

# NORTHWEST ASSET MANAGEMENT

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NWAM Choice Solutions  
Wrap Fee Program Brochure  
Form ADV: Part 2 A Appendix 1

This wrap fee program brochure provides information about the qualifications and business practices of NWAM, LLC dba Northwest Asset Management ("Northwest Asset Management"), an SEC registered investment advisory firm. Northwest Asset Management additionally provides services under the dba RIA Innovations. Being registered is neither an endorsement nor an indication of expertise. If you have any questions about the contents of this brochure, please contact us at (206) 838-3680. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any states securities authority.

Additional information about Northwest Asset Management also is available on the SEC's website at <https://adviserinfo.sec.gov> (under "investment adviser firm" and type in our Firm name).

We are a Registered Investment Adviser (RIA) Firm. Our registration as an RIA does not imply any level of skill or training. The oral and written communications we provide to you, including this brochure, are for you to evaluate us. Please use this information as factors in your decision to hire us or to continue our business relationship.

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ITEM 2 – MATERIAL CHANGES

The following material changes since the March 28, 2023 document are listed below:

Updated:

***ITEM 4e: Assets under Management (AUM)***

*Northwest Asset Management, as of December 31, 2023, has \$2,233,042,575 in discretionary assets under management and \$1,038,334,488 in non-discretionary assets under management for \$3,271,377,063 total assets under management.*

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ITEM 3 – TABLE OF CONTENTS

Item 1 – Cover Page	1
Item 2 – Material Changes	2
Item 3 – Table of Contents	3
Item 4 – Services, Fees and Compensation	4
Item 5 – Account Requirements and Types of Clients	6
Item 6 – Portfolio Manager Selection and Evaluation	7
Item 7 – Client Information Provided to Portfolio Managers	10
Item 8 – Client Contact with Portfolio Managers	10
Item 9 – Additional Information	10

#### **4a: Services & Fees**

Northwest Asset Management was established in July 2008 by managing member Gregory Allen Headrick, CFP®, Chief Compliance Officer. The firm's Chief Executive Officer is Nelly Mubashi, CRPS®. The main office is located at 2835 82<sup>nd</sup> Avenue SE, Suite 100, Mercer Island, Washington 98040.

Northwest Asset Management offers a wide range of investment advisory, planning and consulting services tailored to our clients' needs. For a description of all of these services, ask for a Northwest Asset Management ADV Part 2A firm Brochure.

Northwest Asset Management, as of December 31, 2023, has \$2,233,042,575 in discretionary reportable Assets under Management and \$1,038,334,488 in non-discretionary reportable for \$3,271,377,063 in assets under management.

#### ***Investment Management Services***

This brochure describes Northwest Asset Management's Wrap Fee Program. Northwest Asset Management is the sponsor of the wrap fee program titled NWAM Choice Solutions Program ("CSP"). A wrap fee program allows our clients to pay a specified fee for investment advisory services and the execution of transactions. The advisory services may include portfolio management and/or advice concerning selection of other advisers, and the fee is not based directly upon transactions in their account.

The CSP program is offered only through accounts held at our partner custodians. Northwest Asset Management and the client will select a custodian and mutually agree on the investment strategy used by Northwest Asset Management to manage the account. We will assist the client in determining their current financial situation, financial goals and attitudes toward risk, which will allow Northwest Asset Management to implement appropriate asset allocations. We will continuously monitor client portfolios based on the individual needs of the client.

#### ***Investment Management Fees***

The program charges an asset-based fee for advisory services, which includes the cost of executing securities transactions. There is no separate charge for brokerage commissions; however, clients normally will be charged any mark-ups or mark-downs with respect to fixed income securities and other fees as described under 4c: Additional Fees.

We charge a fixed percentage of assets under management, a transaction fee or a flat fee. The maximum annual fee is 1.75%. Fees are negotiable. As a result, fees may range from no charge to the maximum annual fee of 1.75%.

Fees may differ based on a number of factors:

- Size of the relationship – Larger accounts may receive more favorable pricing.
- Level of services needed – Accounts requesting more services may have higher fees.
- Investment Strategy
- Trading activity and active portfolio management – actively managed accounts generally have higher fees than fixed income accounts, buy and hold portfolios, and mutual fund or exchange traded fund accounts.
- Advisor expertise and experience

Although the firm's advisors may provide similar services, fees may differ from advisor to advisor. You may contact us at [info@nwasset.com](mailto:info@nwasset.com) to request specific fee quotes for specific services from our investment advisor representatives.

Fee waivers or discounts which are not available to clients may be offered to Owners, Directors, Officers and Associated Persons of Northwest Asset Management and our related as well as to family members and friends of associated persons of Northwest Asset Management. It is important to note that it is possible that different investment advisor representatives may charge different asset management or account service fees or may waive certain custodian fees for providing the same types and level of service to clients. The specific level of services you will receive, and the asset management fees you will be charged will be specified in your investment advisory agreement

For purposes of determining value, securities and other instruments traded on a market for which actual transaction prices are publicly reported are valued at the last reported sale price on the principal market in which they are traded.

The fee includes the time and activities necessary to work with your attorney and/or accountant in reaching agreement on solutions, as well as assisting them in implementation of all appropriate documents. We are not responsible for attorney or accountant fees charged to you as a result of these activities.

Fees are paid quarterly in advance or arrears, as specified in the client contract. Either Northwest Asset Management or our client may terminate the investment advisory relationship at any time for any reason. When an agreement is terminated, we will refund any pre-paid, unearned fees based on the number of days remaining in the quarter after termination. Refunds will be made in the month following the end of the quarter in which the contract was terminated.

When an agreement is terminated, we will no longer have access to your account. You will be responsible for paying all fees including full quarterly custodial administrative fees, account closure fees, mutual fund fees and all trading costs due to the termination. Custodian may assess additional fees for transfer of illiquid investments. If there is insufficient cash in the account, the liquidation of some securities may be used to pay the fees. Prior to termination of an agreement, we can provide a good-faith estimate of these fees.

Fees to outside portfolio managers may be included as part of the Northwest Asset Management's fee outlined above with a portion of the fee charged going to the outside portfolio manager. The fee may also be charged in addition to Northwest Asset Management fees outlined above. When the fee is charged separately, specific fees and other terms and conditions under which a client engages an outside portfolio manager will be set forth in a separate written agreement with the designated outside portfolio manager. Fees for outside portfolio managers range from .2% to 1% of assets under management. Total fees will not exceed the industry standard of excessive fees which is 3%.

#### ***Other Investment Compensation***

Some representatives of Northwest Asset Management may receive commissions for the sale of securities or other investment products, including asset-based sales charges, 12b-1 fees, and service fees from the sale of mutual funds. This interest may conflict with the clients' interest of obtaining the lowest commission rate available. Therefore, we must determine in good faith, based on the "best execution" policy that such compensation is reasonable in relation to the value of the services provided by such executing broker-dealers.

Upon a client's request, Northwest Asset Management's representatives will make available a description of what the manager obtained through soft dollar arrangements and/or 12b-1 fees, the names of the broker-dealers providing those fees, products or services, the amount of commissions generated for the requesting client's account, and other information regarding the use of the particular broker-dealer.

#### **4b: Relative Cost of Services**

A wrap fee program allows our clients to pay a specified fee for investment advisory services and the execution of transactions. The advisory services may include portfolio management and/or advice concerning selection of other advisers, and the fee is not based directly upon transactions in your account. Your fee is bundled with our costs for executing transactions in your account(s). This may result in a higher advisory fee to you. We do not charge our clients higher advisory fees based on their trading activity, but you should be aware that we may have an incentive to limit our trading activities in your account(s) when we are charged for executed trades. By participating in a wrap fee program, you may end up paying more or less than you would through a non-wrap fee program where a lower advisory fee is charged, but trade execution costs are passed directly through to you by the executing broker.

#### **4c: Additional Fees**

The program's quarterly fee does not include: (i) fees charged by outside portfolio managers (ii) annual account fees or other administrative fees, such as wire fees, charged by custodians; (iii) underwriting or dealer concessions or related compensation in connection with securities acquired in underwritten offerings; (iv) certain odd-lot differentials, transfer taxes, transaction fees mandated by the Securities Act of 1934, postage and handling fees, and charges imposed by law with regard to transaction in the client's account; and (v) advisory fees and expenses of mutual funds (including money market funds), ETFs, closed-end investment companies or other managed investments, if any are held in client's accounts.

When Northwest Asset Management acts as the client's agent in purchasing securities (except in purchases in underwritten offerings other than for open-end mutual funds), the client should be aware that the quarterly fee does not cover certain cost associated with securities transactions in the over-the-counter market where Northwest Asset Management must approach a dealer or market maker to purchase or sell the security. Such cost includes a mark-up, mark-down or spread and odd lot differentials or transfer taxes imposed by law. Because Northwest Asset Management will be paying to the Custodian the transaction and execution costs of securities transactions a potential conflict of interest may arise creating a disincentive for Northwest Asset Management to trade securities in client accounts.

#### **4d: Referrals and Compensation**

Our advisors receive a portion of the advisory fee that you pay us. This may create an incentive to recommend that you participate in a wrap fee program rather than a non-wrap fee program (where you would pay for trade execution costs) or brokerage account where commissions are charged. In some cases, our advisors may stand to earn more compensation from advisory fees paid to us through a wrap fee program arrangement than they might receive from a different advisory service.

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#### **ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS**

Northwest Asset Management caters primarily to affluent individuals and their retirement accounts, family offices and family investment vehicles who seek an approach to capital appreciation by investing in established stocks, exchange traded funds, mutual funds and fixed income. Northwest Asset Management investment programs are also suitable for institutional investors such as pension and profit sharing plans, trust, estates and/or charitable

organizations and corporations. While there is no account minimum, Northwest Asset Management may decline to accept accounts smaller than \$500,000.

Clients should carefully review the disclosure documents of outside portfolio managers and sub-advisers regarding account minimums and whether those account minimums are negotiable.

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## ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION

### **6a: Selection of Managers**

The specific terms and conditions under which a client engages an outside portfolio manager may be set forth in a separate written agreement with the designated outside portfolio manager. In addition to this brochure, clients may also receive the written disclosure documents of the respective outside portfolio manager engaged to manage their assets.

We select and review outside portfolio managers based on the following factors:

- Past performance;
- Investment philosophy and style;
- Market outlook;
- Experience of portfolio managers and executive team;
- Disciplinary, legal and regulatory histories of the firm and its associates; and
- Review of ADV, including conflicts of interest

We do not calculate portfolio manager performance. Instead, we rely upon the performance figures based on client's monthly or quarterly statements or reports provided to us by outside portfolio managers. As a result, performance information may not be calculated on a uniform and consistent basis. You should be aware that our firm cannot actively monitor outside portfolio managers conflicts of interest, daily trading activity and other operational issues.

Since our firm and its in-house professionals also act as portfolio managers, this may create a conflict of interest in that other investment advisory firms may charge the same or lower fees than our firm for similar services. Our related person portfolio managers are not subject to the same selection and review as outside portfolio managers that participate in the wrap fee program.

### **6b: Related Persons**

Northwest Asset Management utilizes its in-house professionals to act as portfolio managers.

### **6c: Additional Information**

#### ***Types of Advisory Services***

Northwest Asset Management offers investment advisory services tailored to our clients' needs.

#### **Investment Management**

We provide a customized approach to investment management. Our process includes defining goals, assessing risk, developing a strategy, implementing the strategy, monitoring progress. We provide ongoing reporting that can be accessed via the internet or provided through monthly statements. We understand that every client has unique goals and risk tolerance and we design an investment strategy for those unique circumstances. These may include a traditional and time tested strategic asset allocation approach or new and innovative active asset allocation strategies or a mix of other strategies.

We understand the challenges employers face in providing retirement plan benefits (401k, Profit Sharing, SIMPLE, SEP, etc.) for employees. Our goal is to simplify our clients' lives through a responsive, integrated approach and deliver to you the level of service and expertise that you need, no matter the size or complexity.

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interests ahead of yours. As fiduciaries we are obligated to do the following:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

#### ***Performance Based Fees and Side-by-Side Management***

Northwest Asset Management does not charge advisory fees on the performance of funds or securities in your account.

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

##### Strategies and Analysis

Northwest Asset Management uses multiple strategies in order to best meet the diverse needs of our clients. We use multiple sources of information in performing our research, including sources such as reports and articles in financial media, financial magazines, research prepared by others, industry publications, corporate rating services, prospectuses, company press releases and annual reports and filings with the SEC. Northwest Asset Management generally uses fundamental analysis to evaluate securities and market conditions. Fundamental analysis does not attempt to anticipate market movements. Using this method of analysis presents a potential risk as prices of securities can move up or down due to company-specific circumstances as well as in line with the overall market regardless of the economic factors considered in evaluation.

We believe it is important that each client know that our strategy is tailored to best meet their goals and needs. Each client presents a unique profile, and we may employ one or more strategies or methods to meet their goals.

##### Modern Portfolio Theory

Northwest Asset Management generally adheres to the principles of Modern Portfolio Theory, which advocates investing across different asset classes to increase diversity and reduce risk. Based on our research and the research of others, we will generally diversify your assets among cash equivalents (money market funds); high-quality, short-term bonds; large and small company stocks; and growth (higher-priced) and value (lower-priced) stocks in the U.S. and foreign developed markets. In certain circumstances, large, small, growth, and value stocks in select emerging markets and/or shares of real estate investment trusts (REITs) and commodity indexes will be included in diversified portfolios.

##### Asset Allocations

Northwest Asset Management recommends a mix of asset classes for your portfolio based on an assessment of your long-term financial objectives. Where appropriate, we will recommend an allocation to high-quality, short-term



bonds (within a broadly diversified index or asset class mutual fund) to reduce overall portfolio risk, generate a more predictable cash flow (interest income), facilitate portfolio rebalancing, and provide a hedge against inflation.

If your objective is a higher annual expected return and you are willing to accept a higher degree of risk, we will recommend a portfolio with greater allocations to stocks in general and small company and value stocks specifically (using index or asset class mutual funds). Recommended stock allocations will generally be globally diversified among the U.S. and foreign developed markets. In certain circumstances, we may include emerging markets and REITs in limited percentages. Our recommended asset allocation is not influenced by current market conditions. This asset allocation (which becomes your written "Investment Policy") is altered only when your long-term investment objectives have changed.

#### Rebalancing

Asset allocations for your portfolio will change as financial markets rise and fall and the specific assets of different parts of your portfolio change. This creates the opportunity to selectively rebalance your portfolio in order to bring asset class percentages back to your policy targets. Asset classes that have risen beyond predetermined limits are sold by an amount that brings the allocation back in line with policy targets, and those that have fallen in value are purchased in the same way. This is a method of buying low and selling high that is not based on trying to predict the direction of markets or asset returns.

This rebalancing has the effect of enhancing portfolio returns while maintaining the agreed-upon risk. In order to limit rebalancing transactions and the costs associated with buying and selling mutual funds through the chosen custodian, Northwest Asset Management has pre-determined ranges in which allocations may vary and at which rebalancing is initiated.

#### Specific Investments

While we generally select ETFs, mutual funds or similar securities, we may at times select individual securities for client portfolios. In these cases, Northwest Asset Management examines each securities management, financial condition, and market position and ensures that any purchases of individual securities work towards the clients' portfolio goals, investment horizons and exposure to risk.

#### Investment Strategy Risks

As recent global and domestic economic events have indicated, performance of any asset or asset class is not guaranteed, and can indeed be unpredictable. As a result, there is a risk of loss of the assets we manage as a result of both allocation and the status of the markets when we rebalance.

While all current research, academia and data allow us to understand and map asset classes and their risk and return, there is a risk that they, or our analysis, are wrong and will lead to losses. Additionally, correlations among asset classes may be judged incorrectly, which also may incur risk of loss as diversification may not be properly balanced. Additionally, minor or severe market conditions may significantly drive gains or losses in one asset class over another, causing unexpected losses. There is a risk that rebalancing at any moment in time will not match current market directions, leading to risk of loss.

#### Risk of Loss

All investments include a risk of loss. In addition, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets we manage that may be out of our control. We use our best efforts as fiduciary to manage your assets. However, we cannot guarantee any level of performance or that you will not experience financial loss.

Northwest Asset Management will use our best judgment and act as fiduciary in rendering services to you. We cannot warrant or guarantee any particular level of account performance, or that the account will be profitable over time. Not every investment decision or recommendation made by us will be profitable. You assume all market risk involved in the investment of account assets under the agreement and understand that investment decisions made for any accounts are subject to various market, currency, economic, political and business risks. Except as may otherwise be provided by law, we will not be liable to you for (a) any loss that you may suffer by reason of any investment decision made or other action taken or omitted in good faith by Northwest Asset Management with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use; (b) any loss arising from our adherence to your instructions; or (c) any act or failure to act by a custodian of your account. Nothing in this document shall relieve us from any responsibility or liability we may have under state or federal statutes.

### ***Sales Aggregation***

We have adopted policies and procedures for aggregating and allocating client securities transactions. If each client participating in an aggregate order receives its full allocation, then each participating client generally receives the average price per share paid or received for the purchased or sold securities. If each client participating in an aggregated order receives less than its full allocation, then each participating client generally receives its pro rata share of the executed order.

### ***Voting Client Securities***

Northwest Asset Management does not vote proxy for any of its client. Each client is responsible for receiving and voting proxies for any and all securities maintained in their account. Clients may delegate proxy voting authority to a third-party representative (non-advisory personnel) by filing the appropriate custodial form(s). However, do not hesitate to contact us if you need any help or clarification regarding proxies.

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## **ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS**

Northwest Asset Management will assist the client in determining their current financial situation, financial goals, reasonable restrictions and attitudes toward risk. The risk profile is used to help determine which portfolio manager(s) fits clients' investment needs. At least annually, Northwest Asset Management will contact clients to determine whether they have had any changes to their profile. Should changes occur to a client's profile before the annual call or meeting, it is the client's responsibility to contact Northwest Asset Management as soon as possible.

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## **ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS**

Client access to Northwest Asset Management portfolio managers is not restricted in any way.

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## **ITEM 9 – ADDITIONAL INFORMATION**

### **9.a: Disciplinary information**

We do not have any legal, financial or other "disciplinary" items to report to you. We are obligated to disclose any disciplinary event that would be material to you when evaluating our Firm and its associated persons.

## **9.b: Broker Dealers, Registered Representatives and other Relationships**

### ***Broker Dealers and Registered Representatives***

Certain associated persons of Northwest Asset Management are registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), a registered broker-dealer and member FINRAISIPC. PKS is a broker-dealer that is independently owned and operated and is not affiliated with our firm. In order to comply with FINRA Conduct Rule 3280, PKS as an unaffiliated broker-dealer may periodically review the investment advisory transactions of our firm. This information will be viewed by PKS' compliance department personnel for supervisory purposes only. No information viewed will be utilized for purposes of solicitation or shared with any affiliation outside the scope of regulatory compliance.

Employees who are registered representatives are paid fees/commissions based on sales of securities, which may include 12b-1 fees. When acting in the capacity of a registered representative, the Adviser and/or associated persons may place clients in investment products sold through PKS and may receive the usual and customary commissions or fees on the products that the client purchases. Receiving commissions on products may cause a conflict of interest. Therefore, the advisory client is free to select any broker dealer company the client desires for implementation of Adviser's recommendations.

### ***Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor***

Neither Northwest Asset Management nor our employees hold any of the above registrations.

### ***Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests***

The principal business of Adviser is that of a registered investment adviser and provider of financial planning services. Some of the principals and associated persons of the firm may be licensed as insurance agents and consultants. When acting in the capacity of an insurance agent, the Adviser and associated persons may receive the usual and customary commissions or fees associated with the insurance products that the client purchases. Receiving commissions on insurance products may cause a conflict of interest. Therefore, the advisory client is free to select any insurance company the client desires for implementation of Advisers' insurance recommendations.

Northwest Asset Management may execute transactions with broker-dealers that pay a portion of 12b-1 fees to our principals or advisors. This interest may conflict with your interest of obtaining the lowest commission rate available. Therefore, we must determine in good faith, based on the "best execution" policy that such commissions are reasonable in relation to the value of the services provided by such executing broker-dealers.

### ***Selection of Other Advisors and How this Adviser is Compensated for those Selections***

Northwest Asset Management may select outside portfolio managers or sub-advisors. We are not compensated for that selection. A portion of the fees you pay us may be used to compensate the outside portfolio manager or sub-advisor. The fees paid and parties involved are clearly set forth in the agreements between Northwest Asset Management, our client and the outside portfolio manager or sub-advisor.

## **9c: Code of Ethics, Participation or Interest in Client Transactions**

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

We have adopted a Code of Ethics to which all investment advisor representatives and employees are bound to adhere. The key component of our Code of Ethics states that Northwest Asset Management and its investment advisor representatives and employees shall always:

- Act with integrity, competence, dignity, and ethically when dealing with the public, clients, prospects, employers, and employees.
- Exercise its authority and responsibility for the benefit and interest of its clients first and to refrain from having outside interests that conflict with the interests of its clients. Northwest Asset Management must avoid any circumstances that might adversely affect or appear to affect its duty of complete loyalty to its clients.
- Refrain from disclosing any nonpublic personal information about a client to any nonaffiliated third party unless the client expressly gives permission to Northwest Asset Management to do so. All client information will otherwise be treated as confidential.
- Maintain the physical security of nonpublic information, including information stored on computers.

This Code of Ethics is in place to guide the personal conduct of our team and embodies our fiduciary duties and responsibilities to you and sets forth our practice of supervising the personal securities transactions of employees with prior or concurrent access to client trade information. A copy of the Northwest Asset Management Code of Ethics is available, free of charge, upon request.

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

Northwest Asset Management, or its employees, may buy and sell some of the same securities for our own accounts that we buy and sell for our clients. We will always buy or sell from our clients' accounts before we buy or sell from our accounts. In some cases Northwest Asset Management, or its employees, may buy or sell securities for our own accounts and not for clients' accounts, as it may not meet the objectives or plans for the client. There are possible conflicts of interest, which our Code of Ethics addresses. We will always evaluate our activity from the view of our clients to ensure that any and all required disclosures are made. For example, we will disclose anything that would cause you to be unfairly influenced to make any decision regarding actions or inactions in your account.

We will not recommend securities or other investment products to our clients in which Northwest Asset Management or any related person has an ownership or proprietary interest.

Northwest Asset Management always tries to get the best price for the client. Northwest Asset Management has in place internal controls and processes to allow contemporaneous trading (submitting Northwest Asset Management or employee orders at the same time as client order) in block or aggregate trades. In other cases, except in the case of unaffiliated mutual funds, we will always trade individual securities in a client account before we trade Northwest Asset Management or employee accounts.

## **9d: Review of Accounts**

### ***Periodic Reviews***

Accounts are reviewed by Gregory Headrick, CCO or qualified staff members. All reviews are either conducted or supervised by Gregory Headrick, CCO. The frequency of reviews is determined based on the client's investment objectives or plan, but no less than annually. More frequent reviews may also be triggered by a change in the client's

investment objectives; tax considerations; large deposits or withdrawals; large sales or purchases; loss of confidence in corporate management; or, changes in macro-economic climate.

***Review Triggers***

More frequent reviews are triggered by a change in client's investment objectives; tax considerations; large deposits or withdrawals; large sales or purchases; loss of confidence in corporate management; or, changes in economic climate.

***Regular Reports***

All investment advisory clients receive reports as needed, but no less than annually, on representative investments recommended specifically by the Northwest Asset Management. Investment advisory clients also receive standard account statements from the custodian of their accounts on a monthly basis.

**9.e: Client Referrals and Other Compensation**

***Economic Benefits Provided by Third Parties for Advice Rendered to Clients***

Northwest Asset Management participates in and may recommend to clients' broker-dealers for custody and brokerage services. Adviser may receive from broker-dealers certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment Advisers participating in the program.

The custodian may provide Additional Services to Adviser in its sole discretion and at its own expense, and Adviser does not pay any fees for the Additional Services. Adviser may have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Northwest Asset Management participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Northwest Asset Management by third party vendors.

Adviser's receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to Adviser, custodian most likely considers the amount and profitability of the assets in, and trades placed for, Adviser's Client accounts. The custodian or broker dealer always has the right to terminate the Additional Services Addendum with Adviser, in its sole discretion, provided certain conditions are or are not met. Consequently, in order to continue to obtain the Additional Services, Adviser may have an incentive to recommend to its Clients that the assets under management by Adviser be held in custody with and to place transactions for Client accounts. Adviser's receipt of Additional Services does not diminish its duty to act in the best interests of its Clients, including seeking best execution of trades for Client accounts.

Broker-dealers may also have paid for business consulting and professional services received by Northwest Asset Management's related persons. Some of the products and services made available by broker-dealers through the program may benefit us but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at the broker-dealer. Other services made available are intended to help us manage and further develop our business enterprise.

The benefits received by Northwest Asset Management or our personnel through participation in the program does not depend on the amount of brokerage transactions directed. As part of our fiduciary duties to clients, Northwest Asset Management endeavors at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by Northwest Asset Management or our related persons in and of itself creates a potential conflict of interest and may indirectly influence the our choice of broker-dealer for custody and brokerage services.

Northwest Asset Management will always act in accordance with all applicable federal and state regulations governing registered investment advisory practices.

#### Services that Benefit You.

You gain access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through some brokers include some to which might not otherwise be available or would require a significantly higher minimum initial investment by our clients.

#### Services that May Not Directly Benefit You.

Other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both from the broker and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at the broker from which we received benefit. In addition to investment research, brokers may also make available software or other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our clients' accounts;
- assist with back-office functions, recordkeeping and client reporting;
- reports, publications and data on matters such as the economy, industries, sectors and individual companies or issuers, statistical information, account and law interpretations, technical market actions, credit analyses, risk management and analyses of corporate responsibility issues; and
- on-line news services and financial and market database services.

#### Services that Generally Benefit Only Us.

Some services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- seminars;
- technology, compliance, legal, marketing and business consulting and assistance;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

These services may come directly from a custodian/broker or in other cases, it will be arranged by third-party vendors. The broker may also discount or waive its fees for some of these services or pay all or a part of a third party's fees or us with other benefits such as occasional business entertainment of our personnel.

The availability of these services benefits us because we do not have to produce or purchase them, which may be a conflict of interest. We believe, however, that our selection of our custodians and brokers is in the best interests of

our clients. It is primarily supported by the scope, quality and price of services and not just those services that benefit only us. In cases where minimum asset balances are required, we believe we will have no difficulties maintaining minimum valuation in order to avoid paying service fees or that maintaining them presents a material conflict of interest.

#### **Charles Schwab**

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

#### **TD Ameritrade**

Adviser participates in the institutional advisor program (the "Program") offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member FINRA/SIPC/NFA ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Adviser receives some benefits from TD Ameritrade through its participation in the Program.

As disclosed above, Adviser participates in TD Ameritrade's institutional customer program and Adviser may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between Adviser's participation in the program and the investment advice it gives to its Clients, although Adviser receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Adviser by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Adviser's related persons.

Some of the products and services made available by TD Ameritrade through the program may benefit Adviser but may not benefit its Client accounts. These products or services may assist Adviser in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Adviser manage and further develop its business enterprise. The benefits received by Adviser or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Adviser endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Adviser or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Adviser's choice of TD Ameritrade for custody and brokerage services.

Adviser also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program. Specifically, the Additional Services include Tamarac. TD Ameritrade provides the Additional Services to Adviser in its sole discretion and at its own expense, and Adviser does not pay any fees to TD Ameritrade for the Additional Services. Adviser and

TD Ameritrade have entered into a separate agreement (“Additional Services Addendum”) to govern the terms of the provision of the Additional Services.

Adviser’s receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to Adviser, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, Adviser’s Client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with Adviser, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, Adviser may have an incentive to recommend to its Clients that the assets under management by Adviser be held in custody with TD Ameritrade and to place transactions for Client accounts with TD Ameritrade. Adviser’s receipt of Additional Services does not diminish its duty to act in the best interests of its Clients, including to seek best execution of trades for Client accounts.

#### ***Your Custody and Brokerage Costs***

To provide this wrap program, we are charged a percentage of the dollar amount of assets or a transaction fee per trade in the account in lieu of commissions. These rates may be determined by committing a certain value of assets at a particular custodian/broker. This commitment benefits you because the overall rates you pay may be lower than they would be if we had not made the commitment.

#### ***Prime Broker Services***

Northwest Asset Management may offer to certain qualified clients, trading services which gives us the ability to execute trades through other broker dealers. Certain affiliated persons of Northwest Asset Management may, in their capacities as registered representatives of PKS, receive commissions or other compensation for these transactions. A conflict of interest may exist when, as a PKS registered representative, a Northwest Asset Management advisor receives commissions or additional compensation from their own or other advisor recommendation to the client.

#### ***Compensation to Non-Advisory Personnel for Client Referrals***

Northwest Asset Management does not compensate anyone for client referrals.

#### ***Custody***

Qualified custodians, Schwab Institutional, Fidelity Investments, TD Ameritrade and/or other custodians, hold clients’ accounts. Northwest Asset Management may have custody of Client assets (i) where we have authority to withdraw advisory fees upon our instruction to the custodian and (ii) where we request Client funds to be disbursed pursuant to a standing letter of authorization. With the exception aforementioned custody, and other than to withdraw advisory fees or to disburse funds or securities pursuant to a standing letter of authorization, Northwest Asset Management shall have no liability to the client for any loss or other harm to any property in the account, including any harm to any property in the account resulting from the insolvency of the custodian or any acts of the agents or associated persons of the custodian and whether or not the full amount or such loss is covered by the Securities Investor Protection Corporation (“SIPC”) or any other insurance which may be carried by the custodian. The client understands that SIPC provides only limited protection for the loss of property held by a broker-dealer.

#### ***Investment Discretion***

##### **Investment Management**

Though our custodians, our clients provide signed permission to grant Northwest Asset Management ongoing and continual discretionary access to their accounts. This discretionary authority allows us to manage your account



according to the investment strategies without calling you in advance of appropriate transactions. In the cases where we are not given discretion, we must receive permission from the client to make any trades on a non-discretionary basis.

**9.f: Financial Information**

We do not solicit prepayment of more than \$1,200, six or more months in advance.

In accordance with the C.A.R.E.S. Act, NWAM, LLC received loans in April 2020 in the amount of \$523,000 guaranteed by the U.S. Small Business Administration (SBA) under the Paycheck Protection Program (PPP) and the Economic Injury Disaster Loan program (EIDL). NWAM, LLC applied for the loans and utilized the funds in accordance with the required C.A.R.E.S. guidelines. On December 1, 2020, NWAM, LLC received confirmation that the loan was forgiven.

NWAM, LLC is not currently experiencing, and does not currently anticipate, any financial condition that it believes is reasonably likely to impair its ability to meet contractual commitments to clients.

We have not been the subject of a bankruptcy petition in the last ten (10) years.