



Northland Capital Management

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Disclosure Brochure

Form ADV Part 2A
March 13, 2020

This brochure provides information about the qualifications and business practices of Northland Capital Management LLC. If you have any questions about the contents of this brochure, please contact us at 218-722-0559. 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 Northland Capital Management LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

There have been no material changes to Northland Capital Management LLC's disclosure brochure since it was last updated on March 12, 2020.

Please read this disclosure brochure in its entirety, and feel free to contact us if you have any questions.

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Advisory Business

Northland Capital Management LLC is a fee-only investment advisory firm which has been in business since June 6, 2008. Northland Capital Management and its advisers serve as fiduciaries for their clients' investment advisory accounts under the Investment Advisers Act of 1940, as amended, and relevant court rulings. Christopher A. Erickson is the principal owner of the firm. Chris Erickson, Julie Johnson, and Gabe Amundson serve as the firm's investment advisor representatives.

Northland Capital Management tailors investment advisory services to the individual needs of its clients by considering each client's investment objectives, financial circumstances, and stated risk tolerance. We deliver investment advisory services using discretionary trading authority. Discretionary trading authority means that we can buy or sell securities in our clients' accounts without receiving client approval for each transaction before it occurs. We actively manage our clients' discretionary accounts ourselves i.e. we do not outsource the ongoing management of our clients' asset allocation to other investment managers.

Model portfolios:

We offer various model portfolios ranging from "Conservative" to "All Equity" which are based on the principles of Modern Portfolio Theory, strategic asset allocation, and diversification. Each portfolio has asset allocation ranges for equities, fixed income, cash, and alternative investments that we must follow in our ongoing management.

We diversify our model portfolios across various areas of the financial markets. Our portfolios typically invest in multiple asset classes, countries, and industries. We also strive to be cost-sensitive in our selection of investments. We use Exchange Traded Funds (ETFs) extensively in our discretionary-managed accounts because ETFs provide diversification across various securities. ETFs also trade throughout the day which allows us to take advantage of intraday investment opportunities. ETFs form the core of our model portfolios' equity investments. Our model portfolios' primary fixed income investments typically include ETFs and mutual funds which invest in government bonds, mortgage-backed securities, and corporate bonds.

When we update our model portfolios, discretionary trading authority allows us to make corresponding purchases and sales of securities in clients' accounts to reflect our new models. We request that clients notify us of any changes in their financial situations or investment objectives, because we might recommend a different portfolio in light of new circumstances. Clients can limit our ability to purchase specific securities or types of securities in their portfolios, but clients rarely impose such restrictions.

As of January 17, 2020, we managed 520 accounts worth \$120,268,679 with discretionary authority.

Limitations on investment advice:

All accounts that we manage must follow our model portfolios. Our model portfolios only invest in publicly-traded securities which are held in brokerage accounts. We do not invest any of our clients' assets in, nor do we provide any advice about, privately traded securities, cryptocurrencies, or similar "digital assets." However, at our sole discretion and for no cost, as a courtesy we occasionally provide advice to investors about asset allocation and investments available in their employer-sponsored retirement accounts and "529 plan" college accounts.

Financial planning:

Although portfolio management is our primary focus, if a client specifically requests financial planning services in writing, we will provide limited financial planning services for no charge. Our financial planning activities typically consist of financial projections for clients who are accumulating wealth for retirement, as well as retired clients who are relying on investment income to support their lifestyle. However, if a client requests extraordinary financial planning services (typically involving detailed household budgeting decisions, but to be determined at our sole discretion), we may charge for such additional services at a rate of \$100 per hour. We do not provide advice about estate planning and preservation strategies, as we recommend clients speak with an attorney who specializes in these areas.

Authorized agent accounts:

Solely as a courtesy, we occasionally assist investors as an "authorized agent" (but not as an "investment advisor") for brokerage accounts in which they want to self-direct their investments or hold legacy stock positions. As an authorized agent we can enter orders given to us by an investor and help with administrative tasks such as requesting funds from the account's custodian. However, it is important to understand that the investor is in complete control of the investments in these accounts. Because we do not provide any continuous or regular supervisory or management services when we serve as an authorized agent, we are not responsible for typical investment advisory functions such as appropriateness of investments, diversification, performance reporting, etc. for these accounts. We receive no compensation when serving as an authorized agent, and these accounts are specifically excluded from investment advisory services, supervision, and management in our Investment Management Agreements.

As of January 17, 2020 we served as an authorized agent for 72 accounts worth \$13,603,215. These accounts are not included in our discretionary-managed account totals, nor are they included in regulatory assets under management on Form ADV Part 1.

Fees and Compensation

Northland Capital Management is a fee-only investment advisory firm. We are compensated for our investment advisory services by management fees which are based on the value of our clients' advisory accounts.

Our discretionary management fee is 1.00%. Our fee rates are not negotiable; however, at our sole discretion we occasionally decide to provide investment management services as a courtesy for no cost.

Our management fees do not include costs that other parties charge. These costs include, but are not limited to, brokerage commissions, bond markups, expenses inside ETFs and mutual funds, transaction fees, and wire transfer fees. We do not receive any portion of these costs. Additional brokerage information is provided in the Brokerage Practices section of this document.

Our management fees are charged quarterly in advance. During the first month of each quarter we instruct the independent account custodian of our clients' accounts to deduct our management fees for the current quarter from our clients' accounts and remit them to us. To calculate our fees, we multiply each advisory account's value on the last calendar day of the previous quarter by the account's annual fee percentage and divide by four. If a client deposits or withdraws assets from their account, we do not adjust the fee for the current quarter. Clients can terminate our services at any time by notifying us in writing. If a client terminates our services, we pro-rate and refund our management fee based on the number of days remaining in the quarter.

In order to reduce potential conflicts of interest, neither our firm nor our personnel receive compensation from any other financial industry sources or services. However, given that our fees are determined by the values of the accounts we manage, we have a conflict of interest when we recommend that investors retain us to manage their investment assets because we will receive fees for subsequent investment management services. An example of such a situation is when we recommend an investor roll over their 401(k) to an IRA which we would manage for a fee. We have a similar conflict of interest when discussing whether clients should liquidate assets that we currently manage for other uses such as reducing debt or donating to charity.

As mentioned previously, we also provide financial planning services. Limited financial planning services are available upon receiving a client's written request at no additional charge. Extraordinary financial planning services (to be determined at our sole discretion) may be billed at a rate of \$100 per hour.

Performance-Based Fees and Side-by-Side Management

We do not charge performance-based fees. In a performance-based fee arrangement, an advisor typically charges a fee based on a share of a client's capital gains or capital appreciation, instead of or in addition to a fee based on the value of their account. Our fees are based solely on account value.

Types of Clients

Our clients are primarily individuals, trusts, and pension plans.

Methods of Analysis, Investment Strategies, and Risk of Loss

Discretionary-Managed Accounts:

We construct investment portfolios by diversifying across many areas of the financial markets. Our discretionary-managed portfolios invest in multiple asset classes, countries, and industries. We generally manage our discretionary portfolios with a “top-down” process. Top-down managers create portfolios by investing in broad segments of the financial markets which they believe offer attractive investment potential, as opposed to “bottom-up” managers who typically create portfolios by selecting individual company stocks and bonds. We offer two sets of model portfolios: Traditional model portfolios and ESG model portfolios.

Traditional model portfolios:

Our traditional model portfolios’ primary equity investments typically include ETFs and mutual funds which implement various “factor” or “smart-beta” investment strategies. Factor-based strategies place additional emphasis on stocks with certain characteristics, such as the “value” and “small cap” factors. Value strategies typically own investments that are undervalued relative to historical market averages, anticipating the investments could return to levels that are closer to historical norms. The primary smart-beta investment strategy our portfolios utilize is a “fundamentally-weighted” strategy which weights investments in each ETF based on a company’s fundamentals (sales, profits, etc.) instead of weighting investments based on market capitalization. Our traditional model portfolios currently have a stronger value and small cap “tilt” than the overall stock market.

Our traditional model portfolios’ primary fixed income investments typically include ETFs and mutual funds which invest in government bonds, corporate bonds, bank loans, and mortgage-backed securities.

ESG model portfolios:

Our ESG (Environmental, Social, and Governance) model portfolios’ primary equity investments typically include ETFs and mutual funds which invest based on various ESG considerations. For example, our ESG portfolios emphasize companies which have a smaller carbon footprint, a greater-than-average percentage of women in leadership roles, and good corporate governance practices. Our ESG portfolios also attempt to avoid tobacco companies and companies which do not meet certain human rights and anti-corruption standards. The U.S. equity mutual funds and ETFs in our ESG model portfolios are tilted toward value style and small-cap stocks; however, our ESG portfolios’ value and small-cap tilts are not as great as those of our traditional model portfolios. The international equity mutual funds and ETFs in our ESG model portfolios have a “core” (similar amounts of value and growth) investment style.

Our ESG model portfolios’ primary fixed income investments typically include ETFs and mutual funds which invest in government bonds and mortgage-backed securities.

Markets are cyclical, so we prefer to buy after prices have declined or during periods of poor relative performance when we believe there is a greater margin of safety. We try to be “fearful when others are greedy and greedy when others are fearful.” We usually hold investments for many months to a few years. However, if an opportunity presents itself, we are not opposed to taking a quick profit or trading part of a portfolio more actively depending on market conditions.

Risks:

Our discretionary-managed accounts are diversified across multiple investments, and the values of these accounts typically fluctuate in a manner consistent with their asset allocation, degree of factor tilt, degree of smart-beta implementation, and prevailing market conditions. Some significant material risks of our investment platform include:

- Investment strategy risk – Our value-style portfolios typically own ETFs designed to implement various factor-based and smart-beta investment strategies, and our ESG portfolios invest based on various environmental, social, and governance criteria. Sometimes these investment strategies perform better than broad stock market indices and sometimes they perform worse. It is possible that these strategies could lose money in an up year for the stock market, and vice versa.
- Manager risk – Our clients (particularly clients with discretionary-managed accounts) assume “manager risk” or “selection risk.” The profitability of our portfolios is partly determined by our ability to predict future prices of investments and the quality of our decision making. Although we are generally pleased with our discretionary portfolios’ past performance, we cannot make any assurances about how they will perform in the future. Clients who wish to reduce manager risk should consider placing some of their assets with another investment advisor.
- Key person risk – Our firm maintains a Business Continuity Plan designed to mitigate a variety of risks, including the potential of Chris Erickson’s inability to fulfill his duties. If this situation were to occur, management of the firm would transition to Julie Johnson which could impact the firm’s level of service.
- Custodial risk – We recommend and request that any brokerage accounts we manage be held by National Financial Services LLC (NFS), a subsidiary of Fidelity. Industry regulations require that our clients’ brokerage accounts be segregated from Fidelity’s corporate accounts; however, we are not able to monitor Fidelity’s ongoing compliance with industry regulations as that is in the domain of securities regulators. Fidelity accounts have additional protection through the Securities Investor Protection Corporation (SIPC), as well as “excess SIPC” insurance to potentially cover certain amounts over SIPC limits. However, it is possible that NFS/Fidelity could fail and depending on the circumstances at the time, our clients could experience losses greater than what Fidelity, the SIPC, and excess SIPC insurance are able or willing to bear. Clients who wish to reduce custodial risk should consider placing some of their investment assets with another financial firm outside of our management.
- Counterparty risk – Counterparty risk is the risk that another party or financial institution will not honor its obligations. One way to reduce counterparty risk is to diversify one’s assets across various participants in the financial industry (brokerage firms, banks, insurance companies, etc.) Another way to reduce counterparty risk is to own tangible assets outside of the financial system such as real estate, gold, currency, fine art, etc.
- Systemic risk – The global financial system runs on debt. Many large financial institutions which are critical to the financial system depend on the continuous availability of debt to finance their operations. These institutions often are highly leveraged (i.e. they have much more debt than equity) which increases the instability of the financial system. A leveraged financial system, dependent on debt, is susceptible to periodic crises and occasionally requires intervention from a

willing government to support it. It is critical to understand that a successful investment in a portfolio of stocks and bonds depends on a functional financial system and infrastructure. *All portfolios including traditionally conservative portfolios can experience significant temporary or permanent losses during a period of financial system instability.* Some events that could put the financial system at risk include a failure of the Depository Trust and Clearing Corporation which settles over a quadrillion dollars of securities transactions annually, a default in the derivatives market, a disorderly default (or the fear of a default) of a systemically-important country or financial institution, problems in the securities lending process, an inability or unwillingness of major market participants to perform normal business functions, cyber-attacks, communications network failures, power grid failures, pandemics, etc.

In addition to experiencing a potential significant decline in account value, clients might not be able to access their funds during these circumstances.

Investing in securities also involves risks inherent to each particular security. Some significant material risks of the securities in which we invest include:

- Equities – The prices of equity securities are affected by changes in a company’s expected profitability, economic conditions, market conditions, geopolitical events, investor psychology, interest rates, etc.
- Fixed income – The prices of fixed income securities are affected by changes in interest rates, risk of default, economic conditions, market conditions, investor psychology, etc.
- Exchange Traded Funds (ETFs) – ETFs that invest in equities or fixed income securities possess the same risks as their underlying equity or fixed income investments described above. Although ETFs trade on various stock exchanges, trading can be interrupted or suspended for a variety of reasons. ETFs also can trade at prices above or below the fair market value of the investments owned by the ETF. Clients receive prospectuses for ETFs which discuss their risks in greater detail.
- Open-end mutual funds – Mutual funds that invest in equities or fixed income securities possess the same risks as their underlying equity or fixed income investments described above. During extreme market conditions, open-end mutual funds also may trade at prices above or below the fair market value of the investments owned by the mutual fund. Most open-end mutual funds only can be purchased or sold at the end of the trading day. Clients receive prospectuses for mutual funds which discuss their risks in greater detail.
- Foreign investments – Some securities invest in foreign companies or governments. These securities involve additional risks such as nationalization and currency exchange rate fluctuations.

Although we have attempted to identify the primary material risks of investing with us, it is simply not possible to list every conceivable risk of our investment strategies and of the securities in which we invest. Investing involves a risk of loss that clients should be prepared to bear.

Disciplinary Information

We are required to disclose if there are legal or disciplinary events that are material to a current or prospective client's evaluation of our advisory business or the integrity of our management. We have no legal or disciplinary events to disclose.

Other Financial Industry Activities and Affiliations

Management fees are Northland Capital Management's sole source of income. In turn, Northland Capital Management is Chris Erickson's, Julie Johnson's, and Gabe Amundson's sole source of business income. Northland Capital Management, Chris Erickson, Julie Johnson, and Gabe Amundson do not receive compensation from any other financial industry activities or affiliations. We do not receive brokerage commissions, we do not sell insurance or insurance-based investments, nor do we have any proprietary products. Many other investment advisor representatives participate in such arrangements which create additional conflicts of interest.

Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

As a fee-only investment advisor, Northland Capital Management is held to a fiduciary standard. One way we endeavor to fulfill our fiduciary duty is through our Code of Ethics. Our Code of Ethics requires that we place our clients' interests first, not take inappropriate advantage of our position, monitor our employees' personal investments and trading, prohibit insider trading, maintain a high standard of business conduct, comply with securities laws, require pre-approval for giving and receiving gifts over \$250, etc. We would be pleased to provide a copy of our Code of Ethics to current or prospective clients upon request.

We typically buy or sell for ourselves the same investments that we recommend to our clients; however, we typically do not buy or sell the same investment for ourselves earlier in the day before we buy or sell for our clients. Under a discretionary trading agreement, our firm's personnel typically participate concurrently with our clients in aggregated block trades if the supply of the security being purchased is not limited and if we believe our participation would not adversely impact the price our clients would receive. If supply is limited, our firm's supervised persons do not receive any allocation of the security being purchased until all clients have received their entire allocations.

Brokerage Practices

We recommend and request that our clients use Fidelity as custodian for any accounts we manage. We have discretionary authority to select a broker or dealer to purchase or sell securities for our clients, although we typically use Fidelity for all securities transactions. Fidelity is one of the largest investment firms in the U.S.

We recommend that our clients use Fidelity primarily because of its status as a family-owned and employee-owned company, access to a wide variety of investments, competitive pricing, and demonstrated quality in executing large securities orders. Although we believe Fidelity provides our clients with the best overall value, Fidelity's commissions, trading spreads, and fees could be higher or lower than those of its competitors on any given transaction. If in the future we conclude that Fidelity no longer provides our clients with the best overall value, we are free to recommend that our clients change brokerage firms.

Research and Other Soft Dollar Benefits:

Some investment advisors allow brokerage firms to charge their clients a higher commission rate in exchange for research, products, or other services. Alternatively, the investment advisor might agree to generate a certain amount of commissions from their clients' accounts for the brokerage firm. These "soft dollar" relationships can cause clients to pay higher commissions than they otherwise would. We do not participate in these arrangements.

However, in our industry, it is common practice for brokerage firms such as Fidelity to provide firms our size with services that help us manage our clients' accounts. At no cost to us, Fidelity provides us with:

- a secure website to view our clients' account information, calculate the size of potential orders, and transmit orders for execution,
- access to a dedicated trading desk for investment advisory firms,
- the ability to allocate aggregated trade orders across multiple client accounts,
- a service team to call with account-related questions,
- the ability to deduct management fees from clients' accounts and remit them to our firm, and
- financial market commentaries via newsletters and conference calls.

Our receipt of these account management services at no cost from Fidelity creates a conflict of interest. Nevertheless, the fact that Fidelity (and many of its competitors) offers these services at no cost to firms our size has no bearing on our recommendation of Fidelity for our clients' accounts.

Brokerage for Client Referrals:

We do not accept client referrals from Fidelity, mutual fund companies, or ETF issuers. This is to eliminate a potential conflict of interest. If we were to accept referrals from Fidelity, our clients might believe that we recommend Fidelity because it is best for our business instead of best for our clients. Similarly, if we were to accept referrals from mutual fund companies or ETF issuers, our clients might believe that we select investments that are best for our business instead of best for our clients.

Directed Brokerage:

We do not allow our clients to choose which brokerage firm executes their securities transactions.

Order Aggregation:

When we decide to buy or sell an investment for multiple clients, especially when making changes to our model portfolios, we typically aggregate all of our clients' orders into one order and allocate the order on a pro-rata basis across clients' accounts based on account value. All clients who participate in an aggregated order receive the same price, so no client receives a better price than another. When calculating the pro-rata allocation, if we believe a client will be depositing/withdrawing funds to/from their account in the near future, we may consider the anticipated deposit/withdrawal in our calculations to reduce the number of securities transactions the client might otherwise incur. Exceptions to our order aggregation practice do

occur, such as when a client calls us to request funds and we need to sell securities to satisfy their withdrawal after we already have placed an aggregated order for the same security earlier in the day, when we are rebalancing a small number of accounts, etc.

Review of Accounts

We review the investments in, and the performance of, all of our clients' discretionary-managed accounts. We also examine these accounts for deviations from our model portfolios and make adjustments as we deem appropriate. Chris Erickson, President of Northland Capital Management, conducts these reviews with the assistance of Julie Johnson, Investment Advisor Representative, Gabe Amundson, Investment Advisor Representative, and Cathy Moore, Operations Manager. We typically conduct reviews on a monthly basis.

Staying connected to our clients is a priority, and every three months we send our advisory clients a letter to report their portfolio's performance. We also contact each of our advisory clients at least annually to review their portfolio in light of potential changes to their financial situation or investment objectives. Clients should contact us immediately if there are any changes to their financial circumstances or investment objectives.

We do not review accounts for which we serve only as an authorized agent and are not responsible for the investment strategy.

Client Referrals and Other Compensation

While we welcome referrals of potential clients to our firm, we do not accept referrals from vendors such as independent custodians or brokerage firms. This is to ensure that our vendor selections, which ultimately affect our clients, are not influenced by potential referral activities. Our decisions and recommendations are based on what we believe is best for our clients, not what might be best for our business. We also do not receive any payments for referring our clients to other firms such as insurance agents, accountants, attorneys, etc.

Custody

We do not maintain physical custody of client funds or securities. Client funds and securities are held by Fidelity, an independent qualified custodian. However, we are deemed to have limited custody of client funds and securities because clients sign Investment Management Agreements which, based on our instructions, allow Fidelity to deduct our management fees directly from clients' accounts and remit them to us.

Fidelity provides our clients with monthly account statements. We urge you to carefully review Fidelity's account statements and compare them with any information you receive from us. If you believe there are any discrepancies, or if you do not receive your account statements on a timely basis, please contact us immediately.

Investment Discretion

Our firm has discretionary trading authority to manage our clients' accounts. Clients must sign our Discretionary Investment Management Agreement which includes a limited power of attorney before we can accept discretionary trading authority. However, we must follow the asset allocation ranges specified in the agreement. Clients also can limit our ability to purchase specific securities or types of securities, but clients rarely impose such restrictions.

Voting Client Securities

Our clients occasionally receive proxies or solicitations from Fidelity or transfer agents. Proxies allow clients to vote on matters regarding their investments. Please feel free to call us if you have questions about any proxies you receive. We do not vote proxies for our clients.

Financial Information

Northland Capital Management does not have any debt, nor do we plan to incur any debt in the future. We have no financial obligations that would impair our ability to meet our contractual commitments to our clients.

Privacy Policy Notice

Our Privacy Policy applies to Northland Capital Management's current and former clients.

Two terms that often appear in this document are "nonpublic personal information" and "nonaffiliated third parties." Nonpublic personal information ("NPI") includes personally identifiable financial information about you and certain other information that is not publicly available. A nonaffiliated third party means any other company or anyone who is not an employee of Northland Capital Management.

We restrict access to NPI about you to our employees and other nonaffiliated third parties as permitted by law. Our employees must abide by our security practices and procedures which are designed to ensure the confidentiality of your NPI. In addition, we maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your NPI.

We collect various types of NPI including social security numbers, account numbers, birthdates, income, net worth, account balances, addresses, e-mail addresses, phone numbers, income sources and needs, portfolio risk, etc. We typically collect this information from you when you enter into an investment advisory agreement and in subsequent transactions and discussions with us. We also collect NPI from nonaffiliated third parties such as Fidelity. This NPI includes account balances, transaction reports, tax information, etc.

All financial companies need to share some personal information to run their everyday business. For our everyday business purposes, we share your NPI with certain nonaffiliated third parties as permitted by law. For example, we share most of the types of NPI described in the previous paragraph with Fidelity, given that Fidelity processes your transactions and maintains your brokerage account.

We also share some of the above types of NPI with other nonaffiliated third parties such as service providers. These companies provide services such as CRM functions, investor risk assessment questionnaires, and archiving of electronic communications for us. They are contractually bound to maintain the confidentiality of your NPI and to use the information solely for the purposes for which the information is disclosed or as otherwise permitted by law. However, out of an abundance of caution, we do not share your social security number, your complete birthdate, or account numbers linked to your name with these service providers.

In addition, we may share your NPI for certain legal or regulatory purposes, such as to respond to court orders and legal investigations.

Except for the situations described above, we do not share your NPI without your permission for any other reason.

We value the trust and confidence you have placed in us. If you have any questions about our Privacy Policy, or any aspect of service we provide, please feel free to call us at 218-722-0559.