



**Gibson Capital, LLC**  
REGISTERED INVESTMENT ADVISER

## FORM ADV PART 2A

MARCH 30, 2021

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**This brochure provides information about the qualifications and business practices of Gibson Capital, LLC. If you have any questions about the content of the brochure, please contact us at 724-934-3200.**

**Neither the United States Securities and Exchange Commission nor any state securities authority has approved or verified the information in this brochure.**

**Additional information about Gibson Capital, LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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[www.gibsoncapital.com](http://www.gibsoncapital.com)

Suite 2200 | 6600 Brooktree Court | Wexford, PA 15090  
T 724.934.3200 | F 724.934.3201

## **Item 2 - Material Changes**

On July 28, 2010, the Securities and Exchange Commission (SEC) adopted a series of significant amendments to the current version of Form ADV Part 2, commonly referred to as an advisor's "brochure". The intended result of the amendments was to provide investors with a more accessible and useful description of the advisor's business. This document's structure is essentially the same as the previous versions we have produced since the amendments went into effect.

This Form ADV Part 2A, dated March 30, 2021, is a document that we have prepared according to the SEC's current requirements.

We made one material change since our last brochure update on March 31, 2020.

As part of our succession plan, principal ownership of Gibson Capital, LLC was transferred from Gibson Capital Management, Ltd. to a group of Next Generation owners through the sale of firm Ownership Units. Please see page 1 for more information.

### **Item 3 - Table of Contents**

Item 1 – Cover Page	i
Item 2 - Material Changes	ii
Item 3 - Table of Contents	iii
Item 4 - Advisory Business	1
Item 5 - Fees and Compensation	2
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	6
Item 10 - Other Financial Industry Activities and Affiliations	6
Item 11 - Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	6
Item 12 - Brokerage Practices	7
Item 13 - Review of Accounts	9
Item 14 - Client Referrals and Other Compensation	10
Item 15 - Custody	10
Item 16 - Investment Discretion	10
Item 17 - Voting Client Securities	10
Item 18 - Financial Information	11

#### **Item 4 - Advisory Business**

- A. Gibson Capital, LLC (Gibson) is an SEC Registered Investment Advisor<sup>1</sup> based in Wexford, Pennsylvania. The firm was founded in 1989 as Gibson Capital Management, Ltd. ("GCM") by our Co-Chairman, Roger C. Gibson. The firm transitioned its operations from its original S Corporation structure to an LLC in 2008, otherwise comprising the same business and investment operations. The transition was completed with the transfer of all clients to the new entity in March 2009.

As part of our succession plan, on December 30, 2020, GCM sold Ownership Units in Gibson Capital, LLC to a group of five Next Generation ("Next Gen") owners. In this transaction, principal ownership transferred from GCM to the Next Gen group as a whole. As a result of the sale, no single person owns 25% or more of Gibson Capital, LLC.

- B. Gibson provides investment advisory services, based on a strategic asset allocation approach, to high net worth individuals, foundations, and retirement plans nationwide. Since our inception, we have operated as a fee-only, open architecture firm. We have no proprietary products and none of the associated conflicts of interest. We design and implement customized client portfolios with the freedom to recommend an appropriate mix of investment alternatives based on the individual needs of our clients.

Our advisory business consists primarily of ongoing investment advisory services. For the typical client, these services include:

- review of current financial situation
- collaborative investment education and decision-making process
- development of appropriate, customized portfolio structure
- documentation of approved strategy in an investment policy statement
- implementation and ongoing management of the portfolio
- ongoing monitoring of the investment recommendations used for implementation
- investment performance, tax, and other reporting
- coordination with other client advisors, such as attorneys and accountants
- ongoing review and communication to ensure that the strategy remains appropriate
- related planning and modeling

We also, from time to time, may provide investment advice of a more limited nature to clients who do not require ongoing investment advisory services. In these cases, we may provide consulting services tailored to the needs of the client.

- C. Gibson tailors its services and portfolios to the individual needs of the client. We do not utilize model portfolios. We involve our clients in the investment decision-making process. Our collaborative process actively guides clients through a systematic series of portfolio decisions, resulting in a customized investment strategy. The process results in the preparation of a formal Investment Policy Statement (IPS). The IPS serves as the operating manual for the portfolio and documents:
- client's investment objective
  - client's asset allocation decisions
  - portfolio risk/return characteristics
  - level of discretion granted by the client to the advisor
  - duties and responsibilities of those involved in the investment process

Clients may impose restrictions or preferences for certain securities or types of securities. We will document these choices in the IPS and incorporate them into the investment strategy.

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<sup>1</sup> Registration with the SEC as an Investment Adviser does not imply any certain level of skill or training.

We also work with clients to customize the content of our meetings and reporting to best meet their unique needs.

- D. Gibson does not participate in wrap fee programs.
- E. As of December 31, 2020, our client assets under management<sup>2</sup> totaled \$1,985,226,687. Of that total, we managed, on a discretionary basis, \$1,845,167,821 in client assets. Non-discretionary client assets totaled \$113,058,866<sup>3</sup>.

## **Item 5 - Fees and Compensation**

- A. Gibson is a fee-only investment advisor. We have a strict policy prohibiting the creation of proprietary investment products. We do not receive compensation from any investment vehicle. We have no soft dollar arrangements (see Item 12) with any money manager or broker-dealer. We receive fees solely from our clients and therefore are free from any potential conflicts of interest that other forms of compensation might create.

We charge an asset-based fee for ongoing investment advisory services. We calculate the fee for each billing period based on the market value of the client's assets under management (AUM) as of the last day of the immediately preceding billing period. No fee is based on capital gains or capital appreciation of assets.

Our basic fee schedule is:

- Minimum annual fee of \$15,000
- .7% on the first \$4,000,000 of assets
- .5% on the next \$4,000,000 of assets
- .3% on the next \$4,000,000 of assets
- .2% on the excess over \$12,000,000 of assets

We maintain a separate eleemosynary fee schedule for applicable charitable accounts as follows:

- Minimum annual fee of \$15,000
- .7% on the first \$4,000,000 of assets
- .5% on the next \$4,000,000 of assets
- .1% on the excess over \$8,000,000 of assets

While the above fee schedule is not negotiable, some circumstances will result in a variation on our implementation of the basic schedules above. For example, a family relationship will, under certain circumstances, be aggregated for billing purposes, resulting in more advantageous billing tiers for their combined AUM.

In limited situations, and in Gibson's sole discretion, for clients whose level of assets would make our minimum fee prohibitive, we have established the following schedule:

- Base fee of \$3,000 plus
- .7% of all assets

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<sup>2</sup> For this disclosure, our "client assets under management" figure differs from the "regulatory assets under management" figure required for Item 5.F in Form ADV Part 1A. The figure we publish here does not include accounts for which we receive no compensation and does include accounts for which we may not provide "continuous and regular supervisory or management services" as strictly defined by the SEC.

<sup>3</sup> The definition of "discretionary basis" used here is consistent with the SEC definition in Form ADV Part 1. This broad definition defines discretion as any situation where an LPOA exists and does not reflect additional restrictions placed on our discretionary authority by a client via the IPS or Advisory Agreement.

We monitor the amount of each of these client's assets and will recommend a transition to our basic fee schedule when we believe it would be in the client's best interest to do so. In addition to the fee schedules described above, we apply a separate fee schedule to certain clients that are qualified, participant-directed retirement plans. We design portfolio options for the plans within a structure that integrates custodial services with plan recordkeeping and administration, performance reporting, participant changes in investment elections, option rebalancing, and other related services. The fee schedule for these qualified plans is:

- One time set-up fee of \$5,000
- .50% on the first \$5,000,000 of assets
- .25% on the next \$35,000,000 of assets
- .15% on the excess over \$40,000,000 of assets

As described in Item 4.B., we may, from time to time, provide investment consulting services. Fees for these services are negotiable and may be charged on a flat-fee or hourly basis. We do not charge fees based on a share of capital gains or capital appreciation of assets.

- B. Gibson's clients generally authorize the custodian to accept instructions from us to directly debit our fees from their accounts on a quarterly basis. For accounts that are debited directly:
- The client signs an authorization permitting our fees to be paid directly from the client's account held by an independent custodian or trustee.
  - We send to the client an invoice showing the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the advisor's fee was calculated.
  - The custodian or trustee agrees to send to the client a statement, at least quarterly, indicating all amounts disbursed from the account, including the amount of the advisory fees paid directly to us.
  - We advise clients that they are responsible for verifying the accuracy of the fee calculation and that the custodian will not determine that the fee is properly calculated.

Under some circumstances, we may agree to vary the payment method or frequency of billing. In general, we bill client fees in advance of services (see Item 5.D.).

Qualified retirement plan clients may choose the manner and method of fee payment from these two payment options:

- Payment by the plan. The plan pays the advisory fees on a quarterly basis according to the terms of the plan's recordkeeping service agreement. The recordkeeper collects the fee and remits payment to us. We charge these fees in arrears based on the market value of all billable plan accounts on the last day of the immediately preceding calendar quarter.
- Payment by the plan sponsor. We invoice the plan sponsor quarterly, in advance, based on the market value of all billable plan accounts as of the last day of the immediately preceding calendar quarter.

- C. Gibson's advisory fees are separate from fees and expenses that custodians and investment companies may charge. We implement investment strategies using lower-cost "no-load" mutual funds and/or exchange traded funds wherever possible. We evaluate the overall cost structure of each fund during our due diligence process prior to recommendation as an investment option for our clients. Clients can expect to pay asset-based fees payable to qualified custodians and/or commissions for certain trades placed with brokers. We negotiate these fees and commissions on behalf of our clients to keep expenses as low as possible. Clients utilizing separate account managers also will incur separate advisory fees charged by the managers. Please refer to Brokerage Practices, Item 12.

D. Gibson bills in advance for most of its advisory fees.

Upon termination of an advisory relationship:

- For those clients paying in advance, we promptly refund to the client any unearned fees paid by the client. We determine the unearned portion of the fee by dividing the number of days remaining in the billing period (beyond the termination date) by the total number of days in the billing period.
- Qualified retirement plan clients paying in arrears pay a prorated fee based on the number of days in the preceding quarter for which we supplied advisory services.

The client may rescind the investment advisory relationship within five (5) calendar days of initial execution, either orally or in writing, and we will promptly refund all monies paid by the client. Thereafter, either party may terminate the professional relationship upon reasonable written or verbal notice.

E. We receive fees solely from our clients. Neither Gibson nor any of its supervised persons receive compensation from any investment vehicle. We have no soft dollar arrangements (see Item 12) with any money manager or broker-dealer.

## **Item 6 - Performance-Based Fees and Side-by-Side Management**

Neither Gibson nor any of our supervised persons accepts performance-based fees. No fee is based on capital gains or capital appreciation of assets.

We do not offer proprietary products such as a mutual fund or hedge fund. Therefore, by definition, we do not engage in side-by-side management.

Side-by-side management is the practice in which the same fund manager simultaneously manages similar portfolios: one a hedge fund and one a mutual fund. Because hedge fund fee structures are more lucrative, fund managers may be incentivized to make portfolio decisions that favor hedge fund investors at the expense of mutual fund investors. Even among funds with nearly identical objectives and investment philosophies, the potential conflicts include:

- favoritism
- unequal trading costs
- different trading priorities
- disproportionate allocations of securities
- incentive to take on more risk in accounts paying performance fees

## **Item 7 - Types of Clients**

Gibson provides investment advice to the following types of clients:

- individuals, including high net worth individuals
- pension and profit-sharing plans
- trusts, estates, and/or charitable organizations
- corporations and/or other business entities
- insurance companies

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

- A. Gibson advocates a strategic asset allocation investment approach that does not rely on short-term market forecasts. We recommend that clients diversify their portfolios broadly across a variety of major asset classes. Differences in the patterns of returns across these asset classes mitigate the volatility risk at the portfolio level.

Our investment philosophy maintains that an investment portfolio's asset allocation (choice of asset classes and the allocation of money across them) is a primary determinant of its long-term investment performance. The markets primarily drive investment results, rather than the exercise of skill in either security selection or market timing.

Client involvement in the design of the portfolio is critical to their success. We arrive at the allocation for each client through education and consultation with the client. Once the design process is complete, we follow a consistent and disciplined investment management process for the implementation and ongoing management of client portfolios in areas such as rebalancing, portfolio review, and manager selection.

We conduct independent research regarding the evaluation and recommendation of the money managers chosen to implement client strategies. Our due diligence for the selection of investments spans the universe of available options for each asset class and involves both quantitative and qualitative factors, including:

- correlation to style or peer group
- performance relative to peer group
- performance relative to assumed risk
- track record
- assets under management
- holdings consistent with style
- expense ratios/fees
- stability of the organization

For qualified retirement plan clients, we construct investment options for plan participants through consultation with the plan sponsor. By following the methodology described above, we arrive at several options with varying risk/return profiles. These portfolio options include various asset classes and investment management styles that, in total, are expected to offer participants the opportunity to diversify their retirement investments in a manner appropriate to their objectives, risk tolerances, and return expectations.

While our investment strategy helps to reduce the risks associated with investing, it cannot eliminate risk altogether. All investments involve risks, including the possible loss of principal. During their investment lifetimes, investors should be prepared to encounter market environments in which they experience losses, perhaps significant ones.

- B. We mitigate the investment risks in client portfolios through the breadth of diversification across asset classes and across securities within asset classes. By designing portfolios that capture the benefits of multiple-asset-class investing, we help our clients pursue their financial goals with less volatility.

Because of the breadth of diversification used in our investment strategy, our clients likely will face a unique behavioral risk that would not be present if they chose a more traditional U.S. stock and bond portfolio. We refer to this risk as "frame-of-reference" risk. It refers to the difficulty that a U.S.-based investor may have adhering to a globally diversified strategy during periods when the investor's domestic market is outperforming the global strategy.

- C. When implementing client investment strategies, we generally use some type of a pooled vehicle, such as mutual funds or exchange traded funds (ETFs). Depending on a client's specific situation or investment objectives, we may recommend a separate account manager or managers. We do not make recommendations of individual stocks or individual bonds.

### **Item 9 - Disciplinary Information**

As a Registered Investment Advisor, we are required to disclose any legal or disciplinary events that might be material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

- A. Gibson and its management **have never** been named, charged, convicted of, pled no contest to, or been the subject of any order or judgment in a criminal or civil action in a domestic, foreign, or military court of competent jurisdiction.
- B. Gibson and its management **have never** been involved in an administrative proceeding before the SEC or any other federal, state, or foreign financial regulatory authority.
- C. Gibson and its management **have never** been involved in any self-regulatory organization (SRO) proceeding.

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

- A. Neither Gibson nor any of our employees or management personnel are registered, or have applications pending to register, as a broker-dealer or a registered representative of a broker dealer.
- B. Neither Gibson nor any of our employees or management personnel are registered, or have an application pending to register, or as a commodity futures commission merchant, commodity pool operator, or commodity trading advisor.
- C. We have no relationships or arrangements with any persons or entities that would create a material conflict of interest with clients.
- D. We receive fees only from our clients and receive no commissions or compensation from any other source, including any other investment advisors that we may recommend.

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

- A. Gibson has adopted a formal code of ethics. The following list of principles frames the professional and ethical conduct that Gibson expects from its employees:
- act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, employees, colleagues in the investment profession, and other participants in the global capital markets
  - place the integrity of the investment profession, the interests of clients, and the interests of Gibson above one's own personal interests
  - do not take inappropriate advantage of one's position
  - avoid any actual or potential conflict of interest
  - conduct all personal securities transactions in a manner consistent with this policy
  - use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities

- practice and encourage others to practice in a professional and ethical manner that will reflect credit on oneself and the profession
- promote the integrity of, and uphold the rules governing, capital markets
- maintain and improve one's professional competence and strive to maintain and improve the competence of other investment professionals
- comply with Gibson's gift policy
- comply with applicable provisions of the Federal securities laws

To ensure that our employees are observing these standards in their personal investing conduct, we scrutinize their personal trading activity. Our policy requires employees to:

- report personal securities transactions on at least a quarterly basis; and
- provide us with a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which they have a direct or indirect beneficial interest.

We will provide a copy of our code of ethics to any client or prospective client upon request.

- B. Gibson does not recommend to clients investments in securities in which we or our employees have a material financial interest. For example:
- We do not engage in principal trading with our clients. Principal trading is defined as selling securities to or buying securities from a client through a proprietary account.
  - No one at Gibson acts as a general partner in a general partnership that sells investments to clients.
  - No one at Gibson acts as an investment advisor to an investment company (mutual fund) that we recommend to clients.
- C. It is likely that Gibson and/or our employees will have investments in securities that we also recommend to our clients. Because the funds that we recommend are typically mutual funds and exchange traded funds (ETFs), potential conflicts as a result of these common holdings are unlikely to occur.
- D. Gibson likely will recommend to clients or buy or sell securities for client accounts at or about the same time that we and our related persons buy or sell the same securities.

Since we invest primarily in mutual funds and exchange traded funds (ETFs) and do not attempt to "time" the market, we do not face the potential conflicts that we would face if we invested client funds in individual securities. All mutual fund trades are executed at the close of business, regardless of the time of day at which we enter the trades. We usually enter ETF trades throughout the day without specifying a particular price. So, we buy and sell securities at various prices throughout the day.

Nevertheless, we take steps to mitigate what conflicts may exist. To make certain that no employee is taking advantage of his/her position, we conduct a thorough review of personal trading at least quarterly. In this review, a compliance employee compares employee trading to client trading. The audit's purpose is to highlight and examine any trade that appears to have disadvantaged any client or benefitted any employee to the detriment of a client. If we identify any discrepancy or questionable trade, the Board of Managers determines the proper remedy and/or disciplinary action.

## **Item 12 - Brokerage Practices**

- A. In selecting a broker-dealer, Gibson considers the full range and quality of a broker's services, including execution capability, commission rate, financial responsibility, and responsiveness to us and our clients. We negotiate commissions and fees on behalf of our clients when possible. We are not limited, however, to the financial products offered by any one broker-dealer. In addition, clients may

select a broker-dealer. If a client does not indicate a preference, we generally implement the investment plan in whole or in part through the investment platform offered by National Financial Services, LLC, Fidelity Brokerage Services, LLC. In some cases, the use of a single broker may not enable the client to achieve best execution of any single transaction. However, best execution of any one transaction is not the sole determining factor in choosing a broker.

1. Research and Other Soft Dollar Benefits. Gibson does not participate in "soft dollar" arrangements.<sup>4</sup>

By virtue of custodying client assets at Fidelity, we receive support services that enable us to monitor and service our client accounts. These support services are not exclusive to us and, except in certain circumstances, do not depend on the volume of transactions directed by us to Fidelity. This support includes:

- a dedicated trading desk that services Fidelity advisor clients exclusively
- a dedicated service group and an account services manager dedicated to our accounts
- electronic download of trades, balances, prices, and positions in Fidelity's portfolio management software
- electronic access to Fidelity's proprietary internet site and their software-based system
- client statements, confirmations, and year-end summaries
- the ability to have advisory fees directly debited from client accounts (in accordance with Federal and State requirements)
- newsletters and other publications
- client access to Fidelity's online service
- the Gibson logo printed on client statements
- access to Fidelity's Institutional Funds Network
- possible vendor discounts through Fidelity's Third-Party Discount Alliances program
- discounted or gratis attendance at Fidelity sponsored conferences, meetings, and other educational events

We may receive similar support services from other custodians at which we custody client assets.

2. Brokerage and Client Referrals. Gibson does not seek, receive, or accept client referrals from broker-dealers in exchange for recommending those broker-dealers.
  3. Directed Brokerage. Gibson does not recommend, request, or require that clients direct us to execute trades through a specific broker-dealer.
- B. Gibson generally does not aggregate the purchase or sale of securities across client accounts. We intend to manage each client portfolio on an individual basis and trade each client's account independently.

The securities that we recommend for client accounts are primarily mutual funds or exchange-traded funds (ETFs). All mutual fund trades are executed at the close of business, regardless of the time of day at which we enter trades, and therefore trade at a consistent price. ETF prices, however, vary throughout the day. Because we may trade ETFs at various times throughout the day, clients may receive different prices for the same ETF.

From time-to-time we may identify a situation that warrants aggregating the purchase or sale of securities such as ETFs across various client accounts, usually when we are making recommendations for all or a substantial number of client accounts or when we must trade in many accounts within a short time. In this situation, aggregating orders may improve best execution for all

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<sup>4</sup> A soft dollar arrangement is a practice wherein an advisor uses client-paid brokerage commissions to obtain research or other products or services to aid the advisor in its investment decision-making process. While this practice, if properly disclosed, does not violate any regulations, we believe that participation in such arrangements poses unacceptable conflicts of interest.

clients involved. Aggregation may minimize market impact so that no client is disadvantaged by price movement. If we determine that aggregating orders is beneficial to clients, we will do so.

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

#### **A. Gibson regularly reviews client accounts.**

On a daily basis, our operations team reviews and reconciles client accounts. This level of review<sup>5</sup> involves reconciliation of position balances and prices and the verification and review of transactions. Our Investment Advisor Representatives (IARs) conduct a review of client accounts at least monthly<sup>6</sup> (the IARs are identified in our form ADV Part 2B, the Brochure Supplement). For these reviews, the IARs examine the overall portfolio structure and asset allocation to ensure that they are consistent with the client's Investment Policy Statement (IPS). The IARs also review each recommended investment position to ensure that it continues to be an appropriate investment for the portfolio.

We also review our clients' Investment Policy Statements on an annual basis. In this process we review the client's:

- investment objectives
- time horizon
- risk tolerance
- broad portfolio balance
- asset allocation
- modeled portfolio behavior
- discretionary authority
- proxy voting preferences

#### **B. On a more frequent basis, various triggering factors can occur that may necessitate review of client accounts. These factors include, but are not limited to, significant changes in the general price levels of the various securities markets and significant additions to or withdrawals from a client's account.**

#### **C. Gibson tailors the frequency and nature of reporting to suit individual client needs.**

We provide performance reports for clients at least quarterly. As part of the performance review process, we review the overall portfolio structure, market value, and performance of each investment position, asset class, and of the portfolio as a whole.

Some clients elect to receive additional custom monthly or weekly reports. These reports may include current asset allocation, portfolio total return for recent periods and since inception, and growth of \$100 since inception.

For clients who elect web-based reporting, we provide up-to-date reports on a weekly or monthly basis.

We provide annual tax summaries to some clients with taxable accounts. This reporting generally consists of year to date and estimated income and capital gain distribution, realized gain and loss, IRA distribution and gifting information.

For some retirement plan clients, we provide plan administration reports to plan administrators, generally on a semiannual or annual basis.

For other retirement plan clients, the plan recordkeeper provides reporting.

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<sup>5</sup> This level of review and reconciliation does not pertain to certain qualified plans that receive the reduced fee schedule as outlined in Item 4.A. and for whom the custodian provides certain services.

<sup>6</sup> For the qualified plans identified in footnote 5, we conduct these reviews on a quarterly basis.

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

- A. Gibson does not receive any economic benefit for providing investment advice from anyone other than our clients. We do not receive and do not accept sales awards or prizes.
- B. Gibson does not pay or provide any type of compensation for client referrals.

#### **Item 15 - Custody**

Gibson's policy is to never take custody of our clients' assets. This key separation of duties provides important protections for client assets.

#### **Item 16 - Investment Discretion**

In general, custodial applications automatically provide investment advisors with an LPOA over client accounts. Gibson permits its clients to further define the degree of discretion that they wish us to exercise in the management of their accounts. Clients define our discretionary authority in the Investment Policy Statement. Generally, clients choose to grant or restrict discretion for the following types of trading activity:

- portfolio changes relating to rebalancing the portfolio, investing new deposits, and generating liquidity to cover withdrawals
- the addition of new positions or the elimination of existing positions

Clients also may elect to have us manage their accounts on a fully non-discretionary basis.

We may choose not to accept discretionary authority to trade in client portfolios positions that we did not recommend.

#### **Item 17 - Voting Client Securities**

- A. Gibson's clients may direct us to receive proxies and vote them on their behalf, or they may elect to retain their proxy-voting privileges. These choices are defined by the client in our Investment Advisory Agreement and the Investment Policy Statement. We generally will not assume proxy-voting authority for investment positions that we do not recommend to the client.

We have adopted formal proxy voting policies and procedures. Each year we provide our clients with a summary of these policies and procedures in our Proxy Voting Notice. Where the power to vote in person or by proxy has been delegated, directly or indirectly to us, we have the fiduciary responsibilities to:

- vote in a manner that is in the best interests of the client, and
- properly deal with potential conflicts of interest arising from proxy proposals that we are voting

We vote proxies related to securities held by any client in a manner that is in the best interest of the client. We consider only those factors that relate to the client's investment policies and objectives or are dictated by the client's written instructions, including how our vote will economically impact and affect the value of the client's investment.

We intend to vote in a prudent and timely fashion and after a careful evaluation of the issue(s) presented on the ballot. A qualified investment professional designated by Gibson is responsible for

voting proxies in full accordance with the policies and procedures adopted by us to govern this process.

We have structured our business to eliminate, as much as possible, opportunities for conflicts of interest to arise with respect to the management of client portfolios and the voting of proxies and ballots. Nonetheless, we have adopted procedures that ensure the integrity of our proxy voting activities.

In exercising our voting discretion, we will avoid any direct or indirect conflict of interest raised by our voting decisions. If a conflict exists, we will notify the client of the nature of the conflict and ask the client for guidance about how they would like us to cast the proxy vote.

We will provide to our clients, upon oral or written request, a copy of our complete proxy voting policies and procedures.

Upon written or oral request by a client, we will provide information as to how we voted the proxies related to that client's account.

- B. Clients may choose to vote proxies on their own behalf. Clients who make that election will receive their proxy voting materials directly.

#### **Item 18 - Financial Information**

- A. Since Gibson does not require prepayment of client fees six months or more in advance, we are not required to include an audited balance sheet with our filing.
- B. Gibson has no financial condition that is reasonably likely to impair our ability to meet contractual and fiduciary commitments to our clients.
- C. Gibson has never been the subject of a bankruptcy petition.