

**FORM ADV Uniform Application for Investment Adviser Registration  
Part 2A: Investment Adviser Brochure  
Item 1: Cover Page**

# **Edgemoor Investment Advisors, Inc.**

**CRD # 109104**

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*This brochure provides information about the qualifications and business practices of Edgemoor Investment Advisors, Inc. If you have any questions about the contents of this brochure, please contact us at the phone number listed above.*

*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. Please note, while this brochure may use the terms “registered investment adviser” and/or “registered”, registration itself does not imply a certain level of skill or training.*

*Additional information about the firm and its representatives is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)*

## **Item 2: Material Changes**

This brochure is filed as an annual update to Form ADV Part 2. The last annual updating amendment was filed with the SEC on March 23, 2019 and since that time there has been one material change to the Firm's advisory business. Item 4 has been updated to reflect Edgemoor's Assets Under Management as of December 31, 2019. Should you have any questions related to these disclosures, please contact a firm representative at your convenience.

Additional information about Edgemoor Investment Advisors, Inc. and its representatives is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's website also provides information about any persons affiliated with Edgemoor who are registered, or are required to be registered, as investment adviser representatives of Edgemoor.

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## **Item 4: Advisory Business**

### **Firm Description**

Edgemoor Investment Advisors (Edgemoor, or firm, us, we, our) was founded in 1999 by President Thomas P. Meehan. Edgemoor is a SEC-registered independent investment advisory firm located in Bethesda, Maryland.

The firm focuses on long-term capital appreciation, preservation of capital, and income through disciplined management of value-oriented equity and income-generating portfolios.

### **Principal Owners**

The principal owners of Edgemoor are Thomas P. Meehan, Paul P. Meehan and R. Jordan Smyth, Jr., and the Meehan Family Trust.

### **Investment Advisory Services**

Edgemoor provides personalized investment advisory services beginning with a comprehensive review of each client's investment objectives and financial position. We work closely with each client to develop and implement an asset allocation strategy tailored to the client's specific situation and investment goals. We then construct an appropriate portfolio, typically including equities and income-generating investments. Once established, portfolios are subject to regular review to ensure they continue to serve our clients' needs.

Edgemoor manages accounts on a discretionary basis but may consider managing non-discretionary accounts in special circumstances. We also identify investment restrictions or other limitations the client would like to place on our discretionary authority (if any).

### **Equity Mutual Fund**

Edgemoor serves as investment adviser to the Meehan Focus Fund (MEFOX), a mutual fund created by Edgemoor. The Fund seeks long-term capital appreciation by investing primarily in common stocks of U.S. companies, American Depositary Receipts of foreign companies, and domestic and international exchange traded funds.

### **Financial Planning Services**

As part of its overall services, Edgemoor also offers its clients, at no additional charge to its investment advisory services, financial planning services for those who want them. Financial planning involves the collection and examination of comprehensive information about the client's current financial position, including assets and income, insurance coverage (including life, health, long-term care, and liability), and life end

documents. A written report is generally prepared with forecasts of future assets and income.

Edgemoor does not offer financial planning services to non-clients.

### **Client Assets**

As of December 31, 2019, Edgemoor was managing \$1,066,989,964 on a discretionary basis.

## **Item 5: Fees and Compensation**

### **Compensation**

Edgemoor bases its fees on a percentage of assets under management. In certain circumstances Edgemoor's fees and account minimums may be negotiated (see Item 7 below for minimum asset requirements). Edgemoor's standard fee schedules are described below.

#### **Compensation – Investment Advisory Services**

Fees are deducted directly from client accounts in advance at the beginning of each calendar quarter based upon the quarter end values (market value or fair market value plus any credit balance or minus any debit balance) of the client's account for the previous quarter. Edgemoor may invoice certain clients for advisory fees to be paid. Edgemoor's standard fee schedule is as follows:

<b>Value of Client Assets</b>	<b>Annual Percentage Fee</b>
First \$5,000,000	1.00%
Next \$5,000,000	0.75%
Above \$10,000,000	0.60%

#### **Compensation – Equity Mutual Fund**

For its advisory services to the Meehan Focus Fund, Edgemoor receives an annualized fee equal to 0.80% of the daily average net assets of the fund, such fee to be computed daily and payable by the fund on the last day of each month.

Edgemoor does not charge clients a separate management fee for any client funds invested in any mutual fund managed by Edgemoor.

## **Compensation – Financial Planning Services**

Edgemoor does not charge its clients for financial planning services and does not offer stand-alone, fee-based financial planning services.

## **General Information on Advisory Services and Fees**

Edgemoor's management fee is exclusive of brokerage commissions, transactions fees, and other related custodial costs and expenses. Item 12 below describes the factors that Edgemoor considers in selecting the broker-dealers for client transactions and determining the reasonableness of their compensation (e.g. commissions).

A portion of client accounts may be invested in mutual funds, exchange traded funds or similar securities. These securities carry fees and expenses (including advisory fees) that are in addition to fees charged by Edgemoor for our services. The client should review both the fees charged by the funds and the fees charged by Edgemoor to fully understand the total amount of fees to be paid by the client and to evaluate the advisory services being provided. If the client invests in a mutual fund for which Edgemoor is the adviser, no separate advisory fee will be charged by Edgemoor.

Accounts for employees and their family members or others may be managed for reduced fees or no fee. Exceptions to our standard fees may result in a conflict of interest and possibly variation in the degree to which the accounts are managed. Edgemoor strives to provide our services consistently to all clients, including those described here.

## **Termination of Advisory Relationship**

A client agreement may be terminated at any time, by either party, for any reason upon receipt of 5 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. Clients will pay management fees prorated through the date that Edgemoor ceases management of those assets.

## **Item 6: Performance-based fees and Side-by-Side Management**

Edgemoor does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the client's assets) or side-by-side management fees. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

## **Item 7: Types of Clients**

Edgemoor provides investment advisory services to high net worth individuals, retirement plans, corporations, trusts, estates, non-profit organizations, foundations, and a registered investment company (mutual fund).

## **Account Minimums**

Edgemoor requires a minimum account of \$1,000,000 for investment advisory clients. This minimum may be negotiable under certain circumstances.

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

### **Methods of Analysis**

Edgemoor employs a value-oriented approach to security selection focused on fundamental analysis of individual securities.

The main sources of research information used by Edgemoor include SEC filings and company press releases, annual reports, financial newspapers and magazines, research materials prepared by others, and prospectuses.

The types of investments recommended may include equity securities such as exchange-listed securities, securities traded over-the-counter, foreign issuers through ADRs (American depository receipts traded on U.S. exchanges), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities (mutual fund shares), U.S. Government securities, and options contracts on securities.

### **Investment Strategies**

**Equity:** Equity portfolios usually consist of a diversified group of 30 to 35 U.S. and international stocks without restrictions regarding market capitalization. We analyze company fundamentals and buy those securities trading below our estimate of their intrinsic value. More specifically, we seek to identify companies exhibiting some or all of the following criteria:

- Low price-to-earnings ratio (P/E)
- Low price to book or tangible asset value
- Excellent prospects for growth
- Strong franchise or wide moat
- Qualified, shareholder-oriented management
- Consistent free cash flow
- High returns on equity and invested capital

Typically, we hold stocks for many years to minimize taxes and transaction costs. Our approach to security selection and long-term focus further the goals of capital preservation and capital appreciation.

**Income:** Edgemoor's income strategy seeks high current income combined with the potential for capital appreciation over the long term. To achieve this objective, we draw on a broad range of foreign and domestic income generating asset classes, including the following:

- Preferred stocks
- Master limited partnerships
- Real estate investment trusts
- Convertible securities
- Utilities
- Government, municipal, and corporate bonds.

We seek to identify high yielding securities underpinned by financially sound businesses that will provide a margin of safety for dividend or interest payments. Our income portfolios generally consist of 20 to 25 holdings, and income investments are usually purchased with the intention of holding, rather than trading, the securities.

**Other:** Edgemoor may also, in certain limited situations, use the following strategies in its investment advisory business: short-term purchases (securities sold within a year), trading (securities sold within 30 days), margin transactions, and option writing (including covered options).

## **Risk of Loss**

Investing in securities involves risk of loss that clients should be prepared to bear.

*Stock Market Risk:* The broad stock market or stocks selected by Edgemoor may decline in value, resulting in a loss to the client.

*Securities Selection Risk:* Equity or income securities selected by Edgemoor may not perform to expectations. Consequently, portfolios managed by Edgemoor may underperform compared to other portfolios with similar investment objectives.

*Credit Risk:* The issuer of a fixed-income security, including securities convertible into common stock, may be unable to meet its financial obligations or go bankrupt, causing investors in those securities to lose money.

*Focused Portfolio Risk:* Portfolios managed by Edgemoor generally will hold a core portfolio of stocks of fewer companies than a more diversified portfolio, and a change in the value of a single company may have a greater impact on the portfolio's value than such a change would on a more diversified portfolio. A focused portfolio's value and total returns may fluctuate or fall more in times of weaker markets than a conventional diversified portfolio.



*Interest Rate Risk:* Fluctuations in interest rates may affect investment prices, in particular fixed-income investments. For example, when interest rates rise, yields on existing bonds become less attractive, causing prices of these bonds to fall.

*Foreign Securities Risk:* Investments in foreign securities are subject to the risks of instability of currency exchange rates, political unrest, economic conditions, and changes in foreign laws.

*Small to Mid-Capitalization Stock Risk:* Small and mid-capitalization companies may have narrower commercial markets, less liquidity, and less financial resources than large-capitalization companies.

*Exchange-Traded Fund Risk:* Edgemoor may purchase securities of exchange-traded funds (“ETFs”) for client accounts. ETF securities are traded on an exchange, like shares of common stock, and the value of the ETF securities fluctuates in relation to changes in the value of the underlying portfolio of securities. The market price of the ETF securities may not be equivalent to the pro rata value of the underlying portfolio of securities.

*Municipal Securities:* Investments may be made in municipal securities. Municipal securities consist of (1) debt obligations issued by state and local governments or by public authorities to obtain funds to be used for various public facilities, for refunding outstanding obligations, for general expenses and for lending such funds to other public institutions, and (2) certain private activity and industrial development bonds issued by or on behalf of public authorities to obtain funds to provide for the construction, equipment, repair or improvement of privately operated facilities. Prices and yields on municipal bonds are dependent on a variety of factors, such as the financial condition of the issuer, general conditions of the municipal bond market, and the size of a particular offering, the maturity of the obligations and the rating of the issue.

*Options Risk:* Purchasing put or call options are highly specialized activities and entail greater than ordinary investment risks. Edgemoor may buy or sell both call options and put options.

*Risks Related to Other Equity Securities:* In addition to common stocks, the equity securities in a portfolio may include preferred stocks, convertible preferred stocks, convertible bonds, and warrants. Like common stocks, the value of these equity securities may fluctuate in response to many factors, including the activities of the issuer, general market and economic conditions, interest rates, and specific industry changes. Convertible securities entitle the holder to receive interest payments or dividend preference until the security matures, is redeemed, or the conversion feature is exercised. As a result of the conversion feature, the interest rate or dividend preference is generally less than if the securities were non-convertible. Warrants entitle the holder to purchase equity securities at specific prices for a certain period of time. The prices do not necessarily move parallel to the prices of the underlying securities and the warrants have

no voting rights, receive no dividends, and have no rights with respect to the assets of the issuer.

## **Item 9: Disciplinary Information**

Neither the firm nor its personnel have any disciplinary, regulatory, criminal, civil, or otherwise reportable history to disclose at this time.

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

Neither Edgemoor nor Edgemoor's employees are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. Neither Edgemoor nor Edgemoor's employees are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

### **Investment Company**

Edgemoor serves as the investment advisor to the Meehan Focus Fund, an investment company registered under the Investment Company Act. Edgemoor does not charge clients a separate management fee for client funds invested in any mutual fund managed by Edgemoor. See Item 4 for additional disclosure.

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

### **Code of Ethics:**

As required by Rule 204A-1 of the Investment Advisers Act of 1940, Edgemoor has adopted a Code of Ethics (the "Code"). The Code requires Edgemoor personnel to report their personal securities holdings and transactions and requires the President or Chief Compliance Officer ("CCO") to pre-approve certain investments. Edgemoor personnel are required to submit an annual report of brokerage accounts and holdings along with an acknowledgement and certification stating that the individual will comply with the Code of Ethics. All supervised persons at Edgemoor are required to submit quarterly transaction reports that detail the individual's securities transactions for the quarter. All employees must also acknowledge, in writing, the terms of the Code of Ethics upon employment, annually, and as amended.

All employees, managers, and officers of Edgemoor must comply with the Code. The Code states that Edgemoor personnel owe a fiduciary duty to, and must act in the best interest of, Edgemoor and its clients. In addition, Edgemoor personnel must avoid actions and activities that allow (or appear to allow) them or their family members to profit or benefit from their relationships with Edgemoor and its clients.

The Firm has instituted a policy of disciplinary actions to be taken with respect to any associated person who violates the Code. A copy of the Firm's Code of Ethics will be provided to any client or prospective client upon request by contacting Paul P. Meehan, CCO by telephone at 301-543-8881 or by email at [pmeehan@edgemoorinv.com](mailto:pmeehan@edgemoorinv.com)

### **Participation or Interest in Client Transactions**

Some employees have accounts that are managed by Edgemoor on a discretionary basis. These accounts invest in securities identical to those recommended to our clients and are treated as any other client account. We may aggregate employee and client trades when possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be based on the commission schedule applicable to each account. For more information on our allocation procedures, please see Item 12 – Brokerage Practices.

Edgemoor's Code of Ethics prohibits employees from engaging in transactions based on material nonpublic ("inside") information. In addition, Edgemoor or any related person shall not, when purchasing or selling for their own accounts, prefer its own interest to that of a client of Edgemoor.

## **Item 12: Brokerage Practices**

As described under Item 4 above, we may have investment discretion to select the securities and amount of securities for your accounts that we manage (see Item 16, below). Edgemoor may also have discretionary authority from its clients to select the broker used and the commission rates to be paid. It is Edgemoor's policy to seek best execution of orders at the most favorable price. In selecting brokers to effect portfolio transactions, the determination of what is expected to result in the best execution at the most favorable price involves a number of largely judgmental considerations. Among these are the following:

- Evaluation of the broker's efficiency in executing and clearing transactions
- The commission rate
- The size of the broker – dealer's spread
- The size and difficulty of the order
- Operational capabilities of the broker-dealer
- The nature of the market for the security
- Research and other services provided

Our recommendations and decisions are based on our determination of the suitability of the recommendation for your specific investment objectives and needs. When we have investment discretion, we select the security, the amount of the security, and timing of the

transaction. We then place the transaction without obtaining your specific consent on a transaction-by-transaction basis. Any limitation on that discretion is set forth in writing.

**Discretionary Brokerage:** Included in discretionary authority is the authority to select the broker or dealer to be used in the purchase and sale of securities, in which case the commission rates paid are based on institutional discounts or discount brokerage fee schedules.

**Directed Brokerage:** Clients may limit Edgemoor's discretionary authority, and may occasionally direct Edgemoor to use a particular broker-dealer to execute portfolio transactions for their account. When a client directs the use of a particular broker-dealer, Edgemoor may not be in a position to freely negotiate commission rates or spreads, or select broker-dealers on the basis of best price and execution. Directed transactions may be subject to price movements, particularly in volatile markets, that may result in the client receiving a price that is less favorable than the price obtained on aggregated orders for a particular security. This directed transaction may result in higher commissions and/or greater spreads for such security.

### **Brokerage Accounts with Schwab and Fidelity**

Edgemoor recommends that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. ("Schwab"), a registered broker dealer, member Securities Investors Protection Corporation ("SIPC") and New York Stock Exchange ("NYSE"), or with National Financial Services LLC and Fidelity Brokerage Services LLC ("Fidelity") to maintain custody of clients' assets and to effect trades for their accounts. Schwab and Fidelity are both independent, third party, qualified custodians.

Edgemoor is independently owned and operated and is not affiliated with either Schwab or Fidelity. Schwab and Fidelity both provide Edgemoor with access to their institutional trading and custody services, which are typically not available to Schwab or Fidelity retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them, so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab or Fidelity. Such services are not otherwise contingent upon Edgemoor's committing to Schwab or Fidelity any specific amount of business (assets in custody or trading).

Both Schwab and Fidelity's services include brokerage, custody, research, and access to mutual funds and other investments that are generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Edgemoor client accounts maintained in their custody, Schwab and Fidelity generally do not charge separately for custody but are compensated by account holders through commissions or other transaction-related fees for securities traded that are executed through Schwab or Fidelity or that settle into Schwab or Fidelity accounts.

## Research and Soft Dollars

In selecting brokers to effect securities transactions for a client, consideration is given to the quality of the selected broker's execution of similar transactions, the commission rates charged, and, in some cases, the quantity and quality of research and/or other investment advisory support provided by the broker. Edgemoor may therefore recommend or use a broker who provides useful research and securities transaction services even though a broker who offers no research services and minimal securities transaction assistance may charge lower commissions. Although Edgemoor does not directly receive money from the broker, this is considered a "soft dollar" relationship.

Both Schwab and Fidelity make available to Edgemoor other products and services that benefit Edgemoor but may not benefit its clients' accounts. Some of these other products and services assist Edgemoor in managing and administering clients' accounts. Provided at no cost to Edgemoor due to the Firm's participation in the programs sponsored by these brokers, these include:

- Software and related systems support that provides access to client data
- Trade execution
- Research, pricing information, and other market data
- Facilitation of payment of Edgemoor's fees from client accounts
- Assistance with back office support, record keeping, and client reporting
- Access to a trading desk that exclusively services their registered investment advisors

Many of these services generally may be used to service all or a substantial number of Edgemoor accounts including accounts not maintained at Schwab or Fidelity. Schwab and Fidelity also make available to Edgemoor other services intended to help Edgemoor manage and further develop its business enterprise. These services may include:

- Consulting
- Publications and conferences on practice management
- Information technology
- Business succession planning
- Regulatory, compliance, and marketing advice

In addition, Schwab and Fidelity may make available, arrange, discount, and/or pay for these types of services rendered to Edgemoor by independent third parties.

Edgemoor balances its use of brokers to ensure that commissions do not exceed the value of any research and service provided, and also to ensure that clients receive fair benefit from research and investment services provided to Edgemoor in exchange for the

commissions they pay. Edgemoor's recommendation that clients maintain their assets in accounts at Schwab or Fidelity may create a potential conflict of interest. Edgemoor may have an incentive to recommend that clients custody assets and execute trades with Schwab or Fidelity. As a fiduciary, however, Edgemoor endeavors to act in its clients' best interests. Clients may at times pay higher commissions than those charged by other brokers and to brokers not directly responsible for the particular research or services which led to or facilitated the transaction generating the commission. Conversely, they may benefit from research or service paid for by commissions paid by others.

### **Trade Aggregation**

Edgemoor typically aggregates trades of the same security for multiple accounts, subject to the aggregation being in the best interests of all participating clients. In such cases, transactions for each account are averaged as to price and allocated as to amount in accordance with the daily purchase or sale orders actually placed for each account; commissions charged will be based on the commission schedule applicable to each account. In the event that an order is not filled, we follow an order rotation policy so that no client is systematically disfavored. Such combined or "batched" trades may be used to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution, or reducing overall commission charges.

Accounts of Edgemoor employees may be included with client accounts in a block trade.

### **Brokerage for Client Referrals**

Edgemoor no longer accepts brokerage for client referrals.

## **Item 13: Review of Accounts**

### **Investment Advisory Accounts**

Investment advisory accounts are reviewed regularly. Internal reviews are conducted monthly and personal reviews with clients occur quarterly, semi-annually, or annually as directed by the client. All accounts are reviewed by the managing directors, which include the President and Chief Compliance Officer. Such reviews are intended to verify that asset allocations and investment management are in line with each client's investment policy. Additional reviews may be necessary if there are changes in market conditions, political or economic conditions, changes in a client's financial situation, or new investment information.

Reports on advisory accounts are normally provided monthly by the institution having custody of the account. Such reports include, among other items:

- A list of individual securities
- Market value of individual securities

- Dividends and interest to date
- Market value of the portfolio

In addition, Edgemoor provides written reports quarterly to each client on investment by asset class, asset allocation, current market value, cost basis, and performance.

Clients are encouraged to notify the Firm and Investment Advisor Representative if changes occur in his/her personal financial situation that might adversely affect his/her investment plan.

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

Edgemoor has written agreements with unaffiliated third-party solicitors pursuant to which we pay them a mutually acceptable percentage of the investment advisory fees charged to clients referred to Edgemoor by such firms. The written agreements clearly define the duties and responsibilities of the solicitor. In addition, each solicitor is required to provide a written disclosure document which explains to the prospective client the terms and compensation structure under which the solicitor is working with Edgemoor. The solicitor is also required to furnish a copy of Edgemoor's Form ADV Part 2A Brochure to the prospective client, and obtain a written acknowledgement from the client that both the solicitor's disclosure document and Edgemoor's Form ADV Part 2A Brochure have been received. Payments made by Edgemoor to any solicitor will not increase the advisory fees charged by Edgemoor to clients referred by such solicitors.

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

Edgemoor is deemed to have "custody" of client funds if it directly debits investment advisory fees from client accounts. Debiting of fees is done pursuant to authorization provided by each client, and the custodian is advised in writing of the limitation of Edgemoor's access to the account.

Edgemoor is also deemed to have "custody" of client funds subject to certain third-party standing letters of authorization ("SLOA" or "SLOAs") which permit the adviser to transfer money to a third-party subject to the client's standing instruction. With regard to these accounts, Edgemoor has complied with the seven requirements of the SEC's No-action Letter, dated February 21, 2017, in order to seek relief from the surprise examination requirement of the Custody Rule (Rule 206(4)-2(a)(4) of the Investment Advisers Act of 1940).

With the exception of debiting client accounts for advisory fees, and certain third-party SLOAs, Edgemoor does not maintain or accept custody of client funds or securities. Usually monthly, clients receive account statements directly from the account custodian. Edgemoor urges clients to compare information contained in reports provided by Edgemoor with the account statements received directly from the account custodian.

Edgemoor's statements may vary from custodial statements due to various factors including, but not limited to, unsettled trades, accrued income, pricing of securities, and dividends earned but not received.

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

Edgemoor provides custom management of portfolios, on a discretionary basis, according to the client's objectives. Edgemoor usually receives discretionary authority from the client at the outset of the advisory relationship as defined in the management agreement. Any limitation on that discretion is set forth in writing.

Investment discretion means Edgemoor is authorized to determine the securities to be bought or sold for a client's account, the amount of securities to be bought or sold for a client's account, the broker or dealer to be used for a purchase or sale of securities for a client's account, and the commission rates to be paid to a broker or dealer for a client's securities transactions. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

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

Rule 206(4)-6 of the Investment Advisers Act of 1940 requires SEC registered advisers with proxy voting authority to disclose a summary of their proxy voting policies and offer to deliver to clients their complete proxy policy. It is Edgemoor's policy to vote client proxies so as to advance the general principles of shareholder rights and board accountability. Edgemoor will not accept direction from clients on a particular solicitation.

Edgemoor acknowledges its responsibility to identify material conflicts of interest related to voting proxies. In order to ensure that Edgemoor is aware of the facts necessary to identify conflicts, the management of Edgemoor must disclose to the CCO any personal conflicts such as officer or director positions held by them or their spouses in any portfolio company. Conflicts based on business relationships with Edgemoor or any affiliate of Edgemoor will be considered only to the extent that Edgemoor has actual knowledge of such relationships. If a conflict may exist which cannot be otherwise addressed, Edgemoor may choose one of several options including: (i) "echo" or "mirror" voting proxies in the same proportion as the votes of other proxy holders that are not Edgemoor clients; or (ii) if possible, erecting information barriers around the person or persons making the voting decision sufficient to insulate the decision from the conflict.

A copy of Edgemoor's Proxy Voting Policies and Procedures and voting record will be sent upon request. A request may be made for these items by calling Edgemoor at (301) 543-8881.



## **Item 18: Financial Information**

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

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