

Portola Partners

CRD # 305407

Form ADV Part 2A (the “Brochure”)

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This Brochure provides information about the qualifications and business practices of Portola Partners Group LLC (“Portola Partners”, the “Firm”, “we”, “us”, or “our”) d/b/a Portola Partners. If you have any questions about the contents of this Brochure, please contact the Firm’s Chief Compliance Officer at (650)-289-1114 or cco@portolapartnersllc.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

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

Note: Any reference to or use of the terms “registered investment adviser” or “registered” in this document, does not imply that the Firm has achieved a certain level of skill or training.

Material Changes

Material Changes Since the Last Update

The purpose of this page is to inform you of any material changes since our last annual update of this Brochure. This page is updated annually and when material changes occur.

As this filing is the initial one for the Firm, there are no material changes to report.

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Advisory Business

Description of Advisory Firm

Portola Partners Group LLC ("Portola Partners", the "Firm", "we", "us", or "our") does business as Portola Partners and is a privately-owned limited-liability company and a federally registered non-discretionary investment adviser. Our firm is structured to provide quality personalized financial and investment advice and service to each and every client.

Certain employees of Brownson, Rehmus & Foxworth, Inc. (the "Legacy Firm") expect to terminate their employment with the Legacy Firm on December 31, 2019 and expect to become employees of Portola Partners on January 1, 2020.

Portola Partners expects to begin conducting its investment advisory business on January 1, 2020.

Principal Owners

The principal owners are Steven R. Rehmus and Zachary A. Herlick.

Advisory Services Offered

The Firm provides personalized financial counseling and non-discretionary investment advisory services on a fee-only basis to high net worth individuals (i.e., investment assets in excess of \$5 million), trusts, estates, private foundations, endowments, qualified retirement plans and senior corporate executives. Also, the Firm may provide an ad-hoc or project-based consultation to a client on an hourly basis if the Lead Advisor working with such client deems such consultation appropriate under the circumstances. The Firm does not receive commissions, finder's fees, or remuneration from the sales of securities or other financial products, including but not limited to annuities, insurance, stocks, bonds, mutual funds, and limited partnerships. Furthermore, the Firm is not affiliated with entities that sell financial products or securities. Other professionals (e.g., lawyers, accountants, insurance agents) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they arise.

Financial counsel and investment advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow analysis, insurance review, education funding, and retirement and estate counseling.

The primary advisor to a client is a "Lead Advisor", a senior investment professional who is an owner or employee of the Firm. The Lead Advisor advising a client provides investment recommendations to the client, with the client making the final decision on investment selection. As a non-discretionary advisor, the Firm does not have the authority to place trades for clients without the client's prior written authorization.

Tailored Relationships

The Firm's financial counsel and investment advice is customized and tailored to the unique goals, objectives, and needs of each client.

The initial meeting with a prospective client, which may be conducted by telephone, is free of charge and is considered an exploratory interview to determine the extent to which the financial counseling and investment advice services provided by the Firm may be beneficial to the prospective client.

At the outset of the Firm-client relationship, we conduct an in-depth discovery of the client's goals, objectives, and attitudes based on information provided by the client. The Lead Advisor then generates a written evaluation of the client's current financial situation, often with an accompanying net worth statement. Such written evaluation also includes stated objectives and specifications for the client that reflect the client's overall recommended financial and investment program and describe the advisory services that the Firm will provide such client going forward.

Periodic reviews between the client and the Lead Advisor together with the summary of the client's objectives and specifications over the course of the client engagement are undertaken to provide reminders of the specific courses of action that need to be taken by the client in connection with the Firm's recommendations.

The Lead Advisor may conduct more frequent reviews of the documentation without the client's involvement, and will communicate any recommended changes to the client. Also, clients may impose restrictions on investing in certain securities or types of investments from time to time, as they see fit.

Wrap Fee Programs

The Firm does not participate in wrap fee programs.

Assets Under Management

As of this initial filing, the Firm has no clients and no regulatory assets under management. As of January 1, 2020, the Firm expects to manage over \$4 billion of client investment assets (valued as of December 31, 2018) for over 45 client families.

The Firm is a non-discretionary advisor that does not have the authority to decide which securities to purchase and sell for its clients and also does not have the authority to decide which investment advisors to retain on behalf of its clients.

Fees and Compensation

Typical Fee Arrangement

The Firm charges a base fee to each client that is determined by the Firm and approved by the client on an annual basis, although the Firm and any client may agree to adjust the base fee on a more frequent basis.

The Firm will determine the amount of the base fee to be charged to a particular client (subject to client approval) based on a number of factors unique to each client. Such factors may include, but are not limited to: the amount of the client's assets under the Firm's management, anticipated future assets, types of assets, complexity of services to be provided, service intensity, degree of custom work, time requirements, number of entities, number of the client's family members served, ease of interaction, and travel requirements.

Depending on factors such as those listed above, the base fee that the Firm charges its clients typically varies from 0.15% to 1.00% of assets under management. Fees are agreed upon by the Firm and client. This fee is generally lower for clients with

higher amounts of assets under the Firm's management and higher for clients with lower amounts of assets under the Firm's management; however, the other factors listed above will also influence pricing.

On a case-by-case basis, the Firm may agree with a client on additional fees to be charged to the client by the Firm separately from the base fee described above for projects in addition to the services the Firm performs in typical client engagements. In all cases, the services to be provided and the fee(s) for those services are fixed fees that are agreed upon in writing in advance with the client.

Rates for Ad Hoc or Project-Based Consultation(s)

For an ad-hoc or project-based consultation for a client that may be undertaken by the Firm, the Firm will charge the client an hourly fee – the rate(s) for the hourly fee may vary depending on the (i) the service(s) provided, and (ii) the experience, knowledge, skill, and compensation of the individual(s) performing the services on behalf of the Firm. Hourly rates generally range from \$150 to \$2,500 per hour.

Termination Fees

In the event a client's Financial Counseling Agreement terminates, the Firm will refund to the client on a daily prorated basis any fees that the client paid to the Firm in advance of services that the Firm had not yet provided to the client as of the date of termination for that billing period.

Billing Method

The Firm generally invoices its fees to clients quarterly or semi-annually in advance on a calendar year basis. Clients are not required to pay fees six months or more in advance.

Each client may elect to pay their fees due to the Firm by authorizing their custodian in writing to deduct such fees directly from one of such client's brokerage accounts. In order for a client to make such an authorization, such client must execute and deliver to their custodian a written fee payment withdrawal authorization ("Withdrawal Authorization" or "Authorization to Pay Fees to Investment Advisors") in a form provided to the client by the client's custodian. The Withdrawal Authorization form will:

- authorize the custodian to allow the Firm to withdraw the fees invoiced by the Firm; and
- permit the client to terminate the Withdrawal Authorization at any time.

If such client provides the custodian with a signed Withdrawal Authorization, the following steps apply:

- the Firm will notify such client through the Firm's invoice documentation not less than seven days prior to proposed date of each withdrawal and the specific manner or basis on which the fee has been calculated, and provide the client the opportunity to object to the invoiced amount and the manner in which the client's objection shall be made;
- the Firm will specify the frequency of such limited withdrawal right as indicated in the Financial Counseling Agreement Exhibit A; and
- the custodian will provide the client with a monthly statement indicating

separate line items for all amounts disbursed from the client's account.

For new clients, the first invoice is a prorated calculation based on the number of days remaining in the billing period.

Other Fees and Expenses

Fees paid by clients to the Firm for non-discretionary investment advice are separate and distinct from the asset management fees and expenses charged by (or incurred within) mutual funds, exchange-traded funds, separate account money managers, limited partnerships, and other pooled investment vehicles that the Firm may recommend.

Fees paid to the Firm do not include custodian or brokerage transaction fees. Clients purchase investments that the Firm recommends through the broker-dealer or custodian of their choice. The Firm is not affiliated with any custodian or brokerage firms. See **Brokerage Practices** for more information. Custodians and brokerage firms may charge transaction fees and/or other similar charges on purchases or sales of certain mutual funds and exchange-traded funds. These costs are generally small and incidental to the purchase or sale of a security. Neither the Firm, nor any of its owners or employees shares in any commissions or transaction fees charged by our client's custodian(s) or brokerage firms.

Other Benefits or Compensation Received by the Firm, its Owners, or its Employees

As discussed elsewhere in this document—see **Code of Ethical Conduct, Participation or Interest in Client Transactions and Personal Trading**—in the event one or more of the Firm's clients invest in a private investment vehicle recommended by the Firm, the general partner or manager of such private investment vehicle may permit one or more owners or employees of the Firm to invest their personal capital in the private investment vehicle on or about the same time as the Firm's client(s) in an amount that is less than the stated minimum investment amount that the Firm's client(s) are required to make.

Performance-Based Fees and Side-by-Side Management

Not applicable. The Firm does not charge performance-based fees or other fees based on a share of capital gains or capital appreciation of client assets.

Types of Clients

Description

The Firm generally provides financial counsel and non-discretionary investment advice to individuals and families with substantial investment assets (i.e., typically in excess of \$5 million), high income professionals, and senior corporate executives. The Firm may also provide similar services to pension and profit sharing plans, and trusts, estates, private foundations, and other charitable or tax-exempt organizations.

Each client is required to execute a Financial Counseling Agreement, which outlines the scope and terms of the engagement (including the annual fee to be paid to the Firm). Such agreement can be terminated as set forth in the agreement.

Account Minimums

Each Lead Advisor establishes relationship asset minimums or annual fee minimums at his or her sole discretion—typically based on what the Lead Advisor deems to be his or her preferred minimum or ideal minimum size of client. Minimum annual fees range from \$35,000 to \$200,000.

Methods of Analysis, Investment Strategies, and Risk of Loss

Methods of Analysis

The first step in our process of providing financial counseling and investment advisory services to clients begins with us gaining an in-depth understanding of the client's current financial situation, needs, goals, objectives, attitudes, constraints, past experiences with investments, tax-sensitivity, etc. in addition to their tolerance and capacity for risk. We then document our understanding of these items in a written summary described above under **Advisory Business – Tailored Relationships**, which is ultimately final when approved by the client. However, over the course of the Firm-client relationship, such report may be updated or changed by the Firm with the client's approval as the client's situation changes.

Based on our in-depth understanding of our client's goals and objectives, we develop a detailed financial and investment program, complete with specific asset allocation and investment policy recommendations intended to help the client achieve their overall financial goals and objectives. However, as discussed below, investing in securities involves risk of loss that our clients should be prepared to bear. Further, there is the risk that the Firm may recommend the same investment in a pooled investment vehicle to more than one client, which could lead to oversubscription if the pooled investment vehicle has limited investor slots. In the event of oversubscription, the Firm will confirm that the manager or general partner of the pooled investment vehicle will accommodate all interested and qualified clients by allocating available investor slots among all interested and qualified Firm clients on a pro rata basis.

Investment Strategies

Overall investment strategies recommended to each client emphasize long-term investment in a diversified portfolio of marketable and non-marketable investments intended to provide superior after-tax, inflation-adjusted, economic returns.

The Firm generally recommends broad diversification via a long-term asset allocation strategy—diversified both across asset classes and within asset classes, in an effort to improve the risk and return potential of client portfolios. More specifically, we may recommend multiple asset classes (both liquid and illiquid), market capitalizations, market styles, and geographic regions to provide diversification.

Client portfolios with similar investment objectives and asset allocation goals may own different securities and investments. The client's portfolio size, tax sensitivity, desire for simplicity, long-term wealth transfer objectives, time horizon and choice of custodian are all factors that influence the Firm's investment recommendations.

Each portfolio maintains a long-term target asset allocation strategy. At each periodic review/meeting, the Firm reviews with the client the extent to which the

actual allocation matches the target allocation. When we consider the variance excessive, the Lead Advisor will provide recommendations to the client to bring the actual allocation within an acceptable range of the target. This process, known as “rebalancing”, offers a systematic and disciplined way to trim investment classes that have been in favor and redeploy capital to assets classes that have been out of favor.

Investment advice given to clients more often than not includes recommending long-term purchases/holds. However, other investment strategies that may also be recommended include short-term purchases, margin transactions, and options (including buying puts or selling covered calls).

Marketable asset classes recommended by the Firm primarily include no-load mutual funds and exchange-traded funds. Investment recommendations may also include: equities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, U.S. government securities, options contracts, futures contracts, interests in limited partnerships, and investment company securities (variable life insurance, variable annuities, and mutual funds shares).

Equity mutual fund recommendations are developed with the objective of selecting a well-diversified fund, or group of funds, with appropriate historical performance, and the level of volatility (risk) determined to be appropriate for each client.

Recommendations of mutual funds are made based on data provided by various sources of third-party research and analytics.

The Firm may also advise clients who are corporate officers or employees on the merits of diversifying large holdings of shares of the corporation’s stock and on other forms of compensation which may be payable in the corporation’s stock.

The Firm recommends third-party sponsored private investment vehicles that are not available to the broad public. To date, these private investment vehicles include diversified hedge funds, private investment real estate funds, diversified leveraged buyout fund of funds, distressed opportunities fund of funds, venture capital fund of funds, and tax-sensitive inflation hedges. Neither the Firm nor any of its owners or employees receives any compensation or fee-sharing from recommending any of these private investment vehicles or their investment managers.

Virtually every private investment vehicle is unique and requires a careful evaluation of the specifics from venture to venture. The most important source of information for the Firm’s evaluation of a private investment vehicle will be the investment prospectus prepared by the management of the private investment vehicle.

Evaluation of privately negotiated investments and limited partnerships of all varieties are developed on the basis of an in-depth, fundamental evaluation of the business, management, markets, risks, liquidity, tax considerations, and other factors affecting the economic and investment viability of each individual venture. The Firm relies on consultants, appraisers, accountants, lawyers, etc. as necessary for specialized assistance.

The Firm does not represent, imply, or guarantee that the services or methods of analysis used by the Firm to make investment recommendations can or will produce successful results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or crashes. No guarantees can be offered that a client’s goals or objectives will be achieved. Past performance is not an indication or guarantee of future results.

Clients are advised that the recommendations offered by the Firm are not legal or tax advice. Clients are advised to promptly notify the Firm with respect to any changes in their financial situation and/or financial goals and objectives. Failure to do so could result in our recommendations not meeting the objectives and/or needs of the client.

Risk of Loss

All investments and investment programs have a variety of risks that are borne by the investor. As such, there can be no assurance that any investment strategy will prove profitable or successful. Below is a summary of the material risks associated with the investment strategies that the Firm typically recommends:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This risk is that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil production companies depend on the lengthy process of finding, extracting, transporting, and then selling oil before they can generate a profit. As a result, an oil production company carries a higher risk of profitability than an electric utility company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not. Only investors who are financially able to maintain their investment without a need for immediate liquidity should consider investing in illiquid investments.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

- **Regulatory/Legislative Developments Risk:** Regulators and/or legislators may promulgate rules or pass legislation that places restrictions on, adds procedural hurdles to, affects the liquidity of, and/or alters the risk associated with certain investment transactions or the securities underlying such investment transactions. Such rules/legislation could affect the performance associated with those investment transactions.

Prior to entering into a relationship with the Firm, a prospective client should carefully consider:

1. Investing in securities involves risk of loss which clients should be prepared to bear;
2. Securities markets experience varying degrees of volatility, which can become extreme in periods of severe market declines;
3. Over time the client's assets may fluctuate and at any time may be worth more or less than the amount invested; and,
4. Clients should only commit assets that they feel are available for investment on a long-term basis (typically 2 to 5 years or longer).

Disciplinary Information

The Firm, its owners, and its employees have not been involved in any legal or disciplinary events that would be material to a client's or prospective client's evaluation of the Firm, its advisory business, or the integrity of its management.

Other Financial Industry Activities and Affiliations

Broker-Dealer Registration

None of the Firm's management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Futures and Commodity Registration

None of the Firm's management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of any of the foregoing.

Arrangements with Related Persons

At the time of this initial filing, Brownson, Rehmus & Foxworth, Inc. (a registered investment adviser) is a related person of the Firm. It is anticipated that on January 1, 2020, the employees and clients related to the Firm will terminate their relationship with the Legacy Firm and at that time the related person relationship will no longer exist.

Recommendation of Investment Advisors

The Firm does not receive compensation directly or indirectly from other advisors that the Firm recommends to clients.

Affiliations

Certain employees of the Legacy Firm expect to terminate their employment with the Legacy Firm on December 31, 2019 and expect to become employees of Portola Partners on January 1, 2020. Portola Partners is an independently-owned registered investment adviser. Until Portola Partners begins conducting its investment advisory business, such employees are expected to remain employed by the Legacy Firm. Steven R. Rehmus is expected to remain an owner of both the Legacy Firm and Portola Partners until this transition, after which he will have no ownership stake in the Legacy Firm.

Code of Ethical Conduct, Participation or Interest in Client Transactions, and Personal Trading

Code of Ethical Conduct

The Firm has adopted a Code of Ethical Conduct, which sets forth high ethical standards of business conduct that we require of all of our owners and employees, including compliance with all applicable federal and state securities laws. The Firm's personnel are required to conduct themselves with integrity at all times and follow the principles and policies outlined in our Code of Ethical Conduct.

The Firm believes that we owe clients the highest level of trust and fair dealing. Further, as part of our fiduciary duty, we place the interests of our clients ahead of our Firm and personnel.

The Firm's Code of Ethical Conduct attempts to address specific conflicts of interest that either we have identified or that could likely arise. In general, all owners and employees of the Firm must avoid: (i) investment activities and practices, which may work to the detriment of clients and (ii) any other activity that could impair owners' and/or employees' ability to act in an objective and unbiased manner for clients.

A copy of the Firm's Code of Ethical Conduct is available to any client or prospective client upon request.

Participation or Interest in Client Transactions

The Firm does not purchase any securities or investments for its own account. Also, as a matter of practice, the Firm does not recommend individual stocks to clients for either sale or purchase. In general, the Firm recommends that clients invest in open-end mutual funds or broad index-based exchange-traded funds (ETFs) for their equity exposure.

Owners and employees of the Firm may buy, sell, or hold positions in securities on or about the same time that we recommend those securities to our clients. However, in the event of a conflict of interest, such as a limited number of investment slots, our clients will be given preference over the Firm's owners and employees.

Any such investments made by the Firm's owners and employees are made on the same terms as the Firm's clients with the exception of Private Investment Vehicles. In the event that one or more Firm client(s) invests in a Private Investment Vehicle recommended by the Firm, the general partner or manager of the Private Investment Vehicle may permit owners or employees to invest personal capital in the Private Investment Vehicle on or about the same time as the Firm client(s) in an amount that is less than the stated minimum investment amount that the Firm client(s) are

required to make. Exceptions to the stated minimum investment typically only occur when the stated minimum investment is in excess of \$100,000.

Further, it is possible that from time to time the Firm may provide financial consulting services to management personnel of a pooled investment vehicle that the Firm recommends to other clients. If such a situation arises, the Firm will inform such other clients by disclosing such relationship(s) in the investment evaluation that the Firm provides to clients for such pooled investment vehicle.

Personal Trading

The Firm has established the following personal trading restrictions in order to ensure its fiduciary responsibility to our clients:

- 1) No owner, employee, family member of an owner or employee, or other related person of the foregoing shall buy or sell securities for their personal portfolio(s) based upon material non-public information.
- 2) The Firm requires its owners and employees to preclear certain securities transactions with its Chief Compliance Officer; including, but not limited to securities issued in an IPO, securities listed in a limited offering, and securities transactions that may create a conflict of interest. Further, no owner or employee shall transact in securities of companies listed on the Firm's Restricted Securities List without pre-clearance from the Chief Compliance Officer. The Restricted Securities List is a listing of companies maintained by the Firm that is accessible to the Firm's personnel. The Chief Compliance Officer will place a company on the Restricted List if the Firm or its personnel have access to any material non-public information about the company or there is a conflict of interest with respect to such company.
- 3) All owners and employees report their respective securities transactions on a quarterly basis and their securities holdings on an annual basis to the Chief Compliance Officer through the Firm's compliance reporting system. The Chief Compliance Officer of the Firm reviews all reported securities transactions and holdings to ensure compliance with the above policies.
- 4) Any individual not in observance of the above personal trading policies may be subject to appropriate disciplinary action, up to and including termination.

Brokerage Practices

Selecting Brokerage Firms

Clients may utilize the broker-dealer or custodian of their choice. The Firm does not require clients to utilize any particular broker-dealer or custodian.

Clients will often request recommendations from Lead Advisors as to potential brokerage firms for purchasing or selling securities. Lead Advisors will generally recommend brokerage firms and/or brokers known to them for the client's consideration.

Brokerage firm recommendations are based upon such factors as the brokerage firm's general reputation and proven integrity, the quality of prior service provided to clients or others known to the Firm, the brokerage firm's financial strength and

conservatism, the estimated cost and convenience to the client, and/or the brokerage firm's special expertise in areas such as tax-free bonds, etc.

Most often, we will recommend either of the following nationally recognized discount broker-dealers, which also offer custody, record keeping and reporting services:

- Charles Schwab Institutional, a division of Charles Schwab & Co. ("Schwab")
- Fidelity Family Office Services ("Fidelity")

We endeavor to recommend brokerage firms that we believe are in a position to offer our clients the best array of services appropriate for the client situation at a reasonable and competitive cost.

Schwab and Fidelity do not typically charge Firm clients separately for custody but rather are compensated by Firm clients through transaction-related fees for securities trades that are executed through or settle into client accounts. While these transaction fees may be higher or lower than those charged by other broker-dealers, in general the transaction fees charged by the institutional groups at Schwab and Fidelity (that cater to independent financial advisors) are discounted rates that are typically lower than the rates available to the general public. The Firm does not share in any transaction fees or commissions charged by our clients' broker-dealers or custodians.

Soft Dollar Benefits

The Firm does not participate in any formal soft dollar or commission sharing arrangements.

The Firm derives operational efficiencies and certain economic benefits from our client's choice of these broker-dealers. Specifically, Schwab and Fidelity each make available to the Firm products and services that we use to provide our services to all or a substantial number of our clients' accounts, including accounts not maintained at Schwab and Fidelity, such as the following:

- access to client accounts, statements, confirmations, and tax reports;
- facilitate execution of client-authorized transactions;
- recordkeeping and client reporting;
- quotes, pricing, and other market data;
- access to back office support personnel exclusively for investment advisor clients;
- access to "institutional" mutual funds that are otherwise generally available only to institutional investors, or would require a significantly higher minimum initial investment; and,
- facilitate payment of the Firm's fees from client accounts, subject to client authorization.

Schwab and Fidelity may also give the Firm discounts on portfolio accounting and performance reporting software, which may or may not benefit the Firm's clients directly. In addition, Schwab and Fidelity each make available to the Firm various other services intended to help the Firm manage and further develop its business

enterprise. These services have included technological support as well as training webinars and presentations regarding such topics as practice management, investment recommendations and regulatory compliance.

Further, Schwab and Fidelity may make available, arrange and/or pay for these types of services to be rendered by independent third parties to the Firm. Schwab and Fidelity 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 the Firm.

The Firm, as a fiduciary, endeavors to act in its clients' best interests. That said, the Firm's recommendation (or suggestion) that clients maintain their assets in accounts at Schwab or Fidelity may be based in part on the benefit to the Firm of the availability of some of the foregoing products and services and not solely on the nature, cost, or quality of custody and brokerage services provided by Schwab or Fidelity, and thus our recommendation (or suggestion) creates a potential conflict of interest.

Directed Brokerage

The Firm is a non-discretionary advisor and not a "money manager", and thus does not direct trades or client transactions to specific brokers. Rather, clients choose their own brokerage firm and/or broker and are free to direct their investment transactions to the brokerage firm or broker of their choice.

Review of Accounts

Periodic Reviews

Lead Advisors perform periodic reviews of the financial situation of the clients for whom they work. Each Lead Advisor typically has between 10 and 20 client relationships. The frequency and nature of the financial review varies from client to client, and is generally driven by client circumstances, changes in the client's financial situation, and the assets and investments currently held, or proposed. Accounts are reviewed in a sequence determined at the sole discretion of the Lead Advisor. All matters relevant to the client's individual financial situation, at the time of the review, are taken into consideration.

Review Triggers

Factors that may trigger a review, other than a periodic review, include: extraordinary events (e.g., severe market turbulence), changes in the tax laws, or major investment developments. Significant changes in a client's financial situation and/or objectives may also trigger a review.

Regular Reports

Clients are regularly provided oral and/or written reviews of their overall financial situation, including their investments. All clients have at least one annual meeting and review, but most clients will have two to four reviews/meetings per year with the appropriate Lead Advisor.

Client Referrals and Other Compensation

Incoming Referrals

Over the years, referrals from existing clients and other service professionals (e.g., CPAs and estate planning attorneys) have been the Firm's primary source of new clients. The Firm will not compensate any person for making referrals, other than current employees of our Firm.

Referrals Out

The Firm may make referrals to other service providers (CPAs, estate attorneys, private bankers, mortgage brokers, insurance brokers, etc.) when the need arises for a client and at such client's request. However, the Firm does not accept referral fees or other forms of fee-sharing or remuneration from these other professionals when a client (or prospective client) is referred to them.

Other Compensation

The Firm receives an economic benefit from certain brokers in the form of the support products and services the brokers make available to the Firm. These products and services, how they benefit us, and the related conflicts of interest are described above (see **Brokerage Practices**). The availability to the Firm of these products and services is not based on the Firm giving particular investment advice, such as recommending the purchase of particular securities.

Custody

The Firm does not maintain physical custody of client funds and/or securities. As described in **Brokerage Practices**, client assets are held at qualified custodians who provide account statements (at least quarterly) directly to clients at their address of record. However, the Firm may be deemed to have custody of a client's assets to the extent the client authorizes the Firm to instruct the client's custodian to deduct the Firm's advisory fees directly from the client's account (see **Fees and Compensation**, above).

Further, it is anticipated that certain Lead Advisors will serve as a (i) co-trustee, special trustee or successor trustee for trusts held by certain clients and/or (ii) a manager for a limited liability company owned by certain clients. When such authority is granted to an employee of the Firm, the Firm will be deemed to have custody of client assets, and the Firm will follow all applicable custody safeguard rules. None of the Lead Advisors who hold these positions has the unilateral right to make distributions for any trust or limited liability company.

Clients are frequently provided net worth statements (i.e., personal balance sheets and asset allocation summaries) generated by the Firm. Such net worth statements contain values for the client's various assets, including approximations of bank account balances provided by the client, as well as the value of land and other illiquid and hard-to-price assets (which do not appear on their brokerage statements) such as real estate and limited partnerships. The values used for real estate and limited partnership investments are either provided by the client or the general partner of the limited partnership in question.

Clients also receive account statements directly from their custodians and are urged to (i) carefully review such account statements and (ii) compare such account statements to the net worth statements and performance report statements provided by the Firm.

Investment Discretion

Not applicable. The Firm's services are provided on a non-discretionary basis.

As discussed above under "Custody", certain Lead Advisors serve as either co-trustee, special trustee, or successor trustee for trusts held by certain clients. However, notwithstanding any such position, such Lead Advisors are not authorized under any circumstances to decide which (i) securities to purchase or sell for any trust or (ii) investment advisors, if any, to retain on behalf of the trust.

Voting Client Securities

The Firm does not vote proxy statements on behalf of clients. As a non-discretionary advisor, the Firm does not have (nor will we accept) the authority to vote client securities. Clients will receive their proxy statements or other solicitations directly from their custodian or a transfer agent and are responsible for voting their own proxies. However, the Firm will alert a client if it becomes aware that the custodian or transfer agent is sending a proxy statement to that client as well as remind clients when proxy voting decisions are due.

Financial Information

The Firm does not require or accept prepayment of fees (of any amount) six months or more in advance. As a result, we are not required to include a financial statement with this Brochure.

The Firm has never filed for bankruptcy and is not aware of any financial condition that is expected to impair our ability to meet our contractual commitments to clients.

Disaster Recovery and Business Continuity Plan

General

The Firm has a Disaster Recovery and Business Continuity Plan (the "DRBC Plan") in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services, or key people. Pursuant to the DRBC Plan, the Firm has established an Emergency Response Team that will facilitate the Firm's operation in the event of an emergency that constitutes a Substantial Business Disruption. The Firm has appointed Steven R. Rehmus as the Emergency Response Leader for the Firm, and the Firm has established an "Office Disaster Recovery Meeting Point" for the office. In the event of a Substantial Business Disruption, the Emergency Response Leader will contact the office personnel and notify the appropriate service providers for the office. The DRBC Plan includes

policies and procedures that: (i) ensure the documentation of data-backup procedures; (ii) designate back-up storage locations; (iii) establish back-up communication systems as well as the means for client notification in the event of an emergency; and (iv) facilitate the conducting of periodic testing for emergency responsiveness. The Firm's emergency and disaster recovery systems are tested and updated periodically. Electronic files are backed up on a daily basis.

Disasters

The DRBC Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. Further, the DRBC Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident, and aircraft accident. Finally, the DRBC Plan addresses succession planning in the event of a catastrophic event to one of our Lead Advisors.

Alternate Offices

In the event our Menlo Park office became unavailable, ongoing operations would be supported remotely. It is our intention to contact all clients within five days of a disaster if we need to move an office to an alternate location.

Loss of Key Personnel

In the event of a serious disability or death of a Lead Advisor, we would reassign the Lead Advisor's clients with client consent to another Lead Advisor of the Firm. Succession planning is reviewed on an annual basis.

Information Security Program and Privacy Statement

Information Security

The Firm has an information security program that imposes safeguards to reduce the risk that client personal and confidential information may be breached. The information security program is reviewed at least annually and more frequently if information security risks develop that require immediate action or remediation.

Privacy Statement

The Firm's goal is to protect client privacy. In the course of providing service to clients, we may obtain nonpublic personal information from sources such as:

- Information reported by clients in applications, questionnaires, and correspondence.
- Information we receive from other parties (that clients have authorized to share information with us) such as a client's accountant, attorney, broker, banker, custodian, insurance agent, or employer.
- Information submitted by clients to the Firm electronically.

The Firm does not share any nonpublic personal information with any nonaffiliated third parties, except in the following circumstances:

- As necessary to provide the service(s) that a client has requested or authorized the Firm to perform for such client, which may include sharing

information with non-affiliated third-party service providers that the Firm engages to perform services for the Firm or functions on such client's behalf;

- As required by regulatory authorities or law enforcement officials who have jurisdiction over the Firm or as otherwise required by applicable law;
- To the extent necessary to prevent fraud and unauthorized transactions in client accounts; and,
- With a client's consent, we will disclose nonpublic personal information about a client to non-affiliated third parties approved by the client (such as a client's accountant, attorney, broker, banker, custodian, insurance agent, or employer).

The Firm maintains reasonable physical, electronic, technical and procedural safeguards to protect our clients' nonpublic personal information from intentional or unintentional use or disclosure, including limiting access to data, regularly testing the Firm's security technology, and evaluating non-affiliated third-party service providers. The Firm delivers a written copy of our *Client Privacy Statement* to clients annually.