

## **Cover Page**

**Grove Point Advisors, LLC**  
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**(301) 944-5900**  
<https://atriawealth.com/grovepoint/>

## **Part 2A for Form ADV Disclosure Brochure**

**March 28, 2024**

This Brochure provides information about the qualifications and business practices of Grove Point Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at (301) 944-5900 or via email at [compliance@grovepointfinancial.com](mailto:compliance@grovepointfinancial.com). For additional information about Grove Point Advisors, LLC, visit our website at <https://atriawealth.com/grovepoint/>. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Grove Point Advisors, LLC is a Registered Investment Adviser (RIA) with the SEC. "Registration" or being "registered" with the SEC does not imply a certain level of skill or training.

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

## **Material Changes**

Material changes were made to the Grove Point Advisors, LLC Form ADV 2A Brochure dated March 2023. They include:

- Grove Point Financial, LLC is now wholly owned by AWS 10, Inc., a Delaware corporation, which is wholly owned by Atria Wealth Solutions, Inc., a Delaware corporation, which is in turn wholly owned by Atria Wealth Solutions Holdings LLC, a Delaware limited liability company, which is privately owned.
- Grove Point Advisors, LLC is no longer affiliated with Kestra Financial Holdings, LLC or its affiliated companies.
- Under Other Financial Industry Activities and Affiliations, several affiliates were removed.
- Updated to state that for new accounts, the initial account minimum can be waived at Grove Point Advisors' discretion, considering various factors.
- Any investment or investment strategy involves risk of loss you should be prepared to bear. We updated to include numerous new examples of the risks you could face.
- Replaced the section "Payments from Strategic Partners" with "Indirect Compensation and Revenue Sharing".
- Updated the maximum allowable fee/fee ranges for new Financial Planning Services.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Form ADV 2A Brochures within 120 days of the close of our business fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will provide you with a new Form ADV 2A Brochure as necessary based on material changes or new material information, at any time, without charge. Our current Form ADV 2A Brochure may be requested by contacting our Compliance Department at 1-800-333-6884 or [compliance@grovepointfinancial.com](mailto:compliance@grovepointfinancial.com).

Additional information about Grove Point Advisors, LLC is available via the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with Grove Point Advisors, LLC who are registered as investment adviser representatives of Grove Point Advisors, LLC.

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## **Advisory Business**

### **Description of our Firm & Principal Owners**

Grove Point Advisors, LLC ("Grove Point Advisors," "we," or "us") was formed in 2020, is a Delaware limited liability company, and is a wholly owned subsidiary of Grove Point Financial, LLC, a Delaware limited liability company. Grove Point Advisor's Registered Investment Adviser was registered by the SEC in 1999 under the name H. Beck, Inc.

Grove Point Financial, LLC is wholly owned by AWS 10, Inc., a Delaware corporation, which is wholly owned by Atria Wealth Solutions, Inc., a Delaware corporation, which is in turn wholly owned by Atria Wealth Solutions Holdings LLC, a Delaware limited liability company, which is privately owned. Grove Point Advisors is registered as an investment adviser with the Securities and Exchange Commission. Grove Point Advisors is affiliated with Grove Point Investments, LLC, a registered securities broker-dealer and insurance agency.

Grove Point Advisors provides investment advisory services to a variety of clients, including individuals, businesses, and retirement plans. Our primary methods of providing investment advisory services are: 1) wrap fee programs; 2) selection of other investment advisers; 3) financial planning; and 4) qualified and non-qualified retirement plan services. Investment advisory services are provided through our investment adviser representatives ("IARs") located throughout the country. Our IARs may also be registered representatives (i.e., registered with the Financial Industry Regulatory Authority ("FINRA")) of our affiliated broker-dealer, Grove Point Investments, LLC ("Grove Point Investments") and licensed as insurance agents. To the extent your IAR provides fixed insurance products or services to you (other than fixed indexed annuities), he or she does so outside of Grove Point Advisors and without our supervision.

Some of our IARs are also involved in other business activities, such as accounting, legal, tax, and other non-investment services for which Grove Point Advisors is not responsible. Unless otherwise provided by applicable law and the particular circumstances, services provided by our IARs outside of Grove Point Advisors will not be subject to a fiduciary standard. Grove Point Advisors does not provide accounting, legal, or tax advice and you should consult your own attorney or tax advisor for guidance relative to your specific circumstances.

## **Advisory Services**

### ***How Services are Tailored to Fit Your Needs***

Grove Point Advisors' investment advisory services are tailored to the individual needs of our clients. The advice provided is based on the financial information provided by the client. Where possible, clients may impose reasonable restrictions on investing in certain securities or types of securities that are accepted by Grove Point Advisors.

You should promptly notify us if there is a change in your financial circumstances or investment objectives so we may confirm any prior recommendations remain appropriate going forward or advise you as to any proposed changes.

## ***Financial Planning Services***

Financial planning services typically involve either giving advice, creating financial plans or both. Typically, your IAR will (i) conduct an initial interview to determine your concerns and planning needs, (ii) assist you in selecting the specific financial planning services needed, (iii) negotiate an appropriate fee for such services, (iv) schedule additional consultations to discuss your needs and objectives, (v) gather, review, and analyze relevant information and (vi) summarize your situation and make general written recommendations to address your concerns and objectives.

### **Financial Advice Services**

Clients can engage our IARs for general financial advice, which may or may not result in a written document given to the client. Examples of these services include, but are not limited to:

- Outside account monitoring – ongoing monitoring of a non-Grove Point Advisors account
- Asset allocation services – analysis of a client's overall asset allocation or asset allocation analysis of a non-Grove Point account
- Advice on the pros and cons of a major financial decision.

### **Financial Plans**

A comprehensive financial plan seeks to address a wide spectrum of a client's long-term financial needs, including insurance, savings, tax and estate planning, and investments, taking into consideration the client's goals and current financial situation and resources. The IAR assists clients in identifying long-term economic goals, analyzes their current financial situation, and prepares a written Financial Plan designed to help achieve those goals and which will identify gaps or obstacles to achieving those goals. A modular financial plan seeks to address one or more, but not all, of the client's long-term financial needs. Financial Plans are provided in an array of formats and involve a variety of tools and techniques, including client questionnaires, educational materials and financial software.

Financial planning services will include various recommendations and planning strategies, depending on the nature of the financial planning services selected. These may include recommendations to allocate your assets among various product or account types. The financial planning services do not include recommendations, however, to buy or invest in specific securities to implement a financial plan. Implementation of financial planning recommendations is the client's responsibility. The actions necessary to implement a financial planning recommendation, including the development of specific implementation recommendations, are not included in financial planning services, nor are the costs of such implementation included in the financial planning fees charged to the client.

The IAR, in addition to being Grove Point Advisors' IAR, may also be a registered representative authorized to provide securities brokerage services through Grove Point Investments. The IAR may also be an insurance agent licensed to conduct business with one or more insurance companies. In those capacities, and separate from the financial planning services, the IAR may help you implement one or more financial planning recommendations included with the financial plan.

If you accept the IAR's offer to assist with implementation of the financial plan, the IAR may make additional recommendations to invest in specific products or accounts or to purchase additional investment advisory services, but any such recommendations will be limited to those products, accounts and services that Grove Point Advisors and Grove Point Investments have authorized the IAR to offer. For information about which products and services the IAR is authorized to offer on Grove Point Advisors behalf, please reach out to your IAR or contact Grove Point Advisors at 301-944-5900. You are under no obligation to employ the IAR or Grove Point Advisors to implement the financial plan, or to purchase any investment or insurance product or obtain an advisory service from Grove Point Advisors or the IAR to implement the recommendations made in your financial plan.

In circumstances where the IAR makes separate recommendations to implement a financial plan, the opportunity for the IAR and Grove Point Advisors (or its affiliates, including Grove Point Investments) to receive additional compensation from those recommendations creates a conflict between your interests and those of Grove Point Advisors and the IAR. In addition, if you separately purchase a product or service recommended by the IAR to implement a financial planning recommendation, you generally will be charged commissions or fees in connection with those transactions and services that are separate from and in addition to the fees charged by Grove Point Advisors for financial planning services. Your IAR's obligations when acting as an insurance agent for you or providing securities brokerage services to you differ from your IAR's obligations to you when your IAR is acting as an IAR.

### **Termination of Financial Plan Service**

Delivery of your financial plan terminates the planning services agreement. You may also terminate your planning services agreement upon written notice to us or by us upon written notice to you. The termination or expiration of your planning service agreement with us also results in the termination of the investment advisory relationship that exists between you and us in connection with that agreement. This means we and our IARs will no longer owe you any duties in connection with your planning services agreement even if you receive securities brokerage or other services from us.

### ***Portfolio Builder Wrap Fee Program***

The Portfolio Builder Program ("Portfolio Builder" or "Program") is an IAR-directed wrap fee program sponsored by Grove Point Advisors and supported by the Envestnet platform. Through this program, clients receive investment advisory, administrative, execution, custody and clearing services for a bundled fee. Grove Point Advisors acts as an investment adviser with respect to the Program and each client opens a brokerage account with Pershing, LLC ("Pershing") to hold the assets. Pershing acts as the clearing broker and qualified custodian for the Program. Trades are executed through Grove Point Investments, in its capacity as a broker-dealer, and cleared through Pershing.

Prior to opening a Portfolio Builder account with us, your IAR will gather information or meet with you to create an investment profile and will discuss, among other things, your investment experience, investment objectives, risk tolerance and general financial condition. These investment profiles help your IAR recommend appropriate investment products and services to you under the Portfolio Builder platform. You will enter into an agreement with us setting forth terms and conditions of the advisory services relationship, including fees to be charged and authorization for your IAR to buy and sell securities in accordance with your investment objectives. You are encouraged to contact your IAR

should you have questions about the management of your Portfolio Builder account.

With an Advisor Managed Account, your IAR will be responsible for managing your account consistent with your defined objectives and risk tolerance and may assist you to develop a personalized asset allocation program and custom-tailored portfolio. The recommended portfolio will typically include investments such as mutual funds, exchange-traded funds, variable annuities, stocks, bonds, direct participation programs or a combination of these products. A portion of your account may also remain in cash or a money market fund. Your IAR typically will diversify your holdings across various asset classes unless your objective is to invest in specific assets. The percentage weightings within the asset classes will be based on your risk profile, investment objectives and individual preferences. We recommend you and your IAR meet on a regular basis to review the assets in your account, your financial situation and investment objectives. You should let your IAR know about any changes as they occur to your circumstances.

You will maintain full and complete ownership of all assets held in your Advisor Managed Account. This means you retain the right to add or withdraw securities or cash, pledge securities, and vote securities. We will not pool your Advisor Managed Account assets with assets in other accounts. You will receive periodic statements from the account custodian.

The investment advice under the Program is formulated by the Grove Point Advisors IAR and generally is non-discretionary in nature, meaning Grove Point Advisors usually does not place securities orders without obtaining the prior approval of clients. If you want your IAR to have discretion over the timing and amount of securities purchased or sold in your account, you will be asked to sign an addendum authorizing your IAR to place orders for your account without contacting you in advance. Clients with questions about whether their IAR can exercise discretion should speak to their IAR. Aside from the exceptions noted above, clients in the Portfolio Builder Program are required to review and approve their IAR's recommendations and Grove Point Advisors will not place securities orders without obtaining the prior approval of clients.

Grove Point Advisors is responsible for monitoring client investments under Portfolio Builder on an ongoing basis to ensure adherence to the model asset allocation approved by the client or that the Strategy employed remains appropriate. IARs are responsible for the day to day and ongoing management of client accounts as well as the suitability of (i) the client's participation in Portfolio Builder, (ii) the client's recommended Investment Proposal and Strategy and (iii) the investments in the client's account.

The IAR will consult with a client at least annually regarding the account and whether the client's financial circumstances have changed. This review is designed to ensure that the performance, composition, and risk profile of the account is still appropriate and consistent with the client's financial circumstances. The IAR will consider how such changes may affect the appropriateness of the Portfolio Builder program, the recommended Investment Proposal/Strategy, or the investments in the account. The IAR also will be available on an ongoing basis to discuss a client's account and the securities therein or to process instructions from clients concerning the account. You should let your IAR know about any changes as they occur to your circumstances.

Grove Point Advisors arranges, through Pershing, to deliver to clients confirmations of each purchase and sale of securities in client accounts, to deliver brokerage statements to clients for each month in which activity occurs in client accounts, to deliver quarterly statements to clients regardless of whether there has been activity in client accounts, and to provide other custodial functions customarily performed with respect to securities brokerage accounts. Grove Point Advisors also arranges for Pershing to maintain custody of all assets in client accounts and to perform custodial services that include, among other things, crediting of interest and dividends on assets and crediting of principal on called or matured securities in accounts.

Other costs that may be assessed to you that are not part of the Portfolio Builder Program Fee include dealer markups, electronic fund and wire transfers, market maker spreads and exchange fees, among others. All brokerage account fees, including retirement account annual custodial fees, apply to each of your accounts. The above-listed amounts do not include other amounts that you may be subject to, such as the initial and ongoing expenses paid to third-party investments or third-party pooled investment vehicles, such as mutual funds, annuities or alternative investments. Such expenses are usually set forth in the applicable offering document of the investment and are payable or borne by you in addition to any fee outlined above.

Please see our Form ADV Part 2A Appendix 1 Portfolio Builder Brochure for more information on this service, which is located at <https://atriawealth.com/disclosures/grove-point-disclosures/>.

The following Programs are available through Portfolio Builder.

### **Advisor as Portfolio Manager - Architect Series**

The Advisor as Portfolio Manager program (“APM” or “APM Program”) is an advisory program that provides clients with a portfolio of securities recommended by their IAR. It provides the IAR the ability to produce detailed proposals, create investment models, allocate assets, monitor client specifications on an account, aggregate trading and rebalance an account. The minimum new account size is \$10,000. The initial account minimum can, however, be waived at Grove Point Advisors’ discretion, considering various factors. Such factors include length of client relationship, or combined values of other household/family member accounts. Each client in APM completes an investor profile questionnaire (the “Questionnaire”) providing the client’s investment objectives, risk tolerance and investment time horizon for the client’s program assets. The IAR then provides the client with an investment proposal (the “Investment Proposal”) that contains a proposed model asset allocation strategy for allocating the client’s program assets among a combination of asset classes in the capital markets. The Investment Proposal is based upon and objectively correlated to the Questionnaire responses and assists the client in making informed asset allocation decisions. The Investment Proposal allocates a client’s funds pursuant to the client’s risk tolerance.

In response to the Investment Proposal, the client may seek to impose reasonable restrictions on the percentage of program assets allocated to certain asset classes. Any restrictions that a client seeks to impose on an allocation to a particular asset class that is accepted by Grove Point Advisors may result in the development of an asset allocation proposal for the client that deviates from the allocation Grove Point Advisors would otherwise propose.



In most cases, the IAR will recommend long-positions in mutual funds, exchange traded funds, and other equity and fixed income securities. Unless a client provides authorization for discretionary trading services, the advice provided under the APM program is non-discretionary in nature and clients must decide whether to accept or reject Grove Point Advisors' recommendations. Grove Point Advisors will not place securities orders in APM accounts without obtaining the prior approval of clients unless approved to do so by the client and Grove Point Advisors.

Grove Point Advisors is authorized to follow the instructions of clients in every respect concerning the client's participation in APM. However, Grove Point Advisors may reject such instructions if, in Grove Point Advisors' reasonable judgment, such instructions (i) are not consistent with the terms of the APM Program, or (ii) if implemented, would violate any applicable law, rule or regulation.

### **Third-party Strategists - Blueprint Series**

Envestnet has entered into agreements with various Third-Party Strategists that provide allocation models for investments in mutual funds and exchange-traded funds (ETFs). This option provides the IAR the ability to use the models provided by these strategists to recommend an allocation of your assets among mutual funds and/or ETFs. Envestnet is responsible for the trading and investment of your assets based on your IAR's recommendation of the strategist model. The result is an account portfolio comprised of selected mutual funds and/or ETFs based on your investment objectives and risk tolerance. The minimum new account size is \$10,000. The initial account minimum can, however, be waived at Grove Point Advisors' discretion, considering various factors. Such factors include length of client relationship, or combined values of other household/family member accounts.

Grove Point Advisors' strategy and securities recommendations will be consistent with the financial information provided by the client and any reasonable guidelines or restrictions provided by clients in writing and agreed to by Grove Point Advisors.

Our Compliance Department is available to address any questions that a client or prospective client may have regarding the corresponding conflict of interest. Please see our firm's Form ADV Part 2A, Appendix 1 Portfolio Builder Brochure for more information on these services.

### **Portfolio Management – Recommendation of Other Advisers**

Our IARs can delegate investment advisory responsibilities or discretionary authority to a third-party investment adviser through external advisory platforms that are offered at Grove Point Advisors. Typically, you will enter into an agreement directly with that third party, which will outline, among other things, the fees and trading of your account by that investment adviser. Depending on the Advisory Program, you either pay us directly or pay one fee to the third-party investment adviser, who will then remit a portion of the fee to us. You will receive a copy of both the third-party investment adviser's brochure as well as this document if we and the third party are acting as co-investment advisers. If investment advisory services are delegated to a third-party investment adviser, your IAR will monitor your assets and will provide services such as, but not limited to, helping you choose the third-party investment adviser, reviewing your accounts, and assisting you with administrative functions related to your portfolio.

On a non-discretionary basis, Grove Point Advisors makes available various programs that provide asset allocation services, recommendations for the purchase and sale of individual securities, and/or access to one or more investment management firms. Some of these asset allocation services involve the use of model asset allocation portfolios that diversify your assets among asset classes and styles using either mutual funds or individual securities. Each of the model portfolios employed in these programs represents a different asset allocation strategy. With some programs, we first develop an allocation strategy consistent with your investment objective and then recommend one or more investment management firms to manage individual securities consistent with your allocation strategy. In all cases, your account is invested in accordance with the strategy you choose.

Grove Point Advisors will assist you in reviewing one or more of the investment management programs, their terms and conditions, and the options thereunder. Grove Point Advisors will collect certain financial information from you; review your investment objective, investment time horizon, and risk profile; and recommend a program and allocation strategy appropriate for you.

Some of the advisory programs Grove Point Advisors recommends are available directly without payment of fees to us or from other investment advisers, possibly at a lower fee than Grove Point Advisors charge.

You will be provided confirmations of all the transactions that occur in your account, statements at least quarterly showing all activity in your account, and quarterly performance reports. Confirmations and statements are not provided by us and are generally provided by the custodian of your account. Performance reports are generally provided by the sponsor of the program.

Your IAR will review your account with you at least once each year to determine whether the assets in your account are allocated consistently with the allocation strategy you selected. The review covers such things as changes in the value of your account, the success of your allocation strategy in meeting your investment needs and objectives, whether any material changes have taken place in your financial circumstances or investment objectives, and any recommendations the IAR may make with respect to your account(s). Grove Point Advisors will also be available on an ongoing basis to discuss any changes that may have occurred in your circumstances or investment objective. It is your responsibility to advise us or your IAR of any changes in your situation, investment objectives, or any other changes that would affect the way your account should be managed.

Grove Point Advisors is not responsible for any adverse tax consequences of purchases or sales of securities in your account(s), whether such transactions are related to rebalancing of your account, maintaining your account in accordance with a model portfolio, the payment of our or other parties' fees, liquidation of your account, or otherwise, including any penalties on early withdrawals from retirement accounts. You should consult your tax professional regarding all such matters.

Grove Point Advisors is not responsible for any third party's actions, inactions, performance, or compliance with law. Third parties include, but are not limited to, sponsors or co-sponsors of the programs, portfolio or investment managers, sub-managers, custodians, executing brokers, etc.

Grove Point Advisors provides investment advisory services to other clients and may give different advice, or take different action for, any other client than the advice Grove Point Advisors gives you or the actions Grove Point Advisors takes for you. Grove Point Advisors and our affiliates (and their respective partners, directors, officers, agents and employees) may buy, sell, or trade securities for their own accounts and such actions may differ from the actions Grove Point Advisors takes for you.

Clients are responsible for any and all fees related to the transfer or liquidation of their assets as well as the costs assessed on the accounts in which the assets are maintained after the termination of their account, including, but not limited to: (i) commissions or other charges imposed by broker-dealers or other entities for executing and/or clearing transactions; (ii) transaction fees (e.g. sales loads or deferred sales charges) related to investments in collective investment vehicles (e.g. mutual funds); (iii) dealer markups or markdowns; (iv) costs relating to trading in foreign securities; (v) expenses charged by a retirement plan, (vi) costs related to individual retirement accounts; (vii) charges imposed by law; and (viii) custodial fees. Therefore, you should carefully review all the documents related to your account for a full description of any such fees. You should consult your tax professional regarding any tax consequences related to the liquidation of your account.

### **Referrals to Third-Party Investment Advisers**

Grove Point Advisors also has access to and recommends investment advisory programs in which third-party investment advisers manage clients' assets. These programs provide clients the opportunity to receive the investment management expertise of a diverse set of advisers that specialize in different asset classes, investment styles and portfolio management techniques.

To ensure the third-party investment advisers and their approaches to portfolio management are suitable for clients and consistent with their investment objectives and financial circumstances, Grove Point Advisors conducts due diligence of third-party investment advisers before they are added to the platform of advisers available to Grove Point Advisors clients. Grove Point Advisors also conducts diligence of third-party investment advisers on an ongoing basis to ensure they continue to be suitable for Grove Point Advisors clients.

Based on a client's individual circumstances and needs, Grove Point Advisors' IARs will recommend an appropriate investment advisory program to the client. Factors considered in making recommendations include account size, risk tolerance, the needs and financial characteristics of the client, and the investment philosophy and approach of the third-party investment adviser. Grove Point Advisors will provide this information to the program sponsors selected by the client.

The services that Grove Point Advisors and our IARs provide vary from program to program. In some third-party programs, neither Grove Point Advisors nor the IARs provide investment advice regarding the investment of client assets that are in the programs. With other third-party programs, Grove Point Advisors and our IARs provide investment advice with respect to these assets that are distinct from the advice the third-party advisers provide. These services are summarized below.

## Co-Advisory Relationship

- **AssetMark Privately Managed Account Program.** The IAR provides advice as to the investment of the client's portfolio based on the client's objectives and instructions and is responsible for determining that the strategy selection for the client's portfolio is suitable based on these objectives and instructions. The IAR is available to the client for consultations regarding the administration of the account and the client's financial situation and investment objectives.
- **Buckingham Strategic Wealth Program.** The IAR provides advice as to the investment of the client's portfolio based on the client's objectives and instructions and is responsible for determining that the strategy selection for the client's portfolio is suitable based on these objectives and instructions. The IAR is available to the client for consultations regarding the administration of the account and the client's financial situation and investment objectives.
- **Investnet Asset Management, Inc.** An advisory program, which is sponsored by Investnet Asset Management, Inc., that provides clients with a portfolio of securities consistent with the client's investment objectives, risk tolerance and investment time horizon.
- **Manning & Napier.** The IAR provides advice as to the investment of the client's portfolio based on the client's objectives and instructions and is responsible for determining that the strategy selection for the client's portfolio is suitable based on these objectives and instructions. The IAR is available to the client for consultations regarding the administration of the account and the client's financial situation and investment objectives.
- **Morningstar Managed Portfolios.** Grove Point Advisors' IAR reviews the client's responses to the program questionnaire and assists the client in determining the most appropriate portfolio for the client from among the portfolios available under the program. Furthermore, the IAR is responsible for determining whether the client's clearing and custody fees are charged on an "asset" or "per transaction" basis.
- **SEI Asset Management Program.** Under this program, client grants Grove Point Advisors and the IAR a limited power of attorney with respect to trading authorization so that the IAR can instruct the custodian of the account to reallocate the client's investments in accordance with the client's asset allocation policy, and so that Grove Point Advisors and the IAR can direct the custodian to rebalance the investments within the account at least quarterly.

## Referral Relationship

Grove Point Advisors has entered into agreements with various third-party investment advisers that participate in, manage, or sponsor different types of money management services and investment advisory programs. Depending on our relationship with the third party, our IARs may refer clients for such third parties, in which case Grove Point Advisors will not provide investment advice or have discretionary authority over your assets. These referral arrangements are structured in accordance with the rule 206(4)-1 under the Investment Advisers Act of 1940 ("Advisers Act") which requires,

among other things, that Grove Point Advisors disclose to you that compensation will be provided to the IAR when you become a client of the Money Manager; whether the IAR is currently a client of the Money Manager that is being recommended and any associated conflicts of interest that exist. Examples of common conflicts are: a) Whether the IAR receives business expense or marketing reimbursements from the Money Manager or b) whether the Money Manager refers prospects to the IAR in turn for their recommendation to you.

Where Grove Point Advisors acts solely as a referrer, you will not enter into an agreement directly with Grove Point Advisors and Grove Point Advisors is not responsible for the services provided by the third- party investment adviser. In such an arrangement, you establish a direct relationship with the third- party investment adviser, and Grove Point Advisors will receive a referral fee from the adviser based on a percentage of the advisory fee they charge you. The amount of the fee varies by the referral arrangement with a maximum fee of 3%. The referral disclosure you receive when you establish an account with the third-party adviser will specify the total fee you will be charged, and what portion of that fee is payable to Grove Point Advisors. You should read the third-party adviser's brochure and any compensation disclosure statements provided in connection with these referral arrangements for information regarding the services of the third-party adviser and applicable fees and charges.

With respect to all third-party investment advisory programs, Grove Point Advisors will meet with the client on a regular basis, or as determined by the client, to review the account. Grove Point Advisors will contact the client on at least an annual basis to review the client's investments and to determine whether the client wishes to impose or modify reasonable restrictions on the management of their account. Grove Point Advisors will also provide updated information about the clients' financial circumstances as necessary to program sponsors.

Every client that has selected a third-party investment adviser should receive a copy of the adviser's Form ADV 2A disclosure brochure. This document should be reviewed carefully as it will contain details about the third-party investment adviser, its advisory business, methods of analysis and investment strategies, fees, conflicts of interest, and other important information.

### **Retirement Plan Services**

We provide services to pension, retirement, and profit-sharing plans and to the sponsors of such retirement plans. Grove Point Advisors, through its IARs, provides fiduciary services under the Employment Retirement Income Security Act of 1974, as amended, which include investment policy statement consultation and review, performing due diligence review on and recommending investment options, and monitoring investment performance. We also provide various non-fiduciary services, including but not limited to assistance with provider selection and participant enrollment and education. To receive retirement plan services, you are required to execute a retirement plan advisory services agreement. For more detailed information about the services, see the retirement plan advisory services agreement that you entered into with Grove Point Advisors. The retirement plan advisory services agreement may be terminated at any time by either party upon written notice to the other party.

## **Management of Client Assets**

Grove Point Advisors manages client assets on both a discretionary basis and a non-discretionary basis. As of December 31, 2023, Grove Point Advisors had a total of \$2,359,870,084 in assets under management, with \$424,988,720 of such assets managed on a discretionary basis, and \$1,934,881,364 of such assets managed on a non-discretionary basis.

## **Fees and Compensation**

### **Financial Planning**

Financial planning services are provided in exchange for an hourly fee ranging from \$50 to \$500 per hour or a fixed fee, which in either case is negotiable. This fee may vary significantly from client to client based upon the complexity of the client's financial position, the client's financial objectives, and whether the plan is a comprehensive financial plan or a modular financial plan. Whether a client pays on an hourly basis or pays a fixed fee, the maximum fee that may be charged for a single financial plan ranges from \$0 to \$20,000 unless approved otherwise by Grove Point Advisors. Fees may be charged either in advance or arrears, but clients may not prepay fees more than six months in advance. In a situation where fees are payable before the service is provided, the fees will be pro-rated based on the amount of work already conducted if the client elects an early termination of the advisory service.

### **Portfolio Builder-Advisor as Portfolio Manager (Architect Series)**

The Portfolio Builder Architect charges a Program Fee. This fee is paid by your IAR and covers expenses including firm costs, Envestnet's platform fee, and Pershing custody and trading service fees. Grove Advisors retains the portion of the Program Fee not paid to Envestnet or Pershing. The fee is the greater of \$50 (or \$125 if a fee-based variable annuity is added to the account) or the blended rate of the program fee described in the fee schedule below.

The IAR fee compensates the IAR for their advisory services related to managing the account. The IAR has discretion to set the IAR fee subject to the maximum below. Mutual fund, ETF, or other fees charged by the sponsoring companies are disclosed by the fund's prospectus. Any additional fees are disclosed with your client agreement.

<b>Architect Series Fee Schedule Minimum New Account Size = \$10,000**</b>			
<b>Asset Tiers</b>	<b>Program Fee</b>	<b>IAR Max Fee</b>	<b>Total Max Fee*</b>
\$0 to \$100,000	0.17%	2.0%	2.17%
\$100,000+ to \$250,000	0.16%	2.0%	2.16%
\$250,000+ to \$500,000	0.14%	2.0%	2.14%
\$500,000+ to \$1,000,000	0.11%	1.8%	1.91%
\$1,000,000+ to \$2,000,000	0.09%	1.4%	1.49%
\$2,000,000+ to \$5,000,000	0.05%	1.4%	1.45%
\$5,000,000+ to \$10,000,000	0.04%	1.0%	1.04%
\$10,000,000+	0.03%	0.87%	0.90%

\*The Total Max Fee is the maximum fee your account will be charged. IAR's minimum fee is 0.0%. The above fees represent the fees for assets within each tier. The actual rate is a blended rate calculated on total assets across all tiers.

\*\* The initial account minimum can, however, be waived at Grove Point Advisors' discretion, considering various factors. Such factors include length of client relationship, or combined values of other household/family member accounts.

### **Portfolio Builder - Advisor as Portfolio Manager (Engineer Series)**

This Series is not available to new customers. For existing customers, this option provides the IAR the ability to produce detailed proposals, create investment models, allocate assets, monitor client specifications on an account, aggregate trading and rebalance an account. In acting as a portfolio manager as described in this brochure, IARs generally invest in mutual funds and ETFs available through Pershing's FundVest Program. Please see our firm's Form ADV Part 2A Brochure for more information on this service which is located at <https://atriawealth.com/disclosures/grove-point-disclosures/>.

You should promptly notify your IAR if there is any change in your financial situation or investment objectives, risk tolerance, time horizon and goals as it may cause us to review, evaluate or revise our previous recommendations to you.

The Portfolio Builder Engineer Series charges a Program Fee. This fee is paid by your IAR and covers expenses including firm costs, Envestnet's platform fee, and Pershing custody and trading service fees. Grove Point Advisors retains the portion of the Program Fee not paid to Envestnet or Pershing. The fee is the greater of \$50 or the blended rate of the program fee described in the fee schedule.

The IAR fee compensates the IAR for their advisory services related to managing the account. The IAR sets the IAR fee subject to the maximum below. Mutual fund, ETF, or other fees charged by the sponsoring companies are disclosed by prospectus. Any additional fees are disclosed with your client agreement.

<b>Engineer Series Fee Schedule Minimum New Account Size = \$10,000**</b>			
<b>Asset Tiers</b>	<b>Program Fee</b>	<b>IAR Max Fee</b>	<b>Total Max Fee*</b>
\$0 to \$100,000	0.16%	2.0%	2.16%
\$100,000+ to \$250,000	0.16%	2.0%	2.16%
\$250,000+ to \$500,000	0.16%	2.0%	2.16%
\$500,000+ to \$1,000,000	0.16%	1.8%	1.96%
\$1,000,000+ to \$2,000,000	0.16%	1.4%	1.56%
\$2,000,000+ to \$5,000,000	0.16%	1.4%	1.56%
\$5,000,000+ to \$10,000,000	0.16%	1.0%	1.16%
\$10,000,000+	0.16%	0.90%	1.06%

\*The Maximum Total Fee is the maximum fee your account will be charged.

IAR's minimum fee is 0.0%. The above fees represent the fees for assets within each tier. The actual rate is a blended rate calculated on total assets across all tiers.

\*\*The initial account minimum can, however, be waived at Grove Point Advisors' discretion, considering various factors. Such factors include length of client relationship, or combined values of other household/family member accounts.

### Third-party Strategists (Blueprint Series)

The Portfolio Builder Strategist/Blueprint Program Fee is the blended rate of the program fee described in the fee schedule below. The Program Fee is paid by your IAR and covers expenses including firm costs, Envestnet's platform fee, and Pershing custody and trading service fees. Grove Point Advisors retains the portion of the Program Fee not paid to Envestnet or Pershing.

The IAR fee compensates the IAR for their advisory services related to managing the account. The IAR sets the IAR fee subject to the maximum below. Mutual fund, ETF, and strategist fees charged by the sponsoring companies are disclosed by prospectus and the Statement of Investment Selection. In general, the ranges of fees are reflected in the Manager Portion of the Program Fee. Any additional fees are disclosed with your client agreement.

<b>Blueprint Series Fee Schedule</b> <b>Minimum New Account Size =</b> <b>\$10,000**</b>					
<b>Asset Tiers</b>	<b>Program Fee</b>	<b>Third-Party Manager Fee</b>		<b>IAR Fee</b>	<b>Total Fee*</b>
	Fixed	Min	Max	Max	Max
\$0 to \$100,000	0.20%	0.02%	0.82%	1.98%	2.20%
\$100,000+ to \$250,000	0.19%	0.02%	0.82%	1.98%	2.19%
\$250,000+ to \$500,000	0.18%	0.02%	0.82%	1.98%	2.18%
\$500,000+ to \$1,000,000	0.17%	0.02%	0.82%	1.98%	2.17%
\$1,000,000+ to \$2,000,000	0.16%	0.02%	0.82%	1.98%	2.16%
\$2,000,000+ to \$5,000,000	0.14%	0.02%	0.82%	1.38%	1.54%
\$5,000,000+ to \$10,000,000	0.10%	0.02%	0.82%	0.97%	1.09%
\$10,000,000+	0.09%	0.02%	0.82%	0.87%	.98%

\*The Maximum Total Fee is the maximum fee your account will be charged. IAR's minimum fee is 0.0%. Third-Party Manager Fees vary based upon the Manager and investment style selected (Tactical, Dynamic or Strategic). The above fees represent the fees for assets within each tier. The actual rate is a blended rate calculated on total assets across all tiers.

\*\* The initial account minimum can, however, be waived at Grove Point Advisors' discretion, considering various factors. Such factors include length of client relationship, or combined values of other household/family member accounts.

### Institutional Money Management

Envestnet has entered into agreements with various third parties that will manage your assets either directly or through pooled investment vehicles. Under this service, our IARs recommend managers to invest your assets based on your investment objectives and risk tolerance. You may be restricted in your ability to directly contact and consult with managers or Envestnet, but our IARs are available to address any questions, issues or concerns regarding these managers or their recommendations. The primary ways an IAR provides access to a manager through the Portfolio Builder Program are described below.



## Separately Managed Accounts (SMAs)

SMAs are accounts managed by firms that typically invest assets for large institutions and high net worth individuals. Unlike mutual funds, where your assets are pooled with those of other investors, SMAs provide direct ownership by you of the individual securities, mutual funds, fixed income securities and ETFs within the SMA portfolio. This structure provides more control over your assets, allowing both you and your IAR to customize an investment solution that reflects your individual goals and objectives. SMA accounts typically have a minimum new account size requirement of \$100,000, though some Third-Party Managers require a higher minimum account size. The initial account minimum can, however, be waived at Grove Point Advisors' discretion, considering various factors. Such factors include length of client relationship, or combined values of other household/family member accounts. Should the SMA Manager require a higher minimum, the higher minimum will apply.

The SMA Program Fee is the greater of \$75 or the blended rate of the program fee described in the fee schedule below. The Program Fee is paid by your IAR and covers expenses including firm costs, Envestnet's platform fee, and Pershing custody and trading service fees. Grove Point Advisors retains the portion of the Program Fee not paid to Envestnet or Pershing.

The IAR fee compensates the IAR for their advisory services related to managing the account. The range of fees are reflected in the Third-Party Manager Fee section of the fee schedules below. Mutual fund, ETF, and separate account management fees charged by the sponsoring companies are disclosed by prospectus and the Statement of Investment Selection. Any additional fees are disclosed with your client agreement.

<b>SMA Series Fee Schedule</b>					
<b>Minimum New Account Size = \$100,000**</b>					
<b>Asset Tiers</b>	<b>Program Fee</b>	<b>Third-Party Manager Fee</b>		<b>IAR Fee</b>	<b>Total Fee*</b>
	Fixed	Min	Max	Max	Max
\$0 to \$250,000	0.30%	0.05%	0.95%	1.95%	2.30%
\$250,000+ to \$500,000	0.25%	0.05%	0.95%	1.95%	2.25%
\$500,000+ to \$1,000,000	0.22%	0.05%	0.95%	1.95%	2.22%
\$1,000,000+ to \$2,000,000	0.18%	0.05%	0.95%	1.75%	1.98%
\$2,000,000+ to \$5,000,000	0.14%	0.05%	0.95%	1.75%	1.94%
\$5,000,000+ to \$10,000,000	0.12%	0.05%	0.95%	1.35%	1.52%
\$10,000,000+	0.10%	0.05%	0.95%	1.25%	1.40%

\*The Maximum Total Fee is the maximum fee your account will be charged. IAR's minimum fee is 0.0%. The above fees represent the fees for assets within each tier. The actual rate is a blended rate calculated on total assets across all tiers.

\*\* The initial account minimum can, however, be waived at Grove Point Advisors' discretion, considering various factors. Such factors include length of client relationship, or combined values of other household/family member accounts. Should the SMA Manager require a higher minimum, the higher minimum will apply.

## Unified Manager Accounts (UMAs)

UMAs provide a customized portfolio using a combination of the SMA, Blueprint and Architect programs under one account number. UMA accounts are automatically rebalanced, as a whole portfolio, to maintain the agreed upon asset allocation percentages.

The Program Fees and IAR Fees for the individual programs placed within the UMA comply with the Fee Schedules above for the specific program. For example:

- The Blueprint pricing tier applies to funds invested in the Blueprint program inside of the UMA.
- The SMA pricing tier will apply to funds invested within the SMA program inside of the UMA.
- The Architect pricing tier will apply to all other assets within the UMA.

The Program Fee is paid by your IAR and covers expenses including firm costs, Envestnet's platform fee, and Pershing custody and trading service fees. Grove Point Advisors retains the portion of the Program Fee not paid to Envestnet or Pershing.

The IAR's fee compensates your IAR for their advisory services related to managing the account. Mutual fund, ETF, and separate account management fees charged by the sponsoring companies are disclosed by prospectus and/or the Statement of Investment Selection.

The UMA Program Fee is the greater of \$75 or the blended rate of the program fees described within the program Fee Schedule above. The Total Maximum Fees are outlined in the following Chart. Fees for each program may be added together to determine your total program fees relative to your invested assets.

<b>UMA Maximum Fee Schedule</b> <b>Minimum New Account Size =</b> <b>\$150,000*</b>	
<b>Asset Tiers</b>	<b>Total Fee</b>
\$0 to \$100,000	2.30%
\$100,000+ to \$250,000	2.30%
\$250,000+ to \$500,000	2.25%
\$500,000+ to \$1,000,000	2.22%
\$1,000,000+ to \$2,000,000	2.16%
\$2,000,000+ to \$5,000,000	1.94%
\$5,000,000+ to \$10,000,000	1.52%
\$10,000,000+	1.40%

\* The initial account minimum can, however, be waived at Grove Point Advisors' discretion, considering various factors. Such factors include length of client relationship, or combined values of other household/family member accounts. The minimum account size for each model style is determined by the Model Provider or Sub- Manager.

## Additional Information About Fees

The cost of the services provided to you through the Portfolio Builder Program may be more or less than the cost of purchasing similar services separately. Among the factors impacting the cost of the program are the account size, type of account registration (e.g., retirement), nature of services we provide you, amount of assets specific to a particular strategy and the service or Third-Party Manager selected.

Grove Point Advisors also charges fees to you that are not part of the Portfolio Builder Program Fee including dealer markups, electronic fund and wire transfers, market maker spreads and exchange fees, among others. All brokerage account fees, including retirement account annual custodial fees, apply to each of your accounts. The above-listed amounts do not include other amounts that you may be subject to, such as the initial and ongoing expenses paid to third party investments or third-party pooled investment vehicles, such as mutual funds, annuities or alternative investments. Such expenses are usually set forth in the applicable offering document of the investment and are payable or borne by you in addition to any fee outlined above.

Your IAR generally receives compensation when you participate in the Portfolio Builder Program on the Envestnet platform. The amount of this compensation is generally more than what your IAR would receive if you participated in our other platforms or programs or separately paid for investment advice, brokerage and other services. Your IAR therefore has a financial incentive to recommend this platform over other programs or services Grove Point Advisors offer.

## Reduced Program Fee Schedule

IARs that manage more than \$25 million in assets on the Portfolio Builder Platform, either individually or as a business group, will qualify for reduced platform fee pricing. If the IAR chooses this pricing, the following Reduced Program Fee Schedule will apply to all accounts including the Architect, Engineer, Blueprint, SMA and UMA Programs.

Reduced Program Fee Schedule				
Tiers	\$25 - \$50M	\$50 - \$100M	\$100 - \$250M	\$250M+
\$0 to \$100,000	0.140%	0.120%	0.110%	0.100%
\$100,000+ to \$250,000	0.140%	0.120%	0.110%	0.100%
\$250,000+ to \$500,000	0.140%	0.120%	0.110%	0.100%
\$500,000+ to \$1,000,000	0.140%	0.120%	0.110%	0.100%
\$1,000,000+ to \$2,000,000	0.140%	0.120%	0.110%	0.100%
\$2,000,000+ to \$5,000,000	0.140%	0.120%	0.110%	0.100%
\$5,000,000+ to \$10,000,000	0.040%	0.040%	0.040%	0.040%
\$10,000,000+	0.040%	0.040%	0.040%	0.040%

The reduced fee option creates a conflict of interest and incentive for an IAR to utilize the Portfolio Builder Platform over other programs and services Grove Point Advisors offer. These reduced costs may or may not be passed along to you. Regardless of reduced costs to the IAR, your fees will not be increased. All IAR fees paid by the client remain unchanged. In this case, the IAR would retain a greater percentage of the fee paid on some accounts and may pay more on other accounts.

Our Compliance Department is available to address any questions that a client or prospective client may have regarding the corresponding conflict of interest.

### **Third-Party Investment Adviser Programs**

Clients participating in a third-party investment adviser program will be charged fees in addition to the fee paid to Grove Point Advisors. Such program fees include, but are not limited to, the investment advisory fees of the independent money manager(s), fees for brokerage transactions, custodial fees, fees for separate asset allocation advice and/or fees for separate independent reporting. Program fees typically are directly debited, on a quarterly basis, from the client account upon authorization by the client. Depending on the program, the fees may be charged in advance or arrears. Clients may terminate the program agreement at any time with written notice to Grove Point Advisors. Any fees charged in advance will be refunded pro rata based on the days remaining in the quarter.

Grove Point Advisors' fee for participation with a third-party investment adviser program will not exceed 3% of assets under management per year. The exact fee received by Grove Point Advisors for its services and the total program fee generally is disclosed to the client in a separate disclosure brochure and in an investment management agreement entered into by the client.

The program fees charged in such programs typically do not include certain fees and charges associated with securities transactions, including the following: (i) dealer markups or markdowns; (ii) charges imposed by law; (iii) costs relating to trading in foreign securities and (iv) operating expenses charged by collective investment vehicles, such as mutual funds, closed-end funds, unit investment trusts, exchange-traded funds or real estate investment trusts. Please check the particular disclosure brochure for the program for more information.

Clients utilizing a third-party investment adviser will receive a separate disclosure brochure for the third-party investment adviser. Grove Point Advisors urges clients to review this document carefully as it contains important information about the adviser and the associated fees. Clients in any of the above investment advisory programs may pay higher fees than other clients in these programs.

### **Retirement Plan Level Advisory Fees**

Retirement plan services are provided in exchange for a fee that is negotiable. This fee may be a fixed fee, an asset-based fee (which may not exceed the maximum fees shown in the table below), or a combination thereof, and may vary from client to client, based upon the complexity of the retirement plan, the plan's objectives, and the services to be provided. You may also be charged for all applicable sales or use taxes, however designated or levied.

<b>Plan Asset Tier (AUM)</b>	<b>Annualized Maximum Compensation</b>
0 - \$1,999,999	150 basis points
\$2,000,000 - \$4,999,999	125 basis points
\$5,000,000 - \$9,999,999	100 basis points
\$10,000,000 - \$24,999,999	75 basis points
\$25,000,000 or above	50 basis points

If the retirement plan services agreement is terminated prior to the end of its term or any renewal term, our fees will be prorated based upon the number of days elapsed in the quarter prior to the termination date. You will also be responsible for all reimbursable out-of-pocket expenses that have not been paid as of such termination date.

### **Seminar and Educational Service Fees**

Individuals participating in seminars or educational services will typically be charged a fixed fee. In certain instances, however, an employer or other organization may agree to bear the cost of sponsoring a seminar or educational service for a group of employees or other individuals. In those cases, the individuals attending the seminar or educational service are not charged a separate fee for their participation. The IAR presenting the seminar or educational service determines the amount of the fee. For educational services, the fees as negotiated will be set forth in our agreement with each client for such services.

### **Sales Compensation**

The principal business of Grove Point Investments is that of a general securities introducing broker-dealer. Our IARs that are registered representatives of Grove Point Investments are compensated for the sale of securities and insurance products when they act in the capacity of registered representatives of the broker-dealer or as insurance agents when acting as agents for various insurance carriers (see Other Financial Industry Activities and Affiliations below). When acting in these sales capacities they generally receive a portion of the transaction-based compensation received by Grove Point Investments, such as commissions, on the sale of securities or receive transaction-based compensation directly from the applicable insurance carrier. Such compensation is the primary compensation for Grove Point Investments. This practice presents a conflict of interest and gives Grove Point Investments and its registered representatives an incentive to recommend investment or insurance products based on the compensation received, rather than on a client's needs. We address this conflict by disclosing this conflict and by reviewing the securities recommendations made by our IARs when they act as registered representatives and insurance agents. We strive to have all such recommendations be suitable for our clients. We also use reports and audits to review the investment advice provided by our registered representatives to see whether it satisfies applicable legal requirements. Clients have the option of purchasing investment products that we recommend through other broker-dealers that are not affiliated with us or purchasing insurance products through agents other than our IARs.

### **Other Information on Fees and Compensation**

If you authorize us to deduct fees from your account, you are responsible for fees, charges and other costs associated with the fee deduction, as well any tax impact associated with the deduction. When fees are deducted from accounts, the IAR or account custodian will send you information reflecting the amount of fees deducted. You will receive a statement at least quarterly from your account custodian, showing all amounts disbursed from your account, including the advisory fees paid to us.

Grove Point Advisors earns money from marking up the price of services it provides to clients. Grove Point Advisors marks up administrative account services for such things as cashiering fees, transfer fees, mailing fees, fees and termination fees. The firm also receives the spread between the interest

clients pay on non-purpose loans, and margin accounts from the interest Pershing charges the firm.

Grove Point Advisors makes available third parties for our IARs to utilize in providing you the services described in this document, and such third parties may compensate Grove Point Advisors for training, marketing efforts, staffing and ongoing education of IARs. This financial and non-financial support incentivizes us and your IAR to utilize the services of these third parties, which is a conflict of interest. Please refer to the Client Referrals and Other Compensation section below.

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

Grove Point Advisors does not charge performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). Grove Point Advisors has a referral agreement with Dunham & Associates, a third-party money manager, under which Grove Point Advisors IARs can receive performance-based compensation on “qualified investor” assets referred to the Dunham & Associates Performance-Based Fee account. Qualified investors either have a net worth of \$2.1 million or more, exclusive of their home, or have \$1 million or more of advisory assets held in the account.

## **Types of Clients**

Grove Point Advisors provides portfolio management services to individuals, high net worth individuals, corporate pension and profit-sharing plans, charitable institutions, foundations, endowments, corporations, retirement plans and other business entities.

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

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

We generally recommend investment strategies and securities that will give a client a diversified portfolio consistent with the client’s investment objective. We do this by analyzing various investment strategies, securities, and money management firms to which we provide access. The review of firms includes a review of the structure, cost and investment performance history of each program. At times, a client may seek to have a portfolio constructed that is not diversified. In such instances, if the IAR concludes that such a portfolio is appropriate for the client he or she may recommend a portfolio that is focused on one or more asset classes, investment styles, industries, and/or geographic areas.

In several of our programs, we and/or the third-party managers involved in such programs, use “Modern Portfolio Theory” to attempt to develop optimal long-term strategic securities portfolios. Modern Portfolio Theory involves describing a portfolio of securities in terms of its projected long-term rate of return and its projected short-term risk. The goal is to identify a client’s risk tolerance, and then find a portfolio with the maximum expected return for that level of risk. Using Modern Portfolio Theory over the long-term can reduce risk, but over shorter time horizons (such as less than three years) risk may not be materially reduced. Moreover, constructing portfolios based on Modern Portfolio Theory will not necessarily reduce risk as compared to other portfolio construction approaches. Not all portfolios are constructed using Modern Portfolio Theory, and we utilize other methods of constructing portfolios when it is appropriate for a particular client.

We generally use traditional methods of fundamental security analysis, which make a basic assumption that markets may misprice a security in the short term but that the correct price will eventually be reached. Fundamental security analysis involves estimating the value of a particular security and then comparing that estimate with the current price for the security. Fundamental security analysis involves assumptions that may or may not turn out to be accurate.

### **Where We Get Our Information**

The client is our most important source of information. We collect financial and other data from clients, review their investment objectives, investment time horizons, financial circumstances, and risk profiles. The information a client provides about his or her specific financial situation drives our recommendations. In addition, we draw on research materials including financial newspapers and publications, research services, annual reports, prospectuses, and filings with the SEC.

### **Investment Strategies**

Typically, we emphasize long-term strategies. However, the strategies we recommend vary with the client's objectives and needs. Once we have a profile of a client's situation, we can develop customized recommendations regarding allocation strategies, including short-term strategies, margin transactions, options writing, etc., as appropriate.

### **Types of Securities**

Depending on a client's needs and the investment advisory services the client selects, we provide advice about a wide range of securities, including, but not limited to:

- Mutual funds
- Exchange-Traded Funds
- Common and preferred stocks (exchange listed and over the counter)
- Fixed income investments such as bonds, commercial paper and certificates of deposit
- Municipal securities
- U.S. Government securities

All investments involve risk. Investment recommendations provided by Grove Point Advisors and its IARs are subject to the risks associated with investing in securities and will not always be profitable. Grove Point Advisors and our IARs do not guarantee the results of any advice or recommendations, nor do we guarantee that a client's investment objectives will be met. Any investment or investment strategy involves risk of loss you should be prepared to bear. Examples of risks you could face are:

- **Market risk:** The risk that changes in the overall market will have an adverse effect on individual securities, regardless of the issuer's circumstances.
- **Business risk:** Whether because of management or unfortunate circumstances, some businesses will inevitably fail. This is especially true during economic recessions. For example, a company stock can become worthless in the event of a bankruptcy, which would result in a loss of capital to the shareholders.

- Interest rate risk: If the Federal Reserve pushes interest rates higher, the market prices of bonds can be affected. When interest rates rise, the market price of bonds typically falls.
- Inflation risk: Inflation reduces the buying power of a dollar, and could cause uncertainty among individual investors, possibly resulting in corporations backing away from projects which could further reduce the value of corporate equities.
- Regulatory risk: Legislative, regulatory, and/or judicial changes that impact businesses can drastically change entire industries.
- Industry/company risk: These risks are associated with a particular industry or a specific company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, which is a lengthy process before they can generate a profit. They carry a higher risk of fluctuations in profitability than an electric company, which generates its income from a steady stream of clients who buy electricity no matter what the economic environment is like.
- Liquidity risk: Certain investments lack liquidity or the ability to access their principal quickly, without incurring substantial penalties, or the inability to sell the investment until sometime in the future.
- Opportunity risk: You or your IAR may choose a conservative product to invest in, which could cause you to miss out on market upswings which potentially could have increased the value of securities with higher risk. The opposite is also true; market downturns can cause you to lose a significant amount of principal invested in higher risk securities when their funds could have been invested in lower risk securities.
- Reinvestment risk: There is a possibility that you will be unable to make additional purchases of a security already in your portfolio at the same rate at which the original purchase was made.
- Currency or exchange rate risk: Foreign securities face the uncertainty that the value of either the foreign currency or the domestic currency will increase or decrease; either of which will cause the value of your portfolio to fluctuate.
- Transactional cost risk: You could incur significant transactional charges in an unbundled, actively traded account. Frequent trading can decrease the value of your account due to increased brokerage and transaction costs. In addition, the frequent trading can cause taxable events to occur, which could increase your tax burden.
- Short sale risk: While a short position has unlimited capability to increase in value, it in turn increases your risk, as you can be required to purchase the security at a high rate or price in order to cover the short sale.
- Exchange-Traded Funds: ETFs face market trading risks, including the potential lack of an active market for fund shares, losses from trading in the secondary markets, and



disruption in the creation and redemption process of the ETF. Any of these factors can lead to liquidity risk and/or the fund's shares trading at a premium or discount to its "net asset value."

- **Leveraged and inverse ETFs:** ETFs that offer leverage or that are designed to perform inversely to the index or benchmark they track—or both—are growing in number and popularity. While such products may be useful in some sophisticated trading strategies, they are highly complex financial instruments that are typically designed to achieve their stated objectives on a daily basis. Due to the effects of compounding, their performance over longer periods of time can differ significantly from their stated daily objective. Therefore, inverse and leveraged ETFs that are reset daily typically are unsuitable for clients who plan to hold them for longer than one trading session, particularly in volatile markets.
- **Interval Funds:** Interval funds provide limited liquidity to shareholders by offering to repurchase a limited number of shares on a periodic basis, but there is no guarantee that a client will be able to sell all their shares in any particular repurchase offer. The repurchase offer program may be suspended under certain circumstances.
- **Environmental, Social, and Governance ("ESG") strategies:** The implementation of ESG strategies could cause an account to perform differently compared to accounts that do not use such strategies. The criteria related to certain ESG strategies can result in an account foregoing opportunities to buy certain securities when it might otherwise be advantageous to do so, or selling securities to comply with ESG guidelines when it might be otherwise disadvantageous to do so. In addition, an increased focus on ESG or sustainability investing in recent years may have led to increased valuations of certain issuers with higher ESG profiles. A reversal of that trend could result in losses with respect to investments in such issuers. There can be no assurance that an ESG strategy directly correlates with a client's ESG goals, and ESG data is not available with respect to all issuers, sectors or industries and is often based upon estimates, comparisons or projections that may prove to be incorrect. As a result, a client account with ESG guidelines could nonetheless be invested in issuers that are inconsistent with the client's ESG goals.
- **Structured Products:** A structured product is an unsecured obligation of an issuer with a return, generally paid at maturity, that is linked to the performance of an underlying asset, such as a security, basket of securities, an index, a commodity, a debt issuance or a foreign currency. Structured products are senior unsecured debt of the issuing bank and subject to the credit risk associated with that issuer. This credit risk exists whether or not the investment held in the account offers principal protection. Some structured products offer full protection of the principal invested, others offer only partial or no protection. Investors may be sacrificing a higher yield to obtain the principal guarantee. In addition, the principal guarantee relates to nominal principal and does not offer inflation protection. An investor in a structured product never has a claim on the underlying investment. There may be little or no secondary market for the securities and information regarding independent market pricing for the securities may be limited. A structured product may contain a call feature that can result in the investment being

redeemed earlier than the stated maturity date. If a structured product is called prior to maturity, the payment you receive will depend upon the stated terms of the investment. If a structured product is called, you may not be able to reinvest the proceeds in a similar investment with similar risk and return characteristics.

- **Money Market Mutual Funds:** While money market mutual funds seek to preserve a net asset value of \$1.00, during periods of severe market stress, a money market mutual fund could fail to preserve a net asset value of \$1.00 and/or could no longer be a viable business for the fund sponsor, which would force the sponsor to liquidate. It is possible to lose money by investing in a money market mutual fund.
- **Credit risk:** The risk that an issuer of a fixed income security may fail to pay interest and/or principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of the security to decline. These risks are greater for securities that are rated below investment grade (junk bonds), which may be considered speculative and are more volatile than investment grade securities.
- **Options:** Holding options for long-term periods could weaken and/or reduce the value of the underlying stock or create the possibility of a worthless position.
- **Global risk:** International investing involves a greater degree of risk and increased volatility. Changes in currency exchange rates and differences in accounting and taxation policies outside the U.S. can raise or lower returns. Also, some overseas markets are not as politically and economically stable as the United States and other nations.
- **Cybersecurity risk:** Grove Point Advisors relies on the use and operation of different computer hardware, software, and online systems. The following risks are inherent in such programs and are enhanced for online systems: unauthorized access to or corruption, deletion, theft, or misuse of confidential data relating to Grove Point Advisors and its clients; and compromises or failures of systems, networks, devices, or applications used by Grove Point Advisors or its vendors to support its operations.

You should understand and be willing to accept these and other types of risks before choosing to invest in securities or receive investment advisory services.

### **Disciplinary Information**

Grove Point Advisors has not been the subject of any material disciplinary actions as a result of its activities as a registered investment adviser.

### **Other Financial Industry Activities and Affiliations**

Grove Point Advisors is under common control with Grove Point Investments, a full-service general securities introducing broker-dealer registered with the SEC and state securities agencies and is a FINRA member. Grove Point Investments is subject to the rules and regulations of the Municipal Securities Rulemaking Board ("MSRB") and National Futures Association ("NFA"). Grove Point

Investments is involved in the sale of various types of securities, including but not limited to, mutual funds, stocks, bonds, options, direct participation programs and variable insurance products. Grove Point Investments also can recommend managed futures as an introducing broker. Grove Point Advisors and Grove Point Investments are wholly owned subsidiaries of Grove Point Financial, LLC. Grove Point Financial, LLC is wholly owned by AWS 10, Inc., a Delaware corporation, which is wholly owned by Atria Wealth Solutions, Inc., a Delaware corporation, which is in turn wholly owned by Atria Wealth Solutions Holdings LLC, a Delaware limited liability company, which is privately owned. Grove Point Advisors has the following affiliates:

Cadaret Grant & Co., Inc.	Broker Dealer, Registered Investment Adviser, and Insurance Agency
CFS Insurance and Technology Services, LLC	Insurance Agency
CUSO Financial Services, LP	Broker Dealer & Registered Investment Adviser
Grove Point Investments, LLC	Broker Dealer & Insurance Agency
NEXT Financial Group, Inc.	Broker Dealer, Registered Investment Adviser, and Insurance Agency
NEXT Financial Insurance Services Company (NFISCO)	Insurance Agency
SCF Investment Advisors, Inc.	Registered Investment Adviser
SCF Securities, Inc.	Broker Dealer & Insurance Agency
Sorrento Pacific Financial, LLC	Broker Dealer, Registered Investment Adviser, and Insurance Agency
Western International Securities, Inc.	Broker Dealer, Registered Investment Adviser, and Insurance Agency

Your IAR may be a registered representative authorized to provide securities brokerage services through Grove Point Investments and may be separately licensed as an insurance agent for one or more insurance companies. In those separate capacities, he or she may offer products or services to you. If you purchase other products or services recommended by your representative, you might be charged commissions or transaction-based fees; however, Grove Point Investments and the representative will forego such compensation in connection with those transactions related to the advisory services offered while a plan services agreement is in force.

Your IAR's obligations to you when acting as a broker-dealer representative or insurance agent differ from your IAR's obligations to you when acting as an investment adviser. In particular, when your IAR is acting as a registered representative or an insurance agent your IAR is acting (directly or indirectly) as an agent of the issuer of the security or insurance product and is being paid by the issuer to distribute and sell their product. Grove Point Investments or the IAR receives commissions and other transaction-based compensation if the IAR is successful in selling the products on behalf of the issuer. When acting in these sales capacities, any recommendations the IAR makes must be suitable for our customers. In contrast, when we are acting as an investment adviser (and your IAR is acting as an investment adviser representative) we are acting as your agent in providing investment advice to you. In doing so, we are fiduciaries to you and owe you a duty of care and a duty of loyalty and must act in your best interest.

You are under no obligation, however, to purchase any other products or services from Grove Point

Investments or our representatives.

A number of our IARs own their own companies or engage in other outside businesses that are not affiliated with our company (each an Outside Business), including but not limited to certain insurance agencies as discussed above. Grove Point Advisors does not provide investment advisory services through these Outside Businesses, does not supervise these businesses and is not responsible for any product or service purchased through these businesses. To the extent you purchase a product or service through an Outside Business, the IAR or his or her Outside Business will receive compensation in addition to any amount you pay Grove Point Advisors for investment advisory services. Since Grove Point Advisors does not own or control these Outside Businesses, you should discuss any compensation or other arrangements regarding an Outside Business with your IAR.

Some of our IARs are registered with or affiliated with an investment adviser other than Grove Point Advisors. You should read the brochure and any other materials provided by these other investment advisers for information regarding their services and fees if you engage them to provide you advisory services.

## **Conflicts of Interest**

Various situations and programs present a conflict of interest for Grove Point Advisors and/or IARs. Typically, these conflicts of interest arise because Grove Point Advisors and/or the IAR receive compensation or other benefits in addition to the investment advisory fees we receive from the client. Conflicts of interest also arise when (i) we can achieve certain expense reductions based upon how a client's assets are invested (e.g. the rates we pay third party service providers may decrease as we introduce more assets to those third party service providers) or (ii) we receive additional compensation from a client in a capacity other than as the client's investment adviser (e.g. for certain programs where we also act as the broker-dealer and receive additional compensation in that capacity). In all these situations, we have an economic interest in how a client's assets are invested, thus resulting in a conflict between the client's interests and ours.

An IAR is compensated as a result of a client engaging the IAR to provide services to the client. The amount of that compensation varies between our programs or may be more than what the IAR would earn if the client paid separately for services that we may bundle together (e.g., paying separately for investment advice and brokerage services). Therefore, an IAR may have an economic interest in whether the client receives investment advisory services versus securities brokerage or other services, or which investment advisory program a client utilizes, thus resulting in a conflict between the client's interests and those of the IAR. For more information about your IAR's compensation, please contact your IAR.

As required by law, Grove Point Advisors maintains certain policies and procedures, such as our "Code of Ethics" that are designed to prevent Grove Point Advisors and our IARs from acting in any way that is inconsistent with our legal obligations to a client, including the requirement that we put our clients' interests first. We address conflicts by disclosing them to clients so they can make an informed decision as to whether to continue with the advisory relationship and by reviewing the recommendations made by our IARs. We also use reports and audits to review the advice provided by our IARs and the accounts they manage.

## **Non-Cash Compensation**

When providing investment advisory services, the IARs may receive non-cash benefits such as meals or tickets to sporting or entertainment events from some of the third-party investment advisers that our IARs may recommend or from a custodian. In addition, some of these firms sponsor or participate in conventions, conferences, or training events and may provide our IARs and/or our home office employees with transportation, hotel accommodations, meals, registration fees, and the like to encourage them to attend such events.

In accordance with FINRA rules, some Grove Point Advisors IARs qualify to attend conventions and other meetings sponsored by Grove Point Advisors at no cost or a reduced cost to the IAR, based in part on their assets under management. Qualifying for these events entitles the IAR to reimbursement for transportation, hotel accommodations, meals, registration fees, and the like.

All of the non-cash compensation described that may be received by IARs, in conjunction with any other compensation or benefits provided by us or our affiliates, may be more or less than the overall compensation on similar or other products. The amount and/or structure of the compensation may influence an IAR to favor certain investment alternatives over others. However, the differences in compensation may also reflect differences in sales effort or ongoing customer services expected of the IAR. For more information about these programs and the benefits received by your IAR, please contact your IAR.

## **Marketing and Other Assistance**

The sponsors of third-party advisory programs provide some of our IARs with additional financial support by reimbursing our IARs for certain marketing related expenses, such as client seminars, client appreciation events, and donations to charities or charitable events. In general, sponsors are more willing to make such reimbursements or make larger reimbursements based on the amount of assets invested in their program by an IAR's clients. This is a conflict of interest for an IAR because the IAR may receive different amounts of compensation based on which investment advisory program he or she recommends. We maintain marketing reimbursement, gift and entertainment policies that limit the amount of this financial support that IARs may receive. For more information about whether your IAR receives this type of support, please contact your IAR.

## **Indirect Compensation and Revenue Sharing**

Grove Point Investments and/or Grove Point Advisors receives compensation and/or fees (also referred to as revenue sharing or marketing support) from certain mutual fund sponsors (including money market funds), insurance (fixed and variable product) issuers, UIT, ETF, alternative investments, and structured product sponsors, and unaffiliated investment advisers that sponsor, manage, and/or promote the sale of certain products that are available to our clients. Product sponsors and third-party money managers ("Partners") pay this compensation to Grove Point Investments and/or Grove Point Advisors in what we call our Partners Program.

Partners pay different amounts of revenue sharing and receive different levels of benefits for their payments. These payments can be substantial and, as such, create a conflict of interest for Grove

Point Investments and/or Grove Point Advisors because the payments constitute additional revenue to Grove Point Investments and/or Grove Point Advisors and can influence the selection of investments and services Grove Point Investments and/or Grove Point Advisors and/or our financial professionals offer or recommend to clients. Grove Point Investments and/or Grove Point Advisors seeks to mitigate this conflict of interest by not sharing revenue sharing payments with our financial professionals. A financial professional's compensation is the same regardless of whether a sale involves a Partners Program product or service. In some cases, Partners pay additional marketing payments to Grove Point Investments and/or Grove Point Advisors to cover fees to attend conferences or reimburse expenses for workshops or seminars. The payments made under the Partners Program are based either on gross sales or assets under management, or on a flat fee arrangement, and vary by Partner. When Partners pay a flat fee (or marketing allowance) it is negotiated annually. This payment assists with costs related to education, training, conference attendance, reimbursement for workshops or seminars and marketing materials for our financial professionals. We do not share any marketing allowance with our financial professionals.

The benefits Partners receive include financial professional contact lists, business metrics, preferred placement on our website, participation in product training initiatives and marketing and sales campaigns, and the ability to participate in our conferences.

We use the revenue from our Partners to support certain marketing, training, and educational initiatives including our conferences and events. The conferences and events provide a venue to communicate new products and services to our financial professionals, to offer training to them and their support staff, and keep them abreast of regulatory requirements. The revenue is also used to pay for annual awards for our financial professionals who generate the most revenue overall and to pay for our general marketing expenses. A Grove Point Investments and/or Grove Point Advisors financial professional who earns total compensation over a threshold amount receives an award, in the form of a trophy, medal, or plaque, and is invited to attend Grove Point Investments and/or Grove Point Advisors top producer conference. Revenue from the Partners helps to pay for the top producer conference costs. Top producing Grove Point Investments and/or Grove Point Advisors financial professionals receive an award based on total revenues, including but not limited to sales of Partner's mutual funds, annuities, structured products, and ETFs.

We prepare and make available to our financial professionals a quarterly list of Partners' mutual funds and ETFs that have been screened for investment performance against other Partners' funds with similar objectives and asset classes (the "Select Fund List" or "List"). Grove Point Investments and/or Grove Point Advisors and our financial professionals have a conflict of interest when a financial professional chooses or recommends an investment from the Select Fund List for your portfolio because Grove Point Investments and/or Grove Point Advisors receives payments from the mutual fund or ETF sponsor. Our receipt of such payments influences our selection of mutual funds and ETFs, as our IRAs are likely to recommend a fund or ETF whose sponsor pays us revenue sharing fees over a fund or ETF whose sponsor does not pay us.

You do not pay more to purchase funds from the List through Grove Point Investments and/or Grove Point Advisors than you would pay to purchase these funds through another broker-dealer, and your financial professional does not receive additional compensation for selecting a fund from the List. Financial professionals are not required to choose or recommend investments from the Select Fund List.

Grove Point Investments and/or Grove Point Advisors also receives compensation from certain TPIAs to assist in paying for ongoing marketing and sales support activities including training, educational meetings, due diligence reviews, and day-to-day marketing and/or promotional activities. Not all TPIAs pay such compensation and participating TPIAs change over time.

The compensation arrangements vary and are generally structured as a fixed dollar amount or as a percentage of sales or assets under management with the adviser.

A conflict of interest exists where Grove Point Investments and/or Grove Point Advisors receive such compensation because there is an incentive to recommend these TPIAs over other investment advisers to generate additional revenue for the firm. However, our financial professionals are not required to recommend any TPIA providing additional compensation, nor do they directly share in any of this compensation.

Our financial professionals receive additional compensation from product sponsors. However, such compensation is not tied to the sales of any products. Compensation includes such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings or marketing or advertising initiatives, including services for identifying prospects. Product sponsors sometimes also pay for or reimburse us for the costs associated with education or training events that are attended by our financial professionals and for Grove Point Investments and/or Grove Point Advisors -sponsored conferences and events. We also receive reimbursement from product sponsors for technology-related costs associated with investment proposal tools they make available to our financial professionals for use with clients.

To see the participants in the Partners Program along with revenue sharing arrangements by product type, please visit the Disclosure section of our website at <https://atriawealth.com/disclosures/grove-point-disclosures/>.

### **Alternative Investments**

Generally, you may purchase alternative investments on a commission basis through your IAR in their capacity as a registered representative of Grove Point Investments or purchase such investments at net asset value (NAV) in an advisory account, in which case your IAR will charge an ongoing advisory fee as a percentage of the investment's value. There are different costs associated with purchasing these investments with a commission or at NAV. You and your IAR must evaluate and determine which option is most appropriate based on the services being provided, and how long you anticipate holding the investment, among other factors. If you choose to purchase an alternative investment on a commission basis, Grove Point Advisors will not charge an advisory fee on the value of that investment. Should your alternative investment be converted by the issuer to an advisory share class, it will be eligible at that time to be assessed an advisory fee. Note that you will likely pay more in advisory fees versus up-front commissions over the typical holding period of these investments.

Grove Point Advisors requires illiquid alternative investments subject to fee billing in advisory accounts to be valued at NAV. This valuation serves as the basis for fee calculations for advisory accounts where fees are assessed based on assets under management (AUM). NAV for illiquid alternative investments may be calculated as often as quarterly but no less frequently than annually.

In the case where an alternative investment is valued annually, the underlying value of the asset may fluctuate, but the NAV will continue to serve as the basis for the AUM calculation. This could result in you experiencing higher or lower fees than if the NAV were calculated more frequently.

IARs may receive other payments in the form of marketing support from product providers to help defray marketing expenses. These payments incentivize the IAR to maintain or place more business with product providers that pay them more. Grove Point Advisors must approve all such payments and monitors the payments to ensure they comply with the Firm's policies and annual limits.

### **ERISA Considerations**

If the Employee Retirement Income Security Act of 1974 ("ERISA"), as interpreted by the Department of Labor, imposes obligations on Grove Point Financial, Grove Point Investments, or Grove Point Advisors to take certain actions with respect to revenue sharing payments, 12b-1 fees charged to mutual fund shares owned by employee benefit plans, or other sources of revenue, we will act in accordance with such obligations.

Grove Point Advisors acts as an investment adviser under the Investment Advisers Act of 1940 and a non-discretionary fiduciary investment adviser within the meaning of ERISA Section 3(21)(A)(ii) with regard to the ERISA Fiduciary Services (defined below) Grove Point Advisors provides to plans subject to ERISA.

The "ERISA Fiduciary Services" include only the provision of investment advice; all other services are provided on a non-fiduciary basis.

### **Code of Ethics**

Pursuant to Rule 204A-1 under the Investment Advisers Act of 1940 (the "Act"), we have established and enforce a written code of ethics ("Code") that describes standards of business conduct, including applicable fiduciary obligations, that must be observed by Grove Point Advisors and our "supervised persons" (as defined in the Act) in connection with our investment advisory business. These standards include the following requirements:

- To act at all times with the utmost integrity and honesty, dealing fairly with our clients, our company, our associates, and our service providers
- To place the interests of our clients first
- To render professional and unbiased investment advice to our clients
- To provide full, fair, and timely information to our clients
- To avoid any conflicts of interest with our clients when conducting personal securities transactions
- To exercise diligence and care in maintaining and protecting our clients' non-public, confidential information and
- To always comply with the federal securities laws.

All supervised persons are prohibited from trading based on material non-public information. In



addition, the Code prohibits certain supervised persons (“Access Persons”) from trading, in their personal accounts or in other accounts in which they have a beneficial interest, in “reportable securities” (as defined in Rule 204A-1 and the Code) ahead of a client’s trade in the same security. Our access persons also are prohibited from purchasing any security that is part of an initial public offering without prior approval.

Access Persons must also obtain prior approval from the Head of Supervision before purchasing any security as part of a private placement or other limited offering.

To avoid conflicts of interest that arise from the personal securities trading activity, the Code requires Access Persons to provide, and Grove Point Advisors to review, both initial and annual reports of all reportable securities beneficially owned by Access Persons.

Quarterly reports of all transactions in reportable securities by Access Persons are also required under the Code and are reviewed by us.

Each supervised person receives a copy of the Code and each amendment thereto and is required to acknowledge such receipt in writing. The Code further requires each supervised person to report any violation of the Code promptly to our Chief Compliance Officer.

A copy of our Code of Ethics will be provided to any client or prospective client upon request.

## **Brokerage Practices**

### **Soft Dollar Benefits**

Grove Point Advisors does not receive research or other products or services (also known as “soft dollar benefits”) from a broker-dealer or third party in connection with client securities transactions.

### **Broker-Dealer Affiliate**

In addition to being an investment adviser, Grove Point Advisors is affiliated with Grove Point Investments who is an introducing broker-dealer. In its capacity as a broker-dealer, Grove Point Investments acts as a selling agent on a best efforts basis for fixed income securities, which a Grove Point Advisors’ IAR may recommend for your advisory account. In such transactions, Grove Point Advisors will receive advisory fees on the fixed income securities in your advisory account but will not receive commissions or other transaction-based compensation on such trades.

## **Clearing Relationship**

In its capacity as a broker-dealer, Grove Point Investments has a clearing agreement with Pershing to settle and clear all securities trades introduced to it by Grove Point Advisors. Grove Point Investments introduces all securities trades from Portfolio Builder programs to Pershing, which settles and clears such trades. As a result, Grove Point Advisors will not be able to: (i) select broker-dealers on the basis of the lowest price or other attributes; (ii) shop around to different broker-dealers to negotiate commissions (or mark-ups or mark-downs on fixed income and other securities) or impact or improve the price or quality of the execution services provided by Pershing; or (iii) aggregate or “batch” orders for purposes of execution with orders for the same securities for other accounts managed by Grove Point Advisors other than for other accounts also custodied or cleared through Pershing.

Due to the foregoing, certain transactions might result in less favorable prices on the purchase and sale of securities than would otherwise be the case, and we may be unable to achieve most favorable execution of client transactions. Clients may not achieve executions of the nature, quality, speed or price that they might otherwise, which means client accounts in the Portfolio Builder Program might not generate the returns they would if orders were not directed as described above. Not all investment advisers require their clients to direct brokerage.

As the amount of assets Grove Point Advisors holds in Pershing accounts increases, the fees Pershing charges Grove Point Advisors decreases. Pershing also pays the firm a credit calculated from a formula based on the total assets in Pershing accounts and the total number of Pershing accounts. These are conflicts because Grove Point Advisors is incentivized to recommend that clients open Pershing accounts to achieve cost savings and payments that are not passed along to clients. However, IARs do not share in the cost savings or payments. Grove Point Advisors does not select or recommend other broker-dealers. In some programs, clients’ direct trades to us for introduction to Pershing, LLC, Grove Point Investments’ clearing firm.

Grove Point Advisors’ IARs may aggregate trades for client accounts in the Portfolio Builder Program. Trades may be aggregated for various securities, including stocks and exchange traded funds. All clients participating in an aggregated or “block” trade receive the same average price for the relevant security and clients’ costs are allocated on a pro-rata basis. Aggregating trades does not guarantee that a client will pay a lower cost than if Grove Point Advisors had not aggregated a trade and at times could cause a given client to pay more in transaction costs than he or she would otherwise pay.

## **Internal Fund Expenses and Payments**

Investment advisers must act in the best interest of their clients, including the selection of appropriate mutual fund share classes, and disclose fees associated with the recommended share classes. A single mutual fund may offer more than one “class” of its shares to investors, but each class represents a similar interest in the mutual fund’s portfolio. The principal difference between the classes is that the mutual fund charges different fees and expenses on the various share classes based primarily on the amount invested. Even within a share class, expenses will vary by fund and by fund company.

These fees and expenses negatively impact investment returns. The brokerage or clearing platforms we utilize do not make available all mutual fund families or all share classes of all mutual funds. Certain share classes are not eligible to be managed as advisory assets. We do not allow B or C share mutual funds to be held as advisory assets.

To eliminate potential compensation conflicts in advisory accounts, we have limited available fund families to those that our due diligence process has determined to have associated expenses that fall within industry norms. Additionally, within those fund families, we offer a single share class that in most cases will result in the lowest total expenses in relation to other available share classes in the fund. We refer to this subset as “covered funds”. Covered funds are chosen based on a set of criteria designed to offer the best appropriate share class for the largest segment of our clients while still offering consistency across our platforms. The funds on our platform may not be the absolute lowest cost share class available in the marketplace but will meet our standard criteria of analysis that includes cost, custodial availability, and average client trade volumes.

Grove Point Investments receives securities service fees, 12b-1 fees and other third-party payments if you implement our recommendations through our affiliated broker-dealer. Relative to your mutual fund purchases, for the period in which you maintain an investment with the mutual fund, Grove Point Investments will receive ongoing 12b-1 and service fees directly from the mutual fund company or ongoing fees from the adviser, underwriter or distributor of the mutual fund. Mutual funds with 12b-1 fees are generally more expensive than those funds without such fees. There is a conflict of interest when we recommend these products or services since they result in increased compensation to Grove Point Investments. To mitigate this conflict of interest, Grove Point Investments will credit back to your account an amount equal to the 12b-1 and service fees collected in connection with your advisory assets, except for 12b-1 fees generated through the default sweep money market mutual funds available on the Pershing platform, which Pershing remits to Grove Point Investments and which Grove Point Investments retains. This credit is only available for accounts custodied at Pershing.

Pershing offers a no-transaction-fee (NTF) program where the transaction charge is waived for the purchase and sale of mutual funds participating in the program. Other mutual funds participate in a program where the transaction charge is waived for the purchase of mutual funds but not the sale. Participating funds compensate Pershing as applicable, which in turn compensates Grove Point Investments based on the amount of assets invested in those funds. As a result, Grove Point Advisors has a conflict of interest to the extent IARs recommend these funds, because our affiliate, Grove Point Investments will receive compensation in addition to any advisory fees you pay. If your IAR absorbs the transaction fees for your account, the NTF program creates a conflict of interest as it results in increased compensation to your IAR. The funds in the program also have higher expense ratios than similar funds not in the program. Thus, over time, you will pay higher costs for funds in this program than you would for non-NTF funds subject to transaction charges.

### **Sweep Options**

When you establish an account with Grove Point Advisors on the Pershing platform, you are required to select a bank sweep option or money market mutual fund in which the cash in your account will be

held. The FDIC bank deposit sweep program is the default option for cash contributed to non-entity (individual) accounts and Grove Point Investments receives more from Pershing for assets held in that sweep program than we do for assets placed into a money market fund. Entities are not eligible to participate in the bank deposit sweep program.

The bank sweep account will have a yield that will vary based on prevailing interest rates. Our IARs do not receive any portion of the bank sweep compensation paid to Grove Point Investments.

## **Review of Accounts**

As a part of our investment management services, an IAR will review a client's account with the client at least once each year to determine whether the assets in the client's account are allocated consistently with the parameters of the allocation strategy selected. The review covers such things as changes in the value of the account, the success of the investment strategy in meeting the client's investment needs and objectives, whether any material changes have taken place in the client's financial circumstances or investment objectives, and any recommendations we make with respect to the account(s). We are also available on an ongoing basis to discuss any changes that may have occurred in the client's circumstances or investment objectives.

Clients receive monthly or quarterly account statements and quarterly reports analyzing the investment performance of their accounts. Clients also receive confirmation of activity in their accounts. The statements, reports, and confirmations may be delivered in writing or electronically, as indicated by the clients and as available with the program selected.

Grove Point Advisors urges clients to carefully review such statements and compare such official custodial records to any statements that Grove Point Advisors may provide. Grove Point Advisors' statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **Client Referrals and Other Compensation**

### **Referral Agreements**

Grove Point Advisors may assist clients in selecting an investment management program from among several such programs sponsored by unaffiliated investment management firms to which we may refer clients. Pursuant to our agreements with these firms, the firms compensate us for our services by paying us a percentage of the advisory fees received by such firms from clients we have referred. Each client we refer to a sponsor receives a written referral disclosure stating we act as a referrer for the program sponsor and that the sponsor compensates us for referrals.

## **Other Firm Compensation to IARs**

To help cover or defray the costs of transitioning from another investment adviser to Grove Point Advisors, our IARs receive various forms and amounts of transition assistance. Such transition assistance may include loans, technology services, administrative support, termination fees associated with moving accounts and regulatory services, payments based on production, reimbursement of fees, attendance at conferences and events, and access to preferred pricing. Grove Point Advisors receives compensation from our custodians to offset the cost of transitioning assets.

Grove Point Advisors makes loans to IARs which may be forgivable based on 1) years of service with Grove Point Advisors or its affiliates, 2) assets under management, 3) the amount of production with Grove Point Advisors or our affiliates or 4) some combination of these factors. This practice creates a conflict of interest since the IAR has a financial incentive to recommend a client engage Grove Point Advisors for advisory services, engage Grove Point Investments for brokerage services, and to recommend additional products and services in order for their loan to be forgiven.

Grove Point Advisors has recognition programs that refund a portion of the monthly affiliation fees the IAR pays to the firm based on the IAR's total production with the firm. Grove Point Advisors also has a tiered compensation grid that increases the percentage of payout that an IAR receives as the IAR's production increases with the firm. To mitigate these conflicts, these benefits are based on total production and are product neutral. In addition, the firm does not provide the increased payout retroactively.

## **Payment for Order Flow**

AAM pays the firm for order flow based on the total amount of fixed income securities executed through the firm. This payment is a conflict that incentivizes the firm to recommend fixed income transactions through AAM. The firm's IARs do not receive any part of the additional compensation. Accordingly, we believe the financial arrangements does not create an economic incentive that will influence the advice you receive from your IAR.

## **Custody**

Clients' cash, securities, and other assets in our investment management programs remain in the custody of Grove Point Advisors' clearing firm, Pershing or other program custodians. Pershing and the other custodians provide usual and customary custodial services and certain administrative services.

Grove Point Advisors is deemed to have legal custody of client accounts in which clients grant Grove Point Advisors the ability to (i) initiate fund transfers to other accounts the Client owns or to third parties or (ii) deduct its investment advisory fees upon submitting an instruction to the qualified custodian maintaining the client's assets, and in limited circumstances, Grove Point Advisors does enter into such arrangements. However, Grove Point Advisors does not receive or retain physical custody of any client assets in its investment management programs. If clients forward assets to us, such as a stock certificate, we will return them to clients so that the clients can send them to Pershing

or the relevant program custodian; however, clients may forward checks made payable to a custodian to us for forwarding to the custodian.

Clients receive account statements directly from Pershing or the other program custodian. Clients should review these account statements carefully. Grove Point Advisors urges clients to carefully review such statements and to compare them to any other statements received from others.

### **Investment Discretion**

The investment advice Grove Point Advisors provides under the Portfolio Builder Program generally is non-discretionary in nature and trades are generally placed only if the client approves of the IAR's recommendation. However, clients are able to grant discretionary authority to Grove Point Advisors that enables the IAR to take the following actions without the client's consent: (i) replace any of the client's mutual fund holdings with mutual funds or other securities that have a similar objective and investment style (e.g., large cap growth, small cap value etc.) from a predetermined list of funds and (ii) rebalance the client's account holdings when they materially drift from the established target allocations or (iii) exercise full discretion in the client's account based on which Program the client chooses to participate in. Such trading authority is considered to be discretionary in nature. Clients can revoke such authority by notifying Grove Point Advisors.

### **Voting Client Securities**

As a matter of firm policy and practice, Grove Point Advisors does not have any authority to and does not vote proxies on behalf of advisory clients. Nor do we provide advice on proxy or other solicitations. Clients retain the responsibility for receiving and voting proxies for all securities maintained in client portfolios. Clients will receive their proxies and other solicitations directly from their custodian. Grove Point Advisors does not monitor the account for class action lawsuits and does not take any action or render any advice with respect to securities held in your account(s) that become subject to legal notices or proceedings, including bankruptcy proceedings.

### **Financial Information**

As an investment adviser registered with the SEC, Grove Point Advisors is required to provide certain financial information or disclosures about Grove Point Advisors' financial condition. Grove Point Advisors has no financial condition that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.