

**Cover Page - Item 1**

# **Monolith Advisors LLC**

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**March 28, 2020**

**Form ADV Part 2A Brochure**

This brochure provides information about the qualifications and business practices of Monolith Advisors LLC. If you have any questions about the contents of this brochure, please contact us at (716) 883-1833 or by email at [jbair@monolithadvisors.com](mailto:jbair@monolithadvisors.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. References herein to Monolith Advisors LLC as a registered investment advisor, or any references to being registered, do not imply a certain level of skill or training.

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

**Material Changes - Item 2**

The purpose of this page is to inform you of any material changes since the previous version of this brochure. We review and update our brochure at least annually to make sure that it remains current.

On March 28, 2020, we submitted our annual updating amendment filing for fiscal year 2019. We have no material changes.

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#### **Advisory Business - Item 4**

Monolith Advisors LLC (hereinafter “Monolith” or the “firm”) is a registered investment adviser based in Buffalo, NY. Monolith has been offering advisory services since 2013. Seventh Amendment Holdings, LLC is the sole owner of the firm. John Theodore Bair is the President and Chief Compliance Officer of the firm and the primary owner of Seventh Amendment Holdings, LLC.

The following paragraphs describe our services and fees. Also, you may see the term Associated Person throughout this Brochure. As used in this Brochure, this term refers to anyone from our firm who provides investment advice to our clients. Where required, such persons are properly licensed or registered as investment adviser representatives.

#### **Portfolio Management Services**

Our firm offers continuous discretionary portfolio management services to our clients. Discretionary portfolio management means we will make investment decisions and place buy or sell orders in your account without contacting you. These decisions are made based upon your stated investment objectives.

Our investment advice is tailored to meet our clients’ needs and investment objectives. If you decide to hire our firm to manage your portfolio, we will meet with you to gather your financial information, determine your goals, and decide how much risk you should take in your investments. The information we gather will help us implement an asset allocation strategy that will be specific to your goals, whether we are actively investing for you or simply providing you with advice.

Monolith primarily uses exchange traded funds in its portfolio management programs. When suitable, we also recommend equity securities, warrants, corporate debt securities, municipal debt securities, certificates of deposit, municipal securities, mutual funds, U.S. government securities, and options. Generally, we require a minimum of \$250,000 to open and maintain an advisory account. At our sole discretion, we may waive this requirement.

We monitor our clients’ portfolio performance on a continuous basis and rebalance the portfolio whenever necessary, as changes occur in market conditions, your financial circumstances, or both.

We recommend that you review the statement(s) you receive from the qualified custodian. Please call our office number, located on the cover page of this brochure, if you have any questions about your statement.

#### ***Recommendation of Sub Advisers***

As part of our overall portfolio management strategy, we may also recommend sub advisers to manage all or a portion of your account. All sub advisers recommended by our firm must either be registered as investment advisers or exempt from registration requirements. These sub advisers may specialize in private equity investments, private credit markets, hedge funds or other types of alternative investments. Factors that we take into consideration when making our recommendations include, but are not limited to, the following: the sub adviser’s performance, methods of analysis, fees, your financial needs, investment goals, risk tolerance, and investment objectives.

Once a sub advisory account has been established, we will provide all administrative and clerical duties

as may be required to service your account. The individual managing the portfolio may have little or no direct contact with you. Our responsibility to you will be to: (i) continuously evaluate the performance of your portfolio to ensure the sub adviser selected adheres to your asset allocation guidelines; (ii) make recommendations regarding the sub adviser as market factors and your personal goals dictate, (iii) assume discretionary authority to hire or fire the sub adviser where such action is deemed to be in the best interest of the client.

**Selection of third-party money managers, platforms, and programs**

Monolith has entered into agreements with various third party investment advisers for the provision of certain investment advisory services. Factors considered in the selection of a third party advisor include but may not be limited to: i) Our firm's preference for a particular third party advisor; ii) the client's risk tolerance, goals and objectives, as well as investment experience; and, iii) the amount of client assets available for investment. In order to assist clients in the selection of a third party advisor, an Associated Person of Monolith will typically gather information from the client about the client's financial situation, investment objectives, and reasonable restrictions the client wants imposed on the management of the account.

The third party advisor may customize the client's portfolio by blending traditional investment strategies with an allocation to asset classes. The investment strategy adopted by the third party advisor may embrace value, growth, or contrarian investing styles. Generally, securities transactions will be decided upon and executed by the third party advisor on a discretionary basis. This means that the manager selected will have the ability to buy and sell securities in your account without obtaining your approval. Monolith and its Associated Persons will not manage, or obtain discretionary authority over the assets in accounts participating in these programs; however, clients may grant Monolith the discretionary authority to hire and fire such third party managers. Generally, clients may not impose restrictions on investing in certain securities or types of securities in accounts managed by a third party advisor.

Associated Persons of Monolith will periodically review reports provided to the client. An Associated Person of Monolith will contact the client at least annually, or more often as agreed upon with each client, to review the client's financial situation and objectives, communicate information to the third party advisor managing the account as necessary, and, to assist the client in understanding and evaluating the services provided by the third party advisor. Clients will be expected to notify Monolith of any changes in their financial situation, investment objectives, or account restrictions.

The third party advisor may offer wrapped or non-wrapped pricing options. Wrap pricing structures allow the client to pay an all-inclusive fee for management, brokerage, clearance, custody, and administrative services. In a non-wrap pricing structure, the third party advisor's fee may be separated from the advisory fee charged by Monolith. Transaction costs may also be charged for the execution and clearance of advisory transactions directed by such Third Party Advisory Services. A complete description of the programs and services provided, the amount of total fees, the payment structure, termination provisions and other aspects of each program are detailed and disclosed in: i) the third party advisor's Form ADV Part 2A; ii) the program wrap brochure (if applicable) or other applicable disclosure documents; iii) the disclosure documents of the portfolio manager(s) selected; or, iv) the third party advisor's account opening documents. A copy of all relevant disclosure documents of the third party advisor and of the individual portfolio manager(s) will be provided to anyone interested in these programs/managers.

**Assets Under Management**

As of March 11, 2020, we manage approximately \$85,270,502 on a discretionary basis and \$0 on a non-discretionary basis.

**Fees and Compensation - Item 5****Portfolio Management Services Fees**

On an annualized basis, we charge a portfolio management fee of 1.50% of assets under management. Portfolio management fees are negotiable depending on factors such as the amount of assets under management, range of investments, and complexity of the client's financial circumstances, among others. The exact fee paid by the client will be clearly stated in the Investment Advisory Agreement and signed by both the client and the firm.

Fees are billed quarterly, in advance, and are based on account values on the last business day of the expiring quarter. We will deduct our advisory fee only when you have given our firm written authorization permitting the fees to be paid directly from your account. Further, the qualified custodian will deliver an account statement to you at least quarterly. These account statements will show the account balance, fees charged, and the manner in which the fees were calculated.

We may deduct the fee from a designated account to facilitate billing. We recommend that you review the custodial statement(s) to verify the accuracy of fee calculation. Please call our office number, located on the cover page of this brochure, if you have any questions about your statement.

Advisory fees are based upon the valuation of client account(s) as determined by our custodian(s). The total portfolio value on which fees are based may vary from the value on the custodian statement (the valuation may be higher or lower) due to such factors as the timing and posting of dividends, settlement dates for trades, etc.

The investment advisory contract between you and Monolith will stay in effect until either party terminates the contract with a ten (10) day written notice. Monolith's quarterly fee will be pro-rated through the date of termination and any remaining balance shall be refunded to the client in a timely manner. Fees to be refunded will be deposited into the client's account prior to transferring or liquidating the terminated account.

**Third Party Adviser (TPAs) Fees**

Monolith will share in the fee paid to the TPA. The management fee is disclosed in the TPA's disclosure documents. These fees may or may not be negotiable. Monolith's compensation may differ depending upon the firm's individual agreement with each TPA. Monolith or its Associated Persons may have an incentive to recommend one TPA over another TPA with whom it has less favorable compensation arrangements or other advisory programs offered by TPAs with which it has no compensation arrangements.

In some cases, fees paid to the TPA and Monolith may be shown on the client's custodial statements as one gross fee. Clients may request that fees be further detailed. In this case, the client will make this request at account inception, and will see two to three separate charges depending on the custodial

reporting arrangements. Some TPAs may require an additional advisory agreement with clients in addition to the agreement signed with Monolith.

### **Deposits and Withdrawals**

Assets deposited by you into your portfolio management account between billing cycles will not result in additional management fees being billed to your account unless such deposits exceed \$50,000. We do not want to discourage you from investing additional capital for your future, however deposits of this amount or greater, in most cases, will require modifications and adjustments to your investment allocation. Therefore, we reserve the right to bill your account a pro-rated fee based upon the number of days remaining in the current quarterly period for deposits exceeding the above amount.

We do not make partial refunds of our quarterly fee for withdrawals you make during a calendar quarter. Just as with deposits, withdrawals from your account will require modifications and adjustments to be made to correct the allocation of assets in your portfolio.

### **Additional Fees and Expenses**

All fees paid to Monolith for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge.

A client could invest in a mutual fund or exchange traded fund directly, without the services of Monolith. In that case, the client would not receive the services provided by Monolith, which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by Monolith to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

### **Compensation for the Sale of Securities or Other Investment Products**

Certain Associated Persons of Monolith are also licensed insurance agents and can effect transactions in insurance products and earn compensation for these activities. The firm expects that clients to whom it offers advisory services may also be clients for whom these individuals act as insurance agents. Clients are instructed that the fees paid to the firm for advisory services are separate and distinct from the commissions earned by Associated Persons for placing the client in insurance products. Clients to whom the firm offers advisory services are informed that they are under no obligation to purchase insurance from Associated Persons of Monolith and may use the insurance brokerage firm and agent of their choice. Additionally, Monolith does not charge advisory fees for insurance products held in client portfolios.

### **Performance-Based Fees and Side-By-Side Management - Item 6**

Performance based fees are based on a share of capital gains on or capital appreciation of the client's assets. Our firm and our Associated Persons do not accept performance based fees.

### **Types of Clients - Item 7**

We generally offer investment advisory services to individuals, pension and profit sharing plans and participants, trusts, estates, charitable organizations, corporations, and other business entities.

We require a minimum of \$250,000 to open and maintain an advisory account. At our sole discretion, we may waive this requirement. This requirement can be met by combining two or more accounts owned by you or related family members. Accounts managed by TPAs can be subject to different minimum investment requirements.

### **Methods of Analysis, Investment Strategies and Risk of Loss - Item 8**

The following are different methods of analysis that we may use when providing you with investment advice:

- **Fundamental Analysis** – fundamental analysis is a technique that attempts to determine a security's value by focusing on underlying factors that affect a company's actual business and its future prospects. The term refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.
- **Technical Analysis** – technical analysis is a technique that relies on the assumption that current market data (such as charts of price, volume, and open interest) can help predict future market trends, at least in the short term. It assumes that market psychology influences trading and can predict when stocks will rise or fall.

TPAs provide advice to clients in accordance with investment programs developed by them. As disclosed above, Monolith will assist clients in selecting TPAs whose investment programs and strategies have been reviewed by the firm and determined appropriate for our clients based on their individual circumstances and investment goals.

We may use one or more of the following investment strategies when advising you on investments:

- **Long Term Purchases** – securities held for over a year.
- **Short Term Purchases** – securities held for less than a year.
- **Trading** – securities are sold within 30 days.
- **Covered Options** – covered option is a strategy in which an investor writes an option contract while at the same time owning an equivalent number of shares of the underlying stock.

**Investing in securities involves risk of loss that clients should be prepared to bear.** Clients should fully understand the nature of the contractual relationship(s) into which they are entering and the extent of their exposure to risk. Certain investing strategies may not be suitable for many members of the public. You should carefully consider whether the strategies employed would be appropriate for you in light of your experience, objectives, financial resources and other relevant circumstances.

Our investment approach constantly keeps this risk of loss in mind. Investors may face any or all of the following investment risks while pursuing their financial goals:



*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 not buy as much as 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.

#### **Disciplinary Information - Item 9**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. There is no history of reportable material legal or disciplinary events by our firm or our management persons.

### **Other Financial Industry Activities or Affiliations - Item 10**

In addition to his responsibilities at Monolith, John T. Bair is the President and Chief Executive Officer of Milestone Consulting, LLC ("Milestone"), an insurance agency and structured settlement consulting firm located in Buffalo, New York, with an office in Chicago, Illinois. Mr. Bair devotes approximately 60% of his time to his activities at Milestone and is directly compensated as an officer and employee of Milestone for his services.

In addition, Mr. Bair is a licensed insurance agent and provides insurance-related services and non-variable insurance products. He is directly compensated through commissions resulting from the sale of these products and services by the insurance companies utilized.

Clients are instructed that the fees paid to the firm for advisory services are separate and distinct from the commissions earned by Mr. Bair for placing the client in insurance products. Clients to whom the firm offers advisory services are informed that they are under no obligation to purchase insurance from Mr. Bair and may use the insurance brokerage firm and agent of their choice. Additionally, Monolith does not charge advisory fees for insurance products held in client portfolios.

#### **Recommendation of Other Advisors**

We may recommend that you use a third party advisor (TPA) as part of our asset allocation and investment strategy. Monolith will share in the compensation received by the TPA for managing your account. The compensation arrangement presents a conflict of interest due to a financial incentive to recommend the services of the TPA. You are not required to use the services of any TPA we recommend.

### **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading - Item 11**

#### **Description of Our Code of Ethics**

Monolith has adopted a Code of Ethics (the "Code") to address investment advisory conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes Monolith's policies and procedures developed to protect client's interests in relation to the following topics:

- The duty at all times to place the interests of clients first;
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics;
- The responsibility to disclose and/or avoid any actual or potential conflict of interest ;
- The responsibility to avoid the misuse of an employee's position of trust and responsibility;
- The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and
- The principle that independence in the investment decision-making process is paramount.

A copy of Monolith's Code of Ethics is available upon request to John T. Bair, Chief Compliance Officer of Monolith, at the contact information provided on the first page of this document.

### **Personal Trading Practices**

At times, Monolith and/or its Advisory Representatives may take positions in the same securities as clients. This practice creates a conflict of interest with clients. We will not violate our fiduciary responsibilities to our clients. Front running (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality, disclosure will be made to the client(s) at the time of trading. Incidental trading not deemed to be a conflict (i.e. a purchase or sale which is minimal in relation to the total outstanding value, and as such would have negligible effect on the market price), would not be disclosed at the time of trading.

As Chief Compliance Officer, Mr. Bair conducts reviews of all Access Person trading activity on a quarterly basis. These personal trading reviews ensure that the personal trading of Access Persons does not impact the securities markets and that clients of the firm receive preferential trading treatment at all times.

### **Brokerage Practices - Item 12**

Monolith does not maintain custody of your assets; although we are deemed to have constructive custody of your assets if you give us authority to withdraw advisory fees from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker dealer or bank. At this time, we recommend that our clients use TD Ameritrade Institutional, a division of TD Ameritrade, Inc. (“TD Ameritrade”) or Charles Schwab & Co., Inc. (Schwab). TD Ameritrade and Schwab are members of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). TD Ameritrade and Schwab offer us services that include custody of securities, trade execution, clearance, and settlement of transactions.

### **Research and Other Soft Dollar Benefits received from TD Ameritrade**

There is no direct link between Monolith’s use of TD Ameritrade and the investment advice it gives to its clients, although Monolith receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors.

These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Monolith participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate 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; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Monolith by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Monolith’s related persons.

Some of the products and services made available by TD Ameritrade through the program may benefit Monolith but may not benefit its client accounts. These products or services may assist Monolith in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Monolith manage and further develop its business enterprise. The benefits received by Monolith or its personnel through participation in the

program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Monolith endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Monolith or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Monolith's choice of TD Ameritrade for custody and brokerage services.

Before Monolith approves a custodian for recommendation to clients, and annually thereafter, Monolith will review, as applicable, the custodian's operational, financial, and regulatory status, as well as their technological offerings, research capabilities, and execution capabilities, among other factors. Transaction charges, commissions, and fees may be higher or lower than clients would pay at other firms. Monolith believes the pricing and services provided by TD Ameritrade are competitive with other firms offering similar services.

It is important to note that some products, securities, and/or money managers may not transition from the client's previous advisory firm to Monolith. Such positions would subsequently be required to be liquidated, resulting in potential transaction fees, as well as other changes to the account(s).

#### **Research and Other Soft Dollar Benefits received from Schwab**

We are independently owned and operated and not affiliated with Schwab. Schwab will hold your assets in a brokerage account and will buy and sell securities in your account(s) upon our instructions. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and you will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you.

#### *Your Custody and Brokerage Costs*

Schwab generally does not charge you separately for custody services, but is compensated by charging commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions, Schwab charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account.

#### *Research and Other Soft Dollar Benefits*

Although not considered "soft dollar" compensation, Monolith may receive some economic benefits from Schwab Advisor Services in the form of access to its institutional brokerage, trading, custody, reporting and related services, many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our Clients' accounts while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to us as long as we keep a total of at least \$10 million of our Clients' assets in accounts at Schwab. If we have less than \$10 million in Client assets at Schwab, Schwab may charge us quarterly service fees. Below is a detailed description of Schwab's support services:

*Services that Benefit You:* Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of Client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our Clients. Schwab's services described in this paragraph generally benefit you and your account.

*Services that May Not Directly Benefit You:* Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our Clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our Clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to Client account data (such as duplicate trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple Client accounts;
- provide pricing and other market data;
- facilitate payment of our fees from our Clients' accounts; and
- assist with back-office functions, recordkeeping, and Client reporting.

*Services that Generally Benefit Only Us:* Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events;
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants, and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

Monolith understands its duty for best execution and considers all factors in making recommendations to Clients. These research services may be useful in servicing all Monolith Clients, and may not be used in connection with any particular account that may have paid compensation to the firm providing such services. While Monolith may not always obtain the lowest commission rate, Monolith believes the rate is reasonable in relation to the value of the brokerage and research services provided.

#### **Brokerage for Client Referrals**

We do not receive Client referrals from broker-dealers and custodians with which we have an institutional advisory arrangement. Also, we do not receive other benefits from a broker-dealer in exchange for Client referrals.

#### **Directed Brokerage**

The client may direct brokerage to a specified broker/dealer other than the firm recommended by Monolith. It is up to the client to negotiate the commission rate, as Monolith will not. The client may not be able to negotiate the most competitive rate. As a result, the client may pay more than the rate available through the broker dealer used by Monolith. Where the client does not otherwise designate a broker dealer, Monolith recommends a broker dealer with competitive commission rates.

#### **Trade Aggregation/Block Trading**

Monolith may aggregate transactions in equity and fixed income securities for a Client with other Clients to improve the quality and cost of execution. When transactions are aggregated, the actual prices

applicable to the aggregated transactions will be averaged, and the Client account will be deemed to have purchased or sold its proportionate share of the securities involved at the average price obtained. Monolith may determine not to aggregate transactions, for example, based on the size of the trades, the number of Client accounts, the timing of the trades, and the liquidity of the securities. If the firm does not aggregate orders, some Clients purchasing securities around the same time may receive a less favorable price than other Clients. This means that this practice of not aggregating may cost Clients more money. Monolith and/or its Associated Persons may participate in block trades with Clients; however, Monolith and/or its Associated Persons will not participate on a pro rata basis for partial fills.

### **Review of Accounts - Item 13**

#### **Portfolio Management Account Reviews and Reports**

Monolith monitors client accounts on a continuous basis and conducts formal reviews on at least an annual basis. Accounts are reviewed by John T. Bair or the portfolio manager in charge of the account.

Additional reviews may be offered in certain circumstances. Triggering factors that may stimulate additional reviews include, but are not limited to, changes in economic conditions, changes in the client's financial situation or investment objectives, or a client's request.

Clients will receive statements directly from their account custodian(s) on at least a quarterly basis.

Additional reporting may also be provided by third-party money managers and the administrators of managed account platforms and wrap programs, depending on the particular third-party money manager, platform, or program selected. Any such additional reporting will be disclosed in the separate disclosure documents maintained by third-party money managers and the administrators to applicable platforms and programs.

### **Client Referrals and Other Compensation - Item 14**

Information about the receipt of additional compensation from TD Ameritrade and Schwab is provided under Item 12 above. Information about commissions received by certain Associated Persons for the sale of insurance products is described under Item 5 and Item 10 above.

#### **Compensation for Client Referrals**

We and our related persons do not compensate, either directly or indirectly, any person or entity who is not our supervised person for client referrals.

#### **Recommendation of Other Advisors**

We may recommend that you use a third party advisor (TPA) as part of our asset allocation and investment strategy. Monolith will share in the compensation received by the TPA for managing your account. The compensation arrangement presents a conflict of interest due to a financial incentive to recommend the services of the TPA. You are not required to use the services of any TPA we recommend.

#### **Custody - Item 15**

Monolith is deemed to have constructive custody of client funds because of the fee deduction authority granted by the client in the investment advisory contract.

Clients will receive account statements at least quarterly from the broker-dealer or other qualified custodian. Clients are urged to review custodial account statements to verify the accuracy of all fee calculations.

#### **Investment Discretion - Item 16**

Monolith offers Portfolio Management Services on a discretionary basis. Clients must grant discretionary authority in the executed investment advisory contract. Discretionary authority extends to the type and amount of securities to be bought and sold and do not require advance client approval. This discretionary authority also allows us to determine the sub adviser to be used for client account(s).

Clients may impose reasonable restrictions on this authority, (i.e., no defense stocks, no tobacco, etc.). All such restrictions shall be documented in writing. Clients may modify the imposed restrictions by providing the change to Monolith in writing. Monolith reserves the right to refuse to open an account or to terminate an account if it is believed, in Monolith's sole opinion, that the restrictions placed are too broad, too excessive or, would limit its abilities to manage the account effectively and prudently. Clients should also understand that the imposition of portfolio restrictions may affect performance of the affected portfolio(s), either positively or negatively.

#### **Voting Client Securities - Item 17**

Monolith does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian.

#### **Financial Information - Item 18**

We are required in this Item to provide you with certain financial information or disclosures about Monolith's, financial condition. Monolith does not require the prepayment of over \$1,200, six or more months in advance. Additionally, Monolith has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

**Requirements of State-Registered Advisers - Item 19**

**This section is not applicable because our firm is SEC registered.**

**Miscellaneous**

**Class Action Lawsuits**

From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. Monolith has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. It also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, the firm has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients. Where the firm receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials, to the client.

**Business Continuity Plan**

It is Monolith's policy to provide uninterrupted service to its clients and to minimize any downtime should any unforeseen event cause disruption to its business operations.

A Business Continuity Plan has been developed and implemented by the firm to accomplish this. The plan makes provision for most natural or man-made disasters, which could conceivably disrupt the day-to-day operations of the firm or access by its clients to their respective account information. Monolith's computer systems are backed-up automatically at the end of each day to a cloud-based back up and storage system via Whiteboard IT Solutions, an independent technology service provider.

An alternate office has been designated to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients in the event of a disaster that dictates moving our office to an alternate location. At that time, they will be provided with alternate contact information and will be periodically kept abreast of the status of the office facility restoration or permanent relocation.

In the event of the death or permanent disability of Mr. Bair, arrangements have been made with several advisor associates to oversee the orderly transfer of service of Monolith's clients to other advisory firms. These advisors will facilitate interim servicing of client needs during the transition process, which will be client-directed. Management of client assets will continue, without disruption, according to the strategies currently in place.

**Information Security**

Monolith is committed to safeguarding client information by holding it in the strictest confidence. Only information that is necessary to effect, administer or enforce a transaction is gathered. Such information may include, but is not limited to, health and financial data submitted with account applications or other forms.

To protect its client's privacy, the firm has implemented internal procedures designed to restrict access



to personal information. It may, as necessary, disclose limited personal information to other financial institutions to facilitate the completion of their authorized activities or as otherwise authorized by the client. It is the policy of the firm not to disclose non-public personal information to any non-affiliated third parties, except as required by law, and no change is anticipated in this policy in the future. Clients will be notified prior to the implementation of any changes to this policy, should they occur.

In some instances, federal and/or state regulators may be permitted by law to review firm and client records. Monolith will comply with such requests whenever mandated by law. The firm does not, however, provide non-public personal information to mailing list vendors or unaffiliated solicitors under any circumstances. Any client information gathered by Monolith will be maintained for the duration of that client's relationship with the firm and beyond for a period of time specified by current or future regulations.

A copy of the firm's privacy policy notice will be provided to each client prior to, or contemporaneously with, the execution of the investment advisory contract. If you have any questions on this policy, please contact John T. Bair, Chief Compliance Officer of Monolith, at the contact information provided on the first page of this document.

### **Form ADV Part 2B – Brochure Supplement**

At this time, Monolith Advisors LLC is managed through the concerted efforts of its principal owner and President, John T. Bair, who also serves as the Chief Compliance Officer and Investment Advisor Representative.

This Brochure Supplement provides information specific to John T. Bair in addition to that provided for the Firm in Part 2A of this disclosure document. You should have previously received a copy of Monolith's Disclosure Document. If not, please contact us to receive one or if you have any questions about the contents of the document or this Brochure Supplement. Additional information about Mr. Bair is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

#### **Educational Background and Business Experience**

John T. Bair, President, Born: 1970

##### **Post-Secondary Education**

- Bachelor of Science (Engineering and Spanish)
- United States Military Academy at West Point

##### **Professional Experience**

- 2013 to Present, Monolith Advisors LLC, President and Investment Advisor Representative; SEC-registered investment advisory firm providing asset management services primarily to structured settlement clients of referring law firms; located in Buffalo, New York.
- 2016 to Present, The Bairs Foundation, Inc., President, a nonprofit entity that extends non-recourse loans against proceeds of lawsuits.
- 2012 to Present, Milestone Consulting, LLC, President and Chief Executive Officer; an insurance agency and consulting firm serving clients nationwide by advising attorneys and families on the complexities of closing a settlement case and serving as an advocate for plaintiffs' rights. Headquartered in Buffalo, New York, with an office in Chicago, IL.
- 2012 to Present, LegalExaminer.com, Contributor; blog writer for a community of attorneys, safety industry experts and consumer advocates.
- 2003 to 2012, Forge Consulting, LLC, President and CEO; consulting firm providing expertise in providing life-long security and tax advantages to structured settlement clients nationwide and serving as an advocate for plaintiff's rights. Headquartered in Buffalo, New York with offices in Georgia, South Carolina, Mississippi, and Ontario, Canada.

#### **Disciplinary Information**

No financial industry-related disciplinary actions have been imposed on Mr. Bair.

#### **Other Business Activities**

Mr. Bair's other business activities are listed on Item 10 of Form ADV Part 2A above.

#### **Additional Compensation**

Apart from compensation received for activities listed on Item 10 of Form ADV Part 2A above, Mr. Bair does not receive additional compensation or economic benefits from third parties in connection to his advisory activities.

**Supervision**

As an Investment Advisor Representative of an SEC-registered investment advisory firm, Mr. Bair is ultimately governed by financial industry regulations imposed by the SEC and individual states in which he and the firm conduct advisory business. As CCO, Mr. Bair is also responsible for the implementation of the firm's compliance program. Mr. Bair may be reached at the contact information list on the cover page of this Brochure.