



Twele Capital Management, Inc.

Item 1 Cover Page

Part 2A of Form ADV: *Firm Brochure*

Twele Capital Management, Inc.

5601 Smetana Drive, Suite 707
Minnetonka, Minnesota 55343

Telephone: 952-887-9253
Email: john@twelecapital.com

04/30/2020

This brochure provides information about the qualifications and business practices of Twele Capital Management, Inc. If you have any questions about the contents of this brochure, please contact us at 952-887-9253 or john@twelecapital.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 or with any state securities authority does not imply a certain level of skill or training.

Additional information about Twele Capital Management, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 130239.



Twele Capital Management, Inc.

Item 2 Material Changes

This Firm Brochure, dated 04/30/2020, provides you with a summary of Twele Capital Management, Inc.'s advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform of the revision(s) based on the nature of the information as follows.

1. Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item.
2. Material Changes: Should a material change in our operations occur, depending on its nature we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

The following summarizes new or revised disclosures based on information previously provided in our Firm Brochure dated 03/24/2020:

Material Changes since on or before April 30, 2020.

Welcoming New Firm Principal to Twele Capital Management, Inc.

- On March 2, 2020, we were pleased to welcome Gregory Baranivsky, CFA, to the firm as a Principal. Greg will work with John Twele, CFA, and Brent Mellum, CFA, on all investment matters affecting client portfolios. More information on his background can be found on pages 26-28.

Ownership Changes

- On March 2, 2020, Gregory Baranivsky joined John Twele, Maressia Twele and Joseph Stratmann as owners of Twele Capital Management, Inc.

There are no other material changes to report.



Twele Capital Management, Inc.

Item 3 Table of Contents

Item 1	Cover Page.....	1
Item 2	Material Changes.....	2
Item 3	Table of Contents	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	5
Item 6	Performance-Based Fees and Side-By-Side Management	7
Item 7	Types of Clients	8
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9	Disciplinary Information	11
Item 10	Other Financial Industry Activities and Affiliations	11
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	11
Item 12	Brokerage Practices.....	14
Item 13	Review of Accounts	18
Item 14	Client Referrals and Other Compensation	19
Item 15	Custody.....	19
Item 16	Investment Discretion	20
Item 17	Voting Client Securities	21
Item 18	Financial Information	22



Twele Capital Management, Inc.

Item 4 Advisory Business

Twele Capital Management, Inc. is an SEC-registered investment adviser with its principal place of business located in Minnesota. Twele Capital Management, Inc. began conducting business in 2004.

Listed below are the firm's shareholders as of April 30, 2020:

<u>Shareholder Name</u>	<u>Position</u>	<u>Percent Ownership</u>
John A. Twele, CFA	President & Chief Executive Officer	>45%
Maressia A. Twele	Chief Financial Officer	>45%
Gregory I. Baranivsky, CFA	Principal	<10%
Joseph E. Stratmann	Chief Compliance Officer & COO	<10%

Twele Capital Management, Inc. offers the following advisory services to our clients:

INDIVIDUAL PORTFOLIO MANAGEMENT - Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy, and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

INVESTMENT SUPERVISORY SERVICES - Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. We manage these advisory accounts on a discretionary basis. Account supervision is guided by the client's stated objectives (i.e., Aggressive, Moderate Growth, Moderate and Conservative), as well as tax considerations.

Clients can impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding Exchange Traded Funds (ETFs).



Twele Capital Management, Inc.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

AMOUNT OF MANAGED ASSETS

As of 04/30/2020, we were actively managing \$495,840,048 of clients' assets on a discretionary basis plus \$324,472 of clients' assets on a non-discretionary basis.

Item 5 Fees and Compensation

The annualized fee for our services will be charged as a percentage of assets under management, according to the following schedule:

<u>Assets Under Management</u>	<u>Annual Fee</u>
Below \$5.0 Million	0.65%
Above \$5.0 Million	0.50%

Fees are calculated in arrears at the end of each quarter based upon the amount of assets under management. Fee amounts are adjusted for cash flows (contributions and withdrawals) during the period. Fees are deducted from client assets each calendar quarter.

A minimum of \$500,000 of assets under management is required for this service. This account size is negotiable under certain circumstances. Twele Capital Management, Inc. will group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

Limited Negotiability of Advisory Fees: Although Twele Capital Management, Inc. has established the aforementioned fee schedule; we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and reports, among other factors. The specific annual fee schedule will be identified in the contract between the adviser and each client.

Discounts, not generally available to our advisory clients, can be offered to family members and friends of associated persons of our firm.



Twele Capital Management, Inc.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement can be canceled at any time, by either party, for any reason upon receipt of written notice. As disclosed above, no fees are paid in advance of services provided. Upon termination of any account, any owed fees will be calculated and due as of the date of termination. In calculating a client's accrued, but unpaid fees, we will pro rate the fees according to the number of days since the last billing period.

Exchange Traded Funds (ETFs) Fees: All fees paid to Twele Capital Management, Inc. for investment advisory services are separate and distinct from the fees and expenses charged by Exchange Traded Funds (ETFs) to their shareholders, also known as "expense ratios". These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client can invest in an ETF directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which ETFs are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which Twele Capital Management, Inc. effects transactions for the client's accounts. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

Grandfathering of Minimum Account Requirements: Pre-existing advisory clients are subject to Twele Capital Management, Inc.'s minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.



Twele Capital Management, Inc.

ERISA Accounts: Twele Capital Management, Inc. is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Twele Capital Management, Inc. will only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees. As a fee-only investment manager, Twele Capital Management, Inc. does not receive 12b-1 fees or commissions of any kind.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in advance of services rendered.

Other Fees: From time to time, client-specific circumstances, including but not limited to, divorce, distributions of estate assets, cost-basis research and administrative support to client attorneys and accountants will be subject to hourly charges. In no case will charges be levied without prior notification and approval by the client.

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

Twele Capital Management, Inc. does not charge performance-based fees.



Twele Capital Management, Inc.

Item 7 Types of Clients

Twele Capital Management, Inc. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit-sharing plans (other than plan participants)
- Trusts and charitable organizations

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the services being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. Index ETFs are the primary instrument used across client portfolios. We attempt to understand the composition, structure and risk characteristics of various index ETFs. We review economic and financial factors (including the overall economy, industry conditions, and the valuation and financial condition of broad economic sectors) to determine if a particular ETF fairly represents a given asset class.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of an ETF can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the underlying ETF index.



Twele Capital Management, Inc.

Asset Allocation. Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of equity ETFs, fixed income ETFs, and cash suitable to the client's investment goals and risk level.

A risk of asset allocation is that the client will not participate in a sharp increase in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to accumulated income and market movements; if the portfolio is not rebalanced periodically, it will no longer represent a client's targeted risk level or expected return.

Exchange Traded Fund Analysis. We look at the experience and track record of the manager of the ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in an ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund in the client's portfolio. We also monitor the ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in an ETF, managers of different funds held by the client can purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager will deviate from the stated investment mandate or strategy of the ETF, which will make the holding less suitable for the client's portfolio.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities are included in the index ETFs we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data can be incorrect, there is always a risk that our analysis will be compromised by inaccurate or misleading information.



Twele Capital Management, Inc.

INVESTMENT STRATEGIES

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk level, and time horizons, among other considerations:

Long-term purchases. We purchase Index ETF securities with the intent of holding them in the client's account for 5 years or longer. Typically, we employ this strategy when:

- we believe the ETF securities offer attractive return potential, and/or
- we believe the ETF securities offer attractive risk characteristics if combined with existing ETFs, and/or
- we want exposure to a particular asset class over time, regardless of the near-term projections for this class.

A risk in a long-term purchase strategy is that by holding ETF securities for this length of time, we will not attempt to take advantage of short-term gains that can be profitable to a client. Moreover, an ETF security can decline sharply in value before we make the decision to purchase additional shares or sell a portion of the investment as part of periodic portfolio rebalancing.

ETF Overlay & Rebalancing Strategies. We purchase ETF securities, as necessary, to adjust overall client portfolios to meet targeted asset allocations. As such, we do not know, and cannot know with any certainty, an intended holding period. Typically, we employ this strategy:

- when the client has specifically engaged our firm to conduct ETF Overlay transactions, and/or
- as part of a normal rebalancing process needed to reinvest cash flows, or income, and/or
- in response to rapidly rising or declining asset values that cause allocations to deviate from established targeted allocations and minimum/maximum ranges.

Risk of Loss. Securities investments are not guaranteed and you can lose money on your investments. Rebalancing will require the sale of ETFs representing rising, or "favored" asset classes and/or the purchase of ETFs representing asset classes considered to be "out of favor", or otherwise disliked. Rebalancing is a critical element of portfolio management and has a well-established record of controlling risk and improving long-term returns. We ask that you work with us to help us understand your tolerance for risk.



Twele Capital Management, Inc.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal and state securities laws.

Twele Capital Management, Inc. and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Twele Capital Management, Inc.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information cannot be used in a personal or professional capacity.



Twele Capital Management, Inc.

Twele Capital Management, Inc. and individuals associated with our firm are prohibited from engaging in principal transactions.

Twele Capital Management, Inc. and individuals associated with our firm are prohibited from engaging in agency cross transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm can buy or sell for their personal account's securities identical to or different from those recommended to our clients. In addition, any related person(s) can have an interest or position in a certain security which will also be recommended to a client.

We will aggregate our employee trades with client transactions to be compliant with our duty to seek best execution for our clients. In these instances, participating clients and employees will receive an average share price calculated across all accounts. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm will put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm will buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us will purchase or sell any individual security (excluding ETFs) immediately prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.



Twele Capital Management, Inc.

4. Our firm requires prior approval for any IPO or private placement investments by employees of the firm.
5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
8. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
9. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
10. Any individual who violates any of the above restrictions will be subject to termination.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You can request a copy by email sent to john@twelecapital.com, or by calling us at 952-887-9253.



Twele Capital Management, Inc.

Item 12 Brokerage Practices

Twele Capital Management, Inc. requires it be provided with written discretionary authority to affect client transactions and to deduct fees from client accounts. Commissions charged to client accounts for transactions are determined by the client's relationship with the broker/dealer and will vary based upon the size of the client's assets held at the broker/dealer.

Clients must include any limitations on this discretionary authority in this written authority statement associated with their brokerage account. Clients can change/amend these limitations as required. Such amendments must be provided to us in writing.

Twele Capital Management, Inc. will block (combine accounts) trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts; transaction costs for block trades are client-specific based upon the broker/dealer's fee schedule and can differ from that of other clients included in any such block trade.

Block trading allows us to execute ETF trades in a timelier, more equitable manner, at an average share price. Twele Capital Management, Inc. will typically aggregate trades among clients whose accounts have an indicated need for the same ETF security transaction. Twele Capital Management, Inc.'s block trading policy and procedures are as follows:

- 1) Transactions for any client account cannot be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Twele Capital Management, Inc., or our firm's order allocation policy.
- 2) The portfolio manager determines that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Twele Capital Management, Inc. to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.



Twele Capital Management, Inc.

- 4) Prior to entry of an aggregated order, an order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order. Commissions for aggregated orders are based upon the fee schedule applicable to each client. Under the client's agreement with the custodian/broker, transaction costs will be based on the number of shares traded for each client.
- 7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
- 8) Twele Capital Management, Inc.'s client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
- 9) Funds and securities for aggregated orders are clearly identified on Twele Capital Management, Inc.'s records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
- 10) No client or account will be favored over another.



Twele Capital Management, Inc.

Twele Capital Management, Inc. will recommend that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although we will recommend that clients establish accounts at Schwab, it is the client's decision to custody assets with Schwab. Twele Capital Management, Inc. is independently owned and operated and not affiliated with Schwab.

Schwab provides Twele Capital Management, Inc. with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's client assets are maintained in accounts at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions, cash balances, and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit Twele Capital Management, Inc. but will not directly benefit our clients' accounts. Many of these products and services will be used to service all or some substantial number of our client accounts, including any accounts not maintained at Schwab.



Twele Capital Management, Inc.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that:

- i. provide access to client account data (such as trade confirmations and account statements);
- ii. facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- iii. provide research, pricing and other market data;
- iv. assist with back-office functions, recordkeeping and client reporting; and
- v. facilitate payment of our fees from clients' accounts.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services can include:

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

Schwab will make available, arrange and/or pay third-party vendors for the types of services rendered to Twele Capital Management, Inc. Schwab Institutional will discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional will also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we will take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which will create a potential conflict of interest.



Twele Capital Management, Inc.

Item 13 Review of Accounts

REVIEWS: While the underlying securities within our accounts are continually monitored, these accounts are formally reviewed at least annually. Accounts are formally reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews will be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

Rebalancing reviews are conducted quarterly or more frequently if the market and/or economic environment for various asset classes changes significantly.

Client accounts are reconciled daily with the custodian (Schwab) to ensure the accuracy of transactions and cost basis information.

These accounts are reviewed by: John A. Twele, CFA, President & CEO, Gregory Baranivsky, CFA, Principal, and Brent D. Mellum, CFA, Portfolio Manager.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances, holdings and billings.



Twele Capital Management, Inc.

Item 14 Client Referrals and Other Compensation

Our firm can pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Whenever we pay a referral fee, we require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that includes the following information:

- the Solicitor's name and relationship with our firm;
- the fact that the Solicitor is being paid a referral fee;
- the amount of the fee; and
- whether the fee paid to us by the client will be increased above our normal fees in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are consistent with our published fee schedule and not increased as a result of any referral.

It is Twele Capital Management, Inc.'s policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits (deducts) advisory fees from client accounts. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account.

Our firm is also deemed to have custody of clients' funds or securities when clients have standing letters of authorization ("SLOA") with their qualified custodian to move money from a client's account to a third-party and under that SLOA authorize us to designate the amount or timing of transfers with the custodian. We follow the standards set forth by the SEC in their No-Action Letter, dated February 21, 2017. The purpose of these standards is to protect client assets in such situations.



Twele Capital Management, Inc.

On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current. Clients should contact us directly if they believe that there is an error in their statement.

Item 16 Investment Discretion

Clients hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and can limit this authority by giving us written instructions. Clients can also change/amend such limitations by once again providing us with written instructions.

As previously disclosed in Item 4 of this brochure, our firm does not typically provide non-discretionary asset management services. Non-discretionary asset amounts can include employee or related party assets and/or special situations wherein a client will need certain non-managed accounts associated with discretionary accounts to facilitate fee payment or hold legacy assets.

Item 17 Voting Client Securities

We vote proxies for the following types of accounts:

- Institutional and ERISA-governed accounts only.

We vote proxies only for specific institutional and ERISA client accounts; however, even when such voting arrangements exist, these clients always have the right to vote their own proxies. This right can be exercised by instructing us in writing not to vote proxies in the client account.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact Joseph Stratmann by telephone, email, or in writing.

When authorized by an institutional or ERISA client, we vote proxies in the best interests of clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records (or electronic access to such records) for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients can obtain a copy of our complete proxy voting policies and procedures by contacting Joseph Stratmann by telephone, email, or in writing. Institutional clients can request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients can direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will forward such notices in a timely manner.

We vote proxies for some, but not all of our clients. Clients can, at their election, choose to receive proxies related to their own accounts, in which case we will consult with clients as requested.



Twele Capital Management, Inc.

We do not vote proxies for the following types of accounts:

- Other than Institutional and ERISA-governed accounts.

For accounts where we do not vote proxies, our firm will provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We will provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

Item 18 Financial Information

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Twele Capital Management, Inc. has no such financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in advance of services rendered. Therefore, we are not required to include a financial statement.

Twele Capital Management, Inc. has not been the subject of a bankruptcy petition at any time.



Twele Capital Management, Inc.

Part 2B of Form ADV: *Brochure Supplement*

John A. Twele CFA

5601 Smetana Drive, Suite 707
Minnetonka, MN 55343
952 887 9253

Twele Capital Management, Inc.
5601 Smetana Drive, Suite 707
Minnetonka, Minnesota 55343

4/30/2020

This brochure supplement provides information about John A. Twele, CFA that supplements the Twele Capital Management, Inc. brochure. You should have received a copy of that brochure. Please contact John A. Twele, CFA at 952-887-9253 if you did not receive Twele Capital Management, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about John A. Twele, CFA is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

Item 2 Educational Background and Business Experience

Full Legal Name: John Anthony Twele

Born: 1958

Education

- Indiana University; B.S., Finance; 1982

Business Experience

- Twele Capital Management, Inc.; President & CEO; from 2004 to Present
- U.S. Bancorp Asset Management, Inc.; Managing Director, Sr. Portfolio Manager; from 1996 to 2002
- Investment Advisors, Inc.; Vice President, Portfolio Manager; from 1994 to 1996
- American Express Financial Advisors, Inc.; Sr. Equity Analyst; from 1987 to 1994
- Kemper Financial Services, Inc.; Equity Investment Analyst; from 1986 to 1987
- Mercantile Trust Company, NA; Equity Investment Analyst; from 1983 to 1986

Designations

John A. Twele, CFA has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Financial Analyst®; CFA Institute; 1990

This designation is offered by the CFA Institute (formerly the Association for Investment Management and Research [AIMR]). To obtain the CFA® charter, candidates must successfully complete three exams and gain at least three (3) years of qualifying work experience, among other requirements. In passing these exams, candidates demonstrate their competence, integrity and extensive knowledge in accounting, ethical and professional standards, economics, portfolio management and security analysis.

Item 3 Disciplinary Information

John A. Twele, CFA has no reportable disciplinary history.



Twele Capital Management, Inc.

Item 4 Other Business Activities

A. Investment-Related Activities

1. John A. Twele, CFA is not engaged in any other investment-related activities.
2. John A. Twele, CFA does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

B. Non Investment-Related Activities

John A. Twele, CFA is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

John A. Twele, CFA does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: John A. Twele

Title: President & CEO

Phone Number: 952 887 9253

John Twele, CFA, Gregory Baranivsky, CFA, and Brent Mellum, CFA, comprise our investment team. The team is responsible for the investment management of all Client accounts.



Twele Capital Management, Inc.

Part 2B of Form ADV: *Brochure Supplement*

Gregory I. Baranivsky, CFA

5601 Smetana Drive, Suite 707
Minnetonka, MN 55343
952 887 9253

Twele Capital Management, Inc.
5601 Smetana Drive, Suite 707
Minnetonka, Minnesota 55343

04/30/2020

This brochure supplement provides information about Gregory I. Baranivsky, CFA, that supplements the Twele Capital Management, Inc. brochure. You should have received a copy of that brochure. Please contact John A. Twele, CFA at 952-887-9253 if you did not receive Twele Capital Management, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Gregory I. Baranivsky, CFA, is available on the SEC's website at <http://www.adviserinfo.sec.gov>.



Twele Capital Management, Inc.

Item 2 Educational Background and Business Experience

Full Legal Name: Gregory Ivan Baranivsky

Born: 1972

Education

- Illinois Institute of Technology; M.B.A., Marketing; 1998
- Benedictine University; B.A., Finance; 1994

Business Experience

- Twele Capital Management, Inc.; Principal; from 2020 to Present
- Parametric Portfolio Associates LLC; last as Senior Director, Institutional Relationships; from 2010 to 2020
- Nuveen Asset Management (formerly FAF Advisors, Inc.); serving last as Managing Director, Analyst Relations. Previously holding other National Accounts and Product Management leadership roles; from 1998 to 2010
- Invesco (formerly Van Kampen Funds); last role as Product Specialist, Product Management; from 1995 to 1998

Designations

Gregory I. Baranivsky, CFA has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Financial Analyst®; CFA Institute; 2001

This designation is offered by the CFA Institute (formerly the Association for Investment Management and Research [AIMR]). To obtain the CFA® charter, candidates must successfully complete three exams and gain at least three (3) years of qualifying work experience, among other requirements. In passing these exams, candidates demonstrate their competence, integrity and extensive knowledge in accounting, ethical and professional standards, economics, portfolio management and security analysis.

Item 3 Disciplinary Information

Gregory I. Baranivsky, CFA has no reportable disciplinary history.



Twele Capital Management, Inc.

Item 4 Other Business Activities

C. Investment-Related Activities

1. Gregory I. Baranivsky, CFA is not engaged in any other investment-related activities.
2. Gregory I. Baranivsky, CFA does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

D. Non Investment-Related Activities

Gregory I. Baranivsky, CFA is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

Gregory I. Baranivsky, CFA does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: John A. Twele

Title: President & CEO

Phone Number: 952 887 9253

John Twele, CFA, Gregory Baranivsky, CFA and Brent Mellum, CFA, comprise our investment team. The team is responsible for the investment management of all Client accounts.



Twele Capital Management, Inc.

Part 2B of Form ADV: *Brochure Supplement*

Brent D. Mellum, CFA

5601 Smetana Drive, Suite 707
Minnetonka, MN 55343
952 887 9253

Twele Capital Management, Inc.
5601 Smetana Drive, Suite 707
Minnetonka, Minnesota 55343

04/30/2020

This brochure supplement provides information about Brent D. Mellum, CFA that supplements the Twele Capital Management, Inc. brochure. You should have received a copy of that brochure. Please contact John A. Twele, CFA at 952-887-9253 if you did not receive Twele Capital Management, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about Brent D. Mellum, CFA is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

Item 2 Educational Background and Business Experience

Full Legal Name: Brent Douglas Mellum

Born: 1969

Education

- University of Texas at Dallas; M.B.A., Finance; 1993
- University of Texas at Dallas; B.S., Business Administration; 1991

Business Experience

- Twele Capital Management, Inc.; Portfolio Manager; from 2019 to Present
- Twele Capital Management, Inc.; Principal; from 2014 to 2019
- Nuveen Asset Management; Sr. Vice President, Equity Portfolio Manager; from 2011 to 2012
- FAF Advisors, Inc.; Managing Director, Senior Portfolio Manager; from 1998 to 2011
- Piper Capital Management, Vice President, Equity Portfolio Manager; from 1995 to 1998
- Piper Capital Management, Asst. Vice President, Credit Analyst; from 1993 to 1995

Designations

Brent D. Mellum, CFA has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Financial Analyst®; CFA Institute; 1996

This designation is offered by the CFA Institute (formerly the Association for Investment Management and Research [AIMR]). To obtain the CFA® charter, candidates must successfully complete three exams and gain at least three (3) years of qualifying work experience, among other requirements. In passing these exams, candidates demonstrate their competence, integrity and extensive knowledge in accounting, ethical and professional standards, economics, portfolio management and security analysis.

Item 3 Disciplinary Information

Brent D. Mellum, CFA has no reportable disciplinary history.



Twele Capital Management, Inc.

Item 4 Other Business Activities

E. Investment-Related Activities

3. Brent D. Mellum, CFA is not engaged in any other investment-related activities.
4. Brent D. Mellum, CFA does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

F. Non Investment-Related Activities

Brent D. Mellum, CFA is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

Brent D. Mellum, CFA does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: John A. Twele

Title: President & CEO

Phone Number: 952 887 9253

John Twele, CFA, Gregory Baranivsky, CFA and Brent Mellum, CFA, comprise our investment team. The team is responsible for the investment management of all Client accounts.