

**CARDEA CAPITAL ADVISORS, LLC  
600 VILLAGE TRACE NE  
MARIETTA, GA 30067**

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*This brochure provides information about the qualifications and business practices of Cardea Capital Advisors, LLC. If you have any questions about the contents of this brochure, please contact us at 770-977-7779 or by email at [bryan.wood@cardeacap.com](mailto:bryan.wood@cardeacap.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, ("SEC") or by any state securities authority. Registration as an investment adviser with the SEC does not imply a certain level of skill or training.*

*Additional information about Cardea Capital Advisors, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Cardea Capital Advisors, LLC's CRD Number is 307600.*

## **SECTION I. MATERIAL CHANGES**

Effective April 17, 2020, Jordan Waring, CEO, became the sole owner of the Adviser.

## TABLE OF CONTENTS

SECTION I.	MATERIAL CHANGES .....	2
SECTION II.	ADVISORY BUSINESS .....	3
SECTION III.	FEEES AND COMPENSATION .....	5
SECTION IV.	PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT .....	8
SECTION V.	TYPES OF CLIENTS .....	8
SECTION VI.	METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS .....	8
SECTION VII.	DISCIPLINARY INFORMATION .....	12
SECTION VIII.	OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .....	12
SECTION IX.	CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING .....	12
SECTION X.	BROKERAGE PRACTICES .....	13
SECTION XI.	REVIEW OF ACCOUNTS .....	13
SECTION XII.	CLIENT REFERRALS AND OTHER COMPENSATION .....	14
SECTION XIII.	CUSTODY .....	14
SECTION XIV.	INVESTMENT DISCRETION .....	14
SECTION XV.	VOTING CLIENT SERVICES .....	14
SECTION XVI.	FINANCIAL INFORMATION.....	14
SECTION XVII.	BUSINESS CONTINUITY PLAN .....	15
SECTION XVIII.	INFORMATION SECURITY PROGRAM .....	15

## SECTION II. ADVISORY BUSINESS

Cardea Capital Advisors, LLC (“Cardea” or the “Adviser”) is an investment adviser located in Marietta, GA. The Adviser was incorporated in 2018 and is seeking registration registered with the SEC. Cardea is 100% owned and under the control of Jordan Waring. Mr. Waring is the Chief Executive Officer and C. Bryan Wood is the Chief Operating Officer and Chief Compliance Officer.

Cardea’s core business is providing a turnkey asset management program (“TAMP”) to financial professionals. Cardea offers asset-allocated model portfolios to clients who are referred to Cardea through representatives of unaffiliated independent registered investment advisers and broker/dealers (referred to as “Solicitor’s”). Cardea also provides these same services to clients obtained directly through its own investment adviser representatives. Client accounts are managed on a discretionary basis or non-discretionary basis pursuant to instructions and authorization provided by the client in the Investment Management Agreement.

Cardea has the following assets under management:

Discretionary Assets	Non-Discretionary Assets	Date Calculated
\$0	\$0	4/28/2020

### **Description of Advisory Services**

#### **Portfolio Management Services**

Cardea provides portfolio management services to clients by providing asset-allocated model portfolios. Each model portfolio is designed to meet a particular investment goal. Asset class investments are used to construct the portfolios using predominantly institutional mutual funds and may be supplemented with Exchange Traded Funds (“ETFs”), separately managed accounts and other investments. In selecting these assets, Cardea gives due consideration to past performance, transaction fees, expense ratios, intrinsic costs, consistency, and management style. Cardea creates and maintains model portfolios that range from very conservative to aggressive growth and are designed to meet the varying needs of the investor. The investment advisor representative, together with his/her client, selects the Cardea model portfolio and other investments to invest in based on the client’s specific investment objective, risk tolerance and time horizon. Investments are considered to be long-term in nature, and investors should expect to remain fully invested in their selected asset-allocated model portfolio(s) at all times. For discretionary accounts, Cardea performs periodic rebalancing designed to keep portfolios consistent with the client’s desired asset allocation.

#### **Investment Supervisory Services**

These services include, but are not limited to, the new account opening at the custodian of the client’s choice, monitoring the funding of the account, establishing the initial investment portfolio, on-going review of the client’s portfolio(s), rebalancing, quarterly account performance and fee reporting, debiting of fees, transaction processing, updating client account information, answering client inquiries, wholesaling, marketing, sales support and web-based account access.

#### **Sub-Advisory Services**

Acting in a sub-advisory capacity, Cardea provides portfolio design, asset allocation and management to various registered investment advisers and broker/dealers. When acting in a sub-advisory capacity, Cardea does not perform most of the Investment Supervisory Services listed above; however, Cardea does provide wholesaling, marketing and sales support to these registered investment advisers, broker/dealers and the representatives of the firms who recommend Cardea portfolios to their clients.

#### **Retirement Plan Services**

Cardea offers the ability to act as an Investment Manager as defined in Section 3(38) of the Employee Retirement Income Security Act of 1974 (“ERISA”) to clients maintaining a defined contribution or defined

benefit plan(s). As a fiduciary, Cardea will provide to the plan sponsor a vetted list of individual mutual funds in addition to asset-allocated retirement model portfolios and a money market fund. Plan assets are maintained in accounts held by certain independent and unaffiliated broker/dealer custodians and may contain assets not managed by Cardea. Cardea will not act as a fiduciary to the Plan for any outside assets, in other words, assets not managed by Cardea.

#### Separately Managed Account Platforms through Custodians (SMA)

Cardea participates in the separately managed account programs offered by our custodians; TD Ameritrade Separate Account Exchange (TDAI SAE), Charles Schwab Managed Accounts Marketplace®, and Fidelity Separate Account Network (SAN).

#### Pass-Thru Services

One arrangement exists whereby Cardea makes access available to open-end mutual funds offered by Dimensional Fund Advisors at the lowest cost share class that may be available to Cardea. Cardea will continue with this existing arrangement; however, Cardea does not anticipate offering this service to new relationships.

#### Wrap Fee Programs

Cardea does not participate in wrap fee programs.

### **SECTION III. FEES AND COMPENSATION**

Cardea charges client accounts an annual investment management fee, billed quarterly, based on the assets under management. In addition, the Solicitor who referred the account to Cardea will also charge a fee based on the client's assets under management. Both fees are mutually agreed upon and disclosed in the Cardea Solicitor's Disclosure & Fee Sharing Agreement, a part of the Investment Management Agreement that is executed when the account is opened. Clients may elect to have the fee charged to each individually managed account; charged to one account for multiple managed accounts or pay by check. The client may request that related accounts be combined in order to meet fee breakpoints to reduce the investment management fee charged. The custodian will send monthly or quarterly statements reflecting all payouts from accounts, including the investment management fee if it is deducted from the account. The client is encouraged to verify the charges.

Accounts that have deposits of cash and/or securities of \$50,000 or greater during any given month are charged a pro-rated investment management fee which is calculated for the number of days the account is managed during the quarter. Clients will have five (5) business days to rescind the contract during which time the client will be entitled to a full refund of any fees paid. Cardea's fees are billed on a pro-rata annualized basis quarterly in advance or in arrears. The fees may be calculated upon the market value of a client's account on the last business day of the quarter or they may be calculated using the account's Average Daily Balance during the previous quarter. What determines when fees are billed and how fees are calculated is determined by the billing procedures of the investment firm that Cardea provides its services to under a Solicitor Agreement or a Sub-Adviser Agreement. If an account is closed during the quarter and has been billed in advance, the client will receive a refund of any prepaid unearned fees. If the account is billed in arrears, the client will receive a statement requiring payment of earned fees but not yet paid.

Fees charged by Cardea for portfolio management services and investment supervisory services are separate and distinct from any fees charged by mutual funds or exchange traded funds, which are disclosed in the fund's prospectus. The custodian may also charge fees which may include, but are not limited to, ticket charges, fees as a result of account termination, wired funds, returned/cancelled check, and overnight express.

Cardea reserves the right to waive or reduce the investment management fee for certain accounts, such as employee accounts and personal accounts of solicitors who refer business to us. The standard fee schedules and minimum account sizes indicated for portfolio management services and investment supervisory services are negotiable and as a result, clients with similar assets may have differing fee schedules and pay different fees. Clients will be charged a fee on all assets (securities, cash and cash equivalents) in the account unless otherwise agreed upon between parties.

The standard TAMP fee schedule for only Cardea's portion of the fee, which is determined by the selected portfolio, is shown below.

TRADITIONAL, STRATEGIC FIXED INCOME, STRATEGIC ALTERNATIVE AND GLOBAL PORTFOLIOS	ANNUAL FEE
\$0 to \$249,999	60 basis points
\$250,000 to \$599,999	55 basis points
\$600,000 to \$999,999	50 basis points
\$1,000,000 to \$4,999,999	45 basis points
\$5,000,000 to \$9,999,999	40 basis points
\$10,000,000 and above	negotiable

STRATEGIC ALTERNATIVE BLEND PORTFOLIO	ANNUAL FEE
\$0 to \$249,999	70 basis points
\$250,000 to \$599,999	65 basis points
\$600,000 to \$999,999	60 basis points
\$1,000,000 to \$4,999,999	55 basis points
\$5,000,000 to \$9,999,999	50 basis points
\$10,000,000 and above	negotiable

DEFENSIVE PORTFOLIO (Closed to New Investors)	ANNUAL FEE
\$50,000 minimum	40 basis points

TACTICAL ECONOMIC PORTFOLIO (sub-advised by Cavalier Investments)	ANNUAL FEE
\$100,000 to \$4,999,999	80 basis points
\$5,000,000 to \$9,999,999	75 basis points
\$10,000,000 and above	65 basis points

SUB-ADVISOR	ANNUAL FEE
Traditional, Strategic Fixed Income, Strategic Alternative, Defensive and Global Portfolios	40 basis points
Strategic Alternative Blend Portfolio	47 basis points
Tactical Economic Portfolio	60 basis points

SEPARATELY MANAGED ACCOUNTS (SMAs)	ANNUAL FEE
\$0 to \$9,999,999	80 basis points
\$10,000,000 and above	negotiable

CUSTOM BOND PORTFOLIO	ANNUAL FEE
\$0 to \$999,999	25 basis points
\$1,000,000 to \$9,999,999	20 basis points
\$10,000,000 and above	negotiable

For qualified plans, fees are deducted from the plan assets in accordance with the instructions provided by the Plan Sponsor to the recordkeeper. Cardea works with various recordkeepers. Depending on the recordkeeper, fees may be paid to Cardea and the solicitor on a monthly basis or a quarterly basis. Both Cardea's fees and the solicitor's fees are disclosed in the Written Fee Disclosure Statement & Fee Sharing Agreement, a part of the Investment Management Agreement that was executed by the Plan Sponsor when the account was opened. There may be additional fees incurred by the Plan for Plan related services that are

not provided by Cardea, including but not limited to plan administration, custody, and mutual fund fees. The cost of any service other than Cardea's portfolio management services is not included as part of Cardea's annual fee.

The qualified plan standard fee schedule for only Cardea's portion of the fee, which is determined by the amount of assets in the plan, is shown below.

QUALIFIED RETIREMENT PLANS	ANNUAL FEE
Minimum Fee \$1,000 and a Maximum Fee of \$20,000	20 basis points

For non-ERISA accounts maintained by recordkeepers, fees are deducted from the account assets in accordance with the instructions provided by the participant to the recordkeeper. Depending on the recordkeeper, fees may be paid to Cardea and the solicitor on a monthly basis or quarterly basis. Cardea's fees are disclosed in the Investment Strategist Fee Agreement signed by the participant. The Solicitor's fee is disclosed in the recordkeeper's Account Application and Agreement which is also signed by the participant when the account is opened. There may be additional fees incurred by the account for services that are not provided by Cardea, including but not limited to administration, custody, and mutual fund fees. The cost of any service other than Cardea's portfolio management services is not included as part of Cardea's annual fee.

The non-ERISA standard fee schedule for only Cardea's portion of the fee, which is determined by the selected portfolio, is shown below.

NON-ERISA 403(b)/457 APPROVED PORTFOLIOS (EQ=EQUITY, FI = FIXED INCOME)	ANNUAL FEE
Defensive Portfolio (EQ 0:FI 100)	30 basis points
Conservative Portfolio (EQ 25:FI 75)	30 basis points
Moderate Portfolio (EQ 40:FI 60)	30 basis points
Moderate Growth Portfolio (EQ 60:FI 40)	30 basis points
Growth Portfolio (EQ80:FI 20)	30 basis points
Aggressive Growth Portfolio (EQ 100:FI 0)	30 basis points
Strategic Alternative Portfolio	30 basis points
Strategic Alternative Blend Portfolio	40 basis points
Tactical Economic Portfolio	45 basis points

UMA PLATFORM	ANNUAL FEE
Traditional 20/80 Portfolio	30 basis points
Traditional 35/65 Portfolio	30 basis points
Traditional 50/50 Portfolio	30 basis points
Traditional 65/35 Portfolio	30 basis points
Traditional 80/20 Portfolio	30 basis points
Traditional 95/5 Portfolio	30 basis points
Defensive Capital Portfolio	30 basis points
Strategic Fixed Income Portfolio	30 basis points
Strategic Alternative Portfolio	30 basis points
Strategic Alternative Blend Portfolio	40 basis points
Tactical Economic Portfolio	45 basis points

## SECTION IV. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Cardea does not manage accounts for a performance-based fee or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

## SECTION V. TYPES OF CLIENTS

Cardea provides its services to individuals, high net-worth individuals, pension and profit-sharing plans, charitable organizations, trusts, small businesses and corporations.

Generally, the minimum opening value of an account is \$100,000 for portfolios other than the Defensive and Strategic Fixed Income, which is \$50,000. Clients choosing to invest in our Traditional Portfolios with less than a \$100,000 initial investment will automatically be invested in the Global Portfolios. (see details in Item 4) Account minimums are subject to negotiation.

## SECTION VI. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

### Methods of Analysis

Cardea's primary investment philosophy revolves around Modern Portfolio Theory ("MPT"). The essence of MPT is to maximize a portfolio's expected return given a level of risk. This outcome is achieved through diversification, investing in asset classes and having a long-term investment time horizon (generally a minimum of three years). Cardea designs model portfolios based on these assumptions. When choosing the actual investments, Cardea evaluates institutional mutual fund managers using the due diligence criteria established by FI360 and are selected based upon (i) their performance relative to their peer group, (ii) their performance relative to assumed risk, (iii) the inception date of the product, (iv) the correlation relative to their peer group, (v) the assets they have under management, (vi) their consistency between their holdings and their investment style, (vii) the expense ratios or fees charged and (viii) the stability of the organization.

The Cardea Investment Committee meets regularly to evaluate the Cardea Model Portfolio allocations. The Investment Committee meets on a quarterly basis to evaluate market conditions, macro-economic trends, Cardea model performance, asset class performance, individual mutual fund performance and other investment offerings. The Investment Committee may recommend allocation changes to a model portfolio based on fundamental and quantitative analysis.

**Quantitative Analysis.** To perform a quantitative analysis, Cardea uses mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share and then predict changes to that data. The risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

**Asset Allocation.** Rather than focusing primarily on securities selection, attempts are made to identify an appropriate ratio of equities, fixed income, and cash suitable to the client's investment goals, risk tolerance, and time horizon.

One of the risks of asset allocation is that a client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of equities, fixed income, and cash will change over time due to market movements and, if not adjusted, will no longer be appropriate for the client's goals. To overcome this, each asset in a portfolio is given a target percentage and a tolerance band that indicates if an asset is over/under weighted. Every client's model portfolio is checked on a quarterly basis and rebalanced to the target weights if prudent to do so.

***Mutual Fund and/or ETF Analysis.*** The experience and track record of the manager of the mutual fund or exchange-traded fund (ETF) is reviewed in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. The underlying assets in a mutual fund or ETF are reviewed in an attempt to determine if there is significant overlap in the underlying investments held in other fund(s) in the client's portfolio. The mutual funds or ETFs are monitored in an attempt to determine if they are continuing to follow their stated investment strategy.

One of the risks of a mutual fund and/or ETF is that as for all investments, past performance does not guarantee future results. A manager who has been successful in the past may not be able to replicate that success in the future. In addition, as Cardea has no control of the underlying investments in a mutual fund and/or ETF, managers of different funds held by the client may purchase the same security, thus increasing the risk to the client if that security were to fall in value. An additional risk is that a manager may deviate from the stated investment mandate or strategy of the mutual fund and/or ETF, a circumstance that could make the holding(s) less suitable for the client's portfolio.

***Risks for all forms of analysis.*** Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that certain data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

### **Investment Strategies**

Cardea offers four (4) portfolio series that are distinct from one another, as foundations of client portfolios; however, they share an overarching philosophy that the strategy must be appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations. In addition to the portfolio series, Cardea seeks to offer a broad range of supplemental investment opportunities to meet the needs of clients, as described later in this brochure.

Cardea believes that the fee an investor pays plays a significant role in his/her investment performance and therefore each portfolio series utilizes low cost institutional mutual funds and ETFs. All of the strategies are designed for the long-term investor and we recommend the client has a minimum three-year time horizon for their investment. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk for a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are not correct, a security may decline sharply in value before we make the decision to sell.

### **Traditional Portfolio Series**

The Traditional Portfolio Series has six qualified and six taxable portfolios that are based on risk objectives, ranging from Very Conservative to Aggressive Growth. Each portfolio is designed with the following core principles:

- **Markets Work.** Capital markets do a good job of fairly pricing all available information and investor expectations about publicly traded securities.
- **Diversification is key.** Comprehensive, global asset allocation can neutralize the risks specific to individual securities.

- **Risk and return are related.** The reward for taking on increased levels of risk is the potential to earn greater returns.
- **Portfolio structure explains performance.** The asset classes that comprise a portfolio and the risk levels of those asset classes are responsible for most of the variability of portfolio returns.

Each portfolio consists of allocations towards equities, fixed income, and cash equivalents by investing in mutual funds and ETFs. Each portfolio has exposure to many various asset classes, with each asset class having a target percentage that is strategically assigned. The goal of diversification in the way the portfolios are implemented is to achieve the most efficient risk/return relationship given a risk tolerance.

### **Defensive Portfolio Series**

The Defensive Portfolio Series consists of allocations that invest only in fixed income securities. There are two distinct strategies offered under this series, the High-Income Portfolio and the Strategic Fixed Income portfolios. The High-Income Portfolio seeks to provide high current income and the potential for some capital appreciation and is designed to provide an attractive complement to a well-diversified portfolio. The portfolio invests primarily in high-yielding, lower-rated debt instruments and may include preferred securities and floating rate bank loans. Cardea manages downside risk in the portfolio by maintaining a broadly diversified portfolio of several fixed income asset types with low correlation to one another. The Strategic Fixed Income portfolio seeks to provide current income with low to moderate volatility. This portfolio invests in riskier assets than the Defensive Capital to achieve the higher current income.

Diversification plays a major role in each strategy. Cardea uses many different fixed income asset classes to lower the risk of the portfolio. For instance, the allocations can include, but are not limited to, government issued debt, corporate debt, inflation protected securities, mortgage-backed securities, and asset-backed securities. From there, we can diversify further by investing in fixed income securities of various credit qualities and maturities, as well as international debt.

### **Contemporary Portfolio Series**

The Contemporary Portfolio Series models are designed for investors with complex investment needs requiring advanced risk allocation strategies. The portfolios offer diversification and asset allocation using combinations of equities, fixed income, alternatives, tactical solutions, and cash investments. This series has three unique strategies, the Strategic Alternative, the Strategic Alternative Blend, and the Diversifier portfolios.

The Strategic Alternative portfolio seeks long term growth of capital with an emphasis on minimizing downside volatility. The strategy was developed as a buy and hold similar to the Traditional Portfolio Series, however with the addition of an allocation towards low or negatively correlated alternative investments.

The Strategic Alternative Blend also seeks long term growth of capital with an emphasis on minimizing downside volatility. This portfolio differs in that while it does have a static allocation towards equities, fixed income and alternatives, there is also an allocation dedicated to dynamic asset allocation. The dynamic asset allocation portion of the portfolio will move between all equities, half equities and half fixed income, and all fixed income based on a quantitative approach to analyzing market conditions. The goal for the dynamic asset allocation is to shift allocations to avoid large market downturns.

The Diversifier portfolio seeks to compliment a client's other core holdings by providing a portfolio of low to negatively correlating assets with an objective of minimizing downside volatility. Each of the portfolio's components have historically low to negative correlation to equity markets. The portfolio consists of managed futures, gold, municipal bonds, master limited partnerships, and treasury inflation protected securities.

## **Tactical Economic**

The Tactical Economic is a dynamic asset allocation portfolio that seeks long term growth of capital with moderate downside volatility. The portfolio is a quantitative model that generates signals for an allocation shift between Growth, Balanced, and Defensive mode. Growth mode will be mostly equities, Balanced mode will be split evenly between equities and fixed income, and Defensive mode will be mostly fixed income. This portfolio utilizes both ETFs and mutual funds as investments.

## **Supplemental Investment Opportunities**

Cardea offers the ability to customize its portfolio series to include unique investment products and strategies, such as Separately Managed Accounts (“SMAs”), Custom Bond Portfolios and other Innovative Opportunities to meet specific client needs.

SMAs – Cardea may supplement its portfolio series with select SMAs provided by third-party partners to accommodate specific client parameters and objectives.

Custom Bond Portfolios – Cardea may manage portfolios of fixed income securities with our institutional partners that are customized to accommodate specific client parameters. Each portfolio may contain multiple securities from various issuers that are typically investment grade securities, depending on client preferences. The portfolios can be diversified across credit qualities and issue type depending on each client’s needs. Portfolios may consist of bonds, preferred stocks, capital securities, and other fixed income securities.

Innovative Opportunities – Cardea is continually seeking supplemental products and strategies to meet the needs and priorities of clients. While Cardea’s portfolio series form the foundation of client portfolios, and SMAs and Custom Bond Portfolios can augment asset classes within those portfolios, certain clients may wish to include more focused investments and strategies in their portfolios. Such innovative opportunities may focus on environmental, social and corporate governance (ESG) criteria, specific real estate securities, overlay strategies and other unique allocations specific to the priorities of clients.

## **Risk of Loss**

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

**Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

**Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security’s particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

**Inflation Risk:** When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.

**Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment’s originating country. This is also referred to as exchange rate risk.

**Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

**Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process before they can generate a profit. They carry a higher risk of profitability than an electric company which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

**Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

**Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

## **SECTION VII. DISCIPLINARY INFORMATION**

Cardea is 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 our management personnel have not been a party to any material legal or disciplinary proceedings.

## **SECTION VIII. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **Other Financial Industry Activities**

Neither Cardea nor any of its management persons are registered, nor does it have any pending application to register as a broker-dealer.

Cardea and its management persons are not registered, or have an application pending to register, as a commodity pool operator, futures commission merchant, or commodity trading advisor, or as an associated person of the foregoing entities.

### **Third Party Advisors Arrangements**

Cardea has entered into sub-advisory agreements various unaffiliated independent registered investment advisers. See Item 4 and Item 5 for details of our business relationship and the compensation we receive.

## **SECTION IX. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Cardea has adopted a Code of Ethics that sets forth high ethical standards of business conduct that we require of all our employees, including compliance with applicable federal and state securities laws such as, but not limited to, insider trading and personal securities transactions. Cardea and its personnel owe a duty of loyalty, fairness, and good faith toward our clients and have an obligation to adhere not only to the specific provisions of the Cardea Code of Ethics, but to the general principles that guide that Code. Protecting the firm's clients and the firm's reputation by educating employees about their fiduciary duty and the laws governing their conduct is the main purpose of the Code. A copy of the Cardea Code of Ethics is available upon request by calling 770-977-7779.

Cardea recommends only transactions in asset-allocated model portfolios constructed of institutional mutual funds, alternative investments and ETF's. In addition, Cardea does not execute transactions on a principal or agency cross basis.

Cardea employees and affiliated persons have duplicate copies of all personal brokerage account statements sent to Cardea Compliance for review. Because the securities recommended by Cardea are generally not "reportable securities," the Cardea Code of Ethics does not restrict the ability of Cardea's employees and affiliated persons to invest in the same asset-allocated model portfolios that are recommended to clients. However, pre-clearance of trades in "reportable securities" is required to provide additional assurance that client's interests are put first.

## **SECTION X. BROKERAGE PRACTICES**

Cardea does work with only a select group of custodians from which clients can choose such as TD Ameritrade Institutional, Charles Schwab & Company, Inc., and Fidelity Brokerage Services LLC. Some of the factors that Cardea considers when choosing a custodian include the following products and services (provided without cost or at a discount):

- Access to duplicate client confirmations and statements, research-related products and tools, and consulting services;
- Access to a trading desk serving adviser participants; access to block trading (which provided the ability to aggregate securities transactions for execution and then allocates the appropriate shares to client accounts);
- The ability to have advisory fees deducted directly from client accounts, access to an electronic communications network for client order entry and account information;
- Access to mutual funds with no transaction fees and to certain institutional money managers, access to discounts on compliance, marketing, research, technology and practice management products or services provided to Cardea by third-party vendors.

Based on the client's selection of custodian, all trades for that account are then placed through their selected custodian. The clients are typically charged a fee for all trades placed at that given custodian. Cardea periodically reviews these charges to make sure that the clients achieve the best execution overall. The custodian(s) do not provide any soft-dollar arrangements or soft-dollar benefits to Cardea for their services. Cardea does not maintain custody of any assets.

Cardea does not consider, in selecting or recommending broker-dealers, whether we or a related person receive client referrals from a broker-dealer or third party, nor does Cardea have directed brokerage arrangements.

As a matter of policy and practice, Cardea does not generally enter block trades for clients; therefore, client transactions are placed separately for each individual account. Consequently, certain client trades may be executed before others at a different price. Additionally, our clients may not receive volume discounts available to those advisers who place block trades for their clients.

## **SECTION XI. REVIEW OF ACCOUNTS**

Periodically, but at least quarterly, Cardea will review clients' model investment portfolios and if necessary, rebalance assets to bring them closer to their initial model investment portfolio allocation, unless the client or his/her advisor has requested otherwise. More frequent rebalancing will take place when clients make significant additions to or withdrawals from their account. Re-allocations will also occur when clients give instructions to change their model investment portfolio.

In addition to the confirmation of transactions and monthly/quarterly statements that clients receive from their custodian, Cardea provides clients with a quarterly report summarizing account performance, balances, fees and holdings.

Cardea encourages advisors whose clients have an account at Cardea, to contact their clients on a periodic basis and to notify Cardea if there are any changes to their risk tolerance, investment objective, goals, financial situation, liquidity needs, tax status, life events or any other material changes to the client's profile since inception of the account or the last review of the account with the client.

## **SECTION XII. CLIENT REFERRALS AND OTHER COMPENSATION**

Cardea has entered into agreements with Solicitors (unaffiliated independent registered investment advisers and broker/dealers) whose representatives offer Cardea's services to their clients. For clients who retain Cardea for investment management services, Cardea agrees to compensate the Solicitor, who in turn will compensate the Solicitor representative. The total fee that will be charged to a client is disclosed in the Solicitor Disclosure Statement and Fee Sharing Agreement that is part of the Cardea Investment Management Agreement which is executed by both parties when the account is opened. Solicitor representatives are required to provide prospects and new clients with Cardea's current Form ADV, Part 2A and Privacy Policy. Advisory fees paid to Cardea by clients referred by Solicitor representatives are not increased as a result of the referral.

It is Cardea's policy not to accept or allow our associated persons to accept any form of compensation, including cash, sales awards, or other prizes, from unaffiliated individuals or entities in conjunction with any advisory services we provide to our clients.

## **SECTION XIII. CUSTODY**

Cardea does not take direct custody of client assets but is allowed the ability to withdraw or direct the payment of fees from the client account through the custodian.

As part of the fee billing process, Cardea notifies the client's custodian of the fee amount to be deducted from the client's account. This procedure is authorized by the client in the executed Investment Management Agreement. On at least a quarterly basis, the custodian is required to send the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other details.

Clients should contact Cardea immediately if they believe there is an error in their custodial or Cardea statement.

## **SECTION XIV. INVESTMENT DISCRETION**

Cardea is hired by clients to provide discretionary investment management services, in which case Cardea places the required trades to construct a portfolio in a client's account without contacting the client for permission prior to each trade. Authorization to implement investment decisions such as investment selection and rebalancing is given to Cardea by the client when the Investment Management Agreement is executed. Cardea manages the portfolio on a continuous basis.

## **SECTION XV. VOTING CLIENT SERVICES**

Cardea does not vote or give advice on how to vote proxies for securities held in client accounts. The custodian(s) is notified on all new account paperwork that proxy material is to be forwarded to the client's address of record. Clients should receive proxies or other solicitations directly from their custodian(s), recordkeeper(s), or transfer agent(s). Cardea may receive a duplicate of proxy material from the custodian; however, it is for information purposes only.

## **SECTION XVI. FINANCIAL INFORMATION**

As a registered investment advisor that maintains discretionary authority over client accounts, Cardea has no financial condition that is reasonably likely to impair its ability to meet contractual obligations to clients.

Cardea does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

## SECTION XVII. BUSINESS CONTINUITY PLAN

### General

Cardea has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, service or key people.

### Disasters

The Business Continuity Plan covers natural disasters such as pandemic events, snowstorms, hurricanes, tornados and flooding. This covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

### Alternative Offices and Remote Operating Capabilities

Alternate offices and remote operating procedures are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact our key stakeholders within two days of a disaster that dictates moving our office to an alternate location.

### Loss of Key Personnel

Cardea has not signed a Business Continuation Agreement with another financial advisory Adviser to support it in the event of key personnel disability or death. The Adviser believes it is adequately staffed to handle any such disaster.

## SECTION XVIII. INFORMATION SECURITY PROGRAM

### Information Security

Cardea maintains an information security program to reduce the risk that personal and confidential information may be breached.

### Privacy Notice

Cardea is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of non-public information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies (e.g., credit reports). We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, e-mail or in person. With your permission, we share a limited amount of information about you with your brokerage Adviser in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal

information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this Privacy Notice to you annually, in writing.