

GERSTEIN FISHER DISCLOSURE BROCHURE

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ITEM 1: COVER PAGE

This Brochure provides information about the qualifications and business practices of People's United Advisors, Inc. doing business as Gerstein Fisher ("Gerstein Fisher"). If you have any questions about the contents of this Brochure, please contact us at 646-971-2505 or bdelman@gersteinfisher.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.

Additional information about People's United Advisors, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov. References herein to People's United Advisors, Inc. as a "registered investment adviser" or any reference to being "registered" does not imply any level of skill or training.

ITEM 2: MATERIAL CHANGES

As this is an interim amendment to the Brochure, material changes since Gerstein Fisher's last annual amendment, dated March 30, 2020, have not been provided. Material changes contained in this Brochure will be detailed in the next annual amendment and will then be distributed to all existing advisory clients in April 2020.

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ITEM 4: ADVISORY BUSINESS

- A. People's United Advisors, Inc. ("PUA") is a Connecticut corporation that was formed in connection with the reorganization of the investment advisory business ("the "Reorganization") of People's Securities, Inc. ("PSI"), a Connecticut corporation that was formed in July 1983. PUA Inc. (and PSI) are wholly-owned subsidiaries of People's United Bank, N.A. ("People's United"), which is owned by People's United Financial Inc., a publicly reporting company. PUA is registered with the United States Securities and Exchange Commission ("SEC") as an investment adviser. PSI is registered with the SEC as a broker-dealer and is a member of the Financial Industry Regulatory Authority, Inc. ("FINRA"). PSI is also registered with several states as a life and health insurance agency.

Gerstein Fisher is a division of PUA. PUA's principal mailing address is 850 Main Street, Bridgeport, Connecticut 06604. When doing business as Gerstein Fisher, PUA utilizes local offices at 565 Fifth Avenue, New York, NY 10017.

- B. PUA offers investment advisory services through one or more programs to its investment advisory clients.

PUA provides investment advisory services to clients through different offerings. The focus of this brochure is PUA's offering through its Gerstein Fisher division. Gerstein Fisher offers the investment advisory services outlined below to its clients (individuals, business entities, trusts, estates and charitable organizations, etc.), directly or via one or more affiliates, and, upon client request, financial planning and related consulting services.

INVESTMENT ADVISORY SERVICES

Gerstein Fisher provides discretionary investment advisory services on a fee basis. Gerstein Fisher's fee for those services is based upon a percentage of the market value of the assets placed under management. Please refer to Item 5 below for more information about these fees.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

Gerstein Fisher provides financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a negotiable, stand-alone separate fee basis. Please refer to Item 5 below for more information about these fees.

REPORTING SERVICES AND AGGREGATE DATA STORAGE

Gerstein Fisher offers investment data storage and comprehensive reporting services, which may be provided separately or as part of Gerstein Fisher's other services. The client's assets subject to this service may be separate from those for which Gerstein Fisher provides investment management, review, monitoring and/or for which Gerstein Fisher provides investment recommendations or advice. The Investment Advisory Agreement and/or Financial Planning and Consulting Agreement between Gerstein Fisher and the client will describe the services offered and delineate those assets which will receive no services other than investment data storage and comprehensive reporting services (referred to as "Excluded Assets"). Gerstein Fisher's fee for this service will range from 0.10% to 1.00% of the assets that will be reported on under this service. Gerstein Fisher will negotiate fees under unusual circumstances, at its sole discretion.

UNAFFILIATED INVESTMENT PLATFORMS

Gerstein Fisher serves as an investment manager on unaffiliated investment platforms or may deliver its investment models to unaffiliated investment platforms. By so doing, unaffiliated investment advisers can indirectly (via the unaffiliated investment platform) obtain Gerstein Fisher's investment management services for the unaffiliated adviser's clients. In such event, the unaffiliated investment adviser shall, in conjunction with the underlying investor (i.e., the unaffiliated adviser's client) maintain the initial and ongoing suitability determination for Gerstein Fisher's services, as well as communication with the underlying investor. Gerstein Fisher will provide the discretionary selection of securities for the designated accounts (generally stocks, bonds, mutual funds and ETFs).

MISCELLANEOUS

Non-Investment Consulting/Implementation Services. Gerstein Fisher provides consulting services regarding non-investment related matters, such as estate planning, insurance, etc. Neither Gerstein Fisher, nor any of its representatives, serves as an attorney or accountant, and no portion of Gerstein Fisher's services should be construed otherwise. Upon request, Gerstein Fisher will recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance, etc.), including, as discussed below, representatives of Gerstein Fisher in their separate registered/licensed capacities. The client is under no obligation to engage the services of any such recommended professional.

It is the client's responsibility to promptly notify Gerstein Fisher if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising Gerstein Fisher's previous recommendations and/or services.

Although not a material consideration when determining to purchase a specific mutual fund, Gerstein Fisher's representatives, pursuant to their association with PSI, in its broker-dealer capacity, may receive ongoing 12b-1 or "trail" commission fees from

the mutual funds while the client owns the mutual fund's shares. The receipt of 12b-1 fees presents a conflict of interest if Gerstein Fisher also receives an investment advisory fee on the assets invested in the fund that pays the 12b-1 compensation.

Sub-advisory Arrangements. Gerstein Fisher may be directly engaged as a sub-advisor by unaffiliated investment advisers to assist the unaffiliated investment adviser with the management of its client accounts. In such situations, subject to any restrictions imposed by the unaffiliated investment adviser, Gerstein Fisher shall have discretionary authority for the day-to-day management of the assets allocated to it by the unaffiliated investment adviser. The unaffiliated investment adviser shall, in conjunction with its underlying client, maintain the initial and ongoing suitability determination for Gerstein Fisher's services, as well as communication with the underlying investor. In such engagements, Gerstein Fisher shall generally debit its sub-advisory fee from the designated accounts and remit remainder to the unaffiliated investment adviser.

Retirement Rollovers. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) rollover the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) rollover to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences).

- Conflict of Interest. If Gerstein Fisher recommends that a client rollover their retirement plan assets into an account to be managed by Gerstein Fisher, such a recommendation creates a conflict of interest if Gerstein Fisher will earn an advisory fee on the rolled over assets. No client is under any obligation to rollover retirement plan assets to an account managed by Gerstein Fisher. PUA's Chief Compliance Officer, Brian E. Delman, remains available to address any questions that a client or prospective client may have regarding the potential for conflict of interest presented by such rollover recommendation.

Client Obligations. In performing its services, Gerstein Fisher will not verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. It is the client's responsibility to promptly notify Gerstein Fisher if there is ever any change in financial situation or investment objectives for the purpose of reviewing/evaluating/revising Gerstein Fisher's previous recommendations and/or services.

- C. Gerstein Fisher provides investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Gerstein Fisher will allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). **Please Note:** The client may, at any time, impose reasonable restrictions, in writing, on the management of its account.

When appropriate, Gerstein Fisher employs tax-loss harvesting services. Tax-loss harvesting is a technique used to lower a client's taxes while attempting to maintain the expected risk and return profile of a client's portfolio. It harvests previously unrecognized investment losses to offset taxes due on other gains and income.

- D. Gerstein Fisher sponsors Gerstein Fisher Managed Solutions, a wrap program distributed through PSI Financial Advisers. For further details, please see the Gerstein Fisher Managed Solutions Form ADV 2A – Appendix 1. Gerstein Fisher sponsors the Gerstein Fisher Cancer Research Strategy Program. For further details, please see the Gerstein Fisher Cancer Research Strategy Program Form ADV 2A – Appendix 1. Gerstein Fisher also participates in one unaffiliated wrap fee program. When Gerstein Fisher is engaged to provide investment advisory services as part of an unaffiliated wrap-fee program, it will be unable to negotiate commissions and/or transaction costs.

Under a wrap program, the wrap program sponsor arranges for the investor participant to receive investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. Participation in a wrap program may cost the participant more or less than purchasing such services separately.

- E. As of December 31, 2019, Gerstein Fisher had a total of \$2,484,716,589 in assets under management, comprised of \$2,439,277,934 on a discretionary basis and \$45,438,655 on a non-discretionary basis.

ITEM 5: FEES AND COMPENSATION

A. INVESTMENT ADVISORY SERVICES

Gerstein Fisher's annual investment advisory fee for accounts is based upon a percentage (%) of the market value and type of assets placed under Gerstein Fisher's management (between 0.25% and 1.00%) as follows:

Assets Under Management	Equity and Balanced Account Strategies: Annual Fee %	Fixed Income Account Strategies: Annual Fee %
Initial \$2,000,000	1.00%	0.55%
Next \$3,000,000	0.70%	0.45%
Next \$15,000,000	0.50%	0.35%
Additional amounts over \$20,000,000	0.35%	0.25%

Fees are negotiable. Certain clients of Gerstein Fisher may be subject to a different fee schedule (higher or lower) than as set forth above depending upon the level and scope of the overall investment advisory services to be rendered, which is based upon various objective and subjective factors, including, but not limited to, the amount of the assets placed under Gerstein Fisher's management, the level and scope of financial planning and consulting services to be rendered, the complexity of the engagement and when the client engaged Gerstein Fisher services. Gerstein Fisher's services could be available from other advisers at lower fees.

The fee schedules outlined above reflect the fees that new investors will pay. Existing investors may be subject to a different fee schedule. Clients should refer to the investment advisory agreements they have signed with Gerstein Fisher which reflect their effective fee schedules.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

Gerstein Fisher, upon client request, provides financial planning and/or consulting services (including investment and non-investment related matters, including estate planning, insurance planning, etc.) on a stand-alone fee basis. Gerstein Fisher's planning and consulting fees are negotiable, but generally range from \$750 to \$10,000 on a fixed fee basis, and from \$200 to \$500 on an hourly rate basis, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

UNAFFILIATED INVESTMENT PLATFORMS

Gerstein Fisher's annual fee for these services generally ranges from 15 to 70 basis points and is generally billed quarterly in arrears. The exact fee and billing methodology is negotiated between the unaffiliated investment platform manager and Gerstein Fisher.

If Gerstein Fisher delivers its investment models to multiple unaffiliated investment platforms, it will notify the platforms of updates to its investment models on a rotational basis in accordance with its fair trade rotation policies.

- B. Advisory fees are deducted from the client's custodial account. Gerstein Fisher's Investment Advisory Agreement and the custodial/clearing agreement authorizes the custodian to debit the account for the amount of Gerstein Fisher's investment advisory fee and to directly remit that management fee to Gerstein Fisher in compliance with regulatory procedures. The account custodian will deduct fees and/or bill clients quarterly in arrears, based upon the market value of the assets on the last business day of the previous quarter (except for client assets allocated amongst certain independent investment manager(s) and/or program(s) that bill for payment in advance). As discussed below, unless the client directs otherwise or an individual client's circumstances require, Gerstein Fisher generally recommends that Fidelity Investments ("Fidelity"), Charles Schwab and Co., Inc. ("Schwab"), TD Ameritrade ("TD"), and/or Pershing, LLC ("Pershing") serve as the broker-dealer/custodian for client investment management assets.

Broker-dealers/custodians charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). They also charge account maintenance and other fees associated with trading, clearing and custody of client accounts as disclosed in the custodian's account opening documents. Client will pay the broker-dealer/custodian charges outlined above which are in addition to Gerstein Fisher's investment management fee. Clients will also pay their pro rata share of a mutual fund's or exchange traded fund's management fees and other fund expenses as outlined in the fund's prospectus.

When beneficial to the client, Gerstein Fisher will effect fixed income securities transactions through broker-dealers other than the account custodian. The client generally will pay both the commission or mark-up/mark-down charged by the executing broker-dealer and a separate “tradeaway” and/or prime broker fee charged by the account custodian.

- C. Gerstein Fisher’s annual investment advisory fee is prorated and paid quarterly, in arrears, based upon the market value of the assets on the last business day of the previous quarter (except for client assets allocated amongst certain independent investment manager(s) and/or program(s) that bill for payment in advance).

Upon termination of the Investment Advisory Agreement, a pro-rated portion of the earned but unpaid advisory fee will be debited from the custodial account or invoiced to the client.

- D. Securities Commission Transactions. Clients can implement Gerstein Fisher’s investment recommendations (limited to mutual funds, variable annuities, and 529 plans only) through PSI as broker-dealer and pay commissions on transactions, a portion of which PSI may pay to the applicable Gerstein Fisher representative. Prior to effecting any transactions, the client will be required to enter into a new account agreement with PSI as broker-dealer. In addition, through PSI as broker-dealer, the representatives of Gerstein Fisher may also receive additional ongoing 12b-1 trailing commission compensation from the mutual funds during the period that the client maintains the mutual fund investment.

1. Conflict of Interest: Gerstein Fisher’s representatives have a conflict of interest when they recommend that a client purchase a commissionable product, as they have an incentive to recommend investment products based on commissions to be received, rather than on a particular client’s need. No client is under any obligation to purchase any commission products from Gerstein Fisher’s representatives.
2. Clients may purchase investment products recommended by Gerstein Fisher through other, non-affiliated broker dealers or agents.
3. Gerstein Fisher does not receive more than 50% of its total revenue from advisory clients as a result of commissions or other compensation for the sale of investment products Gerstein Fisher recommends to its clients.
4. When Gerstein Fisher’s representatives sell an investment product on a commission basis, Gerstein Fisher does not charge an advisory fee in addition to the commissions the client pays for the product. When providing services on an advisory fee basis, Gerstein Fisher’s representatives do not also receive commissions for such advisory services (except for any ongoing 12b-1 trailing commission compensation that may be received as previously discussed). However, a client may engage Gerstein Fisher to provide investment management services on an advisory fee basis and separately purchase an investment product from Gerstein Fisher’s representatives on a commission basis.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Neither Gerstein Fisher nor any of its supervised persons accepts performance-based fees.

ITEM 7: TYPES OF CLIENTS

Gerstein Fisher’s clients include individuals, business entities, retirement and pension plans, trusts, estates and charitable organizations.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

- A. Gerstein Fisher uses the following methods of security analysis:

- Statistical and Quantitative – This is the primary method of security analysis Gerstein Fisher uses. It is analysis performed on value and momentum metrics, with a goal of identifying investment opportunities with the potential to outperform market benchmarks.
- Fundamental – analysis performed on historical and present data, with the goal of analyzing financial markets.

Gerstein Fisher uses some or all of the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)
- Short Sales (contracted sale of borrowed securities with an obligation to make the lender whole)
- Options (contract for the purchase or sale of a security at a predetermined price during a specific period of time)

Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy Gerstein Fisher employs will be profitable or equal any specific performance level(s).

B. Gerstein Fisher's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis Gerstein Fisher must have access to current/new market information. Gerstein Fisher has no control over the dissemination rate of market information; therefore, unbeknownst to Gerstein Fisher, certain analyses may be compiled with outdated market information, severely limiting the value of Gerstein Fisher's analysis.

Gerstein Fisher's primary investment strategies – Long Term Purchases and Short Term Purchases – are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy.

Gerstein Fisher uses statistical techniques like Monte Carlo Simulation (MCS) to perform rigorous scenario analysis on portfolios before finalizing structure. Gerstein Fisher recognizes that MCS is not a definitive method. While Gerstein Fisher recognizes its limitations, Gerstein Fisher believe that statistical techniques like MCS can play an important role in helping prepare its clients for a wide range of possible investment outcomes. In addition to the fundamental investment strategies discussed above, Gerstein Fisher may also implement and/or recommend short selling and/or options transactions. Each of these strategies has a high level of inherent risk. (See discussion below).

Quantitative analysis is a financial analysis technique that seeks to understand behavior by using complex mathematical and statistical modeling, measurement and research. When applied directly to portfolio management, the goal is like any other investment strategy: to add value, alpha or excess returns. Quantitative strategies typically employ complex mathematical models to detect investment opportunities. A potential advantage of a quantitative strategy is that the model, and ultimately the computer, makes the actual buy/sell decision, not a human. This tends to remove any emotional response that a person may experience when buying or selling investments. By contrast, qualitative analysis is securities analysis that uses subjective judgment based on unquantifiable information, such as management expertise, industry cycles, strength of research and development, and labor relations. Qualitative analysis contrasts with quantitative analysis, which focuses on numbers that can be found on reports such as balance sheets. The two techniques, will often be used together in order to examine a company's operations and evaluate its potential as an investment opportunity.

Short selling is an investment strategy with a high level of inherent risk. Short selling, involves the selling of assets that the investor does not own. The investor borrows the assets from a third party lender (i.e. Broker-Dealer) with the obligation of buying identical assets at a later date to return to the third party lender. Individuals who engage in this activity will only profit from a decline in the price of the assets between the original date of sale and the date of repurchase. Conversely, the short seller will incur a loss if the price of the assets rises. Other costs of shorting may include a fee for borrowing the assets and payment of any dividends paid on the borrowed assets.

The use of options transactions as an investment strategy involves a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security depending upon the nature of the option contract. Generally, Gerstein Fisher's purchase or recommendation to purchase an option contract will be with the intent of offsetting/"hedging" a potential market risk in a client's portfolio. Although the intent of the options-related transactions that Gerstein Fisher implements is to hedge against principal risk, certain of the options-related strategies (i.e. straddles, short positions, etc.), in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct Gerstein Fisher, in writing, not to employ any or all such strategies for his/her/their/its accounts.

C. Currently, Gerstein Fisher primarily allocates client investment assets among various types of investments that include, but are not limited to, individual fixed income and equity securities, exchange traded funds, certificates of deposit, municipal bonds, option contracts, real estate partnerships, mutual funds, writing covered calls, independent investment managers, and Gerstein Fisher's directly managed asset management strategies (individual equities and/or fixed income) on a discretionary basis in accordance with the client's designated investment objective(s).

Gerstein Fisher uses long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship

to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct Gerstein Fisher, in writing, not to employ any or all such strategies for his/her/their/its accounts.

Gerstein Fisher's use of tax-loss harvesting is not intended as tax advice and tax-loss harvesting objectives may not be obtained. The tax consequences of tax-loss harvesting are complex and may be subject to challenge by the IRS. The client should confer with his or her personal tax advisor regarding the tax consequences of using a tax-loss harvesting strategy.

Clients should be aware that if the client and/or client's spouse have other taxable or non-taxable accounts, and the client holds in those accounts any of the securities (including options contracts) held within a Gerstein Fisher account, then if the Client trades any of those securities 30 days before or after Gerstein Fisher trades those same securities as part of the tax-loss harvesting strategy, the trades may create a wash sale and as a result, a nullification of any tax benefits of the strategy.

ITEM 9: DISCIPLINARY INFORMATION

Neither PUA nor any of its divisions has been the subject of disciplinary action in the past ten years. PUA's Chief Compliance Officer is available to address any questions regarding the disciplinary history of the firm.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

- A. PUA is not registered as a broker-dealer. However, some of Gerstein Fisher's representatives are registered representatives of PSI, in its capacity as an SEC registered and FINRA-member broker-dealer.
- B. Neither Gerstein Fisher, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. Other Registrations

Registered Representatives of PSI. As disclosed above in Item 5.E, some of Gerstein Fisher's representatives are registered representatives of PSI, in its capacity as an SEC registered and FINRA-member broker-dealer. Clients can choose to engage Gerstein Fisher's representatives, in their individual capacities, to effect securities brokerage transactions on a commission basis.

- Conflict of Interest: The recommendation by Gerstein Fisher's representatives that a client purchase a securities commission product presents a conflict of interest, as the receipt of commissions provides an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from Gerstein Fisher's representatives. Clients may purchase investment products recommended by Gerstein Fisher through other, non-affiliated broker-dealers.

Other Financial Industry Affiliations

Insurance Agency. PSI is registered as an insurance agency in various states and is capable of selling life and health insurance to customers. Many of PSI's management, employees and investment adviser representatives are appointed with insurance carriers to sell insurance products. The firm primarily sells life insurance, various annuity products and long term care insurance to individual customers.

- Conflict of Interest: The recommendation by Gerstein Fisher's representatives that a client purchase an insurance commission product presents a conflict of interest, as the receipt of commissions provides an incentive to recommend investment products based on commissions to be received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from Gerstein Fisher's representatives. Clients may purchase insurance products recommended by Gerstein Fisher through other, non-affiliated insurance agents.

PSI is also affiliated with People's United Insurance Agency ("People's Insurance"), which is a regional insurance agency. People's Insurance is a wholly owned subsidiary of People's United. PSI may provide services to customers of People's Insurance in accordance with the terms of this Disclosure Brochure. PSI may also recommend, on a fully disclosed basis, People's Insurance to PSI clients for the provision of insurance-related services. This presents a potential conflict of interest between PSI and its owner. In the event of an actual conflict of interest, PSI personnel with sufficient knowledge of the conflict of interest will discuss the issue with the client and then PSI will determine, in its sole discretion, whether it may continue the relationship with the client. If the firm determines that it cannot continue the relationship with the client, it will terminate the relationship after providing reasonable assistance to the client in connection with transitioning the account away from the firm.

Banking Institution. PUA is a wholly owned subsidiary of People's United, which is owned by People's United Financial, Inc., a publicly reporting company. PUA provides services to customers of People's United in accordance with the terms of this Brochure which may present a potential conflict of interest between PUA and its owner. In the event of an actual conflict of interest between PUA and People's United, PUA personnel with sufficient knowledge of the conflict of interest will discuss the issue with the client and then PUA will determine, in its discretion, whether it may continue the relationship with the client. If the firm determines that it cannot continue the relationship with the client, it will terminate the relationship after providing reasonable assistance to the client in connection with transitioning the account away from the firm.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

- A. Gerstein Fisher maintains an investment policy that governs its employees' personal securities transactions. This investment policy is part of Gerstein Fisher's overall Code of Ethics, which serves to establish a standard of business conduct for all of Gerstein Fisher's Representatives that is based upon fundamental principles of openness, integrity, honesty, and trust. A copy is available upon request. Gerstein Fisher also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by Gerstein Fisher or any person associated with it.
- B. Certain clients may request that Gerstein Fisher purchase shares of common stock of People's United Financial, Inc. (ticker "PBCT"). This creates a potential conflict of interest for the firm, including the conflict that arises from the firm being in a position to provide recommendations and advice relative to the stock of its parent company. To address this conflict of interest, Gerstein Fisher does not: (a) recommend the purchase of PBCT and (b) bill its investment advisory fee on the portion of assets invested in PBCT.
- C. Gerstein Fisher and/or representatives of Gerstein Fisher may buy or sell securities that are also recommended to clients. This practice creates a situation where Gerstein Fisher and/or representatives of Gerstein Fisher are in a position to materially benefit from the sale or purchase of those securities through practices such as insider trading, "front-running" (i.e., personal trades executed prior to those of Gerstein Fisher's clients) and other potentially abusive practices. Therefore, this situation creates a potential conflict of interest. Gerstein Fisher has adopted policies to detect and prevent such activities.

Gerstein Fisher has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of Gerstein Fisher's "Access Persons." An Access Person of Gerstein Fisher must provide the Chief Compliance Officer or his/her designee with a report of their current securities holdings within ten (10) days after becoming an Access Person and quarterly thereafter.

- D. In certain instances, Gerstein Fisher and/or representatives of Gerstein Fisher are permitted to buy or sell securities for their personal accounts at or around the same time as those securities that are recommended to clients. This practice creates a situation where Gerstein Fisher and/or representatives of Gerstein Fisher are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11.C, Gerstein Fisher monitors the personal securities transactions and securities holdings of each of its Access Persons.

ITEM 12: BROKERAGE PRACTICES

- A. Unless a client directs Gerstein Fisher to use a specific broker-dealer/custodian, Gerstein Fisher generally recommends that investment management accounts be maintained at Fidelity, Schwab, TD and/or Pershing. Prior to engaging Gerstein Fisher to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with Gerstein Fisher setting forth the terms and conditions under which Gerstein Fisher will manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that Gerstein Fisher considers in recommending Fidelity, Schwab, TD and/or Pershing (or any other broker-dealer/custodian to clients) include historical relationship with Gerstein Fisher, financial strength, reputation, execution capabilities, pricing, research, and service. Gerstein Fisher seeks to obtain best execution for clients' securities trades. 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. Accordingly, although Gerstein Fisher will seek competitive rates, it will not necessarily obtain the lowest possible commission rates for client account transactions. Commissions or transaction fees are exclusive of, and in addition to, Gerstein Fisher's investment management fee. Gerstein Fisher's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Legacy Securities: When clients seek to fund their account with previously acquired securities (“Legacy” securities), Gerstein Fisher reserves the right to refuse to accept certain Legacy securities. If Gerstein Fisher accepts Legacy securities, it generally sells all or a portion of them if they would not be included in Gerstein Fisher’s portfolio holdings for the client’s account or they otherwise conflict with account guidelines. Gerstein Fisher may sell all or a portion of Legacy securities immediately, or over time as sale opportunities occur. Depending on the size of the client’s holding and the type of Legacy security, the sale price could be lower than if the sale involved a larger or more liquid position. The client will be responsible for all taxes that result from any sale of Legacy securities, and Gerstein Fisher will not take into account the capital gains tax treatment of Legacy securities.

Terminating Accounts: Clients who terminate their agreement with Gerstein Fisher may instruct Gerstein Fisher to transfer their securities to another account, or sell them. When clients instruct Gerstein Fisher to sell their securities, Gerstein Fisher may need to sell odd lot sizes and be unable to aggregate a client’s order with orders of other clients. As a result, the sale price could be lower than if the sale involved a larger or more liquid position.

1. Soft Dollar Arrangement

In return for effecting securities transactions through a particular broker-dealer/custodian, Gerstein Fisher will receive certain investment research products or services that assist Gerstein Fisher in its investment decision-making process for the client (generally referred to as a “soft-dollar” arrangement). Investment research products or services Gerstein Fisher receives include, but are not limited to, analyses pertaining to specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications, portfolio management systems, and statistical and pricing services. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Gerstein Fisher determines, in good faith, that the commission/transaction fee is reasonable in relation to the value of the brokerage and research services received.

Accordingly, while Gerstein Fisher will seek competitive rates, it will not necessarily obtain the lowest possible commission rates for client account transactions. The investment research products or services Gerstein Fisher obtains will generally be used to service all of Gerstein Fisher’s clients, but a specific client’s brokerage commission may be used to pay for research that is not used in managing that specific client’s account. When investment research products or services have both a research and non-research (i.e., administrative, etc.) function, Gerstein Fisher will make a reasonable allocation of the cost of the product or service according to its use – the percentage of the product or service that provides assistance to Gerstein Fisher’s investment decision-making process will be paid for with soft dollars while Gerstein Fisher will pay the portion that provides administrative or other non-research assistance with hard dollars.

PUA’s Chief Compliance Officer remains available to address any questions regarding the above arrangements and the potential corresponding conflict of interest presented by same.

Research and Additional Benefits

Gerstein Fisher receives from broker-dealer/custodians or other vendors certain services and/or products without cost (and/or at a discount). These services and/or products assist Gerstein Fisher with monitoring and servicing client accounts and include investment-related research, pricing information and market data, financial planning and other types of software, and technology that helps provide access to client account data.

Gerstein Fisher will also receive compliance and/or practice management related publications, discounted or gratis consulting services, computer hardware and/or software and/or other products Gerstein Fisher uses in furtherance of its investment advisory business operations.

To assist Gerstein Fisher to manage and further develop its business enterprise, Gerstein Fisher will receive discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events. Gerstein Fisher will also accept reimbursement for marketing costs, such as expenses for meetings attended by Gerstein Fisher clients. Gerstein Fisher will also receive reimbursement of costs related to the transition to broker-dealer/custodians or other vendors it will employ.

However, regarding any of the services and/or products it receives that are mentioned above, there is no corresponding commitment made by Gerstein Fisher to any broker-dealer/custodian or any other entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products. Further, the services and/or products mentioned above are provided to Gerstein Fisher regardless of the amount of assets custodied or execution directed to the broker dealer/custodian.

- Conflict of Interest. When Gerstein Fisher receives research, products or services from a broker-dealer Gerstein Fisher receives a benefit because Gerstein Fisher does not have to produce or pay for the research, products or services. Gerstein Fisher has an incentive to select or recommend a broker-dealer based on Gerstein Fisher’s interest in receiving the research or other products or services, rather than on the client’s interest in receiving most favorable execution. It

is possible that clients may pay higher commission costs due to Gerstein Fisher's use of that research, or those products or services. Gerstein Fisher believes that it has mitigated these conflicts by (a) not entering into soft dollar arrangements where the research or services it receives from a broker-dealer or custodian are tied to any particular level of execution or amount of assets custodied, (b) only receiving research, products or services that are provided to all parties who utilize that broker-dealer or custodian, regardless of the amount of assets custodied or execution directed to that broker-dealer or custodian. PUA's Chief Compliance Officer remains available to address any questions regarding the above arrangements and the potential corresponding conflict of interest presented by same.

2. Directed Brokerage

Gerstein Fisher does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Gerstein Fisher will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other client accounts. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

* If a client directs Gerstein Fisher to effect securities transactions for the client's accounts through a specific broker-dealer, this direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client not directed Gerstein Fisher to use a specific broker-dealer.

- B. Securities transactions for each client account generally will be effected independently, unless Gerstein Fisher decides to purchase or sell the same securities for several clients at approximately the same time. Gerstein Fisher may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to average the price and transaction costs of securities orders placed for several client accounts in the same security on the same day. Gerstein Fisher will not receive any additional compensation or remuneration as a result of such aggregation.

ITEM 13: REVIEW OF ACCOUNTS

- A. Gerstein Fisher's Principal and/or representatives conduct account reviews for discretionary clients on an ongoing basis. Clients should advise Gerstein Fisher of any changes in their investment objectives and/or financial situation. All clients should review their financial planning issues (to the extent applicable), investment objectives and account performance with Gerstein Fisher on an annual basis. Clients are encouraged to contact their individual investment advisory representative for assistance.
- B. Gerstein Fisher may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections, and client request.
- C. Clients are provided with transaction confirmation notices and/or regular summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Gerstein Fisher at times sends discretionary clients a periodic report summarizing account activity and performance.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

- A. Gerstein Fisher receives economic benefits from broker-dealers/custodians in the form of support services and/or products without cost and/or at a discount. Please see Item 12.A.1 above for further details.

Gerstein Fisher may refer a client that it determines may benefit from services provided by other divisions and/or subsidiaries of People's United. If Gerstein Fisher refers a client to People's United, Gerstein Fisher or its representatives may receive referral compensation.

- B. Compensation to Unaffiliated Parties. PUA pays unaffiliated solicitors for introducing clients to PUA. Referral fees are paid solely from the investment management fee, and do not result in any additional charge to the client. The compensation paid to an unaffiliated solicitor is described in the solicitor's disclosure document, provided to the client at the time of the introduction.

Compensation to Affiliated Parties. The People's United Wealth Management & Trust Department ("People's United WM&T") may refer a client to PUA that it determines may benefit from services provided by PUA. If People's United WM&T refers a client to PUA, PUA may pay People's United Bank, N.A. a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, as amended, and any corresponding state securities law requirements.

Compensation to Third Parties. From time to time, PUA may accept client referrals from various registered representatives of brokerage firms. When an account is referred by these representatives, PUA may have a conflict of interest between its duty

to the client to obtain the most favorable commission rates available under the circumstances and its desire to obtain future referrals from that registered representative or brokerage firm.

Referral fees create a potential conflict of interest between the interests of Gerstein Fisher, the solicitor and the client. Gerstein Fisher addresses this conflict by (a) reviewing the suitability of referred client accounts; and (b) disclosing the nature of the referral and the compensation involved.

ITEM 15: CUSTODY

Clients receive account statements directly from the broker-dealer/custodian. Clients should carefully review those statements.

Gerstein Fisher deducts its investment management fee from client accounts. The account custodian does not verify the accuracy of Gerstein Fisher's advisory fee calculation.

Please Note: Custody Situations: Although client assets are held at independent custodians, Gerstein Fisher engages in other practices and/or services on behalf of its clients that require disclosure at the Custody section of Part 1 of Form ADV, which practices and/or services are subject to an annual surprise CPA examination in accordance with the requirements of Rule 206(4)-2 under the Investment Advisers Act of 1940, as amended.

ITEM 16: INVESTMENT DISCRETION

Before Gerstein Fisher assumes discretionary authority over a client's account, clients must execute an Investment Advisory Agreement, naming Gerstein Fisher as the client's attorney and agent in fact, granting Gerstein Fisher full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage Gerstein Fisher on a discretionary basis may, at any time, impose restrictions, in writing, on Gerstein Fisher's discretionary authority (i.e., limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Gerstein Fisher's use of margin, etc.). If Gerstein Fisher believes it cannot adequately manage the client's assets under the restrictions imposed, Gerstein Fisher will inform the client and terminate the Investment Advisory Agreement in accordance with its terms.

ITEM 17: VOTING CLIENT SECURITIES

- A. Gerstein Fisher does not vote client proxies. Clients are responsible for: (1) voting proxies, and (2) making all elections for mergers, acquisitions, tender offers, bankruptcy proceedings or other events pertaining to the client's investment assets.
- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact Gerstein Fisher to discuss any questions they may have with a particular solicitation.

ITEM 18: FINANCIAL INFORMATION

- A. Gerstein Fisher does not solicit fees of more than \$1,200 per client, six months or more in advance.
- B. Gerstein Fisher is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. Gerstein Fisher has not been the subject of a bankruptcy petition.

ANY QUESTIONS: PUA's Chief Compliance Officer is available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements, and corresponding conflicts of interest.



Gerstein Fisher is a division of People's United Advisors, Inc.

People's United Advisors, Inc., is a registered investment adviser and a wholly-owned subsidiary of People's United Bank, N.A. whose principal mailing address is at 850 Main Street, Bridgeport, Connecticut 06604.

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- **Not Insured by FDIC or any Federal Government Agency**
- **Not a Deposit of or Guaranteed by a Bank or any Bank Affiliate**
- **May Lose Value.**

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