

**Form ADV Part 2A – Firm Brochure  
Item 1: Cover Page**

**March 2017**

**BPBI, LLC.  
19 East 54th Street  
New York, NY 10022**

**Firm Contact:  
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Chief Executive Officer and  
Chief Compliance Officer**

This brochure provides information about the qualifications and business practices of BPBI, LLC. If clients have any questions about the contents of this brochure, please contact us at 521 (55) 2270-4800. 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 our Firm is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Please note that the use of the term “registered investment adviser” and description of our Firm and/or our associates as “registered” does not imply a certain level of skill or training. Clients are encouraged to review this Brochure and Brochure Supplements for our Firm's associates who advise clients for more information on the qualifications of our Firm and our employees.

## Item 2: Material Changes

This Brochure provides information about the qualifications and business practices of BPBI, LLC referred to as ("BPBI" or the "Firm," or "we," or "us," or "our"). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority. You will receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year, which is December 31 of each year. We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. Currently, our Brochure may be requested by contacting us at phone number 521 (55) 2270-4800 and/or by email at [backoffice@bpbius.com](mailto:backoffice@bpbius.com).

Additional information about BPBI is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with BPBI who are registered, or are required to be registered, as Investment Adviser Representatives ("IARs") of BPBI.

BPBI is newly established SEC Registered Investment Advisory Firm, as such, there are no materials changes as of the date of this Brochure.

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## **Item 4: Advisory Business**

Our Firm is dedicated to providing individuals and other types of clients with a wide array of investment advisory services. Our Firm is a Limited Liability Company organized under the laws of the State Of New York in October 2016. BPBI is wholly owned by Adolfo Rios Oliver.

Our Firm provides asset management services for many different types of clients to help meet their financial goals while remaining sensitive to risk tolerance and time horizons. As a fiduciary it is our duty to always act in the client's best interest. This is accomplished in part by knowing the client. BPBI has established a service-oriented advisory practice with open lines of communication. Working with clients to understand their investment objectives while educating them about our process, facilitates the kind of working relationship we value.

### **Types of Advisory Services Offered**

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#### **Comprehensive Portfolio Management:**

As part of our Comprehensive Portfolio Management service clients will be provided asset management and financial planning or consulting services. This service is designed to assist clients in meeting their financial goals through the use of a financial plan or consultation. Our Firm conducts client meetings to understand their current financial situation, existing resources, financial goals, and tolerance for risk. Based on what is learned, an investment approach is presented to the client, consisting of individual stocks, bonds, ETFs, options, mutual funds and other public and private securities or investments. Once the appropriate portfolio has been determined, portfolios are continuously and regularly monitored, and if necessary, rebalanced based upon the client's individual needs, stated goals and objectives. Upon client request, our Firm provides a summary of observations and recommendations for the planning or consulting aspects of this service.

#### **Tailoring of Advisory Services**

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Our Firm offers individualized investment advice to our Comprehensive Portfolio Management clients. Each Comprehensive Portfolio Management client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Restrictions on investments in certain securities or types of securities may not be possible due to the level of difficulty this would entail in managing the account.

#### **Independent (Third Party) Manager – Sub-Advisor Analysis and Selection**

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BPBI may select certain independent investment managers ("Independent Managers") to actively manage all or a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager may be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients may also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets. BPBI evaluates a variety of information about Independent Managers, which may include the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. BPBI also takes into consideration each Independent Manager's management style, returns, reputation, financial

strength, reporting, pricing and research capabilities, among other factors. An ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. BPBI seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

### **Participation in Wrap Fee Programs**

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BPBI does not offer wrap fee programs at this time.

### **Regulatory Assets Under Management**

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BPBI is a newly formed adviser, as such does not currently have any assets under management.

## **Item 5: Fees & Compensation**

### **Compensation for Our Advisory Services**

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BPBI provides comprehensive portfolio management services for an annual base fee or a combination of annual base and performance fee, as outlined in the advisory agreement to be signed by the client. The maximum annual fee charged for this service by BPBI or any Independent Managers will not exceed 1.50%. Annual base fees are billed on quarterly basis in advance (pro rata), based on the value of the assets under management of the account(s) on the last business day of the quarter. Fees are negotiable and will be deducted from client account(s). BPBI's advisory agreement and/or the agreement between a client and their Financial Institution may authorize BPBI and/or certain Independent Managers with the authority to directly debit the client's account for the amount of investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of investment advisory fees paid directly to BPBI or to the Independent Manager. Alternatively, clients may elect to have BPBI send an invoice for payment.

### **Other Types of Fees & Expenses**

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BPBI's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred directly by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by fund managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic funds fees, and other fees and taxes on brokerage account and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus (i.e., fund management fees, initial or deferred sales charges, mutual fund sales loads, 12b-1 fees, surrender charges, variable annuity fees, IRA and qualified retirement plan fees, and other fund expenses). Our Firm does not receive a portion of these fees.

### **Termination & Refunds**

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Either party may terminate the advisory agreement signed with our Firm for Comprehensive Portfolio Management services in writing at any time. Upon notice of termination pro-rata advisory fees for services rendered to the point of termination will be charged. If advisory fees cannot be deducted, our Firm will send an invoice for the advisory fees due.

## **Item 6: Performance-Based Fees & Side-By-Side Management**

Performance based fees can only be assessed to clients with at least \$1,000,000 under management with our Firm or a net worth of at least \$2,000,000. A performance fee is a fee based on a share of capital gains on or capital appreciation of the managed assets of a client.

In addition to the advisory fee charged in Item 5 of this brochure, BPBI charges up to 20% of the net profits (i.e., profits after our management fee has been deducted) achieved for the previous quarter's account management. The performance fee is payable only if the net profits in the client account(s) exceed the performance calculation of the previous year (a "high water mark"). At our discretion, our Firm may waive all or any portion of the performance fee or may agree with a client to other changes to the performance fee by written agreement only.

In charging performance fees to some client accounts, our Firm faces a conflict of interest as our Firm can potentially receive greater fees from client accounts having a performance-based compensation structure than from accounts only charged an advisory fee. As a result, there exists an incentive to direct the best investment ideas to, or to allocate or sequence trades in favor of, the account that pays a performance fee. BPBI has taken important steps to ensure that our performance based accounts are not favored over our client's non-performance fee based accounts.

Performance based and non-performance based accounts are periodically reviewed and compared. In the event that our Firm finds performance based accounts are being unduly (i.e., consistently) favored over non-performance based accounts, BPBI would take action to address the situation on a case-by-case basis. This could include allowing non-performance based accounts to trade before performance based accounts to the extent practicable, or if the problem persists, not allowing new performance based accounts, waiving our performance based fees or cancelling our performance based fee arrangements altogether and in some cases, termination of Firm personnel.

Our Firm also makes use of block trades and allocations made based on client's risk tolerance, investment objectives and restrictions. BPBI will periodically review block trade allocations to detect whether profitable trades are being disproportionately allocated to performance based accounts, while unprofitable trades are being disproportionately allocated to pure-fee based accounts with no performance fee. If a problem is detected in the allocation of block trades, BPBI will take measures as previously described above.

## **Item 7: Types of Clients & Account Requirements**

Our Firm seeks to provide advisory services to the following types of clients:

- Individuals and High Net Worth Individuals;
- Trusts, Estates or Charitable Organizations;
- Pension and Profit Sharing Plans;
- Corporations, Limited Liability Companies and/or Other Business Types.

BPBI does not impose requirements for opening and maintaining accounts or otherwise engaging us.

## **Item 8: Methods of Analysis, Investment Strategies & Risk of Loss**

### **Methods of Analysis**

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We use the following methods of analysis in formulating our investment advice and/or managing client assets:

- Charting;
- Cyclical;
- Fundamental;
- Technical.

### **Investment Strategies We Use**

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We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- Long Term Purchases (Securities Held At Least a Year);
- Short Term Purchases (Securities Sold Within a Year);
- Trading (Securities Sold Within 30 Days);
- Short Sales;

### **Risk of Loss**

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Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and the account(s) could enjoy a gain, it is also possible that the stock market may decrease and the account(s) could suffer a loss. It is important that clients understand the risks associated with investing in the stock market, are appropriately diversified in investments, and ask any questions.

### **Additional Information**

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Our Firm generally invests client cash balances in money market funds, FDIC Insured Certificates of Deposit, high-grade commercial paper and/or government backed debt instruments. Ultimately, BPBI tries to achieve the highest return on client cash balances through relatively low-risk conservative investments. In most cases, at least a partial cash balance will be maintained in a money market account so that our Firm may debit advisory fees for our services related to our Comprehensive Portfolio Management services, as applicable.

## **Item 9: Disciplinary Information**

There are no legal or disciplinary events that are material to the evaluation of our advisory business or the integrity of our management.

## **Item 10: Other Financial Industry Activities & Affiliations**

### **Broker-Dealer Registration**

Neither BPBI nor its management or associated persons are (i) registered with the Securities and Exchange Commission (SEC) as a broker-dealer or (ii) have any application to register with the SEC as a broker-dealer or registered representative of a broker-dealer.

**Commodity Pool Operator, Commodity Trading Adviser, Futures Commission Merchant Registration**

Neither BPBI nor its management or associated persons are (i) registered or associated with the Commodity Futures Trading Commission ("CFTC") as a futures commission merchant ("FCM"), a commodity pool operator ("CPO") or a commodity trading advisor ("CTA") or (ii) have any application pending to register with respect to any of the foregoing.

**Other Financial Industry Affiliations**

BPBI recommends and selects other investment advisers or Independent Managers and receive compensation from those advisers. As part of this process, BPBI will provide an initial due diligence on the programs available, gather information from clients about their financial situation, investment objectives, and restrictions, and deliver the required account paperwork and disclosure documents if the client selects a program. Prior to referring clients to an investment adviser or Independent Managers, our Firm will ensure that they are licensed or notice filed with the respective authorities.

The investment adviser or Independent Managers will pay us a portion of the investment advisory fee that they charge for managing client accounts. The investment adviser will establish and maintain their own separate billing processes over which we have no control. In general, they will directly bill clients and describe how this works in their separate written disclosure documents. The investment adviser or Independent Managers will not directly charge BPBI's clients a higher fee than they would have charged without our Firm introducing clients to them. The compensation paid to us by the investment advisers or Independent Managers may vary, and thus, there may be a conflict of interest as BPBI may be incentivized to recommend investment advisers or Independent Managers depending on the compensation they pay us. In order to minimize this conflict our Firm will make our selections in the best interest of our clients.

**Item 11: Code of Ethics, Participation or Interest in Client Transactions & Personal Trading**

As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. Our fiduciary duty is the underlying principle for our Firm's Code of Ethics, which includes procedures for personal securities transaction and insider trading. BPBI requires all representatives to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment with our Firm, and at least annually thereafter, all representatives of our Firm will acknowledge receipt, understanding and compliance with BPBI's Code of Ethics. Our Firm and representatives must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our Code of Ethics. If a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request.



Our Firm recognizes that the personal investment transactions of our representatives demands the application of a Code of Ethics with high standards and requires that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, our Firm also believes that if investment goals are similar for clients and for our representatives, it is logical, and even desirable, that there be common ownership of some securities.

In order to prevent conflicts of interest, BPBI has established procedures for transactions effected by our representatives for their personal accounts<sup>1</sup>. In order to monitor compliance with our personal trading policy, our Firm has pre-clearance requirements and a quarterly securities transaction reporting system for all of our representatives.

Neither BPBI nor a related person recommends, buys or sells for client accounts, securities in which BPBI or a related person has a material financial interest without prior disclosure to the client.

Related persons of our Firm may buy or sell securities and other investments that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our Firm's Code of Ethics, a copy of which is available upon request.

Likewise, related persons of our Firm buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our Firm's Code of Ethics, a copy of which is available upon request. Further, our related persons will refrain from buying or selling the same securities prior to buying or selling for our clients in the same day. If related persons' accounts are included in a block trade, our related persons will always trade personal accounts last.

## **Item 12: Brokerage Practices**

### **Selecting a Brokerage Firm**

Our Firm does not maintain custody of client assets. Client assets must be maintained by a qualified custodian. BPBI seeks to recommend a custodian who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. With this in consideration, BPBI recommends that clients utilize the custody, brokerage and clearing services offered through Pershing Advisor Solutions, LLC. Pershing, LLC, a qualified custodian, is an affiliate of Pershing Advisor Solutions, LLC that provides clearing, custody, execution and other brokerage services. Pershing Advisor Solutions, LLC and Pershing, LLC are collectively referred to in this Brochure together as "Pershing." BPBI maintains a service agreement with Pershing. Factors which BPBI considers in recommending Pershing or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing research and service. The commissions and/or transaction fees charged by Pershing may be higher or lower than those charged by other Financial Institutions.

Pershing offers services to independent investment advisers which include custody of securities, trade execution, clearance and settlement of transactions. Pershing enables us to obtain many no-

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<sup>1</sup> For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Client accounts will be charged transaction fees, commissions, custody or other fees on trades that are executed or settle into the client's custodial account. Transaction fees are negotiated with Pershing and are generally discounted from customary retail commission rates. This benefits clients because the overall fee paid is often lower than would be otherwise.

Pershing may make certain research and brokerage services available at no additional cost to our Firm. Research products and services provided by Pershing may include: research reports on recommendations or other information about particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by Pershing to our Firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services qualify for the safe harbor exemption defined in Section 28(e) of the Securities Exchange Act of 1934.

Pershing does not make client brokerage commissions generated by client transactions available for our Firm's use. The aforementioned research and brokerage services are used by our Firm to manage accounts. Without this arrangement, our Firm might be compelled to purchase the same or similar services at our own expense.

As part of our fiduciary duty to our clients, BPBI will endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by our Firm or our related persons creates a potential conflict of interest and may indirectly influence our Firm's choice of Pershing as a custodial recommendation. Our Firm examined this potential conflict of interest when BPBI chose to recommend Pershing and have determined that the recommendation is in the best interest of our Firm's clients and satisfies our fiduciary obligations, including our duty to seek best execution.

Our clients may pay a transaction fee or commission to Pershing that is higher than another qualified broker dealer might charge to effect the same transaction where our Firm determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services provided to the client as a whole. Transactions may be cleared through other broker-dealers with whom the Firm and its custodians have entered into agreements for prime brokerage clearing services. Should an account make use of prime brokerage, the Client may be required to sign an additional agreement, and additional fees are likely to be charged.

In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Although BPBI will seek competitive rates, to the benefit of all clients, our Firm may not necessarily obtain the lowest possible commission rates for specific client account transactions.

### **Soft Dollars**

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BPBI does not receive soft dollars in excess of what is allowed by Section 28(e) of the Securities Exchange Act of 1934. The safe harbor research products and services obtained by our Firm will generally be used to service all of our clients but not necessarily all at any one particular time.

## **Client Brokerage Commissions**

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Pershing does not make client brokerage commissions generated by client transactions available for our Firm's use.

## **Client Transactions in Return for Soft Dollars**

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BPBI does not direct client transactions to a particular broker-dealer in return for soft dollar benefits.

## **Brokerage for Client Referrals**

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BPBI does not receive brokerage for client referrals.

## **Directed Brokerage**

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Clients may direct BPBI in writing to use a particular Financial Institution to execute some or all transactions for the client. Client directed brokerage may cost clients more money and our Firm may be unable to achieve the most favorable execution of client transactions. For example, in a directed brokerage account, clients may pay higher brokerage commissions because BPBI may not be able to aggregate orders to reduce transaction costs, or clients may receive less favorable prices.

## **Aggregation of Purchase or Sale**

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BPBI provides investment management services for various clients. There are occasions on which portfolio transactions may be executed as part of concurrent authorizations to purchase or sell the same security for numerous accounts served by our Firm, which involve accounts with similar investment objectives. Although such concurrent authorizations potentially could be either advantageous or disadvantageous to any one or more particular accounts, they are affected only when BPBI believes that to do so will be in the best interest of the effected accounts. When such concurrent authorizations occur, the objective is to allocate the executions in a manner which is deemed equitable to the accounts involved. In any given situation, our Firm attempts to allocate trade executions in the most equitable manner possible, taking into consideration client objectives, current asset allocation and availability of funds using price averaging, proration and consistently non-arbitrary methods of allocation.

## **Special Considerations for ERISA Clients**

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A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, our Firm will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

## **Item 13: Review of Accounts or Financial Plans**

Our management personnel or financial advisors review accounts on at least a quarterly basis for our Comprehensive Portfolio Management clients. The nature of these reviews is to learn whether client

accounts are in line with their investment objectives, appropriately positioned based on market conditions, and investment policies, if applicable. Our Firm may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, the client's life events, requests by the client, etc.

Our Firm provides written reports to clients, upon request. Verbal reports to clients take place on at least an annual basis when our Comprehensive Portfolio Management clients are contacted.

#### **Item 14: Client Referrals & Other Compensation**

##### **Pershing Advisor Solutions, LLC**

Except for the arrangements outlined in Item 12 of this brochure, we have no additional arrangements to disclose.

##### **Referral Fees**

Our Firm pays referral fees (non-commission based) to independent solicitors (non-registered representatives) for the referral of their clients to our Firm in accordance with Rule 206 (4)-3 of the Investment Advisers Act of 1940. Such referral fee represents a share of our investment advisory fee charged to our clients. This arrangement will not result in higher costs to the referred client. In this regard, BPBI maintains Solicitors Agreements in compliance with Rule 206 (4)-3 of the Investment Advisers Act of 1940 and applicable state and federal laws. All clients referred by Solicitors to our Firm will be given full written disclosure describing the terms and fee arrangements between our Firm and Solicitor(s). In cases where state law requires licensure of solicitors, BPBI ensures that no solicitation fees are paid unless the solicitor is registered as an investment adviser representative of our Firm. If BPBI is paying solicitation fees to another registered investment adviser, the licensure of individuals is the other firm's responsibility.

#### **Item 15: Custody**

The Advisory Agreement and/or the separate agreement with any Financial Institution generally authorize BPBI and/or the Independent Managers to automatically debit client accounts for payment of advisory fees and to directly remit that those funds to BPBI and the Independent Manager in accordance with applicable custody rules. The Financial Institutions that act as qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to BPBI or any Independent Manager.

If our Firm decides to also send supplemental reports and account statements to clients, such notice and account statements include a legend that recommends that the client compare the account statements received from the qualified custodian with those received from our Firm. Clients are encouraged to raise any questions with us about the custody, safety or security of their assets and our custodial recommendations.

#### **Item 16: Investment Discretion**

Clients have the option of providing BPBI with investment discretion on their behalf, pursuant to an executed investment advisory client agreement. By granting investment discretion, our Firm is

authorized to execute securities transactions, determine which securities are bought and sold, and the total amount to be bought and sold. Limitations may be imposed by the client in the form of specific constraints on any of these areas of discretion with our Firm's written acknowledgement.

### **Item 17: Voting Client Securities**

SEC Rule 206(4)-6 requires investment advisers who have voting authority with respect to securities held in their clients' accounts to monitor corporate actions and vote proxies in their clients' interests. Our Firm is required by the SEC to adopt written policies and procedures, make those policies and procedures available to clients, and retain certain records with respect to proxy votes cast.

BPBI considers proxy voting an important right of our clients as shareholders and believe that reasonable care and diligence must be taken to ensure that such rights are properly and timely exercised. When our Firm has discretion to vote the proxies of our clients, BPBI will vote those proxies in the client's best interests and in accordance with these policies and procedures. Clients may request a copy of our written policies and procedures regarding proxy voting and/or information on how particular proxies were voted by contacting our Chief Compliance Officer.

#### **Policy for Voting Proxies**

All proxies received by BPBI will be given to our Chief Compliance Officer or designated person for processing. Our Chief Compliance Officer will determine which accounts managed by our Firm hold the security to which the proxy relates. These accounts and their shareholdings will be matched to the proxies received for each security. Missing proxies or significant variances in shares held will be investigated.

A grid of securities being voted will be updated with each proxy being voted. The grid will also contain a list of clients with the security voted upon. Our Chief Compliance Officer will review each item for voting on each proxy. Based on our proxy voting guidelines outlined below, a determination of how our Firm votes will be made. Proxies will generally be voted online unless custodian requires mailed forms. In the absence of standing voting guidelines from the client, our Firm will vote proxies in accordance with Board recommendation.

BPBI seeks to ensure compliance with the new Exchange Act Rule 14a-11. In accordance with the aforementioned rule, our Firm provides shareholders with the opportunity to nominate directors at a shareholder meeting under the applicable state or foreign law. Clients also have the ability to have their nominees included in the company proxy materials sent to all of our shareholders. Furthermore, the clients as shareholders also have the ability to use the shareholder proposal process to establish procedures for the inclusion of shareholder director nominations in company proxy materials.

#### **Proxies Voting Guidelines**

Where voting authority exists, proxies are voted by BPBI according to Board recommendations unless not deemed to be in the best interests of the client. BPBI will defer to instruction from clients in all voting matters. Records of all issues and votes are maintained and reported to clients as requested.

Our Firm recognizes that under certain circumstances BPBI may have a conflict of interest between us and our clients. Such circumstances may include, but are not limited to, situations where our Firm or one or more of our affiliates, including officers, directors and employees, has or is seeking a client relationship with the issuer of the security that is the subject of the proxy vote. BPBI shall periodically inform our employees that they are under an obligation to be aware of the potential for conflicts of interest on the part of our Firm with respect to voting proxies on behalf of funds, both as a result of our employee's personal relationships and due to circumstances that may arise during the conduct of our business, and to bring conflicts of interest of which they become aware to the attention of the proxy manager. BPBI shall not vote proxies relating to such issuers on behalf of client accounts until our Firm has determined that the conflict of interest is not material or a method of resolving such conflict of interest has been agreed upon by our management team. A conflict of interest will be considered material to the extent that it is determined that such conflict has the potential to influence our decision-making in voting a proxy. Materiality determinations will be based upon an assessment of the particular facts and circumstances. If BPBI determines that a conflict of interest is not material, our Firm may vote proxies notwithstanding the existence of a conflict. If the conflict of interest is determined to be material, the conflict shall be disclosed to our management team and BPBI shall follow the instructions of the management team.

Our Chief Compliance Officer will maintain files relating to our proxy voting procedures. Records will be maintained and preserved for five years from the end of the fiscal year during which the last entry was made on a record, with records for the last two years kept on our premises.

#### **Item 18: Financial Information**

BPBI has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients. Also, the Adviser has not been the subject of a bankruptcy proceeding.