

## PART 2A OF FORM ADV: FIRM BROCHURE

### ITEM 1 COVER PAGE

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This brochure provides information about the qualifications and business practices of Gerber, LLC. If you have any questions about the contents of this brochure, please contact us at 614-431-4343 or [Erik.Roemer@RaymondJames.com](mailto:Erik.Roemer@RaymondJames.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 Gerber, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## ITEM 2 MATERIAL CHANGES

Gerber, LLC (Gerber) has the following material change since its last brochure update March 30, 2014. In lieu of providing clients with an updated Firm Brochure each year, Gerber provides existing advisory clients with a summary describing any material changes occurring since the last annual update on Part 2A Firm Brochure. In such instances, Gerber will make this delivery to existing clients within 121 days of the close of Gerber's fiscal year. Clients wishing to receive a complete copy of the Part 2A Firm Brochure may request a copy at no charge by contacting the Gerber office at 614-431-4343.

### Updated Minimum Fees – Pages 6 - 22

Previously the minimum annual fee stated:

- o The ongoing minimum annual fee for private clients generally ranges from \$6,000 - \$20,000, is negotiable depending on the depth of services to be provided
- o The ongoing minimum annual fee for Institutional clients generally ranges from \$3,000 - \$6,000, is negotiable depending on the depth of services to be provided.

The new minimum annual fee language states:

- o The ongoing minimum annual fee for private clients generally ranges from \$12,000 - \$50,000. The fee, depending on the depth of services to be provided, can be higher than \$50,000. In addition, depending on the depth of services to be provided, the fee is negotiable
- o The ongoing minimum annual fee for Institutional clients generally ranges from \$3,000 - \$50,000. The fee, depending on the depth of services to be provided, can be higher than \$50,000. In addition, depending on the depth of services to be provided, the fee is negotiable

### Updated Minimum Fees – Pages 31

Previously the minimum annual fee stated:

Client relationships that generate minimum annual revenue of \$6,000 are offered to have a formal review at least two times annually. Client relationships that generate annual revenue less than \$6,000 may be offered less than two formal reviews annually.

The new minimum annual fee language states:

Client relationships that generate minimum annual revenue of \$12,000 are offered to have a formal review at least two times annually. Client relationships that generate annual revenue less than \$12,000 may be offered less than two formal reviews annually.

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## ITEM 4 ADVISORY BUSINESS

Gerber, LLC ("Gerber or Adviser") was founded in 1999 by Randall T. Gerber, and he remains the sole owner. Gerber's mission is to be the trusted source for first generation entrepreneurs seeking the wisdom and guidance they need to find their "WHY" and attain personal, business and financial fulfillment. Through proper, comprehensive financial planning that explores most, if not all financial and lifestyle issues, Gerber helps Clients accumulate, preserve and distribute wealth throughout their journey of realizing their life goals, dreams and aspirations.

Gerber provides services for individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations (for-profit and not-for-profit) or other business entities. Gerber focuses on its Clients with the following types of investments:

- Equity securities (exchange-listed securities, exchange traded funds, securities traded over-the-counter, and foreign issuers)
- Corporate debt securities
- Municipal debt securities
- Certificates of deposit
- U.S. government securities
- Investment company securities (variable life insurance, variable annuities, and mutual fund shares)
- Options contracts on securities
- Interests in partnerships investing in real estate and oil and gas interests
- Other investments as applicable to Clients such as partnerships investing in industrial and transportation equipment leasing programs, participating first mortgages, nursing home leasing and cable television stations

Gerber may also give advice on collectibles, hard assets, and commodities.

Advice is tailored to individual Client's needs through interviews with Clients, the collection of relevant information, and detailed financial planning, as applicable.

As of 12/31/14, Gerber had the following advisory assets under management:

Discretionary	Relationships/Accounts: 0/0	Assets: \$0
Non-Discretionary	Relationships/Accounts: 168/442	Assets: \$244,940,881
Total	Relationships/Accounts: 168/442	Assets: \$244,940,881

### PRIVACY NOTICE

#### Our Promise to You

As a Client of Gerber, you share both personal and financial information with us. Your privacy is important to us, and we are dedicated to safeguarding your personal and financial information. In order to protect your personal information, we maintain physical, electronic and procedural safeguards. Our Privacy Policy restricts the use of Client information and requires that it be held in strict confidence.

#### Information Provided by Clients

In the normal course of doing business, we typically obtain the following non-public personal information about our Clients:

- Personal information regarding our Clients' identity such as name, address and social security number
- Information regarding securities transactions effected by us
- Client financial information such as net-worth, assets, income, bank account information and account balances
- Client and family health history
- Company financial statements (balance sheets, income statements, cash flow statement)

**How We Manage and Protect Your Personal Information**

We do not sell information about current or former Clients to third parties, nor is it our practice to disclose such information to third parties unless requested to do so by a Client or Client representative (such as entering into an initial financial plan agreement or an annual financial planning advisory agreement) or, if necessary, in order to process a transaction, service an account or as permitted by law. Additionally, to provide an accurate quote or analysis we may share known relevant information with third parties. Third parties may include insurance companies, attorneys, CPAs, mortgage brokers, etc.) including, but not limited to, the following:

- Health history, medications and dosages, height and weight
- Insurance claims history
- Driving record and credit history/score
- Tobacco use
- Date of birth and social security number
- Income, assets and liabilities
- Tax returns
- Financial and account statements
- Family and friends (relationship, address, date of birth, etc)

Our arrangements with these service providers require them to treat your information as confidential. If you would prefer to opt out of having your relevant personal information provided to these third parties, please contact our office at 614-431-4343.

**Special Note for California and Vermont Accounts**

Vermont and California law impose additional requirements beyond federal law for residents of those states. Consistent with these laws, we do not share information with third parties for accounts with a primary mailing address in those states except as required or permitted by applicable federal and state law.

**Client Notifications**

We are required by law to annually provide a notice describing our privacy policy. In addition, we will inform you promptly if there are changes to our policy.

## ITEM 5 FEES AND COMPENSATION

### CLIENT PLANNING, ADVISORY AND CONSULTING SERVICES

Gerber offers a range of planning, advisory and consulting services to its Individual Private Clients and Corporate Clients. The fees for these services are detailed later in this section. The process of becoming a new Private Client is detailed below.

#### **New Private Client Process**

The process of becoming a private Client of Gerber and when compensation is payable is outlined in the following meeting descriptions. Note that some or all of these meetings may take place via the telephone, although the usual preference is to meet in person. The time between each meeting is generally 2 to 3 weeks depending on scheduling flexibility.

#### **Meeting #1: Concept Interview**

The purpose of this meeting is to clearly understand and clarify a prospective Client's goals, dreams and aspirations and determine if Gerber is well suited to help them achieve their objectives. In addition, the prospective Client and Gerber mutually determine if there is a personality fit, as well as determine if a long-term trusting relationship can be developed. Once defined, Gerber will provide a Financial Planning Agreement letter, disclosing the items of the engagement and fee(s) to be charged. At the conclusion of the Financial Plan, the prospective Client may choose to implement some or all of the recommendations, and may enter into a separate Investment Advisory Agreement, which discloses the items of the engagement and fees to be charged. (Generally 1 Hour)

#### **Meeting #2: Fact Finder**

The purpose of this meeting is to define the prospective Client's unique financial planning needs, quantify those life goals and commit them in written format. An extremely important part of this process is exploring the boundaries, financially and emotionally, of a prospective Client. Documents to be provided to Gerber include, but are not limited to, information on sources of income, assets owned, insurance policies owned, liabilities, wills, trusts, business agreements, tax returns, investments, and personal and family obligations that will assist in preparing the financial plan. In addition, Gerber requests a Risk Tolerance and Personal Data Questionnaire, which is usually provided following the concept interview, be completed to the best of the prospective Client's ability prior to this meeting. (Generally 1 ½ – 2 Hours)

#### **Meeting #3: Presentation**

At this meeting recommendations compatible with the goals, objectives and aspirations established during the fact-finding session are provided. Gerber delivers a booklet that includes the written analysis supporting the recommendations. The Financial Plan provides recommendations to help the client achieve the stated goals. In addition, Gerber will provide a written Investment Policy Statement (IPS), which will be used to help monitor investments and asset allocation model(s). See page 8 beginning with the bullet point on *Constructing the Initial Financial Plan* for the full scope of services provided to Individual Private Clients. (Generally 1 ½ – 2 Hours) Note that at times there are additional follow up meetings to the plan presentation to ensure complete understanding and conduct analysis based on new information uncovered in the plan presentation meeting. (Generally 1 ½ – 2 Hours)

#### **Meeting #4: Implementation**

If the prospective Client decides to proceed with Gerber's advisory services, Gerber will assist in implementing and coordinating the financial plan at this meeting (or more meetings if necessary). An implementation schedule will be reviewed to determine which steps will be pursued and with whom those steps can be accomplished. Prospective Clients are under no obligation to use Raymond James Financial Services ("RJFS") and/or its affiliates to implement the recommendations and may choose to apply or implement some or all recommendations in any manner, which is most expedient, and in the best interest of the prospective Client. (Generally 1 Hour)

**Meeting #5: Wrap-Up**

At this meeting operational issues are discussed and implemented to enhance the client experience. The issues include reviewing how to read statements, selecting how statements are to be sent (electronically or mailed), logging into accounts online, movement of money for withdrawals or deposits, discussing the quarterly review process, and reviewing the Gerber, LLC team members.

(Generally 1 ½ – 2 Hours)

**Review Meetings**

One of the most important aspects of the entire financial planning process is the review element. Gerber proactively reviews the Client's financial plan on a predefined schedule. See page 30 for the full scope of review services. (Generally 1 – 1½ Hours Each Review)

## **INDIVIDUAL PRIVATE CLIENTS (ALSO KNOWN AS ENTREPRENEURS, INDIVIDUALS AND FAMILIES)**

- Constructing the Initial Financial Plan – The initial financial plan is a written customized document designed to provide the steps necessary to achieve an individual's verbalized goals. These verbalized goals, which may include one or more of the following major aspects of an individual's current financial situation, are analyzed and examined with subsequent strategies and solutions provided in the written plan. The Gerber Private Client Individual Review Meetings Service, as discussed later in *Item 13 Review of Accounts*, is a standardized process providing check-ups and advice to assist Clients in achieving their goals.
- Goals Planning
  - Assist in refining and clarifying financial and non-financial goals
  - Pre-retirement planning
  - Accumulation of assets
  - Construct required savings scenarios
  - Calculate required rate(s) of return
  - Review of social security benefits
  - Written employer sponsored deferred compensation plan evaluation
  - Written pension evaluation
- Post-retirement planning
  - Efficient distribution of assets
  - Analysis of semi-retirement alternatives
  - Required minimum distribution (RMD) calculations/withdrawal strategies
- Education planning
  - Accumulation and efficient distribution of assets
  - Construct required savings scenarios
  - Identify appropriate funding techniques
  - Cash flow integration
  - Asset ownership
- Estate planning (in coordination with legal counsel where relevant)
  - Current document summary and observations
  - Inventory of documents
  - Identify potential strategies to minimize probate
  - Identify potential trusts and strategies to bequeath assets
  - Develop recommendations to reduce estate taxes
  - Develop charitable giving strategies
  - Construct legacy and generational wealth transfer plans
  - Review beneficiary designation wishes
  - Review incapacity issues and needs
  - Family governance
  - Liability management
- Tax planning (in coordination with tax advisor where relevant)
  - Identify potential income tax reduction strategies (forward looking versus backward looking)
  - Provide required minimum distribution (RMD) calculation
  - Review of prior year's tax return, if provided
  - Develop potential strategies to minimize income taxes based on stock option and stock appreciation rights analysis
  - Potential tax reduction and deferral strategies as it relates to investments
  - Coordination with accountant



- Risk management planning
  - Calculate life insurance needs via capital needs scenario and identify solutions if deficiency exists
  - Calculate disability insurance needs and identify solutions if deficiency exists
  - Calculate long term care insurance needs and identify solutions if deficiency exists
  - Written life insurance policy analysis
  - Written disability insurance policy analysis
  - Written long term care insurance policy analysis
  - Liability insurance analysis
- Investment planning
  - Develop cash flow based asset allocation model
  - Construct investment policy statement (IPS)
  - Concentrated asset diversification
- Stock option/restricted stock/stock appreciation rights analysis
  - Price point reallocation strategies
  - Tax preferable strategies
- Cash flow planning
  - Develop strategies to improve cash flow
  - Cash management cost analysis
  - Debt structure review and analysis
  - Financial ratios analysis
  - Liability management
  - Investment property cash flow analysis
- Real estate planning
  - Financial assessment of primary residence
  - Advice on necessary steps to obtain additional property(ies)
  - Evaluation and rate of return of investment property(ies)
  - 1031 exchange considerations
- Consulting service to business owners of closely held businesses – Identify and address issues to improve the overall profitability within the business (These services can be a stand alone service with fees generally ranging from \$6,000 to \$12,000 annually)
  - Exit versus Lifestyle Business (define and/or redefine)
  - Integration of Business Mission Statement with Personal Goals
  - Business Needs Checklist (Capital structure, staffing considerations process and procedure review)
  - Key Performance Indicators Creation (profit driver construction, liquidity analysis, etc.)
  - Written Business Plan
  - Qualified Plan Design
  - Succession Agreement
  - Business succession planning (i.e. buy/sell agreement)
  - Financial Reporting
  - Corporate Debt
  - Personal Capitalization and Income – Asset Allocation By Value
  - Personal Capitalization and Income – Asset Allocation By Income Source
  - Advisor Review (Client's Legal, Accounting, Tax, Insurance, Advisory Board)
  - Company Benefits (Benefit Plans, Key Employee Compensation, Health Insurance, Etc.)
- Other mutually agreed upon financial planning analysis, strategies or services
  - Facilitating the implementation of the recommendations according to the Financial Plan
  - Monitoring the achievement of the goals according to the Financial Plan

- o Screening, selecting and reviewing investments for their appropriateness within the asset allocation model(s) according to the investment policy statement
- o Coordinating relevant planning issues with other advisors (CPAs, Attorneys, etc.)
- o Consulting and disclosing information with third parties (i.e. health history to a life insurance carrier to produce quotes and analysis)

## **FEES FOR PRIVATE CLIENTS**

### **Initial Comprehensive Financial Plan Fees**

The one-time fee for the construction of the Initial Financial Plan generally ranges from \$4,000 - \$12,000, is negotiable depending on the depth of the analysis, and is usually determined by the conclusion of the fact-finding meeting.

### **Private Client Individual Financial Planning Services (Review Meetings) Fees**

The ongoing private Client individual financial planning services annual **minimum** fee generally ranges from \$12,000 - \$50,000, is negotiable depending on the depth of services to be provided, and is usually determined by the conclusion of the fact-finding meeting. The services Gerber includes in the minimum fee are listed in the Private Client Individual Review Meetings Services section below in *Item 13 Review of Accounts*. Any fees generated from the management of investment assets are considered investment fees and are charged based on the schedule illustrated in the Asset Management Service Fee section below. These investment asset management fees will offset the minimum financial planning services fees until the minimum agreed financial planning fee is reached. Any fees above the minimum financial planning fee are considered to be investment management fees.

Fees are generally billed in arrears. These fees may be assessed at a flat or blended rate. It is possible that a Client of Gerber may pay more or less for similar services than another Client in a different location. In the unlikely event Gerber has determined it is necessary to charge an hourly fee, the hourly fee range is \$200 - \$500 based on the complexity and scope of the Client request.

In the unfortunate event where our married clients divorce, the subsequent additional work involved outside the scope of our routine services will be billed at a rate of \$300 per hour.

Should a Client choose to implement the recommendations contained in the financial plan, Investment Advisor Representatives (IARs) generally make recommendations with respect to products and services offered by RJFS and its affiliates. However, the decision to implement any recommendation rests exclusively with the Client, and the Client has no obligation to implement any such recommendations through RJFS or its affiliates.

Client may terminate the financial planning agreement within the first five (5) days of the execution of the agreement without penalty. The Client may terminate the agreement by notifying in writing the cancellation of the agreement to our Columbus, Ohio address:

Gerber, LLC  
121 E. Nationwide Blvd  
Columbus, OH 43215

### **Asset Management Service (AMS) Fees**

Investment Management Program for Advisory Clients (IMPAC)

Account minimum: \$25,000

The Investment Management Program for Advisory Clients ("IMPAC") is a fee-based account, offered and administered through Raymond James Financial Services Advisors, Inc. (RJFSA), in which Clients are provided with ongoing investment advice and monitoring of securities holdings. The IAR will manage the account on a non-discretionary basis (or discretionary, provided certain qualifications are met), according to the Client's objectives. Mutual funds incur expenses for portfolio management services and fund administrative services. These expenses are disclosed in the mutual fund prospectus.

Fee Schedule for IMPAC:

First \$5,000,000	0.65%
Next \$5,000,001 to \$10,000,000	0.50%
Over \$10,000,000	0.35%
Minimum Annual Fee (Generally)	\$12,000 to \$50,000
Maximum Annual Fee	Negotiable

The annual asset-based fee is paid quarterly in advance or arrears, as outlined in the Investment Advisory Agreement. For accounts billed in advance, the asset-based fee is billed when the account is funded, and prorated for the number of days remaining in the quarter and is based on the initial contribution. Thereafter, the quarterly asset-based fee is paid in advance, is based on the account asset value on the last business day of the previous calendar quarter, and becomes due the following business day. For accounts billed in arrears, the asset-based fee is calculated on the account asset value on the last business day of the quarter for the previous quarter, unless the relationship is terminated prior to quarter end. In this event, fees are deducted on a pro-rated basis beginning from the start of the current quarter to the day the assets are transferred/withdrawn from the Raymond James account.

You authorize and direct Raymond James & Associates (RJA) as Custodian to deduct asset-based fees from your account; you further authorize and direct the Custodian to send a statement of securities, in custody, at least quarterly to you which show all amounts disbursed from your account, including fees paid to RJFSA. You understand that the brokerage statement will show the amount of the asset-based fee. Additionally, there is a nominal Processing Fee for the execution of each trade, as follows:

<b>SECURITY TYPE</b>	<b>PROCESSING FEE</b>
Exchange Traded Equities: Listed and OTC	\$9.95
Open End Mutual Funds (applicable to purchases only)*	
Participating Funds	Waived
Partner Funds	\$30.00
Non-Partner Funds	\$40.00
Closed End Mutual Funds	\$9.95
Exchange Traded Funds	\$9.95
Mutual Funds	\$30
Real Estate Investment Trusts/Unit Investment Trusts	\$9.95
Preferred Stocks	\$9.95
Options Contracts	\$30
Bonds	\$30

Select fund companies have agreed to pay administrative fees to Raymond James in consideration for Raymond James' waiver of the \$30 Processing Fee assessed on certain Passport Account mutual fund purchases ("Participating Funds"). Select fund companies have agreed to pay marketing service and support fees to Raymond James ("Partner Funds"). "Non-Partner Funds" do not participate in Raymond James's Education and Marketing Support program. Effective May 5, 2014, the above Processing Fees will be applied to purchases of Partner and Non-Partner Funds. ERISA Plan and SIMLPE IRA accounts will be charged \$30 for Partner and Non-Partner Fund purchases. Please note that funds may change their Participating, Partner or Non-Partner status at any time, so please consult with your financial advisor to verify their status periodically. Please refer to the "Client Referrals and Other Compensation" section for additional information regarding Participating Funds and Partner Funds.

In addition to the foregoing Processing Fee, you will incur a charge in the amount of \$5.95 per transaction for handling charges. You may also incur charges for other account services provided by RJA not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, interest charges on margin loans, and fees for legal or courtesy transfers of securities. The current pricing structure can be reviewed online at:

[http://www.raymondjames.com/services\\_and\\_charges.htm](http://www.raymondjames.com/services_and_charges.htm). Please note: Fees may be waived or

discounted based on your account type and/or cumulative asset levels, and some fees are only charged when you request the associated services. As a result, the fees themselves and any associated changes may not apply to you.

The Investment Management Agreement may be terminated by the Client or Gerber at any time upon providing written notice pursuant to the provisions of the Investment Management Agreement. There is no penalty for terminating the Client's account. Upon termination, the Client will receive a refund of the portion of the prepaid asset-based fee which is not utilized for accounts billed in advance. For accounts billed in arrears, the Client may be charged a fee pursuant to the number of days the account was managed for the current quarter. Gerber will not accept instructions to terminate the Agreement unless such instructions are provided in writing by Client.

#### **ADDITIONAL DISCLOSURES ABOUT PROGRAMS:**

##### **Investment of Cash Reserves**

With respect to cash reserves of advisory Client accounts, the Custodian of the account assets will determine where cash reserves are held. The Custodian may offer one or multiple options to different account types (such as non-taxable and managed accounts). In addition, the Custodian may, among other things, consider terms and conditions, risks and features, conflicts of interest, current interest rates, the manner by which future interest rates will be determined, and the nature and extent of insurance coverage (such as deposit protection from the Federal Deposit Insurance Corporation and the Securities Investor Protection Corporation). The Custodian may change an investment option at any time by providing the Client with thirty (30) days advance written notice of such change, modification or amendment. As of October 2008, Cash Sweep Options include the Raymond James Bank Deposit Program ("RJBDP"), the Credit Interest Program ("CIP") sponsored by RJA, and money-market and municipal money-market funds, or any combination thereof.

Raymond James Bank is an affiliate of Raymond James, and offers a similar interest rate to the yield on money-market and municipal money-market funds and the CIP, but generally earns more than the interest it pays on such balances. The money-market and municipal money-market funds may pay an affiliate a fee for investment management and administrative services. Raymond James & Associates generally earns a higher rate of interest on CIP balances than the interest rate it pays on such balances. The income earned by money-market and municipal money-market funds and RJA is in addition to the asset-based fees that RJFS receives from these accounts.

Where an unaffiliated third party acts as Custodian of account assets, Client and/or the Custodian will determine where cash reserves are held.

Cash balances arising from the sale of securities, redemptions of debt securities, dividend and interest payments and funds received from customers are invested automatically on a daily basis. When securities are sold, funds are deposited on the day after settlement date. Funds placed in a Client's account by personal check usually will not be invested until the second business day following the day that the deposit is credited to the Client's account. Due to the foregoing practices, RJA may obtain federal funds prior to the date that deposits are credited to Client accounts and thus may realize some benefit because of the delay in investing such funds.

For further information please refer to the Cash Sweep Options disclosure statement, a copy of which can be obtained from Gerber, or is available on the Raymond James public website, [www.raymondjames.com](http://www.raymondjames.com).

##### **Cash Rule Conflict**

Participants in the IMPAC program with cash or money market investments will not be included in the value of Client's account for fee purposes. This fee billing provision is intended to equitably assess advisory fees to Client assets for which an ongoing advisory service is being provided, and the exclusion of cash from the

advisory fee is intended to benefit Clients holding substantial cash balances (as a percentage of the total individual account value) for an extended period of time. However, this provision may pose a financial disincentive to an investment adviser representative (IAR), as the portion of cash or money market investments will not be included in the asset-based fee charged to the account. This may cause an IAR to reallocate a Client account from cash or money market investments to advisory fee eligible investments in order to avoid the application of this provision; thus receiving a fee on the full asset value in the account(s).

Participants in the IMPAC program may be entitled to a discounted asset-based fee if they maintain one or more related accounts within these programs.

It is the Client's responsibility to include all Related Accounts for purposes of qualifying for an aggregated account fee discount. While Gerber may attempt to identify related accounts, it shall not be held responsible for failing to consider any related accounts not listed by the Client.

For non-IRA/ERISA IMPAC accounts, the Client's IAR may elect to absorb all or a portion of the Processing Fee, if any, but not less than 10% per trade. Certain open-end mutual funds which may be acquired by Clients, may, in addition to assessing management fees, internally assess a distribution fee pursuant to section 12(b)-1 of the Investment Company Act of 1940, or an administrative or service fee ("trail"). Such fees are included in the calculation of operating expenses of a mutual fund and are disclosed in the fund prospectus. If received by the firm, these fees will be used to offset Advisory Fees incurred by the Client. However, if the IAR elects to absorb at least 10% of the Processing Fees in *non*-IRA/ERISA accounts, they may also elect to receive trails paid by the fund company, if any, to defray the cost of the Processing Fees they absorb. If such an election is made, there may be a conflict of interest where the IAR may have an incentive to absorb a portion or all of the Processing Fees in consideration of the actual or anticipated trails they will receive.

Clients should understand that the annual advisory fees charged in the IMPAC program are in addition to the management fees and operating expenses charged by open-end, closed-end and exchange-traded funds. To the extent that a Client intends to hold fund shares for an extended period of time, it may be more economical for the Client to purchase fund shares outside of these programs. Clients may be able to purchase mutual funds directly from their respective fund families without incurring the Gerber advisory fee. When purchasing directly from fund families, Clients may incur a front- or back-end sales charge.

Clients should also understand that the shares of certain mutual funds offered in these programs may impose short-term trading charges (typically 1%-2% of the amount originally invested) for redemptions generally made within short periods of time. These short-term charges are imposed by the funds (and not Gerber) to deter "market timers" who trade actively in fund shares. Clients should consider these short-term trading charges when selecting the program and/or mutual funds in which they invest. These charges, as well as operating expenses and management fees, which may increase the overall cost to the Client by 1%-2% (or more), are available in each fund's prospectus.

A Client's total cost of each of the services provided through these programs, if purchased separately, could be more or less than the costs of each respective program. Cost factors may include the Client's ability to:

- Obtain the services provided within the programs separately with respect to the selection of mutual funds,
- Invest and rebalance the selected mutual funds without the payment of a sales charge, and
- Obtain performance reporting comparable to those provided within each program.

When making cost comparisons, Clients should be aware that the combination of multiple mutual fund investments, advisory services, custodial and brokerage services available through each program may not be available separately or may require multiple accounts, documentation and fees. If an account is actively traded or the Client otherwise may not qualify for reduced sales charges for fund purchases, the fees may be less expensive than separately paying the sales charges and advisory fees. If an account is not actively

traded or the Client otherwise would qualify for reduced sales charges, the fees in these programs may be more expensive than if utilized separately.

The Client's financial advisor may have a financial incentive to recommend a fee-based advisory program rather than paying for investment advisory services, brokerage, performance reporting and other services separately. A portion of the annual advisory fee is paid to the Client's financial advisor, which may be more than the financial advisor would receive under an alternative program offering or if the Client paid for these services separately. Therefore, the Client's financial advisor may have a financial incentive to recommend a particular account program over another. Financial advisors do not receive a financial incentive to recommend and sell proprietary mutual funds versus non-proprietary funds. However, because compensation structures vary by product type, financial advisors may receive higher compensation for certain product types. In addition, your financial advisor may receive incentive compensation for utilizing a particular account program.

Gerber believes the charges and fees offered within each fee-based program are competitive with alternative programs available through other firms and/or investment sources, yet makes no guarantee that the aggregate cost of a particular program is lower than that which may be available elsewhere.

Clients that terminate the advisory agreement(s) within the first five (5) business days of entering into the advisory agreement will have any advisory fees that were charged refunded back to them. All above quoted fees may be negotiated, except the minimum fees, within the stated fee schedule; however certain circumstances may dictate an exception from the set range.

#### **Other Investment Advisory Programs**

Gerber generally provides investment advisory services through Investment Management Program for Advisory Clients (IMPAC) as noted above. Listed below are additional investment advisory programs Gerber can use to provide services to best meet the needs of their clients.

#### **Freedom**

The Freedom Account is an investment advisory account which allocates Clients assets, through discretionary mutual fund or exchange traded fund ("ETF") management, based upon their financial objectives and risk tolerances. Clients appoint RJA as the investment adviser to select the representative funds and monitor their performance on a continuing basis. The IAR receives a portion of the fee. This brochure is provided at the time the program is recommended. It can also be requested separately. This brochure is provided at the time the program is recommended. It can also be requested separately.

#### **Freedom UMA**

The Freedom UMA Account is an investment advisory account which, like the Freedom account, allows Clients to allocate their assets through discretionary mutual fund or ETF management, based upon their financial objectives and risk tolerances. Additionally, Client assets may be invested through affiliated or unaffiliated investment advisers ("Managers") registered with the SEC with which RJA has entered into a sub-advisory agreement. The Client's IAR receives a portion of the fee. This brochure is provided at the time the program is recommended. It can also be requested separately.

#### **RJCS**

Clients appoint RJA, as adviser, to select certain portfolio managers, monitor performance of their account, provide them with accounting and other administrative services, and assist portfolio managers with certain trading activities. Based upon their financial needs and investment objectives, the Client's IAR may assist in selecting an appropriate manager(s). The Client's IAR receives a portion of the fee. This brochure is provided at the time the program is recommended. It can also be requested separately.

#### **Eagle High Net Worth**

Clients appoint Eagle Asset Management as the investment adviser. Clients may select one or more investment objectives. Eagle will manage their account in accordance with their financial needs and investment objectives on a discretionary basis. Services provided to them include assisting in choosing the

appropriate Eagle objective, monitoring performance, communication reports, and other administrative services. The Client's IAR receives a portion of the fee. This brochure is provided at the time the program is recommended. It can also be requested separately.

#### **Russell Model Strategies Program**

The Russell program is a mutual fund wrap advisory service that provides Clients the opportunity to allocate assets among various asset classes that cover a variety of investment objectives; it is an asset allocation-based investment program investing in Frank Russell mutual funds. Russell develops model portfolios and selects the underlying funds populating the respective model strategy. The Client's IAR will assist them in selecting the appropriate strategy based upon their financial needs and investment objectives. Raymond James will annually rebalance the account to the original allocation. The Client's IAR receives a portion of the fee. This brochure is provided at the time the program is recommended. It can also be requested separately.

#### **Outside Manager Program ("OSM")**

The Outside Manager Program is an investment advisory program providing investment advisory services to accounts managed by an unaffiliated investment adviser not available through the aforementioned RJCS program. In this outside manager program, the Client may receive discretionary investment advisory services from the unaffiliated adviser, and trade execution, custodial, advisory and other services from Raymond James. The Client's IAR receives a portion of the fee. This brochure is provided at the time the program is recommended. It can also be requested separately.

#### **Saratoga Capital Management ("Saratoga")**

We have a relationship with Saratoga, a registered investment adviser providing asset allocation services. The Client's IAR works with them to select an asset allocation strategy appropriate for them by discussing the various levels of risk and helps complete the client questionnaire which details income, net worth and goals and objectives. The Client's IAR receives a portion of the fee.

#### **SEI Investments ("SEI")**

Raymond James has a relationship with SEI, a registered investment adviser providing asset allocation services. The Client's IAR works with them to select an asset allocation strategy appropriate for them by discussing the various levels of risk and helps them complete the client questionnaire which details income, net worth, goals and objectives. Certain IARs may be authorized by the Client to act with discretion when selecting investment models or allocations. The Client's IAR receives a portion of the fee.

#### **Genworth Financial Wealth Management ("Genworth")**

Raymond James has a relationship with Genworth Financial Wealth Management, Inc., a registered investment adviser providing asset allocation services. The Client's IAR works with them to select an asset allocation strategy appropriate for them by discussing the various levels of risk and helps them complete the client questionnaire which details income, net worth, goals and objectives. The Client's IAR receives a portion of the fee.

#### **Morningstar Investment Services ("Morningstar")**

Raymond James has a relationship with Morningstar Investment Services, a registered investment adviser providing asset allocation services. The Client's IAR works with them to select an asset allocation strategy appropriate for them by discussing the various levels of risk and helps them complete the client questionnaire which details income, net worth, goals and objectives. The Client's IAR receives a portion of the fee.

#### **CLS Investments, LLC ("CLS")**

Raymond James has a relationship with CLS Investments, LLC, ("CLS") a registered investment adviser providing asset allocation services. The Client's IAR may periodically assist them in understanding the services provided by CLS and may update CLS with their information. The Client's IAR receives a portion of the fee.

Clients may also incur charges for other account services provided by RJFSA not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, and



fees for legal or courtesy transfers of securities.

The Investment Management Agreement may be terminated by the Client or RJFSA at any time upon providing written notice pursuant to the provisions of the Investment Management Agreement. There is no penalty for terminating the Client's account. Upon termination, the Client will receive a refund of the portion of the prepaid asset-based fee which is not utilized. RJFSA will not accept instructions to terminate the Agreement unless such instructions are provided in writing by Client.

IARs may receive other forms of compensation as a part of business activities unrelated to the Adviser. These activities may create a conflict for the IAR. However, Gerber has policies and procedures in place to recognize and appropriately deal with any conflicts that arise between the IAR's multiple capacities. These activities are discussed in *Item 10 Other Financial Industry Activities and Affiliations*.

#### BUYING SECURITIES ON MARGIN AND MARGIN INTEREST

When clients purchase securities they may either pay for the securities in full or borrow part of the purchase price from Raymond James. Clients that choose to borrow funds for purchases must open a margin account with Raymond James, upon approval based on the firm's analysis of, among others things, the client's creditworthiness and the suitability of margin use by the client. The securities purchased on margin are the firm's collateral for the margin loan. If the securities in the client's account decline in value, so does the value of the collateral supporting the margin loan, and as a result, Raymond James may take action, such as issue a margin call and/or sell securities in the account, in order to maintain the required equity.

It is important that clients fully understand the risks involved in trading securities on margin (including selling short). Upon approval, where applicable, clients will receive a Truth In Lending Statement from Raymond James disclosing such risks, as well explaining the details and conditions under which interest will be charged, the method of computing interest and the conditions under which additional collateral may be required. Clients should understand that the extension of credit by Raymond James to clients will appear as a debit balance on the monthly brokerage statement. While the value of the margined security will appear as a debit, clients with a margin balance in an account(s) in the Ambassador, OSM and/or Passport account programs will be assessed asset-based advisory fees based on the gross value of the account(s) without any offset for margin or debit balances. With respect to short sales, the client will be assessed asset-based advisory fees based on the value of the security sold short, but not on the proceeds received upon initiation of the short sale.

As a result of the foregoing, the client's financial advisor and Raymond James may have a financial incentive to recommend the acquisition of securities on margin or otherwise have margin credit extended (including selling short). In the event of such margin credit extension, the costs incurred by the client, as well as the compensation received by the client's financial advisor and Raymond James, will generally increase as the size of the outstanding margin balance increases. Please refer to the "Client Referrals and Other Compensation Arrangements" section for information regarding additional compensation received by Raymond James in connection with margin interest and short sales.

Clients that purchase securities on margin should understand: 1) the use of borrowed money will result in greater gains or losses than otherwise would be the case without the use of margin, and 2) there will be no benefit from using margin if the performance of their account does not exceed the interest expense being charged on the margin balance plus the additional advisory fees assessed on the securities purchased using margin.

## **INSTITUTIONAL**

### **New Institutional Client Process for Retirement Plans**

The process of becoming a corporate Client for retirement plans of Gerber is outlined below. Note that some or all of these meetings may take place via the telephone, although the preference is to meet in person. Note that certain meetings may be combined and do not necessarily have to be separate. The fees for these services are detailed later in this section.

#### **Meeting #1: Concept Interview**

The purpose of this meeting is to clearly understand and clarify a prospective Client's objectives for establishing a retirement plan and determine if Gerber is well suited to help achieve these objectives. In addition, the Client and Gerber mutually determine if there is an opportunity to develop a constructive, mutually successful business relationship. (Generally 1 Hour)

#### **Meeting #2: Fact Finder**

The purpose of this meeting is to define the prospective Client's unique retirement plan needs and goals and commit them in written format. Documents to be provided to Gerber include, but are not limited to, the company's census information and current plan documents, if applicable, which will be used designing the proper retirement plan. In addition, a profiling questionnaire, which is mailed following the concept interview, is required to be completed to the best of the prospective Client's ability prior to this meeting. (Generally 1 ½ – 2 Hours)

#### **Meeting #3: Presentation**

At this meeting recommendations compatible with the goals, objectives and aspirations established during the fact-finding session are provided. Gerber delivers a proposal that includes the written analysis supporting the recommendations. In addition, Gerber will provide a written Investment Policy Statement (IPS), which will be used to help monitor the retirement plans investments. See the bullet point on Designing, installing and monitoring qualified retirement plan services (401(k), Profit Sharing, SIMPLE IRA, etc.) on page 32 for the full scope of services provided to corporate Clients. (1 ½ – 2 Hours)

#### **Meeting #4: Implementation**

If the prospective Client decides to proceed with Gerber's retirement plan recommendation and/or retirement advisory services, Gerber will assist in implementing and coordinating the plan at this meeting (or more meetings if necessary). An implementation schedule, describing the required action steps and the party responsible for the completion of those steps, will be reviewed and agreed upon. (Generally 1 Hour)

### **On-going Institutional Services for Retirement Plans**

- o **Investment Information (Fiduciary Services)**
- o **Employee Communications and Education (Non-Fiduciary Services)**
- o **Consultative Services (Non-Fiduciary Services)**
- o **Miscellaneous Services (Non-Fiduciary Services)**

### **INSTITUTIONAL: RETIREMENT PLAN**

Constructing and Designing the Retirement Plan (401(k), Profit Sharing, SIMPLE IRA, etc.) – The initial plan design is a written customized document designed to provide the steps necessary to achieve the company's verbalized goals. These verbalized goals are analyzed and examined with subsequent strategies and solutions provided in the written plan. In addition the written plan will address the following aspects to help achieve a successful retirement plan for the Client and employees of the Client. The Gerber Retirement Client Review Meetings Service, as discussed later in *Item 13 Review of Accounts*, is a standardized process providing check-ups and advice assisting Client's in achieving their goals, which follows along with these bullet points.

- Employee Meeting and Ongoing Investment Education
  - Conduct participant enrollment meetings
  - Provide ongoing investment education for participants regarding the Plan's investments
  - Provide information and education in response to participant inquiries
  - Gerber will not provide investment advice to participants and is not a "fiduciary advisor" as defined in ERISA
- Education update meetings for participant employees
- Reinforcement of investment concepts and financial planning strategies
- Overview of economy and financial markets
- Legislative changes
- Plan review – Minimizes the liability with plan sponsor and ensures the effectiveness of the plan is maximized as it relates to the stated objectives by providing analysis, strategies and/or solutions with regard to the following:
  - Appropriateness of plan design based on current and perceived needs
  - Plan metrics
  - Investment policy statement (IPS) review
  - Investment performance review
  - Commentary on legislative issues and trends impacting the plan
  - 404(c) compliance
- Investment monitoring
- On-going review of plan investments and model portfolios
- Group financial planning seminars (Additional negotiable fees may apply)
- Optional seminars on planning topics such as estate, insurance, etc.
- Individualized financial advisory services (Additional negotiable fees may apply)
- Optional financial planning services for individual including estate, insurance, education, retirement, tax and cash flow planning
- Consult and coordinate on relevant planning issues with other advisors (CPAs, Attorneys, etc.)
- General services

Gerber will assist the individual in those areas in which it is competent to advise, and will assist the Client during the implementation of any recommendations provided. However, within certain disciplines the services required by the Client may be beyond the scope of Gerber's expertise or Gerber may not be licensed to provide the requisite advice. Subsequently, Gerber will refer to other practicing professionals (CPAs, Attorneys, etc.) whose services may be required. Gerber will generally attempt to facilitate the relationship and services of these practicing professionals versus simply referring services. Additionally, Gerber will generally attempt to coordinate relevant planning issues with these practicing professionals.

## **INSTITUTIONAL FEES FOR RETIREMENT PLANS**

### **Qualified and Non-Qualified Retirement Plan Fees**

The annual fees (billed quarterly in arrears) for our Retirement Plan Clients will generally range from 0.20% - 1.50% based on the assets in the plan and can be blended or a flat fee. These fees are negotiable. Fees paid to Gerber for advice on the selection of mutual funds are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. In regards to the education update sessions, the following table illustrates the number of sessions included in the fee:

### **MINIMUM FEE**

The ongoing minimum annual fee for Institutional clients generally ranges from \$3,000 - \$50,000, is negotiable depending on the depth of services to be provided.

### **Update Sessions**

If Client's choose to provide additional education sessions, the amount of the fees generally will be subject to a minimum of \$750.00 plus travel costs, but are negotiable. Fees can be billed to the plan sponsor or the plan consistent with the Department of Labor (DOL) and Internal Revenue Service (IRS) guidelines.

### **Plan Conversions and Implementations**

The fees for converting retirement plans generally range from \$500 to \$10,000, is negotiable depending on the depth of services to be provided.

### **Seminars**

Additionally, advice may be rendered regarding financial planning and/or securities through seminars. Such seminars may be used as an introduction to the financial planning process as noted above. Custom quotes will be provided.

## ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Gerber does not have performance - based fees or utilize side-by-side management. The only fees charged to Clients are noted in *Item 5 Fees and Compensation* and *Item 13 Review of Accounts*, as applicable.

## ITEM 7 TYPES OF CLIENTS

Gerber has, or may choose to service the following types of Clients:

- Individuals/families
- Trusts
- Estates
- Charitable Organizations
- Corporations (for-profit and not-for-profit)
- Pension and Profit Sharing Plans

As stated in Item 5:

- The minimum account size is \$25,000
- The ongoing minimum annual fee for private clients generally ranges from \$12,000 - \$50,000. The fee, depending on the depth of services to be provided, can be higher than \$50,000. In addition, depending on the depth of services to be provided, the fee is negotiable
- The ongoing minimum annual fee for Institutional clients generally ranges from \$3,000 - \$50,000. The fee, depending on the depth of services to be provided, can be higher than \$50,000. In addition, depending on the depth of services to be provided, the fee is negotiable

## ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

### METHOD OF ANALYSIS

Gerber uses the following methods of analysis in its Client accounts:

- o Fundamental
- o Charting
- o Technical
- o Cyclical

Fundamental analysis and charting deal with the examination of all the material factors of the security, the company, industry in which the company operates, and the economy while technical analysis and cycles deal with the examination of the supply and demand of the securities as evidenced by market activity. The potential risks of using Fundamental/Charting are that the IAR is utilizing historical information, which may not predict the future outcome of a security. The potential risks of using Technical/Cyclical are the quality of the information being utilized to support the analysis and no expectation of a change to a cycle.

Gerber obtains research from several sources including Raymond James, Morningstar, and others as necessary. Research consists of inspecting and analyzing:

- o Financial newspapers and magazines
- o Corporate activities
- o Corporate ratings services
- o Company press releases
- o Annual/quarterly reports, prospectuses, and other filings with the Securities Exchange Commission

### **Asset Management Services (AMS) via Raymond James Consulting Services (RJCS) Manager Research & Due Diligence**

Clients are provided standardized information on each sub-adviser prior to entering into the Investment Management Agreement. Potential sub-advisers are considered for the program if they meet the following:

- o A well-defined investment style
- o Proven past performance results
- o Consistency of portfolio returns
- o Risks taken within acceptable bounds of investment objectives
- o Complementary philosophy of the manager with the existing managers.

Other factors considered in the screening process include:

- o Low turnover of personnel
- o In-depth interviews with top personnel
- o Personal visit to the investment manager's office
- o Size of the firm
- o Review of the firm's current ADV
- o No naked options, short sales or futures
- o Cooperative, open attitude

After a Manager has been selected to participate in the Raymond James Consulting Services (RJCS) program, Raymond James enters into a sub-advisory agreement with the Manager to provide discretionary investment management services upon their selection by a Client. AMS Manager Research & Due Diligence conducts a continuous, detailed analysis of the Manager's portfolio(s). This analysis includes performance calculations, peer comparisons, and examination of portfolio characteristics and holdings. AMS Manager

Research & Due Diligence's goal is to ensure the Manager maintains adherence to their investment discipline while providing Clients with quality investment decisions. The Manager must annually complete an in-depth questionnaire which provides detailed information about their organization and the products that they offer. Further, an on-site visit is performed periodically to interview the firm's stock selector(s), analysts, and operations & Client services personnel. Additionally, conference calls are periodically conducted between onsite visits. These calls are held with the key investment professionals of the firm and emphasize the Managers' perspectives on current events, issues, and market conditions.

Performance information provided to Raymond James by Managers is reviewed by AMS Manager Research & Due Diligence and compared to publicly available sources for reasonableness, and is believed to be reliable. However, Manager-provided performance has not been independently verified by Raymond James and therefore its accuracy cannot be guaranteed. For all performance analysis provided to Clients, AMS generally requires that Managers utilize GIPS (Global Investment Performance Standards, as set forth by the CFA Institute), for confidence in performance calculation methodology, but the information is not presented by Raymond James in GIPS format. AMS Manager Research & Due Diligence reviews and monitors performance of Client accounts and compares this performance to the respective Manager's applicable composite performance returns reported to third party consulting and database services to ensure uniform application of the Manager's investment style and identify and reconcile performance dispersion, if any.

In the event AMS changes its opinion of a Manager such that it is no longer able to recommend that Manager as a sub-adviser in the RJCS program, the Client will be notified and asked to select a new Manager. In the event the Client wishes to retain a Manager against the recommendation of AMS, Raymond James may terminate the Investment Management Agreement. Raymond James' duties will not include any discretionary authority the purchase and sale of securities for the Client's account(s). The Investment Management Agreement is exclusively between Raymond James and the Client, and there is no direct agreement between the Manager and the Client. Clients may contact the Manager, but generally do so through their financial advisor or the AMS Client Services department.

There generally is a minimum investment of \$100,000 for equity and balanced accounts, and \$200,000 to \$350,000 for most fixed income accounts. Certain Managers may have a higher minimum investment.

Upon the selection of the Manager and investment discipline by the Client, the Client authorizes the Manager as sub-adviser to assume all investment duties with respect to assets held in the Client's RJCS account and to exercise sole investment authority with respect to such assets. The Manager will thereafter invest and reinvest the assets of each account in such stocks, bonds, or other property of any kind as it deems is in the best interest of the Client in order to achieve the investment objective(s) identified by the Client, without regard to holding period, portfolio turnover or resulting gain or loss.

Clients should be aware that the investment discipline offered by Managers through the RJCS program may be branded under a different name than the same discipline(s) offered through another firm's separately managed account ("SMA") program.

## **INVESTMENT STRATEGIES**

Gerber typically employs the following types of investment strategies:

- Long term purchases (held for more than a year)
- Short term purchases (held for less than a year)
- Trading (securities sold within 30 days)
- Margin transactions
- Option writing on securities

Clients investing in securities should be aware of the risks involved. Each investment strategy may entail



unique risks including the possibility of incurring a loss. In a long term investment strategy, returns may be adversely affected by market downturns or inflation. A short term investment strategy is susceptible to current market volatility. An active trading strategy may incur additional transaction costs and taxes and affect investment performance. Margin transactions could be subject to maintenance margin requirements, and margin loans must be repaid regardless of the underlying value of the securities purchased. Option writing has several kinds of risks. An options holder may risk the entire amount paid for the option. An options writer may be assigned the option at any time during which the option is exercisable. Losses in options contracts may be significant.

Gerber focuses primarily on the following types of investments:

- Investment company securities (variable life insurance, variable annuities, and mutual fund shares)
- Equity securities (exchange-listed securities, securities traded over-the-counter, and foreign issuers)
- Corporate debt securities
- Municipal securities
- Certificates of deposit
- U.S. government securities
- Options contracts on securities
- Interests in partnerships investing in real estate and oil and gas interests
- Other investments as applicable to Clients such as partnerships investing in industrial and transportation equipment leasing programs, participating first mortgages, nursing home leasing and cable television stations

Gerber may also give advice on collectibles, hard assets, and commodities.

## ITEM 9 DISCIPLINARY INFORMATION

Gerber and its IARs do not have any disciplinary history.

## ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Associated persons of the Adviser may be registered representatives of Raymond James Financial Services (RJFS), member FINRA/SIPC, which is a wholly owned subsidiary of Raymond James Financial, Inc. As registered representatives, associated persons act as broker or agent and effect securities transactions for compensation. They may also recommend, buy, or sell for themselves securities that they have a financial interest or recommend to Clients. In addition, they are involved in the sale of various insurance products. The time spent in such capacities varies from individual to individual.

If Clients act upon IAR advice and chooses to use Advisors recommended money manager, Custodian or insurance carrier, Advisor may receive compensation in the form of commissions from the applicable money manager, custodian or insurance carrier. If a Client chooses to use an IAR in his individual capacity as an insurance agent, the individual IAR will receive a commission. Additionally, if a Client purchases a mutual fund containing a 12b-1 fee, the adviser and representative may receive such fee. The adviser from time to time may issue special reports, charts, graphs, and similar informational materials to Clients. The Advisor may also offer investment advice in manners not described above. Fees for such services are disclosed in the disclosure documents provided to the Client.

RJFS clears its securities transactions on a fully disclosed basis through Raymond James and Associates, Inc. (member NYSE), which is a wholly owned subsidiary of Raymond James Financial, Inc. Notwithstanding the fact that principals and associates of the adviser may be registered representatives of RJFS, the adviser is solely responsible for investment advice rendered. Advisory services are provided separately and independently of the broker-dealer.

From time to time Gerber may receive compensation in the form of sponsorship fees for seminars, meetings or conferences from product sponsors such as limited partnerships, mutual funds, insurance companies and annuity sponsors. Such sponsorship fees generally entitle the sponsor to an allotted presentation to representatives of RJFS.

## ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Advisers Act of 1940 imposes a fiduciary duty on investment advisers. As a fiduciary, Gerber has a duty of utmost good faith to act solely in the best interests of each of our Clients. Our fiduciary duty compels all employees to act with the utmost integrity in all of our dealings. This fiduciary duty is the core principle underlying this Code of Ethics and Personal Trading Policy, and represents the expected basis of all of our dealings with our Clients. A complete written copy of Gerber's Code of Ethics and Personal Trading Policy may be requested by contacting Gerber at the following address:

Gerber, LLC  
121 E. Nationwide Blvd  
Columbus, OH 43215

IARs may also recommend, buy, or sell for themselves securities that they have a financial interest or recommend to Clients. This may create a conflict of interest between Gerber and Clients. However, Gerber has put policies into place to ensure that the Client's interests always come first.

## ITEM 12 BROKERAGE PRACTICES

Gerber currently uses RJA as its Custodian. Clients may use a Custodian of their choice and have no obligation to utilize RJFS. However, Gerber may not accept the account if the Client chooses another Custodian.

The Custodian may have their own fee and cost schedules they are entitled to as a Custodian of the account. These fees and costs are completely independent of Gerber, and Gerber does not receive any portion of these collected costs. The execution and clearing fees are listed below. (Note that the custodian has additional fees depending on the service, such as a \$25 wire fee or \$100 fee to close out an IRA.)

### Schedule of Charges for Execution and Clearing of Transactions in an IMPAC Account

SECURITY TYPE	PROCESSING FEE
Exchange Traded Equities: Listed and OTC	\$9.95
Open End Mutual Funds (applicable to purchases only)*	
Participating Funds	Waived
Partner Funds	\$30.00
Non-Partner Funds	\$40.00
Closed End Mutual Funds	\$9.95
Exchange Traded Funds	\$9.95
Mutual Funds	\$30
Real Estate Investment Trusts/Unit Investment Trusts	\$9.95
Preferred Stocks	\$9.95
Options Contracts	\$30
Bonds	\$30

Clients can purchase certain mutual funds directly from the fund without incurring a Processing Fee. Select fund companies have agreed to pay administrative fees to RJFS in consideration for RJFS' waiver of the \$30 processing fee assessed on certain IMPAC account mutual fund purchases.

In addition to the foregoing Processing Fee, Client's will incur a charge in the amount of \$5.95 per transaction for handling charges. Client's may also incur charges for other account services provided by RJA not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, interest charges on margin loans, and fees for legal or courtesy transfers of securities. The current pricing structure can be reviewed online at:

[http://www.raymondjames.com/services\\_and\\_charges.htm](http://www.raymondjames.com/services_and_charges.htm). Please note: Fees may be waived or discounted based on the account type and/or cumulative asset levels, and some fees are only charged when Client request the associated services. As a result, the fees themselves and any associated charges may not apply.

Certain of the open-end mutual funds, which may be acquired in Client's IMPAC account, may in addition to assessing management fees, internally assess a distribution fee pursuant to section 12(b)-1 of the Investment Company Act of 1940 as amended, or an administrative or service fee. RJFS may be eligible, or may subsequently become eligible to receive such fees which generally equal 0.25%, or exceed that amount, each year of the mutual fund account balance. These fees may be used to offset Processing or Advisory fees incurred by Client Adviser, or RJFS and affiliates. Such fees are included in the calculation of operating expenses of a mutual fund, and the existence of such fees is disclosed in the prospectus for each mutual fund. Additionally, Client understands that no-load funds may be transacted directly with the sponsoring fund organization with no transaction or processing fee.

Client should be aware that all mutual funds incur expenses for portfolio management services and fund

administrative services. Internal expenses of bond funds tend to be lower than for equity funds. These internal fees are disclosed in the mutual fund prospectus. The advisory fee charged pursuant to an Agreement will be in addition to mutual fund internal expenses. A portion of the annual advisory fee charged by Adviser is paid to RJFS for administration of the account. Client understands that Adviser will not share in any transaction charges paid by Client to RJFS. Said charges are not commissions but are charged solely to defray the expenses incurred in facilitating the execution and clearing of Client's portfolio transactions. In certain circumstances the actual expense incurred by RJFS for any given transaction may be less than or greater than the stipulated charge paid by Client pursuant to this schedule.

## ITEM 13 REVIEW OF ACCOUNTS

### PRIVATE CLIENT INDIVIDUAL REVIEW MEETINGS SERVICES

Client relationships that generate minimum annual revenue of \$12,000 are offered to have a formal review at least two times annually. Client relationships that generate annual revenue less than \$12,000 may be offered less than two formal reviews annually. These review meetings are called the financial planning review and tax and benefit review. Business owners will be offered a business owner review meeting. Depending on schedule and needs of the client, these reviews may be combined into one review meeting. Below is a list topics covered in each of the Client review meetings. Note that only topics relevant to each client will be reviewed.

#### Financial Planning Review

- Overall goals review
- Pre-retirement planning
  - Accumulation of assets
  - Required savings scenarios and stress tested via Monte Carlo simulations
  - Required rate of return
  - Social security benefits
  - Employer sponsored deferred compensation plan
  - Pension plan
- Post-retirement planning
  - Efficient distribution of assets
  - Analysis of semi-retirement alternatives
  - Required minimum distribution calculations
- Education planning
  - Accumulation and efficient distribution of assets
  - Required savings scenarios
  - Appropriate funding techniques
  - Cash flow integration
  - Asset ownership
- Risk management planning
  - Life insurance needs via capital needs scenario
  - Disability insurance needs
  - Long term care insurance needs
  - Liability insurance analysis
- Real estate planning
  - Financial assessment of primary residence
  - Steps to obtain additional property(ies)
  - Investment property(ies)
  - 1031 exchange considerations
  - Rate of return on real estate portfolio
- Other mutually agreed upon financial planning analysis/strategies or services
- Cash flow planning
  - Strategies to improve cash flow
  - Cash management cost analysis
  - Debt structure
  - Financial ratios analysis
  - Liability management
  - Investment property cash flow analysis
- Estate planning (in coordination with legal counsel where relevant)
  - Current document recap and observations
  - Proper document inventory
  - Strategies to minimize probate
  - Strategies to bequeath assets

- Estate tax reduction strategies
- Charitable giving strategies
- Legacy and generational wealth transfer plans
- Family governance
- Liability management
- Beneficiary designations
- Parental Issues
  - Long term care planning
- Investment advisory
  - Investment policy statement (IPS) review
  - Asset reallocation
  - Risk tolerance review
- Review outstanding or pending action items from previous meeting
- Specific analysis requested by Client
- Unique analysis or calculation required by the Client
- Will consult with third parties where appropriate (i.e. health history to a life insurance carrier to produce quotes and analysis)
- Other sophisticated financial planning needs analysis

#### **Tax and Benefit Review**

- Tax planning (in coordination with tax advisor where relevant)
  - Income tax reduction strategies (forward looking versus backward looking)
  - Required minimum distribution (RMD) calculation
  - Strategies to minimize income taxes based on stock option and stock appreciation rights analysis
  - Potential tax reduction and deferral strategies as it relates to investments
  - Coordination with accountant
- Executive compensation plans (Stock option/restricted stock analysis, LTIP, deferred comp, etc.)
  - Price point reallocation strategies
  - Tax preferable strategies
- Group insurance plans (health, disability, life, etc.)
- Investment advisory
  - Investment policy statement (IPS) review
  - Asset reallocation
  - Risk tolerance review
- Review outstanding or pending action items from previous meeting
- Specific analysis requested by Client
- Unique analysis or calculation required by the Client
- Will consult with third parties where appropriate (i.e. health history to a life insurance carrier to produce quotes and analysis)
- Other sophisticated financial planning needs analysis

#### **Business Owner Review Meetings**

- Business Operations
- Total Cash Flow/Savings
- Corporate Debt (if applicable)
- Personal Income & Capitalization
- 401(K) Annual Plan Review
- Social Media Audit
- Business Mission and Vision Statements
- Exit or Lifestyle Business
- Operating Agreement
- Written Business Plan
- Business Needs Checklist



- o Captive Insurance Company
- o Healthcare Changes/Other Updates
- o Business and Personal Cash Flow Needs
- o Training Budget
- o Integrated Goal System
- o Banking Terms
- o Compensation Model for Leadership Team
- o Salary Caps
- o Performance Improvement Plans

Gerber will meet with the Client on an as needed basis and/or on the Client's or Gerber's request.

The standard fee schedule as noted in section 4 for this review service is as follows:

First \$5,000,000	0.65%
Next \$5,000,001 to \$10,000,000	0.50%
Over \$10,000,000	0.35%
Minimum Annual Fee	\$12,000
Maximum Annual Fee	Negotiable

Clients will receive statements (at least quarterly) and confirmations (following placing and execution of a trade(s) from the broker-dealer, Raymond James. Also Clients with AMS RJCS accounts will receive statements and confirmations.

#### **INSTITUTIONAL CLIENT REVIEW MEETINGS SERVICES**

- o Investment Information (Fiduciary Services)
  - o Investment Policy Statement (IPS)
    - Assist in development of IPS
    - Review and make recommendations for changes and enhancements of IPS
  - o Mutual Fund Selection
    - Assist Plan Sponsor in mutual fund search
    - Review and make recommendations regarding the selection of the Plan's investment options
  - o Model Portfolios, if applicable
    - Develop and thereafter manager model portfolios for the Plan
    - Gerber will not receive additional fees for managing the model portfolios
  - o Investment Performance Analysis
    - Analyze (no less frequent than annually), the performance of the investments based on the parameters of the IPS
    - Review and make recommendations for retention or removal and replacement of investments
- o Employee Communications and Education (Non-fiduciary Services)
  - o Enrollment Meeting and Ongoing Investment Education
    - Conduct participant enrollment meetings
    - Provide ongoing investment education for participants regarding the Plan's investments
    - Provide information and education in response to participant inquiries
    - Gerber will not provide investment advice to participants and is not a "fiduciary advisor" as defined in ERISA
  - o 404(c)
    - Consult with Plan Sponsor on requirements for compliance with ERISA Section 404(c)
    - Gerber shall not be responsible for ensuring or verifying whether the Plan complies with such requirements
  - o Plan Distributions
    - Consult with Plan Sponsor on Plan distribution options

- Assist in educating the participants in the Plan about Plan distributions alternatives
- Consultative Services (Non-fiduciary Services)\*
  - Plan Review
    - Provide information (i.e. plan metrics, services, expenses) to assist the Plan Sponsor and Investment Committee with the company's plan reviews
  - Regulatory Updates
    - Provide information on legislative, Department of Labor and Internal Revenue Service matters of relevance to employee benefit plans
  - Vendor Fee Benchmarking
    - Consult with Plan Sponsor on the evaluation and selection of service provider alternatives
  - Plan Design
    - Consult with Plan Sponsor on plan design (i.e. safe harbor design or preparing profit sharing illustrations)
  - Regulatory Compliance Corrections
    - Consult with Plan sponsor on appropriate fixes to plan compliance failures as requested by the Plan Sponsor
  - Year End Compliance
    - Consult with Plan Sponsor on year end compliance information
    - Assist the Plan Sponsor with the information gathering for the year end compliance package
- Miscellaneous Services (Non-fiduciary Services)
  - Contribution Remittance
    - Assist with processing contribution remittance files

\*There may be additional fees for the above Consulting and Miscellaneous Services (Non-fiduciary Services) depending on the nature and scope of the consultation provided. Any additional fees will be quoted and agreed upon in writing prior to delivery of services.

## ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

Gerber does not pay for or receive compensation for Client referrals.

Gerber may receive compensation or other economic benefit from a third party Custodian (including commissions, equipment, or non-research services) which may create a conflict of interest. However, Gerber is bound by its policies and procedure to ensure the most favorable execution possible for Client transactions.

## ITEM 15 CUSTODY

Gerber does not have custody of Client's assets. Raymond James & Associates acts as the custodian for assets.

## ITEM 16 INVESTMENT DISCRETION

Gerber does not have discretion in Client accounts. If a Client chooses to open a RJCS account at Raymond James, it may give discretion to RJA.

## ITEM 17 VOTING CLIENT SECURITIES

Gerber does not vote proxies on the behalf of Clients. Clients should receive their proxy materials from the Custodian or transfer agent. However, in the event Gerber receives such material, it will forward all proxy materials to Clients. Furthermore, Gerber will not advise Clients on how to vote their proxies.

Gerber does not render advice to or take any actions on behalf of Clients with respect to any legal proceedings, including bankruptcies and shareholder litigation, to which any securities or other investments held in Client accounts, or the issuers thereof, become subject, and does not initiate or pursue legal proceedings, including without limitation shareholder litigation, on behalf of Clients with respect to transactions, securities or other investments held in Client accounts. The right to take any actions with respect to legal proceedings, including shareholder litigation, with respect to transactions, securities or other investments held in a Client account is expressly reserved to the Client.

## ITEM 18 FINANCIAL INFORMATION

Gerber does not have custody of Client's assets. It does not solicit payments of \$500 per Client or more six (6) months in advance for services. Gerber has not been subject to bankruptcy and knows of no reason that its financial condition would be impaired in meeting its contractual obligations to Clients.

### **OTHER CONSIDERATIONS: BUSINESS CONTINUITY**

Gerber has adopted a business continuity plan that provides for the continuation of business critical functions in the event its operations become partially or totally inaccessible. Since the timing and impact of disasters and disruptions is unpredictable, the strategies employed provide flexibility in responding to actual events as they occur. Gerber has a plan to address mission critical, disaster recovery, and legal succession situations. Gerber has taken reasonable steps to develop and implement business continuity plans and believes its planning and implementation process reduces the risk in this area.

## ITEM 19 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Gerber is registered with the SEC as a Registered Investment Adviser.