

**Item 1 – Cover Page**

# **Disclosure Brochure**

**(Form ADV, Part 2A)**

**MYRA Advisors LLC**

**(805) 380-MYRA**

April 10, 2021

This Disclosure Brochure provides information about the qualifications and business practices of MYRA Advisors LLC. If clients have any questions about the contents of this brochure, please contact [Compliance@MyraWealth.com](mailto:Compliance@MyraWealth.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.

MYRA Advisors LLC is applying for registration as a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training. Additional information about MYRA Advisors LLC is available on SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by conducting a Firm search using our Firm CRD No. 311475.

## Item 2 – Material Changes

We initially provide you with a copy of our Disclosure Brochure when we enter into an agreement with you. On an annual basis, we will provide you with a Summary of Material Changes within 120 days of our December 31 fiscal year end. In the alternative, we may choose to provide you with a complete copy of our brochure.

Since our initial brochure dated January 1, 2021, we have made the following material changes:

- Item 5: Fees and Compensation. We have updated our fees for PLAN (Financial Planning), CONSULT (One-Time or Ongoing Consultations), and INVEST (Investment Management) services.
- Item 7: Types of Clients. We have updated the minimum deposit requirements for account opening. We require an initial deposit of \$100 to open a Standard Brokerage or Retirement Brokerage (e.g. IRA, SEP IRA) account. The initial deposit of \$100 is waived for Roth IRA accounts.
- Item 10: Other Financial Industry Activities and Affiliations. We have added a disclosure that our firm is under common control and management as MYRA Capital, LLC, a registered investment adviser registered in the States of New York and New Jersey.

You may obtain a copy of our current Disclosure Brochure from our website, or from the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) by conducting a Firm search using our Firm CRD No. 311475.

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## Item 4 – Advisory Business

MYRA Advisors LLC is registered as a registered investment adviser (“RIA”) with the US Securities and Exchange Commission (“SEC”). MYRA Advisors LLC is a Delaware limited liability company formed in 2019, and is wholly-owned by MYRA, Inc.

MYRA Advisors LLC provides PLAN, CONSULT and INVEST services. Clients may access our services through an Internet platform operated by our affiliate, MYRA Technologies LLC (the “Platform”). MYRA Technologies LLC is a wholly-owned subsidiary of MYRA, Inc. The Platform offers clients a variety of financial resources, including educational resources, account aggregation tools, access to tax services offered by MYRA Tax LLC (an affiliate and wholly-owned subsidiary of MYRA, Inc.), and access to other unaffiliated product and service providers.

PLAN enables a client to create a comprehensive financial plan using online tools on the Platform. The financial plan includes various topics, including a summary of income and assets, education savings, insurance & risk management, investment planning, tax strategies, saving for retirement, estate planning, employee benefits selection, and other related planning.

CONSULT enables clients to schedule a consultation with an adviser, typically a CERTIFIED FINANCIAL PLANNER <sup>TM1</sup> to discuss various topics including personal finances, education savings, insurance and risk management, investment planning, tax strategies, saving for retirement, estate planning, employee benefits selection, and other related planning.

INVEST enables a client to open taxable brokerage (e.g. individual brokerage, joint brokerage, trust), retirement (e.g. IRA, Roth IRA, SEP IRA), education savings (e.g. 529 plan) and health savings accounts (“Account”). We will determine an asset allocation target appropriate for client's financial circumstances, develop a portfolio that meets client's target allocation, and provide ongoing management of the portfolio. We help clients identify their risk tolerance and return objectives, and then develop a strategy based on those constraints. We will review the client's existing portfolio of investments, and make recommendations for portfolio holdings and overall asset allocations to implement the client's strategy. Our portfolio composition typically is made up of cash and exchange-traded funds (ETFs). We do not offer a wrap-fee program (a

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<sup>1</sup> CERTIFIED FINANCIAL PLANNER<sup>TM</sup>, CFP<sup>®</sup> and federally registered CFP (with flame design) marks (collectively, the “CFP<sup>®</sup> marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”). The CFP<sup>®</sup> certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP<sup>®</sup> certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. To attain the right to use the CFP<sup>®</sup> marks, an individual must satisfactorily fulfill the CFP Board requirements of education, examination, experience, and ethics.

program that includes transaction costs in the advisory fee); however, we try to use zero commission fee ETFs to minimize transaction costs. INVEST services will be provided on a discretionary basis, which means that clients grant us the authority to make investment decisions and implement transactions on client's behalf without obtaining client's prior consent and approval. Clients may impose restrictions on investing in certain securities or types of securities in accordance with client's values or beliefs as long as such restrictions allow us to reasonably manage client's assets. Client's assets will be held with a qualified custodian. Please see Item 12 below for further information on the custodians and brokerage practices.

To receive our services, clients will be asked to provide information through the Platform. Because we rely on information clients provide to make our recommendations, it is important that clients provide complete and accurate information. Clients should notify us immediately of any changes in client's financial objectives, goals, and risk tolerance, as well as any other material changes to client's personal financial circumstances (such as client's employment status, marital status, or financial condition.) These changes may affect our recommendations. In providing our services, we are not required to verify any information we receive from clients or from other professionals acting on client's behalf (e.g., attorney, accountant, payroll providers), and we are expressly authorized to rely on the information clients provide directly or indirectly.

Clients receive our Disclosure Brochure, Form CRS, Privacy Policy and Terms of Use through the Platform before being presented with an advisory agreement. If clients wish to engage our services, clients will accept our disclosures and execute the advisory agreement electronically.

We will use our best judgment and good faith effort in providing services to our clients. As an RIA, we act as a client's fiduciary, which means that we must act in client's best interests. We cannot guarantee the success of any recommendations we provide, or any particular level of performance, or that an investment will be profitable over time. Past performance does not guarantee future results. Investing involves risk, and investments may lose value over time.

Except as otherwise provided by law, we are not liable for any losses in an account if our investment decisions and actions are made in good faith with the degree of care, skill, and prudence that a person acting in a fiduciary capacity would use. In addition, we are not liable for any losses arising as a result of following client's directives, or for any act or failure to act by a service provider (e.g. custodian) maintaining an account.

Because this is our initial disclosure brochure, we do not currently have any assets under management.

## **Item 5 – Fees and Compensation**

PLAN: Our fee for the creation of a comprehensive financial PLAN is \$99 payable upon delivery of the PLAN through the Platform. Clients have access to the PLAN on the Platform for twelve (12) months after delivery. Fees are payable by bank transfer (ACH or wire transfer), credit card, or debit card of client's choice. Clients may terminate the PLAN service at any time through the

Platform or by giving written notice. We do not prorate our fees for partial months, so Client's services will terminate at the end of the twelve (12) months from the start date, irrespective of when the termination notice was provided by the client.

**CONSULT:** Clients may engage an adviser for a one-time or ongoing consultation. Fees range from \$0 to \$15,000 depending on the scope and timeline of the engagement. The scope and timelines are mutually agreed upon by the adviser and client. The fees may be waived under certain circumstances (e.g. promotions). Fees are payable by bank transfer (ACH), credit card, or debit card of client's choice. Clients may terminate the CONSULT at any time through the Platform or by giving written notice. We do not prorate our fees, so Client's services will terminate at the end of mutually agreed upon contractual period, irrespective of when the termination notice was provided by the client.

**INVEST:** Our annual fee for INVEST services is 0.30% (30 basis points) of assets under management ("AUM"), with a minimum fee of \$1 per month. If the Client has less than \$1 in the Account as of the last business day of the month, the fee will be the total balance in the Account on the last business day of the month. Our fee is determined by taking the percentage rate shown above multiplied by the average daily balance of the Client's Account for the month. The average daily balance is calculated by adding the end of day balance for each business day in the month, and dividing the sum by the number of business days in the month. Fees are rounded up or down to 2 decimal places. So, \$2.085 is rounded up to \$2.09. However, \$2.084 is rounded down to \$2.08.

**Example 1:** Client A has an average daily balance of \$10,000 for the month, then  $10,000 \times 0.30\% / 12 = 2.50$ , so the billed fee is \$2.50.

**Example 2:** Client B has an average daily balance of \$2,500, then  $2,500 \times 0.30\% / 12 = 0.625$ . Since 0.625 is less than 1, and the minimum fee is \$1 per month, billed fee is \$1.

**Example 3:** Client C has an average daily balance of \$0.97, then  $0.97 \times 0.30\% / 12 = 0.0003$ . The minimum fee is \$1 per month. However, the Account balance on the last business day of the month is less than \$1, so billed fee = \$0.97.

Because fees are calculated in arrears, no refunds will be issued upon termination. Client is responsible for payment of fees for work we performed prior to termination. Client authorizes us to deduct fees directly from the Account by signing the advisory agreement. This authorization is also provided in the brokerage account agreement with the Custodian. If there is insufficient cash in Client's Account to pay our fees, an equal balance of securities in Client's Account may be sold to pay our fee. If the Client's Account does not have a sufficient balance of securities to pay our fee, we may deduct fees from another Account in the Client's name. As an example, if our fee is \$1 on the Client's Individual Brokerage account, but the Individual Brokerage account does not have a \$1 cash (or security) balance available, then we may deduct the \$1 fee from the Client's Roth IRA Account (assuming the Roth IRA is managed by us). If we are unable to

deduct the fees from any of the Client's Account(s), fees are payable by bank transfer (ACH or wire transfer), credit card, or debit card of client's choice.

Additional Fee Information: Our fees are generally not negotiable, although we do reserve the right to waive or reduce fees in certain circumstances, or to offer promotional discounts occasionally. In addition to our advisory fees, clients may incur additional charges on client's investment accounts, such as custodial fees, brokerage commissions, internal fees and expenses charged by mutual funds and ETFs, account maintenance and termination fees, and other fees and taxes on Accounts. Client is responsible for payment of all other third-party fees (e.g., custodial fees, mutual fund fees, 12b-1 fees, transaction fees). Those fees are separate from our fees. Clients may be charged a fee of \$0.60 per ACH transaction (both for a deposit into the Account or withdrawal from the Account). We do not receive a share of the ACH fee, which is retained solely by the ACH service provider or ACH processor.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

We do not assess any performance-based fees, and we do not engage in side-by-side management of accounts.

## **Item 7 – Types of Clients**

Our PLAN, CONSULT, and INVEST services are appropriate for individuals (including high net worth individuals), trusts and businesses. We do not impose a minimum level of assets or account balances to receive services. However, we do require an initial deposit of \$100 to open a Standard Brokerage or Retirement Brokerage (e.g. IRA, SEP IRA) account. The initial deposit of \$100 is waived for Roth IRA accounts.

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

For PLAN and CONSULT services, we will evaluate the client's current financial situation to determine client's goals and financial objectives.

For INVEST services, we primarily practice passive investment management. Passive investing involves building portfolios that are composed of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between risk and return. Funds that passively capture the returns of the desired asset classes are placed in the portfolio. The funds that are used to build passive portfolios are typically exchange traded funds ("ETF"). Passive investment management is characterized by low expense ratios (i.e. the funds inside the portfolio have low internal costs), minimal trading costs (due to infrequent trading activity), and relative tax efficiency (because the funds inside the portfolio are tax efficient and turnover inside the portfolio is minimal). In contrast, active management involves a single manager or managers who employ some method, strategy or technique to construct a portfolio that is

intended to generate returns that are greater than the broader market or a designated benchmark. Academic research indicates most active managers underperform the market. A portfolio that employs a passive, "efficient markets" approach (generally representative of index investing) has the potential risk at times to generate lower-than-expected returns for the broader allocation than might be the case for a more narrowly focused asset class, and the return on each type of asset may deviate from the average return for the asset class. We believe this variance from the expected return is generally low under normal market conditions when a portfolio is made up of diverse, low-correlated or uncorrelated assets. Our investment portfolios are designed to produce the appropriate potential return for the given level of risk; however, we cannot guarantee that an investment objective or goal will be achieved. Clients must be able to bear the risk of loss that is associated with their account, which may include the loss of some or all principal invested.

**Material Risks Involved:** All investments involve risk and may result in a loss of client's original investment which clients should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities and any other investment or security. To the extent we provide analysis or recommendations for the client's investment portfolio, clients should be aware of some material risks that exist with investing, including the following:

- **Company Risk:** When investing in securities, there is always a certain level of company or industry-specific risk that is inherent in each company or issuer. For example, there is the risk that a company will perform poorly or have its value reduced based on factors specific to the company or its industry. This is also referred to as unsystematic risk and can be reduced or mitigated through diversification.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year because purchasing power is eroding at the rate of inflation.
- **Management Risk:** An investment with a firm varies with the success and failure of its investment strategies, research, analysis and determination of its portfolio. If an investment strategy were not to produce expected returns, the value of the investment would decrease.
- **Market Risk:** When the stock market as a whole or an industry as a whole falls in value, it can cause the prices of individual stock prices to fall indiscriminately. This is also called systemic or systematic risk.
- **Research Data:** When research and analyses are based on commercially available software, rating services, general market and financial information, or due diligence reviews, a firm is relying on the accuracy and validity of the information or capabilities provided by selected vendors, rating services, market data, and the issuers themselves. Therefore, while we may make efforts to determine the accuracy of the information received, we cannot predict the outcome of events or actions taken or not taken, or the validity of all information researched or provided which may or may not affect the advice regarding or investment management of an account.
- **Security-Specific Risks:** Our asset selection process seeks to identify ETFs which exhibit high liquidity, low expenses, and low tracking error. Our selection process does not



guarantee the quality of a particular ETF or that it will (1) be profitable, (2) properly track any comparable index, (3) trade in a liquid fashion, or (4) trade at or above its publicly-posted net asset value. We reserve the right to change the selection of ETFs we recommend at any time. Changes in the selection of ETFs that we use may result in the sale of existing holdings and could be subject to additional tax liability.

- **Small- and Mid-Cap Company Risk:** A portion of most portfolios will include investments in ETFs that invest in small and medium market capitalization companies. Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium capitalization companies may face a greater risk of business failure, which could increase the volatility of the Client's portfolio.
- **Cash Drag Risk:** The allocation of cash within a client's portfolio has an impact on portfolio performance. As the allocation to cash increases, the volatility of the entire portfolio is reduced. In times when invested assets are increasing in value, portfolios with increased amount of cash lead to returns which lag a fully invested portfolio. Alternatively, when invested assets are declining in value, portfolios with an increased amount of cash lead to a less significant decline in the portfolio.
- **ETF Risks:** The risk of owning ETFs reflect the risks of their underlying securities (e.g., alternative investments, stocks, bonds, etc.). ETFs also carry additional expenses based on their share of operating expenses and certain brokerage fees, which may result in the potential duplication of certain fees.
- **Fixed Income Risks:** Various forms of fixed income instruments, such as bonds, money market or bond funds, or certain ETFs containing these holdings, may be affected by various forms of risk, including: [1] **Credit Risk** – The potential risk that an issuer would be unable to pay scheduled interest or repay principal at maturity, sometimes referred to as “default risk.” Credit risk may also occur when an issuer’s ability to make payments of principal and interest when due is interrupted. This may result in a negative impact on all forms of debt instruments, as well as funds or ETF share values that hold these issues. Bondholders are creditors of an issuer and have priority to assets before equity holders (i.e., stockholders) when receiving a payment from liquidation or restructuring. When defaults occur due to bankruptcy, the type of bond held will determine payment seniority., [2] **Duration Risk** – Duration is a measure of a bond’s volatility, expressed in years to be repaid by its internal cash flow (interest payments). Bonds with longer durations carry more risk and have higher price volatility than bonds with shorter durations., [3] **Interest Rate Risk** – The risk that the value of the fixed income holding will decrease because of an increase in interest rates., [4] **Liquidity Risk** – The inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers. While certain types of fixed income instruments are generally liquid (i.e., bonds), there are risks which may occur such as when an issue trading in any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high, there is also a risk of not being able to purchase a particular

issue at the desired price., and [5] Reinvestment Risk – With declining interest rates, investors may have to reinvest interest income or principal at a lower rate.

**Index Investing:** Index investing may have the potential to be affected by “active risk” (or “tracking error risk”), which might be defined as a deviation from a stated benchmark. If a portfolio attempts to closely replicate a stated benchmark, the source of the tracking error or deviation may come from a satellite portfolio or position, or from a “sample” or “optimized” index fund or ETF that may not as closely align the stated benchmark. In these instances, a portfolio manager may choose to reduce the weighting of a satellite holding, utilize very active satellites, or use a “replicate index” position as part of its core holdings to minimize the effects of the tracking error in relation to the overall portfolio.

**Qualified Dividend Income (“QDI”) Ratios:** While many ETFs and index mutual funds are known for their potential tax-efficiency and higher QDI percentages, there are asset classes within these investment vehicles or holding periods within that may not benefit. Shorter holding periods, as well as commodities and currencies (that may be part of an ETF or mutual fund portfolio), may be considered “non-qualified” under certain tax code provisions. A holding’s QDI should be considered when tax-efficiency is an important aspect of the client’s portfolio.

**Use of Algorithms:** We use computer-based technology to make investment recommendations and in the portfolio management processes. Accounts are continuously monitored by advisory personnel to ensure the investments held correctly reflect the selected model portfolio. Clients should be aware that this type of portfolio management is based on a pre-set investment allocation that could rebalance the client's account and not take certain market conditions into consideration. Such trading may occur on a more frequent basis than clients might expect and may not address prolonged changes in market conditions. Understand that changes to the algorithmic code could also have material effects on client's portfolio recommendations and investment management. In the event of extraordinary market conditions, we may halt trading or take other temporary measures meant to ensure client's financial protection.

**Alternative Investments:** Strategies involving “alternative” investments generally include those which do not fall into equity, fixed income or cash equivalents. Such investments would include “real assets” such as real estate and commodities, and alternative strategies such as absolute return strategies and various other hedge fund-type strategies: global macro, managed futures, long/short equity, multi-strategy, event driven, private equity, etc. The goal of these alternative strategies is to provide for diversification in order to lower portfolio volatility and enhance long-term returns. The alternative investments we recommend are managed through ETFs; they are not individual holdings. We do not directly invest in any alternative investments including hedge funds, managed futures accounts, or private equity.

**Catastrophic Events:** Our investment strategies may be subject to the risk of loss arising from direct or indirect exposure to a number of types of catastrophic events, such as global pandemics, natural disasters, acts of terrorism, cyber-attacks, or network outages. The extent and impact of any such event on investment strategies will depend on many factors, including

the duration and scope of the event, the extent of any governmental restrictions, the effect on the supply chain, overall consumer confidence, and the extent of the disruption to global and domestic markets.

## **Item 9 – Disciplinary Information**

We have not been involved, and our management personnel have not been involved, in any material criminal or civil action in a domestic, foreign or military jurisdiction, an administrative enforcement action, or self-regulatory organization proceeding involving an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses.

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

We are not registered, and do not have an application pending to register, as a broker-dealer, a futures commission merchant, commodity pool operator, or a commodity trading advisor. No members of our management or associated persons are registered or have applications pending to register as a registered representative or associated person of the foregoing entities.

Non-advisory services are available to our clients through the Platform, including tax services from our affiliate MYRA Tax LLC and access to other products and services from non-affiliated providers. If clients choose to engage in these non-advisory services, our affiliates may receive economic benefit.

Our firm is under common control and management as MYRA Capital, LLC, a registered investment adviser registered in the States of New York and New Jersey.

## **Item 11 – Code of Ethics, Client Transactions, Personal Trading**

We have adopted a Code of Ethics that establishes policies for ethical conduct for all personnel. We require our personnel to comply with all applicable laws and regulations and to act in an ethical and professionally responsible manner in all professional services and activities. Our Code of Ethics includes prohibitions against insider trading, circulation of industry rumors, and certain political contributions, among others. We periodically review our Code of Ethics and update it as necessary to ensure it remains current. A copy of our Code of Ethics is available upon request.

We do not buy securities from or sell securities to clients from our own accounts, except for when executing block trades. We do not have any proprietary investments that we recommend to our clients. We do not act as an investment adviser to any investment company that we recommend to our clients.

Our firm and our associated persons may buy or sell securities the same as, similar to, or different from, those we recommend to clients for client's account. A recommendation made to one client may be different in nature or in timing from a recommendation made to another client. Clients often have different objectives and risk tolerances. At no time, however, will we or any of our related persons receive preferential treatment over our clients.

In an effort to reduce or eliminate certain conflicts of interest for us or our associated persons, our policy may require that we restrict or prohibit associated persons' transactions in specific securities transactions. Any exceptions or trading pre-clearance must be approved by our Chief Compliance Officer in advance of the transaction in an account, and we maintain the required personal securities transaction records per regulation.

## **Item 12 – Brokerage Practices**

For PLAN and CONSULT services we provide non-discretionary advice, clients are responsible for implementing our recommendations, including the selection of any custodian or broker-dealer. We do not recommend custodians or broker-dealers. Furthermore, the Firm does not participate in any formal soft-dollar arrangements but we do receive certain benefits from a broker-dealer as described below.

For INVEST: We have established a relationship with TD Ameritrade. Client's assets must be maintained in an account with TD Ameritrade as the qualified custodian, except for 529 plans which are maintained by my529.org (Utah Educational Savings Plan®).

We participate in the institutional adviser program offered by TD Ameritrade Institutional, a division of TD Ameritrade, Inc. There is no direct link between our participation in the institutional customer service program and the investment advice we give to our clients, although we receive economic benefits that are typically not available to retail investors. These benefits are available to all investment advisers who participate in the program, and include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to ETFs with no transaction fees; access to certain institutional money managers; discounts on compliance, marketing, research, technology, practice management products or services provided to us by third-party vendors.

TD Ameritrade may have also paid for business consulting and professional services received by us or our associated persons. Some of the products or services made available by TD Ameritrade through the institutional customer program may benefit us but may not benefit our client accounts. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by us or our

associated persons through participation in the institutional customer program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of our fiduciary duty to clients, we endeavor at all times to put the interests of our clients first. Clients should be aware, however, that the receipt of economic benefits by us or our associated persons in and of itself creates a potential conflict of interest and may indirectly influence our choice of TD Ameritrade for custody and brokerage services.

We participate in an adviser program with the my529.org (Utah Educational Savings Plan®) that provides us with economic benefits. These benefits are available to all investment advisers who participate in the program, and include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; access to a trading desk; and access to an electronic communications network for client order entry and account information.

### **Research and Other Soft Dollar Benefits**

We do not participate in any formal soft dollar arrangements. The research products and services that our firm might receive from TD Ameritrade (or other custodians or brokerage firms) may include financial publications, information about particular companies and industries, and other products or services that provide lawful and appropriate assistance to us in the performance of our investment decision-making responsibilities. Such research products and services are provided to all investment advisers who use TD Ameritrade, and not the result of a formal soft-dollar arrangement even though they might be considered a soft dollar benefit to us and create a conflict of interest as noted in the prior section. However, the commissions charged by a particular broker for a particular transaction, or set of transactions, might be greater than the amounts another broker who did not provide research services or products might charge. We do not receive any referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

### **Aggregating (Block) Trading for Multiple Client Accounts**

We place aggregated orders involving multiple client accounts trading in the same securities. Each client that participates in an aggregated transaction will participate at the average share price for transactions in the aggregated order.

## **Item 13 - Review of Accounts**

PLAN: Clients may access information about the client's plan at any time through the Platform. We do not provide any ongoing monitoring of the client's plan, and we do not provide periodic statements or reports.

CONSULT: We do not provide any ongoing monitoring of the client's plan, and we do not provide periodic statements or reports.

INVEST: Client's Account is periodically reviewed to determine alignment with client's investment objectives and risk tolerance. Additionally, any reasonable restrictions clients impose will be reviewed to confirm they are being followed. Events that may trigger a special review would be unusual performance, addition or deletions of client-imposed restrictions, market volatility, changes in investment strategies, or withdrawals from or deposits into the account. Clients receive trade confirmations directly from the custodian for each transaction in their accounts as well as monthly account statements and annual tax reporting statements from their custodian showing all activity in the accounts. We encourage clients to review these statements carefully. Information regarding the client's account may be available through the Platform.

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

As noted above, we receive economic benefits from TD Ameritrade in the form of support products and services that TD Ameritrade makes available to us and other independent advisers whose clients maintain accounts at TD Ameritrade. The availability of TD Ameritrade's products and services to us is based solely on our participation in the program and not on the provision of any particular investment advice.

We do not directly or indirectly compensate any person or entity for client referrals.

## **Item 15 – Custody**

Except for the ability to deduct our fee from the client's investment account (which is deemed to be a form of custody), we do not accept custody of the client's assets or funds. Clients should receive monthly statements from the client's account custodian that shows disbursements from the client's account, including our fee.

## **Item 16 – Investment Discretion**

PLAN services are available on a non-discretionary basis. This means that clients are solely responsible for deciding whether to accept or reject our recommendations, and clients are responsible for implementing our recommendations as clients deem appropriate.

CONSULT services are available on a non-discretionary basis. This means that clients are solely responsible for deciding whether to accept or reject our recommendations, and clients are responsible for implementing our recommendations as clients deem appropriate.

INVEST services are offered on a discretionary basis. This means that we have the authority to implement investment strategies and transactions to meet stated objectives without requiring client's prior authorization. Clients grant us this authority when clients accept our advisory agreement, as well as the custodian's account agreement. Clients retain the right to terminate our account discretion; however, this will terminate our advisory agreement as well.

Clients may impose reasonable restrictions upon investments to be held in the client's portfolio. We reserve the right to reject requests for restrictions that are inconsistent with our stated investment strategy or methodology or that are inconsistent with the nature or operation of our INVEST services. As a result, some requests for restrictions may not be considered reasonable and therefore would not be accepted. Such restrictions could result in a strategy that differs from our portfolio recommendation and may not meet client's financial goals, investment objectives, time horizon, risk tolerance, and other metrics.

## **Item 17 – Voting Client Securities**

For the convenience of the Client, by default, we receive proxies. Client hereby authorizes Custodian to forward proxy soliciting materials, annual reports, and other related issuer materials, normally sent to Client, to us and to allow us to vote Proxies on the Client's behalf. We are not required to vote any proxies or respond to any corporate actions or elective actions with respect to securities held in the Client's Account. In addition, we will not offer guidance involving any claim in any bankruptcy or class action settlement, or other corporation actions that involve the securities held in the client's account.

## **Item 18 – Financial Information**

We do not require prepayment of fees six months or more in advance. Therefore, we are not required to provide a balance sheet for our most recent fiscal year end.

We do not have any financial condition that is reasonably likely to impair our ability to meet our contractual requirements to our clients.

We have not been the subject of a bankruptcy petition.