

## **Emerald Investment Partners, LLC**

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**This brochure provides information about the qualifications and business practices of Emerald Investment Partners, LLC. If you have any questions about the contents of this brochure, please contact us by telephone at 919-948-4453 or email [Robert@emerald-ip.com](mailto:Robert@emerald-ip.com). 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.**

**Additional information about Emerald Investment Partners, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Emerald Investment Partners, LLC is registered with the SEC as an investment adviser under the U.S. Investment Advisers Act of 1940, as amended (the "Advisers Act"). Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.**

## Item 2. Material Changes

Below is a summary of the material changes that Emerald Investment Partners, LLC's has made to this Form ADV Brochure since its last annual Form ADV filing on March 26, 2019. Please be aware that other non-material changes have been included in this Form ADV Brochure.

Emerald Investment Partners, LLC's office is now located at 175 Regency Woods Place, Suite 210, Cary, NC 27518.

Item 12 and Item 14 have been updated to disclose a conflict of interest that results from transition benefits paid by Raymond James to Emerald that is contingent upon us maintaining assets under management custodied at Raymond James.

Item 12 and Item 14 have been updated to disclose benefits received from Charles Schwab & Co., Inc.

Additional changes were made throughout to enhance disclosure of Emerald Investment Partners, LLC's current business and compliance practices.

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## Item 4 Advisory Business

Our firm is a limited liability company formed in the State of North Carolina. Our firm has been in business as an investment adviser since 2013 and is equally owned by Robert Leggett and Clint Sorenson. We also operate under the names WealthShield Partners, Century Wealth Advisors, Evergreen Financial Services, Golden Pine Advisory, and Madison Oaks Wealth Partners.

We provide the following types of services: Asset Management, Financial Planning & Consulting and Pension Consulting. All clients are encouraged to consult their own tax, legal and financial professionals before entering into and during any investment program. It remains the client's responsibility to promptly notify us if there is ever any change in the client's financial or other personal situation, tax status, or investment objectives.

The following paragraphs describe our services and fees. Please refer to the description of each service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "Emerald", "we", "our" and "us" refer to Emerald Investment Partners, LLC and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm. Emerald also utilizes "Investment Adviser Representatives" to whom we refer throughout this Brochure.

### Types of Advisory Services We Offer

#### **Asset Management:**

We offer discretionary and non-discretionary asset management services. Our investment advice is tailored to meet your needs and investment objectives. If you retain our firm for these services, you will provide us with information regarding your investment objectives, risk tolerance, and other relevant information at the beginning of our advisory relationship. We will use this information to help develop a strategy that enables us to give you continuous and focused investment advice and/or to make investments on your behalf. For discretionary asset management services, we have engaged WealthShield LLC as the sub-adviser for certain client accounts. As discussed further in Item 10, WealthShield is a related person of Emerald. Please refer to WealthShield's Form ADV for further information, available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

If you participate in our discretionary asset management services, we require you to grant our firm discretionary authority to manage your account. Discretionary authorization will allow our firm without further authorization from you to, among other things, purchase and sell securities for your account, select and retain sub-advisers and/or money managers and platforms, and act on your behalf in all matters necessary or incidental to the management of your account, including the monitoring of assets and use of third party services. Discretionary authority is typically granted by the portfolio management agreement you sign with our firm, a limited power of attorney, or trading authorization forms. You may limit our discretionary authority by providing our firm with your restrictions and guidelines in writing (for example, limiting the types of securities that can be purchased for your account).

We also offer non-discretionary asset management services. In such cases, we will review the accounts on a periodic basis (at least annually) and make recommendations to you. With respect to non-discretionary accounts, you retain the authority to implement any recommendation. For non-discretionary accounts, we will obtain your approval prior to executing any transactions.

As part of our asset management services, we will often invest your assets or recommend the investment of your assets according to one or more model portfolios developed by WealthShield. In some cases, we may deviate or recommend a deviation from the WealthShield models depending on

individual client circumstances. With respect to discretionary accounts, we will monitor your portfolio's performance on an ongoing basis, and attempt to rebalance the portfolio as required by changes in market conditions and in your financial circumstances.

### **Financial Planning & Consulting:**

We provide a variety of financial planning and consulting services to individuals, families, institutions and other clients regarding the management of their financial resources based upon an analysis of the client's current situation, goals, and objectives based on information received from the client. Generally, such financial planning services will involve preparing a financial plan or rendering a financial consultation for clients based on the client's financial goals and objectives. This planning or consulting may encompass one or more of the following areas: Investment Planning, Retirement Planning, Estate Planning, Charitable Planning, Education Planning, Corporate and Personal Tax Planning, Cost Segregation Study, Corporate Structure, Real Estate Analysis, Mortgage/Debt Analysis, Insurance Analysis, Lines of Credit Evaluation, Business and Personal Financial Planning.

Our written financial plans or financial consultations rendered to clients usually include general recommendations for a course of activity or specific actions to be taken by the clients. For example, recommendations may be made that the clients begin or revise investment programs, create or revise wills or trusts, obtain or revise insurance coverage, commence or alter retirement savings, or establish education or charitable giving programs. If requested by a client, we may recommend the engagement of an accountant, attorney or other specialist, as necessary for non-advisory related services. Such client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from us. If the client engages a recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

For written financial planning engagements, we provide our clients with a written summary of the client's financial situation, observations, and recommendations. For financial consulting engagements, we usually do not provide our clients with a written summary of our observations and recommendations, as the process is less formal than our planning service.

Plans or consultations are typically completed within six (6) months of the client signing a contract with us, assuming that all the information and documents we request from the client are provided to us promptly. Implementation of any recommendation provided through our financial planning and consulting services will be at the sole discretion of the client.

### **Retirement and Pension Consulting:**

We provide retirement and pension consulting services to employer plan sponsors and plan participants on a one-time or ongoing basis. Generally, such consulting services consist of assisting employer plan sponsors and participants in establishing, monitoring and reviewing their defined benefit or participant-directed retirement plans. As the needs of the clients dictate, areas of advising could include: investment options, plan structure and participant education, 401K advice and custom investment models.

All pension consulting services shall be in compliance with the applicable federal and state law(s) regulating pension consulting services. This applies to client accounts that are pension or other employee benefit plans ("Plan") governed by the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). If the client accounts are part of a Plan, and we accept appointments to provide our services to such accounts, we acknowledge that we are a fiduciary within the meaning of Section 3(21) of ERISA (but only with respect to the provision of services described in the Pension Consulting Agreement).

Pursuant to adopted regulations of the U.S. Department of Labor, we are required to provide the Plan's responsible plan fiduciary (the person who has the authority to engage us as an investment adviser to the Plan) with a written statement of the services we provide to the Plan, the compensation we receive for providing those services, and our status.

The services we provide to a Plan are specifically described in a separate 408(b)(2) written disclosure document that we will provide to you or in the advisory agreement. Our compensation for these services is described below, at Item 5, in the advisory agreement and/or the 408(b)(2) written disclosure document.

In providing services to a Plan and investment advice to Participants, our status is that of an investment adviser registered under the Advisers Act, and we are not subject to any disqualifications under Section 411 of ERISA.

#### **Institutional Subscription Services:**

We offer a monthly subscription service to advisers. Advisers who subscribe to this service receive access to Emerald's trading models and proprietary strategies with monthly positions for the associated models. This service is only available to financial advisors.

#### **Tailoring of Advisory Services**

We offer individualized investment advice to clients utilizing our asset management services as well as our financial planning and consulting services. Additionally, we offer non-tailored investment services through our institutional subscription services.

#### **Participation in Wrap Fee Programs**

We act as portfolio manager for and sponsor of a wrap fee program, which is an investment program where the client pays one stated fee that includes management fees and transaction costs. However, this brochure describes our non-wrap fee advisory services; clients utilizing our wrap fee portfolio management should refer to the separate Wrap Fee Program Brochure. Fees paid under the wrap fee program will be given to Emerald as a management fee. Please also see Item 5 and Item 12 of this brochure.

#### **Types of Investments**

We generally limit investment advice to mutual funds, real estate funds (including REITs), equities, ETFs (including ETFs in the gold and precious metal sectors) and non-U.S. securities. We may use other securities as well to help diversify a portfolio when applicable.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty and costs this would entail in managing the account.

#### **Regulatory Assets Under Management**

As of December 31, 2018, we provide continuous management services for \$361,654,513 in client assets on a discretionary basis, and no client assets on a non-discretionary basis.

## **Item 5 Fees and Compensation**

#### **How We Are Compensated for Our Advisory Services**

The below provides an overview of the fees and compensation we generally receive for the services

we provide. Please refer to your agreement with Emerald for information about the specific fees to be imposed with respect to your account and the other terms and conditions that will govern your relationship with Emerald. Our fees are generally negotiable. Fees may vary as a result of negotiations, discussions and/or factors that may include, but are not limited to, the particular circumstances of the client, the size and scope of the overall client relationship, client investment guidelines, additional or differing levels of servicing, or as may be otherwise agreed with specific clients.

**Asset Management:**

With respect to accounts to which we provide discretionary and non-discretionary asset management services, we typically charge an annual fee ranging up to 1.50% of the value of your assets under our management in such account. At our discretion, we may combine the account values of family members living in the same household to determine the applicable advisory fee, which may result in a lower advisory fee being charged than if such account values were not combined. For example, we may combine account values for you and your minor children, joint accounts with your spouse, and other types of related accounts. Emerald is not required to combine account values with respect to any particular client.

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter. We will deduct our fee directly from your account through the qualified custodian holding your funds and securities in accordance with the authorization you will give us to do so in your agreement with Emerald. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show all disbursements from your account. You should review all statements for accuracy.

If the client agreement is executed at any time other than the first day of a quarter, our fees will apply on a pro rata basis, which means that the advisory fee is payable in proportion to the number of days in the quarter for which you are a client.

**Financial Planning & Consulting:**

We charge on an hourly or flat fee basis for financial planning and consulting services. The total estimated fee, as well as the ultimate fee that we charge you for financial planning and consulting services is generally based on the scope and complexity of our engagement with you. Our hourly fee is up to \$350. Flat fees generally range from \$1,500 to \$10,000.

We require a retainer of fifty-percent (50%) of the ultimate financial planning or consulting fee with the remainder of the fee directly billed to you and due to us within thirty (30) days of your financial plan being delivered or consultation rendered to you. In all cases, we will not require a retainer exceeding \$1,200 when services cannot be rendered within six (6) months. For clients who engage us to provide asset management services, we generally provide a financial plan to clients at no additional charge, however we reserve the right to charge clients for such service.

**Retirement and Pension Consulting:**

We charge an hourly fee, flat fee or a fee based on a percentage of assets for retirement and pension consulting services. The total estimated fee, as well as the ultimate fee that we charge you, is based on the scope and complexity of our engagement with you. Our maximum hourly fee is \$500. Our flat fees generally range from \$750 to \$10,000. Flat fees will be charged annually for ongoing pension consulting services. Fees based on a percentage of assets will be charged up to 0.80%.

We will directly bill you for our retirement and pension consulting service. Our bill is due and payable within thirty (30) days.

**Institutional Subscription Services:**

We charge up to \$500 monthly in advance for our institutional subscription services. Clients will be invoiced directly for this service.

**Other Fees**

Clients not participating in a wrap fee program will incur transaction charges for trades executed in their accounts. These transaction fees are separate from our fees and will generally be disclosed in the brokerage or custodian agreement in place with respect to your account. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Also, clients will pay the following separately incurred expenses: charges imposed directly by a mutual fund, index fund, or ETF, which expenses and charges are generally disclosed in the fund's prospectus (e.g., fund management fees, distribution fees and other fund expenses). Clients may be responsible for paying fees charged by sub-advisers, money managers, Platforms, and/or Platform managers that have been engaged to manage their account as described in the investment management agreement. Such charges, fees, and commissions are exclusive of, and in addition to, our fee, and we do not receive any portion of these charges, fees, and costs.

This brochure describes our non-wrap fee advisory services; clients utilizing our wrap fee portfolio management should see the separate Wrap Fee Program Brochure for additional details regarding third party fees.

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g. commissions).

**Refunds Following Termination**

In the event that you wish to terminate our services, we will refund the unearned portion of our advisory fee to you. You need to contact us in writing and state that you wish to terminate our services. Upon receipt of your letter of termination, we will proceed to close out your account and process a pro-rata refund of unearned advisory fees.

**Commissionable Securities Sales**

Some supervised persons of our firm are registered representatives of a broker-dealer. Robert Leggett is a registered representative of Purshe Kaplan Sterling Investments, Inc., member FINRA/SIPC. Scott Lord and Stuart Gay are registered representatives of Chalice Capital Partners, LLC, member FINRA/SIPC. Robert Leggett, Scott Lord and Stuart Gay offer securities and receive normal and customary commissions as a result of securities transactions. However, Robert Leggett, Scott Lord and Stuart Gay do not receive any commissions or other transaction-based compensation as a result of securities transactions for Emerald client accounts. All investment products recommended by Emerald are transacted through a broker-dealer custodian selected by the client and that is unaffiliated with Emerald. As discussed above, Emerald recommends investment of client accounts in mutual funds. Emerald will recommend no-load funds, among others.

**IRA Rollover Considerations**

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on



our behalf have an incentive to recommend a rollover to you for the purpose of generating fee based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, it is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding with a rollover, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.

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

We do not accept performance-based fees. Our fees are calculated as described in Item 5, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

## **Item 7 Types of Clients**

We generally provide investment advice to the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension Plans; and
- Other Investment Advisers.

We do not have set account minimum account size or other requirements for opening and maintaining accounts or otherwise engaging us.

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

This section provides an overview of methods of analysis and investment strategies we may utilize in providing services to you and certain material risks relating that you may face in connection with these services. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear. It is not possible to identify all of the risks associated with investing, and this section does not attempt to discuss all risks that may affect your investments with Emerald. Rather, this section discusses certain material risks of Emerald's investment activities. Different risks will impact different investment strategies to different degrees, and the degree to which a particular risk is applicable to you will depend on a variety of factors, including which investment strategy(ies) are employed with respect to your account and your investment guidelines.

We do not guarantee that an investment objective or planning goal will be achieved or that any of the investment strategies will create their intended results. As an investor, each client must be able to bear the risk of loss that is associated with their account, which may include the loss of some or all principal invested. No single investment strategy, or combination thereof, is necessarily diversified or intended to provide a complete investment program. Clients are responsible for appropriately diversifying their assets to guard against the risk of loss.

You are responsible for your overall financial situation, and we urge you to consult legal, tax and other financial advisors regarding your specific or overall financial situation as needed. In particular, our

strategies and investments may have unique and significant tax implications. We will generally attempt to structure your portfolio in the most tax efficient manner possible based on your accounts under our management. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional prior to and throughout the investing of your assets.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition and performance of your portfolio.

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

**Fundamental analysis** is a method of evaluating a company that has issued a security by attempting to measure the value of its underlying assets. It entails studying overall economic and industry conditions, as well as the financial condition and the quality of the company's management. Emerald considers earnings, expenses, assets, and liabilities important in determining the value of a company. We then compare our value of the company to the current price of the issuing company's security to determine whether to purchase, sell or hold the security.

One of the primary risks of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for Emerald's valuation of a security. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

**Cyclical analysis** is a form of fundamental analysis that involves the process of making investment decisions based on the different stages of an industry at a given point in time.

One of the primary risks of cyclical analysis is the lengths of economic cycles may be difficult to predict with accuracy, which leads to difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

**Quantitative Analysis** is a method of determining the value of a security by examining its numerical, measurable characteristics such as revenues, earnings, margins and market share.

One of the primary risks of quantitative analysis is that empirical data may not necessarily be the best indicator of the value of a certain investments, and purely mathematical approaches may not reveal significant security specific developments.

**Charting** involves identifying patterns that can suggest future activity in price movements. A chart pattern is a distinct formation on a stock chart that creates a trading signal or a sign of future price movements. Chartists use these patterns to identify current trends and trend reversals to trigger buy and sell signals. Some of the chart types Emerald utilizes are Line Charts, Bar Charts, Candlestick, Point and Figure, etc.

One of the primary risks of charting analysis is that it may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

**Technical analysis** is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity.

One of the primary risks of market timing based on technical analysis is that our analysis may not accurately detect anomalies or predict future price movements. Current prices of securities may reflect all information known about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

**Long-Term Purchases** – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year.

Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term which may not be the case. There is also the risk that the segment of the market that you are invested in or perhaps just your particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

**Short-Term Purchases** – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of short-term price fluctuations.

Using a short-term purchase strategy generally assumes that we can predict how financial markets will perform in the short-term, which may be very difficult and will incur a disproportionately higher amount of transaction costs compared to long-term trading. There are many factors that can affect financial market performance in the short-term (such as short-term interest rate changes, cyclical earnings announcements, etc.) but may have a smaller impact over longer periods of times.

**Short Sales** – securities transaction in which securities are sold that were borrowed in anticipation of a price decline. The seller is then required to return an equal number of shares at some point in the future.

The primary risk of short selling is that client assets invested through a short sale will profit if the stock goes down in price, but if the price of the shares increase, the potential losses are unlimited. We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk. This may include buying and selling securities frequently in an effort to capture significant market gains and avoid significant losses. However, there is a risk that frequent trading can negatively affect investment performance, particularly through increased brokerage and other transactional costs and taxes.

**Margin Transactions** – a securities transaction in which an investor borrows money to purchase a security, in which case the security serves as collateral on the loan.

The primary risk of trading on margin is that if the value of the shares drops sufficiently, the client will be required to either deposit more cash into the account or sell a portion of the stock in order to maintain the margin requirements of the account. This is known as a "margin call." This could result in a client account losing more money than was invested in the margin transaction.

**Options Trading** - a securities transaction that involves buying or selling (writing) an option. If you write an option, and the buyer exercises the option, you are obligated to purchase or deliver a specified number of shares at a specified price at the expiration of the option regardless of the market value of the security at expiration of the option. Buying an option gives you the right to purchase or sell a specified number of shares at a specified price until the date of expiration of the option regardless of the market value of the security at expiration of the option.

The trading of options may be highly speculative and may entail more risk than those present when investing in other types of securities. Prices of options are generally more volatile than prices of other types of securities. When trading in options, you may run the risk of losing the entire investment in a relatively short period of time. In more risky options strategies, an investor could theoretically have an unlimited risk of loss.

**Management Risk:** Judgements about the value and potential appreciation of a particular security may be wrong and there is no guarantee that securities will perform as anticipated. The value of a security can be more volatile than the market as a whole or our approach may fail to produce the intended results, which can result in losses for a client.

**Market Risk:** There is a possibility that the value of securities may decline due to daily fluctuations in the markets. Stock prices change daily as a result of many factors, including developments affecting the condition of both individual companies and the market in general. In a declining stock market, prices for all companies may decline regardless of their long-term prospects.

### **Risk of Loss**

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

### **Recommendation of Particular Types of Securities**

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

**Mutual Funds:** Investing in mutual funds carries the risk of capital loss and thus investors may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. Mutual funds are also subject to extensive regulatory regimes, which may restrict their investments and result in lower investment returns than less-regulated investments.

**Equity** investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

**Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks, and their price can fluctuate during the day. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion

backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors. The returns on ETFs can be reduced by the costs to manage the funds. During time of extreme market volatility ETF pricing may lag vs. the actual underlying asset values. This lag usually resolves itself in a short period of time (usually less than one day) however there is no guarantee this relationship will always occur. In addition, for certain ETFs recommended by us, there may be little public market due to trading volumes or other factors. Accordingly, clients may not be able to sell the ETFs as desired.

**Real estate funds** (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

**Non-U.S.** securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting and the lesser degree of accurate public information available.

**Past performance is not indicative of future results. Investing in securities involves a risk of loss that you should be prepared to bear.**

## **Item 9 Disciplinary Information**

There are no legal or disciplinary events that are material to the evaluation of our advisory business or the integrity of our management.

## **Item 10 Other Financial Industry Activities And Affiliations**

Some supervised persons of our firm are registered representatives of a broker dealer. Robert Leggett is a registered representative of Purshe Kaplan Sterling Investments, Inc., member FINRA/SIPC. Scott Lord and Stuart Gay are registered representatives of Chalice Capital Partners, LLC, member FINRA/SIPC. Robert Leggett, Scott Lord and Stuart Gay offer securities and receive normal and customary commissions as a result of securities transactions. However, Robert Leggett, Scott Lord and Stuart Gay do not receive any commissions as a result of securities transactions for Emerald client accounts.

Some supervised persons of our firm are insurance agents/brokers. They may offer insurance products and receive customary fees as a result of insurance sales. A conflict of interest arises as these insurance sales create an incentive to recommend products based on the compensation the adviser and/or our supervised persons may earn and may not necessarily be in the best interests of the client. None of the insurance entities are otherwise affiliated with Emerald. You are not obligated, contractually or otherwise, to purchase any insurance product.

Neither Emerald Investment Partners nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

Through common ownership by Robert Leggett and Clint Sorenson, Emerald Investment Partners has an affiliation with WealthShield, an investment advisory firm that is registered with the SEC. Robert Leggett and Clint Sorenson are supervised persons of WealthShield and will offer clients advice or products from those activities and clients should be aware that these services involve a conflict of interest. Robert Leggett and Clint Sorenson must determine the amount of time to dedicate to Emerald Investment Partners and WealthShield. We have engaged WealthShield as the sub-adviser for client accounts. This creates a conflict of interest because we have an incentive to recommend WealthShield to serve as the sub-adviser for client accounts. We only recommend WealthShield to clients when we believe it is in the best interest of the client. Additionally, as of the date of this Brochure, WealthShield does not receive a management or subadvisory fee with respect to the subadvisory services it provides to Emerald. You are not obligated, contractually or otherwise, to utilize any WealthShield service or invest in any WealthShield product.

Client accounts are generally managed via Envestnet, a third-party investment management platform. WealthShield receives a portion of the fee paid for clients on the platform. This creates a conflict of interest as Emerald has an incentive to recommend Envestnet based on the fee that its affiliate, WealthShield, receives rather than the best interests of the client. Emerald has reviewed and periodically reviews Envestnet and believes that the use of the platform is in the best interest of clients.

Robert Leggett and Clint Sorenson are managing partners of WealthShield Research LLC. WealthShield Research and WealthShield provide algorithms and research to platforms that are used in ETFs ("Model ETFs"). WealthShield Research and WealthShield receive fees for the Model ETFs. The fees are either a flat fee or an asset-based fee. These fees are in addition to the compensation we receive for our advisory services described in Item 5. We recommend investment in the Model ETFs to clients. This creates a conflict of interest as we have an incentive to recommend the Model ETFs based on the fees received for the Model ETFs rather than the best interests of the client. We only recommend the Model ETFs to clients when we believe it is in the best interest of the client and consistent with the client's investment objectives. You may obtain the current list of Model ETFs by contacting us at the number on the cover page of this Brochure.

Some supervised persons of our firm recommend other investment advisers for clients and receive compensation from those advisers for the recommendation. This creates a conflict of interest as the supervised person has an incentive to recommend the investment adviser based on compensation received rather than the best interests of the client. All supervised persons receive training regarding, among other things, their fiduciary duty to clients and obligation to make recommendations taking into account only the client's best interest. Supervised persons are also required to deliver a disclosure document to the client containing the following information: the supervised person's and recommended investment adviser's names; the nature of the relationship between the supervised person and the recommended investment adviser, including any affiliation; a statement that the supervised person is compensated by the recommended investment adviser and the terms and description of compensation; and the amount, if any, which will be charged to the client in addition to the advisory fee, as well as other fee information, if applicable. In addition, we may recommend other investment advisers for clients through the selection of sub-advisers, mutual funds, ETFs, and separate account strategies. We do not generally receive compensation related to these recommendations with the exception of Model ETFs, as described above.

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

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

We have adopted a Code of Ethics pursuant to Advisers Act Rule 204A-1. A basic tenet of our Code of Ethics is that the interests of clients are always placed first. The Code of Ethics includes standards of business conduct requiring covered persons to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its clients. The Code of Ethics also requires that all covered persons comply with ethical restraints relating to clients and their accounts, including restrictions on gifts and provisions intended to prevent violations of laws prohibiting insider trading.

The goal of our Code of Ethics is to ensure that personal investing activities by our employees are consistent with our fiduciary duty to its clients. The Code of Ethics includes standards of business conduct requiring covered persons to comply with the federal securities laws and the fiduciary duties an investment adviser owes to its clients. For purposes of the Code of Ethics, we have determined that all employees are Access Persons.

In order to avoid potential conflicts of interest that could be created by personal trading among our Access Persons, the Code of Ethics restricts the purchase and sale by Access Persons for their own accounts of any covered security before the execution of a transaction in any such security for clients. All Access Persons are required to notify our Chief Compliance Officer or his designee in order to pre-clear personal securities transactions in specified securities, including IPOs and limited offerings.

All Access Persons are required to submit quarterly personal securities transactions and annual holdings reports for review by the Chief Compliance Officer. Access Persons are also required to have copies of all brokerage statements sent to the Chief Compliance Officer, directly from the custodian(s), on, at least, a quarterly basis. The Chief Compliance Officer will maintain documentation of personal securities transactions, including any violations that occur and their resulting actions.

The Code of Ethics also requires that all covered persons comply with ethical restraints relating to clients and their accounts, including restrictions on gifts and provisions intended to prevent violations of laws prohibiting insider trading.

Our Code of Ethics is available to you upon request. You may obtain a copy of our Code of Ethics by contacting us at the number on the cover page of this Brochure.

As a matter of policy, we do not engage in principal transactions, cross trading or agency cross transactions. Any exceptions to this policy must be approved in advance by the Chief Compliance Officer or by his designee.

## **Item 12 Brokerage Practices**

### **Selecting a Brokerage Firm**

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, these:

- Ability to maintain the confidentiality of trading intentions
- Timeliness of execution
- Timeliness and accuracy of trade confirmations

- Liquidity of the securities traded
- Willingness to commit capital
- Ability to place trades in difficult market environments
- Research services provided
- Ability to provide investment ideas
- Execution facilitation services provided
- Record keeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition
- Business reputation

With these considerations in mind, our firm has an arrangement with Raymond James Financial Services, Inc. ("RJFS"), member FINRA/SIPC. RJFS offers to independent investment advisers non-soft dollar services, which include custody of securities, trade execution, clearance and settlement of transactions. We receive some non-soft dollar benefits from RJFS through our participation in the program. Please see the disclosure below and under Item 14 of this Brochure.

RJFS makes certain research and brokerage services available at no additional cost to our firm. These services may be directly from independent research companies, as selected by our firm (within specific parameters). Research products and services provided by RJFS may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by RJFS to our firm in the performance of our investment decision-making responsibilities.

We do not use client brokerage commissions to obtain research or other products or services. The aforementioned research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

RJFS has currently provided repayable loans in the total amount of \$190,000. The terms of the RJFS repayable loan program are normally competitive with interest rates offered within the securities industry, including margin loan interest rates. The terms of the RJFS repayable loan program are negotiable. In 2017, RJFS also paid \$185,000 in transition assistance to Emerald that is contingent upon Emerald maintaining at least 80% of the estimated assets under management at RJFS for five years through June 2022. If Emerald fails to maintain at least 80% of the estimated assets under management at RJFS, Emerald will be required to repay 10% of the transition assistance for each 5% of the assets that have fallen below the 80% threshold. Repayable loans and transition assistance are normally intended to assist us with start-up costs, including rent, overhead expenses, computers, monies owed to third parties, and similar costs. The receipt of economic benefits by our firm or its related persons in and of itself creates a conflict of interest as it may create an incentive to choose RJFS for custody and brokerage services.

As a result of receiving the services discussed above and in Item 14 below, we have an incentive to continue to use or expand the use of RJFS services. Our firm examined this conflict of interest when we chose to enter into the relationship with RJFS and we have determined that the relationship is in the best interest of our firm's clients and satisfies our fiduciary obligations, including our duty to seek



best execution.

RJFS charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). RJFS enables us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. RJFS commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by RJFS may be higher or lower than those charged by other custodians and broker-dealers.

Our clients may pay a commission to RJFS that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not necessarily the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although we will seek competitive rates, to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions.

We also recommend the brokerage and custodial services of TD Ameritrade Institutional (through the TD Ameritrade Institutional Program), a division of TD Ameritrade, Inc. ("TD Ameritrade"), member FINRA/SIPC/NFA. TD Ameritrade is an unaffiliated SEC-registered broker-dealer and FINRA member. TD Ameritrade offers to independent investment advisers services which include custody of securities, trade execution, clearance and settlement of transactions. We receive some benefits from TD Ameritrade through our participation in the program. Our firm and/or our Associated Persons may receive benefits such as assistance with conferences and educational meetings from product sponsors. See Section 14 below for further discussion of services provided by TD Ameritrade.

We also recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of our clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA account holder. We are independently owned and operated and not affiliated with Schwab. Schwab provides us with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to advisors. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Our firm and/or our Associated persons receive benefits

Schwab also makes available to Emerald other products and services that benefit us but may not benefit our clients' accounts. These benefits may include national, regional or Emerald specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of Emerald by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities.

Other of these products and services assist us in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client

account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Emerald's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of Emerald's accounts, including accounts not maintained at Schwab Advisor Services.

Schwab Advisor Services also makes available to Emerald other services intended to help Emerald manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to Emerald by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Emerald.

While, as a fiduciary, we endeavor to act in our clients' best interests, our recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Emerald of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which creates a potential conflict of interest.

#### **Brokerage for Client Referrals**

Our firm does not receive brokerage for client referrals.

#### **Directed Brokerage**

Neither we nor any of our firm's related persons have discretionary authority in making the determination of the broker-dealers with whom orders for the purchase or sale of securities are placed for execution, and the commission rates at which such securities transactions are effected. We routinely recommend that a client directs us to execute through a specified broker-dealer. Our firm recommends the use of RJFS and/or TD Ameritrade, Inc. Each client will be required to establish their account(s) with RJFS and/or TD Ameritrade, Inc. if not already done. Please note that not all advisers have this requirement.

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

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

#### **Block Trades**

Generally, for discretionary accounts, we will aggregate orders with respect to the same security purchased for different clients. However, we reserve the right to modify, cancel, and/or make exceptions to this policy at any time. When orders are aggregated, each participating account receives the average share price for the transaction and bears a proportionate share of all transaction costs, based upon each account's participation in the transaction, subject to our discretion depending on factual or market conditions. Clients participating in block trading may include proprietary or related accounts. Such accounts are treated as client accounts and are neither given preferential nor inferior

treatment versus other client accounts. Allocations of orders among client accounts must be made in a fair and equitable manner.

We generally do not aggregate transactions for non-discretionary accounts. We may decide to execute orders for clients without aggregation if, under the circumstances, such other method of execution is reasonable, does not result in an improper or undisclosed advantage or disadvantage to any clients, and results in fair access over time to trading opportunities for all clients. Directed brokerage clients may be unable to participate in batched transactions. Not aggregating may result in higher costs or less favorable execution.

## **Item 13 Review of Accounts**

We monitor accounts to which we provide asset management services on an ongoing basis and conduct an internal review of accounts on at least an annual basis. This monitoring is conducted by a principal of Emerald or an Investment Adviser Representative. The nature of our internal reviews is to monitor whether clients' accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. We generally do not provide written reports to clients. Verbal reports to clients take place on at least an annual basis when we contact clients who subscribe to our Asset Management services. At least quarterly, account statements are furnished by the custodian to each client. We urge clients to carefully review the custodian statement provided for their client.

We may review client accounts more frequently than described above. Among the factors that may trigger an off-cycle review include major market or economic events, the client's life events, or requests by the client.

Retirement and Pension Consulting clients receive reviews of their pension plans for the duration of the pension consulting service. We also provide ongoing services to Retirement and Pension Consulting clients where we meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc. Retirement and Pension Consulting clients do not receive written or verbal updated reports regarding their pension plans unless they choose to contract with us for ongoing Pension Consulting services.

Financial Planning clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. We do not provide ongoing services to financial planning clients, but are willing to meet with such clients upon their request to discuss updates to their plans, changes in their circumstances, etc. Financial Planning clients do not receive written or verbal updated reports regarding their financial plans unless they separately contract with us for a post-financial plan meeting or update to their initial written financial plan.

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

### **Raymond James Financial Services Inc.**

Our firm recommends clients establish brokerage accounts with RJFS, a FINRA/SIPC member. RJFS provides us with access to its institutional trading and operations services, which typically are not available to RJFS retail customers. These services are generally available, without cost, to financial advisory firms who maintain a minimum threshold of client assets with RJFS.

### **Additional Compensation:**

Services provided by RJFS to financial advisory firms include research (including mutual fund research, third-party research, and RJFS proprietary research), brokerage, custody, and access to

mutual funds and other investments that are available only to institutional investors or would require a significantly higher minimum initial investment. In addition, RJFS makes available software and other technologies that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution, provide research, pricing information, quotation services, and other market data, assist with contact management, facilitate payment of fees to our firm from client accounts, assist with performance reporting, facilitate trade allocation, and assist with back-office support, record-keeping, and client reporting. RJFS also provides access to financial planning software, practice management consulting support, best execution assistance, consolidated statements assistance, educational and industry conferences, marketing and educational materials, technological and information technology support, and RJFS corporate discounts. Many of these services may be used to service all or a substantial number of our accounts, including accounts not maintained at RJFS.

RJFS has currently provided repayable loans in the total amount of \$190,000. The terms of the RJFS repayable loan program are normally competitive with interest rates offered within the securities industry, including margin loan interest rates. The terms of the RJFS repayable loan program are negotiable. In 2017, RJFS also paid \$185,000 in transition assistance to Emerald that is contingent upon Emerald maintaining at least 80% of the estimated assets under management at RJFS for five years through June 2022. If Emerald fails to maintain at least 80% of the estimated assets under management at RJFS, Emerald will be required to repay 10% of the transition assistance for each 5% of the assets that have fallen below the 80% threshold. Repayable loans and transition assistance are normally intended to assist us with start-up costs, including rent, overhead expenses, computers, monies owed to third parties, and similar costs. The receipt of economic benefits by our firm or its related persons in and of itself creates a conflict of interest as it may create an incentive to choose RJFS for custody and brokerage services.

RJFS also provides us with other services intended to help us manage and further develop our business enterprise, including assistance in the following areas: consulting, publications and presentations, information technology, business succession, and marketing. In addition, RJFS may make available or arrange and/or pay for these types of services provided by independent third parties, including regulatory compliance. Clients should be aware, however, that the receipt of benefits by our firm or its related persons in and of itself creates a conflict of interest and may indirectly influence our choice of RJFS for custody and brokerage services.

RJFS is recognized as a full-service registered broker-dealer and registered investment adviser. Our firm has no formal relationship with RJFS for client referrals and receives no compensation from RJFS (other than the services and arrangements described herein) for accounts opened by firm clients. On an informal basis, RJFS occasionally may make referrals to our firm as a courtesy or accommodation. Nothing of value, monetary or otherwise, is given, paid, or received in exchange for such referrals.

The firm utilizes RJFS for custody of customer assets and execution of customer transactions. RJA, a corporate affiliate of RJFS and member of the New York Stock Exchange and the Securities Investor Protection Corporation, acts as the clearing agent in the execution of securities transactions placed through RJFS. The firm, subject to its best execution obligations, may trade outside of RJFS. In the selection of broker-dealers, the firm may consider all relevant factors, including the commission rate, the value of research provided, execution capability, speed, efficiency, confidentiality, familiarity with potential purchasers and sellers, financial responsibility, responsiveness, and other relevant factors. The firm has retained and will compensate RJFS and/or RJA to provide various administrative services which include determining the fair market value of assets held in the account at least quarterly and producing a brokerage statement and performance reporting for client detailing account assets, account transactions, receipt and disbursement of funds, interest and dividends received, and account gain or loss by security as well as for the total account.

## **TD Ameritrade, Inc.**

As stated above, we recommend the brokerage and custodial services of TD Ameritrade Institutional (through the TD Ameritrade Institutional Program), a division of TD Ameritrade, Inc. ("TD Ameritrade").

There is no direct link between our participation in the program and the investment advice it gives to its clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving adviser participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by our related persons. Some of the products and services made available by TD Ameritrade through the program may benefit us, but may not benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits we receive through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, the firm endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by our firm or its related persons in and of itself creates a conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

## **Charles Schwab & Co., Inc.**

As stated above, we recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of our clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. We are independently owned and operated and not affiliated with Schwab. Schwab provides us with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to advisors. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. Our firm and/or our Associated persons receive benefits

Schwab also makes available to Emerald other products and services that benefit us but may not benefit our clients' accounts. These benefits may include national, regional or Emerald specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of Emerald by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities.

Other of these products and services assist us in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Emerald's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of Emerald's accounts, including accounts not maintained at Schwab Advisor Services.

Schwab Advisor Services also makes available to Emerald other services intended to help Emerald manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to Emerald by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Emerald.

While, as a fiduciary, we endeavor to act in our clients' best interests, our recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Emerald of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which creates a potential conflict of interest.

## **Referral Fees**

Currently, we do not maintain any referral arrangements with individuals or entities that may be compensated, directly or indirectly. If we were to enter into an arrangement with a third-party, it would do so in accordance with Rule 206(4)-3 of the Advisers Act.

## **Item 15 Custody**

Pursuant to Rule 206(4)-2 under the Advisers Act, because we may directly deduct advisory fees from client accounts as part of our billing process, we are deemed to have limited custody of client funds. (Please refer to Item 5 for further information regarding these arrangements.) In addition, we have custody of client funds or securities due to standing letters of authorization to make transfers to third-parties on behalf of our clients who have granted us this authority. This authority is granted to us by the client through a standing letter of authorization established by the client with their qualified custodian. We have adopted and implemented policies and procedures to comply with the SEC's February 21, 2017 No Action Letter regarding third-party standing letters of authorization.

Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy. If you have a question regarding your account statement or if you did not receive a statement from your custodian, please contact us at the number on the cover page of this Brochure.

## **Item 16 Investment Discretion**

Clients have the option of providing our firm with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, we are authorized to execute securities transactions including the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our firm's written acknowledgment.

If a client enters into non-discretionary arrangements with Emerald, we will obtain your approval prior to the execution of any transactions for your account(s). Clients have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

## **Item 17 Voting Client Securities**

We do not and will not accept the proxy authority to vote client securities. Clients will receive proxies or other solicitations directly from their custodian or a transfer agent. In the event that proxies are sent to our firm, we will forward them on to you and ask the party who sent them to mail them directly to you in the future. Clients may call, write or email us to discuss questions they may have about particular proxy votes or other solicitations.

## **Item 18 Financial Information**

We have no financial commitments that impair our ability to meet contractual commitments and fiduciary commitments to clients. We have never been the subject of a bankruptcy proceeding.