



# RAUB BROCK

CAPITAL MANAGEMENT, LP

Item 1 Cover Page

## FORM ADV PART 2A\* Brochure

March 2018

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\*This brochure provides information about the qualifications and business practices of Raub Brock Capital Management, LP. If you have any questions about the contents of this brochure, please contact us at telephone 415.927.6990. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any state authority.

Raub Brock Capital Management, LP is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The verbal and written communications of an investment advisor provide you with the information you need to determine whether to hire or retain the advisor.

Additional information about Raub Brock Capital Management, LP is available on the U.S. Securities and Exchange Commission website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov). The firm's CRD number is 153994.

## **Item 2 MATERIAL CHANGES FROM PRIOR FORM ADV PART 2A**

This updated Form ADV Part 2A contains the following changes from the prior version:

- Updated description of advisory services and assets under management at Item 4.
- Updated disclosures related to fees for advisory services to institutional clients at Item 5.

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## INDEX OF ERISA RELATED DISCLOSURES

Raub Brock Capital Management, LP (sometimes "Raub Brock," the "Firm" or "Advisor") may provide investment management services to retirement plans governed by the Employee Retirement Investment Security Act ("ERISA"). ERISA regulations require that specific disclosures be made to the ERISA plan fiduciary that is authorized to enter into, or extend or renew, an agreement with the Firm to provide these services. The following Index identifies the disclosures required and the location where plan representatives may find them. It is intended to assist ERISA Plan representatives with compliance with the service provider disclosure regulations under section 408(b)(2) of ERISA. Any questions concerning this guide or the information provided regarding our services or compensation should be addressed to our Chief Compliance Officer at the number noted on the cover page of this ADV Part 2A.

Required Disclosure	Location of the Required Disclosure
Description of the services that Advisor provide to covered ERISA plans	Item 4 of this Form ADV Part 2A and Paragraphs 1- 4 of the investment management agreement.
Statements that the services that Advisor will provide to covered ERISA plans will be as an ERISA fiduciary and registered investment adviser	Item 4 of this Form ADV Part 2A and Paragraph 12 of the investment management agreement signed with our firm.
Description of the direct compensation to be paid to Advisor	Item 5 of this Form ADV Part 2A and Paragraph 5 of the investment management agreement signed with our firm.
Description of the indirect compensation Advisor might receive from third parties in connection with providing services to covered ERISA plans, if any	Items 5, 10, 12 and 14, if any, of this Form ADV Part 2A
Description of the compensation to be shared between Advisor and any third party or any affiliated entity, if any	Items 5, 10, 12 and 14, if any, of this Form ADV Part 2A
Compensation that Advisor will receive upon termination of its agreement to provide investment management services, if any	Item 4 of this Form ADV Part 2A and Paragraph 16 of the investment management agreement.

#### **Item 4                      ADVISORY BUSINESS**

Raub Brock Capital Management, LP (sometimes "Raub Brock," the "Firm" or "Advisor"), a California limited partnership, was formed and registered with the U.S. Securities and Exchange Commission ("SEC") in 2010. Raub Brock provides investment management and comprehensive financial planning services to its clients. Raub Brock and its predecessor firms have been providing investment management and planning services since 1989. It is the successor firm to the previously registered advisor entities (or entities exempt from registration): Canterbury & Raub, Attorneys at Law, Raub Capital Management (registered with the State of California in 1990) and Raub Brock Capital Management, Inc. (formed and registered with the State of California in 2001 and registered originally with the SEC in 2004.) Raub Brock's principal owner is Richard H. Alpert.

#### **ASSETS UNDER MANAGEMENT AS OF DECEMBER 31, 2017**

Discretionary Assets – \$ 465,315,797

Non-discretionary Assets – \$ 809,141,591

Total Assets Under Management - \$ 1,274,457,388

#### **ADVISORY SERVICES**

We are a disciplined, bottom up, concentrated U.S. equity investment manager. Our primary investment focus is on high quality, dividend growth large cap equity securities. We manage accounts of all types (individual, trust, retirement accounts, etc.) for individual private clients and family offices and separately managed, unified managed and wrap accounts for various types of institutional clients, banks, pension and profit sharing plans and third-party asset managers.

#### **Investment Management Services – Individually Managed Private Client Accounts**

Through conversations with clients and its financial planning process, Raub Brock and its clients agree upon investment objectives, guidelines and an asset allocation strategy based upon the client's financial condition and investment objectives, investment experience, time horizon, risk tolerance level, income requirement and other factors.

Raub Brock's investment advisory services generally include:

- Gathering information to determine client investment profile, such as: goals (financial and psychological), personal financial information (age, income, expenses, net worth, etc.) investment objectives (income, growth, liquidity, tax deferral, etc.) investment horizon and risk tolerance.
- Establishing an investment policy based on each individual client's financial circumstances and investment objectives. Based upon each client's circumstances, we determine an appropriate asset allocation for the client's investment portfolio, in accordance with the client's specific financial objectives and risk tolerance and in consideration of other factors, including the client's financial assets, real property, cash flow, liquidity needs, insurance and time horizon (education funding, home purchase, retirement, legacy planning). Clients may identify any investment restrictions to be placed on their account. Each client's financial objectives, risk tolerance, and liquidity needs, along with a recommended asset allocation and permitted investments, are incorporated into an investment plan that is customized to the client. In the process,

Raub Brock may adjust its investment policy with consideration to the client's securities that are not under Raub Brock's management.

Each client's securities transactions, portfolio holdings and asset allocation are monitored on a continuous basis. We offer a number of different investment strategy models to our private individual clients, based upon their individual investment goals and risk tolerance. Individual private client portfolios are most often a blend of our dominant investment model, the Dividend Growth Portfolio equity strategy and a client-tailored selection of mutual funds, exchange-traded funds, fixed income funds, real estate investment trusts and publicly traded limited partnerships to achieve portfolio exposure in specific asset classes, such as stocks traded on foreign exchanges, small capitalization stocks, emerging market stocks, real estate, natural resources, commodities, alternatives and bonds.

A client may make additions to and withdrawals from the client's portfolio account at any time, subject to the Firm's right to terminate an account if the amount of assets drops below our account size minimum. Clients may withdraw account assets with notice to the Firm, subject to the usual and customary securities settlement procedures. However, we design client portfolios as long-term investments and caution our clients that asset withdrawals may impair the achievement of the client's investment objectives.

Additions to an account may be in cash or securities provided that we may decline to accept particular securities into a client's account or may recommend that the security be liquidated if it is inconsistent with the Firm's investment strategy or the client's investment objectives. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

### **Investment Management Services – Sub-advisory Services to Institutional Clients**

In addition to providing investment management services to individual private clients and family offices, Raub Brock provides sub-advisory investment management services to a number of large institutional clients through separately managed account (SMA), programs, unified managed account (UMA) programs and wrap fee programs. Such institutional clients are interested exclusively in the Firm's Dividend Growth Portfolio equity strategy, (for institutional clients, referred to herein as the "Model Portfolio"). The securities recommendations comprising the Model Portfolio are the same securities recommendations that the Firm by and large follows for its individually managed private client accounts. The fees paid to Raub Brock under these sub-advisory arrangements are generally lower than the traditional management fees charged by Raub Brock. These sub-advisory relationships with its institutional clients fall into three categories:

- **Model Portfolio Services – With Trade Executions.** A number of institutional SMA advisor clients retain the Firm so that their underlying retail clients can access the Model Portfolio for their own investment accounts. Raub Brock's services to some of these SMA programs includes development of the Model Portfolio, research, updates and monitoring of the Model Portfolio, and trade executions on behalf of the underlying SMA client accounts in response to model updates. Raub Brock does not enter into a direct relationship with the underlying clients of the SMA programs and does not provide account-specific performance reporting services to those underlying program participant clients.

- **Model Portfolio Services – With Notice of Model Updates Only.** Different institutional SMA advisor and its UMA advisor clients also retain Raub Brock in order that their underlying retail clients can access the Model Portfolio for their investment accounts. However, Raub Brock's services to these other SMA and UMA programs includes only development of the Model Portfolio, research, updates and monitoring of the Model Portfolio, and notice only of model updates. For these program clients, the Firm does not provide trade execution services in response to model updates and does not provide account-specific performance reporting services. Raub Brock does not enter into a direct relationship with the underlying clients of the UMA and SMA programs.
- **Portfolio Management Services – Wrap Fee Programs.** Raub Brock also provides portfolio management services to "wrap fee" programs sponsored by institutional client firms that want to make the Model Portfolio and the Firm's management services available to underlying wrap program participants. Wrap fee program sponsors typically offer comprehensive brokerage, custodial and advisory services for a single "wrap fee" based on a percentage of assets under management. The wrap sponsor's services generally include, in addition to the selection of investment advisors such as Raub Brock, consultation on investment objectives and suitability, custodial services, the execution of portfolio transactions, trade confirmations, reporting and the evaluation of investment performance. The program sponsor pays Raub Brock a portion of the wrap fee in connection with the advisory services the Firm provides.

When Raub Brock provides its services to wrap fee programs, it contracts with the wrap program sponsor for its services rather than the underlying client participants of the wrap program. The wrap sponsor serves as a master investment advisor and is responsible for client record-keeping and reporting. Each wrap program sponsor is primarily responsible for initially and routinely thereafter, evaluating whether a given wrap program is suitable for their wrap program participants. Each wrap sponsor is responsible for uploading to the wrap program's online platform, sufficient client financial condition information to allow Raub Brock to verify initial and monitor ongoing individual participant suitability of the Model Portfolio.

The single wrap fee paid by each wrap program participant is distributed amongst the wrap sponsor advisor, the wrap program broker-dealer and Raub Brock as the Model advisor. Consequently, each wrap fee program participant is advised to consider the level of the single fee being charged under the program relative to the services provided, including the amount of portfolio activity in the account and the value of custodial and portfolio monitoring services. The single fee may be higher or lower than the total cost of all services the underlying client is receiving were they to pay for each service separately.

#### **Fiduciary Status Under ERISA**

To the extent any client is a retirement plan or other employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and depending upon the investment management services provided by us, the Firm may be considered a "fiduciary" under ERISA.

**Financial Planning and Financial Consulting Services**

The Firm provides financial planning and financial consulting services that may include, among other services: 1. accumulation and retirement planning; 2. fringe benefit planning; 3. analysis of current investment holdings, investment strategy or asset allocation; 4. education funding; 5. insurance planning; and 6. estate planning.

Prior to engaging Raub Brock to provide financial planning or consulting services, the client are generally required to enter into a separate written agreement with Raub Brock setting forth the terms and conditions of the engagement and describing the scope of the services to be provided and any portion of the fee that is due from the client prior to Raub Brock commencing services.

Financial planning/consultation clients are not required to be investment management clients of the Firm. A client may, under a separate investment management agreement and fee, retain the Firm to provide investment management services. Raub Brock may recommend to its financial planning/consultation clients that they retain the Firm to implement its recommendations and that such recommendation may be viewed as a conflict of interest. Clients are under no obligation to act upon any of the recommendations made by Raub Brock under a financial planning or consulting engagement and/or to engage it for investment management services. The client retains absolute discretion over all consultation implementation decisions and is free to accept or reject any of Raub Brock's recommendations.

**Client Obligations**

In performing its services, Raub Brock relies upon the information received from its client or from their other professional legal and accounting advisors, and is not required to independently verify such information. Each client is advised that it remains his/her/its responsibility to promptly notify Raub Brock if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Raub Brock's previous recommendations and/or services.

**Advisor Does Not Provide Comprehensive Tax or Accounting Advice**

In providing investment management services, Advisor's decisions and recommendations may include the consideration of the possible alternative tax consequences incidental to such decisions and recommendations. However, the Firm does not undertake to provide comprehensive tax or accounting advice or counseling. Although we may prepare reports to assist our clients with the preparation by others of their tax returns, such reports do not represent the advice or approval of tax professionals. We advise clients to consult a tax professional in order to determine the tax and accounting consequences of investments in their accounts.

**TERMINATION OF AGREEMENT**

Raub Brock and its clients may terminate their respective investment management agreement at any time, upon written notice. The Firm does not assess any fees related to termination but is entitled to all management fees earned up to the date of termination. Any earned fees owed to Raub Brock are paid from the client's account on a pro rata basis determined on the amount of time expired in the calendar quarter.

If a copy of this Form ADV Part 2A disclosure statement was not delivered to the client prior to or simultaneous with a client entering into a written advisory contract with Advisor, then

the client has the right to terminate the contract without penalty within five (5) business days after entering into the contract. For purposes of this provision, a contract is considered entered into when all parties to the contract have signed the contract. If the client terminates the contract on this basis, all fees paid by the client are refunded. Any transaction costs of the executing broker/custodian for establishing the custodial account or for trades occurring during those five days are non-refundable.

## **Item 5 FEES AND COMPENSATION**

### **ADVISORY FEES**

#### **Management Fees – Individually Managed Accounts**

For its individually managed private client accounts, Raub Brock charges a fee based on a percentage of the market value of the investments held in each client's account. Assets in the Account are included in the fee assessment unless specifically identified in writing for exclusion. The management fee is billed quarterly, in arrears, and prorated for accounts established or terminated at times other than the start of the quarter.

The management fee is computed on the last day of each quarter of management by determining the market value of the Account using the following guidelines: (a) for marketable securities: the current market price provided by custodian and (b) cash or equivalents, at dollar value. Fees charged are not calculated on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205(a)(1)).

The annual management fee paid to Raub Brock is calculated according to the following standard fee schedule:

Value of Account Assets	Annual Fee Rate
On the market value of Account up to \$500,000	1.25%, plus
On the market value of Account above \$500,000 up to \$2,500,000	1.00% plus
On the market value of Account above \$2,500,000 up to \$5,000,000	0.80%, plus
On the market value of Account above \$5,000,000	0.60%
Minimum Annual Investment Management Fee	\$5,000

For its investment management services, the Firm charges a minimum annual fee of \$5,000, payable where applicable in quarterly fee installments of \$1,250. Under certain circumstances, and in its sole discretion, Raub Brock may waive or negotiate an alternative minimum annual management fee based upon the nature of the account and such factors, among others as: historical relationship with the client, number of related accounts, account composition, anticipated future additional assets.

The foregoing describes Raub Brock's basic fee schedule for individual private clients; however, fees are negotiable at the discretion of Raub Brock and arrangements with any particular client may vary. In some cases the fees may be greater than fees charged by other investment advisors for similar services; in other cases fees may be lower.



Fees for multiple accounts of the same client are determined by aggregating the account holdings to determine the overall assets under management and investment management fee, then allocating the fee to each account on a pro rata basis.

Clients are invoiced at the beginning of each calendar quarter for management services performed in the previous quarter. Clients customarily authorize Raub Brock to deduct its quarterly investment advisory fee directly from their custodial account. This authorization is granted under the terms of the client's signed investment management agreement and the client's instructions to the custodian. It is the client's responsibility to verify the accuracy of the fee calculation, as the custodian will not determine whether the fee is properly calculated.

Because client investment assets may include money market funds, mutual funds, exchange traded funds, third party hedge funds or other such securities, the total investment management expense incurred by clients may consist of fees paid to Raub Brock, plus management fees charged directly to the fund portfolios by the fund management companies, plus any transaction fees charge by the custodian of client's account. (See "Fund Disclosures" below.)

#### **Management Fees – Institutional Clients**

For its institutional clients, the Firm charges an investment management fee that is calculated as a percentage of the underlying assets under management. The fees charged by the Firm under these arrangements are generally at a lower percentage of assets than those otherwise charged by Raub Brock for its non-institutional clients. However, because its fees are bundled into the overall program fees charged by the institutional advisor, the underlying clients of such advisors may pay more in management fees than those paid by non-institutional clients.

While the fee schedule for institutional clients is specific to each client relationship and is based upon the type and size of the arrangement, the management fee paid to Raub Brock is calculated according to the following standard fee schedule:

#### **Separately Managed/Unified Managed and Wrap Accounts**

Value of Account Assets	Annual Fee Rate
On the market value of Account up to \$10,000,000	0.70% plus
On the market value of Account above \$10,000,000 up to \$100,000,000	0.60% plus
On the market value of Account above \$100,000,000	0.50%

Such fees are payable quarterly, either in advance or arrears. For accounts that are payable in advance, the initial fee payment is due on the date the account is opened at Raub Brock and is based on the asset value of the account at that date. The period for which such payment runs shall be from the opening date through the last business day on the next full calendar quarter and is prorated accordingly. Thereafter, the fee is based on the account asset value on the last business day of the previous calendar quarter and becomes due the following business day. Assets received into the account during any fee period are charged a pro-rata fee based on the number of days remaining in the fee period against the total number of days in the fee period. No adjustment is made to the

fee for appreciation or depreciation in the value of securities held in the account during any period for which such fee is charged.

Accounts that are payable in arrears are calculated on the value of assets in the account at the end of each calendar quarter. The management fee is computed on the last day of each quarter of management by determining the market value of the Account using the following guidelines: (a) for marketable securities: the current market price provided by custodian and (b) cash or equivalents, at dollar value. Fees charged are not calculated on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (SEC Rule 205(a)(1)).

#### **Financial Planning and Financial Consulting Services**

For its financial planning services, Raub Brock charges a fixed fee which is based upon the complexity of the planning services requested and ranges between \$1,000 and \$5,000. Raub Brock rarely charges hourly fees for its services, but may choose to offer individual financial consultations at a negotiable hourly rate of \$200 - \$300 per hour depending upon the level and scope of service(s) required and the professional rendering the service(s). A portion of the estimated fee for the engagement is due upon entering the engagement agreement; thereafter, ongoing fees are payable as invoiced.

#### **GENERAL FEE DISCLOSURES**

The foregoing describes Raub Brock's basic fee schedules for its clients. The client's fee is determined in accordance with the above fee structure, however, fees are negotiable at the discretion of Raub Brock and arrangements with any particular client may vary. Any deviations from the fee structure are based upon a number of factors including the amount of work involved, the amount of assets placed under management and the attention needed to manage the account.

We believe our investment management fees are competitive with the fees charged by other investment advisors in the San Francisco Bay area for comparable services. However, comparable services may be available from other sources for lower fees than those charged by Raub Brock.

Raub Brock receives no commissions on securities purchased or sold for client accounts.

We do not provide clients advice as to the tax deductibility of our advisory fees. Clients are directed to consult a tax professional to determine the potential tax deductibility of the payment of advisory fees.

#### **CUSTODIAN AND BROKERAGE FEES**

Clients incur certain charges imposed by their custodians and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, clients incur charges by the executing broker-dealer in the form of brokerage commissions and transaction fees on the investment transactions entered into for their account(s). All of these charges, fees and commissions are in addition to Advisor's investment management fee.

## **FUND DISCLOSURES**

Mutual funds, closed-end funds, exchange traded funds and alternative investment funds are investment vehicles and the investment strategies, objectives and types of securities held by such funds vary widely. In addition to the advisory fee charged by Raub Brock, clients indirectly pay for the expenses and advisory fees charged by the funds in which their assets are invested.

All such funds incur operating expenses in connection with the management of the fund. Investment funds pass some or all of these expenses through to their shareholders (the individual investors in the funds) in the form of management fees. The management fees charged vary from fund to fund. In addition, funds charge shareholders (individual investors in the funds) other types of fees such as early redemption or transaction fees. These charges also vary widely among funds. As a result, clients still pay management fees and other, "indirect" fees and expenses as charged by each mutual fund (or other fund) in which they are invested.

Clients are provided a copy of a fund prospectus for each fund in which they invest by their custodian or by the fund sponsor rather than by Raub Brock. As required by law, a prospectus represents the fund's complete disclosure of its management and fee structure. In addition, a fund's prospectus can be obtained directly from the fund.

## **BOND DISCLOSURE**

Clients whose assets are invested in bonds purchased directly from an underwriter may pay a sales credit or concession to the underwriter on the trade (in lieu of a sales commission).

### **Item 6 PERFORMANCE-BASED FEES**

No part of Raub Brock's investment management fee is based upon capital gains or the capital appreciation of assets.

### **Item 7 TYPES OF CLIENTS**

Our clients include individuals and high net worth individuals, family offices, trusts and estates, banks and pension and profit sharing plans. Raub Brock also provides investment management services as a sub-advisor through separately managed, unified managed and wrap accounts. For its individually managed private client accounts, Raub Brock requires a minimum annual investment management fee of \$5,000. As a result, Raub Brock's services may not be appropriate for everyone. Particularly for smaller accounts, other investment advisors may provide somewhat similar services for lower compensation, although still others may charge more for similar services.

### **Item 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES, RISK OF LOSS**

#### **METHODS OF ANALYSIS**

Raub Brock's primary method of analysis is fundamental analysis. Fundamental analysis involves analyzing real data, including overall economic and company-specific information available to determine the value of a particular investment. Sources of information used by Raub Brock include third-party research materials, company annual reports and other regulatory filings, and financial newspapers and periodicals.

We believe that dividend growth is the primary driver of long-term stock price appreciation. Accordingly, our efforts focus on identifying high quality companies that are able to deliver sustainable, above average growth in dividends. We invest in companies with growing dividends driven by consistent earnings and revenue growth, strong balance sheets, experienced management teams and leading products or services. We hold the view that such companies not only have the potential to contribute above average returns to the portfolio, but also pose less risk.

### **INVESTMENT STRATEGY**

For all client accounts over which Raub Brock has been granted discretionary authority, it is authorized to enter into any type of investment transaction that it deems appropriate for the account, given the financial circumstances, investment objectives, risk tolerance and investment restrictions, if any, set by the individual client. Raub Brock currently utilizes general types of investments including equities, corporate and municipal bonds, investment company products (i.e. mutual funds, annuities, exchanged traded funds ("ETF"s), among other securities. For active investments the Firm relies on individual stocks and bonds, as well as equity and bond mutual funds. On the passive investment side, the Firm relies on indexed funds and ETFs.

Generally, the Firm purchases securities in client accounts with the intent to hold them for one year or more (long term), although occasionally and when warranted, securities are held for the short term only (less than one year). Raub Brock does not use "short sales" in implementing investment advice for clients although it may use ETFs or hedge funds that employ "short sales" strategies. The Firm generally does not engage in the purchase of securities on margin for clients, although the Firm may do so to cover short-term portfolio liquidity needs, or when the client requests that it do so.

Raub Brock does not routinely employ margin trading as a part of its investment strategy and due to the risks and costs of trading on margin the Firm does not recommend the use of margin by its clients. Nevertheless, from time to time, a client's margin account may go into negative cash position, which may occur for a day or two surrounding trade settlement for a given transaction or may result from a client withdrawal of funds from their account without notifying the Firm. Our policy is to cure this negative position when practicable depending on the extent of the shortfall and the availability of assets. On occasion, after consultation with and consent by the client, the Firm waits for a longer period of time to employ assets scheduled to become available to the account, for example from a maturing bond.

### **Alternative Investments**

In addition to these types of investments the Firm also provides investment advice regarding alternative investments to qualified clients for whom such investments are deemed suitable. These alternative investments may include, but are not limited to, venture capital limited partnerships, private equity, managed future funds, hedge funds and third party funds of funds.

### **INVESTMENT RISKS**

All securities investments carry risk, including the risk that an investor may lose a part or all of his or her initial investment. Risk refers to the uncertainty that the actual return the investor realizes could differ from the expected return. Risks may be systematic, referring

to factors that affect the returns on all comparable investments and that affect the market as a whole. Systematic risks include market risk, interest rate risk, reinvestment rate risk, purchasing power risk and exchange rate risk. Unsystematic risks depend on factors that are unique to the specific investment security. These risks include business risk and financial risk. Here are some of the general risks associated with parts of our investment strategy:

**Short-term purchases** – on occasion, generally only for tax management purposes, we may determine to buy or sell securities in a client's account and hold them for less than a year. Some of the risks associated with short-term trading that could affect investment performance are increased commissions and transaction costs to the account and increased tax obligations on the gains in a security's value.

**Bond Pricing** – The price of bonds depends in part on the current rate of interest. Rising interest rates decrease the current price of bonds because current purchasers require a competitive yield. As such, decreasing interest rates increase the current value of bonds with associated decrease in bond yield. We may decide to exchange to a lower or higher duration bond or to another asset class due to interest rate risk that could affect investment performance.

**Active Management Risk** – Raub Brock portfolios are subject to the risk that our research and judgment about the attractiveness, value, or potential appreciation of any of our portfolio holdings may prove incorrect. If the securities selected or strategies employed by Raub Brock fail to produce the intended result, portfolios managed by Raub Brock could underperform other with similar objectives and investment strategies. Furthermore, because our process is geared to long term investment, our portfolios are not immune to short term market forces, which could impact any investor who instructs us to sell at an inopportune time.

**Investment Style Risk** – At various stages of the market cycle, speculators tend to gravitate towards highly leveraged investments that are at that time generating high levels of profitability. Because portfolios managed by Raub Brock avoid investing in highly leveraged businesses, they will almost certainly underperform in those types of market environments. In general, Raub Brock portfolios should be expected to underperform anytime high quality investments underperform riskier assets.

**Stock and Bond Market Risk** – Stocks generally fluctuate more than bonds or cash and may decline rapidly over short time periods. There is always the chance that stock prices will decline because stock markets tend to move in cycles, with periods of rising and falling prices. Prices of individual stocks can fall either because of factors related to the underlying business, industry or due to general weakness in the stock market as a whole. With any stock or bond there is a risk of a loss of capital. Clients must accept the risk associated with stock and bond market fluctuations or change to a more appropriate investment portfolio in alignment with their risk tolerance.

**Alternative Asset Classes** – Many alternative investments are illiquid, which means that the investments are difficult to trade. Consequently, such holdings may limit a client's ability to dispose of such investments in a timely manner and at an advantageous price.

**Inflation** – Inflation is the loss of purchasing power through a general rise in prices. If an investment portfolio is designed for current income with a real rate of return of 4% and inflation were to rise to 5% or higher, the account would result in a loss of purchasing power and create a negative real rate of return.

**Reinvestment of Dividends** – An investor can choose to reinvest interest, dividends and capital gains to accumulate wealth. This is an appropriate strategy for a portfolio designed for capital growth. However, the reinvested earnings could result in a lower or a higher rate than was initially earned.

**Mutual Funds with Foreign Asset Holdings** – Any investments in mutual funds that make foreign investments are subject to the uncertainty with changes in the foreign currency value. The client will bear more risk and may earn a substantially higher return or a substantially lower return.

**Margin Trading** – In some cases, and generally only for short term financing considerations, clients may elect to assume a margin balance on their investment account. The client's custodian may require a percentage of assets under management to be pledged as collateral for the margin amount. Clients risk that in a falling market, the pledged collateral will be insufficient to cover a margin call by their custodian. Consequently, all margin decisions are left to the client.

#### **Item 9                    DISCIPLINARY INFORMATION**

Raub Brock has no disciplinary history and consequently, is not subject to any disciplinary disclosures.

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

Raub Brock is an independent investment advisor, unaffiliated with any other financial institution or securities dealer or issuer. We recommend that our clients custody their investment accounts at Charles Schwab & Co., Inc. ("Schwab"), a broker-dealer registered with the Financial Industry Regulatory Authority ("FINRA") and a member of the Securities Investors Protection Corporation ("SIPC"). Although we recommend Schwab, we have no affiliation with Schwab, do not supervise its brokerage activities and are not subject to its supervision.

The Firm has a number of institutional clients to which it provides investment management services. We provide these services to other investment advisors, banks and trusts and third party asset managers. In some cases the firm has entered into formal sub-advisor arrangements.

Although we may refer our clients to other professionals such as attorneys or accountants for estate planning, tax or other matters, neither the Firm nor its principals or employees are affiliated with any law or accountancy firm other than noted above.

**Item 11            CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

As a fiduciary, Raub Brock has a duty to act with utmost good faith and in the best interests of our each of our clients. Our client's entrust us with their funds, which in turn places a high standard on our conduct and integrity. The fiduciary duty is the core principle underlying the Firm's Personal Trading and Code of Ethics policies and procedures, which are designed to ensure that our personnel (i) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in performance of their duties; (ii) at all times place the interests of our clients first; (iii) disclose all actual or potential conflicts; (iv) adhere to the highest standards of loyalty, candor and care in all matters relating to its clients; (v) conduct all personal trading consistent with the Rules and in such a manner as to avoid any actual, potential conflict of interest or any abuse of their position of trust and responsibility; and (vi) not use any material non-public information in securities trading. The Rules establish policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding portfolio holdings information.

Raub Brock, its employees and their immediate families (sometimes collectively "employees") are permitted to buy and sell securities for their personal investment accounts. The Firm has adopted employee personal trading policies and procedures and a code of ethics to govern proprietary (on behalf of the Firm itself) and employee trading practices. Raub Brock's partners, officers and employees are required to report all personal securities transactions on a regular basis. All employees are required to sign a certification agreeing to abide by the Firm's code of ethics.

Employees may trade in the same securities traded for clients. However, it is our policy not to give preference to orders for personnel associated with the Firm regarding such trading. Employees may personally invest in the same securities that are purchased for client trading accounts and may own securities that are subsequently purchased for client accounts. From time to time, trading by employees in particular securities may be restricted in recognition of impending investment decisions on behalf of clients. If a security is purchased or sold for client accounts and employees on the same day, either employees pay or receive the same price as the client account, or the client account receives the more favorable price. If purchased or sold on different days, it is possible that the Firm and/or employees' personal transactions might be executed at more favorable prices that were obtained or clients.

Employees may buy or sell different investments, based on personal investment considerations, which the Firm may not deem appropriate to buy or sell for clients. It is also possible that employees may take investment positions for their own accounts that are contrary to those taken on behalf of clients. Employees may also buy or sell a specific security for their personal account based on personal investment considerations aside from company or industry fundamentals, which are not deemed appropriate to buy or sell for clients. This can occur when securities that are not suitable for clients at the time of purchase (e.g., speculative stocks, micro-cap stocks, penny stocks), are purchased by employees. If these securities subsequently appreciate, these personal transactions could be viewed as creating a conflict of interest.

Conversely, employees may liquidate a security position that is held both for their own account and for the accounts of Firm clients, sometimes in advance of clients. This occurs when personal considerations (i.e., liquidity needs, tax-planning, industry/sector weightings) deem a stock sale necessary for individual financial planning reasons. If the security subsequently falls in price, these personal transactions could be viewed as a conflict of interest.

A copy of Raub Brock's employee trading policies and code of ethics is made available to clients and prospective clients upon request.

## **Item 12            BROKERAGE PRACTICES**

### **RECOMMENDATION OF SCHWAB AS CUSTODIAN AND EXECUTING BROKER**

Raub Brock recommends that clients establish brokerage accounts with Schwab to maintain custody of clients' assets and to effect trades for their accounts. Schwab is independently owned and operated and not affiliated with Raub Brock and does not supervise or otherwise monitor Raub Brock's investment management services to its clients. Schwab provides Raub Brock with access to its institutional trading and custody services, which typically are not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets is maintained in accounts at Schwab, but are not otherwise contingent upon Raub Brock committing to Schwab any specific amount of business (in the form of either assets in custody or trading). Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institution investors or would require a significantly higher minimum initial investment.

Schwab also makes available to Raub Brock other products and services that benefit Raub Brock but may not benefit its clients. Some of these other products and services assist Raub Brock in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Raub Brock ' fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Raub Brock's accounts, including accounts not maintained at Schwab. Schwab also makes available to Raub Brock other services intended to help Raub Brock manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services to Raub Brock by independent third parties. Schwab may discount or waive fees it otherwise would charge for some of these services or pay all or a part of the fees of a third-party providing these services to Raub Brock.

Raub Brock's recommendation that clients maintain their assets at Schwab may be based in part on the benefit to Raub Brock of the availability of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.



## **BEST EXECUTION**

Raub Brock is not obligated to obtain the best net price or lowest brokerage commission on any particular transaction. Rather federal law requires investment managers to use their reasonable best efforts to obtain the most favorable execution for each transaction executed on behalf of client accounts.

For Individually Managed Client Accounts: In selecting broker-dealers, Raub Brock's primary objective is to obtain the best execution. Expected price, giving effect to brokerage commissions, if any, and other transaction costs, are principal factors, but the selection also takes account of other factors, including the execution, clearance and settlement capabilities of the broker-dealer, the broker-dealers willingness to commit capital, the broker-dealers reliability and financial stability, the size of the particular transaction and its complexity in terms of execution and settlement, the market for the security, the value of any research and other brokerage services provided by the broker-dealer, and the cost incurred by placing prime brokerage trades in client accounts.

Based upon an evaluation of some or all of these factors, Raub Brock may execute client trades through broker-dealers that charge fees that are higher than the lowest available fees. Raub Brock may select broker-dealers whose fees may be greater than those charged for similar investments if Raub Brock determines that brokerage services and research materials provided by that broker-dealer warrant the payment of higher fees.

Raub Brock reviews transaction results periodically to determine the quality of execution provided by the various broker-dealers through whom Raub Brock executes transactions on behalf of clients.

For Sub-advisory Services to Institutional Clients Sponsoring Wrap Fee Programs: As described above in Item 4, certain of the Firm's institutional clients provide their underlying clients access to the Model Portfolio through wrap fee programs using the Lockwood Advisors, Inc., wrap program platform. Through an arrangement between Lockwood and Pershing, LLC, wrap program participants' assets are custodied with Pershing and Pershing executes all securities trades in the participant accounts. Because of the contractual arrangements between Lockwood and Pershing, Raub Brock is required to execute all wrap participants' trades through Lockwood/Pershing and is unable to seek different or better trade execution, if any were available, from any other executing broker-dealer. Thus, by the terms of the Lockwood/Pershing platform, wrap fee program sponsors commit their participants to trade executions by Pershing and Raub Brock's ability to obtain best execution is thereby limited.

## **SOFT DOLLAR ARRANGEMENTS AND POTENTIAL CONFLICTS**

Although not currently a party to any formal arrangements, Raub Brock may in the future enter into agreements whereby an executing broker-dealer, including Schwab might provide or purchase on its behalf, brokerage services or research products (known as "soft dollar" products or services).

"Soft dollars" refers to the use of brokerage commissions on client trades to pay for the soft dollar research or brokerage services received. Soft dollar research and services may include among others, economic and market information, portfolio strategy advice, proxy voting services, industry and company comments, technical data, recommendations, research conferences, general reports, periodical subscription fees, consultations,

performance measurement data, on-line pricing, news wire charges, quotation services, computer hardware and software. Because many of these services would benefit Raub Brock in conducting its advisory business, and because the soft dollars used to acquire them would be assets of its clients (in the form of commissions), Raub Brock might be considered to have a conflict of interest in allocating client brokerage business, in light of a potential incentive to effect more transactions than it might otherwise in order to obtain those benefits.

If Raub Brock ever accepts soft dollar services and research, the Firm's policy would be to limit soft dollar arrangements to those falling within the safe harbor of Section 28(e) of the Securities and Exchange Act of 1934, as amended. Only *bona fide* research and brokerage products and services that provide assistance to Raub Brock in the performance of its investment decision-making responsibilities would be permitted. Raub Brock would, among other things, assure that commissions paid are reasonable in light of the value of the brokerage and research services acquired. The "safe harbor" protects the use of client soft dollars even when the services and products are used in making and implementing investment decisions and transactions for other clients.

Occasionally, Raub Brock may be the recipient of unsolicited discounts on software and other services. The discounts are generally offered to all firms who fit a common profile and we are not offered such discounts because of a particular event or request. Such discounts are accepted with the intent to benefit all clients and their value is not considered in the process of selecting securities to purchase for client accounts.

#### **AGGREGATION OF TRADES AND POTENTIAL CONFLICTS**

Raub Brock may combine transaction orders on behalf of multiple clients and allocate the securities or proceeds on an average price basis among the various participants in the transactions. Raub Brock and/or its associated persons may participate in such aggregated orders.

While we believe that aggregating orders should be advantageous to all participants over time, in any particular case the average price could be less advantageous to any given client than if such client had executed the transaction alone or had completed its transaction before the other participants. Also, there may be circumstances in which transactions on behalf of Raub Brock or its associated persons may not, under certain laws and regulations, be combined with those of some of our other clients. In such cases, neither Raub Brock nor any associated person effect transactions in a security on the same day as clients until after the clients' transactions have been executed.

When orders are aggregated, the price paid by each account is the average price of the order. Transaction costs are allocated to each client by the client's custodian according to the client's custodial agreement. It is our policy that trades are not allocated in any manner that favors one group of clients over another over time. Client transactions may be aggregated according to custodian in consideration of "trade away" charges that may be imposed if trades are directed to a non-custodial broker-dealer for execution. Aggregated trades placed with different executing brokers may be priced differently.

#### **ALLOCATION OF OPPORTUNITIES AND POTENTIAL CONFLICTS**

Because we manage more than one client account, there may be a conflict of interest related to the allocation of investment opportunities among all accounts managed by the

Firm. We attempt to resolve all such conflicts in a manner that is generally fair to all of clients over time. We may give advice and take action with respect to any of our clients that may differ from advice given or the timing or nature of action taken with respect to any other client based upon individual client circumstances. It is our policy, to the greatest extent practicable, to allocate investment opportunities over a period of time on a fair and equitable basis relative to all clients. The Firm is not obligated to acquire for any client account any security that the Firm or its owners, officers, employees or affiliated persons may acquire for their own accounts or for the account of any other client, if in the discretion of the portfolio managers, based upon the client's financial condition and investment objectives and guidelines, it is not practical or desirable to acquire a position in such security for that account.

#### **DIRECTED BROKERAGE**

In a limited number of cases, clients may direct Raub Brock to place all orders for securities transactions with a specific broker-dealer (directed brokerage). In these cases, Raub Brock is not obligated to, and will generally not solicit competitive bids for each transaction or seek the lowest commission rates for the client. As such, the client may pay higher commission costs, higher security prices and transaction costs than it otherwise would have had it not directed Raub Brock to trade through a specific broker. In addition, the client may be unable to obtain the most favorable price on transactions executed by Raub Brock as a result of Raub Brock's inability to aggregate/bunch the trades from this account with other client trades.

Furthermore, the client may not be able to participate in the allocation of a security of limited availability (such as an IPO), if those new issue shares are not provided by the client's directed broker or dealer. In addition, Raub Brock may not execute securities transactions with client-directed brokers until non-directed brokerage orders are completed. Accordingly, clients directing brokerage may not generate returns equal to clients that do not direct brokerage.

Due to these circumstances, there may be a disparity in commission rates charged to a client who directs Raub Brock to use a particular broker and performance and other differences from other similarly managed accounts. Clients who direct brokerage should understand that similar brokerage services may be obtained from other broker-dealers at lower costs and possibly with more favorable execution.

#### **TRADE ROTATION PRACTICES**

The Dividend Growth Portfolio equity strategy (again, for our institutional clients, the Model Portfolio) is the Firm's predominant investment strategy for all of its clients, with certain variations adopted for the Firm's individual private clients based upon individual financial goals and tolerances. Periodically, in response to research and market conditions, the Firm updates and refines the strategy/Model Portfolio. For its individual private clients that follow the strategy and for certain SMA and wrap fee program participants, the Firm will execute securities trades to implement the updates. For other SMA and UMA institutional advisors, notice only of the updates is provided through electronic updates to the Model Portfolio on an automated institutional platform or via email.

In an effort to prevent the underlying participants of any institutional advisor, or the Firm's individual private clients from being disadvantaged over time, the Firm has adopted a

randomized trade rotation protocol that rotates the order in which notice of the strategy/Model Portfolio updates is provided, or updating trade executions are made. In this regard, Raub Brock trade staff maintains an internal spreadsheet listing the participating executing brokers for all clients and which automatically randomly rotates through the list with each strategy/Model Portfolio update to determine which broker will be first for notice of the model update or any actual trade executions.

For those institutional advisors that are provided notice only (and not also trade execution) of updates, Raub Brock has no control over when such advisors will implement the model changes through actual trade executions that they enter on behalf of their underlying clients. It is possible that although any group of notice-only investment advisors is first in the rotation to receive notice of updates, the accounts managed by such notice-only advisers may enter their trade executions after Raub Brock has executed trades for other institutional or individual clients and for the Firm's individually managed accounts. Consequently, because it has no control over when an institutional investment advisor will implement changes to the Model Portfolio on behalf of its underlying clients, Raub Brock cannot guarantee that such underlying clients will receive prices as favorable as any other client following the strategy/Model Portfolio. Purchases and sales of securities by any individual or institutional account managed by Raub Brock may have an adverse effect on the price or availability of securities identified from time to time in the strategy/Model Portfolio, and Raub Brock is not precluded by reason of such adverse effect or possible adverse effects, from effecting such purchases, sales or recommendations for any individual account managed by the Firm.

#### **Item 13            REVIEW OF ACCOUNTS**

All individually managed client accounts are reviewed by Richard H. Alpert, the Firm's portfolio manager, for consistency with the client's investment policy statement which details the client's investment objectives, risk tolerance, assets and liabilities and investment restrictions, if any. The portfolio managers monitor client portfolios and holdings as part of an ongoing process that tracks asset class allocations, cash allocations and other account factors. Periodic allocation adjustments may be required due to client investment guideline changes, client deposits and withdrawals and significant life changes for the client (births, deaths, marriage, divorce, etc.) Additionally, client accounts are reviewed in response to changes in the financial markets and/or changes in the Firm's investment strategy.

Clients receive reports at least quarterly, summarizing portfolio holdings, asset allocations and portfolio performance. Investment commentary is included as the Firm deems appropriate in the form of a newsletter. In addition, clients receive transaction confirmations and a monthly account statement from the custodian of their account.

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

Raub Brock does not pay referral fees to any third party firm or individual for recommending the Firm to prospective clients. We do not direct brokerage transactions to any broker-dealer in exchange for receiving client referrals from that broker-dealer.

Neither the Firm, nor its employees are paid referral fees by any third party for referring clients to their businesses. Firm employees are not paid "sales awards" or other prizes for referring clients to the Firm.

## **Item 15 CUSTODY**

Raub Brock does not maintain physical custody of client funds or securities. Clients are required to set up their investment accounts with a "qualified custodian," namely a broker dealer, bank or trust company. Raub Brock is unable to take even temporary possession of client assets for the purpose of transferring them to the client's account. Each client has a direct relationship with their custodian and is responsible for making deposits to and withdrawals from their account as necessary. The Firm is given the authority to receive payment of its management fees directly from the account, but it is not authorized to make any other withdrawals or to transfer money out of the account to a third party.

### **Disclosures Related to Custodians**

The Schwab Advisor Services Division of Schwab acts as custodian and executing broker-dealer for Raub Brock clients. Schwab is independently owned and operated and not affiliated with Raub Brock and does not supervise or otherwise monitor our investment management services to our clients.

For Raub Brock client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into client accounts that are held with Schwab. In most cases, trade executions for client accounts custodied at Schwab are made by Schwab to avoid "trade away" charges otherwise imposed for trades executed at other broker-dealers. In cases where a desired security is not available for purchase or sale through the custodial broker, and in light of our best execution evaluation, certain executions may be made at a different broker-dealer.

Schwab sends account statements directly to the client (or to an independent third party representative designated by the client), no less than monthly, showing all funds and securities held, their current value and all transactions executed in the client's account, including the payment to Raub Brock of its investment management fees.

## **Item 16 INVESTMENT DISCRETION**

Clients appoint Raub Brock as their investment advisor and grant full trading and investment authority over their assets at the time they establish their investment accounts. Subject to the Firm's investment strategy and the client's investment objectives, our portfolio managers are given full discretion to determine:

- Types of investments;
- Which securities to buy;
- Which securities to sell;
- The timing of any buys or sells;
- The amount of securities to buy or sell; and
- The broker-dealer to be used in the transaction; and

This discretion may be limited by client investment guidelines and by any investment restrictions set by the client. Where possible, the Firm negotiates the commission rates at which transactions for client accounts are effected, with the objective of attaining the most favorable price and market execution for each transaction.

Client securities transactions generally are executed through the custodian of the client's account to avoid "trade away" fees for trades that are executed at other broker-dealers. In some cases, a particular security may be not be available through the client's custodian or available only under execution parameters or at an overall cost that makes the use of an alternative executing broker more advantageous for that transaction. In such cases, the portfolio managers have the discretion to select the broker to execute the trade.

#### **Item 17            VOTING CLIENT SECURITIES**

It is Raub Brock general policy not to vote proxy solicitations or shareholder actions received on behalf of clients related to the securities held in the client's account. Unless otherwise agreed to with the client, all such solicitations are forwarded to client by the client's custodian upon receipt of a client request. Under certain circumstances, the Firm may agree to vote proxy solicitations or shareholder actions on behalf of an institutional advisor requesting that it do so. In these limited cases, the Firm has adopted proxy voting guidelines which it follows in voting such matters. Any client wishing to review our proxy voting policies in full may request a copy.

#### **Item 18            FINANCIAL INFORMATION**

Raub Brock does not require or solicit prepayment of its management fees from clients six months or more in advance. There are no adverse conditions related to the Firm's finances that are likely to impair our ability to meet our contractual commitments to our clients. The Firm has never been the subject of a bankruptcy filing.