

Part 2A & 2B Form ADV Brochure

CLEAR POINT ADVISORS INC.

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1. This brochure provides information about the qualifications and business practices of CLEAR POINT ADVISORS INC., an SEC Registered Investment Advisor firm. If you have any questions about the contents of this brochure, please contact us at: 631-333-2222, or by email at: sbrill@cptadvisors.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. Registration with the SEC does not imply a certain level of skill or training for the firm.

Additional information about CLEAR POINT ADVISORS INC. is available on the SEC's website at www.advisorinfo.sec.gov.

March 31, 2020



2. Material Changes

Material Changes since the Last Update

Annual Update

There are no Material Changes to this Firm Brochure since the March 2019 version. A summary of material changes to our Part 2A firm brochure is required to be provided to you annually. Our practice has been to provide you with a complete copy of the updated brochure each year.

Whenever you would like to receive a printed copy of our Firm Brochure, please contact us by telephone at: 631-333-2222 or by email at: sbrill@cptadvisors.com.

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4. Advisory Business

Firm Description

CLEAR POINT ADVISORS INC. (formerly known as Steven Brill Advisors, Inc.) was founded in 1998. Barry Dampf and Robert Levine joined CLEAR POINT ADVISORS INC. during 2009, having formerly been principals of the Registered Investment Advisor firm, Spielberger, Dampf, Brill & Levine, LLC.

CLEAR POINT ADVISORS INC. provides personalized investment management services to individuals, pension and profit sharing plans, trusts and estates, charitable organizations and small businesses. Investment advice is provided after consultation with each client and includes the determination of investment goals and objectives, including a review of the client's appetite and tolerance for risk, cash flow needs and income tax considerations. After consultation, an investment allocation is developed and tailored for each client's situation and is reflected by the Target Allocation chart that is included at the beginning of each client's quarterly investment summary report.

Personal Financial Planning advice and analysis may be provided as an additional service to the investment management clients of CLEAR POINT ADVISORS INC, if requested by the client through a separate written engagement. (Absent a written engagement letter outlining areas of financial advice and analysis, CLEAR POINT ADVISORS INC and its officers should not be construed as providing comprehensive financial advice to its investment management clients.) Areas of planning may include retirement needs analysis (conducted through "Monte Carlo" simulation); education funding, estate planning, insurance analysis, employment stock option strategies, and cash flow budgeting.

CLEAR POINT ADVISORS INC. is a fee-only investment management firm and financial advisory firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. CLEAR POINT ADVISORS INC. or its advisors do not receive commissions through the sale of securities.

CLEAR POINT ADVISORS INC. does not act as a custodian of client assets. The client always maintains asset control, since assets are held by an independent third party custodian. CLEAR POINT ADVISORS INC. places trades for clients under a limited power of attorney with the third party custodian. CLEAR POINT ADVISORS INC. may accept written authorization from clients to effect transfers of funds or securities to third parties, typically to another family member, through standing letters of authorization.

Periodic reviews are conducted through direct or telephone conferences

with each client. Such reviews are conducted to provide an updated assessment of the progress to date in meeting the client's investment goals and to determine any specific course of action that needs to be taken. More frequent reviews occur but are not necessarily communicated to the client unless significant immediate changes are recommended, in the judgment of the advisor.

Other professionals (e.g., lawyers, accountants, insurance agents, bankers etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting, which may be by telephone, is without of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

Principal Owners

The stock ownership of CLEAR POINT ADVISORS INC. is indicated below. Over and above the stock ownership of the CLEAR POINT ADVISORS INC., each of the Advisors to the firm have a proprietary interest in the client accounts that they manage, by virtue of a separate agreement. There is a business disposition agreement between the firm principals designed to reflect their financial interests and to help ensure firm continuity over time. The firm is in the process of formalizing this agreement in written form.

Steven C. Brill, JD (President) – more than 90% stockholder.

Barry E. Dampf - (Managing Director) – less than 5% stockholder

Robert Levine – (Director) – less than 5% stockholder

Types of Advisory Services

CLEAR POINT ADVISORS INC. provides "investment supervisory services," also known as asset management services for its clients. CLEAR POINT ADVISORS INC. manages investment advisory accounts generally on a discretionary basis. Accounts are discretionary, unless trading authority is not granted to the advisor on account application. CLEAR POINT ADVISORS INC. limits the discretionary basis by not holding the power for itself or its employees to withdraw funds and/or securities from client accounts. Accounts can be maintained on a non-discretionary basis with CLEAR POINT ADVISORS INC. by an indication on the new account application between the client, the custodian and the

Advisor.

From time to time, CLEAR POINT ADVISORS INC. furnishes advice to clients on matters not involving securities, such as financial planning matters, taxation issues, and trust services and estate planning and insurance. Clients generally do not receive such services unless requested from CLEAR POINT ADVISORS INC. A separate fee may be imposed for the rendering of such services by CLEAR POINT ADVISORS INC.

CLEAR POINT ADVISORS INC. relies upon research in executing client portfolios. Research sources include financial newspapers, magazines and subscriptions, materials and presentations prepared by other firms (including research from JP Morgan, PIMCO, Fidelity, Blackrock, First Trust and Vanguard,) investment rating services (including Morningstar), and annual reports and prospectuses filed with the Securities and Exchange Commission.

CLEAR POINT ADVISORS INC. also conducts its own screening and research on many of the investment vehicles included in client portfolios under a proprietary methodology of assessing relative risk-adjusted performance.

CLEAR POINT ADVISORS INC. or its principal Officers and employees typically invest in securities that it also recommends or acquires for its clients' portfolios. There is no conflict of interest as the securities are widely-held and publicly traded. CLEAR POINT ADVISORS INC. internal policies prohibit its advisors from purchasing or selling securities in their own accounts on the same day as in the advisor's clients' accounts, at a superior price.

As of December 31, 2019, CLEAR POINT ADVISORS INC. manages \$186,164,640 in discretionary assets for 164 client relationships.

Tailored Relationships and Reporting

The mix of assets designed to help achieve the goals and objectives for each client are reflected in the asset allocation pie chart maintained under our Portfolio Management and reporting system.

Quarterly investment reports are prepared and distributed by CLEAR POINT ADVISORS INC. during the month following the close of each calendar quarter. The Quarterly report reflects both the Target Allocation and the Current Allocation for each client's overall portfolio and any variation. The quarterly report also reflects each client's current investment positions, portfolio withdrawals and additions, and portfolio and individual security performance. The reports also include historic

annual investment performance, generally for the clients' consolidated investment holdings under CLEAR POINT ADVISORS INC.'s management, from the inception of the relationship. The quarterly reports can assist clients in evaluating their progress towards meeting their financial objectives. Clients may impose restrictions on investing in certain securities or types of securities in their portfolio.

In addition, clients receive monthly holding and transaction activity statements directly from the investment custodian. Such reports can be received by the client either in printed form or via electronic transmission, at the client's option. The delivery of such statements cannot be suppressed by the Advisor, which helps ensure the security of the accounts.

Portfolio Investments

In executing its clients' portfolios, CLEAR POINT ADVISORS INC. may employ the use of no-load mutual funds, exchange traded funds (ETFs), exchange traded notes (ETNs), structured notes, real estate investment trusts (both private and public,) and individual securities, including bonds and stocks. Investments may also include purchases of certificates of deposit, government bonds and paper as well as municipal securities. While not typically used, options on stocks may be used on occasion to help meet specific client objectives. Funds that are selected may employ such options as part of their investment process.

Individual stocks are generally not included among the recommended investments for CLEAR POINT ADVISORS INC. client accounts, nor are "separately managed accounts" provided through third party managers, other than mutual funds, exchange traded products. Participation in Initial public offerings (IPOs) are not currently available through CLEAR POINT ADVISORS INC.

Stocks and bonds may be purchased, held or sold through a brokerage account when directed by client or when appropriate. The Investment Custodian does not currently impose a fee for stock trades but continues to charge a mark-up on bond trades. CLEAR POINT ADVISORS INC. does not receive compensation from fund companies or from the custodian or brokerage firms for any investment trades.

Investment Management Agreement

CLEAR POINT ADVISORS INC.'s capabilities and limitations in managing client portfolios are granted by its clients through execution of the account agreement of the investment custodian and under the provisions of its Investment Advisory Agreement. The custodian's account agreement

enumerates certain powers conferred to CLEAR POINT ADVISORS INC. by each client in managing their accounts at the custodian firm. These powers typically include the right of CLEAR POINT ADVISORS INC. to execute trades in the client account on a discretionary basis, the right to request that checks be sent by the custodian to the client at their address of record with the custodian, and the right to enable the custodian to pay quarterly invoices presented by CLEAR POINT ADVISORS INC. for portfolio management services.

CLEAR POINT ADVISORS INC. requires all new clients to enter into an Investment Advisory Agreement. The Agreement supplements the terms and conditions that help define the Adviser's role under the custodian's new account application. The existing clients of CLEAR POINT ADVISORS INC. will also be requested to execute an Investment Advisory Agreement. The Agreement does not fundamentally alter the manner in which Clear Point manages its clients' assets and it retains the existing fee schedule. CLEAR POINT ADVISORS INC.'s services are ongoing, but the length of service to the client is at the client's discretion. The client or the investment manager may terminate CLEAR POINT ADVISORS INC.'s services by written notice to the other party. At termination, fees will be billed in full for the then current quarter. The portfolio value at the time of termination is used as the basis for the fee computation. In some cases, and at the discretion of the advisor, fees for the final quarter may be adjusted for the number of days during the billing quarter prior to termination, or the fee may be waived. CLEAR POINT ADVISORS INC. reserves the right to impose a prorated fee for assets removed from, or added to, a client's account prior to the end of any quarter, in its sole discretion.

Miscellaneous

Planning and Non-Investment Consulting/Implementation Services.

To the extent requested by the client, CLEAR POINT ADVISORS INC. may provide consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Neither CLEAR POINT Advisors, nor any of its representatives, serves as an attorney, accountant, or insurance agent, and no portion of CLEAR POINT ADVISORS INC.'s services should be construed as same. To the extent requested by a client, CLEAR POINT ADVISORS INC. may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.). This may include individuals who serve, or have served, as paid solicitors on behalf of CLEAR POINT ADVISORS INC. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from CLEAR POINT ADVISORS INC. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse

exclusively from and against the engaged professional. Please Also Note: It remains the client's responsibility to promptly notify CLEAR POINT ADVISORS INC. if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising CLEAR POINT ADVISORS INC.'s previous recommendations.

PLEASE NOTE: RETIREMENT ROLLOVERS-No Obligation/Conflict of Interest: A client leaving an employer typically has four options (and may engage in a combination of these options): i) leave the money in his former employer's plan, if permitted, ii) roll over the assets to his new employer's plan, if one is available and rollovers are permitted, iii) rollover to an IRA, or iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). CLEAR POINT ADVISORS INC. may recommend that an investor roll over plan assets to an Individual Retirement Account (IRA) managed by CLEAR POINT ADVISORS INC. As a result, CLEAR POINT ADVISORS INC. and its representatives may earn an asset-based fee (see Please Note below). In contrast, a recommendation that a client or prospective client leave his or her plan assets with his or her old employer or roll the assets to a plan sponsored by a new employer will generally result in no compensation to CLEAR POINT ADVISORS INC. (unless you engage CLEAR POINT ADVISORS INC. to monitor and/or manage the account while maintained at your employer). CLEAR POINT ADVISORS INC. has an economic incentive to encourage an investor to roll plan assets into an IRA that CLEAR POINT ADVISORS INC. will manage or to engage CLEAR POINT ADVISORS INC. to monitor and/or manage the account while maintained at your employer. There are various factors that CLEAR POINT ADVISORS INC. may consider before recommending a rollover, including but not limited to: i) the investment options available in the plan versus the investment options available in an IRA, ii) fees and expenses in the plan versus the fees and expenses in an IRA, iii) the services and responsiveness of the plan's investment professionals versus CLEAR POINT ADVISORS INC., iv) protection of assets from creditors and legal judgments, v) required minimum distributions and age considerations, and vi) employer stock tax consequences, if any. No client is under any obligation to rollover plan assets to an IRA managed by CLEAR POINT ADVISORS INC. or to engage CLEAR POINT ADVISORS INC. to monitor and/or manage the account while maintained at your employer. Please Note: If CLEAR POINT ADVISORS INC.'s engagement will include the management of the client's retirement account per the same fee schedule set forth in Item 5 below, regardless of custodian or the client's decision to process a rollover, the above economic incentive to recommend a rollover would not apply. CLEAR POINT ADVISORS INC.'s Chief Compliance Officer, Steven Brill, remains available to address any questions that a client or prospective client may have regarding the above and the corresponding conflict of interest presented by such engagement.

CLEAR POINT ADVISORS INC. may also provide the client with access to third-party software, which can aggregate all of the client's investment assets, including those investment assets that are not part of the assets that we manage (the "Excluded Assets.") The client and/or his/her/its other advisors that maintain trading authority, and not us, shall be exclusively responsible for the investment performance of the Excluded Assets. The client may engage CLEAR POINT ADVISORS INC. to manage the Excluded Assets pursuant to the terms and conditions of the Investment Advisory Agreement between CLEAR POINT ADVISORS INC. and the client.

Client Obligations. In performing its services, CLEAR POINT ADVISORS INC. shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains his/her/its responsibility to promptly notify CLEAR POINT ADVISORS INC. if there is ever any change in his/her/its financial situation or investment objectives for the purpose of reviewing/evaluating/revising CLEAR POINT ADVISORS INC. previous recommendations and/or services.

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by CLEAR POINT ADVISORS INC.) will be profitable or equal any specific performance level(s).

Disclosure Statement. A copy of CLEAR POINT ADVISORS INC. written Brochure as set forth on Part 2A & 2B of Form ADV is provided to each client. For new client relationships, a copy of CLEAR POINT ADVISORS INC.'s written Brochure as set forth on Part 2A & 2B of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the Investment Advisory Agreement.

5. Fees and Compensation

Portfolio Management Fee Schedule

CLEAR POINT ADVISORS INC. manages client accounts for a percentage of the assets under its management. The annual fee schedule in effect is reproduced below.

CLEAR POINT ADVISORS INC.'s advisory services are available to investors with a suggested minimum portfolio size of \$500,000 in assets. The fee schedule is subject to change upon 30 days written notice and is subject to negotiation. Fees are charged and calculated quarterly in

arrears, based on the balance of each account at the end of each calendar quarter.

Most clients agree to pay their quarterly fee by authorizing us to debit their account for our quarterly management fee. An invoice that shows the calculation of our fee is included, generally as the last page of our quarterly portfolio statement to our clients. We wait a few days after we have mailed you your quarterly statement to give you an opportunity to review the fee calculation before we request the investment custodian to debit your account. Clients are able to pay their quarterly fees by check or other means, if they request to do so in writing.

Either you or CLEAR POINT ADVISORS INC. may cancel our services and our Agreement by giving written notice, at any time. Fees are generally prorated for the initial quarter of services only, and not for the final quarter of services.

For those clients that are invested in mutual funds, exchange traded funds (ETFs) or notes, a management fee is also assessed directly by the investment provider. The investment custodian may also impose brokerage fees or other transaction costs on the buying and selling of mutual funds in your account. Clear Point Advisors Inc. and its advisors do not participate in such fees imposed by mutual funds, ETFs, or by the custodian. (See the section on Other Fees, a few paragraphs below.)

Please review your quarterly fee calculation promptly upon your receipt of each Clear Point Advisors Inc. Quarterly Statement. Please advise us promptly of any discrepancies or questions relating to your quarterly management fee calculation.

**CLEAR POINT ADVISORS INC.
Advisory Fee Schedule***

Asset Management Fee Schedule

<u>Asset Level</u>	<u>Fee</u>
\$500,000 - \$3 million	\$ 6,250⁺ plus 0.75% on Balance over \$500,000*
\$3 million - \$5 million	\$25,000 plus 0.50% on Balance over \$3 million
\$5 million+	\$35,000 plus 0.35% on Balance over \$5 million

Fees are 1.25% on the first \$500,000 of assets under management. The fee schedule is subject to change upon 30 days written notice and is subject to negotiation. Fees are charged and calculated quarterly in arrears, based on the balance of each account at the end of each calendar quarter. Accounts are discretionary, unless specified in writing as non-discretionary. Either party, upon written notice, may cancel our engagement for any reason at any time. Fees are prorated for the initial quarter of services only. Clear Point Advisors Inc. reserves the right to impose a prorated fee for assets removed from a client's account prior to the end of a quarter, in its sole discretion.

For clients who are invested in mutual funds or ETF's, a management fee is also assessed directly by the fund. The investment custodian may impose a fee for the purchase or sale of investments. Clear Point Advisors Inc. and its advisors do not participate in such fees imposed by mutual funds, ETFs, or by the custodian.

Personal Financial Planning analysis and recommendations may be arranged on the basis of a separate engagement with a separate fee. Unless so engaged, personal financial planning services are not included by payment of the above asset management fee schedule.

*The recommended minimum account relationship size is \$500,000 of assets under management.

⁺Accounts below \$500,000 may be subject to a minimum quarterly management fee of \$1,500, or up to 0.5% of assets under management (2% per year), whichever is less. Clients who are subject to the minimum quarterly fee will pay a higher Annual Fee than that referenced in the above fee schedule. Clear Point, in its sole discretion, may waive or reduce its minimum investment advisory or financial planning fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients.)

Fixed and Hourly Fees

CLEAR POINT ADVISORS INC. may offer personal financial planning services in addition to its investment advisory services, primarily to clients participating in its investment management program. Personal financial planning analysis is available on a fixed fee or hourly basis. Fixed fees refer to written financial plans with fees ranging typically from \$500 to \$5,000, depending on the complexity of the client's financial situation. The fee is payable upon presentation of the plan. Partial payment may be requested upon the inception of the engagement.

CLEAR POINT ADVISORS INC. provides hourly planning services for clients who need advice on a limited scope of work. The rate for limited scope engagements is \$300 per hour. The fee rate for fixed fee and hourly consultation is subject to negotiation. Generally, an estimated number of hours will be agreed upon by the advisor and client.

Expense Ratios

The expense ratio is the annual fee that all mutual funds or ETFs charge their shareholders. It expresses the percentage of assets deducted each fiscal year for fund expenses, including management fees, administrative fees, operating costs, and all other asset-based costs incurred by the fund. For example, an expense ratio of 0.65 means that the fund company charges 0.65% of the managed assets for their services each year. Such fees are disclosed in the fund prospectus. These fees are in addition to the fees paid by you to CLEAR POINT ADVISORS INC. Clear Point Advisors Inc. and its advisors do not participate in such fees imposed by mutual funds, ETFs.

Performance figures quoted by mutual fund companies in various publications are provided generally after their fees have been deducted. Portfolio performance figures reported by CLEAR POINT ADVISORS INC. on its quarterly statements are, likewise, net of all quarterly advisory fees, as well as any fund management fees and custodian transaction fees.

Other Fees

Charles Schwab & Co. and other custodians may charge transaction fees on purchases or sales of certain mutual or other securities. These transaction charges are usually small and incidental to the purchase or sale of a security, currently \$15 for each mutual fund trade, if applicable. It is the philosophy and practice of CLEAR POINT ADVISORS INC. to be fee- sensitive in the efficient implementation of client investment selections; nevertheless, we believe that the selection of the security is generally more important than the nominal fee

that the custodian charges to buy or sell the security for most transactions. CLEAR POINT ADVISORS INC. does not receive any portion of the custodian's transaction fees.

6. Performance-Based Fees

CLEAR POINT ADVISORS INC. does not use a performance-based fee structure. Performance-based compensation may create an incentive for the advisor to recommend an investment that may carry a higher degree of risk to the client and may create a conflict of interest.

7. Types of Clients

Description

CLEAR POINT ADVISORS INC. generally provides investment advice to individuals, investment companies, pension and profit sharing plans, individual retirement arrangements, trusts and estates, charitable organizations, and to corporations or other business entities.

We have a suggested minimum account size of \$500,000, although smaller accounts may be accepted in the discretion of the adviser. Client relationships vary in scope and length of service.

8. Methods of Analysis, Investment Strategies & Risk of Loss

Methods of Analysis

Security analysis methods may include fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include financial periodicals and news, inspections of corporate activities, research materials prepared by other individuals and investment firms, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that CLEAR POINT ADVISORS INC. may use include Morningstar Advisor Web Service, Barchart.com, Charles Schwab & Company's Institutional Services website, One Blue Window, as well as other on-line information sources.

Investment Strategies

CLEAR POINT ADVISORS INC. invests client portfolios on the basis of an asset allocation approach. A mix of assets is established for each client, based on their objectives and tolerances. The portfolio mix may change from time to time to reflect CLEAR POINT ADVISORS INC.'s tactical assessment of the investment climate and relative opportunities, or to reflect a client's changing needs.

Portfolios are globally diversified to endeavor to help control the risk associated with financial markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time, and should notify the advisor promptly of any such change.

Investment strategies may include funds or direct investments that employ derivatives, long-term purchases, short-term purchases, trading, short sales, and option writing (including covered options, uncovered options or spreading strategies.) Where authorized by a client, a margin feature may be utilized by CLEAR POINT ADVISORS INC. to maintain positions on a temporary basis, but is generally not utilized as an ongoing investment strategy for managed portfolios. We typically do not pursue a style of investing that involves frequent trading of securities that can result in higher brokerage and transaction fees, and potentially higher tax costs that can be a drag against the portfolio.

Risk of Loss

We urge clients to consider that investing in securities involves a risk of loss that they should be prepared to bear before beginning an investment program. Past performance of an investment, or of a group of investments does not assure future results.

Investors face the following investment risks:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of

risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

- **Inflation Risk:** When any type of inflation is present, a dollar today will 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 electric 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.

9. Disciplinary Information

Legal and Disciplinary

The firm and its officers and employees have not been involved in legal or disciplinary events related to past or present investment clients of the firm.

10. Other Financial Industry Activities and Affiliations

Financial Regulation

CLEAR POINT ADVISORS INC. is registered as a Registered Investment Advisor with the Securities and Exchange Commission. Registration as an RIA does not imply endorsement by the SEC or other regulatory agency. CLEAR POINT ADVISORS INC. is not registered as a securities broker-dealer, or a futures commission merchant, commodity pool operator or commodity trading advisor.

Affiliations

CLEAR POINT ADVISORS INC. has a relationship with Charles A. Kerner, CPA, who also serves as a solicitor for CLEAR POINT ADVISORS INC. Mr. Kerner refers clients to CLEAR POINT ADVISORS INC. in accordance with CLEAR POINT ADVISORS INC solicitor's policy and shares in the revenues generated from referred clients. Any client referred to CLEAR POINT ADVISORS INC. further to Mr. Kerner's efforts must receive and sign a Notice of Solicitation, as required under CLEAR POINT ADVISORS INC policy and SEC rules.

11. Code of Ethics

The employees of CLEAR POINT ADVISORS INC. have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The CLEAR POINT ADVISORS INC. Code of Ethics is predicated on the principle that CLEAR POINT ADVISORS INC. owes a fiduciary duty to its clients. Accordingly, CLEAR POINT ADVISORS INC.'s employees and officers must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interest of clients.

A copy of CLEAR POINT ADVISORS INC.'s Code of Ethics shall be furnished to any client or prospective client upon receipt by us of a written request. In addition, a copy of this form ADV Part 2A shall be provided to all new clients and offered to each client on at least an annual basis.

Participation or Interest in Client Transactions

CLEAR POINT ADVISORS INC. and its employees and officers may buy or sell securities that are also held by clients. Employees and officers may not trade their own securities ahead of client trades to their advantage. This means that an advisor may not purchase or sell securities for their own account at a better price than his client(s) on the same day. Employees and officers must comply with the provisions of the CLEAR POINT ADVISORS INC. Compliance Manual.

Personal Trading

The Chief Compliance Officer of CLEAR POINT ADVISORS INC. is Steven Brill. Mr. Brill or his designee reviews all advisor trades daily, and again on a consolidated basis each quarter. His own personal trades are reviewed by Robert Levine or his designee.

The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive equal or preferential treatment. Since most employee trades are mutual fund trades or broadly traded exchange-traded fund trades or individual securities, the trades do not have material effect on the securities markets.

12. Brokerage Practices

The Custodian and Brokers We Use

CLEAR POINT ADVISORS INC. generally does not maintain custody of your assets that we manage. Your assets must be maintained in an account at a “qualified custodian,” generally a broker dealer or bank.

In the event that the client requests that CLEAR POINT ADVISORS INC. recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the CLEAR POINT ADVISORS INC. to use a specific broker-dealer/custodian), CLEAR POINT ADVISORS INC. generally recommends that investment management accounts be maintained at Charles Schwab & Co. Inc (“Schwab”). Prior to engaging CLEAR POINT ADVISORS INC. to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with CLEAR POINT ADVISORS INC. setting forth the terms and conditions under which CLEAR POINT ADVISORS INC. shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

CLEAR POINT ADVISORS INC. is independently owned and operated and

we are not employees or an affiliated organization of Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to do so.

Factors that CLEAR POINT ADVISORS INC. considers in recommending Schwab (or any other broker-dealer/custodian to clients) include historical relationship with CLEAR POINT ADVISORS INC., financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by CLEAR POINT ADVISORS INC.'s clients shall comply with CLEAR POINT ADVISORS INC. duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where CLEAR POINT ADVISORS INC. determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although CLEAR POINT ADVISORS INC. will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, CLEAR POINT ADVISORS INC. investment management fee.

Non-Soft Dollar Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, CLEAR POINT ADVISORS INC. may receive from Schwab (or another broker-dealer/custodian, investment manager, platform or fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist CLEAR POINT ADVISORS INC. to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by CLEAR POINT ADVISORS INC. may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, including travel expenses and lodging, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by CLEAR POINT ADVISORS INC. in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that may be received assist CLEAR POINT ADVISORS INC. in managing and administering client accounts. Others do not directly provide such assistance, but rather assist CLEAR POINT ADVISORS INC. to manage and further

develop its business enterprise.

CLEAR POINT ADVISORS INC. clients do not pay more for investment transactions effected and/or assets maintained at Schwab as a result of this arrangement. There is no corresponding commitment made by CLEAR POINT ADVISORS INC. to Schwab or any other any entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

CLEAR POINT ADVISORS INC. Chief Compliance Officer, Steven Brill, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody.

The \$10 million minimum may give us an incentive to require that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How We Select Brokers/Custodians" above) and not Schwab's services that benefit only us. We have approximately \$186 million in client assets under management, and we do not believe that requiring our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Order Aggregation

Trades of open end mutual funds generally all trade at the same price at the end of each day. Accordingly, trade aggregation does not garner any client benefit. For the purchase of individual securities, including exchange traded funds, client purchases are typically aggregated as a block trade to help ensure parity among its clients, where appropriate, and in accordance with CLEAR POINT ADVISORS INC.'s Compliance Manual. The aggregation of client trades as block trades may be suspended during periods of extreme market volatility to help facilitate the orderly processing of trades, at the discretion of the advisor.

CLEAR POINT ADVISORS INC. Chief Compliance Officer, Steven Brill, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

13. Review of Accounts

Investment Reporting and Portfolio Review

The investment performance of client accounts are generally monitored by our advisors several times each week. An account relationship review is conducted annually or more frequently as necessary to respond to significant changes in economic or market conditions or if a client informs us of changes in their financial circumstances or investment objectives.

There are no different levels of review based on account size. Each Advisor reviews his own client accounts. The review may be conducted in consultation with other CLEAR POINT ADVISORS INC. officers, as may be appropriate.

Regular Reports

Clients receive periodic communications on at least a quarterly basis, through written quarterly reports. The written quarterly reports include a representation of the Target and Actual portfolio asset allocation, a Performance Summary showing performance for the prior years, and for the current year by account, and net additions or withdrawals to each account. A summary of each holding, including the initial purchase date, quantity, and the investment performance is also provided in the quarterly reports.

The availability of inter-period data and reports are maintained by our portfolio management system and are available for client meetings, or to clients on request.

The CLEAR POINT ADVISORS INC. quarterly reports are supplemented by monthly reports from the independent investment custodians. We encourage our clients to review our quarterly reports against their statements received from Schwab and other investment custodians, both for positions held and to confirm the management fees charged by CLEAR POINT ADVISORS INC.

on a quarterly basis. (See Performance Reports in 15. below.) Please note that Schwab may not verify the calculation of management fees paid by the client.

14. Client Referrals and Other Compensation

Incoming Referrals

CLEAR POINT ADVISORS INC. has received many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate outside referring parties for these referrals, unless a “solicitor” arrangement is in effect.

CLEAR POINT ADVISORS INC. has a solicitor agreement with Charles Kerner, CPA, whereby Mr. Kerner shares in revenues generated by referrals, including referrals of joint clients of CLEAR POINT ADVISORS INC. and Mr. Kerner’s accounting practice. Affected clients are given notice of such arrangement. Such arrangement presents a potential conflict of interest, since Mr. Kerner is incented to refer his client accounts to CLEAR POINT ADVISORS INC., as opposed to other investment advisors or sources. Mr. Kerner works with Steven Brill and Robert Levine with regard to client referrals.

Referrals Out

CLEAR POINT ADVISORS INC. does not accept referral fees or any direct form of remuneration from other professionals when a prospect or client is referred to them. CLEAR POINT ADVISORS INC. is desirous of generating referrals from such other professionals by demonstrating expertise and ongoing client satisfaction with any joint clients.

15. Custody

Limited Custody

In general, we avoid engaging in activities and practices in managing client accounts that would result in CLEAR POINT ADVISORS INC. being deemed to have “custody” of client assets. For example, the firm or its advisors has not served as a trustee or other fiduciary in clients’ estate plans.

Clients of CLEAR POINT ADVISORS INC. generally authorize us to have Schwab debit their accounts for our quarterly management fees. Clients may also authorize CLEAR POINT ADVISORS INC. in writing to have standing authority to transfer their funds to designated third parties, often other family members. Such practices cause CLEAR POINT ADVISORS INC. to be considered to have limited custody over client assets. This limited custody does not require CLEAR POINT ADVISORS INC. to undergo ongoing surprise annual audits, as advisors with broad, general custody must do under SEC

rules.

Account Statements

All assets under our management are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record at least quarterly. For safety and security purposes, such statements may not be suppressed by CLEAR POINT ADVISORS INC or the client.

Performance Reports

Our quarterly investment reports include current period and historical portfolio performance information. Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by CLEAR POINT ADVISORS INC. Please notify CLEAR POINT ADVISORS INC. promptly of any discrepancies.

16. Investment Discretion

Discretionary Authority for Trading

CLEAR POINT ADVISORS INC. accepts discretionary authority to manage securities accounts on behalf of clients. CLEAR POINT ADVISORS INC. generally has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. The trades made on behalf of client accounts are done in furtherance of meeting our client's investment objectives, in the best judgement of the investment advisor.

The client approves the custodian to be used by signing the new account opening agreement with the custodian. Trades are made subject to the commission rates imposed by the custodian, or at a superior rate if one has been negotiated by us on behalf of our clients.

CLEAR POINT ADVISORS INC. does not receive any portion of any transaction fees or commissions paid by the client to the custodian.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. Each client of CLEAR POINT ADVISORS INC. signs a limited power of attorney so

that CLEAR POINT ADVISORS INC. may execute trades on their behalf, in furtherance of the client's investment policies. Such trades are exercised with discretion, unless specified in writing by the client.

17. Voting Client Securities

Proxy Votes

CLEAR POINT ADVISORS INC. does not vote proxies on securities. Clients are expected to vote their own proxies. Clients will receive their proxies and other solicitations directly from their custodian or from the transfer agent.

When assistance on voting proxies is requested, CLEAR POINT ADVISORS INC. will provide recommendations to the Client. Please contact your advisor if such assistance is desired. If a conflict of interest exists, it will be disclosed to the Client.

18. Financial Information

Financial Condition

CLEAR POINT ADVISORS INC. does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because CLEAR POINT ADVISORS INC. does not serve as a custodian for client funds or securities, and does not require prepayment of fees.

CLEAR POINT ADVISORS INC. and its advisors have never been the subject of a bankruptcy petition at any time.

19. Privacy Policy Notice

Investment Advisors are required by law to inform their clients of their policies regarding privacy of client information. We are bound by professional standards of confidentiality that are even more stringent than those required by law. Federal law gives customers the right to limit some but not all sharing of personal information. It also requires us to tell you how we collect, share, and protect your personal information.

Types of Nonpublic Personal Information (NPI) We Collect

We collect nonpublic personal information about you that is either provided to us by you or obtained by us with your authorization. This can include but is not limited to your Social Security Number, Date of Birth, Banking Information and Financial Account Numbers and/or Balances, Sources of Income, Credit Card Numbers or other Information. When you are no longer our customer, we may continue to share your information only as described in this notice.

Parties to Whom We Disclose Information

All Investment Advisors may need to share personal information to run their everyday business. In the section below, we list the typical reasons that we may share your personal information:

- For everyday business purposes – such as to process your transactions, maintain your account(s), or respond to court orders and legal investigations, or report to credit bureaus;
- For our marketing – to offer our products and services to you;
- For joint marketing with other financial companies; or
- For our affiliates' everyday business purposes – information about your transactions and experiences.
- Third-party software used to store or help analyze clients' financial information or needs.

Clients may opt out of sharing information for joint marketing to other financial or non-financial companies. If you are a new client we may begin sharing your information on the day you sign your account agreement. When you are no longer our client, we may continue to share your information as described in this notice. However, you can contact us at any time to limit our sharing.

Protecting the Confidentiality of Current and Former Client's Information

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law, including computer safeguards and secured files and building.

Federal Law Gives You the Right to Limit Sharing – Opting Out

Federal law allows you the right to limit the sharing of your NPI by “opting-out” of the following: sharing for affiliates' everyday business purposes – information about your creditworthiness; sharing with affiliates who use your information to market to you; or sharing with non-affiliates to market to you. State laws and individual companies may give you additional rights to limit sharing.

Definitions: Affiliates – companies related by common ownership or control. They can be financial and nonfinancial companies; Non-affiliates – companies not related by common ownership or control. They can be financial and nonfinancial companies; Joint marketing – a formal agreement between non-affiliated financial companies that together market financial products or services to you.

ANY QUESTIONS: CLEAR POINT ADVISORS INC.'s Chief Compliance Officer, Steven Brill, remains available to address any questions regarding this Part 2A.

Brochure Supplement (Part 2B of Form ADV)

Education and Business Standards

CLEAR POINT ADVISORS INC. requires that advisors in its employ have a bachelor's degree and encourages further coursework, designations or job experience demonstrating knowledge of financial planning and tax planning. Examples of desirable further designations include the MBA, CFP®, CFA, ChFC, JD, or CPA designation.

There are no disciplinary actions, pending or past against any principal or officer of CLEAR POINT ADVISORS INC.

Below are the professional biographies of the advisors and officers of CLEAR POINT ADVISORS INC.

Steven C. Brill ChFC, JD, LLM—President, Chief Compliance Officer

Mr. Brill has served as President of CLEAR POINT ADVISORS INC. (and under its predecessor name, Steven Brill Advisors, Inc.) since February 1998. From 1999 to 2008, Steven also served as a Managing Director of the Registered Investment Advisor firm of Spielberger, Dampf, Brill & Levine LLC. Mr. Brill was born in 1953.

Mr. Brill's earlier employment includes working as a senior tax and legal advisor in the corporate headquarters of the Metropolitan Life Insurance Company from 1979 - 1984. Mr. Brill then served as acting director of the personal financial planning department at Dean Witter Reynolds during 1985 and 1986. Mr. Brill joined Chemical Private Bank (Chase) as a financial and investment advisor during 1987 and served in several positions, including VP- Director of the Private Advisory Services unit, until 1998.

Mr. Brill received a B.A. degree from Boston University *cum laude* in Philosophy. He is admitted to practice as an attorney with the New York State Bar and U.S. Tax Court and holds a Masters in Law degree (LL.M) in Taxation from New York University. He also holds the Chartered Financial Consultant (ChFC) designation and previously held various industry designations including the FINRA Series 7 licenses. The ChFC designation is granted upon successful completion of courses in various areas of personal finance. Mr. Brill has held a Real Estate Broker license in NY, and he is a notary public. His professional biography has been listed in Who's Who in Finance and Industry, Who's Who in American Law and Who's Who in America.

Mr. Brill served as Director and then as Chairman of the not-for-profit agency, Community Housing Innovations, Inc from 1994 to 2019. CHI's mission is to help provide affordable housing in the New York area. The agency employed more than 250 individuals as of 2019.

Mr. Brill formerly served as President of the Hillpark Columns Housing Corporation, and as President of the Wychwood Owner's Corporation - residential cooperative buildings.

During 2015, Mr. Brill was ranked as high as 21st in the United States in his Men's Senior National division by the U.S. Tennis Association.

Mr. Brill's business activities at CLEAR POINT ADVISORS INC. are supervised by Robert Levine. Substantially all of Mr. Brill's business income is derived from his activities at CLEAR POINT ADVISORS INC.

Barry Dampf —Managing Director

Prior to joining CLEAR POINT ADVISORS INC., Barry Dampf was a principal at the Registered Investment Advisor firm of Spielberger Dampf Brill & Levine LLC. Earlier, Mr. Dampf served as a Vice President and Senior Portfolio Manager with Chase Private Bank's Private Advisory Services for seven years. Mr. Dampf was born in 1961.

Mr. Dampf's earlier career in Finance, Investments and Accounting was with a Big Six accounting firm where he specialized in Financial Services Companies. Mr. Dampf began his investment career in 1983 with Smith Barney Shearson as an Account Executive and Investment Specialist.

Mr. Dampf graduated with a B.S. in Finance and Economics from the State University of New York at Albany and holds an M.B.A. in Accounting. In 1990, Barry earned the CPA designation and is a former member of the American Institute of Certified Public Accountants. Barry is not currently registered or acting as a CPA.

Mr. Dampf is also owner of Harborstone Development, Inc., a custom home builder firm. Barry does not presently allocate any significant time to these activities.

Mr. Dampf is a Managing Director at CLEAR POINT ADVISORS INC. He is supervised in his business activities at CLEAR POINT ADVISORS INC. by Steven Brill, Chief Compliance Officer, who reviews Mr. Dampf's work through frequent office interactions as well as remote interactions. Mr. Brill also monitors Mr. Dampf's activities through review under CLEAR POINT ADVISORS INC.'s client portfolio management system.

Robert Levine—Director

Prior to joining CLEAR POINT Advisors, Robert Levine was a principal at the Registered Investment Advisor firm of Spielberger Dampf Brill & Levine LLC. Mr. Levine was born in 1968.

Earlier, Mr. Levine was a Senior Financial Analyst at The Long Island Savings Bancorp and the Jerry and Ketchum advertising agency. Formerly, Mr. Levine was the Investment Operations Manager of Chemical Private Bank's Private Advisory Services Group. Mr. Levine's earlier experience in finance and accounting was with Chemical Bank's Internal Financial Audit Division.

Mr. Levine graduated with a B.B.A. in Banking and Finance and has completed the majority of his course work for his M.B.A. in Finance at Hofstra University. In addition, he has completed the Boston University program for Financial Planners. He is currently pursuing his retirement income certified professional designation (RICP). He is a former member of the Financial Planning Association (FPA).

Mr. Levine is a Director at CLEAR POINT ADVISORS INC. He is supervised in his business activities at CLEAR POINT ADVISORS INC. by Steven Brill, Chief Compliance Officer, who reviews Mr. Levine's work through frequent office interactions as well as remote interactions. Mr. Brill also monitors Mr. Levine's activities through review under CLEAR POINT ADVISORS INC.'s client portfolio management system.

