phone number listed on the cover page of this Brochure

## **Item 12: Brokerage Practices**

FSAG will generally require discretionary advisory clients to provide us with written authority to determine the broker-dealer to use and the commission costs that will be charged to these clients for securities transactions. In limited circumstances, FSAG will allow a discretionary advisory client to select its own broker-dealer. (See below for more information on directed brokerage.)

### **Order Aggregation/Block Trading/Allocations**

As FSAG may be managing accounts with similar investment objectives, FSAG may aggregate orders for securities for such accounts. In this event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by FSAG in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts. Such aggregate orders may include transactions for accounts for employee benefit plans and private investment vehicles, such as limited partnerships or limited liability companies, in which FSAG, its affiliates, principals or employees are among the investors.

FSAG's allocation procedures seek to allocate investment opportunities among clients in the fairest possible way, taking into account clients' best interests. FSAG will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Account performance is never a factor in trade allocations.

FSAG's advice to certain clients and the action of FSAG for those and other clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular client in light of his/her applicable investment objective, guidelines, risk tolerance and circumstances. Thus, any action of FSAG

with respect to a particular investment may, for a particular client, differ or be opposed to the recommendation, advice or actions of FSAG to or on behalf of other clients.

FSAG will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. FSAG will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. FSAG's block trading and aggregation policy and procedures are generally as follows:

- Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with us, or our firm's order allocation policy.
- The advisor representative and/or portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- The advisor representative and/or portfolio manager must reasonably believe that the order aggregation will benefit, and will enable FSAG to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- Prior to entry of an aggregated order, an electronic spreadsheet is utilized to identify each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the broker-dealer, transaction costs may be based on the number of shares traded for each client.
- If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
- Our client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account. Funds and securities for aggregated orders are clearly identified in our records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

### **Broker-Dealer Relationships and Benefits**

FSAG may recommend or require that clients establish brokerage accounts and custody their assets with either (1) the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), an independent SEC registered broker-dealer and member of the Financial Industry Regulatory Authority, National Futures Association and the Securities Investor Protection Corporation, to maintain custody of clients' assets and to effect trades for their accounts. Although we generally recommend or require that clients establish brokerage accounts and custody their assets at Schwab, it is the client's decision to do so. FSAG is independently owned and operated, and is not affiliated with Schwab.

Schwab offers services to independently registered investment advisors which include custody of securities, trade execution, and clearance and settlement of transactions. Schwab provides FSAG with access to its institutional trading and custody services, which are typically not available to Schwab retail investors.

FSAG receives some benefits from Schwab through FSAG's participation in the Schwab program. These benefits are disclosed and discussed at length in Item 14 (Client Referrals and Other Compensation) below. Please refer to Item 14 for this information.

Clients should be aware that in evaluating whether to recommend that clients custody their assets or establish brokerage accounts at Schwab, we may consider the availability of some of the benefits received (as described in Item 14) as part of the total mix of factors we examine, and may not solely consider the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest and may indirectly influence FSAG's choice of Schwab for custody and brokerage services.

### **Best Execution**

As stated above, FSAG may recommend or require that its clients establish broker accounts with Schwab. Such accounts will be "prime broker" eligible so that if and when the need arises to effect securities transactions from those accounts at broker-dealers other than with the current custodian ("executing brokers"), such custodian will accept delivery or deliver the applicable security from/to the executing brokers. Schwab may charge a "trade away" fee which is charged against the client's account(s) for each "trade away" occurrence. Other custodians have their own policies concerning prime broker accounts and trade away fees. Clients are encouraged to consult their current custodian for its policies and fees. If Schwab both custodies the client's asset and acts as the client's broker-dealer, the client will not be charged a "trade away" fee with regard to that asset.

If the client is receiving discretionary advisory services, FSAG, pursuant to the terms of its management agreement with clients, will have discretionary authority to determine which securities are to be bought and sold and the price of such securities to effect such transactions. FSAG recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. FSAG will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. These factors include, but are not limited, to the following:

- The financial strength, reputation and stability of the broker-dealer;
- The efficiency with which the transaction is effected; the ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any);
- The availability of the broker-dealer to stand ready to effect transactions of varying degrees of difficulty in the future;
- The efficiency of error resolution, clearance and settlement;
- Block trading and positioning capabilities;
- Performance measurements;
- Online access to computerized data regarding customer accounts;
- Availability, comprehensiveness, and frequency of brokerage and research services;
- Commission rate;
- The economic benefit to the clients; and Related matters involved in the receipt of brokerage services.

Consistent with its fiduciary responsibilities, FSAG seeks to ensure that clients receive best execution with respect to the clients' transactions by blocking client trades to reduce commissions and transaction costs. To the best of FSAG's knowledge, Schwab provides high-quality execution, and FSAG's clients pay competitive rates for such execution.

Commission rates and securities transaction fees charged to effect transactions are established by the client's independent custodian and/or broker-dealer. Based upon its own knowledge of the securities industry, FSAG believes that Schwab's commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

### **Directed Brokerage**

Clients who designate the use of a particular broker-dealer other than the one recommended by us should be aware

that they will lose any possible advantage FSAG derives from aggregating transactions. Such client trades are typically affected after the trades of clients who have not directed the use of a particular broker-dealer. FSAG loses the ability to aggregate trades with other FSAG advisory clients, potentially subjecting the client to inferior trade execution prices as well as higher commissions.

### **Brokerage for Client Referrals**

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

## **Item 13: Review of Accounts**

### **Investment Advisory Services and Individual Portfolio Management**

If the underlying securities within investment advisory services and individual portfolio management are monitored on a continuous and ongoing basis, these accounts are reviewed no less than quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. These accounts are formally reviewed by Scot Jurczyk, Mark Soehn and Scott Munkvold, each of whom is a principal and managing director of FSAG. Informal reviews of accounts are done by the portfolio manager or relationship manager assigned to the accounts.

With respect to managed accounts, investment advisory clients also receive standard account statements from the independent, qualified custodian and/or broker-dealer of their accounts on a monthly basis, but no less frequently than quarterly. In addition, FSAG will provide quarterly reports summarizing account balances, asset allocation and holdings. The account statements received from the custodian and/or broker-dealer are the official records of the client's account(s).

### **Financial Planning**

While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically no formal reviews will be conducted for financial planning clients unless otherwise requested. Financial planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise requested.

### **Pension and Profit-Sharing Plan Consulting and Education**

Reviews occur at various times depending on the nature and terms of the specific engagement.

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

### **Client Referrals**

FSAG may pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (*i.e.*, this Brochure) and a separate disclosure statement that includes the following information:

- The Solicitor's name and relationship with FSAG;
- The fact that the Solicitor is being paid a referral fee for referring the prospective client to FSAG;
- The amount of the fee to be paid to the Solicitor;
- Whether the fee paid by the client will be greater than our standard fee in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

### **Other Compensation**

We do not receive any compensation from any third party in connection with our services. It is our policy not to accept

or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a third party in conjunction with the services we provide to our clients.

As disclosed in item 12 (Brokerage Practices) above, FSAG participates in Schwab's institutional advisor program, in which Schwab provides FSAG access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services are generally available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab or its divisions. Thus, these services are contingent upon our firm committing to Schwab a specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab makes available to FSAG other products and services that benefit us, but that may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab. Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that:

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

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services may include, but are not necessarily limited to:

- Compliance, legal and business consulting;
- Publications and conferences on practice management and business succession;
- Access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third party vendors for the types of services rendered to FSAG. Schwab may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to FSAG. Schwab may also provide other benefits such as educational events or occasional business entertainment of our personnel.

Clients should be aware that in evaluating whether to recommend that clients custody their assets or establish brokerage accounts at Schwab, we may consider the availability of some of the benefits received as part of the total mix of factors we examine, and may not solely consider the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest and may indirectly influence FSAG's choice of Schwab for custody and brokerage services.

Clients should be further aware that the receipt of economic benefits by FSAG and/or its related persons in and of itself creates a potential conflict of interest and may indirectly influence FSAG's choice of Schwab for custody and brokerage services. However, as part of our fiduciary duties to our clients, FSAG must at all times put the interests of our clients first, and our receipt of benefits from Schwab does not diminish our duty to act in the best interests of our clients, including seeking best execution of trades for client accounts.

## **Item 15: Custody**

We previously disclosed in Item 5 (Fees and Compensation) that FSAG directly debits advisory fees from client accounts. As part of this billing process, the independent, qualified custodian of the client's account(s) is advised of the amount of the fee to be deducted from that client's account(s).

The client will receive account statements from the custodian holding the account(s) at least quarterly. These

statements will show all transactions within the account during that reporting period, including the amount of advisory or other fees debited from the client's account(s). Because the custodian does not calculate the amount of the fees to be deducted, it is important for clients to carefully review their account statements to verify the accuracy of the fee calculation, among other things. The client may also receive an account statement from FSAG. The client should always compare the account statement received from the custodian with any statement received from us for the same reporting period. The custodian's account statement is the official record of the client's account(s).

A client should contact us directly if he/she believes there is an error or have a question regarding an account statement.

This ability to deduct our fees from a client's account(s) causes us to exercise limited custody over these accounts under applicable law. Clients' funds, securities and assets will be held with a bank, broker-dealer or independent, qualified custodian.

Since our March 31, 2017 updated Form ADV, new SEC rules now deem that FSAG has custody of client assets when a client has authorized standing instructions which allow us to move money via ACH or wire to their outside bank account.

## **Item 16: Investment Discretion**

When a client hires FSAG to provide discretionary investment advisory services and individual portfolio management, we have the authority to place trades, buy and sell securities on the client's behalf, determine the amount of the securities to buy and sell, and determine the nature and type of securities to buy and sell without obtaining a client's consent or approval prior to each transaction. Clients who give us discretionary authority will give FSAG a power of attorney and/or trading authorization forms to make the above decisions on the client's behalf.

Clients may limit our authority by giving us written instructions, restrictions and guidelines. For example, a client may specify that the client's account not contain investments in a specific industry. Clients can change such instructions, restrictions and guidelines by providing us with written instructions. The most current written instructions will control.

If the client enters into a non-discretionary arrangement with FSAG, we will obtain the client's approval prior to the execution of any transactions in the account(s); provided, however, if FSAG cannot contact the client within a reasonable time with regard to a purchase or sale which FSAG reasonably believes to be in client's best interests and in accordance with client's objectives, guidelines and restrictions, FSAG shall be authorized to make said purchase or sale, with notice to the client as soon as reasonable practicable thereafter. (This right shall not apply to sweeps into a money market account, stock dividends, subscription rights or fractional shares.) Subject to the above, with a non-discretionary arrangement, the client has the unrestricted right to decline to implement advice provided by us on a non-discretionary basis

## **Item 17: Voting Client Securities**

FSAG votes proxies for all discretionary client accounts; however, a client always has the right to vote proxies himself/herself/itself. A client can exercise this right at any time by instructing us in writing to not vote proxies in the client's account. FSAG may vote proxies for non-discretionary accounts depending on the terms of the agreement between the client and FSAG.

A client may also request information as to how FSAG votes proxies and its policies and procedures on this matter. Clients may obtain a copy of FSAG's complete proxy voting policies and procedures by contacting Mark Soehn by telephone, email, or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. FSAG will promptly provide a client with the requested information.

FSAG will vote proxies in the best interests of its clients and in accordance with its established policies and procedures. FSAG will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by FSAG that was material to making a decision how to vote proxies, and a copy of each written client request for information on how FSAG voted proxies. If FSAG has a conflict of interest in voting a particular action, we will notify the client of the conflict, and retain an independent third-party to cast a vote. We will document the conflict.

FSAG will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action



settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA accounts, FSAG will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies.

Clients can instruct FSAG to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. To direct FSAG to vote a proxy in a particular manner, clients should contact Mark Soehn by e-mail at [mcs@fsadvisorygroup.com](mailto:mcs@fsadvisorygroup.com) or by mail at 8700 W. Bryn Mawr Avenue, Suite 410-N, Chicago, Illinois 60631.

## **Item 18: Financial Information**

Under no circumstances does FSAG require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

FSAG does not have any financial issues that would impair its ability to provide services to client, and it has not been the subject of a bankruptcy petition at any time during the past ten years. FSAG has no additional financial circumstances to report.