

**Part 2A of Form ADV: Firm Brochure**

December 31, 2014  
CRD 18975

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This 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 203-682-6553 or [hkummerfeld@fieldpointprivate.com](mailto:hkummerfeld@fieldpointprivate.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Fieldpoint Private Securities, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about Fieldpoint Private Securities, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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**Item 1****Material Changes**

No materials changes are being reported in this Firm Brochure.

Fieldpoint Private Securities, LLC (“FPS” or the “Firm”) started as a securities broker-dealer in 1986, under the name Nutmeg Securities, LLC. FPS became a state-registered investment advisor in 2001. In 2011, the Firm was acquired by Fieldpoint Private Bank & Trust (“Fieldpoint Private”), of which it is now a wholly-owned subsidiary. In July, 2013, FPS changed its status from a state-registered investment advisor to an SEC-registered investment advisor.

FPS offers four types of advisory services:

1. We refer clients to outside, unaffiliated investment managers that have been thoroughly vetted by the office of our parent company’s (Fieldpoint Private Bank & Trust) Chief Investment Officer and that we believe, based upon consultation with our clients and careful consideration of all relevant factors, are appropriate given each client’s particular circumstances, including their financial goals, risk tolerance and investment experience. Such outside investment managers may make available to clients separately managed accounts, limited partnerships, mutual funds, and other types of products. FPS has no discretionary authority with respect to either the selection of any such outside investment manager or the actual investment of client assets (although the outside investment manager typically does have discretionary authority). These accounts are considered *non-discretionary* with respect to FPS.
2. We directly manage client portfolios, if a client chooses to enter into a discretionary advisory services agreement with FPS. In such arrangements, FPS may purchase and sell individual securities as well as mutual funds, limited partnerships and other types of vehicles, and may offer separately managed accounts, without the need to confer with the client on a transaction-by-transaction basis.
3. We provide counsel and advice about client investment portfolios that may contain investments that were not originally recommended or researched by FPS, and over which we exercise no discretionary control either directly or indirectly. Such investments and/or portfolios may be held at FPS’ custodian or at other financial institutions.
4. Wrap Fee Program - Under certain circumstances, FPS may offer clients a group of services (e.g., advice, asset management by a third party investment manager, transaction execution) for one all-inclusive fee, known as a “wrap fee.” For more information, please refer to the Firm’s separate Wrap Fee Program Brochure.

Advisory services are tailored to individual client needs, requests, goals and risk tolerance based on information obtained from each client at account opening and on an ongoing basis as warranted. There is no guarantee or assurance that our services will in fact be successful in helping clients achieve their financial goals, and clients may lose a portion or all of their investment. Clients must carefully consider the

investment options available to them, both at FPS and elsewhere, to ensure that they make a well-educated decision when choosing the investment approach most appropriate for their financial goals and circumstances.

Clients may request reasonable restrictions regarding investments that may be held in their portfolios. Where client assets are to be managed by outside investment managers, we will confer with those managers about their ability to abide by any client-requested restrictions or accommodations. If we manage client assets directly, we will accept client-imposed restrictions provided that, in our opinion, such restrictions are reasonable and would not unduly interfere with our ability to provide the investment advisory service necessary to facilitate achievement of the client's goals. In either circumstance, if it is determined that a client-requested restriction cannot be accommodated, the client will be notified so as to have the opportunity to modify the requested restriction and/or consider other investment options.

As of December 31, 2014, assets under management at FPS had an aggregate value of \$1.97 billion, with \$283.6 million representing assets held in discretionary accounts and \$1.69 billion representing assets held in non-discretionary accounts.

### Item 3 Fees and Compensation

FPS is compensated for its services by an annual advisory fee (the “Advisory Fee”) charged to its investment advisory clients based on a percentage of Assets under Advisement, in accordance with the fee schedule set forth below.<sup>1</sup>

<b>Assets Under Advisement</b>	<b>Advisory Fees as a Percent of Assets</b>
On the first \$10,000,000	1.00%
On the next \$15,000,000	0.85%
On the next \$25,000,000	0.65%
On the next \$25,000,000	0.50%
On amounts over \$75,000,000	0.45%

Asset-based Advisory Fees are deducted from client assets quarterly in advance. Advisory Fees for the following calendar quarter are calculated based on a percentage of the client’s asset value at the end of the most recent calendar quarter, as follows:

The asset level at the end of each quarter is multiplied by one-quarter (1/4) of the annual fee percentage to determine the fee to be charged and deducted from the client assets. For example:

<b>Annual Advisory Fee</b>	<b>Quarter-End Account Assets</b>	<b>Calculation</b>	<b>Fee Charges/Deducted from Assets</b>
1.00%	\$1,000,000	$\$1,000,000 \times 0.25\%$	\$2,500

Where accounts are managed by an outside Investment Manager, any fee charged by the Investment Manager is established by such Manager and will be in addition to the FPS advisory fee.<sup>2</sup> The procedure for processing the outside Investment Manager’s fee will be either of the following: (1) the Account Custodian will deduct the Investment Manager’s fee from the Account and deliver it to the Investment Manager, or (2) FPS will deduct both its Advisory Fee and the Investment Manager’s fee from the Account, and forward the Investment Manager’s fee to the Custodian for delivery to the Investment Manager. Outside Investment Managers have their own procedures and may require that fees be deducted in advance or in arrears. Each outside Investment Manager’s contract spells out the terms of fee deductions and any special

<sup>1</sup> FPS reserves the right to revise its Advisory Fee schedule from time to time. Clients are subject to the fee set forth in their Advisor Services Agreement, unless amended by written agreement between FPS and the client. Therefore, advisory fees may differ among clients, and, depending on when a client’s Advisory Services Agreement was signed, from the fee schedule set forth herein.

<sup>2</sup> Where a client enters into a Wrap Fee Agreement (see the Wrap Fee Program definition in Item 2), the Advisory Fee may differ from the schedule set forth above, as such fee will incorporate any fee charged by an outside Investment Manager. Please refer to FPS’ Wrap Fee Program Brochure for details.

arrangements, such as procedures for partial-quarter billings or refunds, specifically.

Clients will incur additional expenses in connection with maintaining accounts. Mutual funds, including no-load funds, have management fees and other costs embedded. Retirement accounts will incur annual custodial fees charged by the Custodian. Security sales have a small transaction fee collected for government purposes. Transactions often have “miscellaneous” or “postage and handling” fees added, and there may be additional fees for paper trade confirmations and paper copies of periodic account statements. Fee-based accounts also incur some level of brokerage costs. Additional information regarding brokerage practices may be found in Item 9.

Separately Managed Accounts are generally subject to an administrative fee charged by the Custodian. For FPS advisory accounts, this administrative fee is typically 7 basis points, but may vary.

If mutual funds are recommended for advisory accounts, FPS recommends fund share classes which are available at net asset value. Some mutual funds pay on-going asset-based service fees to FPS. This creates a potential conflict of interest with clients, as FPS may have incentive to recommend mutual funds which pay on-going service fees even when there may be funds with similar track records and investment approaches which do not pay such fees. Expenses and fees charged by each mutual fund are described in the respective fund prospectuses.

For clients receiving fee-based investment advice from FPS, recommended investment vehicles may be sourced from entities other than FPS. To the extent this increases effort and time needed to monitor performance of assets held elsewhere, FPS may have incentive to require higher fees. If lower transaction or maintenance costs are available outside of FPS, the client is encouraged to weigh the different costs and potential benefits.

FPS is a securities broker-dealer in addition to a registered investment advisor and typically acts as the introducing broker for transactions effected for clients' advisory accounts. However, clients paying for advisory services at FPS with asset-based fees are not charged commissions for brokerage transactions effected for their advisory accounts. Advisory Fees are not reduced by any transaction charges which might be incurred for accounts held away from FPS. All transactions are fully disclosed agency transactions. There are no principal markups or markdowns.

#### **Item 4      Performance-Based Fees and Side-By-Side Management**

*Not Applicable*

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.



## **Item 5      Types of Clients**

FPS' clients are generally individuals and entities controlled by individuals, such as pension plans, IRAs and trusts. We generally pursue clients with \$10 million or more in net worth. However, at its sole discretion, FPS may accept clients with net worth of lesser amounts, depending on various factors, including, for example, the client's investment experience, financial circumstances and objectives, the appropriateness of the advisory services offered by FPS for such client, and/or the existence of relationships with the Firm on the part of related parties.

## Item 6      Methods of Analysis, Investment Strategies and Risk of Loss

In choosing one or more third-party managers for a client's portfolio, FPS generally utilizes the investment framework and philosophy of its parent company's (Fieldpoint Private Bank & Trust; herein, "Fieldpoint Private" or "FP") Office of the Chief Investment Officer ("CIO") for analysis, investment strategies and risk management.

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 track record 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.

Fieldpoint Private's investment philosophy is to provide upside participation and downside protection. To effect this approach, we apply the principles of risk budgeting, active *and* passive management, and innovative research to help investors achieve their investment goals.

We believe wealth management is risk management. We define risk two ways: (1) the expected variance in a portfolio's profit, loss or cash flow arising from uncertain events in the future, and (2) the probability of permanent capital impairment. This belief defines every aspect of our investment philosophy and process.

We believe the chief market threat to wealth is the destructive force of rare, tail-risk events associated with major market downturns. Inflation shocks and economic recessions are the timeless drivers of these tail-risk events. Our objective is to mitigate the negative impact from destructive tail-risk events while growing capital during good markets.

<b>Risk Budgeting</b>	Achieving a target volatility for an investment portfolio by allocating specific risk factors that result in an optimal capital allocation.
<b>Active and Passive Management</b>	Wealth is measure on risk-adjusted returns <i>after fees and taxes</i> . There are times when active management outperforms passive management and vice versa. It is our duty to advise when and how to blend both approaches with the intent to achieve the client's investment goals.

## Innovative Research

Model portfolios, asset classes and investment managers can be broken down into building blocks or factors which explain the majority of their risk and return characteristics. The purpose of FP's research is to identify the investment themes impacting these factors and deliver clear, concise research that helps clients and advisors come to a reasonable investment conclusion.

### 6.1 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.***

### 6.2 Capital Market Analysis

By analyzing macro events, the Office of the CIO aims to improve risk management and long-term performance of client portfolios. A systematic, research-based approach is used to study the historical economic patterns and shifts in government policy in an attempt to identify trends and capture important signals that may impact interest rates and other financial instruments.

The Office of the CIO does not generally forecast. Instead, the approach aims to determine what is being implied by today's price of a security and place that in an historical perspective across different economic cycles.

FP links macro capital market research to portfolio advice through the development of proprietary capital market expectations (CMEs). CMEs are an essential input into a strategic asset allocation and represent an asset class' or asset segment's long-term expected return.

To have the best chance of being effective, CMEs require experience in formulating and are generally characterized by (i) unbiased, objective and well-researched views, (ii) efficiency (low forecasting errors), and (iii) consistency across asset classes. CMEs for strategic asset allocations are set using expected returns over a 7-10 year horizon. A 7 year horizon is generally used, with a goal of capturing a full economic, business and market cycle. FP develops CMEs by:

1. Setting boundaries to limit the scope of analysis to the most pertinent factors impacting the universe of investable assets
2. Determining an inventory of best sources of data and information needed
3. Seeking to understand the historical drivers of returns, volatility and correlations by asset and by geography
4. Developing and updating quantitative models and reviewing output
5. Interpreting the current investment environment
6. Transferring analysis of economic and market environment into forward looking views

A variety of statistical methods are available to set CMEs.

Previously formed expectations are measured against actual results to assess accuracy and consistency.

### 6.3 Strategic and Tactical Asset Allocation

Traditional asset allocation approaches generally start by answering the question, “What return do you want to achieve?” then, using predictions about the future, the assets are allocated to try to deliver that targeted return.

Fieldpoint Private’s approach is different. The process solves for risk diversification first, 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.

FP believes most important market events impacting wealth portfolios tend to be those that are rare, extreme in their impact and not predictable with any consistency. Trying to predict these events is fraught with errors and wastes resources. When managing client portfolios, FP focus on preparedness, not predictions. Portfolio preparedness comes from proper risk diversification and risk budgeting.

Risk budgeting derives its name from its stated objective of creating a portfolio where each asset class contributes a pre-defined (budgeted) level of risk to the overall portfolio. In a typical portfolio, equities explain roughly 75% to 90% of total portfolio volatility over time. This percentage is not a consequence of deliberative risk budgeting decisions, but is due to the fact that equities express corporate balance sheets that tend to include leverage or debt. This results in equities’ volatility being greater than their relative asset or capital allocation weight. In other words, a traditional “balanced” portfolio of 60% stocks and 40% bonds has a very different ratio of component volatilities.

Fieldpoint Private Asset Allocation Models are constructed to achieve pre-defined levels of portfolio volatility. Advisors can select a targeted-volatility model that corresponds to the client’s risk tolerance and long-term investment objectives. Advisors may replicate any one of the firm’s models directly or create a customized version of a firm-targeted-volatility model that is tailored to a client’s investment objectives. Asset Allocation Models diversify risks related to economic growth, inflation and changes in interest rates, and potentially improve portfolio risk/reward over time by investing in different asset classes, sectors, styles, market capitalizations and geographies. Each Model can be implemented using a combination of the firm’s managed account programs and/or ETFs.

### 6.4 Tactical Asset Allocation

The Office of the CIO makes active decisions within the asset allocation models based on the current outlook for global equity, fixed income, currency and commodity markets. On a quarterly basis, FP may tilt the risk and capital allocated in certain asset classes from their long-term policy (strategic) targets in order to potentially benefit from changing capital market conditions. Tactical shifts may occur intra-quarter if market conditions dictate. Similarly, quarterly portfolio changes may be deferred if the benefits are judged not to be enough to offset the expected transaction costs or tax impact of such a move.

## 6.5 Implementation Guidance

Fieldpoint Private analyzes client's current portfolios for known and possible hidden risk factors and generates modeled risk adjusted returns based on current portfolio asset class weights and the Office of the CIO's prevailing capital market expectations (CMEs). Alternative portfolios are created utilizing third party portfolio optimization software. These proposed portfolios are analyzed and compared with the client's current portfolio. Once a client selects a preferred asset mix, the Advisor team will implement the new asset allocation taking into account the Office of the CIO's views on active versus passive investment options and certain implementation principles in various asset classes. At the Advisor team's request, the Office of the CIO may become more involved in tailoring the implementation of proposed asset allocations solutions.

## 6.6 Manager Research & Selection

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..

## 6.7 What makes a manager right for Fieldpoint Private?

The ultimate goal of the Fieldpoint Private due diligence process is to identify investment talent that is believed to demonstrate a sustainable, repeatable process. Consideration is given to the combination of the manager's investing acumen, idea generation, portfolio management, organizational design, and/or trading skill.

In seeking out the best investment opportunities for clients' capital, Fieldpoint Private puts added emphasis on managers whose fresh ideas and thinking have not yet been discovered by most investors—and who stand out in terms of people, process and performance. Fieldpoint Private is fully committed to evolving and refining the portfolio manager base to keep pace with changing times and markets, and clients' needs.

Money managers employ literally dozens of strategies, separately or in conjunction, in the pursuit of strong returns. Fieldpoint Private looks beyond strategies and metrics and evaluates the people, processes and philosophy to determine whether past success is likely to be repeated in the future. This qualitative and quantitative analysis focuses on several dimensions of manager performance:

- **Character.** Fieldpoint Private continually assesses the performance of a wide range of funds and their managers, and thereby becomes very knowledgeable about the top performers. Hours are spent getting to know each prospective addition to the manager network. The managers share their background, goals for their strategy, team dynamics, selection methods, and much more. Only managers believed to be responsible and reputable financial stewards are accepted.
- **Talent and experience.** The candidate's experience is carefully reviewed, as are their approach to and handling of risk.
- **Commitment and focus.** How much of the manager's own capital is invested the fund is another significant factor. A personal commitment to the investment strategy can reveal how likely the manager is to focus on risk management rather than building an ever larger asset base for fees.
- **Infrastructure.** Fieldpoint Private's analysis also looks at the manager's internal controls and safeguards. At a minimum, these controls should include the presence of a chief financial officer, compliance officer and operating officer.

## 6.8 Proactive Screening and Research for Proposed Managers

In determining which investment managers to take through the due diligence process, numerous factors are considered, including assets under management, historical performance data, benchmarked returns, fees, strategy correlation, volatility and more. If the minimum standards applied to these initial criteria are met, a second level of scrutiny, including a series of meetings with the manager takes place, so as to gain an understanding of their investment process and objectives, staffing, client service, and investor base. Fieldpoint Private may use the services of third party vendors, including but not limited to Mercer Investment Consulting, a leader in the field of investment manager due diligence, for support in the due diligence process.

## 6.9 Operational Due Diligence

The next level of due diligence includes onsite visits, to see the managers and their teams in action. Several factors influence the assessment of whether a manager's past success can be expected to be repeated or improved going forward. Was performance based on skill or fortunate market conditions? Have they performed well in both strong and weak markets? How have they managed downside volatility? Risk management is a particular concern in order to gain confidence that stewards of clients' capital will reasonably protect assets during market stress as well as grow them in upward markets.

Upon successful completion of the operational review, the prospective manager is presented to Fieldpoint Private's Investment Manager Committee for approval. Once approved by the Investment Manager Committee, the manager is added to Fieldpoint Private's platform and available for capital allocation by advisors on behalf of their clients.

## 6.10 Monitoring the Managers

Once investment managers have been approved, ongoing assessments are conducted of the managers' performance, strategy and investment characteristics. Among the items monitored are factors that might call for adjustments in allocation or other areas, changes in personnel, market behavior, leverage, liquidity, private investments, expenses, capital and many other factors. Periodic calls with managers are also conducted, as are analyses of all of the funds' reports and data. Depending on the results of this monitoring process, decisions are sometimes made to replace managers on the Fieldpoint Private platform.

## **Item 7      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 8      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 many of our investment advisor agents 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 certain of our associated persons are also licensed as life insurance producers in certain states. FPS considers its registrations and licenses for 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 would have an incentive to recommend the product with the higher compensation for FPS.

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

## Item 9 Conflicts of Interest

### 9.1 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.

### 9.2 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.

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.<sup>3</sup> 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 advisory would have an incentive to recommend more transactions than it might if transactions were executed at another brokerage firm.

FPS does not receive research or other soft-dollar benefits for directing commission dollars 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 11, 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 11 for details.

### 9.3 Code of Ethics

FPS's Code of Ethics is intended to promote honest and ethical conduct, including open and principled disclosure and handling of actual or apparent conflicts of interest between personal and professional relationships. Our Code of Ethics requires compliance with applicable laws and regulations, protection of confidential information, ethical business practices, and personal conduct on the part of all of the Firm's colleagues. A copy of FPS's full Code of Ethics is available upon request by calling us at 1-203-682-6550 or 1-800-288-5513.

### 9.4 Participation or Interest in Client Transactions

FPS does not sell to, nor purchase from, clients any securities in which FPS has a material financial interest, nor does FPS purchase such securities from clients. FPS does not execute cross transactions in advisory accounts.

### 9.5 Personal Trading

FPS and its employees may purchase or sell securities recommended for purchase or sale in client accounts. If such transactions are executed on the same day as client transactions in the same or

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<sup>3</sup> FPS is an introducing broker-dealer and routes transactions to Pershing LLC, its primary clearing firm, for execution, unless instructed otherwise by clients.

related securities<sup>4</sup>, FPS's practice is to place trade executions with the most advantageous prices in client accounts.

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<sup>4</sup> "Related Securities" means derivatives of a security, such as rights, warrants, or options.

## Item 10      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.<sup>4</sup>

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.

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<sup>4</sup> 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 11      Client Referrals and Other Compensation

From time to time, FPS enters into arrangements whereby third parties are remunerated for referring clients to FPS who establish investment advisory relationships with the Firm. Such 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.

## Item 12      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 13      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.

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 3 is the same. Where a client signs a discretionary addendum to a Non-Discretionary Advisory Services Agreement, the advisory fee 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 14      Voting Client Securities**

FPS does not vote client securities. 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 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. FPS plays no part in this process and disclaims any responsibility for the delivery or timeliness of delivery of proxy 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.

## **Item 15      Financial Information**

Registered investment advisers are required in this Item to provide certain financial information or disclosures about FPS's financial condition. FPS has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

FPS has no disclosures to report.

FPS has no relationship with any issuers of securities, other than its parent company, Fieldpoint Private Bank & Trust, whose shares, as of the date of this Brochure, were not publicly traded.