

DISCLOSURE BROCHURE



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MANAGEMENT

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This brochure provides information about the qualifications and business practices of Prime Wealth Management, Inc. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 510-384-1009. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, or by any state securities authority.

Additional information about Prime Wealth Management, Inc. (CRD #172705) is available on the SEC's website at www.adviserinfo.sec.gov

JANUARY 2021

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

This update is in accordance with the required annual update for Registered Investment Advisors. Since the last update on February 17, 2021, the following changes have occurred:

- In December 2021 due to an influx of assets under management from the firm's new parent company the firm reached the level of assets under management required to move from state to U.S. Securities and Exchange Commission registration.
 - On April 1, 2021, Richard D. Prime sold 100% of his ownership interest in Prime Wealth Management, Inc. to HFG Trust, LLC
 - Richard D Prime ("Rick") has ceased operations as a life insurance agent, and will cease all business activities related to Prime Wealth Services
 - Richard D. Prime will no longer receive any form of commission regarding life insurance.
 - Broker Practices are amended to reflect that Pershing LLC, member FINRA , NYSE , SIPC , a subsidiary of The Bank of New York Mellon Corporation may be utilized as a broker-dealer at the client's choosing.
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Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at 510-384-1009 or by email at rprime@hfgtrust.com.

Item 3: Table of Contents

Item 2: Material Changes	ii
Annual Update.....	ii
Material Changes since the Last Update	ii
Full Brochure Available	ii
Item 3: Table of Contents.....	iii
Item 4: Advisory Business.....	1
Firm Description	1
Types of Advisory Services	1
Client Tailored Services and Client Imposed Restrictions.....	5
Wrap Fee Programs	5
Client Assets under Management.....	5
Item 5: Fees and Services	6
Method of Compensation and Fee Schedule.....	6
Client Payment of Fees.....	7
Additional Client Fees Charged	7
Prepayment of Client Fees.....	8
External Compensation for the Sale of Securities to Clients.....	8
Item 6: Performance-Based Fees and Side-by-Side Management.....	8
Sharing of Capital Gains.....	8
Item 7: Types of Clients.....	8
Description	8
Account Minimums	8
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....	8
Methods of Analysis	8
Investment Strategy.....	9
Security Specific Material Risks	9
Item 9: Disciplinary Information.....	11
Criminal or Civil Actions	11
Administrative Enforcement Proceedings.....	11
Self-Regulatory Organization Enforcement Proceedings.....	12

Item 10: Other Financial Industry Activities and Affiliations	12
Broker-Dealer or Representative Registration	12
Futures or Commodity Registration.....	12
Material Relationships Maintained by this Advisory Business and Conflicts of Interest	12
Recommendations or Selections of Other Investment Advisors and Conflicts of Interest	12
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	13
Code of Ethics Description	13
Investment Recommendations Involving a Material Financial Interest and Conflict of Interest.....	13
Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest.....	13
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest.....	14
Item 12: Brokerage Practices	14
Factors Used to Select Broker-Dealers for Client Transactions.....	14
Aggregating Securities Transactions for Client Accounts	16
Item 13: Review of Accounts	16
Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved.....	16
Review of Client Accounts on Non-Periodic Basis	16
Content of Client Provided Reports and Frequency	16
Item 14: Client Referrals and Other Compensation	17
Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest.....	17
Advisory Firm Payments for Client Referrals	18
Item 15: Custody.....	18
Account Statements	18
Item 16: Investment Discretion	18
Discretionary Authority for Trading	18
Item 17: Voting Client Securities	19
Proxy Votes	19
Item 18: Financial Information	19
Balance Sheet.....	19

Financial Conditions Reasonably Likely to Impair Advisory Firm’s Ability to Meet Commitments to Clients.....	19
Bankruptcy Petitions during the Past Ten Years.....	19
SUPERVISED PERSON BROCHURE	21

Item 4: Advisory Business

Firm Description

Prime Wealth Management, Inc. ("PWM"), DBA Prime Wealth Management was founded in August 2014 and is an investment advisor registered with the State of California. On April 1, 2021, Richard "Rick" D. Prime, sold 100% of his ownership interest in Prime Wealth Management Inc., to HFG Trust, LLC, thus making Prime Wealth Management, Inc a wholly-owned subsidiary of HFG Trust, LLC ("HFG Trust"). HFG Trust LLC, is a Washington State limited liability company which received its Trust charter from the State of Washington Department of Financial Institutions, Division of Banks, and is a wholly owned subsidiary of Community First Bank.

PWM is a fee based investment management and financial planning firm. PWM does not act as a custodian of client assets. The client always maintains asset control. PWM also provides financial planning services such as tax planning, legacy planning, educational planning and financial budgeting for a fee to clients.

An evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement, risk analysis or similar document. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

PWM will create and manage socially conscious investment portfolios when desired by clients who feel it is important to reflect their values through their investments.

Other professionals (e.g., lawyers, accountants, insurance brokers and agents, etc.) are engaged directly by the client on an as-needed basis. Under CCR Section 260.238(k), PWM, its representatives or any of its employees will disclose to the clients all material conflicts of interest.

Types of Advisory Services

PWM provides investment supervisory services, also known as asset management services and furnishes financial planning.

ASSET MANAGEMENT

PWM offers comprehensive asset management services on a wrap fee basis described in Appendix A.

ERISA PLAN SERVICES

PWM provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit-sharing plans, cash balance plans, and deferred compensation plans. PWM may act as either a 3(21) or 3(38) advisor:

Limited Scope ERISA 3(21) Fiduciary. PWM may serve as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor PWM has a fiduciary duty to act in the best interest of the client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using PWM can help the plan sponsor delegate liability by following a diligent process.

PWM offers the following services to the Plan and the Plan participants:

1. Fiduciary Services are:

- a. Provide non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options.
- b. Assist the Client with the selection of a broad range of investment options consistent with ERISA Section 404(c) and the regulations there under.
- c. Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- d. Meet with Client on a periodic basis to discuss the reports and the investment recommendations.
- e. Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5).
- f. Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.

2. Non-fiduciary Services are:

- a. Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands PWM's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, PWM is not providing fiduciary advice as defined by ERISA to the Plan participants. PWM will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- b. Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.
- c. PWM may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between PWM and Client.

3. PWM has no responsibility to provide services related to the following types of assets ("Excluded Assets"):
 - a. Employer securities;
 - b. Real estate (except for real estate funds or publicly traded REITs);
 - c. Stock brokerage accounts or mutual fund windows;
 - d. Participant loans;
 - e. Non-publicly traded partnership interests;
 - f. Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
 - g. Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to PWM under this Agreement.

PWM will not have discretion or custody, at any time, of client funds and/or securities.

ERISA 3(38) Investment Manager. PWM can also act as an ERISA 3(38) Investment Manager in which it has discretionary management and control of a given retirement plan's assets. PWM would then become solely responsible and liable for the selection, monitoring and replacement of the plan's investment options.

1. Fiduciary Services are:

- PWM has discretionary authority and will make the final decision regarding the initial selection, retention, removal and addition of investment options in accordance with the Plan's investment policies and objectives.
- Assist the Client with the selection of a broad range of investment options consistent with ERISA Section 404(c) and the regulations thereunder.
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan.
- Provide discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5).

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands the PWM's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, the PWM is not providing fiduciary advice as defined by ERISA to the Plan participants. PWM will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.

- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

PWM may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between PWM and Client.

3. PWM has no responsibility to provide services related to the following types of assets ("Excluded Assets"):

- Employer securities;
- Real estate (except for real estate funds or publicly traded REITs);
- Stock brokerage accounts or mutual fund windows;
- Participant loans;
- Non-publicly traded partnership interests;
- Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
- Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to the Adviser on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, PWM offers the packages below.

One-time consultation services:

Services for one-time consultations include but are not limited to:

- A thorough review of all applicable topics including:

Scope of Services

- | | |
|---|---|
| • Personal Income and Net Worth Report(s) | • Business Financial Advice |
| • Asset Allocation and Investment Analysis | • Business Retirement/Succession Planning |
| • General Analysis and Planning | • Strategic Tax Advice |
| • Education Planning | • Real Estate Analysis |
| • Retirement Planning and Analysis | • Corporate Retirement Plan Review |
| • Estate Planning | • Risk Management |
| • Stock Options and Concentrated Stock Position | • Social Security Analysis |
| • Insurance Planning | |

Financial plans will be completed and delivered inside of forty-five (45) days dependent upon timely client delivery of required documentation. Clients may terminate advisory services with thirty (30) days written notice.

Ongoing consultation services:

When ongoing services are required PWM will provide services to help the client clearly identify goals, set a framework for success, and ensure that you have an accountability partner to help keep you on track to a successful financial future. Ongoing consulting services will be offered on the Scope of Services above.

Clients that participate in the ongoing services program can expect the following:

- One quarterly meeting up to 60 minutes in person, via telephone or online interface via Skype or FaceTime to determine financial goals and values, what the client's current financial picture looks like (including assets, debts, income and spending), and what current limitations or hurdles the client may be facing. Client shall be responsible for providing a completed Client profile or other required documents prior to this meeting, at this meeting or within a reasonable time after this meeting.
- One quarterly meeting up to 45 minutes to deliver financial planning recommendations, action items, and a prioritized "to-do" list.
- One quarterly check-in phone call or e-mail up to 30 minutes for accountability, encouragement and to address ongoing services.

California Code of Regulations, 10 CCR Section 260.235.2, requires that any conflict of interest which exists between the interests of the investment advisor and the interests of the client when offering financial planning services be disclosed. The client is under no obligation to act upon the investment advisor's recommendation. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through PWM.

Client may cancel within five (5) business days of signing Agreement without any obligation.

SEMINARS AND WORKSHOPS

PWM holds seminars and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature and no specific investment or tax advice is given.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each client are documented in our client files. Investment strategies are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Agreements may not be assigned without written client consent.

Wrap Fee Programs

PWM sponsors a wrap fee program. The client pays one fee to PWM which includes PWM's Management Fee and the transaction costs associated with the transactions. More information is available in the Form ADV Part 2, Appendix 1.

Client Assets under Management

As of December 3, 2021, PWM has \$270,964,944 of assets under management.

\$12,624,965 and managed on a non-discretionary basis and \$258,339,979 are managed on a discretionary basis.

Item 5: Fees and Services

Prime Wealth Management may engage at its discretion affiliated service provider(s) to provide certain administrative and back-office services related to the asset management services provided Prime Wealth Management to the Account. Such services provided by service provider(s) may include, but are not necessarily limited to, access to service provider's technology platform and/or assistance with data reconciliation, performance and/or position reporting, fee calculation and billing, marketing and presentation materials, client database maintenance, quarterly performance evaluations, payable reports, web site administration, order entry, and other functions related to the administrative tasks of providing investment advisory services to the Account. Due to these arrangements, such service provider(s) will have access to the Account and/or Client's information but will not serve as an investment advisor to Client.

Method of Compensation and Fee Schedule

PWM bases its fees on a percentage of assets under management, hourly charges and fixed fees.

ASSET MANAGEMENT

The fees for Prime Wealth Management's non-wrap and wrap program are described in Appendix A and Prime Wealth Management's Investment Advisor agreement.

ERISA PLAN SERVICES

The annual fees are based on the market value of the Included Assets. The initial fee will be based on the market value of the Plan assets as calculated by the custodian or record keeper of the Included Assets on the last business day of the initial fee period. Fees will either be based on a maximum annual fee of 1% of the plan assets or a maximum flat fee not to exceed \$25,000, depending on the plan. For fees based on the percentage of plan assets, if the services provided start any time other than the first day of a quarter or month, the fee will be prorated based on the number of days remaining in the initial fee period. Thereafter, the fee will be based on the market value of the Plan assets on the last business day of the fee period (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets) and will be due the following business day. If this Agreement is terminated prior to the end of the fee period, Client shall be entitled to a prorated refund based on the number of days during the fee period services were not provided. Any unearned fees shall be refunded to the Plan or Plan Sponsor.

The annual investment advisory fee ("Annual Fee") schedule is described below:

*The fee schedule is a blended schedule whereas when the portfolio value reaches the next threshold, the assets above the threshold are charged the lower percentage.

The compensation of PWM for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees, however the Plan Sponsor may elect to pay the fees. Fees will either be billed direct to the client or deducted from plan assets. PWM does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, PWM will disclose this compensation, the services rendered, and the payer of

compensation. PWM will offset the compensation against the fees agreed upon under this Agreement.

FINANCIAL PLANNING and CONSULTING

One-time consultation

Financial planning services for one-time consultations are offered on either an hourly fee or fixed fee basis. Prior to the planning process the client will be provided an estimated plan fee. The services include, but are not limited to, a thorough review of all applicable topics including Wills, Estate Plan/Trusts, Investments, Taxes, and Insurance. The payments are received in two installments; the first half at the commencement of the plan, with the balance due upon completion. Services are completed and delivered inside of forty-five (45) days. Client may cancel within five (5) business days of signing Agreement without any obligation. If the client cancels after five (5) business days, Client will be due a refund for any unearned fees or PWM is entitled to any earned fees.

HOURLY FEES

Financial Planning Services are offered based on an hourly fee of \$225 per hour.

FIXED FEES

Financial Planning Services are offered based on flat fees between \$2,000 and \$5,000.

Ongoing consultation

PWM requires a quarterly fee or a monthly fee. Fees shall range from \$75 to \$2,500 per month or quarter depending on the scope of the services and complexity of the ongoing consulting services. The balance of fees due are payable monthly or quarterly at the end of each month/quarter. Services to be provided and the anticipated fee range are detailed in the written Financial Planning Agreement.

If the client cancels within five (5) business days, no fees will be due. If Client cancels after five (5) business days, Client will be due a refund for any unearned fees or PWM is entitled to any earned fees. Consulting services will continue from year to year unless cancelled in writing by either party.

SEMINARS AND WORKSHOPS

PWM does not charge a fee for attendance to seminars.

Client Payment of Fees

Investment management fees are billed quarterly in arrears, meaning we bill you at the end of the quarter. The quarterly investment management fee is based on the average daily balance of the Client's account(s) during the quarter as valued by custodian. If an account is opened after the start of the calendar quarter, a prorated fee will be billed. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account.

Financial Planning Fees are due half upfront and half upon delivery of the completed plan.

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include Mutual Fund transactions fees, postage and handling and miscellaneous fees (fee levied to recover costs associated with fees assessed by self-regulatory organizations). These transaction charges are usually

small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

PWM, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Investment management fees are billed quarterly in arrears. If the client cancels after five (5) days, any unearned fees will be refunded to the client.

External Compensation for the Sale of Securities to Clients

PWM does not receive any external compensation for the sale of securities to clients, nor do any of the investment advisor representatives of PWM.

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

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

Item 7: Types of Clients

Description

PWM generally provides investment advice to individuals, high net worth individuals, charitable organizations, and pension and profit sharing plans. Client relationships vary in scope and length of service.

Account Minimums

PWM requires a minimum of \$1,000,000 to open an account, but the firm does have the discretion to accept accounts with less assets. Accounts with fewer assets are accepted as an accommodation to clients with multiple accounts, and/or for those making regular additions to their account(s). PWM's target minimum is \$1,000,000, as it allows for greater diversification opportunities and allocation flexibility.

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

Methods of Analysis

PWM's method of investment selection is based on the premise that asset allocation is the primary determinant of a portfolio's return variability, with security selection and market-

timing playing minor roles, although PWM may employ a wide range of methods to manage portfolios and evaluate investments. PWM's analysis is based on sources of information from academic research materials, corporate rating services, financial publications, annual reports, prospectuses, and filings with the SEC.

PWM's investment philosophy is grounded in Modern Portfolio Theory, which refers to the process of reducing risk in a portfolio through systematic diversification across and within asset classes. PWM typically adheres to the passive style of investing and, thus, recommends passive, asset-class mutual funds and exchange-traded funds. PWM typically does not recommend individual stocks, bonds or actively managed mutual funds in its asset allocation strategies and portfolio recommendations to clients.

PWM analyzes mutual funds recommended to clients based on the fund's total operating expenses, portfolio turnover, investment objective and investment restrictions and limitations. PWM typically recommends that clients invest in no-load institutional mutual funds that have low operating expenses, low portfolio turnover, below-average capital gains distributions and a fundamental investment objective of investing in a particular asset class.

PWM believes in diversified asset-class exposure obtained primarily through a diversified mix of low cost mutual funds and exchange-traded funds that represent desired asset classes. Mutual funds and exchange traded funds recommended by PWM typically invest in some or all of the following types of securities:

- U.S. Stocks of any market capitalization
- Foreign Stocks, including Emerging Markets
- Investment Grade Fixed Income Securities (Domestic and Foreign)
- U.S. Government and Government Agency Securities
- Real Estate Investment Trusts (Domestic and Foreign)
- Natural Resources and Commodity Funds
- Money market funds

Investment Strategy

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or Risk Tolerance that documents their objectives and their desired investment strategy.

Other strategies may include long-term purchases, short-term purchases, trading, and option writing (including covered options, uncovered options or spreading strategies).

Security Specific Material Risks

Investing in securities involves risk of loss that clients should be prepared to bear. Risk refers to the possibility that you will lose money (both principal and any earnings) or fail to make money on an investment. PWM cannot guarantee that it will achieve a client's investment objective. Investors face the following investment risks and should discuss these risks with PWM:

- *Market Risk:* The prices of securities held by mutual funds in which clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global

political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.

- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the client's portfolio may suffer.
- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.
- *Fixed Income Risk:* The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- *Investment Companies Risk:* When a client invests in open end mutual funds or ETFs, the client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the

following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value or (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. PWM has no control over the risks taken by the underlying funds in which client invests.

- *REIT Risk:* To the extent that a client invests in REITs, it is subject to risks generally associated with investing in real estate, such as (i) possible declines in the value of real estate, (ii) adverse general and local economic conditions, (iii) possible lack of availability of mortgage funds, (iv) changes in interest rates, and (v) environmental problems. In addition, REITs are subject to certain other risks related specifically to their structure and focus such as: dependency upon management skills; limited diversification; the risks of locating and managing financing for projects; heavy cash flow dependency; possible default by borrowers; the costs and potential losses of self-liquidation of one or more holdings; the possibility of failing to maintain exemptions from securities registration; and, in many cases, relatively small market capitalization, which may result in less market liquidity and greater price volatility.
- *Derivatives Risk:* Funds in a client's portfolio may use derivative instruments. The value of these derivative instruments derives from the value of an underlying asset, currency or index. Investments by a fund in such underlying funds may involve the risk that the value of the underlying fund's derivatives may rise or fall more rapidly than other investments, and the risk that an underlying fund may lose more than the amount that it invested in the derivative instrument in the first place. Derivative instruments also involve the risk that other parties to the derivative contract may fail to meet their obligations, which could cause losses.
- *Foreign Securities Risk:* Funds in which clients invest may invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in domestic securities. These risks may include, among others, currency risk, country risks (political, diplomatic, regional conflicts, terrorism, war, social and economic instability, currency devaluations and policies that have the effect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets and greater volatility. To the extent that underlying funds invest in issuers located in emerging markets, the risk may be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.

Item 9: Disciplinary Information

Criminal or Civil Actions

The firm and its management have not been involved in any criminal or civil action required to be reported.

Administrative Enforcement Proceedings

The firm and its management have not been involved in administrative enforcement proceedings required to be reported.

Self-Regulatory Organization Enforcement Proceedings

The firm and its management have not been involved in legal or disciplinary events related to past or present investment clients required to be reported.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

PWM is not registered as a broker-dealer and no affiliates are registered representatives of a broker-dealer.

Affiliated Trust Company

Prime Wealth Management and HFG Trust, LLC are under common ownership and control. HFG Trust, LLC is chartered as a trust company by the State of Washington Department of Financial Institutions, Division of Banks. Many of the supervised persons of Prime Wealth Management are also employees of HFG Trust, LLC, and therefore, Prime Wealth Management and its supervised persons have an economic incentive to recommend the services of HFG Trust, LLC which is a conflict of interest. Prime Wealth Management and its associated persons may recommend clients utilize HFG Trust, LLC for record-keeping services, administration services, and/or trustee services, but Prime Wealth Management will only recommend HFG Trust, LLC when in the best interest of a client. A client of Prime Wealth Management always retains the right to utilize a trust company which is not affiliated with Prime Wealth Management.

Futures or Commodity Registration

Neither PWM nor its employees are registered or has an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Rick Prime carries an insurance license in California and Oregon in order to provide consulting on insurance matters. Less than 1% of his time is spent on insurance consulting. Insurance activities are limited to advice or consulting, and no sale is conducted for insurance-related products by the Company, or Rick personally, therefore no commissions are received.

Any potential conflict is mitigated by disclosures, procedures, and the firm's Fiduciary obligation to place the best interest of the clients first and clients are not required to purchase any products. Clients have the option to purchase these products through an insurance agent or broker of their choosing.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

PWM does not solicit the services of Third-Party Money Managers to manage client accounts.

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

Code of Ethics Description

The employees of PWM have committed to a Code of Ethics ("Code"). The purpose of our Code is to set forth standards of conduct expected of PWM employees and addresses conflicts that may arise. The Code defines acceptable behavior for employees of PWM. The Code reflects PWM and its supervised persons' responsibility to act in the best interest of their client.

One area the Code addresses is when employees buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our clients. We do not allow any employees to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our clients.

PWM's policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other employee, officer or director of PWM may recommend any transaction in a security or its derivative to advisory clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

PWM's Code is based on the guiding principle that the interests of the client are our top priority. PWM's officers, directors, advisors, and other employees have a fiduciary duty to our clients and must diligently perform that duty to maintain the complete trust and confidence of our clients. When a conflict arises, it is our obligation to put the client's interests over the interests of either employees or the company.

The Code applies to "access" persons. "Access" persons are employees *who have access to non-public information regarding any clients' purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to clients, or who have access to such recommendations that are non-public.*

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

PWM and its employees do not recommend to clients securities in which we have a material financial interest.

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

PWM and its employees may buy or sell securities that are also held by clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide PWM with copies of their brokerage statements.

The Chief Compliance Officer of PWM is Rick Prime. He reviews all employee trades each quarter. The personal trading reviews helps mitigate that the personal trading of employees does not affect the markets and that clients of the firm have received preferential treatment over employee trades.

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

PWM does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, employees may buy or sell securities at the same time they buy or sell securities for clients. In order to mitigate conflicts of interest such as front running, employees are required to disclose all reportable securities transactions as well as provide PWM with copies of their brokerage statements.

The Chief Compliance Officer of PWM is Rick Prime. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of employees does not affect the markets and that clients of the firm receive preferential treatment over employee transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

PWM may recommend the use of a particular broker-dealer such as TD Ameritrade Institutional, a Division of TD Ameritrade, Inc., Member FINRA/SIPC or may utilize a broker-dealer of the client's choosing. PWM will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. PWM relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by PWM.

Additionally, PWM may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, or Pershing LLC, (Pershing) member FINRA, NYSE, SIPC, a subsidiary of The Bank of New York Mellon Corporation or the Federal Home Loan Bank of Des Moines to maintain custody of clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab or Pershing is at the discretion of the Advisor's clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. PWM is independently owned and operated and not affiliated with Schwab or Pershing. Schwab and Pershing provides PWM with access to its institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge if account minimums are met. Schwab's and Pershing's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, 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 PWM client accounts maintained in its custody, Schwab and Pershing generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed at the custodian.

Schwab, and other custodians may make available to PWM other products and services that benefit PWM but may not benefit its clients' accounts. These benefits may include national, regional or PWM specific educational events organized and/or sponsored by the

custodian. Other potential benefits may include occasional business entertainment of personnel of PWM, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist PWM in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of PWM's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of PWM's accounts. Schwab Advisor Services and Pershing may also make available to PWM other services intended to help PWM manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance, and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to PWM by independent third parties. Schwab Advisor Services or Pershing may 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 PWM. While, as a fiduciary, PWM endeavors to act in its clients' best interests, PWM's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to PWM of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by the custodian, which may create a potential conflict of interest.

- *Directed Brokerage*

In circumstances where a client directs PWM to use a certain broker-dealer, PWM still has a fiduciary duty to its clients. The following may apply with Directed Brokerage: PWM's inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among clients, and conflicts of interest arising from brokerage firm referrals.

- *Best Execution*

Investment advisors 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 a number of 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 affected, 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. The firm does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by PWM from or through a broker-dealer in exchange for directing client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934,

PWM receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of PWM. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when PWM receives soft dollars. This conflict is mitigated by disclosures, procedures, and the firm's Fiduciary obligation to act in the best interest of its clients and the services received are beneficial to all clients

Aggregating Securities Transactions for Client Accounts

PWM may aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of PWM. All clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

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

Account reviews are performed quarterly by Rick Prime, Chief Compliance Officer. Account reviews are performed more frequently when market conditions dictate. Advisor does not provide written statements to client. Financial Plans are considered complete when recommendations are delivered to the client and a review is done only upon request of client.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of clients' accounts are changes in the tax laws, new investment information, and changes in a client's own situation.

Content of Client Provided Reports and Frequency

Clients have available account statements no less than quarterly for managed accounts. Account statements are issued by the PWM's custodian. Client receives confirmations of each transaction in their Account from Custodian and an additional statement during any quarter in which a transaction occurs. Clients may elect to receive access to statements and transaction notification electronically. In addition, portfolio software is made available to all clients which gives access to account balances, positions and transactions for the current date or any prior date the account was in existence. PWM's portfolio software will also make available asset allocation and performance reports to clients on demand. Physical performance reports are made available to clients upon request,

Item 14: Client Referrals and Other Compensation

Economic benefits provided to the Advisory Firm from External Sources and Conflicts of Interest

As disclosed under Item 12 above, PWM participates in TD Ameritrade's Institutional advisor program and PWM may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between PWM's participation in the program and the investment advice it gives to its Clients, although PWM receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits 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 serving PWM participants; 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 mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to PWM by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by PWM's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit PWM but may not benefit its Client accounts. These products or services may assist PWM in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help PWM manage and further develop its business enterprise. The benefits received by PWM or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, PWM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by PWM or its related persons in and of itself creates a conflict of interest and may indirectly influence the PWM's choice of TD Ameritrade for custody and brokerage services.

Prime Wealth Management is owned by HFG Trust, LLC. HFG Trust, LLC is chartered as a trust company by the State of Washington Department of Financial Institutions, Division of Banks. HFG Trust may refer clients to Prime Wealth Management. As a result, the employees of HFG Trust, LLC have a conflict of interest when recommending Prime Wealth Management. A prospective client referred by HFG Trust, LLC is under no obligation to utilize the investment advisory services of Prime Wealth Management. A prospective client referred by Prime Wealth Management is urged to make his or her own independent investigation and evaluation of Prime Wealth Management.

A client referred to Prime Wealth Management by a HFG Trust, LLC should understand the following:

- Prime Wealth Management is not a bank or any other type of financial depository institution.

- With respect to the securities recommended or selected by Prime Wealth Management, such securities
 - ✓ Are not insured by the Federal Deposit Insurance Corporation (FDIC) or the National Credit Union Administration (NCUA);
 - ✓ Are not endorsed or guaranteed by the bank or credit union; and
 - ✓ Are subject to investment risks, including possible loss of principal invested.

Advisory Firm Payments for Client Referrals

PWM does not compensate for client referrals nor does it receive compensation for referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to clients at their address of record or make available electronically at least quarterly. Clients are urged to compare the account statements received directly from their custodians to the performance report information made available to clients by PWM's portfolio software

PWM is deemed to have constructive custody solely because advisory fees are directly deducted from client's account by the custodian on behalf of PWM. PWM will adhere to the following safeguards:

- Provide the client an invoice electronically (or physically if requested) stating the amount of the fee prior to being deducted;
- Obtain written authorization signed by the client allowing such fees to be deducted; and
- The client will receive or be made available electronically quarterly statements directly from the custodian which disclose the fees deducted.

Item 16: Investment Discretion

Discretionary Authority for Trading

PWM requires discretionary authority to manage securities accounts on behalf of clients. PWM 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.

PWM allows Client's to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments.

The client approves the custodian to be used and the commission rates paid to the custodian. PWM does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Item 17: Voting Client Securities

Proxy Votes

PWM does not vote proxies on securities. Clients are expected to vote their own proxies. The client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, PWM will provide recommendations to the client. If a conflict of interest exists, it will be disclosed to the client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because PWM does not serve as a custodian for client funds or securities and PWM does not require prepayment of fees of more than \$500 per client and six months or more in advance.

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

PWM has no condition that is reasonably likely to impair our ability to meet contractual commitments to our clients.

Bankruptcy Petitions during the Past Ten Years

No bankruptcy petitions to report.

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SUPERVISED PERSON BROCHURE

FORM ADV PART 2B



PRIMEWEALTH
MANAGEMENT

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Suite 100
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Tel: 541-673-5422

rprime@primewealth.com

This brochure supplement provides information about Rick Prime and supplements the Prime Wealth Management, Inc.'s brochure. You should have received a copy of that brochure. Please contact Rick Prime if you did not receive the brochure or if you have any questions about the contents of this supplement.

Additional information about Richard D. Prime (CRD #4728007) is available on the SEC's website at www.adviserinfo.sec.gov.

DECEMBER 2021

Brochure Supplement (Part 2B of Form ADV)

Financial Adviser

Richard D. Prime ("Rick")

Year of birth: 1956

Item 2 Educational Background and Business Experience

Educational Background:

University of Wisconsin; Bachelor of Business Administration; Actuarial Science, Quantitative Analysis and Risk Management; 1978

University of Chicago, Booth School of Business; Masters of Business Administration; Finance and Marketing; 1982

Business Experience:

Prime Wealth Management, Inc.

President/Investment Advisor Representative: 08/2014 to Present

Rick Prime, Sole Proprietor

Independent Insurance Agent: 04/2004 to 04/2021

Umpqua Community College

Part Time Instructor: 02/2019 to Present

Toolwire, Inc.

Consultant: 12/2013 to 03/2015

Chief Financial Officer: 06/2003 to 11/2013

Various Private Technology Companies

Chief Financial Officer: 06/1994 to 05/2003

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP®): Certified Financial Planner is a designation granted by the CFP® Board. CFP® requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP® Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.

When you achieve your CFP® designation, you must renew your certification annually; pay a \$355 certification fee and complete 30 hours of continuing education every two years.

Item 3 Disciplinary Information

None to report

Item 4 Other Business Activities

Rick Prime is a part time financial literacy instructor. Less than two hours a month is spent in this activity. This does not create a conflict of interest.

Finally, Mr. Prime conducts business as the owner of a real estate property. Less than 5% of his time is spent on this activity. This does not represent a conflict of interest as the activity is not investment related.

Item 5 Performance Based Fee Description

Mr. Prime is compensated for rental of real estate and is compensated as a part time instructor, but he does not receive performance-based fees.

Item 6 Supervision

Since Mr. Prime is solely responsible for all supervision and formulation and monitoring of investment advice offered to clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

Managing Director

William Wang (“Will”)

Year of Birth: 1986

Item 2 Educational Background and Business Experience

Educational Background:

Graduate of Brigham Young University Hawaii, 2011 with a major in Business Management Finance

Business Experience:

Prime Wealth Management, Inc.

Managing Director/Investment Advisor Representative 09/2021 to Present

HFG Trust LLC

Managing Director: 01/2016 to Present

Haberling Financial Group

Part Time Instructor: 01/2011 to 12/2015

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP®): Certified Financial Planner is a designation granted by the CFP® Board. CFP® requirements:

Bachelor’s degree from an accredited college or university.

Completion of the financial planning education requirements set by the CFP® Board (www.cfp.net).

Successful completion of the 10-hour CFP® Certification Exam.

Three-year qualifying full-time work experience.

Successfully pass the Candidate Fitness Standards and background check.

When you achieve your CFP® designation, you must renew your certification annually; pay a \$355 certification fee and complete 30 hours of continuing education every two years.

Item 3 Disciplinary Information

None to report

Item 4 Other Business Activities

William Wang is the Managing Director of HFG Trust LLC, a Washington state-chartered trust company. Approximately 75% of his time is spent as Managing Director of HFG Trust. This represents a possible conflict of interest as Mr. Wang has an incentive to recommend HFG Trust for trust services.

Finally, Mr. Wang conducts business as the owner of Mustang Signs LLC, a sign production company. Less than 5% of his time is spent on this activity. This does not represent a conflict of interest as the activity is not investment related.

Item 5 Performance Based Fee Description

Mr. Wang is compensated for being Managing Director of HFG Trust, but he does not receive performance-based fees. Mr. Wang is compensated for being an owner of Mustang Signs LLC, but he does not receive performance-based fees.

Item 6 Supervision

William Wang is supervised by Rick Prime (Financial Advisor). Upon IAR designation, William Wang will be the supervisor of all IARs under Prime Wealth Management, Inc

Director of Investments

Kevin Floyd

Year of birth: 1987

Item 2 Educational Background and Business Experience

Educational Background:

Pacific Lutheran University, 2010 with degrees in Business Administration with emphasis in Finance, and Bachelor of Arts with an emphasis in Economics

Business Experience:

Prime Wealth Management, Inc.

Director of Investments/Investment Advisor Representative: 09/2021 to Present

HFG Trust LLC

Director of Investments: 04/2020 to Present

Northwest Farm Credit Services

Credit Officer/Relationship Manager: 01/2017 to 04/2020

Petersen Hastings Investment Management

Manager/Wealth Advisor: 08/2010 to 01/2017

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP®): Certified Financial Planner is a designation granted by the CFP® Board. CFP® requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP® Board (www.cfp.net).
- Successful completion of the 10-hour CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.

When you achieve your CFP® designation, you must renew your certification annually; pay a \$355 certification fee and complete 30 hours of continuing education every two years.

Accredited Investment Fiduciary (AIF)

The AIF certification signifies that an individual has a thorough knowledge of and ability to apply the fiduciary practices. To obtain the AIF certification, candidates must complete a training curriculum and then pass an AIF exam. AIF designees are required to adhere to a strict code of ethics. In order to maintain an AIF license, AIF designees must complete six hours of continuing professional education each year.

Chartered Financial Analyst (CFA)

The Chartered Financial Analyst (CFA) designation is issued by the CFA Institute, formerly known as the Association for Investment Management and Research (AIMR). The CFA Program is a graduate-level program for investment specialists such as securities analysts, money manager, and investment advisers. To become a CFA charterholder, an individual must have at least four years of acceptable professional experience in the investment decision-making process, must pass three sequential, six-hour examinations. Each of the 3 course level exams must be passed and each course level is a self-study program involving approximately 250 hours of study time. There are no continuing education requirements to maintain the CFA designation. CFA charterholders must commit to abide by and annually reaffirm adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

Item 3 Disciplinary Information

None to report

Item 4 Other Business Activities

Kevin Floyd is the Director of Investments at HFG Trust LLC, a Washington state-chartered trust company. Approximately 75% of his time is spent as Director of Investments at HFG Trust. This represents a possible conflict of interest as Mr. Floyd has an incentive to recommend HFG Trust for trust services.

Item 5 Performance Based Fee Description

Mr. Floyd is compensated for being Director of Investments at HFG Trust, but he does not receive performance-based fees.

Item 6 Supervision

Upon IAR designation, Mr. Floyd will be supervised by William Wang. Mr. Wang reviews Mr. Floyd's work through frequent office interactions and through our client relationship management system. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

Financial Adviser

T. Michael Tallman (“Mike”)

Year of birth: 1972

Item 2 Educational Background and Business Experience

Educational Background:

Graduate of the University of Wyoming BS in Finance, 1995

Business Experience:

Prime Wealth Management, Inc

Financial Advisor/Investment Advisor Representative: 09/2021 to Present

HFG Trust LLC

Financial Advisor: 01/2016 to Present

Haberling Financial Group

Financial Advisor: 01/2004 to 12/2015

Columbia Trust Bank

Loan Officer: 01/2003 to 01/2004

Bank of East Oregon

Loan Officer: 01/1998 to 01/2003

American National Bank

Assistant Trust Administrator: 01/1994 to 01/1997

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP®): Certified Financial Planner is a designation granted by the CFP® Board. CFP® requirements:

Bachelor’s degree from an accredited college or university.

Completion of the financial planning education requirements set by the CFP® Board (www.cfp.net).

Successful completion of the 10-hour CFP® Certification Exam.

Three-year qualifying full-time work experience.

Successfully pass the Candidate Fitness Standards and background check.

When you achieve your CFP® designation, you must renew your certification annually; pay a \$355 certification fee and complete 30 hours of continuing education every two years.

Certified Trust and Financial Advisor (CTFA)

The Certified Trust and Financial Advisor (CTFA) is issued by the ABA Institute of Certified Bankers. Candidate must meet one of the following requirements: 1) Three years of wealth

management experience plus ICB-approved training program; or 2) five years of personal trust experience and a bachelor's degree; or 3) 10 years of personal trust experience. Candidates must complete a certification exam and complete 45 credits every three years with a minimum of six hours in each of four knowledge areas.

Item 3 Disciplinary Information

None to report

Item 4 Other Business Activities

Mike Tallman is a Financial Advisor at HFG Trust LLC, a Washington state-chartered trust company. Approximately 95% of his time is spent as a Financial Advisor at HFG Trust. This represents a possible conflict of interest as Mr. Tallman has an incentive to recommend HFG Trust for trust services.

Item 5 Performance Based Fee Description

Mr. Tallman is compensated for being a Financial Advisor at HFG Trust, but he does not receive performance-based fees.

Item 6 Supervision

Upon IAR designation, Mr. Tallman will be supervised by William Wang. Mr. Wang reviews Mr. Tallman's work through frequent office interactions and through our client relationship management system. He will adhere to the policies and procedures as described in the firm's Compliance Manual.

Financial Adviser

Nicholas S. Hengl

Year of birth: 1986

Item 2 Educational Background and Business Experience

Educational Background:

University of California, Santa Barbara, Bachelor's degree in Psychology, Education: 2009

Business Experience:**Prime Wealth Management, Inc.**

Financial Advisor/Investment Advisor Representative: 11/2021 to Present

Fisher Investments

Investment Counselor: 02/2019 to 10/2021

JP Morgan Chase Bank, NA,

Banker: 04/2017 to 01/2019

Forex Capital Markets

Account Manager: 05/2015 to 03/2017

Maverick Trading

Proprietary Forex Trader: 10/2014 to 05/2015

Edward Jones Investments

Financial Advisor: 09/2013 to 09/2014

University of California, San Francisco

09/2009 to 07/2013

Professional Certifications

None to report.

Item 3 Disciplinary Information

None to report.

Item 4 Other Business Activities

None to report.

Item 5 Performance Based Fee Description

Mr. Hengl does not receive performance-based fees.

Item 6 Supervision

Richard Prime is the Chief Compliance Officer of Prime Wealth Management. He is responsible for overseeing and enforcing the firm's compliance programs that have been established to monitor and supervise the activities and services provided by the firm and its representatives, including Nicholas S. Hengl. He will adhere to the policies and procedures as described in the firm's Compliance Manual.