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**FORM ADV PART 2 APPENDIX 1
WRAP FEE PROGRAM BROCHURE**

This wrap fee program brochure provides information about the qualifications and business practices of Fieldpoint Private Securities, LLC. If you have any questions about the contents of this brochure, please contact us at 203-682-6550. 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 Fieldpoint Private Securities, LLC is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Fieldpoint Private Securities, LLC is 18975.

Fieldpoint Private Securities, LLC is an SEC Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

A copy of this Wrap Fee Program Brochure, as well as Fieldpoint Private Securities' Firm Brochure, may be downloaded from the Securities and Exchange Commission website (www.sec.gov), or may be requested by contacting the firm by phone (203-682-6550) or e-mail (hkummerfeld@fieldpointprivate.com).

Item 2 Material Changes

No material changes are being reported in this Firm Brochure.

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Item 4 Services, Fees and Compensation

4.1 Nature of Wrap Services

Fieldpoint Private Securities, LLC ("FPS"), a wholly-owned subsidiary of Fieldpoint Private Bank & Trust ("FPBT"), provides certain investment advisory services that are offered through a wrap program. FPBT's investment process, strategies and capabilities are combined with FPS' investment advisory, brokerage and operational services to deliver a total investment solution to clients under a wrap fee arrangement.

The services described herein are provided by FPS in conjunction with Pershing LLC ("Pershing"), an independent clearing firm and custodian, as well as other registered broker/dealers as we may select from time to time. FPS and Pershing are registered broker/dealers and members of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Pershing is also a member of the New York Stock Exchange and provides clearing and custody services. FPS is also an SEC-registered investment adviser.

FPS provides, either directly or through its clearing firm/custodian, the following managed account services to its clients:

- Reviewing clients' investment objectives and goals as identified by the client.
- Creating asset allocation strategies in accordance with the client's investment objectives.
- Identifying investment strategies.
- Suggesting specific investment allocations.
- Due diligence screening of third party asset managers and other investment vehicles appropriate for the FPS platform.
- Admitting asset managers/vehicles to, and deleting asset managers/vehicles from, the FPS platform.
- Reporting and reviewing the performance of certain asset managers and investment vehicles on the platform.
- Reporting progress toward the client's investment goals.
- Suggesting certain periodic rebalancing and investment plan adjustments.
- Providing access to clearing, custody, and other brokerage services through Pershing (or any other equally qualified broker-dealer approved by the Firm).
- Providing securities transaction execution through Pershing (or other equally qualified broker-dealers approved by the firm), introduced by FPS.
- Providing statements and confirmations of all transactions through Pershing or such other custodian as may be used at the direction of a client.
- Providing account statements of activity executed through Pershing (or other equally qualified broker-dealers approved by the firm).
- Acting as an investment adviser for certain discretionary managed products described below.
- Maintaining information about asset managers' investment styles.

- Sending fee payments to asset managers on behalf of clients.
- Providing access to daily and quarterly investment performance reports online and/or by hard copy.

FPS provides access to separately managed accounts (“SMAs”) and other products offered by third-party money managers, such as limited partnerships and mutual funds. In such arrangements, although the third party manager may make investment decisions for the client’s portfolio on a discretionary basis, the relationship between the client and FPS may be either discretionary or non-discretionary, depending on the nature of the Advisory Services Agreement entered into by the client with FPS. If you choose a fully non-discretionary advisory arrangement with FPS, you will be consulted, and your authorization will be required, prior to the investment of any assets with a third party manager.

In the wrap fee program, investment advisory services are provided to you by selecting one or more third party (i.e., unaffiliated with FPS) investment advisory firms or vehicles (known as “Asset Manager,” or “Manager”) that have been approved for the FPS platform and that is/are suitable for you, based on certain pre-established criteria designed to meet your financial goals. An FPS employee will assist you in completing all the appropriate documentation, such as a client profile, to establish your financial objectives and risk tolerance threshold. FPS reviews your investment and financial objectives, as well as suitability of the style and Manager selected to manage your account. FPS then opens a brokerage account for purposes of providing securities transaction execution and custody through a FINRA member broker/dealer, such as Pershing, facilitates performance reporting and one or more of the other services described above.

The third party asset managers will typically manage your account on a discretionary basis, unless another arrangement is made. (As noted above, where you are referred to a third party manager who exercises discretion, your relationship with FPS may nonetheless be considered non-discretionary.) In a discretionary relationship, you authorize the portfolio manager to make all investment decisions for your account, without the need to consult with you prior to effecting, nor obtain your prior instructions or approval for, each transaction. In a non-discretionary relationship, investment decisions are made in consultation with you and with your approval, and you retain control over the investment selection process.

4.2 Wrap Program Fees

The wrap fee program is available for a fee that is based on a percentage of the total assets under management in your FPS relationship (“Asset-Based Fee”). This is designed to cover payment for all services described throughout this Brochure for one fee, including investment advice, transaction execution, clearing and custody, and also covers any compensation required to be paid to a third party Asset Manager.^{1, 2}

¹ For purposes of fee calculation, investments in private equity are valued based on the dollar amount of the client’s committed investment in each such vehicle until the conclusion of the commitment period, which value is aggregated with the total value of all other advisory assets. After the conclusion of the commitment period, the investment’s fair market value as provided by the general partner is used for fee calculation purposes.

² For purposes of fee calculation, investments in private equity are valued based on the dollar amount of the client’s committed investment in each such vehicle until the conclusion of the commitment period, which value is aggregated with

The Asset-Based Fee varies depending on various factors, including the amount of compensation paid to the third party Asset Manager, and generally does not exceed 1.75%. The compensation paid to third-party Asset Managers represents a percentage of the Asset Based Fee, and customarily ranges from .15% -.75%. There are circumstances under which we may negotiate a lower or higher payout rate with respect to a third party Asset Manager. Where a client is asked to pay more than a 1.75% Asset-Based Fee, it must be agreed to in a written amendment to the client's Advisory Services Agreement with FPS.

All wrap fee accounts are billed quarterly in advance based on aggregated assets under management in the client's portfolio at the end of the immediately preceding quarter. Accounts that are terminated under normal circumstances intra-quarter receive a pro-rata reimbursement of all unearned fees.

4.3 Cost of Services When Provided Separately

Instead of paying the single fee under FPS' wrap fee program, you could purchase the applicable services separately, paying a fee for each service. To this end, the bundled services provided under the wrap fee program may cost you more or less than if purchased separately. It is important that you carefully consider and understand the differences in how you would be charged under each approach so that you may make an informed decision as to which is best for you.

4.4 Additional Fees That May be Incurred

While the Asset-Based Fee described above represents the only fee you pay to FPS in connection with your participation in the wrap fee program, you may pay certain other fees and ancillary costs. Such fees might include charges to your account by the custodian to settle each transaction, overdraft charges, or charges for filing and pursuing a class action claim relating to one of your portfolio holdings. Also, mutual funds, ETFs and alternative funds, such as hedge funds, have their own operating costs that are charged to each underlying investor on a pro-rata basis. Among the operating expenses is another layer of Asset Based Fees that the third party manager charges the investment vehicle, which is filtered through to all investors. Many mutual funds charge a "12b-1 fee" based on a percentage of your assets invested in the fund, which is used to defray marketing and other distribution expenses of the adviser and/or distributor on behalf of the mutual fund. Alternative funds, *e.g.*, hedge funds, private capital funds, venture capital funds, etc., charge, in addition to a management fee, an incentive fee that is based on performance. This incentive fee can be 10% to 20% of the profits of the fund, and in some instances higher.

FPS does not receive, participate in the collection of, or otherwise benefit from any of the additional fees described above. The only compensation received by FPS is the Asset-Based Fee described above.

the total value of all other advisory assets. After the conclusion of the commitment period, the investment's fair market value as provided by the general partner is used for fee calculation purposes.

4.5 Performance-Based Fees and Side-By-Side Management

FPS does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of a clients' assets).

FPS does not engage in side-by-side management of mutual funds and hedge funds.

4.6 Compensation to Individuals Recommending the FPS Wrap Fee Program

The FPS employee recommending and/or advising the client in connection with the wrap fee program receives compensation as a result of the client's participation in the program. This creates an apparent conflict of interest if such individual's compensation could have been lower had the client purchased the services separately. However, we believe the potential conflict is mitigated because the compensation paid is based on a formula that is consistent across all FPS programs available to the client.

FPS provides discretionary and non-discretionary investment advisory services to its clients. In either situation, the individual managing the client's account may be a registered representative of FPS.

Item 5 Investment Policy Statement

For each wrap fee account established at FPS, an Investment Policy Statement (“IPS”), designed to reflect the individual investment objectives and financial goals of the client, is created through a consultative process between the client and his/her FPS Adviser. In a non-discretionary advisory relationship, we then advise each individual client portfolio in accordance with the IPS by recommending one or more of the FPS-approved Asset Managers, with the client ultimately choosing whether to follow the recommendation. The third party managers on FPBT’s platform may invest in all types of securities, such as equities, fixed income, derivatives, mutual funds, ETFs and alternatives funds and other securities, as appropriate for the client. If a client enters into a discretionary Advisory Services Agreement with FPS, FPS may also provide direct portfolio management (i.e., without the use of a third party Manager) by selecting individual securities, such as equity, fixed income, mutual funds, ETFs and alternative investments. In a discretionary relationship, FPS may effect transactions, including purchasing and selling securities and selecting third party managers, without the client’s separate authorization for each transaction.

Clients may request reasonable restrictions on the securities that may be held in their portfolios, and may also request that certain securities be included in their portfolios. Requested restrictions will be accepted, provided that, in our opinion, such restrictions are reasonable and would not unduly interfere with the provision of investment advisory services necessary to facilitate achievement of the client’s goals. Third party managers will also be consulted about their agreement/ability to accept requested restrictions. If it is determined that any requested restriction cannot be accepted, the client will be so notified so as to have the opportunity to restate the restriction or choose a different investment option. Where a client requests that an investment not recommended or researched by FPS be maintained in their advisory portfolio, FPS, at its discretion, will determine whether or not to approve the request. In the event that the request is approved, FPS will factor the investment into its advice regarding the overall portfolio, but generally will not provide advice on the individual investment itself. However, the value of the position in the security will be factored into the calculation of the asset-based fee charged to the client.³

Our advisory services include all the other services described above, such as execution of securities transactions through an unaffiliated broker⁴ and custody of client assets with unaffiliated qualified custodians (as defined in SEC Rule 206(4)-2 under the Investment Advisers Act of 1940), etc.

³ Generally, FPS does not permit individual securities (e.g., equities, bonds, etc.) to be held in non-discretionary advisory accounts.

⁴ FPS is an introducing broker, meaning that it directs transactions to a third-party broker for execution. As discussed above, Pershing LLC generally acts as FPS’ executing broker, although FPS may direct transactions for execution by other equally-qualified independent brokers that have been approved for use.

Item 6 Account Requirements and Types of Clients

Client portfolios in FPS' wrap-fee program are advised by FPS Investment Advisor Representatives, who handle the portfolios in accordance with their clients' Investment Policy Statements and other requirements of the program, as described herein.

FPS provides investment advisory services mainly to individuals, trusts, foundations, tax-qualified retirement plans, corporations and partnerships.

Minimum Account Size

For initial acceptance into the wrap fee program, the minimum account size is \$100,000. If an account balance has declined to \$75,000 at the end of a calendar quarter, whether due to withdrawals or a decline in market value or a combination of these factors, funds or assets must be added to the account to bring it up to the minimum, or FPS may require termination of the wrap account. FPS may determine, in its sole discretion, not to enforce this requirement at a quarter-end for a given account. Even if we determine not to enforce this requirement at a particular time for a particular account(s), we may ultimately decide to enforce the requirement at other times for such account(s) at our sole discretion. Also, if a client maintains multiple accounts in the wrap fee program, the fact that the requirement described in this paragraph is not enforced at a particular time for any single account will not prevent FPS from enforcing for other accounts maintained by the client.

FPS may, at its sole discretion, increase the minimum account size for acceptance of an account into a wrap fee program. FPS also has sole discretion whether to accept an account into a wrap fee program, regardless of size.

Unaffiliated Investment Advisers and Independent Advisers

The minimum account size accepted by some of the third party managers on the FPS platform may be higher than FPS'. In such circumstances, the third party manager's minimum amount will be required in order to establish and maintain the wrap account.

Item 7 **Methods of Analysis, Investment Strategies and Risk of Loss**

By virtue of longevity, the chief market threat to a wealth portfolio's spending power is the destructive force of rare, historic tail-risk events including recessions and episodes of inflation or deflation. It is our responsibility to help our clients protect themselves from the full impact of these events.

Over time, our effective application of risk management may prove to be *the most important source of alpha*. At Fieldpoint Private, we direct every element of our investment edge, philosophy, process, execution, and intellectual will toward this objective.

Fieldpoint Private employs the following methods of analysis:

- Set capital market expectations
- Construct strategic asset allocation models (policy benchmarks)
- Third party manager research and due diligence
- Account aggregation and performance reporting

7.1. **Capital Market Expectations**

The firm analyzes macro events to improve risk management and long-term performance of client portfolios. We utilize a systematic, research-based approach to study the historical economic patterns and shifts in government policy in an attempt to identify trends and capture important signals that may affect trends in economic growth and inflation.

We use prevailing market prices and valuations to determine implied growth rates and inflation expectations and place those findings in an historical perspective across different economic cycles.

We link macroeconomic and capital market research to portfolio advice through the development of proprietary, forward-looking capital market expectations (CMEs). CMEs are an input to our asset allocation process. Experience is required in developing effective CMEs. CMEs should be (i) unbiased, objective and well researched, (ii) efficient (low forecasting errors), and (iii) consistent. We set CMEs over a 7-year horizon with a goal of capturing a full economic, business and market cycle.

Fieldpoint Private sets CMEs using a variety of statistical methodologies and measures previously formed expectations against actual results.

7.2. Asset Allocation

Fieldpoint Private utilizes a risk-budgeting approach to strategic asset allocation designed to deliver a pre-defined level of portfolio volatility. The process solves for risk diversification first, and then allocates the capital. This places less emphasis on market forecasting and more emphasis on downside protection by allocating and diversifying risk factors. In other words, while traditional asset allocation approaches target returns and allocate capital, FP's approach targets volatility and allocates risk.

Each asset class has unique risk characteristics including factor beta exposures to key macroeconomic factors (growth, inflation, interest rate risk, and credit risk). Asset classes also have a unique historical range of price volatility. The modeling process optimizes the factor beta exposures while constraining or solving for the pre-defined targeted volatility. Risk optimization determines the asset mix and forms the strategic asset allocation mix.

The model's strategic mix changes when Fieldpoint Private alters its capital market expectations (CMEs). We apply tactical tilts to asset classes based on prevailing valuation, momentum, and volatility conditions.

7.3 Manager Research & Due Diligence

Fieldpoint Private expresses models and strategic asset allocation portfolios using a combination of active and passive third party investment strategies. These strategies may include separately managed accounts, limited partnerships, mutual funds and exchange traded funds. Certain direct investment opportunities may be available for qualified clients. Certain discretionary accounts may express asset allocations with individual equity, credit, and Treasury securities.

In choosing a third-party manager for a client's portfolio, FPS generally utilizes the investment framework and philosophy of Fieldpoint Private's Office of the Chief Investment Officer ("CIO") for analysis, investment strategies and risk management.

The Fieldpoint Private Research team conducts screening, due diligence and ongoing research of third party investment strategies. An investment strategy or vehicle may be recommended to a client portfolio only if it has passed the manager research process and been added to the firm's Focus List or Approved List.

Fieldpoint Private uses an in-depth vetting process and consistent criteria to help decide when to recommend hiring or replacing a money manager. This due diligence process allows Fieldpoint Private to identify money managers whose unique style, perspective, and record of accomplishment represent an appropriate fit for clients' investment needs. In choosing any manager, the overarching goal is to find attractive investment opportunities and strategies consistent with clients' need for capital preservation, growth, and/or liquidity.

The manager selection framework includes five core elements:

- **Matching Asset Allocation Sleeves:** Fieldpoint Private's Director of Research works closely with the CIO to identify core and satellite (i.e., opportunistic) sleeves to be matched with the Fieldpoint Private asset allocation models.
- **Sourcing new managers:** Fieldpoint Private sources new managers through proactive screening, and recommendations from various sources. Priority is given to managers that may fit openings in the asset allocation models
- **Manager investment due diligence:** ensures new or existing managers meet Fieldpoint Private's qualitative and quantitative standards
- **Manager operations due diligence:** ensures manager internal controls and safeguards meet Fieldpoint Private's standards
- **Monitoring:** ongoing assessment of manager performance and consistency with their stated strategy

To maintain objectivity, Fieldpoint Private does not accept platform fees, marketing allowances, or any other form of compensation from outside investment managers wishing to gain access to Fieldpoint Private's investment platform and clients.

7.4. Performance Reporting

Fieldscope Performance Reporting™ takes the frustration and time-consuming duties out of the performance reporting process. We retrieve and reconcile clients' investment accounting data on a daily basis. Electronically, we acquire data from multiple accounting systems, custodians, and platforms to allow Advisors and clients a comprehensive view of portfolio performance. No manual data entry is necessary. After receiving the data, we reconcile it to ensure clients and Advisors receive accurate investment performance calculations.

7.5 Risk of Loss

There is no guarantee that recommended investments or the investment strategies discussed herein will be successful. Investing in securities involves the risk of losing money, and clients should be prepared to bear the loss of all or a significant portion of their invested money.

Item 8 Client Information Provided to Third Party Managers

The information we communicate to a third party manager is comprised of the client's individual investment objectives and financial goals; it is conveyed by providing a copy of the Investment Portfolio Statement (or similar statement of objectives), the investment model selected for the account, and any applicable information provided during the account opening process. We provide the manager with updated information as we become aware of such.

Item 9 Client Contact with FPS Advisors and Third Party Managers

We do not place any restrictions on access to clients' access to information regarding their advisory relationship with FPS. Clients may confer with FPS advisers at any time that may be mutually convenient within or outside of regular business hours. If a client wishes to contact and consult with an outside portfolio manager, our advisers use their best efforts to arrange the contact and/or consultation. Independent asset managers have their own separate policies regarding how and how often they may communicate with clients. We have no control over the policies of these unaffiliated managers.

Item 10 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and personnel have no reportable disciplinary events to disclose.

Item 11 Other Financial Industry Activities and Affiliations

FPS is a wholly-owned subsidiary of Fieldpoint Private Bank and Trust, a national thrift organization. FPS is also affiliated, and under common control, with Fieldpoint Private Advisors, Inc., an SEC- registered investment advisor. Fieldpoint Private Advisors is not on FPS' platform as a third-party manager.

With respect to FPS, Fieldpoint Private Bank & Trust and Fieldpoint Private Advisors are collectively referred to as the "Related Companies."

Where appropriate, FPS and its employees may recommend the various services of the Related Companies to our advisory clients. The Related Companies and their employees may also recommend the advisory services of our firm to their clients. The services provided by the Related Companies are separate and distinct from FPS's advisory services, and are provided for separate and/or additional compensation. There may also be arrangements between FPS and the Related Companies where FPS and/or the Related Companies and their employees receive payment in exchange for client referrals. (Note that no such arrangements exist as of the date of this Brochure.) No FPA client is obligated to use the services of any of the Related Companies.

In addition to being a registered investment advisor, FPS is a registered securities broker-dealer, and most of our investment advisor representatives are also registered representatives for securities business. All of our management persons are also registered representatives for securities business.

FPS is licensed to sell life insurance products, and many of our associated persons are also licensed as insurance producers in certain states. The insurance business is not actively pursued by FPS. FPS considers its registrations and licenses in multiple business lines to broaden the potential scope of engagements with its clients. Different products may have differing levels of compensation. If more than one product might address a client's financial needs, FPS has an incentive to recommend the product with higher compensation for FPS.

FPS does not believe that being an Investment Advisor, registered securities broker and insurance agent creates a material conflict of interest with clients.

Item 12 Conflicts of Interest

12.1 Philosophy

FPS endeavors to offer its clients an investment advisory program that at all times emphasizes the practice of putting the best interests of its clients ahead of the Firm's and its Advisors', and that minimizes the likelihood of conflicts of interest that might interfere with this philosophy. To this end, FPS:

- Does not develop, market or recommend to clients any proprietary investment products.
- Does not accept "program fees" or any other compensation from outside investment managers for access to FPS' advisory platform or featured placement on its menu of available products.
- Does not accept 12b-1 marketing/distribution fees from mutual funds held in clients' advisory accounts.⁵

12.2 Specific Conflicts and Mitigating Factors

- A number of mutual funds researched and recommended by FPS are included in Pershing LLC's FundVest program, in which FPS participates. Such funds pay a fee to Pershing for inclusion in FundVest, and, where FPS clients invest in such funds, FPS, pursuant to its agreement with Pershing, receives a percentage of the aggregate revenue received by Pershing from such fees. This creates a conflict in that receipt of such revenue could create an incentive for FPS to recommend FundVest funds to clients over other funds. However, for purposes of evaluating which mutual fund(s) among those on the firm's Focus List should be recommended for a client's account, no distinction is made between those that participate in the FundVest program and those that do not; in fact, advisors are not made aware of which funds participate in FundVest. All recommendations are carefully evaluated by the advisors as to their suitability based only on the client's specific objectives and circumstances, and their advantages and disadvantages as compared with other mutual funds on the Focus List. Presently, the share of Pershing's FundVest revenue received by FPS is *de minimis*, amounting to approximately \$300 per month, evidencing the fact that participation in FundVest has not been, and is not, a factor in either determining a fund's appropriateness for inclusion in the Focus List or in making recommendations to clients.
- FPS participates in a program whereby excess cash in clients' advisory accounts is swept to an omnibus account maintained by Pershing LLC, FPS's primary custodian, at Bank of New York Mellon, Pershing's intermediary bank. An amount equivalent to the aggregate amount of such cash swept each day is then transferred to omnibus money market accounts at FPS's parent bank and other banks unaffiliated with FPS. Pursuant to its

⁵ In the event that FPS receives 12b-1 fees from a mutual fund held in a client's advisory account, such payment is rebated to the client's account.

overall custodial agreement with Pershing LLC, FPS receives a percentage of fees received by Pershing LLC in connection with applicable cash swept to money market accounts at *unaffiliated* banks under the program. Such fees are paid to Pershing directly by the money market company and are not deducted from client accounts, and do not represent 12b-1 fees earned by FPS. FPS does not receive a share of any fees paid to Pershing LLC by the money market company relating to cash swept to the omnibus account at FPS's parent bank. FPS does not believe this arrangement creates a conflict of interest with its clients, as FPS has no financial incentive to direct cash to the omnibus money market account maintained by Pershing at FPS's parent bank.

- FPS has an investment management agreement with Lombard International Life Assurance Company ("Lombard") pursuant to which FPS provides investment management and asset allocation services on a discretionary basis for investment portfolios underlying private placement life insurance ("PPLI") and private placement variable annuity ("PPVA") policies issued to FPS clients by Lombard. FPS also serves as the broker of record with respect to sales of the PPLI policies to its clients. This dual role creates a conflict of interest, in that FPS receives both investment advisory fees for its services in connection with managing the investment portfolios and commissions for sales of the PPLI policies. FPS has mitigated this conflict by establishing procedures whereby the investment management and insurance broker functions are segregated. Specifically, any advisor who markets and sells policies to clients (and who may advise on the clients' non-policy assets) is completely removed from the investment management function with respect to policy assets, and is prohibited from involvement in any aspect of the investment management process. Fieldpoint Private's Chief Investment Officer and Research team are responsible for selecting portfolio assets and allocation strategies, and the advisor may have no communication with the client about specific investment selections for policy assets. FPS believes that these procedures sufficiently mitigate the conflict stemming from FPS' dual role.
- As noted in Item 4 of this Brochure, for purposes of fee calculation, investments in private equity are valued based on the dollar amount of the client's committed investment in each such vehicle until the conclusion of the commitment period (after which the fair market value as provided by the general partner is used), which value is aggregated with the total value of all other advisory assets. As cash held in an advisory account is included in the account's total assets for purposes of fee calculation, to the extent that all or a portion of such cash is intended to fund a capital call with respect to a private equity investment, a potential conflict exists in that double-billing could be applied to such cash. While FPS endeavors to identify any such potential situation and correct it accordingly, clients are urged to carefully review their account statements with respect to fees charged and immediately notify their FPS Advisor of any suspected double-billing resulting from private equity investments.

12.3 Avoiding Conflicts between Advisory and Brokerage Accounts; Brokerage Practices

Where clients maintain both fee-based advisory and commission-based brokerage accounts at FPS, it is FPS's policy to take all appropriate steps to avoid any conflicts or circumstances that might prove disadvantageous to the client. Accordingly, FPS's policy requires that:

- Where a transaction is executed in a brokerage account to facilitate investment activity relative to a client's advisory account, no commission will be charged on the brokerage transaction.
- Where assets transferred into a brokerage account are sold in the brokerage account with the intention of moving the applicable proceeds to the client's advisory account, no commission will be charged on the brokerage transaction(s).
- Where assets are sold in a brokerage account with a commission and a decision is subsequently made to move the related proceeds to the client's advisory account, the advisory fee will be reduced if the brokerage commission exceeds the advisory fee that would have accrued in the time between the brokerage transaction and the transfer to the advisory account.

Clients with separate accounts at outside money managers may have brokerage services selected by the outside managers. FPS has no control over, or ability to influence, fees charged by other brokerage firms.

Clients who pay asset-based fees directly to FPS may instruct FPS to send transactions intended to facilitate advice provided by FPS to other brokerage firms for execution. However, FPS is a securities broker-dealer and recommends that advisory clients use FPS' brokerage services.⁶ This allows for the aggregation of client orders when possible, use of average pricing to reduce inequities between accounts, reduction in the number of partial executions reported, and monitoring for best execution on an on-going basis. As noted above, FPS does not charge commissions for securities transactions in advisory accounts held at FPS. If FPS did charge commissions for transactions effected to facilitate investment advice, it could create a conflict of interest in that FPS would have an incentive to recommend more transactions than it might if transactions were executed at another brokerage firm.

12.4 Soft Dollars and Other Revenue from Directing Business

FPS does not receive research or other soft-dollar benefits for directing commission business to other firms.

FPS does not send commission business to other brokers in return for client referrals, nor does FPS receive commission business from other parties in return for client referrals. However, as discussed in Item 15, FPS does from time to time enter into referral arrangements whereby third parties are paid a portion of the advisory fees received by FPS for referrals of clients who establish an investment advisory relationship with the Firm. Please see Item 15 for details.

⁶ As noted above, FPS is an introducing broker, meaning that it directs transactions to a third-party broker for execution. As discussed above, Pershing LLC generally acts as FPS' executing broker, although FPS may direct transactions for execution by other equally-qualified independent brokers that have been approved for use.

Item 13 Review of Accounts

The individual advisors review client account performance regularly, and discuss results with clients on a routine basis, but in no event less than annually. Clients receive written account statements from their custodians, as well as performance reports from FPS, no less than quarterly. Clients are strongly encouraged to carefully review their account statements and performance reports promptly upon receipt, and to contact their FPS Advisor with any questions or if they need additional information.⁷

All advisory accounts are subject to routine monitoring by FPS Compliance, Fieldpoint Private's Office of the Chief Investment Officer and Operations. Any apparently questionable activity is investigated to evaluate the appropriateness of how the account has been handled.

Valuations of accounts are compiled monthly. Any valuation changes suspected to be outside of normal market trends are further reviewed by Compliance, senior management of FPS, and the Office of the Chief Investment Officer.

⁷ Clients are reminded that Performance Reports are for informational purposes and are not the official record of their Account(s). The account statement sent by the custodian is the official account record.

Item 14 Client Referrals and Other Compensation

From time to time, FPS enters into arrangements whereby third parties are remunerated for referring investors to FPS who establish investment advisory relationships with the Firm. Such third parties are compensated based on a percentage of the advisory fees billed by FPS for investment advisory services provided to the client.

Advisory fees paid by the client are not affected by this arrangement; i.e., the client pays only the advisory fee as stated in the client's Advisory Services Agreement with FPS, and does not pay anything additional to compensate for the remuneration paid by FPS to the referring party.

Referrers are required pursuant to their written agreements with FPS to deliver a written disclosure document, in a form mandated by FPS, to each potential client being referred to FPS at the time of the referral. The disclosure document informs the referred party of the existence of the referral agreement, explains the nature of the relationship between FPS and the referrer and the manner in which remuneration is paid to the referrer, and specifies that the cost to the referred party will not be affected in any way by any compensation paid by FPS to the referrer. As specified in the written agreement between FPS and the referrer, FPS will not pay any remuneration to the referrer with respect to any referred relationship unless and until it has received a copy of the disclosure document signed by the referred client verifying such client's receipt of and understanding of the document, and consenting to the remuneration arrangement between FPS and the referrer. The referred client has the right to deny or withdraw such consent at any time by notifying FPS, in which event no compensation (or further compensation, if the client withdraws such consent after initially providing it) will be paid to the Referrer with respect to the referred client's advisory relationship.

Item 16 Custody

FPS does not maintain ongoing custody of client money or securities. FPS clears security trades through the Pershing, LLC, division of Bank of New York Mellon, and Pershing is the custodian of the bulk of assets for which FPS provides advisory services. Other advisory account assets may be held at other brokerage firms, mutual fund companies and insurance companies. In all cases, the custodians of client assets provide statements to clients at least quarterly showing assets held at the respective firms.

It is important that clients carefully review statements provided by the custodians promptly upon receipt to confirm that all account activity is consistent with their instructions and understanding, and to contact their FPS Advisor with any questions.

Item 17 Investment Discretion

FPS may accept discretionary investment authority over client accounts. This discretionary authority is established by written authorization from the account owner(s), must be accepted by FPS, and must be approved by a registered principal of the Firm. FPS retains the right, in its sole discretion, not to accept a client's request to enter into a discretionary relationship. Please see Item 4 ("Advisory Business") for details on the types of discretionary relationships available.

Depending on the nature of the overall advisory relationship, the written authorization may be documented in a Discretionary Advisory Services Agreement or in an addendum to a Non-Discretionary Advisory Services Agreement. The latter is typically used when the account owner wishes to have a portion of the assets in their portfolio managed on a discretionary basis by FPS, while having the remainder of their assets in the portfolio handled on a non-discretionary basis. In such a situation, the discretionary and non-discretionary assets are segregated in different accounts.

Regardless of whether a client chooses a discretionary or non-discretionary advisory relationship with FPS, the fee schedule discussed herein in Item 5 is the same. Where a client signs a discretionary addendum to a Non-Discretionary Advisory Services Agreement, the advisory fee will with respect to the discretionary assets will be the same as stated in the Non-Discretionary Advisory Services Agreement, unless otherwise agreed in writing.

When FPS is granted discretionary authority over an account, it means that FPS is authorized to make investment decisions of all kinds, including, but not limited to, the purchase and sale of individual securities in the account without consultation with, or direction from, the account owner(s).

Item 18 Financial Information

FPS does not have custody of assets in clients' accounts (meaning the physical holding of cash or securities, or exercising the authority to obtain control over client assets), nor do we required or solicit the prepayment of fees from clients, six months or more in advance. Therefore, we are not required to provide a copy of FPS' current balance sheet or any other financial information. FPS is not aware of any financial matter that might be reasonably likely to impair its ability to meet its contractual obligation to clients.

Item 19 Voting Securities

FPS does not vote client securities. At its discretion, FPS may accommodate a client's request to vote securities by arranging with a third party vendor, Institutional Shareholder Services, to vote proxies on such client's behalf.

Assets held at outside money managers or at mutual funds or insurance companies will be subject to the policies of those entities.

For assets held in FPS brokerage accounts, clients who have not opted out of letting their beneficial ownership of securities be known to the underlying companies will receive proxies either from the companies directly or from transfer agents or services retained by the companies. Except as noted above, FPS has no part in these procedures and disclaims any responsibility for the delivery or timeliness of delivery of these materials to securities owners. In the case of tender offers, FPS will follow the instructions of the owners of accounts holding the securities. Account owners should telephone FPS at 1-203-682-6550 or 1-800-288- 5513 to inform FPS whether or not to tender securities subject to tender offers.