

**Item 1 – Cover Page**



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This brochure provides information about the qualifications and business practices of Arbus Capital Management, LLC ["ArbusCM"]. If you have any questions about the contents of this brochure, please contact us via email at [ardenrodgers@arbuscm.com](mailto:ardenrodgers@arbuscm.com) or phone (646) 852-6134. 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.

Arbus Capital Management, LLC is an SEC registered investment adviser. Please note that the use of the term "registered investment adviser" and description of Arbus Capital Management, LLC and/or our associates as "registered" does not imply a certain level of skill or training.

You are encouraged to review this brochure and brochure supplements for our firm's associates who advise you for more information on the qualifications of our firm and its employees.

Additional information about Arbus Capital Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This item discusses only specific material changes that are made to the brochure and provide clients with a summary of such changes.

NO MATERIAL CHANGES.

Since our March 2023 annual amendment was filed, there are no material changes to the brochure.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business' fiscal year December 2023.

We may further provide other ongoing disclosure information about material changes as necessary.

We will also provide you with a new brochure as necessary based on changes or new information, at any time, without charge.

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## **Item 4 – Advisory Business**

*Description of our advisory firm, including how long we have been in business and our principal owner(s).*

### **A. Description of our business**

ArbusCM is a fee-only registered investment adviser, providing investment management services and advice to institutions and individuals in all stages of life. ArbusCM was established and registered as an investment adviser in October 2008. Arden Rodgers, CFA is the manager of, and owns 100% of, Arbus Capital Management, LLC.

### **B. Description of advisory services we offer**

ArbusCM takes a thorough, disciplined and low-cost approach to investing. ArbusCM generally provides three types of investment services.

The first service is ongoing discretionary investment management of a client's portfolio. ArbusCM will provide clients ongoing portfolio management services by determining individual investment goals, time horizon, risk tolerance, return requirements, liquidity requirements, tax status, and/or other significant factors. Based on these factors recommendations will be made regarding investment strategies, asset allocation, investment selection, portfolio monitoring and the overall investment program as appropriate.

Client portfolios are primarily constructed from exchange traded funds (ETFs) because of their low cost, breadth of options, tax efficiency, and other superior investment characteristics. Stocks, bonds, mutual funds, options, hedge funds, or other investment vehicles can be utilized if requested by the client or if required to implement a particular investment plan.

Being a fee-only adviser ArbusCM does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other products that generate sales commissions for our firm.

Depending upon client needs, investment portfolios can be structured for either the medium or the long term. This disciplined investment strategy is not altered as the result of short-term market fluctuations, and no attempt is made to generate profits from market timing or other short-term trading strategies.

Before investing, all strategies and vehicles are fully explained. Any questions or concerns are addressed to the satisfaction of the client.

Fees for investment management are based on a percentage of assets under management. See item 5 below for fee schedule.

The second service is the investment account review service, which consists of a one-time review of the current client holdings and choices in one or more investment or retirement accounts such as IRAs, SEP IRAs, 401(k)s, 403(b)s, Keoghs, etc. to determine the asset allocation investment options based on the client's age, risk tolerance, retirement income, and overall financial circumstances.

The third service is financial planning, which consists of analyzing client supplied personal and financial data to attempt to determine if current and future assets and income will be sufficient to meet projected financial goals and expenses. Recommended adjustments, if needed, will be provided in areas such as asset allocations, timing of retirement or expenses, modifications of goals, along with other pros and cons of possible financial trade-offs. This analysis can be based on many factors such future income, retirement dates, life expectancy, market returns, inflation rates, tax rates, etc., many which can only be estimated or approximated. There is no guarantee that the plan projections or recommendations will accurately predict future outcomes nor even that the analysis will encompass all relevant current factors.

The fees for the investment account review service and the financial planning service are based on an hourly-fee or flat-fee basis. See item 5 below for fee schedule.

C. If, or how, we tailor our advisory services to clients' individual needs

As an independent adviser, ArbusCM offers unbiased advice to clients based on their particular needs, goals, and investment profiles. As noted above, discretionary investment management advice is based on the client's financial profile, including age, income, expenses, dependents, current investments, return requirements, risk tolerance, time horizon, tax and legal considerations, and/or other unique circumstances as appropriate.

For the investment account review, as much individual information as required is obtained to make appropriate recommendations based on the scope of the account review and the client's particular circumstances

Clients may impose restrictions on investing in certain securities or types of securities, such as providing a Socially Responsible Investment (SRI) or an Environmental, Social and Governance (ESG) mandate; requesting exclusion of certain industries (oil, tobacco, gambling, etc.) or positive mandates such as clean energy.

#### D. Wrap fee programs

ArbusCM does not participate in wrap fee programs.

#### E. Amount of assets we manage

As of December 31<sup>st</sup>, 2023, ArbusCM had \$111,458,350 assets under management on a discretionary basis.

### **Item 5 – Fees and Compensation**

#### A. How we are compensated

The specific manner in which fees are charged by ArbusCM is established in a client's written agreement with ArbusCM.

Fees for discretionary investment management services will be based on a percentage of assets under management as follows:

Assets Under Management	Annual Fee
\$500,000 - \$1,000,000	1.50%
\$1,000,001 - \$2,000,000	1.25%
\$2,000,001 - \$4,000,000	1.00%
Over \$4,000,001	0.75%

ArbusCM provides an introductory, 30-minute meeting for prospective clients free of charge.

The investment account review service and financial planning service are offered on an hourly-fee basis of \$345 per hour or a negotiated fixed-fee basis. The number of hours required will depend upon the complexity of the client's financial situation and unique circumstances. Prior to the formal investment review or financial planning process an estimate will be provided to the client.

ArbusCM, at its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee, hourly fee or fixed fee, based upon certain criteria such as historical relationship with client, type of assets to be managed, anticipated future earnings capacity, related accounts, negotiations with clients and other criteria that ArbusCM deems as a good business decision.

#### B. How our fees are paid

Discretionary investment management services fees are payable monthly, quarterly or annually, in arrears, based on total account market value on the last business day of the calendar month/quarter. For accounts opened during the calendar month/quarter a pro rata fee will be charged. ArbusCM will receive written authorization from the client to

deduct advisory fees from an account held by the qualified custodian. Fees are either deducted from clients' assets or clients are billed for fees as established in the clients' written agreement with ArbusCM.

The investment account review service or financial planning service, hourly or fixed fee, are billed in two payments; one-half at the commencement of the review, which is refundable based on the pro rata of work completed and the balance of the payment is due upon the delivery of the review recommendations; or as specified in the clients' written agreement with ArbusCM.

### C. Other types of fees

ArbusCM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investments and other third parties such as fees charged by managers, sub-advisors, separately managed accounts ("SMAs"), etc., as management fees, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds (ETFs) also charge internal management fees, which are disclosed in a fund's prospectus.

Such charges, fees and commissions are exclusive of, and in addition to, ArbusCM's fee, and ArbusCM shall not receive any portion of these commissions, fees and costs.

The client should review all fees charged by ArbusCM and others to fully understand the total amount of fees to be paid by the client.

Item 12 further describes the factors that ArbusCM considers in selecting or recommending custodian and broker/dealer for client transactions and determining the reasonableness of their compensation (e.g., commissions).

### D. Do we charge fees in advance

Discretionary investment management services fees are payable in arrears, not in advance, therefore no refund policy is necessary. However, a pro rata advisory fee will be charged for the portion of the quarter in which the assets were under management if the agreement is terminated prior to the end of the quarter. All account management responsibilities are assumed by the client after effective date of termination.

The investment account review service and financial planning fees, either hourly or fixed, are due in two payments, or as specified in the clients' written agreement with ArbusCM, one-half at the commencement of the review, which is refundable based on the pro rata of work completed.

**E. Do we get compensated (commissions) for the sale of securities**

As a fee-only registered investment adviser, ArbusCM and our associates do not receive compensation, commissions, sales charges, or service fees from the sale of securities or other investment products to our clients.

**Item 6 – Performance-Based Fees and Side-By-Side Management**

ArbusCM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

**Item 7 – Types of Clients**

ArbusCM provides investment management services primarily to individuals, high-net worth individuals, corporations and charitable institutions.

To open an account for discretionary investment management services an account minimum of \$1,000,000 is generally required. However, this minimum may be waived based on unique client circumstances.

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

**A. Our analysis & strategies**

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis.

ArbusCM employs an asset allocation investment strategy in an attempt to create well diversified portfolios using securities that invest in sectors that have low correlations with one another. Client portfolios are primarily constructed from exchange traded funds because of their low cost, breath of options, tax efficiency, and other superior investment characteristics. The exact construction of the portfolio is tailored to the client's requirements. Stocks, bonds, mutual funds, options, hedge funds, or other investment vehicles can be utilized if requested by the client or if required to implement a particular investment plan.

The main sources of information include paid subscription research services, financial newspapers, magazines and websites; research materials prepared by others; corporate reporting and rating services; annual reports and prospectuses; and filings with the Securities and Exchange Commission.



ArbusCM does not employ market timing, day trading or frequent trading as investment strategies.

Investing in securities involves the risk of loss that clients should be prepared to bear.

#### B. Material risks involved in our analysis or strategies

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market prices might rise and clients' accounts could enjoy a gain, it is also possible that the stock market may decline and clients' accounts could suffer a loss. It is important that clients understand the risks associated with investing in the stock market, and are appropriately diversified across their investments.

Some, but not all, of the investment risks that investors face are the following:

- *Interest-Rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing the bonds' market values to decline.
- *Market Risk:* The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- *Inflation Risk:* When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange-rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed-income securities.
- *Business Risk:* These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy and expensive process that requires a large upfront investment, before they can potentially generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

- *Liquidity Risk*: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid because they are standardized and there is a large trading exchange market for them, while individual real estate is not standardized and there is no exchange to trade individual properties.
- *Financial Risk*: Excessive borrowing to finance a business's operations increases the risk to profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

ArbusCM does not represent, warranty or imply that the services or methods of analysis employed can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to conditions or events beyond its control such as market corrections or declines, communications disruptions, wars, pandemics, cyber-attacks, security breaches, strikes, natural disasters, government actions, and so forth.

C. Do we recommend primarily a particular type of security

As noted above, ArbusCM generally recommends exchange-traded funds (ETFs) because of their low cost, breadth of options, tax efficiency, and other superior investment characteristics. Investing in ETFs involve the risks previously noted.

**Item 9 – Disciplinary Information**

The firm and its management have nothing to disclose because we have determined there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

A. Criminal or civil actions

The firm and its management have not been involved in any criminal or civil actions.

B. Administrative proceedings before the SEC or any other government agency

The firm and its management have not been involved in administrative enforcement proceedings.

C. Any self-regulatory organization (SRO) proceedings

The firm and its management have not been involved in SRO proceedings.

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

### **A. Are we registered representatives of a securities broker/dealer**

Neither ArbusCM nor any of its management persons are registered representatives of a broker-dealer.

### **B. Are we a futures commissions merchant, commodity pool operator or commodity trading adviser**

Neither ArbusCM nor its management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading adviser.

### **C. Do we have any other financial relationships or arrangements that are material to our business**

Neither ArbusCM nor its management persons have any other financial relationships or arrangements that are material to our business.

### **D. Do we recommend other registered investment advisers and receive compensation**

ArbusCM does not recommend other registered investment advisers and receive compensation.

## **Item 11 – Code of Ethics**

### **A. Describe our code of ethics**

According to the Investment Advisers Act of 1940, an investment adviser is considered a fiduciary and has a fiduciary duty to all clients. ArbusCM has established a Code of Ethics to comply with the requirements of Section 204(A)-1 of the Investment Advisers Act of 1940 that reflects its fiduciary obligations and those of its supervised persons. The Code of Ethics also requires compliance with federal securities laws. The Code of Ethics covers all individuals that are classified as “supervised persons”. All employees, officers, directors and investment adviser representatives are classified as supervised persons. ArbusCM requires its supervised persons to consistently act in our clients’ best interest in all advisory activities. ArbusCM imposes certain requirements on its affiliates and supervised persons to ensure that they meet the firm’s fiduciary responsibilities to our clients. The fiduciary standard of conduct required is higher than the suitability standard and higher than ordinarily required and encountered in commercial business.

### **B. Do we have any material interests in investments we recommend**

We will not recommend an investment to clients in which we have a material financial interest. We do not act as a principal and buy securities from, or sell securities to

clients. We are not general partners in a partnership so we will not solicit clients' investments for such. We are not investment advisers to any investment company, so we will not solicit clients' investments for such.

C. Do we invest in securities we recommend to clients

ArbusCM or its personnel may invest for their own accounts or have a financial interest in the same securities or other investments that ArbusCM recommends or acquires for the accounts of the client.

D. Do we buy or sell securities for our own account about the same time we buy the same securities for clients' accounts

Generally speaking, we do not buy or sell securities about the same time as clients unless we are making a systematic or regular contribution to our accounts. This is not a conflict of interest as we are small investors compared to the equity markets where we are investing and we always place the clients' interests before our own.

In order to fulfill our fiduciary duty, client transactions will always be given priority and executed before ArbusCM or personnel transactions. We do not allow "front running" (buying or selling before clients), or buying or selling securities contemporaneously with clients.

**Item 12 – Brokerage Practices**

A. Factors used to select broker-dealers for client transactions

ArbusCM ("we/our/us") does not maintain custody of your assets (although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 Custody, below). Your assets must be maintained in an account at a "qualified custodian"; generally a broker-dealer or bank. Currently we recommend that our clients use Charles Schwab & Co., Inc. (Schwab) or Trade-PMR, Inc., which are FINRA-registered broker-dealers, members SIPC, as qualified custodians and broker/dealers ("Custodians"). We are independently owned and operated and not affiliated with any Custodian. A Custodian will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use one of the above as a custodian/broker, you will decide whether to do so and open your account with the Custodian by entering into an account agreement directly with them. We do not open the account for you. Even though your account is maintained at a Custodian, we can still use other brokers to execute trades for your account, as described in the next paragraph.

The recommendation of Custodians by ArbusCM represents a potential conflict of interest because ArbusCM receives certain economic benefits from Custodians and this

may indirectly influence the ArbusCM's choice of Custodians. To minimize this potential conflict of interest, ArbusCM will use the below factors, in line with its fiduciary duty to put the client's interests first and to use the client's brokerage for the benefit of the client.

ArbusCM seeks to recommend a Custodian who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. The recommendation of Custodians will be based on a combination of factors including; low fees, low commissions, best execution, ability to clear and settle trades, payment and transfer capabilities, record keeping, reporting capabilities, breadth of investments products, quality of research provided, financial strength, reputation, prior service to us and our clients, suitability to client needs and ability of other products and services that benefit us, among others.

ArbusCM will attempt to minimize the total cost for all brokerage services paid by the client. However, it may be the case that the selected Custodian charges a higher fee for a particular type of service, such as commission rates, than can be obtained from another Custodian.

### Your Custody and Brokerage Costs

For our clients' accounts they maintain, Custodians generally do not charge you separately for custody services but are compensated by charging you fees on trades that it executes or that settle into your brokerage account. Custodians are also compensated by earning interest on the uninvested cash in your account. In addition to commissions, Custodians charge you a flat dollar amount as a "prime broker", or "trade away" fee for each trade that we have executed by a different broker-dealer, but where the securities bought or the funds from the securities sold are deposited (settled) into your brokerage account. These fees are in addition to the commission or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have the Custodians execute most of your trades.

#### 1. Research and other soft-dollar benefits

ArbusCM does not have any soft-dollar arrangements nor use any soft-dollars in its practice. However, ArbusCM utilizes the institutional services of the Custodians that are typically not available to retail investors. Economic benefits are received by ArbusCM which would not be received if ArbusCM did not have client accounts with the Custodians. Some of these benefits help us manage or administer our clients' accounts, while other help us manage and grow our business. These benefits include the following products and services (provided without cost or at a discount): a dedicated trading desk;

a dedicated service group and an account services manager dedicated to ArbusCM's accounts; access to "block" trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); electronic download of trades, balances and positions; duplicate and batched client statements and confirmations; research related products and tools; consulting services; access to employee benefits providers; publications and conferences on practice management; educational events; occasional business entertainment for our personnel; the ability to have advisory fees directly deducted 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 ArbusCM by third party vendors and/or the Custodian. If and when research is provided by the Custodians such research will usually benefit all clients of ArbusCM and not necessarily only those clients whose brokerage was used to acquire the research. Custodians may also have paid for business consulting and professional services received by ArbusCM's related persons. Some of the products and services made available by Custodians may benefit ArbusCM but may not benefit its client accounts. These products or services may assist ArbusCM in managing and administering client accounts, including accounts not maintained at Custodians. Other services made available by Custodians are intended to help ArbusCM manage and further develop its business enterprise. The benefits received by ArbusCM or its personnel do not depend on the amount of brokerage transactions directed to Custodians. The fact that we receive these benefits from a Custodian is an incentive for us to recommend the use of a particular Custodian rather than making such decision based exclusively on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a conflict of interest. We believe, however, that taken in the aggregate, our selection of custodians is in the best interests of our clients.

## 2. Brokerage for client referrals

ArbusCM does not receive brokerage for client referrals nor do we refer clients in order to obtain brokerage.

## 3. Directed brokerage

In circumstances where a client directs ArbusCM to use a certain broker-dealer, ArbusCM still has a fiduciary duty to its clients. Using directed brokerage may cost clients more money to execute client transactions. The following may apply with Directed Brokerage: ArbusCM's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among clients, and potential conflicts of interests arising from brokerage firm referrals.

Through its relationship with the Custodians, ArbusCM may also use the Custodians trade away service which allows ArbusCM to place trades with other broker/dealers without the need to have individual accounts with the other broker/dealers. This allows greater flexibility to access more fixed income products, the ability to access new issue bonds, or to obtain better execution for either fixed income or equity securities. This service is beneficial because it allows ArbusCM to place trades through several executing broker/dealers, yet receive centralized custody, clearing and settlement, recordkeeping and other services from the Custodians. ArbusCM's decision to use an executing broker/dealer will depend on the executing broker's respective expertise and costs. All assets will be kept in the Custodians' account with all statements generated by the Custodians.

### **Special Considerations for ERISA Clients**

A retirement or ERISA plan client may direct all or part of portfolio transactions for the client's account through a specific broker-dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, we will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

#### **B. Aggregating securities transactions for client accounts**

ArbusCM is authorized, at its discretion, to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other clients of ArbusCM. We will aggregate orders when we believe that to do so will be in the best interest of the effected accounts. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

### **Item 13 – Review of Accounts**

#### **A. Frequency and nature of reviews**

All managed accounts are reviewed no less than quarterly by Arden Rodgers, principal of ArbusCM. Accounts are compared to client objectives and/or allocation targets.

An investment account review or financial planning is a one-time review and is considered complete when recommendations are delivered to the client. A subsequent review is done only upon request of client.

### B. Reviews on an other than periodic basis

Any notification to the adviser by the client of a change in status will trigger an automatic review of the client's managed account. For example, a change in status for an individual would include changes in employment, retirement, marital status or household makeup. For institutions, a change in status would include changes in cash flow requirements, time horizons, beneficiaries, assets, etc.

Reviews can also be triggered by economic conditions, general factors affecting the stock market, company-specific events, etc.

### C. Client reports

The client will receive account statements no less than quarterly for managed accounts. Account reports are issued by the qualified custodian. The client will receive confirmations of each transaction in the account from a qualified custodian and an additional statement during any month in which a transaction occurs.

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

### A. Do we get economic benefits from a non-client for providing certain advice to clients

Apart from the arrangements outlined in Item 12 of this brochure ArbusCM does not receive any economic benefits from external sources.

ArbusCM receives an economic benefit from Custodians 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 the Custodians. These products and services, how they benefit us, and the related conflicts of interest are described above in Item 12. The availability to us of a Custodian's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

### B. Do we pay for client referrals

ArbusCM may enter into solicitation agreements pursuant to which it compensates third-party intermediaries for client referrals that result in the provision of investment advisory services by ArbusCM. ArbusCM will disclose these solicitation arrangements to affected investors, and any cash solicitation agreements will comply with Rule 206(4)-3 under the Advisers Act. Solicitors introducing clients to ArbusCM may receive compensation from ArbusCM, such as a retainer, a flat fee per referral and/or a percentage of introduced capital. Such compensation will be paid pursuant to a written agreement with the solicitor and generally may be terminated by either party from time to time. The cost of any such fees will be borne entirely by ArbusCM and not by any affected client.



### **Item 15 – Custody**

Custody, as it applies to investment advisers, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment adviser has the ability to access or control client funds or securities, the investment adviser is deemed to have custody and must ensure proper procedures are implemented.

ArbusCM is deemed to have custody of client funds and securities whenever ArbusCM is given the authority to have fees deducted directly from client accounts or, with prior client authorization, to transmit client funds or securities to client specified third parties, who are unrelated to ArbusCM. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which ArbusCM is deemed to have custody, the firm has established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. These direct custodian statements are the official books and records for the account. For third party transfers, the qualified custodian and ArbusCM will adhere to additional notification and verification requirements. Clients should carefully review their account statements and are urged to compare the statements against reports received from ArbusCM. When clients have questions about their account statements, they should contact ArbusCM or the qualified custodian preparing the statement.

### **Item 16 – Investment Discretion**

For those client accounts where ArbusCM provides ongoing money management or investment advice with ongoing supervision, the client will grant ArbusCM limited power of attorney, or trading authority, over client accounts with respect to securities to be bought and sold and amount of securities to be bought and sold. This limited trading authority, granted through the Investment Advisory Agreement, will be utilized in all cases, in a manner consistent with the client's objectives and following any restrictions or prohibitions provided by the client.

ArbusCM may elect to purchase or sell bonds or equities through other security broker/dealers in order to obtain greater selection or better price for the client, and then have the securities delivered into/out of the client's brokerage account. This practice is conducted through the Custodian's trade away service. This is the only case in which ArbusCM selects a broker/dealer to be used without specific client consent. The

Custodian charges the client a service fee per order entered at an executing broker/dealer by ArbusCM. The service fee will be charged to the client's account.

When selecting securities and determining amounts, ArbusCM observes the investment policies, guidelines, limitations and restrictions of the clients for which it advises. For registered investment companies, ArbusCM's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to ArbusCM in writing by the client.

### **Item 17 – Voting Client Securities**

As a matter of firm policy and practice, ArbusCM does not have any authority to and does not vote proxies on behalf of advisory clients. Clients retain the exclusive right and responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. ArbusCM will immediately forward to the client any proxy solicitations received for the client's evaluation and decision.

ArbusCM may provide advice to clients regarding the clients' voting of proxies.

### **Item 18 – Financial Information**

#### **A. Balance sheet**

We do not require, nor do we solicit, prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we have not included a balance sheet for our most recent fiscal year.

#### **B. Financial conditions reasonably likely to impair advisory firm's ability to meet commitments to clients**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about ArbusCM's financial condition. ArbusCM has no financial condition that impairs its ability to meet contractual and fiduciary commitments to clients.

#### **C. Bankruptcy**

Neither ArbusCM nor its management have been the subject of a bankruptcy proceeding.