

## Item 1 – Cover Page

# FORM ADV PART 2A FIRM BROCHURE NORTH RIDGE WEALTH ADVISORS, INC.

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March 21, 2024

This Brochure provides information about the qualifications and business practices of North Ridge Wealth Advisors, Inc. If you have any questions about the contents of this Brochure, you may contact us by phone at (503) 206-8784 or by e-mail to [brian@nrwadvisors.com](mailto:brian@nrwadvisors.com) to obtain answers and additional information. The information contained in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about North Ridge Wealth Advisors, Inc. is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for North Ridge Wealth Advisors, Inc. is 157516.

Please note that the use of the term “registered investment advisor” and description of our firm and/or our associates as “registered” does not imply a certain level of skill or training. Clients are encouraged to review this Brochure and any Brochure Supplements for more information on the qualifications of our firm and our associated financial professionals.

## Item 2 – Material Changes

This Brochure contains no material changes from our amendment dated May 12, 2023.

We will ensure that all current clients receive a Summary of Material Changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. A Summary of Material Changes is also included with our Brochure on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for North Ridge Wealth Advisors, Inc. is reflected on the cover page of this Brochure. Clients will further be provided with disclosure about material changes effecting our firm or a new Brochure as may become necessary or appropriate at any time in the future, without charge.

Currently, our Brochure may be requested by contacting Brian Lawrence, Compliance Officer of North Ridge Wealth Advisors, Inc. by telephone at (503) 206-8784 or by e-mail to [brian@nrwadvisors.com](mailto:brian@nrwadvisors.com). Our Brochure is provided free of charge.

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## Item 4 – Advisory Business

- A**      **About our Firm.** North Ridge Wealth Advisors, Inc. is an Oregon corporation and independent registered investment advisor firm registered with the SEC since June 24, 2021. Prior to our registration with the SEC, our firm had been registered as an investment advisor with the State of Oregon since its founding in 2011. Our principal owners are Brian J. Lawrence, CFA® and Adam D. Cornwell, CFA®, CFP®. Our offices are located in Beaverton, Oregon.

We provide fee-only financial planning and investment management services that are driven by and tailored to each client's unique financial circumstances and goals. We utilize broadly diversified portfolios and a systematic strategy to manage our clients' investments. We follow strict fiduciary standards, putting our clients' interests before our own and seeking to avoid conflicts of interest with our clients. We are compensated only by the advisory fees paid to us by our clients. We do not receive fees, commissions, or any other form of compensation from any third party.

The information contained in this Brochure describes our investment advisory services, practices, and fees. As used throughout this Brochure, the words "North Ridge," "Advisor," "firm," "we," "our," and "us" refer to North Ridge Wealth Advisors, Inc., and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

Prior to forming an investment advisor-client relationship, we may offer you a complimentary general consultation to discuss the nature of our services and to determine the possibility of an advisory relationship. Investment advisory services begin only after the prospective client and North Ridge formalize their relationship by the execution of a written advisory agreement.

- B, C**      **Our Services.** We help our clients coordinate and prioritize their financial lives with all aspects of their life goals through our offering of investment advisory services that combine ongoing portfolio management with financial planning and consulting advice. These services are custom tailored to each client's stated investment objectives, goals, and needs. We will discuss with the client in detail critically important information such as the client's risk tolerance, time horizon for investments, and projected future needs, to formulate a written investment policy and financial plan. This investment policy and financial plan guide us in objectively and suitably managing the client's account. We meet with clients as needed to review portfolio performance, discuss current issues, and re-assess the client's long- and short-term goals and plans.

We design diversified portfolios for our clients which generally include mutual funds, exchange-traded funds ("ETFs"), exchange-listed equity securities (*e.g.*, stocks) and debt securities (*e.g.*, corporate bonds). We may also recommend certificates of deposit, municipal securities, U.S. government securities, money market funds, and other types of investments, as may be appropriate for the client.

When you engage us for advisory services you will be required to deposit your assets at an independent qualified custodian (the "Custodian"), usually a licensed broker-dealer, banking or savings institution, and grant us limited authority to buy and sell securities within your account on a discretionary basis. This means that our firm and our investment advisor representatives will be authorized to implement trades directly within your account without obtaining your consent prior to each transaction. Unless you direct otherwise, our discretionary authority will also include the authority to hire and fire third party-money managers and/or sub-advisors (collectively, "Independent Managers") to directly manage all or a portion of your account

without your prior approval. In some instances, you may be required to execute a limited power of attorney with the Independent Manager(s) selected by North Ridge, permitting the Independent Manager(s) to directly execute trades within your account. The scope of our authority over your accounts is described in a written advisory agreement you will enter with our firm prior to the commencement of any advisory services.

Where we select Independent Manager(s) for management of your assets, we will continue to act as your primary advisor, determining the initial and ongoing suitability of the selected Independent Manager's investment program, monitoring the Independent Manager's investment performance on an ongoing basis, and keeping the Independent Manager informed of any changes in your financial circumstances or needs. The Independent Manager(s) selected to manage your account will be responsible for all investment research, trading, and reporting functions related to assets we allocate for their direct management. As part of our ongoing monitoring of your Independent Manager relationship(s), we will terminate Independent Managers and/or reallocate your assets between and among Independent Managers as we believe to be in your best interests.

We are objective advisors and we always put your interests first. Our discretionary management of your account will always be conducted in strict accordance with your investment objectives, goals, and needs. You may impose reasonable restrictions on our management of your account, including instructing us not to purchase certain specific securities, industry sectors, and/or asset classes. We will notify you if we are ever unable to honor any of your investment restrictions for any reason.

Following our initial implementation of the desired portfolio of investments, we will continuously monitor your holdings, recommend, and implement changes as needed and appropriate, and provide you with ad hoc financial planning and consulting advice intended to address your ongoing financial affairs and concerns. These additional included services may include advice regarding assets "held away" from the accounts we manage on your behalf (*e.g.*, college savings accounts, employer-sponsored retirement accounts, certain insurance products, etc.) and will be provided to you through a combination of in-person consultations, phone conferences, and/or via electronic means (*e.g.*, e-mail, secure web-portal, etc.). We will typically update your financial plan at least annually, or as otherwise agreed with the client. You will make all ultimate investment decisions with respect to our financial planning and consulting recommendations and be responsible for implementation and ongoing monitoring of any investments held away from the investment accounts over which we are granted discretionary authority.

Integrating investments across all individual retirement accounts, taxable accounts, and employee retirement accounts is crucial to our investment management process. Client input and involvement are equally critical to our financial planning process and the implementation of investment decisions for your accounts. To ensure your ongoing involvement in these processes, we will consult with you periodically (and further, as you may reasonably request) to address the status of your investments and to address any common financial concerns and questions that may arise during our relationship.

### **Schwab Institutional Intelligent Portfolios™**

North Ridge also provides portfolio management services through Institutional Intelligent Portfolios™, an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc. (the "Program" and "SWIA," respectively). Through the Program, we offer clients a range of

investment allocation models we have constructed and manage, each consisting of a portfolio of exchange traded funds (“ETFs”) and a cash allocation. The client’s portfolio is held in a brokerage account opened, with our assistance, by the client at SWIA’s affiliate, Charles Schwab & Co., Inc. (“CS&Co”).

North Ridge is independent of and not owned by, affiliated with, or sponsored or supervised by SWIA, CS&Co or their affiliates (together, “Schwab”). The Program is described in the Schwab Wealth Investment Advisory, Inc. Institutional Intelligent Portfolios™ Disclosure Brochure (the “Program Disclosure Brochure”), which is delivered to clients by Schwab during the online enrollment process.

North Ridge and not Schwab, is the client’s investment advisor and primary point of contact with respect to the Program. We are solely responsible, and Schwab is not responsible, for determining the appropriateness of the investment allocation model for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis. Schwab’s role is limited to delivering the Program Disclosure Brochure to clients and administering the Program so that it operates as described in the Program Disclosure Brochure.

We have contracted with Schwab to provide us with the technology platform and related trading and account management services for the Program. This platform enables us to make the Program available to clients online and includes a system that automates certain key parts of our investment process (the “System”). The System includes an online questionnaire that helps us determine the client’s investment objectives and risk tolerance and select an appropriate investment strategy and portfolio.

Clients should note that we will recommend a portfolio via the System in response to the client’s answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but we then make the final decision and select a portfolio based on all the information we have about the client. The System also includes an automated investment engine through which we manage the client’s portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and so elects).

We do not receive a portion of a wrap fee for our services to clients through the Program. Clients do not pay fees to Schwab in connection with the Program, [but we charge clients a fee for our services as described below under the Fees and Compensation section below.

- D**     **Wrap Fee Programs and Types of Investments.** We do not participate in or sponsor any wrap-fee programs. The types of investments we primarily advise our clients on are described above in this Item 4. However, we may also provide advice regarding investments held in your portfolio at the inception of our advisory relationship and/or other investment types not listed above, at your request.

Please see Item 8 of this brochure for a description of the methods of analysis and investment strategies we typically employ in advising client accounts.

- E**     **Assets Under Management.** We manage \$163,962,204 of client assets on a discretionary basis and \$0 of client assets on a non-discretionary basis. These amounts were calculated as of December 31, 2023.

## Item 5 – Fees and Compensation

- A North Ridge provides investment advisory and financial planning services to its clients. Services may include the analysis of the client's current portfolio, development of an investment policy statement and financial plan, implementation of recommended investments, ongoing monitoring of client portfolios, and periodic updating of the client's financial plan.

**Advisory Fees.** You will be charged an asset-based fee for our advisory services in accordance with the below fee schedule. Fees will be billed quarterly in arrears and cover the costs of all investment management and financial planning and consulting services provided by North Ridge, including advisory fees charged by any recommended Independent Manager(s).

Annual Fee	Market Value of Portfolio Assets
0.90%	\$0 to \$1,000,000
0.80%	\$1,000,000 to \$2,000,000
0.70%	\$2,000,000 to \$3,000,000
0.60%	\$3,000,000 to \$4,000,000
0.50%	\$4,000,000 to \$5,000,000
0.40%	\$5,000,000 to \$6,000,000
0.30%	\$6,000,000 +

North Ridge charges a minimum annual advisory fee of \$12,000. We may, in our sole discretion, reduce or waive this minimum for individual clients. Family members of North Ridge employees and certain legacy clients may pay a lower minimum fee.

Our annual asset-based fees are pro-rated for each quarterly billing cycle and are calculated based upon the average market value of the client's portfolio as determined by the Custodian of the client's account as of the end of the prior quarter. For purposes of calculating our fees, the average market value means the value of all assets in the account including any cash balances, not adjusted by any margin debit. To determine average market value, securities and other instruments traded on a market for which actual transaction prices are publicly reported shall be valued at the last reported sale price on the principal market in which they are traded (or, if there shall be no sales on such date, then at the mean between the closing bid and asked prices on such date). Other readily marketable securities and other instruments shall be priced using a pricing service or through quotations from one or more dealers. All other assets shall be valued at fair value by North Ridge and in accordance with North Ridge's fiduciary duty.

You may make additions or withdrawals from your account at any time; however, you should note that some or all of the investments in your account may be intended as long-term investments and withdrawals of cash and premature liquidations of securities positions may impair the achievement of your investment objectives.

Clients should further note that our asset-based fee schedule is applied on a blended basis.

FEE EXAMPLE: A client with an investment portfolio having an average market value at the

end of the quarterly billing period of \$1,500,000 would be billed  $\frac{1}{4}$  of 0.90% on the first \$1,000,000 and  $\frac{1}{4}$  of 0.80% on the remaining \$500,000 managed by our firm.

NOTE: Should we need to consult with your other financial professionals (*e.g.*, accountants, attorneys, etc.) it is possible they may bill you separately for their time. In addition, the Custodian will charge the applicable transaction fees associated with buying and selling stocks, bonds, ETFs, and mutual funds. Given our low trading frequency, we expect that transaction costs will be nominal in most years.

- B**     **Direct Fee Deduction.** North Ridge's advisory fees are directly deducted from your account held at the Custodian upon your written approval of such arrangement and our periodic submission to the Custodian of a written invoice reflecting the amount of advisory fees to be charged. Your authorization for direct fee deduction is set forth in our written advisory agreement and/or the account opening documents with the Custodian. We will first look to cash balances in your account or to liquidate money market shares to pay our advisory fees. In the event that cash balances or money market shares are not available, other investments may be liquidated to pay our advisory fees then due. We will only liquidate investments held your account for these purposes in line with our fiduciary duty to you. We generally do not offer direct paper or electronic invoicing of our asset-based fees.

The Custodian will send an account statement to you on a monthly basis identifying the amount of funds and each security in your account at the end of the period and setting forth all transactions in the account during the period, including the amount of any advisory fees paid directly to us. *We encourage you to review the Custodian's account statements carefully and promptly upon receipt.* If you believe the advisory fees charged to your account have been miscalculated or if there is any other issue with your account, you should contact us immediately at the phone number listed on the cover page of this Brochure.

- C**     **Additional Fees and Expenses.** Separate and in addition to our advisory fees, clients will also pay brokerage transaction costs, custodial charges, funds transfer fees, and other charges directly to the Custodian in accordance with the Custodian's account opening documentation. Clients are also responsible for the payment of any transfer taxes or other taxes applicable to their account holdings, as well as their proportionate share of any internal management fees, operating expenses, and other costs charged by any mutual funds or ETFs to their shareholders. Please see Item 12 of this Brochure for more information regarding our brokerage practices.

We do not share in any portion of the foregoing additional fees and expenses. To fully understand the total costs you will incur when engaging our services, you should review the prospectus of each mutual fund and/or ETF in which you invest and the contractual arrangement entered with your Custodian.

- D**     **Our Termination Policies.** If North Ridge has provided the client a copy of its Form ADV Part 2 less than forty-eight (48) hours prior to entering into any investment advisory contract, then the client may terminate the investment advisory agreement without penalty within five (5) business days after entering into the contract. Alternatively, investment advisory agreements with our firm may be terminated at any time by either party by providing fifteen (15) days written notice to the other party. Upon termination, the client will be required to pay a pro-rated advisory fee based upon the number of days services were provided during the period. While all billing by our firm is generally in arrears, any compensation paid for services to be rendered beyond the date of termination shall be refunded to the client.



- E      Compensation For Sale of Securities or Insurance Products.** As described above, North Ridge is a fee-only investment advisory firm paid based upon a percentage of the market value of the client's account. No supervised person associated with North Ridge receives or accepts any compensation for the sale of securities, investment products, or insurance products. We believe this method of conducting advisory business best aligns with our ongoing fiduciary duty to our clients.

**Rollover Recommendations**

As part of our investment advisory services to you, we may recommend that you roll assets from your employer's retirement plan, such as a 401(k), 457, or ERISA 403(b) account (collectively, a "Plan Account"), to an individual retirement account, such as a SIMPLE IRA, SEP IRA, Traditional IRA, or Roth IRA (collectively, an "IRA Account") that we will manage on your behalf. We may also recommend rollovers from IRA Accounts to Plan Accounts, from Plan Accounts to Plan Accounts, and from IRA Accounts to IRA Accounts. When we provide any of the foregoing rollover recommendations we are acting as fiduciaries within the meaning of Title I of the ERISA and/or the Internal Revenue Code ("IRC"), as applicable, which are laws governing retirement accounts.

If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the advisory agreement you executed with our firm. This creates a conflict of interest because it creates a financial incentive for our firm to recommend the rollover to you (*i.e.*, receipt of additional fee-based compensation). You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm. Due to the foregoing conflict of interest, when we make rollover recommendations, we operate under a special rule that requires us to act in your best interests and not put our interests ahead of yours.

Under this special rule's provisions, we must:

- 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 interests;
- charge no more than a reasonable fee for our services; and
- give you basic information about conflicts of interest.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of a rollover.

Note that an employee will typically have four options in this situation:

1. leaving the funds in your employer's (former employer's) plan;
2. moving the funds to a new employer's retirement plan;

3. cashing out and taking a taxable distribution from the plan; or
4. rolling the funds into an IRA rollover account.

Each of these options has positives and negatives. Because of that, along with the importance of understanding the differences between these types of accounts, we will provide you with a written explanation of the advantages and disadvantages of both account types and the basis for our belief that the rollover transaction we recommend is in your best interests.

As an alternative to providing you with a rollover recommendation, we may instead take an entirely educational approach in accordance with the U.S. Department of Labor's Interpretive Bulletin 96-1. Under this approach, our role will be limited only to providing you with general educational materials regarding the pros and cons of rollover transactions. We will make no recommendation to you regarding the prospective rollover of your assets and you are advised to speak with your trusted tax and legal advisors with respect to rollover decisions. As part of this educational approach, we may provide you with materials discussing some or all of the following topics: the general pros and cons of rollover transactions; the benefits of retirement plan participation; the impact of pre-retirement withdrawals on retirement income; the investment options available inside your Plan Account; and high level discussion of general investment concepts (*e.g.*, risk versus return, the benefits of diversification and asset allocation, historical returns of certain asset classes, etc.). We may also provide you with questionnaires and/or interactive investment materials that may provide a means for you to independently determine your future retirement income needs and to assess the impact of different asset allocations on your retirement income. You will make the final rollover decision.

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

North Ridge does not charge any performance-based fees for its services nor does it engage in side-by-side management of client accounts. Accordingly, this item is not applicable to our firm.

## Item 7 – Types of Clients

We provide investment advice to individuals, high net worth individuals, businesses, trusts, estates, and charitable organizations. Because each client is unique, they must be willing to be involved in the planning and ongoing processes of our management of their assets. Such involvement does not have to be time consuming, however we want our clients to remain informed and have a sense of security about their investments. North Ridge requires a minimum account size of \$1,000,000 to open or maintain an account. We may, in our sole discretion, reduce or waive this minimum for individual clients.

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

**A** **Our Methods of Analysis and Investment Strategies.** North Ridge believes in a long-term, balanced, and disciplined approach to investing. As such, we build globally diversified portfolios that typically include stocks, bonds, real estate, and cash. These asset classes are typically accessed via mutual funds and ETFs. Investing takes place within the context of the plan that is tailored to each client's unique financial situation and goals. We develop a statement of investment policy with each client, outlining the investment philosophy,

management procedures, long-term goals, risk tolerance, and other factors as they pertain to the client. Numerous studies and statistics have shown that a stable, disciplined investment approach with a long-term perspective yields better long-term results than a rapid trading, market timing approach.

As part of our core investment approach, we purchase on behalf of clients investments including (but not limited to) the following:

- mutual funds;
- ETFs;
- stocks;
- corporate debt securities (*e.g.*, corporate bonds);
- certificates of deposit;
- municipal securities; and
- United States government and agency securities

We primarily research and review securities using traditional *fundamental analysis*. In using fundamental analysis, we attempt to determine the intrinsic value of target securities through a review of, among other things, company specific financial disclosures, the strength and track record of management personnel, industry sector financial health, and at a macro level, the overall direction of the economy at large. We use this information as a basis to determine if such securities are underpriced or overpriced relative to current market prices and then to make a buy or sell recommendation to you.

Relying on this type of analysis leaves open the risk that the price of a security may move along with the overall direction of the market, irrespective of the economic and financial factors which may have indicated that an opposite movement would have been expected. The main sources of information we rely upon when researching and analyzing securities using fundamental analysis include research materials prepared by others, annual reports, corporate rating services, prospectuses, and company press releases.

Rather than focusing on selecting the particular securities or other assets to invest for your account, we may also use *asset allocation* attempt to identify an appropriate ratio of various types of investments (for example, stocks, fixed income, and cash) suitable to your investment goals, time horizon, and risk tolerance. A risk of asset allocation is that you 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 to meet with your investment goals.

We *evaluate and select mutual funds and ETFs* for your account based on several factors which may include, without limitation, (1) the experience and track record of the underlying portfolio manager(s), (2) the performance of the fund over time and through various market conditions; (3) expected market conditions that might impact the underlying holdings of the fund or applicable market sector; and (4) whether and to what extent the underlying holdings of the fund overlap with other assets held in your account. We also monitor the fund in an attempt to determine if it is continuing to follow its stated investment strategy.

A risk of this form of analysis is that, as in all securities investments, past performance does not guarantee future results. A fund manager's past track record of success cannot be relied upon as a predictor of success in the future. In addition, the underlying holdings of the fund are determined by independent fund managers and may change overtime without advance

warning, creating the potential for overlap with other investments held in your account. This increase in the correlation of your holdings will increase the risk of loss where the value of any overlapping holdings should decrease. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund, which could make the holding(s) less suitable for the client's portfolio.

When identifying and selecting Independent Managers, we review their investment experience, investment philosophies, and past performance in an attempt to determine if they have demonstrated an ability to

invest over a period of time and in different economic conditions. Key factors we may consider when evaluating Independent Managers are their investment process and philosophy, risk management methods and procedures, historical performance, investment strategy and style, fees and operating expenses, assets under management and number of clients, and tax-efficiencies. We may utilize various research databases, proprietary models, financial periodicals, prospectuses and filings with the SEC, industry contacts and manager data, among other items, as part of the research process. Monitoring the Independent Manager's underlying holdings, strategies, concentrations, and/or leverage as part of our overall periodic risk assessment typically completes the analysis. As part of the due-diligence process, the Independent Manager's compliance and business enterprise risks may be surveyed and reviewed. We may engage and rely upon a third party to assist in this review and due diligence process.

Methods of analysis such as charting, fundamental, technical, or cyclical analysis may be used by the Independent Managers we recommend to clients. Please refer to the disclosure brochure each Independent Manager selected for your account for more information.

The primary investment strategies used to implement investment advice are as follows:

We primarily take a long-term, passive, "buy and hold" approach to investing client assets. In this type of investment strategy, we suggest the purchase of securities with the idea of holding them in a portfolio for a year or longer. Typically, we employ this strategy when (1) we believe the securities to be currently undervalued, and/or (2) we want the portfolio to have 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 advantage 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 recommendation to sell.

Alternatively, we may suggest a short-term investment approach (*e.g.*, the purchase of securities with the idea of selling them within a relatively short time, typically within a year or less). 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 recommend for purchase. A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

The main sources of information we rely upon when researching and analyzing securities include traditional research materials such as financial newspapers and magazines, annual reports, prospectuses, filings with the SEC, as well as research materials prepared by others, and company press releases. We also subscribe to various professional publications deemed to be

consistent and supportive of our investment philosophy.

- B** We use our best judgment and good faith efforts in rendering services to you. However, we cannot and do no warrant or guarantee any particular level of account performance, or that an account will be profitable over time. Not every investment recommendation we make will be profitable. **Investing in securities involves risk of loss that clients should be prepared to bear.** Clients assume all market risk involved in the investment of account assets. Investments are subject to various market, currency, economic, political and business risks.

Except as may otherwise be provided by law, we are not liable to clients for:

- any loss that clients may suffer by reason of any investment recommendation we made with that degree of care, skill, and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use; or
- any independent act or failure to act by a Custodian of your account(s).

- C** **Summary of Investment Risks.** While all investing involves risks and losses can and will occur, we generally recommend a broad and diversified allocation of securities and other investments intended to reduce the specific risks associated with a concentrated or undiversified portfolio. Nonetheless, you should consider the following high-level summary of investment risks when engaging our services. This list is not intended to be an exhaustive description of all risks you may encounter in engaging our firm for advisory services. **We encourage you to inquire with us frequently about the risks related to any investments in your account.**

**Risk of Loss.** Securities investments are not guaranteed, and you may lose money on your investments. As with any investment manager that invests in common stocks and other equity securities, our investment recommendations are subject to market risk—the possibility that securities prices will decline over short or extended periods of time. As a result, the value of your account(s) will fluctuate with the market, and you could lose money over short or long periods of time. You should recognize whenever you determine to invest in the securities markets your entire investment is at risk. Clients should not invest money if they are unable to bear the risk of total loss of their investments.

**Economic Risk.** The prevailing economic environment is important to the health of all businesses. Some companies, however, are more sensitive to changes in the domestic or global economy than others. These types of companies are often referred to as cyclical businesses. Countries in which a large portion of businesses are in cyclical industries are thus also very economically sensitive and carry a higher amount of economic risk. If an investment is issued by a party located in a country that experiences wide swings from an economic standpoint or in situations where certain elements of an investment instrument hinge on dealings in such countries, the investment instrument will generally be subject to a higher level of economic risk.

**Financial Risk.** Financial risk is represented by internal disruptions within an investment or the issuer of an investment that can lead to unfavorable performance of the investment. Examples of financial risk can be found in cases like Enron or many of the “dot com” companies that were caught up in a period of extraordinary market valuations that were not based on solid financial footings of the companies.

**Market Risk.** The value of your portfolio may decrease if the value of an individual company or multiple companies in the portfolio decreases or if our belief about a company’s intrinsic worth is incorrect. Further, regardless of how well individual companies perform, the value of your

portfolio could also decrease if there are deteriorating economic or market conditions. It is important to understand that the value of your investment may fall, sometimes sharply, in response to changes in the market, and you could lose money. Investment risks include price risk as may be observed by a drop in a security's price due to company specific events (*e.g.*, earnings disappointment or downgrade in the rating of a bond) or general market risk (*e.g.*, such as a "bear" market when stock values fall in general). For fixed-income securities like corporate bonds, a period of rising interest rates could erode the value of a bond since bond values generally fall as bond yields go up. Past performance is not a guarantee of future returns.

Interest Rate Risk. Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest paying investments. In other words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

Independent Manager Risk. An Independent Manager's past track record of success cannot be relied upon as a predictor of success in the future. In addition, the particular holdings of your Independent Manager-managed account(s) are determined exclusively by the Independent Manager directly, and may change overtime without advance warning to us, creating the potential for overlap with other investments held in your account. This increase in the correlation of your holdings will increase the risk of loss where the value of any overlapping holdings should decrease. There is also a risk that an Independent Manager may deviate from the stated investment mandate or strategy of the account, which could make the holding(s) less suitable for the client's portfolio. Our firm does not control any Independent Manager's daily business and compliance operations, and thus our firm may be unaware of any lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Risks Related to Analysis Methods. Our analysis of securities relies in part on the assumption that the issuers whose securities we recommend for purchase and sale, 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.

Securities Transactions at the Direction of Clients. All assets are held at the Custodian in your name, and you will always maintain the concurrent ability to direct transactions within your account. We are not responsible for the consequences of your self-directed investment decisions or the costs and fees they generate within your account.

Interim Changes in Client Risk Tolerance and Financial Outlook. The particular investments recommended by our firm are based solely upon the investment objectives and financial circumstances disclosed to us by the client. While we strive to meet with clients at regular intervals (at least annually, unless otherwise agreed, either in person, telephonically, or by electronic means) to discuss any changes in the client's financial circumstances, the lack of constant and continuous communication presents a risk insofar as your liquidity, net worth, risk tolerance and/or investment goals could change abruptly, with no advance notice to our firm, resulting in a mis-aligned investment portfolio and the potential for losses or other negative financial consequences.

**It is your continuing and exclusive responsibility to give us complete information and to notify us of any changes in your financial circumstances, income level, investment goals or employment status. We encourage you to contact us regularly and promptly to discuss your investment and any changes to your financial circumstances.**

## **Item 9 – Disciplinary Information**

North Ridge is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of our firm or the integrity of our management. No principal or person associated with North Ridge has any information to disclose which is applicable to this Item.

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

Our firm and our related persons are not registered, nor do they have an application pending to register, as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of any of the foregoing.

As described in Item 5, the advisory fees charged by any Independent Manager(s) we recommend to clients are absorbed within the advisory fees you will pay to our firm. This arrangement creates a conflict of interest, insofar as we may have an incentive to recommend Independent Managers that charge reduced fees relative to other similar firms, resulting in our retention of a larger portion of the advisory fees paid. We address this conflict of interest by only recommending Independent Managers when we believe their management of your assets to be in your best interests.

We have no other arrangements or other financial industry affiliations to disclose which would be considered material to our business or to our clients or which would present any material conflicts of interests with clients. We do not receive any additional compensation or benefits, either directly or indirectly, in connection with referrals of our clients to any Independent Managers, attorneys, tax advisors, accountants, or any other third- parties. We will only recommend and refer such third-parties to you when we believe such recommendations to be in your best interests.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transaction & Personal Trading**

**A      Our Code of Ethics.** North Ridge has a Code of Ethics which all employees are required to follow. The Code of Ethics outlines our high standard of business conduct, and fiduciary duty to clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

A copy of the code of ethics is available to any client or prospective client upon request by contacting Brian Lawrence by telephone at (503) 206-8748 or via e-mail to [brian@nrwadvisors.com](mailto:brian@nrwadvisors.com).

**B, C, D** **Material/Proprietary Interests in Securities Recommended to Clients.** We do not own or manage any companies or investments that we advise our clients to buy.

**Participation or Interest in Client Transactions.** North Ridge or individuals associated with our firm may buy and sell some of the same securities for their own accounts that North Ridge buys and sells for its clients. When appropriate, we will purchase or sell securities for clients before purchasing the same for our account or allowing representatives to purchase or sell the same for their own account. In some cases, North Ridge or its representatives may buy or sell securities for their own account for reasons not related to the strategies adopted for our clients. Our employees are required to follow our Code of Ethics when making trades for their own accounts in securities which are recommended to and/or purchased for clients. The Code of Ethics is designed to assure that the personal securities transactions will not interfere with decisions made in the best interest of advisory clients while at the same time, allowing employees to invest their own accounts.

North Ridge will disclose to advisory clients any material conflict of interest relating to us, our representatives, or any of our employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

As any advisory situation could present a conflict of interest, we have established the following restrictions to ensure our fiduciary responsibilities:

1. No supervised person of North Ridge shall buy or sell securities for his or her personal portfolio where the buy or sell decision is substantially derived, in whole or in part, by reason of such person's employment, unless the information is also available to the investing public on reasonable inquiry. No supervised person of North Ridge shall prefer his or her own interest to that of any advisory client.
2. North Ridge maintains a list of all securities holdings for itself and for anyone associated with its advisory practice who has access to advisory recommendations. An appropriate officer of North Ridge reviews these holdings on a regular basis.
3. Any individual not in observance of the above may be subject to termination.

## Item 12 – Brokerage Practices

**A** **Recommendation of Broker-Dealers; Best Execution; Directed Brokerage; and Soft Dollar and Other Benefits.** Our clients' assets are held by independent third-party custodians. The client is not obligated to effect transactions through any broker-dealer recommended by North Ridge. In recommending broker-dealers, North Ridge will comply with its fiduciary duty to seek best execution and with the Securities Exchange Act of 1934 and will take into account such relevant factors as:

- Price;
- The custodian's facilities, reliability and financial responsibility;
- The ability of the custodian to effect transactions, particularly with regard to such aspects as timing, order size and execution of order; and
- Any other factors that we consider to be relevant.

Although clients may request us to execute transactions for their account through any broker-dealer of their choice, we will typically recommend that clients engage the custodial and



brokerage services of unaffiliated broker-dealers Fidelity Institutional, a division of Fidelity Brokerage Services, LLC, 900 Salem Street, Smithfield, Rhode Island 02917 (“Fidelity”), an independent registered broker-dealer firm and Member FINRA/SIPC, or Charles Schwab & Co., Inc., 211 Main Street, San Francisco, California 94105 (“Schwab”), so long as Fidelity and Schwab continue to meet the above criteria. We work primarily with Fidelity and Schwab for administrative convenience and also because Fidelity and Schwab offer a good value to our clients for the transaction costs and other costs incurred. Fidelity and Schwab do not supervise the activities of our firm or our personnel.

Our recommendation of Fidelity or Schwab to clients is not based on any financial arrangement between North Ridge and Fidelity or Schwab. North Ridge does not receive any form of compensation or soft dollars by having Fidelity or Schwab maintain custody of client accounts.

Clients participating in the Schwab Intelligent Portfolios™ Program, will utilize the brokerage services of Schwab offered to independent investment advisers. Schwab Wealth Investment Advisory, Inc. (“SWIA”) provides North Ridge with the technology platform to automate the management of portfolios of ETFs and mutual fund securities, provides sub-advisory services and acts in a discretionary capacity to the client’s account. Any clients that use the Schwab Intelligent Portfolios™ Program or the The Institutional Intelligent Portfolios™ Program platform will receive the SWIA Program Disclosure Brochure (“Program Disclosure Brochure”) from SWIA which includes a more detailed description and additional information.

North Ridge also participates in the Schwab Advisor Services™ program offered to independent investment advisors by Charles Schwab & Company, Inc., (“Schwab”). Schwab Advisor Services™ is Schwab’s business serving independent investment advisory firms like us. They provide our clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. However, certain retail investors may be able to get institutional brokerage services from Schwab without going through us. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us.

Schwab Advisor Services™ that benefit you may include investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Schwab Advisor Services™ that do not benefit you yet do benefit North Ridge may include products and services such as software and technology that assist us in operating our firm, investment research, educational conferences, and consulting on enterprise, compliance, and marketing related needs.

- B** **Trade Aggregation.** North Ridge may aggregate or combine orders for multiple client accounts, so long as it is done for purposes of achieving best execution, and so long as no client is systematically advantaged or disadvantaged. The allocations of a particular security will be determined by North Ridge before the trade is placed with the broker. When practical, client trades in the same security will be bunched in a single order (a “block”) in an effort to obtain best execution at the best security price available. When employing a block trade:

- North Ridge will make reasonable efforts to attempt to fill client orders by day-end.
- If the block order is not filled by day-end, North Ridge will allocate shares executed to underlying accounts on a pro rata basis, adjusted as necessary to keep client transaction costs to a minimum.
- If a block order is filled (full or partial fill) at several prices through multiple trades, an average price and commission will be used for all trades executed;
- All participants receiving securities from the block trade will receive the average price.
- Only trades executed within the block on the single day may be combined for purposes of calculating the average price.

It is expected that this trade aggregation and allocation policy will be applied consistently. However, if application of this policy results in unfair or inequitable treatment to some or all of North Ridge's clients, North Ridge may deviate from this policy.

The trade aggregation and allocation practices of mutual funds, ETFs, and Independent Managers that we may recommend to you are disclosed in their respective prospectuses and disclosure brochures. We encourage you to review those documents carefully to understand the trade aggregation and allocation practices of these third parties.

## Item 13 – Review of Accounts

- A**     **Our Account Review Policy.** Accounts are reviewed by Brian Lawrence and Adam Cornwell, who are both responsible for overseeing all investment advisory activities for the firm. The frequency of reviews is determined based upon the client's investment objectives and needs. However, accounts are generally reviewed quarterly, but in any event, no less than annually.
- B**     **More Frequent Reviews.** More frequent reviews of client accounts may be triggered by a change in a client's investment objectives or financial circumstances; tax considerations; large deposits or withdrawals; large sales or purchases; loss of confidence in corporate management; or, changes in the economic climate.
- C**     **Reporting to Clients.** Investment advisory clients receive standard account statements from the Custodian of their accounts on a monthly basis. North Ridge also provides clients with a written report summarizing the account activity and performance generally quarterly, but in any event, no less than annually.

## Item 14 – Client Referrals and Other Compensation

We compensate Zoe Financial, an unaffiliated SEC registered investment advisor, for prior solicitor services by payment of an ongoing percentage of the asset-based fees we receive from each referred client's account. Clients referred through the Zoe Advisor Network pay fees in accordance with the fee schedule in their North Ridge advisory agreements and do not pay any additional fees or costs due to their referral by Zoe Financial.

All solicitor referral arrangements maintained by North Ridge will be memorialized in a written solicitor's agreement. The agreement will set forth (a) the scope of the solicitor's activities; (b) a covenant that the solicitor will perform its activities consistent with the instructions of the Advisor and in compliance with the Investment Advisers Act of 1940 and similar state rules; and (c) a covenant that the Solicitor will provide the client with a copy of North Ridge's Form ADV Part 2A and a separate written solicitor disclosure.

The separate written solicitor disclosure will be provided to each solicited client and must include the following information:

- The name of the solicitor;
- The nature of the relationship between the solicitor and North Ridge;
- A statement that the solicitor will be compensated by us for the referral;
- The terms of the compensation arrangement including a description of the fees paid or to be paid to the solicitor; and
- The amount the client will be charged in addition to the advisory fee (if any).

At all times, North Ridge will make the determination as to whether to accept or reject any referred client and to determine whether the needs and objectives of the client align with North Ridge's investment strategy and philosophy.

North Ridge receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. In addition, Schwab has also agreed to pay for certain products and services for which we would otherwise have to pay once the value of our clients' assets in accounts at Schwab reaches a certain size. You do not pay more for assets maintained at Schwab as a result of these arrangements. However, we benefit from the arrangement because the cost of these services would otherwise be borne directly by us. You should consider these conflicts of interest when selecting a custodian. The products and services provided by Schwab, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices).

## Item 15 – Custody

Your funds and securities will be held in an account titled in your name and maintained at an independent qualified custodian (typically, Fidelity). Your Custodian will be authorized to execute trades within your account upon our instruction (or the instruction of any Independent Manager(s) we engage for your account), acting within the scope of the discretionary authority you grant us in our written advisory agreement and/or the Custodian's account opening documents. Except for our ability to directly deduct our advisory fees and to disburse or transfer certain client funds pursuant to Standing Letters of Authorization ("SLOAs") executed at the option of the client, we will not maintain custody of any client funds or securities or the authority to obtain possession of them.

Where a client has elected to execute a SLOA, North Ridge follows the guidance and additional safeguards set forth in the SEC's no-action letter to the Investment Adviser Association dated February 21, 2017. A copy of that no-action letter can be viewed at the following link:

<https://www.sec.gov/divisions/investment/noaction/2017/investment-adviser-association-022117-206-4.htm>.

We shall have no liability to you for any loss or other harm to any property in the account resulting from the insolvency of any Custodian or any acts of the agents or employees of any Custodian, whether or not the full amount of such loss is covered by the SIPC or any other insurance which may be carried by such Custodian. Clients understand that SIPC provides only limited protection for the loss of property held by a Custodian.

## **Item 16 – Investment Discretion**

Generally, clients grant North Ridge ongoing and continuous discretionary authority to execute its investment recommendations within the client's accounts in accordance with the client's unique written investment policy (or similar document used to establish each client's objectives and suitability) without obtaining the client's prior approval of each specific transaction. Under this discretionary authority, the client allows North Ridge to purchase and sell securities and instruments in their account(s), arrange for delivery and payment in connection with the foregoing, select, retain and terminate sub-advisors, and act on behalf of the client in all matters necessary or incidental to the handling of the account, including monitoring of certain assets.

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

- A** Without exception, we do not vote proxies on behalf of clients. Additionally, we will not provide advice to clients on how the client should vote.
- B** We do not have or accept authority to vote client securities. Most clients will receive proxies and other solicitations directly from the custodian or transfer agent. If any proxy materials are received on behalf of a client, they will be sent directly to the client or a designated representative of the client, who is responsible to vote the proxy.

## **Item 18 – Financial Information**

- A** North Ridge does not require advisory fees to be paid in advance and under no circumstances will North Ridge collect more than \$1,200.00, more than six months in advance of rendering any services to a client.
- B** Advisors who have discretionary authority over client accounts, custody of client assets, or who require or solicit pre-payment of more than \$1,200.00 in fees per client, six months or more in advance, are required to disclose any financial condition that is reasonably likely to impair their ability to meet contractual commitments to clients. North Ridge maintains discretionary authority over client funds and securities. We have no financial commitments that would impair our ability to meet contractual and fiduciary commitments to our clients.
- C** Neither North Ridge, nor any of the principals, have been the subject of a bankruptcy petition at any time in the past.