

Item 1: Cover Page

Shepherd Financial Partners, LLC

Form ADV Part 2A

Investment Adviser Brochure

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March 2024

This Brochure provides information about the qualifications and business practices of Shepherd Financial Partners, LLC (the “Firm”, “we”, “us”, “our”). If you have any questions about the contents of this Brochure, please contact R. Mark Shepherd, Managing Member, Chief Executive Officer and Chief Compliance Officer, at (781) 756-1804.

Additional information about our Firm is also available on the SEC’s website at www.adviserinfo.sec.gov. 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.

We are a registered investment adviser. Please note that use of the term “registered investment advisor” and a description of the Firm and/or our employees as “registered” does not imply a certain level of skill or training. For more information on the qualifications of the Firm and our employees who advise you, we encourage you to review this Brochure and the Brochure Supplement(s).

Item 2: Summary of Material Changes

Annual Update

In this Item of Shepherd Financial Partners, LLC's (the "Firm", "we", "us", "our") Form ADV 2, the Firm is required to discuss any material changes that have been made to Form ADV since the last Annual Amendment.

Material Changes since the Last Update

- There have been no material changes to the Firm's Brochure since its last Annual Amendment filing dated March 30, 2023.

Full Brochure Available

Shepherd Financial Partners' Form ADV may be requested at any time, without charge by contacting R. Mark Shepherd, Managing Member, Chief Executive Officer and Chief Compliance Officer, at (781) 756-1804.

Additional information about our Firm is also available on the SEC's website at www.adviserinfo.sec.gov. 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.

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Item 4: Advisory Business

Shepherd Financial Partners, LLC (the “Firm”, “we”, “us”, “our”) is a limited liability company formed in the state of Delaware in June 2015. Shepherd Financial Partners became registered as an Investment Adviser Firm in August 2015. The Firm is principally owned by R. Mark Shepherd.

As discussed below, Shepherd Financial Partners offers to its clients (individuals, high net-worth individuals, business entities, trusts, estates and charitable organizations, etc.) investment advisory services, and, to the extent specifically requested by a client, financial planning and related consulting services.

Investment Management Services

Shepherd Financial Partners provides discretionary and advisory services on a wrap or non-wrap *fee* basis. (See discussion below). If a client determines to engage the Firm on a wrap fee basis, the client will pay a single fee for bundled services (i.e., investment management, brokerage, custody). However, if the client determines to engage the Firm on a non-wrap fee basis the client will select individual services on an unbundled basis and pay for each service separately (i.e., investment management, brokerage, custody).

The Firm’s annual investment management fee shall include investment advisory services, and, to the extent specifically requested by the client, financial planning and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of the Firm), the Firm may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

Non-Wrap Fee Basis

Shepherd Financial Partners may provide discretionary investment advisory services on a non-wrap *fee* basis. The Firm’s annual investment advisory fee shall vary (typically up to 1.35% of the total assets placed under the Firm’s management/advisement) and shall be based upon various objective and subjective factors, including, but not limited to, the amount of the assets placed under the Firm’s management, the level and scope of financial planning and consulting services to be rendered, and the complexity of the engagement. See Fee Differential disclosure below.

Shepherd Financial Partners Wrap Program

Shepherd Financial Partners may provide discretionary investment management services on a wrap fee basis in accordance with the Firm’s investment management wrap fee program (the “Program”). The services offered under, and the corresponding terms and conditions pertaining to, the Program are discussed in the Firm’s Form ADV Part 2A Appendix 1 (Wrap Fee Program Brochure), a copy of which is presented to all prospective Program participants. Under the Program, the Firm is able to offer participants discretionary investment management services,

for a single specified annual Program fee, inclusive of trade execution, custody, reporting, account maintenance, investment management fees, and fees charged by independent managers and/or separately managed accounts. However, clients may be responsible for, but not limited to, trustee fees, mutual fund expenses, ETF expenses, mark-ups, mark-downs, transfer taxes, odd lot differentials, exchange fees, interest charges, American Depository Receipt agency processing fees, and any charges, taxes or other fees mandated by any federal, state or other applicable law or otherwise agreed to with regard to client accounts. Such fees are in addition to any fees paid by the client to the Firm and are between the client and the account custodian. The current annual Program fee shall vary (up to 1.50% of the total assets placed under the Firm's management/advisement) and shall be based upon various objective and subjective factors, including, but not limited to, the amount of the assets placed under the Firm's management, the level and scope of financial planning and consulting services to be rendered, and the complexity of the engagement. See Fee Differential disclosure below.

The terms and conditions for client participation in the Program are set forth in detail in the Wrap Fee Program Brochure, which is presented to all prospective Program participants in accordance with the disclosure requirements. All prospective Program participants should read both Shepherd Financial Partners' Brochure and Wrap Fee Program Brochure, and ask any corresponding questions that they may have, prior to participation in the Program. LPL Financial ("LPL") shall serve as the custodian for Program accounts.

As indicated in the Wrap Fee Program Brochure, participation in the Program may cost more or less than purchasing such services separately. If the client were to engage Shepherd Financial Partners on a non-wrap fee basis, the client would select individual services on an unbundled basis, paying for each service separately (i.e., asset management, brokerage, and custody). When managing a client's account on a wrap fee basis, the Firm shall receive as payment for its asset management services, the balance of the wrap fee after all other costs (including account transaction fees) incorporated into the wrap fee have been deducted. As also indicated in the Wrap Fee Program Brochure, the Program fee charged by the Firm for participation in the Program may be higher or lower than those charged by other sponsors of comparable wrap fee programs.

Financial Planning and Consulting Services (Stand-Alone)

Shepherd Financial Partners provides financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. Prior to engaging the Firm to provide planning or consulting services, clients are generally required to enter into a Financial Planning and Consulting Agreement with the Firm setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to the Firm commencing services.

If requested by the client, the Firm may recommend the services of other professionals for implementation purposes, including certain of the Firm's representatives in their individual capacities as Registered Representatives of LPL Financial ("LPL"), in their capacities as licensed

insurance agents. The client is under no obligation to engage the services of any such recommended professionals. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Firm.

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

It remains the client's responsibility to promptly notify the Firm if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Firm's previous recommendations and/or services.

Retirement Consulting

Shepherd Financial Partners provides non-discretionary pension consulting services, pursuant to which it assists sponsors of self-directed retirement plans with the selection and/or monitoring of investment alternatives (generally open-end mutual funds) from which plan participants shall choose in self-directing the investments for their individual plan retirement accounts. In addition, to the extent requested by the plan sponsor, the Firm shall also provide participant education designed to assist participants in identifying the appropriate investment strategy for their retirement plan accounts. The terms and conditions of the engagement shall generally be set forth in a Retirement Plan Consulting Agreement between the Firm and the plan sponsor.

Miscellaneous

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services.

As indicated above, to the extent requested by the client, Shepherd Financial Partners may provide financial planning and related consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. The Firm does not serve as a law firm or accounting firm, and no portion of its services should be construed as legal or accounting services. Accordingly, the Firm does not prepare estate planning documents or tax returns. To the extent requested by a client, the Firm may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance agents, etc.), including representatives of the Firm in their separate individual capacities as Registered Representatives of LPL or licensed insurance agents. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Firm and/or its representatives.

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

for the quality and competency of the services provided.

The recommendation by the Firm's representative that a client purchase a securities or insurance commission product through the Firm's representative in their separate and individual capacity as a Registered Representative of LPL and/or as an insurance agent, presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend investment or insurance products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any securities or insurance commission products through such a Registered Representative. Clients are reminded that they may purchase securities and insurance products recommended by the Firm through other, non-affiliated broker-dealers and/or insurance agents.

Fee Differentials

As discussed above, Shepherd Financial Partners shall price its services based upon various objective and subjective factors. As a result, the Firm's clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall financial planning and/or consulting services to be rendered. The services to be provided by the Firm to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Retirement Plan Rollovers – No Obligation / Conflict of Interest

A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If the Firm recommends that a client roll over their retirement plan assets into an account to be managed by Firm, such a recommendation creates a conflict of interest if the Firm will earn new (or increase its current) compensation as a result of the rollover. If the Firm provides a recommendation as to whether a client should engage in a rollover or not, the Firm is acting as a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. No client is under any obligation to roll over retirement plan assets to an account managed by the Firm.

Use of Mutual Funds

Most mutual funds are available directly to the public. Therefore, a client or prospective client can obtain many of the mutual funds that may be recommended and/or utilized by the Firm independent of engaging the Firm as an investment advisor. However, if a client or prospective client determines to do so, they will not receive the benefit of the Firm's initial and ongoing investment advisory services.

Private Investment Funds

The Firm may provide investment advice regarding unaffiliated private investment funds. The

Firm's role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become a private fund investor, the amount of assets invested in the fund(s) shall be included as part of "assets under management" for purposes of the Firm calculating its investment advisory fee. The Firm's clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).

Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund and acknowledges and accepts the various risk factors that are associated with such an investment.

Valuation

If Shepherd Financial Partners bills an investment advisory fee based upon the value of private investment funds or otherwise references private investment funds owned by the client on any supplemental account reports prepared by Shepherd Financial Partners, the value for all private investment funds owned by the client will reflect the most recent valuation provided by the fund sponsor. The current value of any private investment fund could be significantly more or less than the original purchase price or the price reflected in any supplemental account report.

Socially Responsible Investing Limitations

Socially Responsible Investing involves the incorporation of Environmental, Social and Governance ("ESG") considerations into the investment due diligence process. ESG investing incorporates a set of criteria/factors used in evaluating potential investments: Environmental (i.e., considers how a company safeguards the environment); Social (i.e., the manner in which a company manages relationships with its employees, customers, and the communities in which it operates); and Governance (i.e., company management considerations). The number of companies that meet an acceptable ESG mandate can be limited when compared to those that do not, and could underperform broad market indices. Investors must accept these limitations, including potential for underperformance. Correspondingly, the number of ESG mutual funds and exchange-traded funds are limited when compared to those that do not maintain such a mandate. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by the Firm), there can be no assurance that investment in ESG securities or funds will be profitable or prove successful. The Firm generally relies on the assessments undertaken by the unaffiliated mutual fund, exchange traded fund or separate account portfolio manager to determine that the fund's or portfolio's underlying company securities meet a socially responsible mandate.

Independent Managers

The Firm may allocate (and/or recommend that the client allocate a portion of a client's

investment assets among unaffiliated independent investment managers ("Independent Manager(s)") in accordance with the client's designated investment objective(s). In such situations, the Independent Manager(s) will have day-to-day responsibility for the active discretionary management of the allocated assets. The Firm will continue to render investment supervisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. The Firm generally considers the following factors when recommending Independent Manager(s): the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fee charged by the Independent Manager(s) is separate from, and in addition to, the Firm's advisory fee as set forth in Item 5.

Cash Balances

Some of your assets may be held as cash and remain uninvested. Holding a portion of your assets in cash and cash alternatives, i.e., money market fund shares, may be based on your desire to have an allocation to cash as an asset class, to support a phased market entrance strategy, to facilitate transaction execution, to have available funds for withdrawal needs or to pay fees or to provide for asset protection during periods of volatile market conditions. Your cash and cash equivalents will be subject to our investment advisory fees unless otherwise agreed upon. You may experience negative performance on the cash portion of your portfolio if the investment advisory fees charged are higher than the returns you receive from your cash.

Inverse/Enhanced Market Strategies

The Firm may utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be no assurance that any such strategy will prove profitable or successful. To the contrary, such funds and/or strategy(ies) can suffer substantial losses. In light of these enhanced risks/rewards, a client may direct the Firm, in writing, not to employ any or all such strategies for their accounts.

Interval Funds

Where appropriate, we may utilize interval funds (and other types of securities that could pose additional risks, including lack of liquidity and restrictions on withdrawals). An interval fund is a non-traditional type of closed-end mutual fund that periodically offers to buy back a percentage of outstanding shares from shareholders. Investments in an interval fund involve additional risk, including lack of liquidity and restrictions on withdrawals.

During any time periods outside of the specified repurchase offer window(s), investors will be unable to sell their shares of the interval fund. There is no assurance that an investor will be able to tender shares when or in the amount desired. There can also be situations where an interval fund has a limited amount of capacity to repurchase shares and may not be able to

fulfill all purchase orders. In addition, the eventual sale price for the interval fund could be less than the interval fund value on the date that the sale was requested.

While an interval fund periodically offers to repurchase a portion of its securities, there is no guarantee that investors may sell their shares at any given time or in the desired amount. As interval funds can expose investors to liquidity risk, investors should consider interval fund shares to be an illiquid investment. Typically, the interval funds are not listed on any securities exchange and are not publicly traded. Therefore, there is no secondary market for the fund's shares.

Because these types of investments involve certain additional risk, these funds will only be utilized when consistent with a client's investment objectives, individual situation, suitability, tolerance for risk and liquidity needs. Investment should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some, or all, of the investment. There can be no assurance that an interval fund investment will prove profitable or successful. In light of these enhanced risks, a client may direct the Firm, in writing, not to purchase interval funds for the client's account.

Client Obligations

In performing its services, the Firm shall not be required to verify any information received from the client or from the client's other professionals and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify the Firm if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising the Firm's previous recommendations and/or services.

Cybersecurity Risk

The information technology systems and networks that the Firm and its third-party service providers use to provide services to the Firm's clients employ various controls, which are designed to prevent cybersecurity incidents stemming from intentional or unintentional actions that could cause significant interruptions in the Firm's operations and result in the unauthorized acquisition or use of clients' confidential or non-public personal information. Clients and the Firm are nonetheless subject to the risk of cybersecurity incidents that could ultimately cause them to incur losses, including for example: financial losses, cost and reputational damage to respond to regulatory obligations, other costs associated with corrective measures, and loss from damage or interruption to systems. Although the Firm has established procedures to reduce the risk of cybersecurity incidents, there is no guarantee that these efforts will always be successful, especially considering the Firm does not directly control the cybersecurity measures and policies employed by third-party service providers. Clients could incur similar adverse consequences resulting from cybersecurity incidents that more directly affect issuers of securities in which those clients invest, broker-dealers, qualified custodians, governmental and other regulatory authorities, exchange and other financial market operators, or other financial institutions.

Disclosure Statement

A copy of the Firm's written Brochure and Client Relationship Summary, as set forth on Part 2A of Form ADV and Form CRS respectively, shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement or Financial Planning and Consulting Agreement*.

The Firm shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, the Firm shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on the Firm's services.

There is no significant difference between how the Firm manages wrap fee accounts and non-wrap fee accounts. However, as stated above, if a client determines to engage the Firm on a wrap fee basis the client will pay a single fee for bundled services (i.e., asset management, brokerage, custody) (See Item 4.B). The services included in a wrap fee agreement will depend upon each client's particular need.

When managing a client's account on a wrap fee basis, the Firm shall receive as payment for its asset management services, the balance of the wrap fee after all other costs (including account transaction fees) incorporated into the wrap fee have been deducted.

Conflict of Interest

Because Program transaction fees and/or commissions are being paid by the Firm to the account custodian/broker-dealer, the Firm could have an economic incentive to maximize its compensation by seeking to minimize the number of trades in the client's account.

Fiduciary Statement

We are fiduciaries under the Investment Advisers Act of 1940 and when we provide investment advice to you regarding your retirement plan account or individual retirement account, we are also fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act, ("ERISA") and/or the Internal Revenue Code, ("IRC"), as applicable, which are laws governing retirement accounts.

Assets Under Management

As of December 31, 2023, Shepherd Financial Partners had \$975,440,323 in assets under management; managed on a discretionary basis.

Item 5: Fees and Compensation

Investment Management Services

Shepherd Financial Partners provides discretionary investment advisory services on a wrap or non-wrap *fee* basis. If a client determines to engage the Firm on a wrap fee basis, the client will pay a single fee for bundled services (i.e., investment management, brokerage, custody). However, if the client determines to engage the Firm on a non-wrap fee basis the client will select individual services on an unbundled basis, paying for each service separately (i.e., investment management, brokerage, custody).

Non-Wrap Fee Basis

If Shepherd Financial Partners provides discretionary investment advisory services on a non-wrap *fee* basis, the Firm's annual investment advisory fee shall vary (typically up to 1.35% of the total assets placed under the Firm's management/advisement) and shall be based upon various objective and subjective factors, including, but not limited to, the amount of the assets placed under the Firm's management, the level and scope of financial planning and consulting services to be rendered, and the complexity of the engagement.

Shepherd Financial Partners Wrap Program

Shepherd Financial Partners provides investment management services on a wrap fee basis in accordance with the Firm's investment management wrap fee program (the "Program"). Under the Program, the Firm is able to offer participants discretionary investment management services, for a single specified annual Program fee, inclusive of trade execution, custody, reporting, account maintenance, investment management fees and fees charged by independent managers and/or separately managed accounts. The current annual Program fee shall vary (up to 1.50% of the total assets placed under the Firm's management/advisement) and shall be based upon various objective and subjective factors, including, but not limited to, the amount of the assets placed under the Firm's management, the level and scope of financial planning and consulting services to be rendered, and the complexity of the engagement.

The Wrap Fee Program Brochure is presented to all prospective Program participants in accordance with the disclosure requirements of Part 2A Appendix 1 of Form ADV. All prospective Program participants should read both Shepherd Financials Brochure and the Wrap Fee Program Brochure, and ask any corresponding questions that they may have, prior to choosing to participate in the Program.

LPL shall serve as the custodian for Program accounts.

Under an asset-based pricing arrangement, the amount paid to the custodian for account commission/transaction fees is based upon a percentage (%) of the market value of the client's account (generally, the greater the market value, the lower the%). This differs from transaction-based pricing, which assesses a separate commission/transaction fee against the client's account for each account transaction. When engaged on a wrap fee basis, the Firm shall be

responsible for paying the asset-based pricing fee to the custodian. Clients who engage the Firm on a non-wrap fee basis shall be responsible for paying the asset-based pricing fee to the custodian.

Financial Planning and Consulting Services (Stand-Alone)

Shepherd Financial Partners provides financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone separate fee basis. The Firm's planning and consulting fees are negotiable, but generally range from \$2,000 to \$250,000 on a fixed fee basis, and from \$75 to \$500 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

Clients may elect to have the Firm's advisory fees deducted from their custodial account. Both the Firm's *Investment Advisory Agreement* and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of the Firm's investment advisory fee and to directly remit that management fee to the Firm in compliance with regulatory procedures. In the limited event that the Firm bills the client directly, payment is due upon receipt of the Firm's invoice. The Firm shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter, prorating and adjusting for inflows and outflows during the billing period.

As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Firm shall generally recommend that LPL Financial ("*LPL*") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *LPL* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to the Firm's investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses).

Asset Based Pricing Limitations

The Firm may recommend that its clients enter into an asset-based pricing agreement with the account custodian. Under an asset-based pricing arrangement, the amount that the client will pay the custodian for account commission/transaction fees is based upon a percentage (%) of the market value of the client's account (generally, the greater the market value, the lower the %). This differs from transaction-based pricing, which assesses a separate commission/transaction fee against the client's account for each account transaction. Account investment decisions are driven by security selection and anticipated market conditions and not the amount of transaction fees payable by the client to the account custodian. The Firm does not receive any portion of the asset-based transaction fees payable by the client to the account custodian. The Firm continues to believe that its clients may benefit from an asset-based pricing arrangement. The client can request at any time to switch from asset-based pricing to transaction-based pricing, however, there can be no assurance that the volume of transactions

will be consistent from year-to-year given changes in market events and security selection. Therefore, given the variances in trading volume, any decision by the client to switch to transaction-based pricing could prove to be economically disadvantageous.

The Firm's annual investment advisory fee shall be prorated and paid quarterly, in advance, based on market value of the assets under management on the last business day of the previous quarter.

The *Investment Advisory Agreement* between the Firm and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, the Firm shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

Securities Commission Transactions

In the event that the client desires, the client can engage the Firm's representatives, in their individual capacities, as Registered Representatives of *LPL Financial ("LPL")*, a FINRA member broker-dealer, to implement investment recommendations on a commission basis. In the event the client chooses to purchase investment products through *LPL*, *LPL* will charge brokerage commissions to effect securities transactions, a portion of which commissions *LPL* shall pay to the Firm's Registered Representatives, as applicable. The brokerage commissions charged by *LPL* may be higher or lower than those charged by other broker-dealers. In addition, *LPL*, relative to commission mutual fund purchases, may also receive additional ongoing 12b-1 trailing commission compensation directly from the mutual fund company during the period that the client maintains the mutual fund investment.

Conflict of Interest. The recommendation that a client purchase a commission product from *LPL* presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from the Firm's Registered Representatives. Shepherd Financial Partners' Managing Member, Chief Executive Officer and Chief Compliance Officer, R. Mark Shepherd, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

Clients may purchase investment products recommended by the Firm through other, non-affiliated broker dealers or agents.

The Firm does not receive more than 50% of its revenue from advisory clients as a result of commissions or other compensation for the sale of investment products the Firm recommends to its clients.

When Firm's Registered Representatives sell an investment product on a commission basis, the Firm does not charge an advisory fee in addition to the commissions paid by the client for such

product. When providing services on an advisory fee basis, the Firm's Investment Adviser Representatives do not also receive commission compensation for such advisory services. However, a client may engage the Firm to provide investment management services on an advisory fee basis and separate from such advisory services purchase an investment product from Firm's Registered Representatives on a separate commission basis.

General Information on Compensation and Other Fees

In certain circumstances, fees, account minimums and payment terms are negotiable depending on client's unique situation – such as the size of the aggregate related party portfolio size, family holdings, low-cost basis securities, or certain passively advised investments and pre-existing relationships with clients. Certain clients may pay more or less than others depending on the amount of assets, type of portfolio, or the time involved, the degree of responsibility assumed, complexity of the engagement, special skills needed to solve problems, the application of experience and knowledge of the client's situation.

Unless Shepherd Financial Partners has been engaged on a wrap-fee basis, Shepherd Financial Partners' 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 investment and other third parties such as fees charged by managers, 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. All clients who maintain mutual funds or exchange traded funds in their portfolio shall incur charges at the fund level. All such fees are disclosed in a fund's prospectus.

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

All fees paid to the Firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and variable annuity sub-accounts to their shareholders. These fees and expenses are described in each fund's or sub account's prospectus. These fees will generally include a management fee, other expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

The LPL Insured Cash Account Program (LPL /CA Program) is an FDIC-insured, interest bearing, automated cash sweep program. Every business day, uninvested cash is automatically transferred to the LPL /CA Program, so that your cash earns interest without incurring transaction charges. When the cash is needed to cover a debit, it is automatically transferred back to the account to fund the transaction.

Please note that:

- The fees LPL Financial receives from the banks participating in the LPL /CA Program are based upon the level of the Firm's client assets in the /CA Program;

- The fee charged by LPL may be higher than the interest rate you receive on their funds deposited in the /CA Program; and
- Participation in the /CA Program may result in lower returns, due to LPL's fee, when compared to other bank deposit or money market investments.

Item 6: Performance-Based Fees and Side-by-Side Management

Neither Shepherd Financial Partners nor any supervised person of the Firm accepts performance-based fees.

Item 7: Types of Clients

Shepherd Financial Partners' clients shall generally include individuals, high net-worth individuals, business entities, pension and profit-sharing plans, trusts, estates, and charitable organizations. The Firm, in its sole discretion, may charge a lesser investment management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

The Firm may utilize the following methods of security analysis:

- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
- Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)
- Quantitative – (analysis performed on momentum indicators such as earnings revisions changes in macro-economic factors, etc.)

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

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Options (contract for the purchase or sale of a security at a predetermined price during a specific period of time)

Investment Risk

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Firm) will be profitable or equal any specific performance level(s). Investing in securities involves risk of loss that clients should be prepared to bear.

The Firm's methods of analysis and investment strategies do not present any significant or unusual risks.

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

The Firm's primary investment strategies - Long Term Purchases and Short-Term Purchases - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a

longer-term investment strategy.

In addition to the fundamental investment strategies discussed above, the Firm may also utilize certain options transactions.

Covered Call Writing

Covered call writing is the sale of in-, at-, or out-of- the money call option against a long security position held in a client portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value.

Income is received from the proceeds of the option sale. Such income may be reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with little price volatility.

Components of Investment Portfolios: The Firm may utilize a diverse set of asset classes to gain exposure. These are generally liquid investments, which are traded in the public markets, and include cash, bonds, stock, real estate funds, industry sector funds and commodity funds. Bond market participation is generally through bond market mutual funds but could also be through bond ETFs and individual bonds. Stock investment vehicles may include: ETFs, index mutual funds, actively managed mutual funds, and publicly traded individual stocks. Real estate vehicles include US and foreign REITs, and real estate mutual funds. Commodity vehicles may include: commodity mutual funds, commodity index funds, and exchange traded notes.

Borrowing Against Assets/Risks

A client who has a need to borrow money could determine to do so by using:

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

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

to determine to utilize margin or a pledged assets loan, the following economic benefits would inure to the Firm:

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

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

Risk of Loss

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

All investments involve the risk of loss, including (among other things) loss of principal, a reduction in earnings (including interest, dividends, and other distributions), and the loss of future earnings. Although we manage assets in a manner consistent with your investment objectives and risk tolerance, there can be no guarantee that our efforts will be successful. You should be prepared to bear the following risks of loss:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk 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 next year will not buy as much as a dollar today, 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 process, before they can 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, while real estate properties (i.e., Non-traded REITs and other alternative investments) are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Cybersecurity Risk:** A breach in cyber security refers to both intentional and unintentional events that may cause an account to lose proprietary information, suffer data corruption, or lose operational capacity. This in turn could cause an account to incur regulatory penalties, reputational damage, and additional compliance costs associated with corrective measures, and/or financial loss.
- **Custodial Risk:** This risk is the probability that a party to a transaction will be unable or unwilling to fulfill its contractual obligations either due to technological errors, control failures, malfeasance, or potential regulatory liabilities.

Item 9: Disciplinary Information

Neither Shepherd Financial Partners nor any of its Management Persons have been the subject of a disciplinary action.

Item 10: Other Financial Industry Activities and Affiliations

Neither Shepherd Financial Partners, nor its representatives, are registered or have an application pending to register, as a broker-dealer, futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.

Broker-Dealer Registered Representatives

Certain of the Firm's representatives are Registered Representatives of *LPL*, a FINRA member broker-dealer. Clients can choose to engage the Firm's representatives, in their individual capacities, to effect securities brokerage transactions on a commission basis.

Licensed Insurance Agents

Certain of the Firm's representatives are, in their separate individual capacities, licensed insurance agents. As discussed above, clients can choose to engage these representatives, in their individual capacities to affect the purchase of insurance products on a commission basis.

Conflict of Interest: The recommendation by the Firm or its representatives that a client purchase a securities or insurance commission product through one of its representatives in their individual capacities as either a registered representative of a broker-dealer or as an insurance agent presents a conflict of interest. No client is under any obligation to engage the services of our representatives in their individual capacities as registered representatives of a broker-dealer or as licensed insurance agents. Furthermore, clients are reminded that they may purchase securities or insurance commission products recommended by the Firm through other, non-affiliated insurance agents.

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

Shepherd Financial Partners' Supervised Persons must comply with a Code of Ethics (the Code) and Statement for Insider Trading. The Firm's Code serves to establish a standard of business conduct for all of Firm's Supervised Persons that is based upon fundamental principles of openness, integrity, honesty and trust.

The Code's key provisions include:

- Statement of General Principles
- Policy on and reporting of Personal Securities Transactions
- A prohibition on Insider Trading
- Restrictions on the acceptance of significant gifts
- Procedures to detect and deter misconduct and violations
- Requirement to maintain confidentiality of client information

The Firm's Supervised Persons must acknowledge the terms of the Code at least annually. Any individual not in compliance with the Code may be subject to termination.

Clients and prospective clients may obtain a copy of the Firm's Code upon request.

Neither the Firm nor any related person of Firm recommends, buys, or sells for client accounts, securities in which the Firm or any related person of the Firm has a material financial interest.

The Firm and/or Supervised Persons of the Firm *may* buy or sell securities that are also recommended to clients. This practice may create a situation where the Firm and/or Supervised Persons of the Firm are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Firm did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Firm's clients) and other potentially abusive practices.

The Firm has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Firm's "Access Persons". The Firm's securities transaction policy requires that an Access Person of the Firm must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Each quarter, Access Persons shall provide a summary of their personal transactions to the Chief Compliance Officer or his/her

designee. Each Access Person must also provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Firm selects.

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

It is the Firm's policy that it will not affect any principal or agency cross securities transactions for client accounts. The Firm will also not cross trades between client accounts.

Item 12: Brokerage Practices

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

Factors that the Firm considers in recommending *LPL* (or any other broker-dealer/custodian to clients) include historical relationship with the Firm, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by the Firm's clients shall comply with the Firm's duty to seek best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where the Firm determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although the Firm will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, the Firm's investment management fee. The Firm's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Certain of the Firm's associated persons are also, in their individual capacities, Registered Representatives of *LPL*. As a result of this relationship, *LPL* may have access to certain confidential information (e.g., financial information, investment objectives, transactions, and holdings) about Firm's clients, even if the client does not establish any account through *LPL*. Any client may contact Shepherd Financial Partners' Managing Member, Chief Executive Officer and Chief Compliance Officer, R. Mark Shepherd at (781) 756-1804 to request a copy of *LPL*'s privacy policy.

Research and Soft Dollar Benefits

Shepherd Financial Partners does not receive formal soft dollar benefits other than execution from broker/dealers in connection with client securities transactions. See disclosure below in "Other Economic Benefits".

There is no corresponding commitment made by the Firm to *LPL* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or

other investment products.

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, the Firm may receive from *LPL* (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, unaffiliated product/fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist the Firm to better monitor and service client accounts maintained at such institutions. Included within the Firm support services that may be obtained by the Firm may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by the Firm in furtherance of its investment advisory business operations.

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

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

Other Economic Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Firm may receive from *LPL* (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, unaffiliated product/fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist the Firm to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the Firm may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Firm in furtherance of its investment advisory business operations.

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

The Firm has received, and expects to continue to receive, certain economic benefits from *LPL*.

Specifically, the benefits include a \$9,000 annual credit towards the Firm's compliance services and costs. This credit represents the agreed upon value of the compliance services that *LPL* previously provided to the Firm, but which are no longer offered by *LPL*. The benefit is paid pursuant to a written agreement executed between Firm and *LPL*.

Other third-party service providers may provide non-cash benefits to Shepherd Financial Partners and/or its employees from time to time. These economic benefits may include, but are not limited to, waivers or reductions of conference registration fees, meals, entertainment, and promotional premium items that have nominal value. Shepherd Financial Partners believes these economic benefits do not, either individually or collectively, impair Shepherd Financial Partners' independence. Prior to the acceptance of any consideration, employees must obtain authorization and approval from R. Mark Shepherd, Managing Member, Chief Executive Officer and Chief Compliance Officer.

The Firm does not receive referrals from broker-dealers.

The Firm does not generally accept directed brokerage arrangements (when a client requires that account transactions be affected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and the Firm will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by the Firm. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

In the event that the client directs the Firm to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through the Firm. Higher transaction costs adversely impact account performance.

Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

To the extent that the Firm provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless the Firm decides to purchase or sell the same securities for several clients at approximately the same time. The Firm may (but is not obligated to) combine or "bunch" such orders to seek best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The Firm shall not receive any

additional compensation or remuneration as a result of such aggregation.

The Firm's allocation procedure seeks to be fair and equitable to all clients with no particular group or client(s) being favored or disfavored over any other clients.

Accounts for the Firm or its employees may be included in a block trade with client accounts.

Item 13: Review of Accounts

For those clients to whom Shepherd Financial Partners provides investment supervisory services, account reviews are conducted on a periodic basis by each client's Investment Adviser Representative, at least annually. The Investment Committee regularly reviews the models. All investment supervisory clients are advised that it remains their responsibility to advise the Firm of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues (to the extent applicable), investment objectives and account performance with the Firm on an annual basis.

The Firm may also conduct account reviews based upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.

Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Firm may also provide a written periodic report summarizing account activity and performance.

Item 14: Client Referrals and Other Compensation

As referenced in Item 12 above, Shepherd Financial Partners may receive economic benefits from *LPL*. The Firm, without cost (and/or at a discount), may receive support services and/or products from *LPL*.

The Firm's clients do not pay more for investment transactions effected and/or assets maintained at *LPL* as a result of these arrangements. There is no corresponding commitment made by the Firm to *LPL* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

Neither the Firm nor any related person of the Firm directly or indirectly compensates any person for client referrals.

Item 15: Custody

Shepherd Financial Partners shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts.

Clients may provide the Firm with written ongoing authorization to move money between the client's accounts held with the qualified custodian directly to an outside financial institution (i.e., a client's bank account). A copy of this authorization is provided to the qualified custodian. The authorization includes the client's account number(s) at the outside financial institution(s) as required.

Clients may also provide the Firm with a standing letter of authorization (or similar asset transfer authorization) which allows the Firm to disburse funds on behalf of clients to third parties. The Firm is relying on the SEC's 2017 no-action letter as exemption from the surprise exam requirement.

To the extent that the Firm provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Firm with the account statements received from the account custodian.

The account custodian does not verify the accuracy of the Firm's advisory fee calculation.

Item 16: Investment Discretion

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

Clients who engage the Firm on a discretionary basis may, at any time, impose restrictions, in writing, on the Firm's discretionary authority (i.e., limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Firm's use of margin, etc.).

If the Firm has not been given discretionary authority, the Firm consults with the client prior to each trade.

Item 17: Voting Client Securities

Shepherd Financial Partners does not vote client proxies nor make any express or implied recommendation with respect to voting proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.

Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact the Firm to discuss any questions they may have with a particular solicitation.

Item 18: Financial Information

Shepherd Financial Partners does not solicit fees of more than \$1,200, per client, six months or more in advance.

The Firm is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.

The Firm has not been the subject of a bankruptcy petition.

Shepherd Financial Partners' Managing Member, Chief Executive Officer and Chief Compliance Officer, R. Mark Shepherd, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.