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This Appendix 1 to the Brochure ("Wrap Fee Program Brochure") provides information about the qualifications and business practices of Envestnet Asset Management, Inc. ("Envestnet"). If you have any questions about the contents of this Wrap Fee Program Brochure, please contact us at 312-827-2800. The information in this Wrap Fee Program Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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



## **Item 2 – Material Changes**

This Item discusses only specific material changes that are made to this Brochure and provides clients with a summary of such changes. We last filed an update to our Brochure on March 31, 2015. There were no material changes to this Brochure dated February 17, 2016 from the previous versions. There were minor changes, including program changes and changes to related persons, enhancements and clarifications throughout.

In the past, Envestnet has offered or delivered a brochure, with information about its qualifications and business practices, to clients on at least an annual basis. Pursuant to new SEC rules, Envestnet will provide a summary of any material changes to its Brochure within 120 days of the close of its fiscal year. Envestnet may also provide information about material changes to clients at other times during the year, if necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Envestnet at 312-827-2800. Our Brochure is also available on our web site ([www.envestnet.com](http://www.envestnet.com)), free of charge.



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## Item 4 – Services, Fees and Compensation

### *Private Wealth Management Programs*

Envestnet is an investment management firm founded in 1999 that provides investment management and investment advisory services through independent investment advisors (“Advisor(s)”) for use with Advisors’ clients (each a “Client”). Envestnet also serves institutional clients such as pension or profit-sharing plans, trusts, estates, and corporations and provides advisory and research services directly to Advisors.

Envestnet is a wholly-owned subsidiary of its parent company Envestnet, Inc. (NYSE:ENV), a publicly held company.

Envestnet provides Advisors with an extensive range of investment advisory services for use by Advisors with their Clients through its Private Wealth Management programs, including Separately Managed Accounts (“SMA”), ActivePassive Portfolios, PMC Sigma Mutual Fund Solutions (“MFS”), PMC Strategic ETF Solutions, Unified Managed Account (“UMA”), PMC Guided Portfolios (formerly referred to as the Multi-Manager Account) program, PMC Select Portfolios and PMC Select Dynamic Portfolios™, PMC Tactical ETF Portfolios, PMC Dynamic ETF Portfolios™, PMC Enhanced Portfolio Strategies, Paradigm Liquid Alternatives, Ascent Portfolios, PMC Ultra Short-Term Fixed Income Portfolios, PMC Quantitative Portfolios, PMC Factor Enhanced Quantitative Portfolios, and Third-Party Fund Strategists (together, the “Programs” and individually a “Program”). In addition to Paradigm Liquid Alternatives and Ascent Portfolios, investment strategies that are prefaced with “PMC” or “Sigma” designate that the investment strategy is a proprietary strategy of Envestnet, as opposed to the many third-party investment strategies that we also make available in the SMA, UMA and Third-Party Fund Strategists programs. The Programs generally are made available by Envestnet through each Client’s independent Advisor, and in certain limited instances, directly to the Client. In addition to the Envestnet advisory services offered in the Programs, Envestnet also offers Advisors many advisory service tools, whereby Envestnet provides only administrative and technology services and investment research and due diligence. A Client’s Advisor determines which services and Programs of Envestnet to utilize with its Clients and may utilize the services of other third-party services providers in conjunction with the Programs; Clients should therefore consult their Advisor’s Form ADV Part 2 for a fuller description of that Advisor’s specific use of Envestnet and the Programs. The services offered to our Advisory clients by Envestnet include:

- Assessment assistance of the Client’s investment needs and objectives
- Investment policy planning assistance
- Assistance in development of an asset allocation strategy designed to meet the Client’s objectives
- Recommendations on suitable style allocations
- Identification of appropriate managers and investment vehicles suitable to the Client’s goals
- Evaluation of asset managers and investment vehicles meeting style and allocation criteria
- Engagement of selected asset managers and investment vehicles on behalf of the Client
- Ongoing monitoring of individual asset manager’s performance and management for “Approved” investment strategies (See Item 8)
- Automated tools that assist in the review of Client accounts to ensure adherence to policy guidelines and asset allocation
- Recommendations for account rebalancing, if necessary
- Online reporting of Client account’s performance and progress
- Fully integrated back office support systems to advisors, including interfacing with Client’s custodian, trade order placement, and confirmation and statement generation either through independent sources or through Portfolio Brokerage Services, Inc. (“PBS”), Envestnet’s affiliated broker/dealer.
- Access to third party platforms and strategies through the ENV Platform.



## ***The Programs***

For all Programs, Client and Advisor compile pertinent financial and demographic information to develop an investment program that will meet the Client's goals and objectives. Utilizing the Envestnet platform tools, Advisor will allocate the Client's assets among the different options in the Program and determine the suitability of the asset allocation and investment options for each Client, based on the Client's needs and objectives, investment time horizon, risk tolerance and any other pertinent factors. Envestnet uses a number of proprietary analytical tools and commercially available optimization software applications in developing its asset allocation strategies. Among the factors considered in designing these strategies are historical rates of risk and return for various asset classes, correlation across asset classes and risk premiums. For all Programs, Client directly owns the underlying securities, mutual funds or Exchange Traded Funds ("ETFs") in each of the Program's investment strategies. Mutual funds, ETFs, closed-end funds, unit investment trusts and real estate investment trusts exchange traded funds are collectively referred to throughout this document generally as a "Fund" or "Funds."

For Clients selecting the SMA program, the Client is offered access to an actively managed investment portfolio chosen from a roster of independent asset managers (each a "Sub-Manager") from a variety of disciplines. Unlike a mutual fund, where the funds are commingled, a separately managed account is a portfolio of individually owned securities that can be tailored to fit the Client's investing preferences. Envestnet will assist Advisor in identifying individual asset managers and investment vehicles that correspond to the proposed asset classes and styles or Advisor may independently identify asset managers. Envestnet retains the Sub-Managers for portfolio management services in connection with the SMA program through separate agreements entered into between Envestnet and the Sub-Manager on terms and conditions that Envestnet deems appropriate. For certain Sub-Managers, Envestnet has entered into a licensing agreement with the Sub-Manager, whereby Envestnet performs administrative and/or trade order implementation duties pursuant to the direction of the Sub-Manager. In such situation, the Sub-Manager is acting in the role of a Model Provider (as defined below).

Clients may also select individual Funds through the SMA program.

In the ActivePassive Portfolios program, Envestnet's affiliated sub-advisor, Envestnet Portfolios Solutions, Inc. ("EPS") provides discretionary investment advisory services under which EPS selects mutual fund investments for Clients consisting of a series of third party index mutual funds as well as one or more actively managed funds from the PMC Fund family. Under the ActivePassive Portfolios program, EPS has discretionary authority to direct investment of the monies contributed by the Client. Such discretionary authority includes the discretion to adjust asset allocations to the ActivePassive Portfolios, and to replace or reduce allocations to specific mutual funds without prior consultation with the Client. EPS periodically monitors client portfolios and when deemed appropriate makes changes in both asset allocations as well as specific mutual fund selections. Neither Envestnet nor EPS maintains custody of the individual funds or other assets owned by each Client. Clients are themselves the registered owners of the mutual funds which are held by a registered broker-dealer and/or qualified custodian on each Client's behalf. The PMC Funds are a proprietary fund family of Envestnet and as the investment advisor to the PMC Funds, Envestnet receives a management fee based on assets invested in the PMC Funds. EPS does not separately charge a fee for its management of assets invested in the PMC Funds through the ActivePassive Portfolios, but may charge a management fee for assets invested in third-party Funds.

For Clients selecting a mutual fund or ETF asset allocation strategy, Envestnet manages mutual fund asset allocations based on Envestnet's recommended investment strategy (each a "PMC Strategy"). The PMC Strategies are fully discretionary, mutual fund and/or ETF asset allocation programs offering a series of model portfolios positioned at various points along the risk/return spectrum that correspond to the individual Client's goals and objectives. Once the Client's assets are invested, Envestnet may add, remove or replace mutual funds at its discretion. The MFS program, Ascent Portfolios and PMC Strategic ETF Solutions



are also a part of the PMC Strategies. Certain Advisors may re-brand a PMC Strategy and label the investment strategy according to that Advisor's design, as further described in the Advisor's Form ADV Part 2A.

For Clients selecting the PMC Select Portfolios, Envestnet utilizes its proprietary mutual fund family, the PMC Funds, for the appropriate investments based on the Client's corresponding investment objectives and risk profile. Where appropriate, Envestnet may also utilize non-proprietary mutual funds in the PMC Select Portfolios. Envestnet is responsible for developing, constructing and monitoring the asset allocation and strategy for each portfolio. Envestnet serves as the investment advisor of the PMC Funds and actively manages a portion of the PMC Funds, and also acts in a "manager of managers" role by selecting and overseeing multiple sub-advisors to the funds who manage distinct segments of a market, asset class or investment style.

The PMC Select Dynamic Portfolios are centered on the strategic allocations of the PMC Funds used by the PMC Select Portfolios, as described above, but also allow for underweighting or overweighting between the PMC Funds for each portfolio. Envestnet manages the PMC Select Portfolios with sub-advisory services currently provided by the Global Macro Strategies Team led by Brian Singer of William Blair and Company.

For Clients choosing the PMC Tactical ETF Portfolios, Envestnet develops a diversified strategic portfolio of exchange-traded funds, using a blend of asset allocation technologies. The portfolio is then actively traded at Envestnet's discretion pursuant to a tactical strategy based on a series of macroeconomic, fundamental, risk and technical variables with the aim of adjusting asset class exposures opportunistically with market movements. The PMC Tactical ETF Portfolios are managed by Envestnet with sub-advisory services currently provided by Innealta Capital, a division of AI Frank Asset Management Inc.

For Clients selecting the PMC Dynamic ETF Portfolios™, Envestnet develops diversified portfolios of exchange traded funds that provide exposure to global asset classes, market sectors using a broad range of ETFs. The portfolios are actively managed to overweight or underweight market sectors to take advantage of market opportunities. The PMC Dynamic ETF Portfolios™ are managed by Envestnet with sub-advisory services currently provided by the Global Macro Strategies Team led by Brian Singer of William Blair and Company.

For Clients using the UMA program, the Client is offered a single portfolio that accesses multiple asset managers and Funds, representing various asset classes, that is customized by the Client's financial advisor. Utilizing the Envestnet tools, Advisor customizes the asset allocation models for a particular Client or selects Envestnet's proposed asset allocations for types of investors fitting Client's profile and investment goals. The Advisor then further customizes the portfolio by selecting the specific, underlying investment strategies or Funds in the portfolio to meet the Client's needs. Once the Advisor has established the content of the portfolio, Envestnet provides overlay management services for UMA accounts and implements trade orders based on the directions of the investment strategies contained in the UMA portfolio.

Client's Advisor may also offer a version of the UMA, whereby Advisor does not exercise investment discretion in the selection of the asset allocation or the specific, underlying investment vehicles and investment strategies used in each sleeve of the UMA portfolio (a "Client-Directed UMA"). In the Client Directed UMA, the Advisor will provide Client with recommendations regarding the appropriate asset allocation and the underlying investment vehicles or investment strategies to meet the Client's objectives, but the Client is directing the investments and changes made to Client's UMA portfolio and is ultimately responsible for the selection of the appropriate asset allocation and the underlying investment vehicles or investment strategies. As described above, Envestnet provides overlay management services for UMA accounts and implements trade orders based on the directions of the investment strategies contained in the UMA portfolio.

For Clients in the PMC Guided Portfolios program (formerly referred to as the Multi-Manager Account program), the Client is offered a single portfolio created and managed by Envestnet that accesses multiple



asset managers and Funds representing various asset classes. Envestnet allocates the portfolio across investment asset classes and complementary asset managers to create a blend that fits the Client's investment profile and risk tolerance. Envestnet includes Funds in the PMC Guided Portfolios program to complete the asset class exposure of the asset managers utilized. For portions of some of the PMC Guided Portfolios, Envestnet may also utilize proprietary strategies such as PMC Dynamic ETF Portfolios™, Enhanced Portfolio Strategies, PMC Quantitative Portfolios or a PMC Fund (see more on use of PMC Funds in Guided Portfolios program below).

A portion of the assets that make up the PMC Guided Portfolios program may be invested in the PMC Funds, where appropriate, in conjunction with using multiple asset managers and other Funds that comprise the PMC Guided Portfolios. Since Envestnet serves as the investment advisor to the PMC Funds, the amount that Envestnet receives with respect to PMC Guided Portfolios program assets that are invested in the PMC Funds may be greater than just the portion of the PMC Guided Portfolios program fee remitted to Envestnet. In order to address the economic incentive that Envestnet may have in investing PMC Guided Portfolios program assets in PMC Funds, when PMC Funds are utilized in an PMC Guided Portfolio, Envestnet makes a corresponding fee reduction to the fee that Envestnet normally charges for managing the PMC Guided Portfolios in order to offset the fees it receives as a result of those PMC Guided Portfolios assets being invested in the PMC Funds. Envestnet may still recognize ancillary benefits in investing PMC Guided Portfolios assets in PMC Funds.

The PMC Liquid Endowment Model is a new series of Guided Portfolios that, depending on the assets in the account, may include mutual funds, ETFs, Third Party Fund Strategists and SMAs. Envestnet chooses the different asset allocations investment strategies and Funds for each of the Liquid Endowment Models. The models managed for the smaller asset accounts may only consist of mutual funds and ETFs while models for larger asset accounts may include; mutual funds, ETFs, Third Party Fund Strategists and SMAs.

For Clients using Paradigm Liquid Alternatives, the Client is offered a portfolio designed to provide the characteristics of alternative investments in the form of a portfolio of registered Funds. The portfolios are predicated on the belief that an investor's allocation to alternative investments is influenced by the overall risk level of the strategic portfolio. The risk-based portfolios have been optimized for an allocation sleeve of 10% to 30% of the overall portfolio. This sleeve has been designed to be funded proportionally from all asset classes used in the strategic portfolio.

The PMC Ultra Short-Term Fixed Income Portfolio is designed to provide investors with an attractive alternative to money market fund yields. The portfolio is for investors who seek potentially higher returns than those offered by money market funds and are willing to accept some principal fluctuation risk in pursuit of higher returns. The portfolio is comprised of a diversified group of highly rated short and ultra short-term bond funds selected by Envestnet and combined to offer a combination of liquidity, yield and quality. The portfolio is not a money market fund, nor is it FDIC insured.

The PMC Quantitative Portfolios ("QPs") provide investors with several primary attributes, including: 1) cost-efficient exposure to beta; 2) the opportunity to capture "tax management alpha"; and 3) the ability to customize the portfolio. QPs are constructed using a systematic process that balances a desired tracking error to the underlying index, a target account investment minimum and a low number of holdings. Once the specifications are established, the portfolios are built quantitatively using a risk factor model. The portfolio management team reviews the QP's portfolio characteristics to ensure conformance with the tracking index, but since QPs are quantitatively constructed, active stock selection is not part of the process.

The PMC Factor-Enhanced Series of Quantitative Portfolios is constructed using a systematic process that balances enhanced exposures to the momentum and value factors; a desired tracking error to the underlying index; a target investment minimum; liquidity requirements; and a low number of holdings. Once the





specifications are established, the portfolios are built quantitatively using a risk factor model. The portfolio is rebalanced semi-annually on prescheduled dates, according to the same objective and systematic approach.

Investnet also makes available asset allocation strategies of a variety of mutual fund and ETF asset managers in the Third-Party Fund Strategists program. Each portfolio may consist solely of mutual funds or ETFs or may combine both types of funds to pursue different investment strategies and asset class exposures. Pursuant to a licensing agreement entered into with the asset manager, Investnet provides overlay management of the portfolios and performs administrative and trade order implementation duties pursuant to the direction of the asset manager.

### ***Third Party Models and Model Providers***

Many of the asset managers in the SMA Program and the Third-Party Fund Strategist Program described above are accessed through the use of investment models ("Third Party Models"), whereby the asset manager, acting as a "Model Provider," constructs an asset allocation and selects the underlying investments for each portfolio. Investnet performs overlay management of the Third Party Models by implementing trade orders, periodically updating and rebalancing each Third Party Model pursuant to the direction of the Model Provider. Investnet may, from time to time, replace existing Model Providers or hire others to create Third Party Models and cannot guarantee the continued availability of Third Party Models created by particular Model Providers.

In managing the Third Party Models, certain Model Providers may pursue an investment strategy that utilizes underlying mutual funds or exchange traded funds advised by the Model Provider or its affiliate(s) ("Proprietary Funds"). In such situations, the Model Provider or its affiliate(s) may receive fees from the Proprietary Funds for serving as investment advisor or other service provider to the Proprietary Fund (as detailed in the Proprietary Fund's prospectus). These fees will be in addition to the management fees that a Model Provider receives for its ongoing management of the Third Party Models and creates a financial incentive for the Model Provider to utilize Proprietary Funds. Clients should discuss any questions with or request further information from their Advisor concerning the use of Proprietary Funds in Third Party Models or the conflict of interest this creates.

### ***Advisor Directed Models***

Investnet offers Advisors the ability to create their own investment model portfolios for Clients (an "Advisor Directed Model"). For Client's using an Advisor Directed Model, Investnet is providing only administrative services, provides no advisory services and is not responsible for the selection of the specific investment choices made with respect to an Advisor Directed Model. For certain types of Advisor Directed Models, Investnet will also place trade orders pursuant to the direction of the Advisor ("Advisor Proprietary Models") but does not exercise discretion over the Client accounts or act as an advisor to the Client.

The Advisor may configure the Advisor Directed Models program so that neither Advisor nor Investnet will exercise investment discretion in relation to the Client's investment model portfolio (a "Non-Discretionary Advisor Directed Models Program"). In a Non-Discretionary Advisor Directed Models Program, the Client has the ability to create his/her own model portfolios from among a group of designated Funds. Advisors will review investment model strategies with the Client to determine that the use of a particular investment strategy is appropriate and suitable for the Client. The Client will then approve any subsequent changes to the investment model.

### ***Portfolio Overlay***

Investnet also provides Third Party Model overlay services. The tax overlay and management services seek to consider tax implications that may detract from the Client's after-tax returns. The Socially Responsible





Investing overlay screens integrate Environmental, Social and Governance (ESG) factors into the Client's investments.

### ***Brokerage Practices***

Envestnet operates the Programs as a directed brokerage subject to most favorable execution of client transactions. Envestnet does not require a Client to utilize any particular broker/custodian and currently has relationships with many brokers/custodians that provide brokerage, clearing and custody services to Clients in the Programs. The choice of which broker/custodian to utilize is determined by Client in consultation with their Advisor and a Client enters into a separate contractual relationship with the selected broker/custodian. Advisors may limit their Clients to a subset of broker/custodians. Those Advisors may be affiliated with one or more of these brokers/custodians and may require their Clients to contract with that broker/custodian. If an Advisor requires a Client to utilize the services of an affiliated broker/custodian, the Advisor may benefit and Client should review the Advisor's Form ADV Part 2A for a description of any potential conflicts of interests.

Clients will generally pay an asset-based fee for the brokerage/custody/clearing services provided by the broker/custodian (as opposed to transaction-based fees such as commissions). For certain custodial relationships, Envestnet is able to present the asset-based fee as part of the Client's fee schedule in the client agreement. To the extent that such fees are not included in the fee schedule, the client will be so informed in writing. Such fees may be charged directly to the Client or may be included within the overall cost of the security. Several of the available brokers/custodians have minimum fees for Client accounts which will be fully disclosed to Clients in the applicable account documentation.

### ***Best Execution***

By directing brokerage, Clients may not receive the benefit of the lowest trade price then available for any particular transaction and Client account trade orders may not be able to be aggregated to reduce transactional costs. For the Programs, Sub-Managers and Envestnet will have the authority to effect transactions for Client accounts with or through a broker, dealer or bank other than that directed by Client, if Envestnet or Sub-Manager believes that "best execution" of transactions may be obtained through such other broker, dealer or bank, including any broker-dealer that is affiliated with Advisor, Envestnet or Sub-Manager. In such cases, commissions or other compensation to the brokers in such transactions will be in addition to the Program Fee (see Item 5 above, "Other Issues Relating to Fees").

In placing orders for purchase and sale of securities and directing brokerage to effect these transactions, Envestnet's primary objective is to obtain prompt execution of orders at the most favorable prices reasonably obtainable. In doing so, Envestnet considers a number of factors, including, without limitation, the overall direct net economic result to the Client, the financial strength, reputation and stability of the broker, the efficiency with which the transaction is effected, the ability to effect the transaction at all, the availability of the broker to stand ready to execute possibly difficult transactions in the future and other matters involved in the receipt of brokerage services. In general, Envestnet routes trades directly to the custodian(s) of record. Occasionally, in order to obtain best execution and minimize market impact, certain thinly traded securities, illiquid or ETF trades, for example, can be 'stepped-out' in order to gain best execution and minimize market impact. In some instances, stepped-out trades are executed by the other firm without any additional commission or markup or markdown, but in other instances, the executing firm may impose a commission or a markup or markdown on the trade. If trades are placed with a firm that imposes a commission or equivalent fee on the trade, including a commission that may be imbedded in the price of the security, the client will incur trading costs in addition to the wrap fee the client paid to your Advisor. On an annualized-basis, the number of step-outs conducted by Envestnet equates to approximately 2% of total order flow. It is important to know that clients may pay a commission in addition to your wrap fee for those stepped-out trades.



Investnet has procedures in place to monitor transactions by Sub-Managers and orders placed by Investnet. A Best Execution Committee meets quarterly to review the results of the documented monitoring conducted during the quarter.

### ***Trade Allocations***

Sub-Managers and Advisors performing trade order placement, trading rotation and allocation are managed by the Sub-Managers and Advisor. These Sub-Managers and Advisors have their own allocation policy and will direct how partial executions are allocated. Investnet has no input or supervisory responsibility for these policies. Certain Model Providers, as disclosed in their Form ADV, may have a rotation policy that segregates their investment model updates from their directly managed accounts. If Investnet determines that such trade rotation policy does not provide equitable investment performance in accordance with Manager's reported performance, Investnet may restrict the use of the availability of the Model.

### ***Investnet Supported Trade Allocations***

#### ***Separately Managed Accounts***

Certain trade orders are created by the Sub-Manager and sent directly to the appropriate custodian according to their own trade rotation policies. However, although uncommon, if a Sub-Manager chooses not to send the orders directly, Investnet will rely on the following trade rotation procedure. Orders created in the amount of 2000 shares or less for the various custodians will be sent simultaneously since most market centers provide automatic execution guaranteed fills for most equities of this size or less. For custodial orders above 2000 shares, orders will be placed in order of size going from smallest to largest. To ensure compliance with this policy and on a bi-monthly basis, Investnet will maintain a log showing receipt and trade submission for trades during the review period.

If the Sub-Manager directs Investnet to allocate orders within each custodian, the partial fill will be pro-rata allocated among the individual Client accounts. Sub-Managers may aggregate Client trades with their own directed trades or trades for other Clients. Please refer to each Sub-Manager's Form ADV for any policies they may have regarding aggregation of trades.

#### ***Model-Based***

For a trade order placed by Investnet for Investnet's proprietary strategies or Third- Party Models, the custodial trade rotation will provide objective preference to custodians by submitting trades for each custodian in sequence, starting with a different custodian on each series of block trades. The starting custodian moves down one position on the list at the start of each new trading day.

Investnet maintains a daily record of custodial order file transmissions which comprises each day's rotation list. Upon receipt of a new custodian block order, the order is submitted to the next custodian on the rotation list. A rotation queue checklist is maintained to document the daily rotation process.

Once orders are filled, the Platform generates block allocations for the respective block trades. Investnet then submits the allocation files to the respective custodians before 8:00PM EST for allocation to the respective Clients.

When Client utilizes a Model within a UMA portfolio or places an investment overlay screen (such as tax-management or socially responsible investing) on the Model, trading within such Model may differ from Models that do not include the referenced options.



### ***Block Trading***

Block trading is permitted if Envestnet has determined, on an individual basis that the following conditions have been met and the securities order is:

1. In the best interests of each Client participating in the order;
2. Consistent with Envestnet's duty to obtain best execution; and
3. Consistent with the terms of the investment advisory agreement of each participating Client.

In addition, the following conditions must apply:

1. Any investment by one Client shall not be dependent or contingent upon the willingness or ability of another Client to participate in such transaction;
2. The terms negotiated for the block transaction should apply equally to each participating Client;
3. The allocation of securities purchased or sold in a block trade must be made in accordance with Envestnet's allocation procedures; and
4. The books and records of Envestnet must reflect, for each bunched order, the securities held by, purchased and sold for each Client.

### ***Errors***

Although Envestnet takes reasonable steps to avoid errors, occasionally errors do occur. Envestnet seeks to identify errors and works with the Client's Advisor, Sub-Manager and/or qualified custodian to correct the error affecting any Client account as quickly as possible, in order to put the Client in the position they would have been in had the error not occurred. Errors may be corrected by either the purchase or sale of a security as originally intended, or in the form of monetary reimbursement to the applicable client account.

All losses to a Client resulting from an error will be reimbursed to the Client's account immediately after corrections are made, while any market gains that result from the correction of such error will inure to the benefit of the Client unless the error is identified prior to settlement and is moved to the error account of the Client's Advisor, Sub-Manager, custodian or Envestnet.

### ***Fees***

Clients in the Programs pay a program fee (each, a "Program Fee") to Envestnet from which Envestnet pays the Sub-Managers, Model Providers and the account administration fee. As described below, certain Advisors may not use Envestnet for their billing services, in which case, Envestnet is paid by invoicing the Advisor instead of debiting Client's account. Depending on the services utilized by the Advisor, the Program Fee also includes investment management services comprised of client profiling assistance, strategic asset allocation assistance, style allocation assistance, research and evaluation of Approved investment strategies and Funds, account performance calculations, account rebalancing, account reporting, account billing administration and other operational and administrative services. However, Clients whose Advisors perform or utilize a third-party to perform certain of these services listed above pay a lower Program Fee.

As one of its services, Envestnet performs account billing administration, whereby Envestnet, acting as billing service provider deducts the Program Fee, fees charged by Advisor and the custodian fee from the Client's account and pays the applicable parties. However, as agreed upon with Client, Advisor and custodians may choose to independently deduct fees from the Client's accounts. The Advisor's fees may be collected by Envestnet but are paid directly to the Advisor. On average, the fee charged by Advisor will range from approximately 0.80% to 1.10%; however Clients should separately refer to Advisor's Form ADV Part 2A and fee schedule in the client agreement with Advisor for a description of Advisor's fees for Client's particular account(s).



Certain fees are not included in the Program Fee shown below; the most significant of which is the fee charged by the Advisor. Even if Client is utilizing custodial asset-based pricing, certain fees charged by a broker or custodian may also be assessed (described more fully below in “Other Issues Relating to Fees”). The Program Fees shown below include assumed brokerage, clearing and custody fees based on a percentage of Client’s assets held in the Program, but do not include assumed fees charged by the Advisor. Clients will generally pay an asset-based fee for the brokerage/custody/clearing services provided by the broker/custodian (as opposed to transaction-based fees such as commissions). For certain custodial relationships, Envestnet is able to present the asset based fee as part of the Client’s fee schedule in the client agreement. To the extent that such fees are not included in the fee schedule, the client will be so informed in writing. Clients, through coordination with their Advisor, may utilize transaction-based pricing for clearing and custody services. In that case, those fees will be disclosed separately to the Client in the applicable custodian’s clearing and custodial paperwork.

The standard fee schedules for Envestnet’s Programs are as follows, but lower fees may be separately negotiated by the Advisor:

#### SMA Portfolios

<b>Amount</b>	<b>Equity/Balanced SMA Portfolios*</b>	<b>Fixed Income SMA Portfolios*</b>	<b>Funds</b>	<b>PMC Liquid Alternatives</b>	<b>PMC Quantitative Portfolios</b>
First \$250,000	0.50%-1.81%	0.50%-1.50%	0.27%-0.69%	0.45%-0.75%	0.25%-0.55%
Next \$250,000	0.50%-1.56%	0.50%-1.31%	0.27%-0.50%	0.45%-0.63%	0.25%-0.55%
Next \$500,000	0.50%-1.50%	0.50%-1.25%	0.25%-0.41%	0.45%-0.63%	0.25%-0.55%
Next \$1,000,000	0.50%-1.36%	0.50%-1.21%	0.23%-0.38%	0.45%-0.63%	0.25%-0.55%
Next \$3,000,000	0.50%-1.26%	0.50%-1.20%	0.23%-0.36%	0.45%-0.63%	0.25%-0.55%
Over \$5,000,000	0.50%-1.26%	0.50%-1.20%	0.23%-0.35%	0.45%-0.63%	0.25%-0.55%

\* The fee charged depends on the manager(s) selected. Fees are calculated on a per account basis. Mutual funds, ETFs and alternative investments charge their own fees for investing the pool of assets in the respective investment vehicle. Please see the prospectus or related disclosure document for information regarding these fees.

\*\* Envestnet or its affiliates may receive 12b-1 fees from mutual funds in which Clients invest. Fees charged with respect to mutual funds will be credited with the amount of any distribution or Rule 12b-1 fees Envestnet receives.



### Asset Allocation Programs

Amount	MFS	PMC Strategic ETF Solutions	PMC Dynamic and Tactical ETF Portfolios	PMC Ultra Short-Term Fixed Income	Third Party Fund Strategist
First \$250,000	0.20%-0.81%	0.19%-1.00%	0.45%-0.90%	0.20%-0.25%	0.19%-0.94%
Next \$250,000	0.20%-0.63%	0.19%-0.81%	0.45%-0.87%	0.20%-0.25%	0.19%-0.75%
Next \$500,000	0.20%-0.56%	0.19%-0.76%	0.45%-0.85%	0.20%-0.25%	0.19%-0.66%
Next \$1,000,000	0.20%-0.46%	0.19%-0.73%	0.45%-0.83%	0.20%-0.25%	0.19%-0.59%
Next \$3,000,000	0.20%-0.39%	0.19%-0.70%	0.45%-0.81%	0.20%-0.25%	0.19%-0.51%
Over \$5,000,000	0.20%-0.38%	0.19%-0.69%	0.45%-0.79%	0.20%-0.25%	0.19%-0.50%

\* The fee charged depends on the manager(s) selected. Fees are calculated on a per account basis. Mutual funds, ETFs and alternative investments charge their own fees for investing the pool of assets in the respective investment vehicle. Please see the prospectus or related disclosure document for information regarding these fees.

\*\* Envestnet or its affiliates may receive 12b-1 fees from mutual funds in which Clients invest. Fees charged with respect to mutual funds will be credited with the amount of any distribution or Rule 12b-1 fees Envestnet receives.

### Multi-Style Accounts

Amount	Unified Managed Accounts (UMA)*	PMC Guided Portfolios
First \$250,000	0.25%-0.88%	0.35%-1.56%
Next \$250,000	0.25%-0.63%	0.35%-1.31%
Next \$500,000	0.25%-0.56%	0.35%-1.19%
Next \$1,000,000	0.25%-0.49%	0.35%-1.05%
Next \$3,000,000	0.25%-0.44%	0.35%-0.91%
Over \$5,000,000	0.25%-0.41%	0.35%-0.91%

\* Add an additional 0.35% - 0.60% for each Third Party Model used in the UMA portfolio. However, certain Third-Party Models may have lower or higher fees.

\*\* Envestnet or its affiliates may receive 12b-1 fees from mutual funds in which Clients invest. Fees charged with respect to mutual funds will be credited with the amount of any distribution or Rule 12b-1 fees Envestnet receives.

### *Fees to portfolio managers*

Sub-Managers and Model Providers participating in the Programs have a varying range of fees depending on their requirements. Fees range from 0.15% to 1.00% of the assets under management. On average an equity Sub-Manager and/or Model Provider receives 0.39 % and a fixed income Sub-Manager receives 0.32% of the asset under management. Certain Model Providers participating in the Third-Party Fund Strategist program may not charge management fees, because they utilize their proprietary mutual funds and/or ETFs and receive fees from the underlying expenses of the Funds.



### ***Fee Billing Calculation***

For the majority of Envestnet's Advisor relationships, the Program Fees charged are calculated as an annual percentage of assets based on the market value of the account at the end of quarter. Unless otherwise agreed to by the Client with Advisor, Program Fees are charged on a calendar quarter basis in advance and prorated to the end of the quarter upon inception of the account. Envestnet billing services can accommodate different billing calculations. These customizations, such as billing in arrears or billing accounts based on the average daily balance result from customizations requested by the Advisor. Clients with different billing arrangements set up with the Advisors should refer to their Advisor's Form ADV or Appendix 1 and client agreement for specific details. The level of the Program Fee will vary with the amount of assets under management and the particular investment styles and investment options chosen or recommended.

### ***Termination***

The client agreement terms and conditions for each Program contain termination provisions. An agreement may be canceled by either party at any time, for any reason, upon receipt of 30 days prior written notice. Clients will receive a prorated refund of any pre-paid quarterly program fee, based upon the number of days remaining in the quarter after the termination date. Clients are not charged a liquidation fee if securities are to be delivered in-kind, otherwise certain commissions and/or fees may be charged by the broker-dealer liquidating security positions.

### ***Other Issues Relating to Fees***

In the agreement entered into by Client with Advisor, the Program Fee may also contain administration fees for services performed by the individual Advisor representative's corporate office. Clients should separately refer to Advisor's Form ADV Part 2A or Appendix 1 for a description of these types of fees.

The cost of investment advisory services provided through the Programs may be more or less than the cost of purchasing similar services separately. Among the factors impacting the relative cost of the Program to a particular Client include the size of the account, the type of account (*i.e.*, equity or fixed income), the size of the assets devoted to a particular strategy and the managers selected.

In some cases, Advisors who recommend the Programs to their Clients may receive compensation from Envestnet as a result of their Clients' participation in the programs. This compensation may be more than what the Advisor would receive if the Client participated in other programs or paid separately for investment advice, brokerage and other services. Such Advisors may, therefore, have a financial incentive to recommend the Program over other programs or services. While this fee may be paid from Program Fees collected by Envestnet, the Program Fees have not been increased to cover fees paid to those Advisors.

Envestnet also acts as the advisory technology platform for broker-dealers (including broker-dealer clearing custodians) that coordinate support services for Advisors and Envestnet and/or sponsor the Program. In such cases the Program Fee stated in the client agreement will also contain fees for such services that are paid to the broker-dealer/custodians. Certain broker-dealer/custodians also charge Envestnet for supporting technology interfaces with their technology resources. These fees are included as part of the Program Fee, but are separate from and additional to the custodial/brokerage fee listed in the brokerage/custodial agreement. These fees range depending on the particular program utilized, the level of integration of the Envestnet technology platform with the clearing custody platform, and the particular broker-dealer/custodian. These fees generally make up between 5-35% of the fee charged by Envestnet.

When Advisor or Client selects a Sub-Manager or Model Provider, the Program Fee encompasses the fees paid to the Sub-Manager or Model Provider for their services in addition to the Envestnet fees associated with





making those strategies accessible and administering them in the Program. Envestnet separately negotiates the agreements between Sub-Managers and Model Providers, including fees paid, on terms and conditions that it deems acceptable. Fees paid to Sub-Managers or Model Providers generally range from 0.15% to 1.00% of the assets under management. Certain Model Providers participating in the Third-Party Fund Strategist program may not charge management fees, because they utilize their proprietary mutual funds and/or ETFs and receive fees from the underlying expenses of the Funds. The pricing terms are routinely renegotiated with individual Sub-Managers and Model Providers, whereby Envestnet, Sub-Manager or Model Provider may receive a greater or lesser percentage of the Program Fee than the current percentage at the time Client selected a particular investment strategy. In general, this reapportionment does not increase the Program Fee that the Client pays. In the rarer case where the Program Fee negotiations results in a need to increase the Program Fee, Client and/or Client's Advisor (if such Advisor has investment discretion to act on behalf of the Client) would be notified in advance of any increase in Program Fees, with full opportunity to select another strategy in the Program or otherwise change Client's account.

As described in Item 4 above, the ActivePassive Portfolios and the PMC Select Portfolios, consist entirely or predominately of the PMC Funds. Envestnet serves as the investment adviser to the PMC Funds and is paid an advisory fee based on the assets invested in the PMC Funds (as detailed in the funds' prospectus). Envestnet or its advisory affiliates do not separately impose a charge for the ongoing portfolio management of assets invested in the PMC Funds through the ActivePassive Portfolios and the PMC Select Portfolios. Advisor, or Client in consultation with Advisor, may choose to construct a UMA portfolio in which an ActivePassive Portfolio, the PMC Select Portfolio or a PMC Fund is utilized as one of the sleeves contained in a multi-sleeve UMA portfolio. In such instances, because Envestnet is performing a separate overlay service in managing the entire UMA portfolio, a portion of Envestnet's UMA fee will be proportionally based on the assets in the UMA portfolio sleeve that are following the ActivePassive Portfolios, the PMC Select Portfolios or invested in a PMC Fund. As with the Guided Portfolios program described in Item 4, for any program where Envestnet is exercising its grant of investment discretion to select the PMC Funds for a portfolio, to mitigate the potential conflict of interest, Envestnet makes a corresponding fee reduction to the fee that Envestnet normally charges for managing that portfolio, in order to offset the fees it receives as a result of those assets being invested in the PMC Funds.

The Program Fee does not cover certain charges associated with securities transactions in Clients' accounts, including: (i) dealer markups, markdowns or spreads charged on transactions in over-the-counter securities; (ii) costs relating to trading in certain foreign securities; (iii) the internal charges and fees that may be imposed by any Funds, (such as fund operating expenses, management fees, redemption fees, 12b-1 fees and other fees and expenses. Further information regarding charges and fees assessed by Funds may be found in the appropriate prospectus or offering document) or other regulatory fees; (iv) brokerage commissions or other charges imposed by broker-dealers or entities other than the custodian if and when trades are cleared by another broker-dealer; (v) the charge to carry tax lot information on transferred mutual funds or other investment vehicles, postage and handling charges, returned check charges, transfer taxes; stock exchange fees or other fees mandated by law, and (vi) any brokerage commissions or other charges, including contingent deferred sales charges ("CDSC"), imposed upon the liquidation of "in-kind assets" that are transferred into the Program. With respect to this latter type of charge, Envestnet may liquidate such assets transferred into a Program in its sole discretion. Clients should thus be aware that if they transfer in-kind assets into a Program, Envestnet may liquidate such assets immediately or at a future point in time and Clients may incur a brokerage commission or other charge, including a CDSC. Clients also may be subject to taxes when Envestnet liquidates such assets. Accordingly, Clients should consult with their financial advisor and tax consultant before transferring in-kind assets into a Program.

In addition to the redemption fees described above, a Client may incur redemption fees when the portfolio manager to an investment strategy determines that it is in the Client's overall interest, in conjunction with the stated goals of the investment strategy, to divest from certain Funds prior to the expiration of the minimum holding period of the Funds. Some mutual funds also assess redemption fees to investors upon the short-term





sale of its funds. Depending on the particular mutual fund, this may include sales for rebalancing purposes. Please see the prospectus for the specific mutual fund for detailed information regarding such fees.

The Program Fee does not cover certain custodial fees that may be charged to Clients by the Custodian. Clients also may be charged for specific account services, such as ACAT transfers, electronic fund and wire transfer charges, and for other optional services elected by Clients. Accounts may be subject to transaction-based ticket charges assessed by the custodian for the purchase of certain mutual funds. Similarly, the Program Fee does not cover certain non-brokerage-related fees such as individual retirement account ("IRA") trustee or custodian fees and tax-qualified retirement plan account fees and annual and termination fees for retirement accounts (such as IRAs).

For smaller accounts, a minimum account fee may apply to the Program Fee or fees charged by the custodian. Minimum accounts fees are expressed in annual amounts, but are determined and assessed based on the account asset value at the beginning of each quarter. For example, if an account has a \$100 minimum annual account Program Fee, it will be assessed a minimum of \$25 every quarter. Therefore, if a client has large asset inflows or outflows during the year that cross the minimum asset value threshold, it is possible for an account to be assessed a minimum fee for a particular quarter even if at the end of the year a look back over the account's average balance for the entire year would have placed it above the minimum asset value threshold.

### ***Investment Discretion***

Clients that participate in the Programs are required to grant full discretionary investment authority to Envestnet once the Client is invested in the Envestnet Program. Envestnet does not assume a fiduciary or advisory role in assets that an advisor has under management outside of Envestnet or that have been identified with Envestnet as assets or securities to be sold in order to fund one of our Programs. For Client assets that are invested in Envestnet Program, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular Client account. Advisors to clients are to notify Envestnet if such investment objectives have changed so that Envestnet may work with the Advisor to make appropriate changes within the Client portfolio. Advisors also have responsibility to retain the client within the Program in accordance with stated minimum investment in order to minimize risks associated with unacceptable variances and unintended performance dispersion, potential impact to a client's overall fee percentages, and the potential of being invested outside of their risk and suitability framework. When selecting securities and determining amounts, Envestnet observes the investment policies established through the Program for the particular Client account, along with account investment limitations and restrictions of the Client. For registered investment companies, Envestnet's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and impose restrictions on certain types of investments (e.g., illiquid securities) and favor the holding of investments once made. Investment guidelines and restrictions must be provided to Envestnet in writing. A Client may establish a broader investment policy governing multiple Client accounts/assets with Advisor. In such instances Envestnet can provide tools to assist Advisor in monitoring adherence to the investment policies established between Advisor and Client; however, Envestnet does not undertake responsibility for monitoring adherence to a Client's larger investment policy.

Envestnet will generally limit the exercise of its investment discretion to the following circumstances:

- For SMA, Envestnet generally will only use this grant of discretion to replace Funds and investment strategies, including Sub-Managers, when it deems such a change is necessary or appropriate; to rebalance a Client's account and place trade orders as directed by the applicable Model Provider; and to liquidate sufficient assets to pay the Program Fee when necessary and advisable.
- For MFS, PMC Select Portfolios and PMC Select Dynamic Portfolios, Envestnet will generally use this grant of discretion to invest in, hold and sell shares in various mutual funds; to liquidate any "in kind" assets



that are transferred into the MFS program; and to liquidate sufficient assets to pay the Program Fee when necessary and advisable.

- For PMC Strategic ETF Solutions, PMC Dynamic ETF Portfolios™ and PMC Tactical ETF Portfolios (collectively the “ETF Portfolios”), Envestnet will generally use this grant of discretion to invest in, hold and sell shares in various exchange traded funds; to liquidate any “in kind” assets that are transferred into the ETF Portfolios program; and to liquidate sufficient assets to pay the Program Fee when necessary and advisable.
- For UMA, PMC Guided Portfolios, PMC Quantitative Portfolios, PMC Ultra Short-Term Fixed Income Portfolio, Ascent Portfolios, Paradigm Liquid Alternatives and Third-Party Fund Strategists, Envestnet generally will only use this grant of discretion as described in the previous circumstances for SMA, MFS and ETF Solution.

## **Item 5 – Account Requirements and Types of Clients**

The discretionary Programs identified above are intended to comply with Rule 3a-4 under the Investment Company Act of 1940. Each Client’s account is managed on the basis of the Client’s financial situation and stated investment objectives, in accordance with the Client’s reasonable investment restrictions imposed by Client on the management of the assets in the account. In addition, Clients will be contacted at least annually by their Advisor, and notified quarterly to contact Advisor, in order to confirm whether there have been any changes to the Client’s financial situation, investment objectives or if Client would like to impose or modify investment restrictions on the account.

### ***Types of Clients***

As described above under Programs, Envestnet provides portfolio management services to individuals, high net worth individuals, Advisors, banks, trusts, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, endowments, municipalities, registered mutual funds, private investment funds, trust programs, sovereign funds, foreign funds such as UCITs and SICAVs, and other U.S. and international institutions. The Programs are made available by Envestnet through each Client’s independent Advisor, and in certain limited instances, directly to the Client. Participation in each of the Programs may carry a minimum account size for any particular portfolio and product selected. Generally mutual fund or ETF asset allocation portfolios will require \$25,000 - \$50,000 account size minimums. For Envestnet | Advisor Now, account size minimums are determined by Advisors that utilize the solution. Separately managed accounts for equity strategies will require \$100,000 account size minimums and \$250,000 account size minimums for fixed income strategies. Multi-sleeve portfolios will generally require \$150,000 account size minimums. The Market Series QP portfolios have account minimums starting at \$60,000 and the Factor Enhanced QP portfolios have account minimums starting at \$100,000. Minimum account sizes may be lowered at the discretion of the portfolio manager.

## **Item 6 – Portfolio Manager Selection and Evaluation**

### ***Methods of Analysis***

Envestnet provides Advisors with a variety of portfolio construction methods utilizing an analytics module to blend a solution that best meets Client requirements. For constructing Envestnet’s proprietary strategies (for example, PMC, Sigma, Ascent and Paradigm strategies) and in assisting Advisor with selecting asset allocations and portfolio construction, Envestnet uses the capital markets assumptions construction process of Black-Litterman and inverse optimization methods to estimate the expected returns for asset classes. This process results in the construction of optimized, diversified portfolios across a wide set of risk tolerances and



preferences that can be employed by the Advisor. The Advisor can select investment strategies using a variety of search screens on the Envestnet technology platform that are configurable to create Advisor specific selection criteria. In addition, Advisors may utilize third-party analytic modules that are licensed through the Envestnet platform and independent of Envestnet's proprietary analysis.

In assisting Advisor with asset allocation and portfolio construction, Envestnet uses demographic and financial information provided by the Client and Advisor to assess the Client's risk profile and investment objectives. Envestnet uses proprietary analytical tools and commercially available optimization software applications to develop its asset allocation strategies.

The Advisor has the flexibility to choose Envestnet recommended asset allocations and portfolios or independently provide potential investment solutions for their Clients through the Advisor's own research. This asset allocation "overlay" capability can be applied to one account or multiple accounts across a household or group of households, and can also be "attached" to a variety of product types.

### ***Investment Strategy, Fund Research and Due Diligence***

Through the Programs, Envestnet provides Third Party Models and Funds to Advisors and Clients with access to three basic categories of investment strategies – "Available", "Approved" and "Approved Analyst Select."

For the SMA strategies, Third-Party Models and Funds categorized as "Available," Envestnet has not reviewed the investment merits of the investment strategy or Fund, and Envestnet makes no recommendations concerning the use of them. Instead, Client's Advisor is responsible for determining that it has sufficient information about Available SMA strategies, Third-Party Models and Funds to distribute them to their Advisors and Clients.

### ***"Approved" SMA investment strategies, Third Party Models and Funds***

For Approved SMA strategies, Third Party Models and third party mutual funds/exchange traded funds Envestnet employs a multi-phase approach in its evaluation ("Due Diligence"). As part of the Due Diligence, certain types of information are analyzed, including historical performance, investment philosophy, investment style, historical volatility and correlation across asset classes. Also reviewed are the manager's Form ADV Part 2 disclosure events, as well as portfolio holdings reports that help demonstrate the manager's securities selection process and the prospectuses of the Funds. While Envestnet ranks certain products as "Approved" investment strategies, the Advisor is responsible for determining whether any particular Fund or investment strategy is appropriate and suitable for use with a particular Client.

Envestnet evaluates managers specializing in each of the asset categories listed, including equities (both domestic and foreign); corporate debt; commercial paper; certificates of deposit; municipal securities; mutual funds; real estate investment trusts; government securities; options; and futures. The investment professionals at the investment management firms are a primary source of information to Envestnet, providing quantitative and qualitative information.

The Quantitative process measures risk and return measures for each portfolio versus its investment style peers via a ranking methodology. This ranking methodology is updated each quarter for all third party separate account and mutual fund portfolios. Certain approved categories also include a qualitative assessment of the manager's ability to execute their strategies. Portfolios that fall below certain thresholds via this process or via our research analyst due diligence process will be placed on a 'watch list' or removed from the Approved list.

Any manager and mutual fund available on the Envestnet platform that ranks in the top 30% of its peer group as measured against all managers in the appropriate set of Morningstar categories is added to the Approved



universe. Approved managers and mutual funds that fall below the top 50% list level are placed on a 'watch list' or removed from the Approved list and revert to the Available list unless overridden by the PMC Manager Research team.

In addition, Envestnet utilizes several publicly available databases from independent sources. These databases are used to verify the information provided by the managers. However, Envestnet does not independently review the performance calculations of asset managers or performance information from the managers and such calculations may not be conducted on a uniform basis.

### ***"Approved FSPs"***

For the FSP evaluation process, PMC's research analysts provide a thorough review of material submitted by the asset managers, as well as interviews (conference calls and/or onsite visits) with senior management and key investment personnel. These interviews are intended to gain a better understanding of the firm's stability, key personnel, investment philosophy and process, performance metrics, risk controls and product line-up. FSP firms that have successfully completed all required materials and have not been "flagged" for material issues during the analyst review process are granted the status of "Approved-Analyst Reviewed". Certain FSP portfolios may have the status of "Approved-Watch List" applied to them. These are portfolios that have been given and continue to have the PMC team's Approved status designation, but that have experienced a significant event, which may include but are not limited to: changes to key investment personnel, changes in the investment process used, a significant departure from the proprietary ratings methodology, material underperformance and/or regulatory concerns. These portfolios will continue to be monitored and reviewed to determine if they should be removed from the Approved list by the PMC research team.

The PMC analyst research team may also add any other manager or mutual fund to the Approved-PMC list at their discretion and independent of the PMC Quantitative Risk/Return Ranking Model. If the PMC research team determines that the manager or mutual fund no longer merits inclusion on the Approved Analyst Reviewed list based on their analysis and its ranking, and is also not currently in the top 30% of its peer group, then it will be removed from the Approved Analyst Reviewed list.

### ***"Approved" ETFs***

The Approved list includes exchange-traded funds ("ETFs") that meet certain quantitative criteria under Envestnet's ranking methodology. Envestnet's ETF ranking methodology screens ETFs based on five criteria and also calculates a weighted average score of three performance dimensions (tracking, liquidity and cost) and then ranks them within their respective peer-groups. In order to exclude sub-standard firms and products, additional filters are imposed on the ETF universe. Exceptions are allowed for approval of certain ETFs on a case-by-case basis.

### ***"Approved - Analyst Select" Portfolios***

Certain SMAs, MFs, ETFs and FSPs are designated with the Investment Management & Research ("IM&R") status of "Approved-Analyst Select" based on the opinions by the Envestnet | PMC research team. The "Approved-Analyst Select" status is designated to those portfolios that have undergone a comprehensive due diligence review and that may have been previously designated as "Approved-Analyst Reviewed".

The Select process includes statistical analysis, site visits and qualitative assessments of managers' ability to execute their strategies. The Approved-Analyst Select status is applicable to all mutual funds, separately managed accounts and fund strategist portfolios, or "strategists". PMC managed products are not eligible for the "Approved-Analyst Select" status, as this category is reserved for analyst coverage of non-proprietary portfolios only.



Investnet's designation of any particular product or strategy as Approved or Approved-Analyst Select is not intended to be a recommendation to any Client, but rather indicates a more extensive evaluation and analysis has been conducted on the manager or strategy.

### ***CIO Support and Investment Consulting Services***

Investnet |PMC may charge an additional fee for access to specific product categories and rankings whereby Investnet |PMC research has conducted additional research and due diligence of certain firms and products.

### ***Exceptions and Conflict of Interests***

PMC may make exceptions for managers on the Approved list. For these exceptions, Investnet analysts use qualitative and quantitative tools to make a determination that the manager otherwise warrants to be added or to remain on the Approved list. For example, the SMA strategy may not have a track record of sufficient length, but the portfolio manager's proven track record may enable the strategy to be added to the Approved list. Investnet's PMC Investment Policy Committee approves or disapproves all exceptions and can remove managers from the Approved list at its sole discretion. If an Investment Committee member or other PMC analyst is conflicted, the individual is required to disclose and recuse from the decision making process. Managers that have a significant affiliation with a client of Investnet, or one of its affiliates, or are a direct client of Investnet must also be reviewed as exceptions and must be approved by the PMC Investment Policy Committee.

Portfolios that are managed by the PMC team are designated with the "Approved – PMC Managed" IM&R status. PMC managed strategies or funds retain the designation "Approved – PMC Managed" as Investnet actively manages these products and the PMC Investment Policy Committee oversees and monitors these strategies. Because all PMC managed strategies and funds are listed as Approved they do not undergo the same impartial approval process and analysis as used with non-proprietary strategies.

In an effort to provide unbiased research and portfolio management decisions, Investnet has implemented an information barrier between the team responsible for negotiating manager fees and the team responsible for researching and recommending Sub-Manager/Model Providers for use on the platform or in portfolios.

Please also see Item 4 above describing the use of PMC Funds in the PMC Guided Portfolios program.

Any due diligence done by Investnet should be used in conjunction with the Advisor's existing research and as a supplement to any existing due diligence that Advisor or Advisor's firm may already have in place.

Investnet's affiliate ERS, Inc. ("ERS") provides services to retirement plans under Section 3(21) and Section 3(38) of ERISA. In providing such services directly to retirement plans, ERS may be servicing a client base with whom Advisors may also be providing similar services.

### ***Investment Strategies***

Investnet provides Advisors with access to a large variety of investment strategies and Funds as a core tenet of its capability. While many different investment strategies and Funds can be selected, Investnet provides Advisors with the ability to utilize our technology platform to assess portfolios holistically and across multiple programs, custodians, and registrations, allowing the Advisor to make a household assessment of their Client's needs. This analysis capability allows Advisors to consider multiple options for investment strategies and Funds as they seek to match their Client's needs with the features and benefits of each program.



For a description of the Envestnet Programs, please refer to Item 4.

### ***Risk of Loss***

Investing in securities involves risk of loss (including loss of principal) that each Client should be prepared to bear. Typical investment risks include market risk typified by a drop in a security's price due to company specific events (such as an earnings disappointment or a downgrade in the rating of a bond) or general market activity (such as occurs in a "bear" market when stock values fall in general). Stock markets, especially foreign markets, are volatile and can decline significantly in response to adverse issuer, political, regulatory, market, or economic developments. Fixed-income strategies are subject to interest rate risk and the inherent credit risk related to the underlying credit worthiness of the various issuers and the volatility of the bond market.

Envestnet seeks managers and Funds with a variety of investment strategies in an effort to make a wide range of investment strategies available to Advisors and Clients. Some strategies may be high-risk strategies. Such strategies have the potential for substantial returns; however, there are correspondingly significant risks involved in the strategies and are not intended for all types of Clients. Clients who choose to follow high-risk strategies should be aware that there is the possibility of significant losses up to and including the possibility of the loss of all assets placed in the strategies. It is strongly recommended that Clients diversify their investments and do not place all of their investments in high-risk investment strategies.

Certain types of investment strategies have particular types of risk. Strategies that invest in international securities involve special additional risks, including currency risk, political risk, and risk associated with varying accounting standards. Investing in emerging markets may accentuate these risks. Strategies that invest in small capitalized companies involve risks, including relatively low trading volumes, a greater degree of change in earnings and greater short-term volatility. Smaller companies typically have a higher risk of failure and are not as well established as larger blue-chip companies. Growth strategies can perform differently from the market as a whole and from other types of stocks and can be more volatile than other types of stocks. High-yield bond strategies invest in lower-rated debt securities (commonly referred to as junk bonds) and involve additional risks because of the lower credit quality of the securities in the portfolio. Clients should be aware of the possible higher level of volatility and increased risk of default. "Alternative" is an investment type that is not one of the three traditional asset types (stocks, bonds and cash) and generally has low correlations to stocks and bonds. Alternative investments may have complex terms and features that are not easily understood and are not suitable for all investors. Risks that may be associated with liquid alternative investments may include leverage, shorting, security valuation, and nightly reconciliation. Concentrated, non-diversified or sector strategies investing more of their assets in a few holdings involve additional risks, including share price fluctuations, because of the increased concentration of investments. The lack of industry diversification subjects the Client to increased industry-specific risks. Finally, municipal investment strategies can be affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities.

Certain ETFs in the PMC Dynamic ETF Portfolios™, PMC Tactical ETFs and Third-Party Models utilize leveraged equity ETFs. The use of leverage by an ETF increases the risk to the portfolio. The more a portfolio invests in leveraged instruments, the more the leverage will magnify gains or losses on those investments. Due to the complexity and structure of these portfolios, they may not perform over time in direct or inverse correlation to their underlying index.

Tactical and dynamic investment strategies involve more frequent trading than the traditional "buy-and-hold" investment strategies. Such trading can increase transaction costs and create more short-term tax gains than Client may be used to seeing in other types of strategies.





An alternative mutual fund is a mutual fund in which the primary investment is not one of the three traditional asset types (stocks, bonds and cash) and generally has low correlations to stocks and bonds. Risks that may be associated with liquid alternative investments include: (1) Leverage - Leverage may enhance a fund's returns in up markets but exacerbate returns in a bad market. Some firms with leverage inherent in their portfolios may experience "margin call" types of actions in the event of liquidity dry-ups or if certain counterparties cannot provide the leverage needed. (2) Shorting - Certain securities may be difficult to sell short at the price that the manager would wish to execute a trade. A short position may have the possibility of an infinite loss if a security continues to go up in price and the manager does not cover. (3) Security valuation - Certain securities held in alternative mutual funds, such as derivatives or thinly traded stocks, bonds or swaps may not have a market in which the money manager may need to trade it quickly in case of fund redemptions. High Bid/Ask spreads or the lack of another buyer/seller to take the opposite position of a thinly traded security could cause inaccurate estimates in underlying security valuation by the administrator. (4) Nightly reconciliation - The use of thinly traded securities, shorting and leverage may make it difficult for some alternative funds, based on their investment strategy, to provide accurate nightly NAVs for the mutual fund.

### ***Liquidity Risk***

Investing in certain types of securities that are thinly traded, or investing in bonds, ETFs or mutual funds that invest in thinly traded securities, introduces liquidity risk. Liquidity risk is a financial risk that for a certain period of time, a security or commodity cannot be readily traded in the market or cannot be traded without a significant discount to the market price. All tradable assets assume some level of liquidity risk. For example, alternative mutual funds and ETFs may use techniques such as shorting of securities, leverage and derivatives, all of which may have liquidity risks if there are not buyers and sellers available or if a counterparty cannot fulfill the order.

### ***Voting Securities***

Envestnet generally delegates proxy voting to the Sub-Managers to whom it allocates Client assets. The Sub-Manager is responsible for voting or abstaining from voting with respect to any proxy solicitations for any securities purchased on behalf of each Client; provided, however, that the Client has not notified the Sub-Manager (or the Advisor or Envestnet which would notify the Sub-Manager) of its desire to exercise the Client's right to vote such proxies or to delegate the authority to vote such proxies to another party.

For Programs in which Envestnet is providing overlay management services, including when a Sub-Manager is acting in the role of a Model Provider, Envestnet is responsible for voting proxies relating to securities held by Clients. Envestnet has developed appropriate principles, policies and procedures to ensure that such proxies are voted in the best interests of Clients. These policies and procedures are relatively general in nature to allow Envestnet the flexibility and discretion to use its business judgment in making appropriate decisions with respect to Client proxies. It is Envestnet's policy to vote Client shares primarily in conformity with Glass Lewis & Co. (Glass Lewis) recommendations, in order to limit conflict of interest issues between Envestnet and its Clients. Glass Lewis is a neutral third party that issues recommendations based on its own internal guidelines. Envestnet votes Client shares via ProxyEdge, an electronic voting platform provided by Broadridge Financial Solutions Inc. Additionally, ProxyEdge retains a record of proxy votes for each Client. Envestnet acknowledges and agrees that it has a fiduciary obligation to Clients to ensure that any proxies for which it has voting authority are voted solely in the best interests and for the exclusive benefit of its Clients. The policies are intended to guide Envestnet and its personnel in ensuring that proxies are voted in such manner without limiting Envestnet or its personnel in specific situations to vote in a pre-determined manner. These policies are designed to assist Envestnet in identifying and resolving any conflicts of interest it may have in voting Client proxies.





Because Envestnet does not act as a financial advisor for Client assets invested in the Advisor Directed Models, Envestnet does not vote proxies relating to securities held. Proxy voting responsibilities for the Advisor Models are either voted by Advisor or directly by Client.

Upon request, Clients can receive a copy of Envestnet's proxy voting procedures, a copy of the Sub-Manager's proxy voting procedures, Glass Lewis's proxy voting guidelines or a copy of the record of how a proxy vote was cast by Envestnet or the Sub-Manager by contacting the following individual at Envestnet:

Debra DeVoe  
Chief Compliance Officer  
Envestnet Asset Management, Inc.  
35 E. Wacker Drive, Suite 2400  
Chicago, Illinois 60601  
(312) 827-2800

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

Envestnet does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a Client).

## **Item 7 – Client Information Provided to Investment Managers**

Personal identification (such as name, address, Social Security number, date of birth, assets and income), account and holdings data disclosed to Envestnet are provided by the Advisor and custodian to enable us to service the Advisor and Client accounts. Envestnet only shares Client personal information and account data pursuant to established Envestnet Privacy Policy and does not sell personally identifiable information about current or former clients to third parties. In providing services to Client accounts, Envestnet may use third-party service providers, who are contractually bound to respect and protect the privacy of Client information.

Envestnet also receives information about a Client's stated investment objective, investment restrictions and investor risk rating. The Client's investor risk rating is based on Client's stated responses in the account opening process and classifies the Client as a conservative, moderate, aggressive, etc. type of investor.

When utilizing the SMA program, Envestnet will forward the foregoing information on to the Sub-Manager in order for the Sub-Manager to effectively manage the Client's account. Model Providers are not provided with Client specific information, except for the brokerage number, account size and information about the Client's Advisor.

## **Item 8 – Client Contact with Portfolio Managers**

For more general questions about an account, Clients are encouraged to direct these questions to their Advisor. However, should the Client request a direct consultation, Envestnet and Sub-Manager personnel who are knowledgeable about the Client's account and its management will be made reasonably available for consultation. For orderly processing, requests for consultations should be made through Client's Advisor.

For Third-Party Models, Envestnet, as overlay manager of the Third-Party Model, will make personnel who are knowledgeable about the Client's account and its management reasonable available, but Envestnet cannot guarantee that the Model Provider will be available for direct Client consultation.



## Item 9 – Additional Information

### ***Code of Ethics, Participation or Interest in Client Transactions***

Envestnet employees or related persons may have accounts with investment managers that Envestnet recommends to Clients as part of its investment programs. This means that Envestnet employees or related persons may buy or sell securities that Clients also own in their accounts. Investment decisions for Envestnet personnel may not be made at the same time or in the same manner as those made for Clients. Envestnet or a related person of Envestnet may purchase or sell securities that are recommended to, or purchased or sold for Clients. Personal securities transactions by persons identified as access persons with Envestnet are subject to Envestnet's Code of Ethics. The Code of Ethics includes various reporting, disclosure and approval requirements, described in the summary below. Envestnet designed these requirements to prevent or mitigate actual or potential conflicts of interest with Clients. The Code of Ethics applies not only to transactions by the individual, but also to transactions for accounts in which such person or the person's spouse, minor children or other dependents residing in the same household have an interest. Compliance with the Code of Ethics is a condition of employment.

In accordance with Securities and Exchange Commission rules relating to recordkeeping by investment advisors, Envestnet requires prompt reports of all securities transactions identified in the Code of Ethics as "Reportable Securities" transactions. Envestnet further requires that all brokerage account relationships be disclosed, that Envestnet receive duplicate confirmations of transactions and custodial account statements, and annual certifications of compliance with the Code of Ethics from all access persons. Transactions in U.S. government securities, bankers acceptances, bank certificates of deposit, commercial paper, high quality short-term instruments, including repurchase agreements, index-based futures/options, options/futures on treasury notes and bills or currency options/futures, shares of open-end mutual funds and commodities are excluded from the reporting requirements.

The responsibilities of Envestnet's Chief Compliance & Ethics Officer (or designee) include overseeing the regular monitoring and verification of compliance of covered persons with the requirements of the Code of Ethics, and reporting material violations to Envestnet's senior management. Covered transactions of the Chief Compliance & Ethics Officer will be approved by another officer (or designee) of Envestnet. In addition to reporting and recordkeeping requirements, the Code of Ethics imposes various substantive and procedural restrictions on Reportable Securities transactions. The Chief Compliance & Ethics Officer may recommend to management the imposition of more severe sanctions, including suspension of personal investing privileges, or termination of employment, in the case of certain types of violations.

A copy of Envestnet's Code of Ethics can be obtained by contacting the following individual at Envestnet:

Debra DeVoe  
Chief Compliance Officer  
Envestnet Asset Management, Inc.  
35 E. Wacker Drive, Suite 2400  
Chicago, Illinois 60601  
(312) 827-2800



### ***Potential Conflict of Interest***

Envestnet's CEO, Judson Bergman, is a Trustee for the RS Guardian Funds. The RS Guardian Funds (GBEMX) is an Approved mutual fund on the Envestnet platform. Investments in the RS Guardian Funds made through the Envestnet platform may be viewed as an accommodation to Mr. Bergman.

Envestnet's parent company, Envestnet, Inc., has a financial investment in AlphaHedge Capital Partners. In addition, Envestnet, Inc. holds a position on AlphaHedge Capital Partners Board. AlphaHedge is a third party provider of investment strategies that are available via the Envestnet platform, however in offering access to AlphaHedge investment strategies, Envestnet provides only administrative and support services. Envestnet does not take investment discretion over Client assets or provide advisory services to Client in connection with the management of such assets.

### ***Disciplinary Information***

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of Envestnet or the integrity of Envestnet's management. Envestnet has no legal or disciplinary action that must be disclosed in response to this Item.

### ***Review of Accounts***

Envestnet performs nightly reconciliation of Client accounts on the Platform against data provided by the Client's custodian. Exceptions are researched and appropriate corrections are made when necessary. Completely reconciled accounts are made available at the beginning of the next business morning.

Clients receive statements from the custodian at least quarterly providing a detailed list of holdings with valuations and account activity as well as confirmations of all securities transactions from the clearing firm. In addition, depending on the Advisor, Clients may also receive a quarterly performance report prepared by Envestnet showing the allocation of the assets in the account as well as the performance of the account during the previous quarter.

Advisors are required to contact Clients on an annual basis to determine if there have been any changes to the Client's financial situation and stated investment objectives or if the Client wishes to impose any reasonable investment restrictions on the management of the assets in the account.

### ***Referrals and Other Compensation***

Envestnet, through its affiliated broker-dealer, may receive Rule 12b-1 fees from mutual funds in which Clients invest. The amount of the 12b-1 fee Envestnet receives will be credited against the Private Wealth Management program fee paid by the Client.

Envestnet may compensate Advisors or advisory firms for recommending or referring Clients to the Programs. While the fee may be paid from the Program Fee, the Program Fee has not been increased to cover the fee paid to those Advisors or advisory firms.

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

Envestnet also provides other products and services to Advisors and other financial professionals in the role as a third-party service provider to assist them with administering their business needs.



### ***Consulting Services and Software Tools***

Envestnet provides a customizable asset management software program through a web-enabled platform ("Platform") primarily to other large investment advisors, broker-dealers and financial services companies ("Institutions").

Envestnet provides consulting services and software tools to selected Institutions. In addition, Envestnet licenses the Platform to certain Institutions. The Platform is typically customized and private labeled in the name of the applicable Institution. Institutions provide the Platform to advisors, who can use the Platform to manage the accounts of their respective Clients.

The Platform provides Institutions the ability to offer their clients a separate accounts program, various asset allocation programs and account reporting services. Envestnet also allows Institutions to combine these programs to suit the needs of their clients.

Envestnet has arrangements that are material to its advisory business or its Clients with a related entity. PBS is a registered broker/dealer and affiliate of Envestnet that conducts some trade execution services for Envestnet as described herein and receives a fee from Envestnet. PBS may, from time to time, execute transactions at the request of and for the account of Sub-Managers in one or more of Envestnet's Programs for which PBS will receive compensation in the form of commissions. In certain circumstances, PBS may enter into prime brokerage arrangements with other brokers that are providing brokerage services to Clients. Prime brokerage allows PBS to facilitate the consummation of certain brokerage transactions initiated by Sub-Managers by acting as an executing broker.

Envestnet is under common control with the following entities that are engaged in the securities or investment advisory business. Certain directors and members of executive management of Envestnet also serve as directors and/or executive management of these entities:

Envestnet Portfolio Solutions, Inc. ("EPS") Registered Investment Advisor  
75 State St., 6<sup>th</sup> Floor  
Boston, MA 02109  
Firm CRD #109662

Envestnet Retirement Solutions, LLC ("ERS") Registered Investment Advisor  
35 East Wacker Drive, Suite 2400  
Chicago, IL 60601  
Firm CRD #171570

Portfolio Brokerage Services, Inc. ("PBS") Registered Broker/Dealer  
1801 California St., 23<sup>rd</sup> Floor  
Denver, Colorado 80202  
Firm CRD #18554

Portfolio Management Consultants, Inc. ("PMC") Registered Investment Advisor  
1801 California St., 23<sup>rd</sup> Floor  
Denver, Colorado 80202 Firm  
CRD #107747

Upside Financial, LLC ("Upside") Registered Investment Advisor  
35 East Wacker Drive  
Chicago, IL 60601  
Firm CRD #173084



AlphaHedge Capital Partners, LLC ("AlphaHedge") Registered Investment Advisor  
1777 Sentry Parkway West, Gwynedd Hall, Suite 102  
Blue Bell, PA 19422  
Firm CRD # 159444

PMC and PBS are wholly-owned subsidiaries of PMC International, Inc. ("PMCI") whose principal business address is 1801 California St., 23<sup>rd</sup> Floor, Denver, CO 80202.

Envestnet, EPS, and PMCI are wholly-owned subsidiaries of Envestnet, Inc., whose principal business address is 35 E. Wacker Drive, Suite 2400, Chicago, IL 60601.

ERS is a jointly owned subsidiary of Envestnet, Inc., whose principal business address is 35 E. Wacker Drive, Suite 2400, Chicago, IL 60601.

Envestnet also serves as the investment advisor to a mutual fund family, The PMC Funds, which consists of the PMC Core Fixed Income Fund and the PMC Diversified Equity Fund (information available at [www.investpmc.com](http://www.investpmc.com)).