

Item 1 Cover Page

# Stewart Capital Advisors LLC

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March, 2021

Stewart Capital Advisors LLC's Form ADV Part 2 or Brochure, as required by the Investment Advisers Act of 1940, is a very important document between you and Stewart Capital Advisors LLC.

***This brochure provides information about the qualifications and business practices of Stewart Capital Advisors LLC. If you have any questions about the contents of this brochure, please contact us at 855.783.9227 or [www.stewartcap.com](http://www.stewartcap.com). 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 Stewart Capital Advisors LLC is available at the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov)***

Stewart Capital Advisors LLC is a registered investment adviser with the SEC. Our registration as an investment adviser does not imply any level of skill or training. The oral and written communications we provide to you, including this Brochure, are tools you may use to evaluate us (and other advisers) which are factors in your decision to hire us or to continue to maintain a mutually beneficial relationship with us.

## **Item 2 Material Changes**

1. No material changes have occurred since the last update of this brochure on March, 2020.
2. To obtain additional copies of this Brochure, please contact our chief compliance officer, Matthew S. Hardin or [mhardin@hardincompliance.com](mailto:mhardin@hardincompliance.com).

## Item 3 -Table of Contents

Item 1 – Cover Page	
Item 2 – Material Changes .....	2
Item 3 -Table of Contents .....	2
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation .....	3
Item 6 – Performance-Based Fees and Side-By-Side Management .....	4
Item 7 – Types of Clients .....	4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	5
Item 9 – Disciplinary Information .....	8
Item 10 – Other Financial Industry Activities and Affiliations .....	8
Item 11 – Code of Ethics.....	9
Item 12 – Brokerage Practices.....	9
Item 13 – Review of Accounts .....	12
Item 14 – Client Referrals and Other Compensation .....	13
Item 15 – Custody .....	13
Item 16 – Investment Discretion .....	13
Item 17 – Voting Client Securities (i.e., Proxy Voting) .....	13
Item 18 – Financial Information .....	14

## Item 4 - Advisory Business

Stewart Capital Advisors LLC ("SCA") became an SEC registered investment adviser as of May 2005 and is a wholly owned subsidiary of S&T Bank. S&T Bank has established a reputation amongst its customer base for high quality customer service and banking and investment products over its more than one hundred year life. SCA's primary office location is in Indiana, PA with secondary locations in Greensburg, PA and Pittsburgh, PA.

SCA currently provides investment advisory services to several institutional clients. Additionally, SCA provides investment subadvisory services to its affiliate S&T Bank. S&T Bank provides Trust services to its clients including the investment of securities of client portfolios that are managed on a discretionary basis by SCA in accordance with an Investment Policy Statement containing the client's stated investment objectives and risk tolerance.

As of December 31, 2020:

Discretionary Assets Under Management	\$ 1,027,914,537
Non-Discretionary Assets Under Management	\$0
Total	\$1,027,914,537

SCA has \$1,143,554,480 in Assets Under Advisement as of December 31, 2020.

SCA's first priority is protecting clients' money by staying within the spectrum of acceptable risk based on each client's specified risk tolerance. As a registered investment adviser subject to Section 206 of the Advisers Act, SCA acts as a fiduciary related to the conduct of its investment advisory services. As such, SCA has an obligation to act in the best interest of its clients guided by the core fiduciary duties of loyalty and care.

Under normal market conditions, SCA will invest primarily in large-cap, mid-cap and small-cap stocks. A portion of client assets may also be invested in fixed income investments. The percentage of assets allocated between equity and fixed income securities is flexible rather than fixed.

SCA uses fundamental research and stock selection processes to identify sectors and companies positioned to capitalize on certain themes. SCA may use one of several standardized portfolios (i.e., Mid Cap, All Cap, Large Cap Value, Fixed Income, Equity Income) in order to adequately address client needs. The portfolios were created to enable SCA to establish, trim and/or eliminate positions on a pro rata basis across all like managed accounts. Please refer to Item 8 below for more information about SCA's investment strategies.

SCA's portfolio managers allocate client assets among SCA's managed portfolios (listed above), various mutual fund and private fund investments as well as SCA's model portfolio

strategies and mutual fund asset allocation strategies described in Item 8 below. Additional information regarding SCA's managed portfolios is available upon request.

Clients may impose reasonable restrictions on their account and/or place trades as a result of their own personal research, needs and desires. If, in the opinion of SCA, a restriction or a client directed trade would subject the client's portfolio to risks that are contrary to the client's Investment Policy Statement, SCA may request additional information from the client and/or S&T Bank. SCA would not be responsible for any gains or losses incurred by clients as a result of any restrictions and/or trades directed by them.

Trades on behalf of SCA's clients are placed through any of the brokers on SCA's Approved Brokers List. This list is updated on a semi-annual basis by the Investment Policy and Strategy Committee. Please refer to Item 12 for more information regarding the Investment Policy and Strategy Committee and SCA's brokerage practices.

### **Retirement Plan Services**

SCA may provide certain investment management or investment advisory services to employer-sponsored retirement plans ("Retirement Plan"). The terms of any such services are governed by the contract between the Plan Sponsors and SCA and may differ from the Institutional Clients fee schedules shown below.

SCA acts as a fiduciary of Retirement Plan assets under Section 3(21) of ERISA by providing Plan level non-discretionary investment advisory services regarding the asset classes and investment alternatives available within a particular Retirement Plan. SCA will provide recommendations to the Plan Sponsor who will retain the final decision-making authority regarding the selection, retention, addition and removal of investment options. SCA may also act as a fiduciary of Plan assets under Section 3(38) of ERISA. In this case SCA, through their agreement with the Plan Sponsor, provides its managed portfolios as options within the Plan and has full discretionary authority over the investment of Plan assets.

### **Product Platforms:**

SCA may enter into separate agreements with other unaffiliated financial institutions (the "Platform Sponsors") enabling them to offer any of SCA's model portfolios to their clients ("Platform Clients") via their product platforms. Pursuant to the terms of the agreements with the Platform Sponsors, SCA continuously reviews, supervises and administers the portfolios as well as provides ongoing investment management services with respect to the assets of Platform Clients. SCA has full discretionary authority over those assets and will execute transactions on behalf of a Platform Client in accordance with the model portfolio chosen by them.

Through the Product Platform service described above, no personalized investment advice is provided by SCA to the Platform Sponsors/Financial Institution or any of their clients. In the event that a client chooses to invest in one of SCA's model portfolios, SCA will receive a fee directly from the Platform Sponsor/Financial Institution. The terms of any such fee

arrangement are governed by the contract between the Platform Sponsor/Financial Institution and SCA and may differ from the fee schedules shown below.

## Item 5 – Fees and Compensation

### Institutional Clients:

The annual investment management fee applicable to SCA's institutional clients for an investment in SCA's managed portfolios is as follows:

	<b>Mid Cap Portfolio</b>	<b>All Cap Portfolio</b>	<b>Large Cap Value Portfolio</b>	<b>Fixed Income Portfolio</b>	<b>Enhanced Cash Portfolio</b>
First \$10 million	0.80%	0.70%	0.70%	0.35%	0.25%
Next \$20 million	0.70%	0.60%	0.60%	0.25%	0.25%
Thereafter	0.60%	0.50%	0.50%	0.15%	0.10%

Certain S&T Trust institutional clients have transitioned to advisory clients of SCA. The fees for such services may be in excess of the above fee breakpoint schedule with a maximum annual fee of 0.85% which is less than an S&T Trust client would pay. This fee schedule is not actively marketed or offered to prospective institutional clients of SCA. The terms of any such arrangement is documented in the Investment Management Agreement signed by the client and SCA at the time of account opening.

SCA charges fees for investment management services on a quarterly and/or monthly basis, in arrears or advance, based on the value of each client's account on the last day of the preceding period. SCA trades primarily in securities for which valuation information is readily available from the custodian. From time to time, portfolios will hold securities/assets for which a value is not readily available, including private funds. In such cases, SCA will attempt to secure pricing information from the private fund recordkeeper and/or reliable external sources. With respect to assets held in the custody of S&T Bank, SCA personnel will coordinate its efforts with S&T Bank's Trust Operations group.

Clients may provide a letter of instruction to their custodian to pay all invoices submitted by SCA. Currently, SCA does not compel payment of the fee from account assets without client direction to the custodian to do so. A minimum annual fee of \$10,000 will be charged to all clients of SCA. Notwithstanding the above schedules, SCA reserves the right to deviate from the schedule on a case-by-case basis in its sole discretion.

Clients may terminate their relationship with SCA at any time, by providing 30 days written notification to SCA. At the time of termination, client assets will no longer be reallocated and will remain in the current allocation as of the date of termination. All clients are responsible for paying for services rendered until the termination date. If fees are paid in advance, clients will be refunded any unearned fees.

With respect to the fees charged to S&T Bank, SCA will assess its fees for investment management services on a monthly basis, in arrears, based on the cumulative value of all S&T Bank Trust accounts assets under management. SCA calculates the fee and submits an invoice to S&T Bank based on the fee schedule that is included in the advisory agreement between SCA and S&T Bank.

Finally, SCA's portfolio managers may be entitled to performance bonuses based on their individual contributions to the investment process and the outperformance of SCA's managed portfolios. Because SCA's portfolio managers recommend the Firm's managed portfolios to clients, a conflict of interest is created due to the fact that the portfolio managers are entitled to receive compensation based on the value and performance of such assets. SCA's portfolio managers will invest client assets in one or more of the Firm's managed portfolios only if deemed appropriate based on the client's Investment Policy Statement.

SCA may purchase mutual funds, private funds and/or money market funds that have fees associated with them, which are not included in the above fee schedules. These fees will be charged separately and are in addition to the fees charged by SCA. SCA does not receive any portion of the fees paid by a client to any other third party. In addition, clients are responsible for any charges, commissions or fees imposed by mutual funds, ETFs, retirement plans, other investment vehicles, broker-dealers or Platform Sponsors. Clients may also purchase shares of these products without retaining SCA as their investment adviser.

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

SCA does not charge performance-based fees.

## **Item 7 – Types of Clients**

SCA requires a minimum investment of \$250,000; however, the Firm reserves the right to accept lower amounts. SCA currently provides investment management services to the following types of clients:

- Banking or Thrift Institutions;
- Pension and Profit Sharing Plans;
- Foundations and Endowments;
- Public and/or Taft Hartley Plans;
- Corporations; and
- Individuals and High Net Worth Individuals

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

Prior to opening any new account, SCA will ensure that an Investment Management Agreement is completed. SCA uses a new account checklist to ensure delivery/receipt of all required information to and from the client. SCA's management of accounts is guided by the stated objectives and restrictions of each client as reflected in the Agreement and/or the Investment Policy Statement setting forth the terms and conditions under which SCA renders its services.

SCA's portfolio managers determine the assets to be held, sold or purchased based on the mandates of the Firm's managed portfolios as well as each client's Investment Policy Statement. SCA utilizes its own research and stock selection with a focus on business valuation.

### Investment Strategies:

SCA primarily utilizes the following model portfolio strategies when managing client assets.

Mid Cap Portfolio:	The objective of the mid cap strategy is to invest in a diversified group of equities with market capitalizations between \$1 billion and \$10 billion at the time of purchase.
All Cap Portfolio:	The objective of the all cap strategy is to invest in a diversified portfolio of equities across all market capitalizations.
Large Cap Value Portfolio:	The objective of the large cap value strategy is to invest in a diversified group of equities whose market capitalization exceeds \$10 billion at the time of purchase.
Fixed Income Portfolio:	The objective of the fixed income strategy is to invest in investment-grade fixed income securities across multiple sectors.
Equity Income Portfolio:	The objective of the equity income strategy is to invest in a diversified group of equities with dividend yields that exceed that of the Dow Jones U.S. Select Dividend Index at the time of purchase.
Enhanced Cash Portfolio	The objective of the enhanced cash strategy is to invest in a diversified strategy of short-term securities, such as government agencies, commercial paper, and taxable municipal bonds.

In addition, SCA has created the following Model Portfolio Composites and Mutual Fund Asset Allocation Composites that are available for investment as part of the Firm's Retirement Plan Services and through the advisory relationship with S&T Bank:

Conservative (Income):	The Conservative Composite contains discretionary portfolios that invest in a variety of fixed income and equity securities. Securities and/or mutual funds with an investment objective of Income are included in the composite.
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Moderate Conservative: (Income w/ Growth)	The Moderate Conservative Composite contains discretionary portfolios that invest in a variety of fixed income and equity securities. Securities and/or mutual funds with an investment objective of Income w/ Growth are included in the composite.
Moderate (Balanced):	The Moderate Composite contains discretionary portfolios that invest in a variety of fixed income and equity securities. Securities and/or mutual funds with an investment objective of Balanced are included in the composite.
Moderate Aggressive: (Growth w/ Income)	The Moderate Aggressive Composite contains discretionary portfolios that invest in a variety of fixed income and equity securities. Securities and/or mutual funds with an investment objective of Growth w/ Income are included in the composite.
Aggressive (Growth):	The Aggressive Composite contains discretionary portfolios that invest in a variety of fixed income and equity securities. Only portfolios with an investment objective of Growth are included in the composite.

SCA primarily invests in equities, fixed income securities, mutual funds, exchange traded funds ("ETFs") through its managed portfolios and asset allocation strategies. Stocks are considered for purchase when they are trading below a calculated value. Stocks are examined for review when they meet or exceed target values or when they underperform a relevant market index by a specific amount over varying time periods. SCA will sell a stock when it believes the stock becomes fairly valued, the stock can be replaced with a better risk/reward opportunity, the stock declines substantially in price or the stock is subject to a merger or acquisition. SCA determines that a company's intrinsic value has been fully realized by comparing current enterprise value (equity plus outstanding debt at market value) with its discounted estimate of future cash flows.

For mutual funds and ETFs, specific analysis may include a review of the fund's management team, the fund's historical risk and return characteristics and any other factors considered relevant. This analysis may vary according to the strategy of the portfolio and the universe of securities available.

SCA may also invest in privately held limited partnerships. Investments in privately held limited partnerships involve risks that differ from an investment in other publicly traded securities. Holders must meet certain eligibility requirements for investment and have more limited control and limited rights to vote on matters affecting the partnership. There are also certain tax risks associated with an investment in units of privately held securities.

SCA's Investment Policy and Strategy Committee is responsible for establishing the specific strategies relating to the Firm's managed portfolios and asset allocations as well as monitoring the resulting investment performance on behalf of all of the Firm's clients. The Committee is also responsible for establishing policies for reviewing SCA's trading and brokerage practices to ensure that they conform to all applicable legal and regulatory requirements and any other standards established by SCA. The Committee shall be composed of at least the Chief Investment Officer and all portfolio managers and shall meet at least once a month. The responsibilities of the Committee may include:

- Review asset allocations.
- Approve and monitor investment recommendations.
- Approve new investment techniques or strategies (e.g., use of derivatives).
- Vote proxies as required.
- Review and approve policies and procedures related to portfolio management and best execution.
- Review and approve a list of broker-dealers with which brokerage transactions may be placed.
- Approve new brokers.
- Review reports concerning trade errors.
- Document its findings and determinations and communicate its decisions to the appropriate personnel of SCA.

**Risks:**

All investments in securities include a risk of loss of your principal (invested amount) and any profits that have not been realized. Stock markets and bond markets can fluctuate substantially over time. In addition, the performance of any investment is not guaranteed. SCA will manage client assets to the best of the Firm's ability; however, SCA cannot guarantee any level of performance or that clients will not experience a loss of account assets.

Equity (Stock) Risks - Common stocks are subject to general stock market fluctuations and to volatile increases and decreases in value as market confidence and perception of their issuers change. There is also a certain level of company or industry specific risk that is inherent in each investment. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry.

ETF Risks - The performance of ETFs is subject to market risk, including the possible loss of principal. The price of the ETFs will fluctuate with the price of the underlying securities that make up the funds. In addition, ETFs have a trading risk based on the loss of cost efficiency if the ETFs are traded actively and a liquidity risk if the ETFs has a large bid-ask spread and low trading volume. The price of an ETF fluctuates based upon the market movements and may dissociate from the index being tracked by the ETF or the price of the underlying investments. An ETF purchased or sold at one point in the day may have a different price than the same ETF purchased or sold a short time later.

Mutual Fund Risks - The performance of mutual funds is subject to market risk, including the possible loss of principal. The price of the mutual funds will fluctuate with the value of the underlying securities that make up the funds. The price of a mutual fund is typically set daily therefore a mutual fund purchased at one point in the day will typically have the same price as a mutual fund purchased later that same day.

Credit Risk - Credit risk typically applies to debt investments such as corporate, municipal, and sovereign fixed income or bonds. A bond issuing entity can experience a credit event that could impair or erase the value of an issuer's securities held by a client.

Small and Medium Cap Company Risk - Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies face a greater risk of business failure, which could increase the volatility of the portfolio.

Public Health Risk - Certain countries have been susceptible to epidemics, such as severe acute respiratory syndrome, avian flu, H1N1/09 flu, and, most recently, the coronavirus. The outbreak of an infectious disease or any other serious public health concern, together with any resulting restrictions on travel or quarantines imposed, has a negative impact on the economy, and business activity in any of the countries in which the Adviser may invest and thereby adversely affect the performance of the client account.

## **Item 9 – Disciplinary Information**

SCA does not have any legal, financial or other “disciplinary” items to report. SCA is required to disclose any disciplinary event that would be material to clients when opening an account or promptly upon discovery of such an event/item. This statement applies to the Firm, and every employee.

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

SCA manages equity portfolios for S&T Bank and provides investment management services to S&T Bank’s Thrift Plan, both affiliates of SCA. SCA is a wholly-owned subsidiary of S&T Bank. S&T Bank is a wholly owned subsidiary of S&T Bancorp.

Malcolm E. Polley, president and chief investment officer of SCA, serves as executive vice president of S&T Bank.

Matthew S. Hardin is a securities attorney and is licensed to practice law in Pennsylvania, Missouri and Illinois. Mr. Hardin owns Hardin Law Group LLC, a law firm based in Pennsylvania. In addition, Mr. Hardin is an equity owner of Hardin Compliance Consulting LLC, a firm specializing in providing regulatory compliance consulting services to registered investment advisers, broker-dealers, investment companies and private funds. Mr. Hardin serves as Chief Compliance Officer (CCO) of SCA.

## **Item 11 – Code of Ethics**

SCA has adopted a Code of Ethics which contains internal controls for the supervision of potential conflicts of interest and controls for providing disclosures to clients and maintaining the confidentiality of all information provided to SCA by our clients. In addition, the Code addresses the personal securities trading activities of all employees in an effort to detect and prevent illegal or improper personal securities transactions. The interests of client accounts will at all times be placed first and all employee personal securities transactions will be conducted in such a manner as to avoid any actual or perceived conflicts of interest.

Employees of SCA may personally hold, for their own accounts, securities purchased or held by clients or by the Firm in its managed portfolios. Employees are prohibited from buying/selling securities that are in client accounts or are being contemplated to be in client accounts. Additionally, requests to invest in IPO's or Limited Offerings must be sent to the CCO for pre-approval. All such requests will be considered on a case-by-case basis. Employees shall use their best judgment and will not take into consideration their own financial situation when providing investment advice.

SCA requires all employees to sign an Acknowledgement of Receipt of the Code at the time of hire, as amended and annually thereafter. Clients may request a complete copy of SCA's Code of Ethics by contacting the CCO at the address, telephone number and/or email on the cover page.

CFA Charter holders and Candidates of the CFA of the Firm must abide by the CFA Institute Code of Ethics and Standards of Professional Conduct, which are fundamental to the values of CFA Institute and essential to achieving its mission to lead the investment profession globally by promoting the highest standards of ethics, education, and professional excellence for the ultimate benefit of society.

## **Item 12 – Brokerage Practices**

### **Broker-Dealer Selection:**

SCA has the authority to determine the broker-dealer to be used for the purchase and sale of securities in client accounts. SCA will make its determinations regarding which broker-dealer to use on the basis of best execution and in making such determinations may consider, among other things, the value of research or other products or services received from a particular broker-dealer as well as the following factors:

- Quality of overall execution services provided by the broker-dealer;
- Promptness of execution;
- Liquidity of the market for the security in question;
- Provision of dedicated telephone lines;
- Creditworthiness, business reputation and reliability of the broker-dealer;
- Ability and willingness to correct trade errors;
- Ability to access various market centers, including the market where the security trades;
- The broker-dealer's facilities, including any software or hardware provided;
- Any specialized expertise the broker-dealer may have in executing trades for the particular type of security;
- Commission rates; and
- Soft dollar practices of the broker-dealer.

SCA's portfolio managers may only trade with the broker-dealers that are included on the Approved Brokers List. A request to include any new broker-dealers on the List must be submitted to the CCO, the CIO and the Chief Portfolio Strategist for initial approval. The CCO will perform a due diligence review using financial and qualitative information and will present any relevant findings to the Management Committee for consideration. Once a decision is made to approve the addition of a new broker-dealer to the List, an updated Approved Brokers List is ratified by the Investment Policy and Strategy Committee and is provided to all portfolio managers. On a semi-annual basis, additional due diligence is completed and the Investment Policy and Strategy Committee re-evaluates and/or ratifies the continued approval of the broker-dealers on the Approved Brokers List.

#### **Additional Benefits:**

SCA's Soft Dollar Committee is comprised of individuals who are employees and/or officers of SCA. The Soft Dollar Committee maintains a master list of products and services that are paid for using the soft dollars generated by clients' accounts. Such products and services that benefit SCA may not directly benefit client accounts and may include such things as research and software applications (e.g., Bloomberg) that are utilized by SCA in servicing client accounts including accounts not custodied at S&T Bank. SCA may take into account the availability of some of the foregoing products and services as part of the total mix of factors it considers in determining the broker to be utilized for client transactions. This creates a

conflict of interest as SCA has an incentive to select or recommend a broker-dealer based on our interest in receiving the research or other products or services.

The Soft Dollar Committee's continuous review and management of these arrangements minimizes conflicts of interest as one of the many responsibilities of the Soft Dollar Committee is to seek best execution for all client transactions. Where a product or service has a mixed use (such as computer hardware), the Committee will determine what portion of each product/service will be paid for using dollars eligible under the safe harbor (soft dollars) and those that are not eligible (hard dollars).

**Aggregation of Orders:**

Given SCA's portfolio driven system, positions often are established, trimmed or eliminated on a pro-rata basis across all like managed accounts. SCA's policy is to combine purchase or sales orders of the same security for more than one client in order that:

- The resulting benefits in price and broker-dealer charges are applied on a pro-rata or average basis to the accounts involved in the transaction if the entire order can be executed; and
- Each transaction is pro-rated equally across all accounts involved in the transaction if the entire order cannot be executed.

Client accounts are managed and traded individually. Orders of two or more clients may be bunched only if SCA has determined, on an individual basis that the transaction is in the best interests of each client participating in the order, is consistent with SCA's duty to obtain best execution, and is consistent with the terms of Investment Policy Statement for each client.

**Internal Cross Transactions:**

From time to time, SCA will engage in internal cross transactions when, in SCA's judgement, it is in the best interest of each client participating in the transaction. SCA acknowledges its fiduciary duty to seek best execution for its clients and acknowledges that the use of cross transactions may raise potential conflicts of interest under the Investment Advisers Act of 1940, Section 206(3) and Section 206(4). Cross trades will be executed through client consent in the investment advisory agreement, and will adhere to applicable client contractual restrictions.

Cross transactions will only be initiated when a liquidation of a bond is required due to a) rebalancing of client portfolios, b) raising cash through the sale of bonds, c) re-allocating of assets to adhere to client's objectives, or d) where factors involving the liquidity of the cross-traded bond and its price in the market is such that the cross-trade will be more advantageous to both the buyer and seller. By crossing the transaction internally between two accounts, the adviser can save both accounts the brokerage commissions or brokerage "markup/mark-downs" that would be charged in a transaction effected on the open market and/or sale and

purchase of securities with limited availability. SCA receives no financial remuneration in cross transactions. SCA will not engage in cross transactions with its ERISA accounts.

**Directed Brokerage:**

Clients may enter into any client directed brokerage arrangements. However, if the client directs brokerage, SCA may not be able to achieve most favorable execution of transactions or negotiate commissions, and may not be able to obtain volume discounts. Further, directing brokerage may cost the client more money, and a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients. SCA does not engage in Principal Trading or Agency Cross Transactions.

**Mutual Fund Share Class Selection:**

Mutual funds generally offer multiple share classes available for investment based upon certain eligibility and/or purchase requirements. For instance, in addition to retail share classes (typically referred to as class A, class B and class C shares), funds may also offer institutional share classes or other share classes that are specifically designed for purchase by investors who meet certain specified eligibility criteria, including, for example, whether an account meets certain minimum dollar amount. Institutional share classes usually have a lower expense ratio than other share classes. When recommending investments in mutual funds, it is our policy to review and consider available share classes. The Firm's policy is to select the most appropriate share classes based on various factors including but not limited to: minimum investment requirements, trading restrictions, internal expense structure, transaction charges, availability and other factors. When considering all the appropriate factors we can select a share class other than the 'lowest cost' share class. In order to select the most appropriate share class, we consider retail, institutional or other share classes of the same mutual fund. Regardless of such considerations, clients should not assume that they will be invested in the share class with the lowest possible expense ratio. Clients should ask their adviser whether a lower cost share class is available instead of those selected by the Firm. We periodically review the mutual funds held in client accounts to select the most appropriate share classes in light of its duty to obtain best execution.

**Item 13 – Review of Accounts**

The portfolio managers and/or the chief investment officer of SCA review each account on at least an annual basis. On a more frequent basis, various triggering factors can occur which necessitate the review of client accounts by the portfolio managers and/or the Investment Policy and Strategy Committee. In addition, the Committee provides general oversight of the individual portfolio managers and may make investment recommendations and decisions for client accounts. Clients receive account statements at least quarterly from the custodian with more frequent reporting provided by SCA at the request of the client. Clients receive a full report of account performance on at least an annual basis.

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

SCA does not participate in any third-party client solicitation or referral arrangements.

## **Item 15 – Custody**

SCA does not maintain custody of client funds and/or securities except to the extent that SCA may directly debit fees from clients' accounts. SCA's affiliate, S&T Bank, does maintain custody of its clients' funds and/or securities, a portion of which may be managed by SCA. In addition, S&T Bank may utilize an unaffiliated qualified custodian to hold client funds and/or securities.

In addition to the account statements provided to clients by SCA (on an as requested basis), clients will receive account statements directly from their custodian at least quarterly. SCA urges clients to compare the account statements received from the custodian with the account statements provided by SCA.

## **Item 16 – Investment Discretion**

With respect to the Firm's managed assets, SCA has the authority to determine, without obtaining specific client consent, the securities to be bought and sold in client accounts and the amount of such securities to be bought and sold. Any activity in client accounts will be made only in accordance with each client's previously stated investment objectives and risk tolerance.

## **Item 17 – Voting Client Securities (i.e., Proxy Voting)**

SCA votes proxies as required for client accounts where the power has been granted by such clients. SCA's guiding principle is to do what we believe to be in the best interest of shareholders when voting proxies. SCA has contracted with an unaffiliated proxy voting service to provide analysis and recommendations regarding all proxies received by SCA. SCA relies on the proxy voting service to vote all routine proxies in accordance with the Firm's proxy voting policies. However, in order to ensure that the proxy voting service adheres to SCA's proxy voting guidelines, the Investment Policy and Strategy Committee reviews all recommendations from the proxy voting service prior to the relevant voting deadline. In the event of any non-routine matter or in the case of a conflict of interest, the Investment Policy and Strategy Committee will receive recommendations from the proxy voting service and will vote the proxy separately.

A full copy of SCA's proxy voting policies, as well as information regarding how a particular issue was voted, is available by contacting the CCO at the address, telephone number and/or email on the cover page.

## **Item 18 – Financial Information**

SCA does not require prepayment of investment management fees; therefore, the Firm is not required to provide an audited financial statement.