

IMA Wealth, Inc.

430 E Douglas Ave., Suite 400
Wichita, KS 67202

Telephone: 316-266-6574

Website: www.imawealth.com

March 31,2021

QUALIFIED/NON-QUALIFIED RETIREMENT PLAN CONSULTING SERVICES FORM ADV PART 2A BROCHURE

This Brochure provides information about the qualifications and business practices of IMA Wealth, Inc. ["IMA Wealth" or "Adviser"]. If you have any questions about the content of this brochure, contact us at 316-266-6574. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about IMA Wealth also is available on the SEC's website at www.adviserinfo.sec.gov.

IMA Wealth, Inc. is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Summary of Material Changes

Information provided to you in Item 2 discusses specific material changes that are made to the Brochure since it was last updated. It also provides you with a summary of such changes. The date of the last annual update of our Brochure was January 24, 2020. The material changes that have been made to our Brochure since our last annual update are as follows:

Item 8 – expanded on methods of analysis used.

We have offered or delivered, in the past, information about our qualifications and business practices to clients on at least an annual basis. We will ensure that you receive a summary of any materials changes made to our Brochure each year. This information is sent to you within 120 days of the close of our business' fiscal year. We may also provide other ongoing disclosure information to you about material changes, as may be applicable.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge. We will also deliver our Brochure to you any time upon request, and at no cost to you. Receive our most recent Brochure by contacting our office at 316-266-6574.

Additional information about IMA Wealth is also available to you at the SEC's website:

www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with IMA Wealth who are registered, or are required to be registered, as investment adviser representatives of IMA Wealth. You can search this site for information about our firm by using our CRD number: **112091**.

Item 3 Table of Contents

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

Item 4 Advisory Business

Description of Firm

IMA Wealth, Inc. is dually registered with the Securities and Exchange Commission ("SEC") as an investment adviser and securities broker-dealer and a member of the Financial Industry Regulatory Authority ("FINRA") headquartered in Wichita, KS. We are organized as a corporation under the laws of the State of Kansas. We have been providing investment advisory services since 2001. We are wholly owned by IMA Financial Group, Inc.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to IMA Wealth, Inc., and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

Services Described in This Brochure

We have two brochures that describe our services. This brochure focuses on our fee-based Qualified and Non-Qualified Employee-Directed Retirement Plan Consulting Services. Our Managed Accounts are described in a separate brochure. If you are interested in receiving the brochure that describes our Managed Accounts, please contact our office at 316-266-6574.

Consulting Services - Qualified and Non-Qualified Retirement Plans

IMA Wealth provides investment advisory, consulting services, and educational seminars/workshops to qualified and non-qualified retirement plans and their plan participants. Any investment advice provided will be tailored to the investment policies of the plans. IMA Wealth may assist a plan in developing, modifying, and managing the investment policy for its clients.

IMA Wealth provides two basic consulting arrangements for employer-sponsored retirement plans:

A. Continuous Consulting Arrangement

IMA Wealth will agree to provide investment advice on either a non-discretionary or discretionary basis. The written Consulting Agreement that IMA Wealth enters with you specifies the capacity in which we have been engaged:

- If you select non-discretionary investment advice, IMA Wealth would serve by providing investment advice within the meaning of ERISA Section 3(21)(A)(ii) with respect to the specific investments recommended by IMA Wealth to you in connection with the services on behalf of the Plan, and only to the extent that IMA Wealth's investment recommendations are actually implemented by you.
- If you select discretionary investment advice, IMA Wealth would serve as an investment manager for the Plan within the meaning of ERISA § 3(38). The fiduciary investment responsibilities of IMA Wealth are limited to those of an investment manager.

Performance Monitoring. IMA Wealth will assist you with respect to your duties to perform periodic monitoring of the Plan's investment manager(s) or investments in accordance with the Plan's IPS or other relevant guidelines, as applicable, and ERISA. Such assistance will include reviews of the relevant portfolio's performance and investment characteristics, investment management fees, and the applicable asset manager's investment processes and philosophy.

Investment Reports. IMA Wealth will prepare reports evaluating the performance of Plan's investment manager(s) or investments, as the case may be, as well as comparing performance thereof to benchmarks set forth in the IPS or as otherwise determined in consultation with you. The information used to generate the reports will be derived from statements provided by you. This review includes a

quantitative and qualitative analysis of investment selections included in the Plan. We will make recommendations for additions and/or deletions to the list of available investment selections from time to time as appropriate. All such advice shall conform to investment objectives and restrictions set forth in the IPS.

Employee Education Meetings. Assist at employee education meetings held on behalf of employees and participants and provide investment education. Alternatively, education meetings may be conducted by and be the sole responsibility of Platform Provider. Employee education services may also include an assessment of employee education program, facilitation of plan assessment by employees, development of overall employee education program strategy, coordination of periodic meetings to facilitate employee education and re-enrollment in Plan, analysis of employee plan utilization and participant investment utilization, and aggregate replacement ratio analysis.

Plan Design and Oversight. Provide plan design consulting, plan document review, total cost analysis, fee benchmarking, retirement plan design benchmarking, vendor management/issue resolution support, and vendor search and transition services.

Plan Fiduciary Education. Evaluate Plan's fiduciary process; provide general assessment/ review of overall compliance status, service provider capabilities, insurance, and ERISA bond matters.

ERISA 404(c) Services. Provide a checklist to assess compliance with the conditions of ERISA Section 404(c) and the availability of the "safe harbor" liability protection for the Plan's fiduciaries.

B. Limited Consulting Engagement

We occasionally provide consulting services on either a one-time or periodic basis, depending on your needs and the nature of work requested. These services range from a one-time engagement (an investment policy review or vendor search, for example) to comprehensive services provided on an as needed basis. This may include one or more of the consulting services listed above.

You should be aware of the following limitations we have in providing our services to you:

1. The advice we provide to you will conform to the investment objectives and restrictions set forth in your Plan's Investment Policy Statement.
2. If our services include investment menu review and recommendations, our recommendations are limited to the universe of investment selections available through your Plan.
3. Unless specified in our written agreement with you, IMA Wealth does not exercise discretionary authority with respect to the addition or deletion of investment selections made available through your Plan.
4. IMA Wealth does not assume responsibility for the accuracy of information furnished by you or your agents, including your Platform Provider.

Assets Under Management

As of December 31, 2020, we managed \$681,009,333 on a discretionary basis.

Item 5 Fees and Compensation

Factors we consider in negotiating fees with you include:

- scope of services to be provided
- frequency of the services
- number of investment menu choices and Plan investment universe
- frequency and complexity of reports
- Plan assets

You may choose one of two ways to pay our consulting fee:

- pay directly
- if your plan document permits, you can make arrangements with your Platform Provider to pay our consulting from the Plan assets

The United States Department of Labor (“DOL”) requires certain service providers that receive more than \$1,000 in compensation for services performed for ERISA retirement plans to disclose information about the service providers’ compensation and potential conflicts of interest (Reasonable Contract or Arrangement Under Section 408(b)(2) - Fee Disclosure). IMA Wealth is a service provider covered under Section 408(b)(2). As a plan fiduciary, you have responsibility to evaluate our fees for reasonableness and obtain any additional information from IMA Wealth that you need to make an informed decision. We will deliver a written Fee Disclosure to you reasonably in advance of your entering into, renewing or extending a consulting arrangement with IMA Wealth. Retirement plans are also subject to additional fees and expenses for services provided by parties other than IMA Wealth. We are not responsible for the disclosures of any unrelated service providers.

Continuous Consulting Arrangement Fees

Our continuous consulting service fees are negotiated with you. The minimum annual fee arrangement we typically enter with new continuous service clients is \$5,000, payable quarterly in advance.

The specific way we bill for fees is established in our written agreement with you. We typically calculate your fee one of two ways:

As a percentage of Plan assets.

1. As a percentage of the Plan assets. Your Platform Provider or third-party administrator provides the value of plan assets at the beginning of each calendar quarter based upon the value of the Plan on the last day of the previous quarter or the average daily value. Quarterly fees are not adjusted at the end of the billing period due to inflows / outflows of plan assets that occurred during the calendar quarter. Our fee will be prorated in any partial calendar quarter, based on the actual number of days that our services were provided and the initial Plan value on the effective date of our consulting agreement.

Certain Platform Providers require that consulting fees you pass through to the plan as a qualified expense are paid to your investment adviser in arrears. Consulting fees payable in arrears are calculated as a percentage of plan assets at the end of each quarter based upon the quarter-end value of the Plan.

If your consulting fee is calculated as a percentage of plan asset values, you should carefully compare the Plan value used by IMA Wealth to calculate your fee to the Plan value shown on your custodian’s records. If you have any questions regarding your fee calculation or you believe there is a discrepancy, please contact us at the number located on the cover page of this brochure.

2. As a fixed fee. We also enter into fee arrangements other than one based upon a percentage of assets under advisement. This decision would be based on factors, including plan size, number of investment elections, and scope of the consulting services to be performed, among other considerations. These arrangements may be subject to adjustment according to terms accepted in writing by you. We will provide to you written confirmation of any adjustments made to our fee arrangement under the terms of our agreement. Your annual fee is billed quarterly in advance or arrears, at the beginning of each calendar quarter. Our fee will be prorated in any partial calendar quarter, based on the actual number of days that our services were provided.

Upon termination of our consulting agreement, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable to us. We will provide you with a statement showing how your final invoice or refund is calculated. Upon termination, we will have no obligation to recommend or take any further action regarding the Plan.

We typically negotiate separate fees if you ask us to provide additional services outside the scope of our written agreement. For example, we request an additional fee, plus out of pocket travel expenses, to conduct employee education events in excess of a certain number of days per year.

Limited Consulting Engagement Fees

Our limited consulting engagement fees are negotiated with you. This decision is based upon the nature of the services provided. We typically negotiate these fees using either:

- **A fixed fee** for a particular consulting project based on the nature of the project and the amount of time needed to complete the project. We generally request half of the fee to be paid upon accepting the consulting project with the balance due and payable upon completion.
- **A minimum hourly rate of \$250**, based on the nature and complexity of the work requested. We will present an hourly rate to you prior to beginning any work and, if possible, an estimated number of hours for completion of the job will be given. Hourly fees are due and payable as earned.

Limited consulting engagement fees and compensation may include a provision for travel expenses depending on, among other things, the nature of the project. We also typically negotiate separate fees if you ask us to provide additional services outside the scope of our written agreement.

Additional Fees and Expenses

As part of our investment advisory services to you we will recommend that you invest in mutual funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds. (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, refer to the *Brokerage Practices* section of this brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We provide retirement plan consulting services to qualified and non-qualified defined contribution plans established for employees of non-profit organizations, corporations, and other business entities.

In general, we do not require a minimum dollar amount to open and maintain an advisory account; however, we have the right to terminate your Account if it falls below a minimum size which, in our sole opinion, is too small to manage effectively.

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

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you: quantitative analysis, qualitative analysis, and modern portfolio theory.

Quantitative and Qualitative Analysis

We use a quantitative system and qualitative methodology to analyze, rank and review investment performance utilizing information from both fund management companies and from various outside, independent sources to obtain fund information inputs and analysis. Quantitative fund information is accumulated each quarter-end and weighted according to its significance to the management and evaluation of an investment fund.

Modern Portfolio Theory

Modern portfolio theory is a portfolio theory that determines the minimum level of risk for an expected return. It assumes that investors will favor a portfolio with a lower risk level over a higher risk level for the same level of return. A central part of modern portfolio theory is how an individual security impacts the risk and return profile of an entire portfolio. In providing this advice, we use various sources of data from research materials provided by investment data providers, financial publications, fund information, and other public information sources.

We advise clients to invest for the long term and take risks they are comfortable with to achieve their objectives.

For Plan Providers, we advise them to provide an array of investment choices to allow any of their employees the opportunity to develop a well-diversified portfolio that meets their individual investment needs, in keeping with modern portfolio theory. We usually advise against providing more speculative investment options within the retirement plan.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

We usually recommend well-known mutual funds.

Mutual Funds

Mutual funds provide additional disclosures specific to each individual fund. These disclosures can be found in the fund's prospectus. Clients should read each fund's prospectus to obtain additional information prior to choosing the funds to be included in the investment menu of their retirement

plan the funds to be included in the investment menu of their retirement plan. The fund's prospectus is generally available to you and to plan participants through your Platform Provider either on-line or by telephone request.

Stable Value Funds

Stable value funds are designed to preserve capital while providing steady, positive returns. They are often made available as an investment elective in retirement savings plans. While stable value funds are considered one of the lowest risk investments offered in retirement savings plans, it is important to be aware of certain risks. Clients should read each fund's prospectus to obtain additional information prior to choosing the funds to be included in the investment menu of their retirement plan the funds to be included in the investment menu of their retirement plan. The fund's prospectus is generally available to you and to plan participants through your Platform Provider either on-line or by telephone request.

Life-Cycle Funds

Life-cycle funds (also referred to as "aged-based funds" or "target-date funds") have two broad categories: "target date" and "target risk".

1. Target-date funds operate under an asset allocation formula that assumes retirement in a certain year and adjusts its asset allocation model as it gets closer to that year.
2. Target-risk funds are based on risk tolerance, and generally provide several risk levels from which to choose (for example, conservative, moderate, or aggressive). Life-cycle funds (both target-date and target risk) may provide performance results that vary considerably from their stated investment objectives. Portfolio allocation ranges can vary greatly from one life-cycle fund to another. Performance results may also vary considerably when compared to a peer group of life-cycle funds managed according to a similar objective.

Item 9 Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Item 10 Other Financial Industry Activities and Affiliations

IMA Wealth, Inc. is registered with the SEC as a broker-dealer and is a member of FINRA. We are also an insurance agency. Some of its principal executive officers are also engaged in the management of broker-dealer and insurance agency business. These individuals spend as much as 40% of their time involved in broker-dealer and insurance agency business. Our associated persons are typically registered both as an Investment Advisor Representative and as a FINRA Registered Representative and licensed in one or more states as an insurance agent.

IMA Wealth's broker-dealer and its representatives make available products for qualified and non-qualified employer-sponsored retirement plans (such as 401(k) plans) as the Plan's broker of record. Life insurance, disability insurance and long-term care insurance are also made available to our clients.

We do not buy or sell securities as principal or as agent for investment supervisory and consulting services clients. All securities transactions for your account are executed through and held in an account established by you with a custodian. However, if you wish to purchase life, long-term care, or disability insurance, or wish to hire a broker for an employer-sponsored retirement plan, we will offer these products to you as an agent of IMA Wealth's insurance agency or as a registered representative of IMA Wealth. If you purchase these products through IMA Wealth's insurance agency or broker-

dealer, our associated persons are eligible to receive a percentage of the commissions generated by these sales. You are under no obligation to purchase any products from us.

The IMA Financial Group, Inc. ("IMA") IMA is the parent company of IMA Wealth. IMA has numerous subsidiary corporations which are engaged in retail and wholesale insurance operations. If you need professional insurance services for yourself or your business, we will refer you to IMA and its subsidiaries. Should insurance products be purchased as a result of this referral, IMA Wealth's associated persons could be eligible to receive a percentage of the commissions generated by these sales. You are not obligated in any way to use IMA and its subsidiaries to purchase insurance products.

Individuals employed by IMA will receive compensation for referrals to IMA Wealth. These referrals and payments are made pursuant to agreements between IMA Wealth and such individuals. As stated above, you are not obligated to use IMA and its subsidiaries to purchase insurance products if you are a client of IMA Wealth as a result of such referral.

Referrals made by IMA Wealth's associated persons will be made in accordance with our privacy policy under SEC Regulation S-P. We will not disclose your personal information unless it is (1) required by law; (2) at your direction, or (3) permitted by law and necessary to provide you with our services.

Please see Item 14 ("Client Referrals and Other Compensation") for information about other referral arrangements between IMA Wealth and its affiliates.

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

Description of Our Code of Ethics

IMA Wealth, Inc. has adopted a Code of Ethics expressing our commitment to ethical conduct. Our Code of Ethics describes our fiduciary responsibilities to our Clients, and our procedures in supervising the personal securities transactions of our supervised persons who have access to information regarding Client recommendations or transactions ("access persons").

A copy of our Code of Ethics is available to our Clients and prospective Clients. You may request our Code of Ethics by contacting us at the number listed on the cover page of this brochure.

We owe a duty of loyalty, fairness, and good faith towards our Clients and have an obligation to adhere not only to the specific provisions of the Code of Ethics however also to the general principles that guide the Code. Our Code of Ethics includes policies and procedures for the review of our access persons' quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by IMA Wealth's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering.

Our Code also provides for oversight, enforcement, and recordkeeping provisions. Our Chief Compliance Officer may grant exceptions to certain provisions contained in the Code where we reasonably believe the interests of our Clients will not be materially adversely affected or compromised. Doubts arising in connection with personal securities trading should be resolved in favor of the Client even at the personal expense of our employees.

Our Code of Ethics prohibits the misuse of material non-public information. While we do not believe that we have any access to material non-public information regarding publicly traded companies that

would be subject to misuse, all employees are reminded that any such information may not be used in a personal or professional capacity. IMA Wealth and its principals, officers, affiliates, employees, and advisors may act as investment adviser for others, may manage funds or capital for others, may have, make and maintain investments in its or their own names, or may serve as an officer, director, consultant, partner, or stockholder of one or more investment partnerships or other businesses, subject to compliance with our Code of Ethics. In doing so, IMA Wealth or such persons may give advice, take action, and refrain from taking action, any of which may differ from advice given, action taken or not, or the timing of any action, for any particular Client.

Protecting the confidentiality of our customers' nonpublic information is important to IMA Wealth, Inc. We have instituted policies and procedures to ensure that nonpublic customer information is kept confidential. We do not disclose nonpublic personal information about our Clients or former Clients to any non-affiliated third parties, except as provided pursuant to our privacy policies or as required by or permitted by law. In the course of servicing a Client's account, we may share Client information with service providers, such as custodians, transfer agents, accountants, and attorneys.

Participation or Interest in Client Transactions

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Item 12 Brokerage Practices

This item is not applicable to Retirement Plan Consulting Services clients.

Item 13 Review of Accounts

Account reviews will be conducted for consulting clients who enter into an agreement with us to provide this service. For most of our Plan's, reviews are conducted on a quarterly basis. Reviews are conducted according to the schedule and frequency specified in our agreement with you.

A review of your Plan's current investment menu is one of the consulting services we are typically asked to provide. This may include a review of one or more of the following:

- Correlation matrix
- Overlap / duplication, holding intersection
- Expense Ratios (including 12b-1 revenue or wrap fee analysis, if applicable)
- Proprietary requirements/restrictions
- Participant utilization analysis
- QDIA (Qualified Default Investment Alternative) and 404 (c) compliance

Funds may be added to a watch or replacement status. This may occur when funds:

- decidedly stray from their investment styles;
- experience management and/or organizational changes;
- fail one or more of the initial quantitative screens used in selection; and/or
- have relative declines in their performance or risk rankings

Other factors may also be taken into consideration, including whether the entire category suffered a period of underperformance, availability of viable replacements within the menu, restrictions that would limit the ability to make a change, or other mitigating circumstances specific to the Plan.

Client Reports

Written reports for continuous consulting services are provided to you on a mutually agreed upon

schedule. Limited consulting engagement reports are provided to you within a reasonable time frame following the receipt of all requested information related to the Plan. The schedule and time frame are specified in our written advisory agreement with you. You are responsible for ensuring that we receive copies of all information related to the Plan necessary to perform our services. This may include a listing of current investment selections and the current dollar value of assets within each investment selection. Continuous consulting services clients typically receive a comprehensive report package illustrating absolute and relative performance of your retirement plan investment choices. These reports are in addition to those prepared by your Platform Provider.

Client Meetings

The frequency of meetings is dependent upon the consulting services we are engaged to perform and the features, size, and complexity of the retirement plan. The meeting schedule for continuous consulting services clients is typically determined with you based on factors such as plan size and relative complexity of your investment portfolio however will be scheduled no less than an annual basis for all plan clients. We are also available for interim meetings (conference calls and/or in-person) as may be required to fulfill our consulting engagement.

Item 14 Client Referrals and Other Compensation

Client Referrals

Some of our affiliated individuals also earn compensation based in whole or in part on (1) acquisition and retention of investment advisory client assets under management and (2) advisory fees paid to IMA Wealth. Should referred clients decide to hire IMA Wealth, these individuals will receive compensation. This is a conflict of interest because these affiliated individuals have an economic incentive to recommend the advisory services of IMA Wealth.

Other Compensation

IMA Wealth from time to time receives services from retirement plan service providers, including Platform Providers, which are intended to help us manage and further develop our business enterprise. These services may include:

- educational conferences and events
- publications, conferences and presentations on practice management, compliance, and marketing

Retirement plan service providers may also:

- make available, arrange and/or pay for these types of services to our firm by independent third parties
- discount or waive fees it would otherwise charge for some of these services
- pay all or a part of the fees of a third-party providing these services to our firm

We may also receive other benefits from retirement plan service providers, such as occasional business entertainment of our personnel.

Item 15 Custody

We do not have custody of assets held in qualified and/or non-qualified deferred compensation plans for which IMA Wealth services are limited to investment consulting services. We are not able to directly deduct our fee for consulting services provided to your Plan (as described in this Brochure) directly from the Plan assets.

Your Plan custodian maintains actual custody of Plan assets. You have direct access to plan

information and balances through your arrangement with your Plan custodian.

Item 16 Investment Discretion

IMA Wealth typically agrees to provide investment advice on either a non-discretionary or discretionary basis. The written Consulting Agreement we enter with you specifies the capacity in which we have been engaged.

Non-Discretionary Investment Advice

In our discretion, we will accept a non-discretionary arrangement pursuant to ERISA Section 3(21)(A)(ii). IMA Wealth would provide investment advice with respect to the specific investments we recommended to you in connection with the Services on behalf of the Plan, and only to the extent that our investment recommendations are actually implemented by you.

The Plan Fiduciary, under this arrangement, retains sole responsibility for determining whether to implement any recommendations from IMA Wealth. You are not required to implement any of the recommendations or otherwise conduct business through IMA Wealth and IMA Wealth has no responsibility for decisions made by you that are inconsistent with our advice.

Discretionary Investment Advice

IMA Wealth serves as an investment manager for the Plan within the meaning of ERISA § 3(38). Pursuant with the investment management agreement, the fiduciary investment responsibilities of IMA Wealth shall be limited to those of an investment manager and shall not include any other trustee responsibility as that term is defined under ERISA § 405(c)(3). IMA Wealth shall maintain a fidelity ERISA bond that covers its services as an investment manager to the extent required by ERISA.

The Plan's investment guidelines and restrictions must be provided to us in writing. When we provide investment advice to you on either a discretionary or non-discretionary basis, we observe written investment policies, limitations and restrictions established for the Plan. Clients may change or amend these investment policies, limitations and restrictions as required. Amendments must also be provided to us in writing.

Item 17 Voting Client Securities

Not applicable to services provided to qualified and non-qualified retirement plan consulting clients.

Item 18 Financial Information

SEC registered investment advisers are required in this Item to provide you with certain financial information or disclosures about the firm's financial condition. IMA Wealth is not required to disclose any financial information in this section of our disclosure brochure because we:

- do not require or solicit the prepayment of fees six months or more in advance of services rendered; do not have a financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to our clients; and
- have not been the subject of a bankruptcy proceeding at any time in the firm's history.