



Tandem Wealth Advisors LLC

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Firm Brochure

March 31, 2020



This brochure (Form ADV Part 2A) provides information about the qualifications and business practices of Tandem Wealth Advisors LLC ("Tandem" or "Firm"). For questions about any of the information in this brochure, please contact us at 602-297-8600. 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. An investment adviser's registration with the SEC or state authority does not imply a certain level of skill or training.

Additional information about Tandem is available on the SEC's website at www.adviserinfo.sec.gov. Version: March 31, 2020

Item 2: Material Changes

The last ADV update for Tandem Wealth Advisors LLC was on September 19, 2019. Tandem has not had any material changes since our last filing.

Tandem will ensure that clients receive a summary of any material changes to this and subsequent brochures within 120 days of the close of Tandem's fiscal year December 31, 2019. Tandem will provide ongoing disclosure information about material changes as necessary. The firm will also provide clients with a new brochure, as necessary, based on changes or new information. This document should be reviewed in its entirety.

For additional copies of this brochure, please contact us by telephone at 602-297-8600 or by email at info@tandemwealth.com. Additional information about Tandem is also available via the SEC's website www.adviserinfo.sec.gov.

Clients can search this site by using a unique identifying number, known as a CRD number. The CRD number for Tandem is 157794. The SEC's web site also provides information about any persons affiliated with Tandem who are registered, or are required to be registered, as investment advisor representatives of Tandem.

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Item 4: Advisory Business

Overview of Tandem Wealth Advisors

Tandem Wealth Advisors LLC is an employee-owned, SEC-registered investment adviser. Tandem's principal owner is C. Angus Schaal, CFP®, Senior Managing Director, as trustee of The Schaal Trust.

Tandem provides investment management services, on a discretionary basis, including: (1) investment advisory services to individuals, families, trusts, retirement plans, charitable organizations and corporations through separate accounts; (2) unified managed account and model management in the form of asset allocation portfolios to third parties; and (3) wrap fee and separately managed account program services sponsored by third parties.

Tandem's investment management services are available directly through accounts maintained at a qualified custodian, through accounts in employer sponsored retirement plans, and through accounts on unaffiliated investment advisory platforms.

Tandem's investment management objective is to generate long-term capital growth and control risk through balanced portfolios keyed to investor's risk tolerance. Our investment management process combines fundamental economic analysis with equity and fixed income valuation to build core portfolios for investors.

Our aim is to improve investors' personal performance through professionally managed portfolios. With a goal of lower fees and less trading, Tandem's streamlined portfolios are keyed to investor needs and risk tolerance. Tandem's disciplined investment process reflects a long-term focus that seeks to achieve stable returns over time without unnecessary risk. Tandem seeks diversification, downside protection, upside participation and steady income in portfolios while controlling risk through a strategic approach to asset allocation as well as screening for quality and valuation across asset classes. Adhering to a clear philosophy and repeatable process, Tandem strives to deliver consistent risk-adjusted returns at a low-cost over complete market cycles in both up and down markets.

Tandem provides the following advisory services:

- **Discretionary investment advisory services to separate accounts.** Tandem provides discretionary investment advisory services to individuals, families, trusts, retirement plans, charitable organizations and corporations through separate accounts at a qualified custodian. Tandem supervises and directs the investments of such accounts according to the guidelines set forth in an investment advisory agreement executed with each client.
- **Discretionary and non-discretionary sub-advisory services to third parties.** Tandem also provides services to unified managed account programs through model management on both a discretionary and non-discretionary basis. The investment management services Tandem provides through these model management programs follow the investment philosophy, investment process, and security selection offered in Tandem's separate accounts strategies.

Tandem partners with various platform sponsors to offer its model management services under written agreements. Tandem provides the model's holdings and weights to each platform by entering investment decisions through a secure web-based interface and providing periodic model updates. The platform sponsor then executes the trades to maintain the asset allocation in the client's accounts within unified managed accounts in the client's name at a qualified custodian unaffiliated with Tandem. Tandem

manages these assets in accordance with the selected model and does not make a recommendation regarding the suitability of the clients' investment objective or risk tolerance.

- **Discretionary investment services for wrap fee and separately managed account programs.**

Tandem acts as an investment advisor, or sub-advisor, to wrap fee programs sponsored by independent financial services firms such as banks, broker-dealers, trust companies, and other investment advisers. The investment management services Tandem provides through these wrap fee programs follow the investment philosophy, investment process, and security selection offered in Tandem's separate account strategies. As a sub-advisor in wrap fee programs, Tandem is compensated by the program sponsor, receiving a portion of the total wrap fee paid by the client. In exchange for a single wrap fee paid to the sponsor, separately managed account program sponsors (typically a broker-dealer, trust company or advisory firm) can assist clients with suitability assessments, investment manager selection, custodial and client relationship services, and trade execution. Tandem does not sponsor any wrap fee, separately managed or unified managed account program.

Tandem retains discretion over accounts' investment selection in accordance with the selected separate account strategy. In most cases, Tandem will enter into a contract with the program sponsor rather than the client.

- **Investment sub-advisory services to the Tandem Collective Funds™.** Tandem is the investment sub-advisor to a series of collective investment funds (CIFs), or collective investment trusts (CITs), known as the Tandem Collective Funds. Collective funds are tax-exempt trusts established and maintained by a bank for the collective investment of assets of certain qualified retirement plans identified under section 401(a) of the Internal Revenue Code and certain governmental and church plans. Both defined contribution and defined benefit plans may invest in a collective fund.

Collective funds are exempt from the Investment Company Act of 1940 and securities registration requirements of the Securities Act of 1933. In addition to compliance with Internal Revenue Service requirements needed to maintain their tax-exempt status, collective funds are regulated under federal banking laws by the U.S. Department of Treasury / Office of the Comptroller of the Currency (OCC) under OCC regulation 9.18 or state banking regulations, depending on whether the trusts are maintained by a national or state bank. Collective funds are subject to the Employee Retirement Income Security Act (ERISA), U.S. Department of Labor (DOL) regulations and Internal Revenue Service requirements but are not subject to regulation by the Securities and Exchange Commission (SEC). Collective funds are, in many ways, the functional equivalent of open-end mutual funds and can allow investors efficient access to an investment strategy through a pooled investment designed for multiple underlying investors.

First Mercantile Trust Company, a Tennessee chartered trust company, sponsors and maintains the Tandem Collective Funds. The offering documents for these collective funds include the Declaration of Trust, which provides a description of each of the funds and provisions governing their operation, and a Participation Agreement which must be executed by a plan in order to invest. The Participation Agreement also lists the fee schedule for the collective funds.

First Mercantile Trust Company, as an ERISA fiduciary, must make investment and management decisions intended to be in the best interest of participating plans for plan participants and must comply with all other ERISA requirements applicable to plan investments. This fiduciary status provides an additional level of oversight not found in mutual funds. Further, the trustee generally has somewhat greater flexibility to provide a fund that fits the stated investment goals and strategic objectives of the trust vs. constraints common to open-end mutual funds.

The Tandem Collective Funds are priced and traded daily, using standardized trading automation for managing and rebalancing, and clearing (processing and settling trades) through the National Securities Clearing Corporation (NSCC)—much like an open-end mutual fund. Additionally, like mutual funds, performance reporting provides plan participants and plan sponsors with access to detailed information in a timely manner. Asset and unit values for plan participants are obtained from NSCC and published by the custodian of the trust, Mid Atlantic Trust Company, and made available to plan participants via their retirement plan's online access or statements.

Additional information about the Tandem Collective Funds is available in the Declaration of Trust and Employee Benefit Summary. These documents may be obtained by emailing First Mercantile Trust Company at info@firstmerc.com.

Financial Planning Advice

Financial planning services may include assistance in defining and quantifying needs with respect to income and cash flow planning, retirement planning, analysis of investment and retirement accounts, education funding, risk management, and compensation planning. Tandem may prepare financial plans and analyses as well as financial statements estimating net worth, cash flow and income taxes. Tandem's services may focus on all or only one of these areas depending upon the scope of the engagement with client. Financial planning services are offered to advisory clients who have executed an investment advisory agreement with Tandem.

Investment Restrictions

Tandem does not generally tailor its various model portfolios to suit the needs of particular clients but may consider doing so upon request.

Separate account clients may impose reasonable investment-related restrictions on the type of holdings to be held in accounts by notifying Tandem in writing. Tandem reserves the right to reject or modify investment restrictions based on the impact such restrictions may have on Tandem's ability to maintain its investment strategy, the ability of the client to specifically identify the securities and/or the ability to diversify away a holding within a financial instrument, and the ability to adhere to and monitor certain types of investment restrictions. While Tandem employs portfolio management software allowing for the segregation and exclusion of certain assets for separate accounts, the firm's ability to do so on external platforms may be limited.

Wrap fee account holders may impose reasonable restrictions on the management of their accounts. Any restriction on the securities to be held in an account may lead Tandem under its discretion to restructure levels of cash or cash instruments in an account, select non-strategy securities for the account to increase diversification and reduce risk, and/or invest a greater percentage of a portfolio in fewer securities.

In these instances, investment performance may be affected. Clients who impose investment restrictions should be aware that the performance of their accounts might differ from client accounts or firm composites which do not impose such investment restrictions. For separate accounts for which the firm has full discretion, Tandem will determine the timing of investment for initial deposits as well as new contributions.

Assets Under Management

As of December 31, 2019, Tandem has discretionary assets under management of approximately \$143 million in 591 accounts across 274 relationships.

Item 5: Fees and Compensation

Separate Accounts

The firm charges fees based on a standard fee schedule (shown below) that it believes to be market-based and competitive. Tandem receives an annual investment management fee of between 0.50% and 1.00% depending on the size of the accounts. In select instances, given fact circumstances, fees may be reduced. The fees are always charged quarterly, in advance and based on the value of the assets managed on the last business day of the previous quarter.

Tandem's standard default fees for these services will be based on a percentage of assets under management as follows:

Balanced Accounts

| Assets Under Management | Annual Fee |
|-------------------------|------------|
| First \$2,000,000 | 1.00% |
| Next \$3,000,000 | 0.75% |
| Over \$5,000,000 | 0.50% |

- The custodian deducts Tandem's management fees from client accounts.
- Tandem prorates the fee for the initial quarter.
- Clients who terminate their relationship will receive a prorated refund based off the number of days the relationship was in effect during the quarter.
- Clients provide written authorization for direct debiting of their investment account.

On a quarterly basis, Tandem will calculate fee adjustments for any individual additions and/or withdrawals of \$100,000 or more during the preceding quarter. In such cases, a refund or charge will be calculated on a pro rata basis based on the number of days for which such assets were in the account.

Unified Managed Accounts and Model Management

Tandem's standard fee is 0.50% annually for unified managed accounts and model management for employer-sponsored retirement plans and other qualified accounts accessing the Tandem ETF Portfolios (see Item 8: Investment Strategies for further information) through platform sponsors, though Tandem may negotiate other fee arrangements. Fees are paid from plan assets, based upon assets under management, and according to the agreement signed with each plan sponsor and agreed to by the client. Most platforms accrue fees daily and deposit compensation into Tandem's fee account maintained by the platform sponsor.

Wrap Fee Programs and Separately Managed Accounts

Wrap fee programs are arrangements where advisory services, execution, custody and other services are bundled in a single, stated wrap fee. As a manager, sub-advisor, or other, Tandem receives a portion of that wrap fee for their advisory services, usually a standard fee of 0.50% annually, which is detailed in the agreement signed by each client. Platforms typically charge in advance on a quarterly basis. Tandem may negotiate other fee arrangements. Fees are paid from individual client account assets and are based upon assets under management. The wrap fee program agreement details the portions of the fee paid to

Tandem as manager, the client's advisor, as well as brokerage, custodial and administrative program fees. Wrap fee programs have a separate brochure which details all fees charged.

Investment Sub-Advisory Fees for Tandem Collective Funds™

Management fees of the Tandem Collective Funds are based on the level of managed assets (the more managed in a collective fund, the lower the fee). Tandem's sub-advisory fees for these products are in the range of 0.20% – 0.40% (annualized).

The fees accrue daily based on market value and are deducted monthly in arrears from the trust. The fees cover both investment sub-advisory and administrative services. Unlike mutual funds, where many marketing related costs are directly deducted from the associated funds, any marketing costs incurred by Tandem do not result in additional charges to the Tandem Collective Funds.

External Compensation for the Sale of Securities to Clients

Neither Tandem nor any of its investment advisor representatives receive any external compensation for the sale of securities to clients.

Other Fees:

Fees paid to Tandem for advisory services are separate and distinct from the fees and expenses that may be charged by other advisors, custodians and broker-dealers. These fees and expenses are described in the investment advisory agreements, prospectuses, and agreements with the custodians or broker-dealers. Additional expenses may be incurred if third-party managed products are held in a portfolio. For example, exchange-traded funds; mutual funds and closed-ended funds have various management and administrative fees related to them. Clients should review both the fees charged by Tandem and others to fully understand the total amount of fees to be paid.

Item 6: Performance-Based Fees and Side-by-Side Management

Tandem does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of client assets). Tandem does not engage in side-by-side management.

Item 7: Types of Clients

Tandem provides investment services to individuals, families, trusts, retirement plans, charitable organizations and corporations with \$500,000 or more in investable assets. We reserve the right to make exceptions, at our discretion, on a case by case basis.

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

Methods of Analysis

Tandem's portfolios are constructed, monitored and rebalanced with insights taken from qualitative research, quantitative analysis, relative valuation and risk management through automated analysis

technology and human oversight. Tandem's methods of analysis include fundamental analysis, relative valuation, and cyclical/non-cyclical elements of markets and economy.

Fundamental Analysis

The true value of a security is not necessarily reflected in its stock price. Tandem uses a combination of qualitative and quantitative factors to determine the true value of a security. Utilizing a combination of top-down macroeconomic analysis and bottom-up stock selection, Tandem screens for quality and valuation.

Tandem uses a relative valuation model to compare a company's value to that of its competitors to formulate an initial interpretation on a company's value. Metrics that are used in relative valuation include: price to earnings ratio, return on equity, operating margin, enterprise value, and price to free cash flow. All valuation approaches have benefits and limitations, yet relative valuation allows Tandem to determine many factors beyond analysis of company's financial statements. Tandem looks at how a company has performed in the recent past and considers how it may perform in the future.

Tandem's research is generated within the firm, using a variety of outside resources to formulate investment catalysts and strategies, including, but not limited to the following:

- Proprietary earnings and valuation models
- Annual reports, prospectuses and regulatory filings
- Company updates such as earnings calls, press releases and reports
- Financial media and publications
- Morningstar Advisor Workstation
- Schwab Advisor Center Research
- Bloomberg Terminal

Risk Management

Tandem's ongoing research and diligent risk management addresses analytical risk and portfolio risk in its strategies. Analytical risk is managed through extensive securities research on portfolio holdings. Portfolio risk is managed through asset allocation, relative weights (asset classes, securities, sectors and sub-industries), less turnover, high-quality positions, optimal liquidity, reasonable correlation, monitoring and rebalancing.

Investment Strategies

The firm offers the following investment strategies in separate accounts:

Tandem ETF Portfolios®

The Tandem ETF Portfolios use an allocation strategy to build a diversified core portfolio to capture market returns at a low cost. The first objective is to provide clients with broad market exposure and risk control. This is the foundation or core of the portfolio, which is considered long-term. A smaller portion of the portfolio is used to take advantage of short-term opportunities to generate additional return beyond the core.

The investment objective is "total return," consisting of both capital appreciation and income. Stock and

bond allocations are adjusted based on a client's risk tolerance. Portfolios are monitored to determine when rebalancing between holdings is required. The portfolios maintain broad diversification and have exhibited historically low turnover. In addition, portfolios contain both US and non-US (international) holdings for further diversification and dividends. Bonds are concentrated in high-quality, investment grade fixed income positions for downside protection.

ETFs provide investors with several advantages over open-ended mutual funds: low-cost, index-based performance, asset-class consistency, no minimum investment requirements, trading flexibility, transparency (clients know exactly what they hold), and tax efficiency.

Tandem Core Portfolio™

The Tandem Core Portfolio utilizes a risk-controlled strategy that seeks long-term capital appreciation through a broadly diversified balanced portfolio that includes 40-45 individual stock positions.

The majority of the individual stock positions are well-established companies with stable earnings, strong management teams, and healthy balance sheets. Tandem maintains a diversified portfolio across all economic sectors.

The Tandem Core Portfolio holds a blend of growth, value, and growth-at-a-reasonable-price (GARP) stocks. For additional diversification by capitalization (e.g., mid and small cap stocks) and geography (e.g., US and Non-US stocks), ETFs are then used to complement the individual stocks. Both individual bonds and/or ETFs are used in the fixed-income category (based on the size of the portfolio) to create a balanced portfolio. In most cases, bonds are concentrated in high-quality, investment grade fixed income positions for downside protection.

Tandem manages a client's portfolio based on the investor's risk tolerance and objectives.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. As with all investments, there are risks inherent in investing in securities, which risks vary depending on the nature of the investment, the strategy pursued, the type of instrument used to pursue or give effect to that strategy, the conditions and performance of the US and global economies, as well as the performance/financial condition of the individual company or entity issuing the security. As with all investments, the value of the investment at the time of sale will fluctuate and could be greater or less than the value at the time of purchase.

While Tandem seeks to assess the merits of investing in a security based on the perceived risks and potential rewards, there are no assurances that Tandem's assessments will be correct or that subsequent events or company or market changes will not render the assessment incorrect later.

Tandem periodically rebalances client portfolios based on evidence that this process generally increases returns and/or lowers risk over the long-term. Rebalancing involves trading securities (both buying and selling) to bring a portfolio back to its target asset allocation. This is necessary at times as the distribution of the portfolio may drift from the investment goals. Clients may experience additional transaction costs due to this rebalancing and may in the short-term obtain lower returns if the assets sold have higher returns in the future than those recently purchased.

A list of certain key risks associated with the strategies, and methodology Tandem offers are listed below:

1. **Bond and Bond Fund Risk**

Bonds and bond funds generally have higher risks than money market funds. Risks associated with bonds and bond funds include:

- **Call Risk** – The possibility that falling interest rates will cause a bond issuer to redeem—or call—its high-yielding bond before the bond's maturity date.
- **Credit Risk** – The possibility that companies or other issuers whose bonds are owned by the fund may fail to pay their debts (including the debt owed to holders of their bonds). Credit risk is less of a factor for bond funds that invest in insured bonds or U.S. Treasury bonds. By contrast, those that invest in the bonds of companies with poor credit ratings generally will be subject to higher risk.
- **Interest Rate Risk** – The risk that the market value of the bonds will go down when interest rates go up. Because of this, clients can lose money in any bond fund, including those that invest only in insured bonds or Treasury bonds.
- **Prepayment Risk** – The chance that a bond will be paid off early. For example, if interest rates fall, a bond issuer may decide to pay off (or “retire”) its debt and issue new bonds that pay a lower rate. When this happens, the bond or bond fund may not be able to reinvest the proceeds in an investment with as high a return or yield.
- **ETF Risk** – The chance that an ETF purchased at a premium to NAV may not yield the same premium when sold or even sell at a discount to NAV.

2. **Fundamental Analysis Risk**

Fundamental analysis, when used in isolation, has potential risks:

- There are an infinite number of factors that can affect the earnings of a company, and its stock price, over time. These can include economic, political and social factors, in addition to the various company statistics.
- It is difficult to give appropriate weightings to the factors.
- A fundamental analyst assumes that other analysts will form the same view about the company and buy the stock, thus restoring its value and returning the trader or investor a capital gain. In practice, an undervalued company's stock price can stay at approximately the same level (or decline) for years.
- It ignores the influence of random events such as oil spills, product defects being exposed, and acts of God and so on.
- Even when fundamental analysis reveals an undervalued company, or a stock with high growth prospects, it does not tell us anything about the timing of the purchase of the stock. In other words, Tandem may have discovered a grossly undervalued stock whose price has been falling for some time and may well continue falling.

3. **Overall Risk**

- Clients need to remember that past performance is no guarantee of future results. All securities carry some level of risk. Clients may lose some or all of the money they invest, including their principal, because the securities held may go up and down in value. Dividend or interest payments may also fluctuate or stop completely, as market conditions change.
- Before a client invests, they should read a position's prospectus and shareholder reports to learn about its investment strategy and the potential risks. Securities with higher rates of return may

take risks that are beyond their comfort level and are inconsistent with their financial goals.

- While past performance does not necessarily predict future returns, it can tell clients how volatile (or stable) a position has been over a period. Generally, the more volatile a position, the higher the investment risk. If clients need their money to meet a financial goal in the short-term, they probably cannot afford the risk of investing in a position with a volatile history because they will not have enough time to ride out any declines in the stock market.

4. **Stock or Stock Fund Risk**

Although stocks and stock fund's values can rise and fall quickly over the short term, historically stocks have performed better over the long term than other types of investments—including corporate bonds, government bonds, and treasury securities.

Overall “market risk” poses the greatest potential danger for investors. Stock prices can fluctuate for a broad range of reasons, such as the overall strength of the economy or demand for products or services.

Not all stock or stock funds are the same. For example:

- Growth stocks or funds focus on stocks that may not pay a regular dividend.
- Income stock or funds invest in stocks that pay regular dividends.
- Index funds aim to achieve the same return as a market index, such as the S&P 500 Composite Index, by investing in all—or perhaps a representative sample—of the companies included in an index.
- Sector funds may specialize in an industry segment, such as technology or consumer products stocks.
- ETF Risk – The chance that an ETF purchased at a premium to NAV may not yield the same premium when sold or even sell at a discount to NAV.

Cybersecurity

Tandem relies on digital and network technologies to conduct business, and such technologies are subject to random cyber-attacks that may risk the loss of digital systems, sensitive information, data, or operational failure. While Tandem maintains information technology protections meant to safeguard the confidentiality of information, there are limitations to such protections. Tandem has firmwide policies and procedures in place and monitors its current information security capabilities and systems regularly. Similarly, Tandem's client accounts held by third-party service providers (custodians, broker-dealers, trust companies, investment advisories, platforms sponsors, and other financial intermediaries) may be exposed to cybersecurity risk. Tandem operates under the assumption that all third parties have cybersecurity policies and procedures in place to help protect client assets and information. Although Tandem has policies, procedures and systems designed to reduce risks associated with cybersecurity threats such as hacking or malicious software, there is no guarantee that such efforts will succeed.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client's evaluation of Tandem or the integrity of our management. Tandem has no disciplinary information to disclose.

Neither the firm nor its management have been involved in administrative enforcement proceedings.

Neither the firm nor its management have been involved in legal or disciplinary events related to past or present investment clients.

Item 10: Other Financial Industry Activities and Affiliations

Tandem does not have any relationship or arrangement that is material to our advisory business or to our clients that requires disclosure in this section.

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

Code of Ethics Description

The employees of Tandem have committed to a Code of Ethics requiring high standards of business conduct and a fiduciary duty to its clients. Tandem's Code of Ethics is designed to ensure that employees personal securities transactions, outside business activities and interests of our employees do not interfere with making decisions in the best interest of advisory clients. Tandem has processes and procedures in place to address actual or potential conflicts of interest. The firm does not allow any employees to use material non-public information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Tandem and its employees do not recommend to clients securities in which Tandem has a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Tandem and its employees may buy or sell securities that are also held by clients. To avoid conflicts of interest, employees are required to disclose all reportable securities transactions as well as provide us with copies of their brokerage statements.

Tandem's Chief Compliance Officer, C. Angus Schaal, reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that the interests of Tandem's clients are put first. Employee trades are relatively small and Tandem does not expect an impact to the securities markets.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Tandem does not maintain a firm-proprietary trading account and does not have a material financial interest in any securities being recommended.

Succession and Client Transition Plan

In the event of C. Angus Schaal's disability or death, a succession plan is in place for a leadership transition to Amy Bush, CFA, and Colin H. Denker. C. Angus Schaal understands the importance of a plan to assure ongoing service to Tandem's clients and management of client assets in the event he is unable to perform his duties as Senior Managing Director for a period or permanently. C. Angus Schaal has selected industry professionals with the experience and skills necessary to assume the management of Tandem Wealth Advisors without significant interruption. This plan will be reviewed and updated as needed.

Item 12: Brokerage Practices

Tandem does not maintain physical custody of client assets. Client assets must be maintained in an account with a qualified custodian, generally a broker-dealer, trust company or bank. If a client decides to implement Tandem's recommendations, Tandem will assist a client in opening a custodial account(s). Client funds are always held in a separate account, in the client's name, and by an independent custodian. Clients are notified of any purchases or sales through trade confirmations and statements that are provided by the custodian. Clients will always maintain full and complete ownership of the rights to all assets held in the account, including the right to withdraw securities or cash, conduct proxy voting and receive transaction confirmations.

Clients will receive a statement containing a description of all the activity in the account from the custodian in either printed or electronic form based upon the client's preference. The statement lists the total value at the start of the period, itemizes all transaction activity during the period, and lists the type, amount, and total value of securities held as of the period end.

Factors Used to Select Broker-Dealers for Client Transactions

Tandem may recommend the use of a custodian and/or broker-dealer ("brokerage provider") such as Charles Schwab and Co., Inc. (Schwab Advisor Services® division of Charles Schwab & Co., Inc.) ("Schwab") for separate accounts or may utilize a brokerage provider of a client's choosing. Clients select the brokerage provider for their accounts and enter directly into an agreement with their selected brokerage provider. Tandem will only recommend brokerage providers who are registered in the state in which the client resides. Tandem will recommend appropriate brokerage providers based on several factors including but not limited to: relatively low transaction fees and reporting ability. Tandem relies on its brokerage provider to provide execution services at the best prices available.

Even though a client's account may be maintained at Schwab, Tandem may use other brokers to execute trades at either a client's direction. If clients choose Schwab, clients may pay higher fees or transaction costs than those obtainable by other broker-dealers. In most cases, Tandem believes clients are paying a discounted and reasonable rate. Generally, Tandem will not negotiate lower rates below the rates established by the executing broker-dealer, unless Tandem believes that such rate is unfair or unreasonable for the size and type of transaction. The firm believes that Schwab charges industry standard commissions on transactions. These commissions are reasonable and customary.

All clients will enter into a separate custodial agreement with the custodian. This agreement, among other things, authorizes the custodian to take instructions from Tandem regarding all investment decisions for the client's account. Tandem will select the securities bought and sold and the amount to be bought and

sold, within the parameters of the objectives and risk tolerance of the client's account. The custodian's responsibilities with respect to effecting transactions, delivering securities, and making payments are also outlined in the custodial agreement.

- **Directed Brokerage**

In circumstances where a client directs Tandem to use a certain broker-dealer, Tandem still has a fiduciary duty to its clients. The following may apply with directed brokerage: Tandem's inability to negotiate commissions, to obtain volume discounts, client may receive less favorable pricing, may cost clients more money, there may be a disparity in commission charges among clients, and potential conflicts of interests arising from brokerage firm referrals. Clients may incur higher prices for directed brokerage. Lower fees for comparable services may be available from other sources. Clients pay for all custodial fees in addition to the advisory fee charged by Tandem.

- **Best Execution**

Investment advisers who manage or supervise client portfolios on a discretionary basis have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves several considerations and is subjective. Factors affecting brokerage selection include the overall, direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker.

Tandem has an obligation to seek best execution for clients. In seeking best execution, the determinative factor is not the lowest possible commission 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. Therefore, Tandem will seek competitive commission rates, but may not obtain the lowest possible commission rates for account transactions. The firm does not receive any portion of the trading fees.

- **Soft Dollar Arrangements**

While Tandem has no formal soft dollar arrangements in place, Tandem utilizes the services of broker-dealers and/or asset custodians that may generate economic benefits. These benefits may include investment research, account services and technology used to manage accounts. These economic benefits may also provide Tandem with an ability to conduct "block" client trades, electronic download of trades, balances and positions, duplicate and batched client statements, measure and report portfolio performance and deducted advisory fees direct from client accounts. Clients do not incur higher costs because of these allocations, and such allocations are not a material consideration when a broker-dealer or asset custodian is selected. These services are utilized for the benefit of all clients, providing lawful and appropriate assistance to our firm's investment decision-making responsibilities. Because such services could be considered to provide a benefit to our firm, we have a conflict of interest in directing clients' brokerage business. Tandem does not believe that this conflict is material. Tandem conducts a periodic review of custodians and broker-dealers to ensure the firm is meeting its best execution obligation for clients and believes that its recommendation that clients engage Schwab as custodian is appropriate based on the fees Schwab charges and the services Schwab provides.

Aggregating Securities Transactions for Client Accounts

Tandem is authorized in our discretion to aggregate purchases, sales and other transactions made for the account with purchases, sales and transactions in the same securities for other clients of Tandem. All clients participating in the aggregated order shall receive an average share price.

Trade Errors

Tandem may make an error in submitting a trade order on behalf of a client. When this occurs, Tandem will place a correcting trade with the broker-dealer. The firm attempts to minimize trade errors by performing electronic reconciliation procedures with order tickets and intended orders, and by reviewing past trade errors to identify circumstances that may have caused the errors. Tandem will reimburse accounts for losses resulting from trade errors but will not credit accounts for market losses unrelated to its error or an error resulting in gains. At Charles Schwab, gains and losses may be reconciled in a trade error settlement account. It is Schwab's practice to donate gains to charity. If Tandem must reimburse a client (as opposed to cancelling a trade) for a trade error greater than \$5,000, Tandem shall obtain a client's written approval to resolve the trade error prior to disbursing funds or crediting fees. Tandem never profits from trade errors.

Tandem ETF Portfolios®

Tandem does not choose or recommend broker-dealers for the Tandem ETF Portfolios. Each client enters into a separate contract directing Tandem to effect transactions through a qualified custodian, for custodial, operational and administrative services. Tandem does not have any authority or responsibility in negotiating commissions and/or other costs or execution charges. Clients are responsible for paying any custodial or brokerage fees charged in addition to the management fee received by Tandem. Tandem does not receive any fee in addition to the management fee.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved

Account reviews are performed at least quarterly and more frequently when market conditions dictate. The review process includes comparing actual and target weights of asset classes, individual holdings and cash positions to identify accounts eligible for rebalancing. Financial plans are considered complete when recommendations are delivered to clients and a review is done only upon a client's request.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of client's accounts are changes in the tax laws, new investment information, and changes in a client's own situation. Performance variation from the norm will also trigger a portfolio review.

Content of Client Provided Reports and Frequency

Clients receive account statements from their custodian no less than quarterly for managed accounts.

Additionally, Tandem will provide investment management clients with additional written reports at least once a year. The written updates include a portfolio summary, appraisal, and market commentary. Portfolio performance and asset allocation are reviewed at individual client meetings and conferences.

Tandem will also provide a performance report at any time upon request. These reports provide portfolio performance and detail any changes in current strategy/asset allocation. Tandem utilizes Advent Software's Black Diamond platform for portfolio management, reporting, and rebalancing.

Item 14: Client Referrals and Other Compensation

Advisory Firm Payments for Client Referrals

Tandem does not receive any compensation for referring clients to another adviser nor does it pay any compensation to another adviser for their referring clients to Tandem.

Item 15: Custody

Standing Letters of Authorization

Tandem is deemed to have custody of clients' funds or securities when the firm has been granted standing authorization to move money from a client's account to a third-party via a standing letter of authorization ("SLOA") and, under that SLOA, Tandem is authorized to designate the amount or timing of transfers with the custodian. The SEC has set forth a set of standards intended to protect client assets in such situations, which Tandem follows. The firm does not have a beneficial interest on any client accounts. In addition, account statements reflecting all account activity are delivered directly from the qualified custodian to each client at least quarterly. Tandem recommends that clients review and compare these statements against reports received from the firm. Clients should contact Tandem or the custodian with any questions.

Account Statements

Tandem does not maintain physical possession of client cash or securities. However, our ability to deduct fees directly from clients' accounts constitutes constructive custody. Client assets are held at qualified custodians, such as Schwab. Clients receive monthly or quarterly statements from the broker-dealer or custodian that holds and maintains a client's investment assets. Tandem urges clients to carefully review such statements and compare this official custodial record to the reports and invoices provided to a client by Tandem. The firm's statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. If a client notices any discrepancies, please contact Tandem.

Tandem is not allowed to make alterations or amendments to the custodian's statement. This preserves the integrity of the custodian's statement and provides clients with an independent appraisal of the account.

Item 16: Investment Discretion

Discretionary Authority for Trading

Clients grant Tandem discretionary authority to manage securities accounts on their behalf in writing by executing an investment management agreement, limited power of attorney or similar document. Tandem does not provide non-discretionary investment management services. Tandem 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. Tandem does not receive any portion of the transaction fees or commission rates paid by client to the custodian on certain trades.

Discretionary trading authority facilitates placing trades in a client's accounts on a client's behalf so that Tandem may promptly implement the investment strategy the client has approved in writing.

Item 17: Voting Client Securities

Proxy Votes

Tandem does not vote proxies on securities. Clients are expected to vote their own proxies. Clients will receive their proxies directly from the custodian of their account or from a transfer agent. When assistance on voting proxies is requested, Tandem will provide recommendations to a client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Under no circumstances will Tandem receive a prepayment in excess of \$1,200 more than six months in advance of services rendered. Tandem does not take physical custody of client funds or securities.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Tandem has no condition that is reasonably likely to impair the firm's ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

Neither Tandem nor any of the principals have any bankruptcy petitions to disclose.