



# Form ADV Part 2A

## Firm Brochure

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This brochure provides information about the qualifications and business practices of Highmount Capital LLC. If you have any questions about the contents of this brochure, please contact us at 212-871-8550 and/or [compliancegroup@brownadvisory.com](mailto:compliancegroup@brownadvisory.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 Highmount Capital LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

We are a registered investment adviser with the U.S. Securities and Exchange Commission. The use of the terms "registered investment adviser" or "registered" by us does not imply by itself any level of skill or training. The oral and written communications we provide to you, including this brochure, is information you can use to evaluate us (and other advisers), which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship.

## **ITEM 2 MATERIAL CHANGES**

There are no material changes in this filing.

Clients may request a copy of the Form ADV Part 2A in its entirety at any time without charge by sending a written request to our Chief Compliance Officer at our Baltimore address or by e-mail to [compliancegroup@brownadvisory.com](mailto:compliancegroup@brownadvisory.com).

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## **ITEM 4 ADVISORY BUSINESS**

### **OVERVIEW OF THE FIRM**

Highmount Capital LLC ("Highmount", "the firm", or "we") is a registered investment adviser with the Securities and Exchange Commission ("SEC") based in New York and Boston and serves private clients in the U.S. and abroad. We are a wholly owned subsidiary of Brown Advisory Management, LLC ("BAM"). BAM is a Maryland limited liability company, which is a holding company that serves as the parent company to several Brown Advisory subsidiaries.

As of December 31, 2016, Highmount Capital LLC had \$1,877.14 million in regulatory assets under management. Of that total, approximately \$1,599.66 million represents assets managed on a discretionary basis and \$277.48 million represents assets managed on a non-discretionary basis. These values do not include client assets under management or advisement by any of our affiliated firms, including Brown Advisory, LLC, Brown Investment Advisory & Trust Company, Brown Advisory Securities, LLC, Brown Advisory Limited, Brown Advisory Investment Solutions Group LLC and Blackhaw Wealth Management, LLC.

Brown Advisory was launched in 1993 as an investment management division of Alex. Brown & Sons. Alex. Brown & Sons was a Baltimore-based investment bank founded in 1800. In 1998, Brown Advisory became independently owned through an employee-led buyout.

Typically, when providing investment management services we have full discretion to select securities to buy and sell for a client's account. However, from time to time clients may impose reasonable restrictions, limitations or other requirements with respect to their individual accounts. Any limitations on our discretionary authority to manage securities accounts on behalf of clients would be initiated and imposed by the client. Generally, we will work with a client to accommodate investment guidelines and restrictions so long as they do not interfere materially with a portfolio manager's ability to implement the investment and portfolio construction process.

We offer various equity and fixed income strategies established by our affiliate Brown Advisory, LLC. The equity investment strategies seek to provide clients with long-term capital appreciation by actively selecting securities for investment in concentrated portfolios. For each of the equity strategies, the same investment process and methods of analysis are employed. What differentiates the equity strategies from each other are (1) the market capitalization range of each strategy's portfolio holdings, (2) the geographic focus of each strategy, and (3) the underlying style of each strategy (i.e. growth, value, opportunistic, income or environmentally focused growth). In addition to the internally managed equity strategies, our affiliate offers several sub-advised strategies to clients through U.S.-registered open-ended mutual funds. The fixed income process seeks bonds with capital appreciation potential that is not related to the general movement of interest rates. This philosophy is applied to long-only fixed income strategies within the context of maintaining a core stability of principal value. What differentiates each of the long-only strategies is the maturity or duration band in which each strategy operates, the allowance of below investment-grade bonds, and the focus on taxable or tax-exempt bonds. Both our equity and fixed income investment strategies employ a bottom-up, fundamental research approach in their security selection process. The strategies strive to outperform their respective benchmarks over the long term.

For those clients who want to be invested in both equities and fixed income, we provide balanced portfolio management. We also offer asset allocation advice for clients who want to pursue other investment strategies, such as alternatives and private equity.

We also provide our clients with access to outside managers through an Investment Solutions Program. This service provides clients access to a wide range of investment opportunities and asset classes, including international equities, emerging market equities, global fixed income, high-yield fixed income, private equity, commodities, hedge funds and real estate. By combining our selective Investment Solutions Program with our extensive in-house resources, we seek to optimize our customized portfolio management capabilities for clients.

In addition to our investment management services, we offer strategic advisory services for clients with complex financial, investment, and fiduciary circumstances. These services include but are not limited to tax planning, intergenerational wealth transfer (including trust and estate planning), philanthropic planning, family business advisory and wealth structuring.

In addition to our traditional investment management activities, we also serve as general partner and/or investment adviser to Highmount Olympic Fund LLC ("Olympic Fund" or the "Fund"), a private investment fund. The Olympic Fund is a fund of hedge funds. The Fund is in the process of being unwound and liquidated and is no longer accepting new investors.

#### **CUSTOMIZATION OF ADVISORY SERVICES**

We work closely with our clients to ensure that their goals and objectives are met. For clients with specific investment guidelines, we provide customized portfolios. Any client-imposed limitations or guideline restrictions are defined and outlined in the client's initial documentation with the firm and updated as necessary.

We may also maintain investment policy statements or written investment guidelines for institutional clients. These documents address a client's guidelines and objectives in greater detail. Many of our institutional clients have their own investment policy statements. When clients provide us with their own investment policy statements, we make sure that the language is reflective of our investment management responsibility. When necessary, the language is adjusted and approved by both the client and the firm before management of the account begins.

## **ITEM 5 FEES AND COMPENSATION**

### **STANDARD FEE SCHEDULES FOR PRIVATE CLIENTS**

We manage assets for Private Clients seeking discretionary portfolio management services. Each client receives personalized investment management services based on an analysis of the client's financial circumstances, income requirements, risk tolerance, investment objectives and other pertinent factors.

Clients generally pay advisory fees based on a percentage of assets in their account(s). Fees are not typically negotiated. However, fees may be negotiated depending on the particular circumstances of the client, scope of services provided, size of account(s), service levels, reporting and other arrangements as agreed with specific clients. In those instances, a client may pay more or less than the fees on our standard fee schedules, and more or less than similar clients.

We receive management fees from our clients on a quarterly basis. Most of our clients pay in advance. Fees do not include fees for services performed by the client's custodian.

Our affiliate, Brown Advisory, has an experienced team of Institutional Portfolio Managers and Research Analysts dedicated to the various investment disciplines offered by Brown Advisory. These investment teams also work cooperatively with our Private Client Strategic Advisors and Portfolio Managers to provide balanced account management services.

Although we generally accept clients with \$5 million of investable assets or more, from time to time we will accept clients of smaller assignments depending on the client relationship, client service requirements and certain circumstances.

Provided below are the standard annual fee schedules for the investment management services we currently offer for Private Clients:

#### **PRIVATE CLIENT PORTFOLIOS GREATER THAN \$5 MILLION**

1.00% on the first \$10 million under management  
0.75% on the next \$10 million under management  
0.50% on amounts over \$20 million under management

The minimum annual fee is generally \$30,000.

### **FEE PAYMENT OPTIONS**

There are two options clients may select to pay for our services:

- Direct debiting (preferred): At the inception of the relationship and each quarter thereafter, we will notify the client's custodian of the amount of the management fee due and payable to us through our fee schedule and contract. If clients choose this method, they must provide written authorization to the custodian permitting our management fee to be paid directly from the account(s) held by an independent custodian. The custodian does not validate or check our fee or its calculation on the assets on which the fee is based. The custodian will deduct the fee from the account(s) or, if the client has more than one account, from the account designated to pay our advisory fees. Clients will receive statements directly from their custodian showing all transactions, positions and credits/debits into or from their account(s); the statements after the quarter-end will reflect these transactions, including the advisory fee paid by the client to us.
- Pay-by-check or wire: At the inception of the relationship and each quarter thereafter, we will issue clients an invoice for our services. Clients will pay us by check or wire transfer upon receipt of the invoice date.
- Fees may be payable in advance or arrears, depending on each client's agreement.

### **ADDITIONAL FEES AND EXPENSES**

Advisory fees payable to us do not include all the fees the client will pay when we purchase or sell securities for the client's account(s). The fee schedule pertains to separate account management and does not include custody fees, brokerage charges, fund expenses or related transaction costs. Custody

fees will vary depending on the custodian. All brokerage charges and related transaction costs are charged to the account(s) as they occur.

All fees paid to us for portfolio management services are separate from the fees and expenses borne by any mutual funds, limited partnerships or private funds in which client assets may be invested, including funds or partnerships advised by an affiliate of ours. Fees associated with these vehicles are detailed in the corresponding prospectus and fund documents. It is common for different share classes to maintain different fees. Certain share classes may receive more favorable fee structures. In addition, depending on the circumstance from time to time share class or fund minimums (either for private or mutual funds) are waived or lowered. Examples of these circumstances may include clients that maintain additional accounts or have a long-standing relationship with the firm or employees who are also clients of the firm. Clients paying an account-level management fee are rebated an amount equal to investment management fees charged by Brown Advisory Funds. Although clients would not bear any sales load for any affiliated funds, they may be charged a sales load for any unaffiliated funds.

There are many fees and/or expenses that clients may pay directly to third parties for any securities purchased, sold or held in their account(s) under our management. We do not receive, directly or indirectly, any of these fees charged to the client. They are paid to the client's broker, custodian or the mutual fund(s) or other investment(s) the client holds. These fees may include brokerage commissions, transaction fees, exchange fees, regulatory fees, advisory fees and administrative fees charged by mutual funds, exchange traded funds, private funds or private equity vehicles, custodial fees, deferred sales charges on mutual funds or annuities, odd-lot differentials, transfer taxes, wire transfer and electronic fund processing fees, legal fees and commissions or mark-ups/mark-downs on security transactions.

#### U.S. BANK CUSTODY FEES

In 2010, our affiliate Brown Advisory negotiated a favorable custody relationship with U.S. Bank. We believe this relationship is tailored for the needs of clients. As a custodian, U.S. Bank provides the following services: safekeeping of assets; receiving and disbursing funds; transaction settlement; client statements, accounting and reporting; tax reporting on purchases and sales (1099s) and online account access.

U.S. Bank and Brown Advisory have entered into an agreement through which U.S. Bank will pay Brown Advisory up to 0.21 basis points based on total assets under custody with U.S. Bank to reimburse certain costs incurred by Brown Advisory discontinuing custody services. Such reimbursement has no effect on the fees paid by clients.

Clients select their own custodian and are not required to utilize the services of U.S. Bank. We are indifferent to a client's choice of custodian, assuming such custodian is able to work with us operationally.

#### TERMINATED ACCOUNTS

In the event a client's investment advisory agreement is terminated, any fees paid in advance will be refunded on a pro rata basis as of the termination date. Similarly, any accounts that contractually pay management fees in arrears will be billed the pro-rata portion for the time the assets were under management.

#### FEES FROM FUNDS

If Highmount manages a balanced account for a client, proprietary registered funds, non-proprietary registered funds and proprietary unregistered pooled funds may be used. Fees associated with these vehicles are detailed in the corresponding prospectus and fund offering documents. Brown Advisory's mutual funds are used in large part with clients who have existing relationships with Brown Advisory and its affiliates. When clients hold these funds in an account that is charged an investment advisory fee by the firm or any of its component investment groups, Brown Advisory credits the client's pro-rata share of the investment advisory fee paid to Brown Advisory by the fund or funds as an offset against the client's advisory fee, unless otherwise noted in the fund's prospectus or offering document or otherwise negotiated. Exceptions to this practice may apply if a fund is operating over its expense cap. In these

cases, the firm will cover those expenses and reduce the quarterly rebate to clients by the expenses incurred. If the firm incurs expense recoupment from the funds, it will not increase the rebate amount over the advisory fee.

Please refer to the Funds' prospectus for additional details.



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

The performance bonus portion of a portfolio manager's compensation is based primarily on the overall performance returns of the portfolios he/she manages and secondarily on his/her ability to retain and grow client assets. These factors are used to establish each manager's portion of the bonus pool. The size of the bonus pool is determined each year based upon the profitability of the firm. Additionally, equity is a vital part of the overall compensation mix. Brown Advisory awards equity to investment professionals in order to align our interests with those of our clients, as we believe that equity in an investment management firm is ultimately an investment in the performance of the underlying securities in clients' portfolios.

Since most of our clients maintain tiered asset-based fee schedules, this means some portfolio managers are managing accounts for clients that compensate the firm according to an asset-based fee schedule at the same time they are managing accounts for clients that compensate the firm according to a portfolio's investment performance relative to its benchmark. By managing these two types of fee-paying accounts at the same time, a portfolio manager is faced with certain potential conflicts. These include:

- An incentive for the portfolio manager to favor accounts for which we receive a performance-based fee, and
- An increased chance that the portfolio manager's strategy will experience style drift or take on excessive risk if his or her compensation is tied to performance.

The firm maintains and enforces written policies and procedures designed to ensure that all accounts are treated equitably regardless of the fee arrangement. In addition, we have adopted trading practices designed to address potential conflicts of interest inherent in proprietary and client discretionary trading, including bunching and pro-rata allocation.

To mitigate and manage these risks, we employ the following practices:

- Subject to client guidelines and restrictions, accounts managed according to a particular strategy are incorporated into the same trade group for trade execution and allocation purposes. This ensures that trading in an investment strategy is aggregated across all related accounts to facilitate best execution. For equity strategies, we typically will aggregate orders for the same security across multiple accounts into a "block trade." We believe this process provides equal treatment of all clients, provides ease of administration and facilitates the avoidance of information leakage that may be detrimental to client trades. The average price per share of a block trade will be allocated to each account that participates in the block trade. If a block order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day will be allocated in a manner that is consistent with the initial pre-allocation. This must be done in a way that does not consistently advantage or disadvantage particular client accounts. For example, partial fills generally are allocated pro rata among participating accounts. The trading desk may allocate a partial fill using a random fill function of the trading system in such cases where it is deemed to be fair and equitable. When limited offering amounts are available for particular securities, our portfolio managers determine which accounts could best utilize the security based on a number of factors. Once this is determined, the security is allocated on a pro-rata basis among these particular accounts.
- The portfolio managers review each account on a continuous basis. Reviews are undertaken to confirm that the portfolio conforms to client suitability standards as well as to determine if any security changes need to occur. Fund portfolio managers continually review investments to confirm that they are consistent with the Fund's objectives.
- The Chief Investment Officer meets regularly with the investment team to review performance and portfolio activity to ensure that the team is managing portfolios to stated investment philosophies. Sector and security selection analysis, current portfolio composition, trading activity and style-based portfolio analysis are considered during the review process.
- With respect to fixed income, the fixed income team meets regularly to discuss market- and sector-specific events and strategies. All team members are active participants in the review and strategy formulation process. Meetings usually include a macro-level market review as well as sector-specific valuation comments with performance detail and anticipated market reactions.

Strategies are reviewed during these investment meetings. Allocation of fixed income securities across accounts can vary.

- Aggregation and allocation procedures across fixed income portfolios have been designed to ensure fair and equitable treatment across all accounts. Portfolio Managers attempt to block multiple orders for the same security on the same side of the market prior to releasing an order. In the event orders eligible for aggregation are not aggregated, the Fixed Income Desk will use its best efforts to block these orders together. Orders received after the full execution of an order (a done trade) are not blocked. Block orders that are executed in their entirety will be allocated to each account that participated at the trade execution price. If a block order cannot be executed in full at the time, the securities actually purchased or sold will be allocated in a manner that is consistent with the initial pre-allocation. This must be done in a way that does not consistently advantage or disadvantage particular accounts. For example, partial fills generally are allocated pro rata among participating accounts.
- From time to time, certain strategies may invest in private investments or limited investment opportunities. The allocation of these investments across client portfolios invested in these strategies is generally executed on a pro rata basis, while also considering investor suitability, account size, risk tolerance, as well as other factors. Our processes are designed to equitably and appropriately allocate these limited investment opportunities across the clients invested in the strategy while balancing the additional risk with the client's investment profile and investor suitability. In this regard, some private investments or limited investment opportunities may not be appropriate for smaller accounts, depending on factors such as minimum investment size, account size, risk profiles, and diversification requirements, and accordingly may not be allocated such investments. If an investment cannot reasonably be allocated on a pro rata basis, it may be allocated based on an alternate approach, including random selection, selection based on relationship size with the firm, or another methodology deemed fair and equitable.

## **ITEM 7 TYPES OF CLIENTS**

We generally provide investment management services to individuals and institutions. These include:

1. High net worth individuals and families
2. Individual retirement plans
3. Trusts
4. Estates
5. Other taxable individual accounts
6. Other High net worth family related accounts

Although we generally accept clients with a minimum of \$5 million of investable assets, from time to time we will waive the account minimum depending on the client relationship, client service requirements and other circumstances.

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

### **METHODS OF ANALYSIS AND INVESTMENT STRATEGIES**

As an investment adviser, we provide investment management services to clients through a variety of investment vehicles. These include mutual funds, separate accounts and private funds. Different factors, including account type and size, may be used to determine which vehicle is most appropriate for the client.

#### **EQUITIES**

The equity investment strategies seek to provide clients with long-term capital appreciation by actively selecting securities for investment in concentrated portfolios. Equity strategies strive to outperform relevant benchmark indices over the long-term. For each of the equity strategies, we employ a similar investment process and method of security analysis. What differentiates equity strategies from each other are (1) the market capitalization and (2) the underlying style (growth, value, opportunistic, income or environmentally focused growth). We employ a bottom-up, fundamental research approach to the identification, examination and eventual selection of securities for our portfolios. Individual position weightings are largely a function of our conviction regarding a security's long-term appreciation potential; securities with the greatest upside potential relative to downside risk tend to be the largest positions in our portfolios. We manage position sizes actively, trimming fully valued holdings and deploying that capital into existing or new holdings with more attractive valuations, in an effort to consistently optimize the portfolio from a risk/reward perspective.

#### **FIXED INCOME**

The fixed income process is to seek bonds with capital appreciation potential that is not related to the general movement of interest rates. This philosophy is applied to our long-only fixed income strategies within the context of maintaining a core stability of principal value. What differentiates each of the long-only strategies is the maturity or duration band of each strategy's portfolio, of the extent to which the strategy allows below investment-grade bonds, and the focus of the strategy on taxable bonds, tax-exempt bonds or both. Our process begins by examining various potential macroeconomic scenarios. We then look across those scenarios, and consider how various types of bonds may perform in each one, and finally look for bonds that can perform well in multiple scenarios. In this process, we are much more focused on specific bonds or bond structures rather than broad sector weightings. We seek to concentrate our investments in a relatively concentrated portfolio of high-conviction ideas.

#### **BALANCED PORTFOLIO MANAGEMENT**

For those clients who want to be invested in both equities and fixed income, we provide balanced portfolio management. We also offer asset allocation advice for clients who want to pursue other investment strategies, such as alternatives and private equity.

We also provide our clients with access to outside managers through an Investment Solutions program. This service provides clients greater access to a wider range of investing opportunities and asset classes, including international equities, emerging-markets equities, global fixed income, high-yield fixed income, private equity, commodities, hedge funds and real estate. By combining our selective Investment Solutions initiative with our extensive in-house resources, we enhance our customized portfolio management capabilities for clients.

Our selective Investment Solutions Program provides clients with access to external investment management capabilities. To establish the list of managers, we:

- Follow a disciplined process of research, selecting and monitoring investment managers;
- Identify strategies and managers that we believe have the potential to add value to a client's total portfolio;
- Are proactive in identifying, researching and executing opportunities around the globe; and
- Leverage our network to access ideas and investing opportunities. Our network includes but is not limited to attorneys and accountants, industry connections, foundations and endowments, national and local government officials, research universities, board directors and members,

executives and business owners, consultants, investment bankers, venture capital and private equity firms, and national and local decision makers.

#### STRATEGIC ASSET ALLOCATION

As an independent investment advisory firm, we are committed to serving our clients' needs and goals. For those clients who are looking for a balanced approach to their investment portfolios, we offer strategic asset allocation. To determine the appropriate asset allocation for a client, we begin with an analysis of each client's financial situation, risk tolerance and investment objectives and subsequently allocate the client's assets into three "buckets": an Operating Account, a Core Portfolio and a pool set aside for Opportunistic Investments. This "three-bucket" approach seeks to provide clients with a comfortable cushion of liquid assets, such that they do not feel pressure to dip into their assets that have been invested for the long term.

Once this broad allocation is in place, we develop a more detailed investment plan that is tailored to each client's goals and is adjusted accordingly when client circumstances change or when markets present extraordinary risks or opportunities. For many clients, we oversee a full portfolio of investable assets. In other scenarios, we may manage just a single asset class for a client. This may occur because the client maintains a distinct investment philosophy as a value investor or a growth investor, or because we complement the client's other managers. Strategic asset allocation includes long-term investments in a mix of financial instruments. These include but are not limited to equity securities, fixed income securities, money market instruments, mutual funds, funds of funds and other alternative investments.

Strategic asset allocation seeks to meet a client's return, cash flow and risk tolerance criteria. It also takes into account other issues including: tax liability; income/yield requirements; real estate holdings; business objectives; time horizon; family/generational issues; single-stock risk; family issues; and philanthropic intentions. A client's strategic asset allocation plan is reviewed and adjusted from time to time and takes into account changes in a client's financial and family circumstances. Using various simulation models, we estimate the future value of each proposed portfolio over varying periods of time and under various market conditions and assumptions with regard to the client's cash flow requirements and spending patterns. Once the optimal plan is identified for a particular client, we commit the strategic plan to writing and agree on the objective criteria for judging its success in meeting the client's objectives.

#### ALTERNATIVE INVESTMENTS

Our Investment Solutions and Strategic Asset Allocation capabilities include alternative investments. There is a dedicated team responsible for sourcing and managing the firm's alternative investment and private equity strategies. Our alternative investment program covers venture capital, private equity, leveraged buyout, real estate, hedge funds and other strategies. Our Private Equity Administration Group oversees the administration of many of these investments.

While we believe that opportunistic investments, which allow for tactical and/or higher risk and illiquidity, are important aspects of balanced portfolios, we also adhere to the belief that alternative investment strategies must be tailored to each client's long-term goals and risk tolerance. Accordingly, among the factors we consider in recommending alternative investment options are liquidity needs and concerns, risk tolerance, long-term performance of private equity, hedge funds and venture capital vis-à-vis the major market indices, cyclicity of investment cycles, attractiveness/timeliness of industries and strategies, higher fees that typically accompany alternative investments, tax issues, alignment of interests and the ability to enhance returns through value creation.

As we assess the merits of alternative investment managers, we apply our knowledge of the sectors in which we participate. We leverage our in-house research expertise, as well as the insight of partner firms in industry sectors, and experienced partners who participate on endowment, university and private school investment committees with active alternative investment programs, to identify attractive industries and markets. In addition, we will meet with the sponsors and managers of alternative investment opportunities; conduct on-site visits and interviews; and, as applicable, conduct portfolio reviews, financial analysis and legal diligence.

#### STRATEGIC ADVISORY SERVICES

For many clients, we offer what we term “strategic advisory services,” which we define as the wide range of tax planning, intergenerational wealth transfer, philanthropic planning, family business advisory, wealth structuring and other services that are required along with sound investment planning in order to provide a comprehensive financial solution. Most of our strategic advisors are attorneys or former attorneys who previously specialized in trust and estate law or tax law, and in addition we are experienced in working cooperatively with our clients’ attorneys, accountants, executive and family members, portfolio managers and account administrators to deliver clients an integrated solution. We attend regular client meetings, provide proactive anticipatory advice on investment and tax issues, and coordinate activity with a client’s legal counsel, accountants and other outside advisors. We communicate regularly with clients and continually review their overall situations, including discussion of any business issues or estate-planning vehicles being considered. As we actively manage a client’s portfolio of individual securities, we will evaluate alongside the client whether investment decisions are appropriate and in their best interest. At all times we will manage clients’ assets and cash flow needs according to their investment, risk and wealth-transfer objectives. The firm charges no additional fee for these services.

As part of our strategic advisory services, from time to time we may assist clients with various types of family advisory or family office services. Such services may include, but are not limited to, guidance with charitable and/or gift planning and philanthropic activities, as well as assistance with budgeting and/or administration issues or tasks related to a family office or family foundation.

#### RISK OF LOSS

All investments in securities include a risk of loss of the principal invested amount and any profits that have not been realized. There is a risk that clients could lose all or a portion of their investment in any of the above-mentioned strategies. An investment in a strategy is not a deposit in a bank and is not insured or guaranteed by the Federal Deposit Insurance Corporation or any other government agency. Financial markets fluctuate substantially over time. As recent global and domestic economic events have indicated, performance of any investment is not guaranteed. Although we do our best to manage and mitigate the risks, there may be some risks that we cannot control. We cannot guarantee any level of performance or that clients will not experience a loss in their account assets. Provided below is a description of the different risks to which an investor may be exposed. Depending on the investment strategies employed, different risks will be more applicable. Please note that the below risks do not purport to be a complete explanation of all risks involved. Potential investors should read the mutual fund prospectus or private placement memorandum in its entirety before investing in any of our mutual funds or private funds.

#### EQUITY AND GENERAL MARKET RISK

Each equity strategy may invest in common stock. Common stock represents an equity (ownership) interest in a company and usually possesses voting rights and earns dividends. Dividends on common stock are not fixed but are declared at the discretion of the issuer. Common stock generally has the greatest appreciation and depreciation potential because increases and decreases in earnings are usually reflected in a company’s stock price. The fundamental risk of investing in common and preferred stock is the risk that the value of the stock might decrease. Stock values fluctuate in response to the activities of an individual company or in response to general market and/or economic conditions. The market value of all securities, including common and preferred stocks, is based on the market’s perception of value and not necessarily the book value of an issuer or other objective measures of a company’s worth. If clients invest in an equity strategy, they should be willing to accept the risks of the stock market and should consider an investment in the strategy only as a part of their overall investment portfolio.

#### VALUE COMPANY RISK

Value investing carries the risk that the market will not recognize a security’s intrinsic value for a long time or that a stock judged to be undervalued may actually be appropriately priced. The determination that a stock is undervalued is subjective; the market may not agree, and a stock’s price may not rise to what we believe is its full value. If the market does not consider the stock to be undervalued, then the value of a

strategy's holdings may decline, even if stock prices generally are rising. The value of a strategy may also decrease in response to the activities and financial prospects of an individual company.

#### GROWTH COMPANY RISK

An investment in growth stocks may be susceptible to rapid price swings, especially during periods of economic uncertainty. Growth stocks typically have little or no dividend income to cushion the effect of adverse market conditions and may be particularly volatile in the event of earnings disappointments or other financial difficulties experienced by the issuer. Securities of growth companies can be more sensitive to the company's earnings and more volatile than the market in general.

#### MEDIUM CAPITALIZATION COMPANY RISK

Medium capitalization company stocks may have greater fluctuations in price than the stocks of large companies. Further, stocks of mid-sized companies could be more difficult to liquidate during market downturns compared to larger, more widely traded companies. Medium capitalization companies may have limited product lines or resources and may be dependent on a particular market niche. Additionally, securities of many medium capitalization companies are traded in the over-the-counter markets or on a regional securities exchange, potentially making them thinly traded and less liquid and their prices more volatile than the prices of the securities of larger companies.

#### SMALLER COMPANY RISK

If a strategy invests in smaller companies, an investment in that strategy may have the following additional risks:

- Analysts and other investors typically follow these companies less actively, and therefore information about these companies is not always readily available;
- Securities of many smaller companies are traded in the over-the-counter markets or on a regional securities exchange, potentially making them thinly traded and less liquid and their prices more volatile than the prices of the securities of larger companies;
- Changes in the value of smaller company stocks may not mirror the fluctuation of the general market; and
- More limited product lines, markets and financial resources make these companies more susceptible to economic or market setbacks.

#### MICRO-CAP RISK

The prices of micro-cap securities are generally more volatile and their markets are less liquid relative to larger market capitalization securities. Therefore, strategies investing in micro-cap securities may involve considerably more risk of loss, and their returns may differ significantly from strategies investing in larger capitalization companies or other asset classes.

#### FOREIGN SECURITIES/EMERGING MARKET RISK

If a strategy invests in foreign securities and ADRs, an investment in that strategy may have the following additional risks:

- Foreign securities may be subject to greater fluctuations in price than securities of U.S. companies because foreign markets may be smaller and less liquid than U.S. markets;
- Changes in foreign tax laws, exchange controls, investment regulations and policies on nationalization and expropriation as well as political instability may affect the operations of foreign companies and the value of their securities;
- Fluctuations in currency exchange rates and currency transfer restitution may adversely affect the value of the strategy's investments in foreign securities, which are denominated or quoted in currencies other than the U.S. dollar;
- Foreign securities and their issuers are not subject to the same degree of regulation as U.S. issuers regarding information disclosure, insider trading and market manipulation;
- There may be less publicly available information on foreign companies, and foreign companies may not be subject to uniform accounting, auditing and financial standards as are U.S. companies;
- Foreign securities registration, custody and settlements may be subject to delays or other operational and administrative problems;



- Certain foreign brokerage commissions and custody fees may be higher than those in the U.S.;
- Dividends payable on foreign securities contained in a strategy's portfolio may be subject to foreign withholding taxes, reducing the income available for distribution; and
- Prices for stock or ADRs may fall over short or extended periods of time.

If a strategy invests in emerging markets, an investment in that strategy may have the following additional risks:

- Information about the companies in emerging markets is not always readily available;
- Stocks of companies traded in emerging markets may be less liquid, and the prices of these stocks may be more volatile than the prices of the stocks in more established markets;
- Greater political and economic uncertainties exist in emerging markets than in developed foreign markets;
- The securities markets and legal systems in emerging markets may not be well developed and may not provide the protections and advantages of the markets and systems available in more developed countries;
- Very high inflation rates may exist in emerging markets and could negatively impact a country's economy and securities markets;
- Emerging markets may impose restrictions on a strategy's ability to repatriate investment income or capital;
- Certain emerging markets impose constraints on currency exchange, and some currencies in emerging markets may have been devalued significantly against the U.S. dollar;
- Governments of some emerging markets exercise substantial influence over the private sector and may own or control many companies. As such, governmental actions could have a significant effect on economic conditions in emerging markets; and
- Emerging markets may be subject to less government supervision and regulation of business and industry practices, stock exchanges, brokers and listed companies.

#### CURRENCY RISK

The value of investments in securities denominated in foreign currencies increases or decreases as the rates of exchange between those currencies and the U.S. dollar change. Currency exchange rates can be volatile and are affected by factors such as general economic conditions, the actions of the U.S. and foreign governments or central banks, the imposition of currency controls and speculation.

#### REIT AND REAL ESTATE RISK

The value of a strategy's investments in real estate investment trusts ("REITs") may change in response to changes in the real estate market. A strategy's investments in REITs may subject it to the following additional risks: declines in the value of real estate, changes in interest rates, lack of available mortgage funds or other limits on obtaining capital and financing, overbuilding, extended vacancies of properties, increases in property taxes and operating expenses, changes in zoning laws and regulations, casualty or condemnation losses, and tax consequences of the failure of a REIT to comply with tax law requirements. A strategy will bear a proportionate share of the REIT's ongoing operating fees and expenses, which may include management, operating and administrative expenses.

#### CONVERTIBLE SECURITIES RISK

A convertible security is a bond, debenture, note, preferred stock, right, warrant or other security that may be converted into or exchanged for a prescribed amount of common stock or other security of the same or a different issuer or cash within a particular period of time at a specified price or formula. A convertible security generally entitles the holder to receive interest paid or accrued on debt securities or the dividend paid on preferred stock until the convertible security matures or is redeemed, converted or exchanged. Before conversion, convertible securities generally have characteristics similar to both debt and equity securities. Convertible securities ordinarily provide a stream of income with generally higher yields than those of common stock of the same or similar issuers and generally rank senior to common stock in a corporation's capital structure but are usually subordinated to comparable nonconvertible securities. Convertible securities generally do not participate directly in any dividend increases or decreases of the underlying securities, although the market prices of convertible securities may be affected by any dividend changes or other changes in the underlying securities. A strategy's investments in convertible



securities may subject it to the risks that prevailing interest rates, issuer credit quality and any call provisions may affect the value of the strategy's convertible securities.

#### DERIVATIVES RISK

Derivatives are financial instruments that have a value which depends on, or is derived from, a reference asset, such as one or more underlying securities, pools of securities, options, futures, indexes or currencies. Derivatives may result in investment exposures that are greater than their cost would suggest; in other words, a small investment in a derivative may have a large impact on a strategy's performance. The successful use of derivatives generally depends on the manager's ability to predict market movements.

A strategy may use derivatives in various ways. It may use derivatives as a substitute for taking a position in the reference asset or to gain exposure to certain asset classes; under such circumstances, the derivatives may have economic characteristics similar to those of the reference asset, and a strategy's investment in the derivatives may be applied toward meeting a requirement to invest a certain percentage of its net assets in instruments with such characteristics. A strategy may use derivatives to hedge (or reduce) its exposure to a portfolio asset or risk. A strategy may use derivatives for leverage or to manage cash.

Derivatives are subject to a number of risks described elsewhere in this section, such as liquidity risk, interest rate risk, credit risk and general market risks. A strategy's use of derivatives may entail risks greater than, or possibly different from, such risks and other principal risks to which a strategy is exposed, as described below. Certain of the different risks to which a strategy might be exposed due to its use of derivatives include the following:

Counterparty risk is the risk that the other party to the derivative contract will fail to make required payments or otherwise to comply with the terms of the contract. In the event that the counterparty to such a derivative instrument becomes insolvent, a strategy potentially could lose all or a large portion of its investment in the derivative instrument.

Hedging risk is the risk that derivative instruments used to hedge against an opposite position may offset losses, but they also may offset gains.

Correlation risk is the risk that derivative instruments may be mispriced or improperly valued and that changes in the value of the derivatives may not correlate perfectly with the underlying asset or security.

Volatility risk is the risk that because a strategy may use some derivatives that involve economic leverage, this economic leverage will increase the volatility of the derivative instruments, as they may increase or decrease in value more quickly than the underlying currency, security, interest rate or other economic variable.

Credit derivatives risk is the risk associated with the use of derivatives, which is a highly specialized activity that involves strategies and risks different from those with ordinary portfolio security transactions. If the portfolio manager is incorrect in its forecast of default risks, market spreads or other applicable factors, a strategy's investment performance would diminish compared with what it would have been if these techniques were not used. Moreover, even if the portfolio manager is correct in its forecast, there is a risk that a credit derivative position may correlate imperfectly with the price of the asset or liability being hedged. A strategy's risk of loss in a credit derivative transaction varies with the form of the transaction.

Segregation risk is the risk associated with any requirement, which may be imposed on a strategy, to segregate assets or enter into offsetting positions in connection with investments in derivatives. Such segregation will not limit a strategy's exposure to loss, and the strategy may incur investment risk with respect to the segregated assets to the extent that, aside from the applicable segregation requirement, the strategy would sell the segregated assets.

#### DEBT/FIXED INCOME SECURITIES RISK

The value of an investment in a fixed income strategy may change in response to changes in interest rates. An increase in interest rates typically causes a fall in the value of the debt securities in which the strategy invests. The longer the duration of a debt security, the more its value typically falls in response to an increase in interest rates. The value of an investment in a fixed income strategy may change in response to the credit ratings of the strategy's portfolio of debt securities. The degree of risk for a particular security may be reflected in its credit rating. Generally, investment risk and price volatility increase as a security's credit rating declines. The financial condition of an issuer of a debt security held by a strategy may cause it to default or become unable to pay interest or principal due on the security. A strategy cannot collect interest and principal payments on a debt security if the issuer defaults.

#### NON-INVESTMENT GRADE SECURITIES RISK

Securities rated below investment grade, i.e., BA or BB and lower ("junk bonds"), are subject to greater risks of loss of money than higher-rated securities. Compared with issuers of investment grade fixed income securities, junk bonds are more likely to encounter financial difficulties and to be materially affected by these difficulties.

#### CREDIT RISK

If a strategy invests in fixed income securities, the value of the client's investment in the strategy may change in response to the credit ratings of that strategy's portfolio securities. The degree of risk for a particular security may be reflected in its credit rating. Generally, investment risk and price volatility increase as a security's credit rating declines. The financial condition of an issuer of a fixed income security held by a strategy may cause it to default or become unable to pay interest or principal due on the security. A strategy cannot collect interest and principal payments on a fixed income security if the issuer defaults. Investments in fixed income securities that are issued by U.S. government-sponsored entities such as the Federal National Mortgage Association, the Federal Home Loan Mortgage Association and the Federal Home Loan Banks involve credit risk, as they are not backed by the full faith and credit of the U.S. government.

#### INTEREST RATE RISK

If a strategy invests in fixed income securities, the value of the client's investment in that strategy may change in response to changes in interest rates. An increase in interest rates typically causes a fall in the value of the securities in which a strategy invests. The longer the duration of a fixed income security, the more its value typically falls in response to an increase in interest rates.

#### LIQUIDITY RISK

Certain fixed income securities held by a strategy may be difficult (or impossible) to sell at the time and at the price the portfolio manager would like. As a result, a strategy may have to hold these securities longer than it would like and may forego other investment opportunities. There is the possibility that a strategy may lose money or be prevented from realizing capital gains if it cannot sell a security at a particular time and price.

#### INVESTMENT COMPANY AND ETF RISK

Investments in open-end and closed-end investment companies, including exchange traded funds ("ETFs") (which may, in turn, invest in bonds and other financial vehicles), involve substantially the same risks as investing directly in the instruments held by these entities. However, the investment may involve duplication of certain fees and expenses. By investing in an investment company or ETF, the strategy becomes a shareholder of that fund. As a result, investors in a strategy that invests in ETFs or an open-end or closed-end investment company are indirectly subject to the fees and expenses of the individual ETFs or funds. These fees and expenses are in addition to the fees and expenses that investors in the strategy directly bear in connection with the strategy's own operations. If the investment company or ETF fails to achieve its investment objective, the strategy's investment in the fund may adversely affect its performance. In addition, because ETFs and many closed-end funds are listed on national stock exchanges and are traded like stocks listed on an exchange, (1) the strategy may acquire ETF or closed-end fund shares at a discount or premium to their NAV, and (2) the strategy may incur greater expenses

since ETFs are subject to brokerage and other trading costs. Since the value of ETF shares depends on the demand in the market, we may not be able to liquidate the holdings at the most optimal time, adversely affecting performance.

#### MORTGAGE-RELATED SECURITIES RISK

Mortgage-related securities are subject to prepayment risk as well as the risks associated with investing in debt securities in general. If interest rates fall and the loans underlying these securities are prepaid faster than expected, the strategy may have to reinvest the prepaid principal in lower yielding securities, thus reducing the strategy's income. Conversely, if interest rates increase and the loans underlying the securities are prepaid more slowly than expected, the expected duration of the securities may be extended, reducing the cash flow for potential reinvestment in higher yielding securities.

#### U.S. GOVERNMENT SECURITIES RISK

Although U.S. Government securities are considered to be among the safest investments, they are not guaranteed against price movements due to changing interest rates. Some obligations issued or guaranteed by U.S. Government agencies and instrumentalities, including, for example, Ginnie Mae pass-through certificates, are supported by the full faith and credit of the U.S. Treasury. Other obligations issued by or guaranteed by federal agencies, such as those securities issued by Fannie Mae, are supported by the discretionary authority of the U.S. Government to purchase certain obligations of the federal agency, while other obligations issued by or guaranteed by federal agencies, such as those of the Federal Home Loan Banks, are supported by the right of the issuer to borrow from the U.S. Treasury. While the U.S. Government provides financial support to such U.S. Government-sponsored federal agencies, no assurance can be given that the U.S. Government will always do so, since the U.S. Government is not so obligated by law.

#### NON-DIVERSIFICATION RISK

If a strategy is "non-diversified," its investments are not required to meet certain diversification requirements under federal law. A "non-diversified" strategy is permitted to invest a greater percentage of its assets in the securities of a single issuer than a diversified strategy. Thus, the strategy may have fewer holdings than other strategies. As a result, a decline in the value of those investments would cause the strategy's overall value to decline to a greater degree than if the strategy held a more diversified portfolio.

#### MANAGEMENT RISK

Our strategies are actively managed, and our performance in these strategies may reflect our ability to make decisions that are suited to achieving a strategy's investment objective. As a result, a strategy may not meet its investment objective based on the success or failure of the portfolio managers to implement investment strategies and could underperform other similar strategies with comparable investment objectives managed by other advisers.

#### ENVIRONMENTAL POLICY RISK

Environmental policy risk is the risk that the strategy could underperform compared to similar strategies that do not have such a policy. The strategy may forego opportunities to buy certain securities when it might otherwise be advantageous to do so or may sell securities for environmental reasons when it might be otherwise disadvantageous for it to do so. The strategy also focuses on particular environmental investment themes, which presents increased risk over a more diversified portfolio by focusing investment choices within specific sectors that may or may not perform as well as other industry sectors.

#### PORTFOLIO TURNOVER RISK

High portfolio turnover involves correspondingly greater expenses to a strategy, including brokerage commissions or dealer mark-ups and other transaction costs on the sale of securities and reinvestments in other securities.

#### PRIVATE PLACEMENT RISK

Privately issued securities are restricted securities that are not publicly traded. Accordingly, the market liquidity for specific privately issued securities may vary. Delay or difficulty in selling such securities may result in a loss to the strategy.

#### SHORT SELLING

Short selling involves selling securities that are not owned by the seller and borrowing the same securities for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows a portfolio to profit from declines in market prices to the extent that such declines exceed the transaction costs and the costs of borrowing the securities. However, since the borrowed securities must be replaced by purchases at market prices in order to close out the short position, any appreciation in the price of the borrowed securities would result in a loss upon such repurchase. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss. Short-selling exposes a portfolio to unlimited risk with respect to that security due to the lack of an upper limit on the price to which an instrument can rise.

#### PRIVATE FUND RISK

Private investment companies are not registered with the Securities and Exchange Commission and may not be registered with any other regulatory authority. Accordingly, they are not subject to certain regulatory restrictions and oversight to which other issuers are subject. There may be little public information available about their investments and performance. Moreover, as sales of shares of private investment companies are generally restricted to certain qualified purchasers, it could be difficult for a client to sell its shares of a private investment company at an advantageous price and time. Since shares of private investment companies are not publicly traded, from time to time it may be difficult to establish a fair value for the client's investment in these companies.

#### INFORMATION SECURITY RISK

Our operations rely on effective information technology security and our ability to securely process the storage and transmission of confidential and other information. Although we employ protective measures to safeguard your personal and other information from unauthorized access or use, there is a risk of our computer systems, software, networks, mobile devices, and those of third parties upon whom we rely, being vulnerable to cyber-attacks, sabotage, unauthorized access, computer viruses, worms or other malicious code, and other events that have a security impact.

**ITEM 9 DISCIPLINARY INFORMATION**

Neither Highmount nor any of our supervised persons have been involved in any legal or disciplinary events (i.e., criminal or civil action in a domestic, foreign or military court, administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency or self-regulatory organization) that are material to evaluating our advisory business or the integrity of the our management.

## **ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Brown Advisory Group Holdings LLC ("BAGH"), a Delaware limited liability company, serves as the parent company of Brown Advisory Incorporated ("BAI") and Brown Advisory Management, LLC ("BAM"). BAI, which is organized as a Maryland C corporation, serves as the manager of BAGH and the managing member of BAM. BAM, a Maryland limited liability company, is a holding company that serves as the parent company to several Brown Advisory subsidiaries.

In June 2015, Highmount Capital LLC ("Highmount") joined Brown Advisory. Highmount is a registered investment adviser with the SEC based in New York and Boston and serves private clients in the U.S. and abroad. Highmount is a wholly owned subsidiary of BAM.

### **AFFILIATIONS WITH BROKER-DEALERS AND/OR OTHER INVESTMENT ADVISERS OR FINANCIAL PLANNERS**

We are affiliated with Brown Advisory, LLC ("BALLC"). BALLC is a registered investment adviser with the SEC and is a wholly owned subsidiary of BAM. BALLC is also registered as a Municipal Advisor with the SEC and the Municipal Securities Rulemaking Board ("MSRB").

We are affiliated with Brown Advisory Securities, LLC ("BAS"). BAS is a wholly owned subsidiary of BAM and an SEC-registered investment adviser and broker-dealer. It is also a member firm of the Financial Industry Regulatory Authority ("FINRA"). While we are not registered as a broker-dealer, certain employees and members of management may serve as registered representatives or in other capacities for BAS. Although BAS may recommend or effect transactions for shared clients, we do not transact with BAS unless a client has specifically directed us to do so.

We are also affiliated with Brown Advisory Ltd., a UK-based investment adviser which is authorized and regulated by the UK Financial Conduct Authority ("FCA"). It is a wholly owned subsidiary of BAM. Brown Advisory Ltd. is also an SEC-registered investment adviser.

Brown Advisory Investment Solutions Group LLC ("BAISG") is an investment adviser and wholly owned subsidiary of BAM, specializing in alternative investments and offering both discretionary and non-discretionary investment advice primarily to private investment funds, individuals and institutional separate accounts. BAISG was previously named CDK Investment Management, LLC.

We are affiliated through common ownership with Brown Advisory Direct Investments GP, LLC, which acts as a relying adviser with respect to certain funds managed by BAISG.

In September 2016, Blackhaw Wealth Management, LLC ("BWM") joined Brown Advisory. Blackhaw is a registered investment adviser with the SEC based in Austin, TX which serves private clients, families and foundations. BWM is a wholly owned subsidiary of BAM.

### **AFFILIATIONS WITH INVESTMENT COMPANIES OR OTHER POOLED INVESTMENT VEHICLES**

Brown Advisory, LLC has arrangements that are material to its advisory business with affiliated, investment companies. BALLC serves as the investment adviser to affiliated mutual funds, Collective Investment Trusts, and Ireland-domiciled UCITS funds. BALLC also serves as the managing member of a private fund that invests in public and private securities.

BALLC also has arrangements to serve as sub-adviser to investment companies and pooled investment vehicles sponsored by other unaffiliated financial services firms. As a sub-adviser for these firms, BALLC serves as an investment manager for vehicles that are subsequently marketed to the clients of other firms. Although BALLC manages portions of the funds, the names of the funds generally reflect the brand name of the unaffiliated firm. While other investment companies and pooled investment vehicles are clients of BALLC, the underlying clients in the funds are clients of the unaffiliated firm.

### **AFFILIATIONS WITH BANKING OR THRIFT INSTITUTIONS**

We are affiliated with Brown Investment Advisory & Trust Company ("BIATC") and Brown Advisory Trust Company of Delaware, LLC ("BATCDE").

BIATC is a Maryland non-depository trust company that is subject to regulatory oversight by the Office of the Commissioner of Financial Regulation of the State of Maryland. BIATC is a wholly owned subsidiary of BAI and bears certain administrative and operating expenses on behalf of its affiliates.

BATCDE is a Delaware limited-purpose trust company that is subject to regulatory oversight by the Office of the State Bank Commissioner of the State of Delaware. BATCDE is a wholly owned subsidiary of BAM. BALLC provides investment management services to trust clients of BATCDE.

#### **AFFILIATIONS WITH INSURANCE COMPANIES OR AGENCIES**

We are affiliated with Brown Advisory Insurance Agency (“BAIA”), a state-licensed insurance agency and a wholly owned subsidiary of BAM that provides services to a limited number of BAS clients.

#### **AFFILIATIONS WITH SPONSORS OR SYNDICATORS OF LIMITED PARTNERSHIPS**

BAISG serve as the general partner, managing member, and/or investment manager of private vehicles and limited partnerships formed to facilitate investment opportunities for clients. These vehicles may invest in both public and private equity securities. We and our affiliates may solicit clients to invest in these vehicles. In addition, we, or an affiliate may receive management and/or administrative fees for investments made in the private partnerships.

We are affiliated with Brown Advisory GP, LLC, which serves as the General Partner to certain funds managed by BAISG.

#### **OTHER RELATIONSHIPS OR AFFILIATIONS**

We are affiliated with Brown Advisory (Hong Kong) Ltd., which is a wholly owned subsidiary of Brown Advisory Limited.

We may recommend or select other investment advisers and their products for our clients. We do not receive compensation, either directly or indirectly, from those advisers that would create a material conflict of interest, other than arrangements previously disclosed, such as the receipt of administrative services fees.

BALLC also has arrangements with select unaffiliated investment advisers whereby they serve as sub-adviser to investment companies and pooled investment vehicles sponsored by Brown Advisory. These strategies are subsequently marketed to our clients. In these arrangements, Brown Advisory engages an external manager to provide investment management services for strategies that are outside the area of expertise of the internal investment team. For these relationships, the sub-adviser receives a fee, in arrears, equal to a rate in accordance with an agreed upon annual management fee schedule.

We also maintain a relationship with Savano Direct Capital Partners, LLC, through an ownership interest in Brown Savano JV, LLC (“BrownSavano”). BrownSavano was founded for the sole purpose of providing partial liquidity and asset diversification to individual shareholders in market-leading, later-stage private companies. BrownSavano Direct GP, LLC, which is owned by BrownSavano, serves as the General Partner for the BrownSavano Direct Capital Partners, L.P. private fund, a Delaware limited partnership. It focuses on providing partial liquidity to company founders, angels, active or departed employees, and corporate strategic investors. Certain employees of BALLC provide services to BrownSavano under an agreement between BrownSavano and BAI.



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

### **OVERVIEW OF OUR CODE OF ETHICS**

We are committed to maintaining the highest standards of professional conduct and ethics in order to discharge our legal obligations to our clients, to protect our business reputation and to avoid even the appearance of impropriety in our investment activities on behalf of clients. While we strive to avoid conflicts, we are cognizant that conflicts will nevertheless arise, and it is our policy to fully and fairly disclose known material conflicts to our clients.

Our Code of Ethics details certain minimum expectations that we have for our employees. All personnel, regardless of role, are expected to conduct the firm's business in full compliance with both the letter and the spirit of the law and any other policies and procedures that may be applicable. On an annual basis, we require that each employee certify in writing that he or she has read, understands and complies with the policies and procedures of the Code of Ethics. Any violations regarding the Code of Ethics must be brought to the attention of the Chief Compliance Officer. If it is determined that an employee has violated the Code of Ethics, we will take such remedial action as is deemed appropriate. Sanctions will vary but may include censure, limitation or prohibition of personal trading, suspension or termination of employment.

We will provide a copy of our Code of Ethics to any client or prospective client upon request.

### **PERSONAL TRADING**

Since we recognize that our employees should have an opportunity to develop investment programs for themselves and their families, our Code of Ethics does not prohibit personal trading by employees. As a result, we, our affiliates or related personnel may purchase or sell the same or similar securities for our own accounts that we purchase, sell or recommend for client accounts.

Potential conflicts that could arise as a result include but are not limited to:

- Employees engage in unethical behavior.
- Personal trading of employees misuses material nonpublic information.
- Personal trading of employees is not supervised.
- Clients receive less favorable trading terms than our advisory employees.
- Abusive trading on the part of our advisory employees, including market timing.

While advisory personnel are permitted to trade within their own brokerage accounts, we have several policies and procedures in place designed to ensure that their personal trading does not violate our fiduciary obligations to clients, including any related mutual fund clients. Our Code of Ethics sets forth standards of conduct expected of employees and addresses conflicts that arise from personal trading by employees. It provides policies and procedures designed to ensure that employees conduct their personal securities transactions in a manner that complies with the securities laws, rules and regulations and that does not raise the appearance of impropriety. In addition, it sets forth controls designed to avoid actual or potential conflicts of interest between clients and our employees. Controls in place include blackout periods for certain employees, pre-clearance of employee trades, holdings disclosure and other trading restrictions.

Our Code of Ethics includes the following general tenets:

- Within 10 days of commencing employment, each employee must submit an Initial Holdings Report to the Chief Compliance Officer or designee with information current as of a date no more than 45 days prior to the date the employee becomes an employee.
- Every year, each employee must submit an Annual Holdings Report to the CCO or designee. The information must be current as of a date no more than 45 days before the report is submitted.
- All employee security transactions require pre-approval or pre-clearance, except for accounts over which the employee has vested investment discretion to a third party or transactions that are exempt, including but not limited to open-end mutual fund shares, dividend reinvestment plans and U.S. government obligations.



- Employees must report securities transactions in employee-related accounts. This requirement may be satisfied by the Compliance Department receiving duplicate copies of confirmations of account activity for review. Outside brokerage accounts must be approved by the Compliance Department before opening.
- The Head Trader(s) and CCO or their designees are responsible for monitoring personal securities trading for compliance with the Code of Ethics and any indications of violations or unusual trading activity or patterns of transactions.
- Pending Trades—Employees may not purchase or sell a security in an employee-related account on a day during which any client or Fund has a pending order in the same (or an equivalent) security. This restriction applies until the client or Fund order has been executed or cancelled.
- Securities under Consideration—Employees may not purchase or sell a security in an employee-related account if such employee is aware that a transaction in the same (or an equivalent) security is being considered for any client or that a decision has been made to effect such a transaction.
- Fund Trades—Employees may not purchase or sell a security in an employee-related account for a period of four business days before and after a Fund trades the same (or an equivalent) security.
- Gray or Restricted Lists—Employees may not, in the absence of approval from the CCO or delegate, purchase or sell a security in an employee-related account if such security is restricted from employee trading on the firm's Gray or Restricted Lists.
  - The Gray List includes names of issuers whose securities may not be traded in certain accounts or under certain conditions. Exceptions may be granted on a case by case basis depending on the situation.
  - The Restricted List includes names of issuers whose securities may not be traded in any account due to an existing conflict or the possession of material inside information.
- With respect to the handling and use of material non-public information, employees are prohibited from purchasing, selling or recommending the purchase or sale of a security for any account while they are in possession of material inside information. Any employee who comes into possession of inside information is obligated to bring such information to the attention of the CEO, Chief Compliance Officer or Chief Investment Officer.
- Employees may not profit from the purchase and sale, or sale and purchase, of the same (or an equivalent) security on Brown Advisory's proprietary research list within 30 calendar days.
- All employees are prohibited from acquiring securities in an initial public offering.
- Employees may not acquire securities in an outside private placement without prior written approval of the CCO or designee.

We will provide clients with a copy of our complete Code of Ethics upon request. Clients may request a copy by contacting us at the address, telephone number or email on the cover page of this document.

#### **PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

We, our affiliates or related personnel may recommend to clients, or purchase or sell for client accounts, securities in which we, our affiliates or related personnel have a material financial interest. These include situations in which we, our affiliates or related personnel act as general partner in a partnership in which we solicit client investments and/or act as an investment adviser to an investment company that we recommend to clients.

Potential conflicts that could arise include but are not limited to:

- Officer and Director Conflicts—Conflicts that involve a transaction to be entered into by us for ourselves, or by us on behalf of our clients, in which one of our officers or directors has a financial interest;
- Shareholder Conflicts—Conflicts that involve a transaction to be entered into by us for ourselves, or by us on behalf of our clients, in which a shareholder has a financial interest;
- Client Conflicts—Conflicts that involve a transaction to be entered into by us for ourselves, or by us on behalf of our clients, in which a client has a financial interest; and
- Situations where employees engage in unethical behavior and misuse material inside information.

To address these potential conflicts and protect and promote the interests of clients, we employ the following policies and procedures:

- We have adopted trading practices designed to address potential conflicts of interest inherent in proprietary and client discretionary trading, including bunching and pro-rata allocation. To further protect and promote the interests of clients, we have a Conflicts Committee that is charged with reviewing certain transactions or arrangements that may represent a conflict of interest. The members of the Conflicts Committee are chosen by the independent members of the Board of Directors.
- Transactions to be entered into by us for ourselves or on behalf of our clients that present a material conflict of interest must be authorized, approved or ratified by the affirmative vote of a majority of Directors on the Conflicts Committee. Transactions to be entered into by us for ourselves or on behalf of our clients that present a non-material conflict of interest must be approved or ratified by our Chief Executive Officer.
- If we enter into a transaction on behalf of our clients that presents either a material or non-material conflict of interest, the conflict should be prominently disclosed to the client prior to the consummation of such transaction.
- Employees must comply with our policy on the handling and use of material inside information. Employees are reminded that they may not purchase or sell, or recommend the purchase or sale, of a security for any account while they are in possession of material inside information. In addition, employees may not disclose confidential information except to other employees who “need to know” that information to carry out their duties to clients.
- Employees must report securities transactions in any employee-related account.
- Employees may not serve on the Board of Directors of any public or private company other than a Brown Advisory entity without prior written approval of the CEO or designee. An employee who is a director of a company may not participate in investment decisions involving that issuer’s securities.
- Employees are required to report to our Compliance Department all outside business activities. These include board/committee memberships and obligations, employment commitments, non-profit commitments, government commitments and other outside business commitments.
- To ensure that there is not intentional or unintentional front-running of purchasing securities in client accounts, we may restrict trading stocks of companies in which we are actively performing due diligence as potential candidates for purchase in our portfolios.

#### **CONFLICTS OF INTEREST**

Personal interests both inside and outside of Brown Advisory that could be placed ahead of our obligations to clients could be the source of actual or potential conflicts of interest. Employees must remain aware that just the opportunity to act improperly may create the appearance of conflict and that conflicts may exist even in the absence of wrongdoing. Employees are required to make a full and timely disclosure of any situation that could result in a potential conflict or the appearance of a conflict of interest.

To identify potential sources of conflicts of interest and to assess how those conflicts are addressed by our compliance program, we perform regular reviews. This process has been developed and improved, since our inception, with the input from and oversight by our Board of Directors and Audit Committee. The three primary categories of potential conflicts of interest evaluated are (1) potential conflicts between the firm and our clients, (2) potential conflicts between our employees and our clients, and (3) potential conflicts between different clients.

Primary potential conflicts between the firm and our clients include:

- Misuse of brokerage commissions
- Transactions benefiting affiliates, including 10f-3 and 17e-1 transactions
- Misleading or deceptive marketing
- Misleading or deceptive trading practices
- Improper valuation
- Errors and corrections

Ameliorative practices:

Soft-dollar policies and procedures, Policy Banning Reciprocal Arrangements, Policy on Best Execution and oversight by Best Execution Committee, Avoidance of Participation by affiliated broker-dealer in participating in underwriting or selling syndicates, adoption of policies on 10f-3 and 17e-1 transactions, Policy on Marketing, Policies on Window Dressing and Portfolio Pumping, Operation of Pricing Committee and adoption of pricing guidelines, Adherence to a Trading Policy including bunching, fair allocation and rotation procedures, and Policy on Errors and Corrections, and disclosures to clients.

Primary potential conflicts between our employees and our clients include:

- Misuse of non-public information including front-running
- Misdirection of investment opportunities
- Participation in investment opportunities by employees

Ameliorative practices:

Code of Ethics, including personal trading restrictions, Policies on Gifts, Entertainment and Political Contributions, Supervisory Policy and business-line procedures, and Conflicts Committee of the Board of Directors.

Primary potential conflicts between our clients include:

- Allocation of investment opportunities
- Trading between client accounts
- Errors and corrections

Ameliorative practices:

Cross Trading Policy, Adherence to Trading Policy including bunching, fair allocation and rotation procedures, Oversight by Best Execution Committee, supervisory review of client accounts, and Error and Correction Policy.

## **ITEM 12 BROKERAGE PRACTICES**

### **BROKERAGE PRACTICES**

We believe that fair treatment of all clients is paramount in the implementation of the portfolio manager's objectives. Thus, we are committed to achieving the best price and quality in the marketplace based on the information available at the time of the trade, without systematically disadvantaging one client over another.

Unless clients direct us otherwise or choose to use a custodian that requires all trades to be directed to its platform, such as First Clearing, Charles Schwab or Fidelity, we allocate transactions to unaffiliated broker-dealers for execution on markets at prices and commission rates that we determine will be in the best interests of the client. We will select the broker-dealer to be used for best execution based on a number of factors. Obtaining best execution is the top priority. To the extent relevant under the circumstances, the following factors may apply to our best execution determination: price, commission, size of the order, difficulty of execution, degree of skill required by the broker-dealer and trading/execution/clearing/settlement capabilities. The trading desk also takes into account the following considerations:

- The procurement of the lowest possible net cost, comprising the level of execution and brokerage commission;
- A decision by the trader as to the broker-dealer most qualified to provide superior execution capabilities;
- That all broker-dealer business allocated for research services will be provided at a commission rate comparable to rates that are for execution only; and
- The ability to settle trades in a timely manner.

We may also take into account factors that are relevant to the specific broker-dealer, such as financial stability, reputation, past history of prompt and reliable execution of client trades, operational efficiency with which transactions are effected, access to markets, access to capital to accommodate trades, ability to maintain confidentiality, market knowledge, willingness and ability to make a market in a particular security, brokerage and research services provided or the ability to accommodate third-party research arrangements, and overall responsiveness to our needs/willingness to work with us.

All client trades are allocated to a broker-dealer on our "Approved Broker List," which is a list of broker-dealers that the Best Execution Committee has approved for use as executing brokers for client securities transactions. The Approved Broker List is maintained to facilitate the orderly and consistent use of suitable broker-dealers for client transactions. In selecting broker-dealers, we do not adhere to any rigid formulas but rather make a subjective determination after weighing a combination of the factors listed above. The ultimate determination as to the broker-dealer to select from the Approved Broker List on any given trade is made by the trader(s) responsible for executing the transaction.

Our Best Execution Committee oversees the implementation of our best execution obligation. The Committee was formed with the purpose of developing, implementing and evaluating our trade management policies and procedures in order to satisfy our duty to seek best execution.

Since fixed income securities trade over-the-counter and do not trade on a centralized exchange, we use the brokerage services from a variety of Wall Street and regional firms. We will use those firms that are direct issuers, underwriters or market-makers in specific fixed income sectors. The broker-dealers with whom we trade fixed income securities are also on an Approved Broker List. In order to obtain best execution, our fixed income traders place dealers in competitive situations, utilizing offerings and bids from numerous local and national broker-dealers. The fixed income traders review the market environment, the new issue calendar, secondary offerings and historical relationships to help determine a competitive price for the bonds they are trading. The quality of execution is ascertained by reviewing the bids and offerings received relative to recent pricing data.

On a quarterly basis we review broker-dealer performance. We focus our best execution evaluation efforts on how the broker-dealer performed over time. This takes into consideration such qualitative

factors as research provided, promptness of execution, ability of the broker to execute and clear, market coverage provided by the broker and consistent quality of service from the broker. As a complement to our periodic review of broker-dealers on the "Approved Broker List," we employ a third-party service provider to provide an independent source of quantitative evaluations of equity trade execution information for the Committee. Reports typically examine aggregate trading performance on a quarterly basis.

#### **RESEARCH AND OTHER SOFT DOLLAR BENEFITS OVERVIEW**

We regularly receive research and other products and services other than execution from broker-dealers and third parties in connection with client securities transactions. This practice is commonly known as soft dollar benefits. In the selection of broker-dealers for trade execution, we take into consideration not only the available prices of securities and rates of brokerage commissions, but also other relevant factors such as execution capabilities, research and other services provided by such broker-dealers that are expected to enhance our general portfolio management capabilities. In accordance with the safe harbor provisions of Section 28(e) of the Securities Exchange Act of 1934, we are allowed to receive research services. However, if research services are a factor in selecting a broker-dealer, we must determine that the amount of commission paid is reasonable in relation to the value of the brokerage and research services provided by the broker-dealer.

When we use client brokerage commissions (also referred to as soft dollars) to obtain research or other products or services, we receive a benefit since we do not have to pay for the research, products or services via hard dollars. In exchange for the allocation of commissions to certain broker-dealers, we may be credited for payment of expenses that might otherwise be charged directly to us.

We can then use these soft dollar credits to pay for the research products and services provided by or paid for by such broker-dealers. This creates an incentive for us to allocate more commission business to broker-dealers who also provide research products and services than to broker-dealers who only effect securities transactions. Soft dollar credits may be:

- Used to obtain research products and services that are proprietary to and prepared by the broker-dealer selected to effect a particular transaction;
- Used to obtain third-party research products and services prepared or developed by an independent research provider or
- Allocated to a pool of "credits" as part of a commission sharing arrangement.

In recognition of the value and benefit of the research and product services provided to us by a particular broker-dealer, we may, consistent with our duty to seek best execution, effect securities transactions through a broker-dealer that may cause a client to pay commissions higher than those charged by another broker-dealer. For those broker-dealers with whom we maintain a soft dollar relationship, we periodically determine the fair value of the research products and services (proprietary or independent third party) that we expect to receive and may set a target amount of commissions to be directed to the broker-dealers that is reasonable in relation to the value of the brokerage services and research products and services to be provided.

In using research and related services from broker-dealers on a soft dollar basis, we are confronted with several inherent risks. These include:

- We may choose a broker-dealer to execute trades that charges a higher commission than other possible broker-dealers;
- We may choose a broker-dealer for a client's transaction that generates soft dollar credits that will be used to benefit the adviser, or other clients, but not the client involved in the transaction; and
- The amount of client commissions paid is not reasonable in light of the value of the products received or services rendered.

To manage and mitigate these risks, we have developed soft dollar policies and procedures to comply with Section 28(e) of the Securities Exchange Act of 1934. It is our policy that all soft dollar transactions/arrangements will:

- Comply with our best execution obligations, applicable law and individual client guidelines;

- Be approved in writing by our Best Execution Committee following a good-faith determination that the amount of commissions to be paid to the broker-dealer is reasonable in relation to the value of services to be provided;
- Be an appropriate use of clients' commissions considering available alternatives; and
- Be reviewed, including with respect to any "mixed-use" allocation, at least annually by the Committee.

From a payment perspective, all soft dollar payments are made through the equity trading desk in a competitive execution process. Fixed income portfolios are not used to pay for soft-dollar services.

#### **TYPES OF RESEARCH PRODUCTS AND SERVICES**

The types of research products and services received from third-party research and consulting firms and/or broker-dealers include but are not limited to:

- Information services that report on the availability and potential buyers or sellers of securities
- Meetings with management representatives of issuers and other analysts
- Quantitative analytical software and other research-oriented software
- Communications services pertaining to the execution, clearing and settlement of transactions
- Platforms for accessing company information and financials
- Research or fundamental analysis on individual companies, securities and/or sectors
- Bond analytics on fixed income portfolios, including duration, yield to maturity and convexity
- Credit ratings, research and risk analysis on municipals
- Macro-economic research, including weekly reports and quarterly conference calls
- Global market news services and financial publications
- Securities quotation and data systems for capital markets
- Expert network provider services that assist us in locating hard-to-find industry experts

#### **COMMISSION SHARING ARRANGEMENTS**

From time to time, we may request that broker-dealers that effect transactions for our clients allocate a portion of their commissions to a pool of soft dollar credits maintained by the introducing or executing broker-dealer. At our direction, the introducing or executing broker-dealer will pay independent research providers (including other broker-dealers) for research products and services from this pool of soft dollar credits. This type of arrangement is called a commission sharing arrangement because the introducing or executing broker-dealer will share its commission with an independent research provider to pay for research products and services. Commission sharing arrangements may be used to pay for proprietary and third-party research products and services. For example, an introducing broker-dealer may offer access to a network of many executing broker-dealers through which we can trade. In this case, rather than paying the individual broker-dealer for research and services by placing trades, we may direct the trade to the introducing broker-dealer and request that the introducing broker-dealer pay the research provider from the pool of "credits" accumulated. Because commission sharing arrangements help separate the execution decision from the research decision, we believe that commission sharing arrangements can help us achieve best execution for clients.

#### **ALLOCATION OF SOFT DOLLAR BENEFITS**

Research provided by broker-dealers is used for a broad range of accounts for which we have investment management responsibility. We do not require that the use of soft dollar research be limited to the accounts that generated the commissions. Research provided by broker-dealers is commonly used to service accounts other than those paying for it directly. Although not all research from broker-dealers will be useful to or benefit every account, we do not restrict soft dollar benefits to service only those accounts that paid for the benefits.

With respect to trading, we are always focused on best execution first. Any soft dollar benefits received as a result of trade execution are secondary. Since soft dollar research may be used to service accounts other than those paying for it directly, we do not allocate soft dollar benefits to client accounts according to the soft dollar credits the accounts generate.

#### **SOFT DOLLAR OVERSIGHT**



We have policies and procedures in place for dealing with information received from third-party firms. All research products and services, including any “mixed use” research products and services between hard and soft dollars, must be approved by the Best Execution Committee, which is responsible for determining whether the product or service falls within the safe harbor requirements of Section 28(e), reviewing soft dollar payments versus budget and determining if any adjustments need to be made. Trading practices, including broker selection and best execution, are reviewed regularly by the Best Execution Committee to ensure adherence to firm policy. On an annual basis, the Committee conducts a review of our soft dollar commitments, including the allocation of any mixed-use research products and services between “hard” and “soft” dollars. If a service or product has a non-research or execution function, such as administration or marketing, as well as a research or execution component (i.e., the service or product is for a “mixed use”), the Committee will assign an allocation percentage to the research and the non-research component. Only the research or execution portion may be paid by soft dollars. The non-research component will be paid in hard dollars.

#### **CLIENT REFERRALS**

We do not allocate commissions to any person or company on the basis of business they might direct to us. We will select broker-dealers to execute client orders that are able to procure the lowest possible net cost, that provide superior order execution and research services— provided that the commission rates charged are comparable to rates charged for execution services only —and that present low counter-party risk. It is against firm policy for any employee to suggest to any third party that in return for referring business to us, we will direct brokerage commissions to that third party or its affiliates.

Under no circumstances may any of our employees enter into an arrangement with any financial institution, broker-dealer, prime broker, investment adviser or investment vehicle for the purpose of directing brokerage commissions in exchange for either the sale of our products or investing assets with us, including indirect compensation through “step outs” or similar arrangements.

This policy does not prohibit directing portfolio transactions of any managed account or fund to broker-dealers that also sell shares of our funds, provided that the broker-dealer fully meets best execution criteria and the selection of that broker-dealer is not influenced by any arrangement to sell shares of any of our investment products or any of our affiliates’ investment products or funds. This policy also does not prohibit directed brokerage arrangements whereby a client of ours has directed us to use a specific broker-dealer for a portion or all of that client’s transactions.

#### **DIRECTED BROKERAGE**

In certain cases, clients choose to retain discretion over the broker-dealer used to execute transactions and/or the commission rate that the client will pay with respect to all or a portion of the transactions to be effected by us. If a client directs the use of a specific broker-dealer for execution of securities transactions, or selects a custodian that requires the direction of trades, we will direct such transactions to the specified broker-dealer including our affiliate even when we might be able to obtain a more favorable price and execution from another broker-dealer for a transaction on behalf of such client’s account.

When a client instructs us to direct a portion of the transactions for its account to a designated broker-dealer, the client has made a decision to retain some control over broker-dealer selection and services. We will treat the direction as a decision by the client to retain, to the extent of the direction, the discretion that otherwise would be given by the client to us to select broker-dealers to effect transactions and the other terms of the trade for the client’s account. In some cases, the client may have negotiated the commissions to be charged by the designated broker-dealer.

When clients direct us to use a specific broker-dealer for the execution of securities transactions or selects a custodian that requires the direction of trades, the commissions charged may not be the lowest available rates and may not be as low as the rate that we would have obtained for the client had we been authorized to select the broker-dealers for the transactions. The client may not receive the potential benefits that other clients may derive from aggregation of orders. In these situations, we may be unable to obtain most favorable execution of client transactions. Since directed brokerage accounts may not be able to aggregate orders to reduce transaction costs, the client may receive less favorable prices and pay

higher brokerage commissions. With respect to execution, trades for accounts with directed brokerage arrangements are often executed after block trades for accounts not having directed brokerage arrangements have been aggregated and executed.

#### **TRADE AGGREGATION AND ALLOCATION**

In many instances, groups of accounts will need to effect a transaction in the same security or securities. Subject to client guidelines and restrictions, accounts managed according to a particular strategy are incorporated into the same trade group for trade execution and allocation purposes. This ensures that trading in an investment strategy is aggregated across all related accounts to facilitate best execution. For equity strategies, we typically will aggregate orders for the same security by multiple accounts into a "block trade." We believe that this process provides equal treatment of clients, provides ease of administration and facilitates the avoidance of information leakage that may be detrimental to client trades. The average price per share of a block trade will be allocated to each account that participates in the block trade. Discretionary advisory accounts of our employees, affiliates and associated persons may participate in block trades. Such persons will receive the same average price as any other participant in the block trade.

If a block order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day will be allocated in a manner that is consistent with the initial pre-allocation. This must be done in a way that does not consistently advantage or disadvantage particular client accounts. For example, partial fills generally are allocated pro rata among participating accounts. The trading desk may allocate a partial fill using a random fill function of the trading system in such cases where it is deemed to be fair and equitable.

With respect to accounts having socially responsible guidelines or other restrictions, it is possible that these accounts will not be included in the block trade. Often times, the initial purchase of a security in an account with socially responsible guidelines will occur after similar trading has been executed for the accounts participating in the block trade. This may result in accounts with certain guidelines or restrictions receiving different terms for trades in the same or similar securities. Depending on the circumstance, additional research may be required to determine if the security is congruent with client guidelines. Every effort is made to ensure that securities are not purchased in accounts with socially responsible guidelines until it has been determined their purchase would not violate existing client investment guidelines.

Aggregation and allocation procedures across fixed income portfolios have been designed to ensure fair and equitable treatment across all accounts. Portfolio Managers attempt to block multiple orders for the same security on the same side of the market prior to releasing an order. In the event orders eligible for aggregation are not aggregated, the Fixed Income Desk will use its best efforts to block these orders together. Orders received after the full execution of an order (a done trade) are not blocked. Block orders that are executed in their entirety will be allocated to each account that participated at the trade execution price. If a block order cannot be executed in full at the time, the securities actually purchased or sold will be allocated in a manner that is consistent with the initial pre-allocation. This must be done in a way that does not consistently advantage or disadvantage particular accounts. For example, partial fills generally are allocated pro rata among participating accounts.

When limited offering amounts are available for particular securities, our portfolio managers determine which accounts could best utilize the security based on duration/maturity and sector targets. Once this is determined, the security is allocated on a pro-rata basis among these particular accounts.

From time to time, certain strategies may invest in private investments or limited investment opportunities. The allocation of these investments across client portfolios invested in these strategies is generally executed on a pro rata basis, while also considering investor suitability, account size, risk tolerance, as well as other factors. Our processes are designed to equitably and appropriately allocate these limited investment opportunities across clients invested in the strategy while also balancing the additional risk with the client's investment profile and investor suitability. In this regard, some private investments or limited investment opportunities may not be appropriate to allocate to some accounts, depending on factors such as minimum investment size, account size, risk profiles, relationship investment history with



a particular manager, and diversification requirements. Accordingly, an account may not be allocated such investments. Clients who use a custodian and/or broker-dealer that charge clients “trade away” fees or cannot accommodate the purchase of limited offerings through a particular underwriter may not receive an allocation. Clients who do not pay an account-level fee (e.g., private equity-only accounts) may not receive an allocation in capacity constrained situations. If an investment cannot reasonably be allocated on a pro rata basis, it may be allocated based on an alternate approach, including random selection, selection based on relationship size with the firm, or another methodology deemed fair and equitable.

Certain limited investment opportunities may be deemed appropriate for investment by commingled fund-of-funds vehicle managed by our affiliate. In such cases, where capacity is constrained, an affiliated fund-of-funds vehicle may be allocated its target investment allocation before separate feeder funds or individual accounts. We believe this allows a broader population of qualified clients to receive exposure to such limited investment opportunities.

#### **CROSS TRADING**

A cross trade is generally defined as the matching of buy and sell orders for the same security between different accounts. Cross trades are also deemed to include any prearranged or orchestrated transactions between two accounts that are executed through external brokers. With respect to cross trading, we generally will allow cross trading where the transaction would comply with our policy and client-specific guidelines, and be fair and equitable to both accounts. When an account is subject to ERISA, no cross trades shall be permitted unless allowed by applicable regulations.

Cross trading can significantly reduce the transaction costs for both the buying and selling accounts and may allow for other beneficial efficiencies to clients. However, where an investment adviser has discretion on each side of a transaction, cross trading presents a potential fiduciary conflict of interest. Cross trading may be appropriate if we meet our fiduciary obligations to clients on both sides of the transaction and where best execution requirements are met.

## **ITEM 13 REVIEW OF ACCOUNTS**

### **FREQUENCY AND NATURE OF PERIODIC REVIEWS OF CLIENT ACCOUNTS**

The portfolio managers review their accounts on a regular basis. Reviews are undertaken to confirm that the portfolio conforms to client suitability standards as well as to determine if any security changes need to occur. Performance reviews occur quarterly. Portfolio managers continually review investments to confirm that they are consistent with the outlined investment objectives.

Although the portfolio manager of an account makes the investment decisions, our Chief Investment Officer is responsible for overseeing portfolio managers, research analysts and all related functions. In this role, the Chief Investment Officer is charged with investment and risk oversight for the group, independent of the portfolio managers and other policy decision makers. The Chief Investment Officer meets regularly with the investment team to review performance and portfolio activity to ensure that the teams are managing the portfolios to stated investment philosophies. Sector and stock selection analysis, current portfolio composition, trading activity and style-based portfolio analysis are all considered during the reviews. Additionally, Compliance reviews a selection of portfolios to monitor for window dressing and portfolio pumping.

On a quarterly basis, fixed income client accounts are formally reviewed and monitored for performance and deviation/variance. At this time, the portfolio team meets to review performance in detail in each portfolio. Accounts that deviate from similarly managed accounts are investigated for sources of deviations. Variance reconciliation is required for every portfolio with an agreed course of action. If necessary, steps are taken to eliminate deviations.

### **FACTORS THAT TRIGGER A MORE FREQUENT REVIEW OF CLIENT ACCOUNTS**

On a regular basis, we internally review our clients' accounts to ensure compliance with client investment guidelines and policies.

Additional reviews may be triggered by changes in market conditions, by changes in client needs and by maturity of client investments. We provide clients with personalized service in the management of their securities portfolios. Since the size, structure and investment objectives of accounts vary widely, the attention that must be given to accounts also varies.

With respect to fixed income, the fixed income team meets regularly to discuss market- and sector-specific events and strategies. All team members are active participants in the review and strategy formulation process. Meetings usually include a macro-level market review as well as sector-specific valuation comments with performance detail and anticipated market reactions. Strategies are reviewed during these meetings.

### **FREQUENCY AND CONTENT OF REGULAR REPORTING TO CLIENTS**

We provide formal written reporting to all clients on a quarterly basis unless specified otherwise by the client. The standard sample reporting package that we prepare for all clients typically includes the following documents: relationship asset summary, asset allocation, performance summary, performance detail, change in portfolio, portfolio summary, fixed income analysis and distribution (if relevant and may include distribution by maturity, distribution by coupon, distribution by duration, distribution by Moody's rating and distribution by Standard and Poor's rating), common stock analysis (if relevant), realized gains and losses statement, income and expenses statement, purchase and sale statement, and portfolio appraisal. At a minimum, the reports show assets held, current market value and original cost. We also include an economic and market overview section in the reporting package.

Clients have the ability to access their statements as well as other communication deliverables via TouchPoint, our client Web portal. Whenever possible, TouchPoint is used to transmit sensitive documents, financial statements or other information pertaining to a client's Brown Advisory investment relationship.

Clients' reporting needs often vary in frequency and content. More frequent and customized reporting is available upon request. Customized reports may also include more specialized reports, such as attribution analysis, sector- and security-level contribution to return and portfolio turnover (additions and deletions). We generally meet with our institutional and private clients at least once a year. The portfolio manager or product specialist for the account will typically attend client meetings. Other members of the investment team, client service team or messaging team who are involved with the account may also attend. Portfolio managers also communicate with clients by letter, email and telephone as needed.

#### **ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION**

We may enter into written solicitation arrangements with third parties. From time to time, brokers employed by other firms may refer clients to us, in which case we will compensate the broker for making the introduction. These referral fee payments do not cause an increase in the advisory fee paid by the client.

We may also compensate our employees for business development activity, including the attraction or retention of client assets. In these situations, employees receive any eligible compensation after the prospective client meeting has occurred and been approved by appropriate personnel. For employees, additional compensation for business development activity could also result in additional equity in the firm. These payments do not cause an increase in the advisory fee paid by the client.

From time to time, we may receive indirect compensation from service providers or third-party vendors in the form of entertainment, tickets to sporting events and gift cards. When received, these occasions are evaluated to ensure they are reasonable in value and customary in nature to ensure their occurrence does not present any conflicts of interest.

#### **CUSTODY ARRANGEMENT**

In 2010, Brown Advisory negotiated with U.S. Bank a favorable custody fee arrangement and enhanced custody services for our institutional clients that chose to use U.S. Bank as custodian. As part of this arrangement, Brown Advisory migrated client accounts to U.S. Bank, incurring significant technology expenses in the process. U.S. Bank has agreed to reimburse Brown Advisory for the cost of the migration by paying Brown Advisory approximately 0.20 basis points annually on (non-ERISA) institutional assets held by U.S. Bank as custodian, until such time as all costs are covered. Brown Advisory clients have the option to use any custodian they believe appropriate; however, if the client chooses to use U.S. Bank, Brown Advisory will benefit from the payment described above.

#### **CASH MANAGEMENT OPTIONS**

From time to time, Brown Advisory uses money market funds, and cash sweep products offered by banks and broker-dealers, as cash management options for discretionary client accounts. These cash management options are (i) selected, in the case of money market funds, and (ii) monitored, in the case of money market funds and sweep vehicles, by Brown Advisory's manager research team, which is responsible for evaluating the investment merits of third party investment options available to our clients. Sponsors of certain of these cash management options have agreed to pay Brown Advisory a fee, typically a percentage of invested assets, for providing reporting and other administrative services to our clients that invest therein. This fee, which does not affect the investment return of the respective investment option, creates a potential conflict of interest because it provides an incentive for Brown Advisory to use such cash investment option for our clients. Brown mitigates this conflict by ensuring that the manager research team evaluates investment options solely based on the objective investment merits of a particular investment option; these administrative services payments do not factor into the manager research team's evaluations about the cash investment options that are made available to Brown Advisory's clients. The range of cash management options may vary based on the custodian selected by the client.

#### **SOFT DOLLARS**

We receive compensation from other parties that are not related to our clients ("indirect compensation") in the form of research paid with "soft dollars" generated through a client account's trading commissions. In accordance with the investment management agreements we maintain with our clients, we make reasonable efforts to see to it that a client account's overall cost for securities trades is as low as possible and that we do not pay a trading commission that is higher than the fair-market cost for a particular trade in order to receive "soft dollar" credit.

## **ITEM 15 CUSTODY**

Situations where the firm is deemed to have custody of client assets include employees serving as trustee or co-trustee of client accounts, where the firm operates under a standing letter of authorization or instructs custodians on a client's instruction to move assets to third parties, or where the firm or its employees otherwise may have access to client assets. In such cases, we undergo an annual surprise examination of client assets by an independent auditor.

As previously mentioned, Highmount serves as managing member to the Highmount Olympic Fund LLC ("Olympic"), a pooled investment vehicle. In our capacity as managing member, we will have access to Olympic's funds and securities, and therefore have custody over such funds and securities. Consistent with regulatory requirements, the fund is custodied with a qualified custodian who sends quarterly partnership statements to underlying investors. The fund is subject to the annual surprise custody examination that is conducted by an independent auditor who is a member of and subject to inspection by the Public Company Accounting Oversight Board ("PCAOB").

In addition, in many cases we have the authority to debit our clients' custodial accounts for management fees. We are deemed to have custody of those assets if, for example, we are authorized and instructed by a client's custodian to deduct our advisory fees directly from the account or if we are granted authority to move money from a client's account to another person's account. At all times, the custodial bank maintains actual custody of those assets.

### **MANAGEMENT FEE DIRECT-DEBITING PROCESS**

During the account set-up process, clients identify in their custodial account agreement if they want to pay their management fee directly from their custodial account or if they prefer to mail us a check. If they authorize us to initiate the withdrawal from their custodial account, they also indicate the form of payment: either check from the custodian or wire from the custodian. In these cases, we are deemed to have custody of their assets even though the custodian maintains actual custody of the assets. If we are given the authority by the client, we generally initiate the management fee withdrawal process during the third week following a quarter-end period. This process is initiated in one of two ways:

- In many cases, a spreadsheet is uploaded to the custodian's website. The spreadsheet includes the list of accounts that have authorized us to debit the management fee from their account and the amount of the management fee that is due.
- In other cases, management fee invoices are either emailed or faxed to custodians.

### **STATEMENTS SENT TO CLIENTS**

At the end of each quarter, account statements and appraisals are sent to our clients. These account statements and appraisals generally include the following information:

- Account name and number
- Cash balances
- Name of each security held
- Quantity of each security held
- Market value of each security held

Additional reports are provided upon request.

In addition to our statements and appraisals, clients receive account statements directly from their custodian at least quarterly. These are sent to the email or postal mailing address provided to them. These statements should be carefully reviewed when received. All of our statements and appraisals include a legend urging clients to compare custodial account statements to the periodic account statements and portfolio reports received from us.

### **DIFFERENCES BETWEEN OUR STATEMENTS AND CUSTODIAL STATEMENTS**

The statements clients receive from us can differ from the statements clients receive from their custodian. Every month, we reconcile client accounts according to the security holdings and transactions provided by their month-end custodial statement. Although security holdings and transactions are reconciled,

market values are not reconciled and can be different. This is primarily a result of the method by which our portfolio accounting system associates prices to securities. While the prices of fixed income securities tend to differ more across custodians, the price of equity securities can differ across custodians as well. Since the same security can be priced differently at different custodians, a standardized pricing hierarchy must be imposed on the portfolio accounting system to ensure accurate, consistent and transparent reporting across clients. Our portfolio accounting system has a pricing hierarchy whereby custodians are ranked by priority. If a security is valued by multiple custodians, the ultimate price assigned to the security in the portfolio accounting system reflects the price used by the custodian with the highest ranking. This means that if two accounts hold the same security and have different custodians, our portfolio accounting system will value the security based on the price used by the custodian that is higher up in the pricing hierarchy. The price will then be applied to all accounts that hold the security.

A client may discuss any questions regarding account statements with us and/or their custodian.

## **ITEM 16 INVESTMENT DISCRETION**

We accept discretionary authority to manage securities accounts on behalf of our clients. Generally, we manage client assets on a discretionary basis with the authority to determine for each client what investments are made, as well as when and how they are made. For certain clients, their assets may be invested in one or more model portfolios. Generally, there are no limitations on the securities we will purchase or sell, the amount of the securities we will purchase or sell, the broker or dealer we will use to execute a transaction and commission rates paid.

### **LIMITATIONS ON DISCRETIONARY AUTHORITY**

Clients may impose reasonable restrictions, limitations or other requirements with respect to their individual accounts. Any limitations on our discretionary authority to manage securities accounts on behalf of clients would be initiated and imposed by the client. Examples of common guideline restrictions include:

- Limitations prohibiting the purchase of certain securities or industry groups;
- Limitations on the purchase or sale of a particular type of security (taxable/tax-exempt);
- Limitations on the purchase or sale of securities within a particular sector;
- Limitations with respect to the weighted average maturity or duration for a portfolio; and
- Limitations with respect to asset allocation for balanced portfolios.

Specific client investment restrictions may limit our ability to manage those assets like other similarly managed portfolios. This may impact the performance of the account relative to other accounts and the benchmark index. These clients are informed that their restrictions may impact performance.

### **PROCEDURES TO ENSURE GUIDELINE COMPLIANCE**

Any client-imposed limitations or guideline restrictions are defined and outlined in their initial documentation with the firm. We also may maintain investment policy statements for our institutional clients, which address a client's guidelines and objectives in greater detail. When clients provide us with their own investment policy statements, we make sure that the language is reflective of our investment management responsibility. When necessary, the language is adjusted and approved by both the client and us before management of the account begins. Pre-trade restrictions are coded in our trade order entry/compliance system to the extent possible. As aggregated orders are entered, the portfolio manager is alerted to any potential guideline violations. The portfolio manager is responsible for the oversight of this process. Additionally, the firm has invested in software that works with our trade order management system to help manage and monitor client guidelines. This system provides automated guideline monitoring, which allows efficient and effective implementation of client and regulatory requirements while reducing risk and increasing transparency. Post-trade compliance testing is conducted daily.

## **ITEM 17 VOTING CLIENT SECURITIES**

### **GENERAL GUIDELINES**

We receive proxy ballots on behalf of clients and votes such proxies consistent with the Policy, which sets forth the firm's standard approach to voting on common proxy questions. In general, this Policy is designed to ensure that we vote proxies in the best interest of our clients, so as to promote the long-term economic value of the underlying securities. Clients may receive a copy of the Proxy Voting Policy at any time upon request. Clients may, at any time, opt to change their proxy voting authorization. Upon notice that a client has revoked our authority to vote proxies, we will forward any relevant research obtained to the party that will assume proxy voting authority, as identified by the client.

To facilitate the proxy voting process, we, have engaged Glass, Lewis & Co., LLC ("Glass Lewis"), an unaffiliated, third-party proxy voting service, to provide proxy research and voting recommendations. In addition, we subscribe to Glass Lewis's proxy vote management system, which provides a means to receive and vote proxies, as well as services for recordkeeping, auditing, reporting and disclosure regarding votes. On a regular basis, our portfolio managers are supplied with a list of upcoming proxies issued for companies that are actively recommended by the firm. Except in situations identified as presenting material conflicts of interest, the portfolio manager who follows an issuer may make the final voting decision based on a variety of considerations, including their review of relevant materials, their knowledge of the company, and Glass Lewis recommendations. In circumstances where the firm's managers do not provide a vote recommendation, proxies will be voted according to Glass Lewis recommendations, unless specific guidelines provided to Glass Lewis by the firm specify otherwise. Proxies are generally voted in accordance with Glass Lewis recommendations for all client types, as described further herein.

In keeping with its fiduciary obligations to clients, we consider each proxy voting proposal on its own merits and an independent determination is made based on the relevant facts and circumstances. Proxy proposals include a wide range of matters. The firm generally votes with management on routine matters and takes a more case-by-case approach regarding non-routine matters. Examples of routine matters include election of directors, appointment and rotation of auditors, changes in state of incorporation and changes in capital structure. Examples of non-routine matters include executive compensation, shareholder action, proposals affecting shareholder rights, corporate restructurings, corporate mergers and acquisitions, anti-takeover issues, and social, environmental and governance issues. For socially responsible investing ("SRI" or "green") clients, we follow Glass Lewis guidelines that focus on enhanced environmental, social and governance practices ("ESG Guidelines"). For Taft-Hartley clients, we follow the Glass Lewis Taft-Hartley Guidelines. Although Glass Lewis guidelines are generally followed, we may depart from these guidelines when it deems such departure necessary in the best interest of the client.

### **MANAGEMENT RECOMMENDATIONS**

Since the quality and depth of management is a primary factor considered when investing in an issuer, the recommendation of the issuer's management on any issue will be given substantial weight. Although proxies with respect to most issues are voted in line with the recommendation of the issuer's management, we will not blindly vote in favor of management. We will not support proxy proposals or positions that compromise clients' best interests or that we determine may be detrimental to the underlying value of client positions.

### **CONFLICTS OF INTEREST**

Above all else, we respect the investment interests, objectives and preferences of our clients. Although we take every effort to avoid conflicts of interest, from time to time unavoidable conflicts of interest arise with respect to proxy voting. When voting a proxy for a particular issuer, a conflict of interest can occur when we, our employees, our officers, our directors, our affiliates or our mutual funds engage in the following:

- Conduct business with an issuer or a company closely affiliated to the issuer;
- Receive compensation from the issuer or a company closely affiliated to the issuer or
- Sit on the board of the issuer or a company closely affiliated to the issuer.



Conflicts of interest will be resolved in the best interest of the client.

We vote proxies relating to such issuers in accordance with the following procedures:

#### ROUTINE MATTERS AND IMMATERIAL CONFLICTS

The firm may vote proxies for routine matters, and for non-routine matters that are considered immaterial conflicts of interest, consistent with this Policy. A conflict of interest will be considered material to the extent that it is determined that such conflict has the potential to influence the firm's decision-making in voting a proxy. Materiality determinations will be made by the Chief Compliance Officer, if necessary in consultation with counsel, based upon an assessment of the particular facts and circumstances.

#### MATERIAL CONFLICTS AND NON-ROUTINE MATTERS

If the firm believes that (a) it has a material conflict and (b) that the issue to be voted upon is non-routine or is not covered by this Policy, then to avoid any potential conflict of interest:

- in the case of a Fund, the firm shall contact the Fund board for a review and determination;
- in the case of all other conflicts or potential conflicts, the firm may "echo vote" such shares, if possible, which means the firm will vote the shares in the same proportion as the vote of all other holders of the issuer's shares; or
- in cases when echo voting is not possible, the firm may defer to Glass Lewis recommendations or confer with counsel to ensure that the proxy is voted in the best interest of the client.

If the aforementioned options would not ameliorate the conflict or potential conflict, then we may abstain from voting, as described below.

#### ABSTENTION

In recognition of its fiduciary obligations, the firm generally endeavors to vote all proxies it receives. However, the firm may abstain from voting proxies in certain circumstances. For example, we may determine that abstaining from voting is appropriate if voting may be unduly burdensome or expensive, or otherwise not in the best economic interest of the clients, such as (by example and without limitation) when foreign proxy issuers impose unreasonable or expensive voting or holding requirements or when the costs to effect a vote would be uneconomic relative to the value of the client's investment in the issuer.

#### RECORDKEEPING

We will maintain files relating to our proxy voting procedures in an easily accessible place. Records will be maintained and preserved for six years, with records of the most recent two years kept on site. We will retain the following:

- Copies of the proxy voting procedures and policies, including any amendments;
- A copy of each proxy statement received;
- A record of each vote cast;
- A copy of any material documentation supporting our decision;
- A copy of each written client request for information on how we voted; and
- A copy of any written response to any written or oral client request for information on how we voted a proxy.

Clients can obtain a copy of our proxy voting policies and information on how we have voted proxies by calling 1-800-645-3923. If a client requests this information, the Chief Compliance Officer or designee will prepare a written response to the client that lists for each specific request:

- The name of the issuer,
- The proxy proposal voted on, and
- How the client's proxy was voted.

## **ITEM 18 FINANCIAL INFORMATION**

We have never been the subject of a bankruptcy petition and are not aware of any financial conditions that are reasonably likely to impair our ability to meet our contractual commitments to our clients.