

## Item 1 – Cover Page

**Open Invest Co.**

**Form ADV Part 2A**

**September 2021**

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**New York NY 10179**

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**[www.openinvest.com](http://www.openinvest.com)**

This Form ADV Part 2A (the “Brochure”) provides information about the qualifications and business practices of Open Invest Co. (“OpenInvest”). If you have any questions about the contents of this Brochure, please contact OpenInvest at **855-466-6545, or [compliance@openinvest.com](mailto:compliance@openinvest.com)**. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about OpenInvest is also available on the SEC’s website at <http://adviserinfo.sec.gov>.

## Item 2 – Material Changes

OpenInvest will ensure that all current Clients receive a summary of material changes to this and subsequent Brochures within 120 days of the close of our business' Fiscal Year. Our Brochure can be found on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for OpenInvest is 269997. The summary of material changes is listed in the section below. We may provide future information about material changes as necessary and will further provide you with a new Brochure as needed.

- Item 4 Advisory Business has been updated to reflect a change of control as a result of the recent acquisition of OpenInvest by JP Morgan Chase Holdings, LLC, as well as to update current regulatory assets under management.

Currently, our Brochure may be requested by contacting us at 855-466-6545. Our Brochure is provided free of charge.

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## Item 4 – Advisory Business

### General Description of Advisory Firm

Open Invest Co. (“OpenInvest”) is a public benefit corporation that was founded in 2015. On August 5, 2021, OpenInvest was acquired, and is now wholly owned, by JPMorgan Chase Holdings LLC, a wholly-owned subsidiary J.P. Morgan Chase & Co. OpenInvest is currently registered with the SEC, however OpenInvest will not be accepting any new clients and expects that any remaining clients of OpenInvest will be terminated on or before September 28, 2021, at which time OpenInvest intends to promptly withdraw its SEC registration. This brochure has been updated to inform recipients of the acquisition and to reflect current regulatory assets under management, but has not otherwise been updated.

### General Description of Advisory Services

#### Institutional and Sub-Advised Clients

OpenInvest provides investment advisory services directly to high-net worth individuals and institutional investors including foundations, pension plans, and corporations (“Institutional Clients”). OpenInvest also enters into agreements with other institutions such as registered investment advisers, banks, or broker-dealers, pursuant to which OpenInvest will license to an institution its proprietary technology and/or agree to manage, on a sub-advisory basis, the accounts of that institution’s clients who use the OpenInvest technology (the “Sub-Advised Clients”).

OpenInvest offers customized values-based overlays on portfolios we construct for clients. Some of these values-based overlays involve issues and data more commonly referred to as Environmental, Social and Governance (ESG) considerations. OpenInvest aggregates disparate data sets pertaining to these values-based and ESG considerations and uses them to create scoring that can be integrated into algorithmic portfolio construction.

Regardless of whether OpenInvest provides its services directly to an Institutional Client or as a sub-adviser to the Sub-Advised Clients, the OpenInvest system collects a client’s investment objectives, risk tolerance, and other information, including information about personal or institutional values, and uses that data to construct a portfolio that includes or excludes specific companies or themes based on the client’s selected ESG factors. Portfolio recommendations are implemented in an automated fashion. OpenInvest manages taxable portfolios in a tax aware way and can, upon instruction, attempt to harvest tax losses.

As of July 31, 2021, OpenInvest manages approximately \$21,500,000 or of Client assets, all on a discretionary basis.

#### Model Portfolios:

OpenInvest participates in a Model Portfolio Program (“Model Portfolios”) where OpenInvest provides recommendations regarding the purchase or sale of specific securities, at specific weights for each individual security, in a Model Portfolio. The subscriber of the Model Portfolio Program pays OpenInvest a fee for providing the recommendations and will use these recommendations in managing the underlying client accounts for which the subscriber has discretionary authority; however, the decision regarding the timing and magnitude of purchases or sales rests solely with the subscriber. The Model Portfolios provided to the subscribers of the Model Portfolio Programs are substantially similar to the portfolios used by the Firm in its various strategies.

## **Item 5 – Fees and Compensation**

### **Institutional and Sub-Advised Clients**

OpenInvest receives a management fee based on an annual percentage rate of assets under management in Institutional Client accounts and Sub-Advised Client accounts. OpenInvest also receives digital platform licensing, hosting and maintenance fees related to the use of its system by Institutional and Sub-Advised Clients. Fees range from 0.20% - 0.30% annually and may be calculated and billed monthly or quarterly in arrears, or in advance (as specified by the Client) on the last business day of the month or quarter.

Fees charged to Institutional and Sub-Advised Clients are negotiable and may vary. Such Clients may also incur certain third-party fees and expenses including brokerage commissions, account opening fees, transaction fees, custodian fees, investment adviser fees, and other related costs and expenses.

### **Retail Clients**

Retail Clients participating in the Program pay a single asset-based fee for advisory services, which includes the cost of portfolio management services and the execution of securities transactions, including brokerage commissions, account opening fees, transactions fees, custodian fees, investment adviser fees and other related costs and expenses. Costs that are unrelated to the ongoing management of the Client account will be borne by the Client.

### **Model Portfolios:**

The current Model Portfolio fee schedule is 0.12% annually calculated and billed quarterly in arrears as of the last business day of quarter.

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

OpenInvest does not accept performance-based fees. OpenInvest may, however, receive differing amounts of compensation from one Client versus another dependent upon, among other things, the relative asset size of the Client accounts or the types of services provided to various Clients. OpenInvest may therefore have an incentive to favor a Client from which it receives a higher level of compensation.

OpenInvest has adopted allocation policies and procedures that require allocation of trades among Client accounts with similar investment objectives and holdings to be effected in a fair and equitable manner. See Item 12 for additional information on OpenInvest's allocation policies.

## **Item 7 – Types of Clients**

OpenInvest provides investment advisory services directly to high-net worth individuals and institutional investors, including foundations, pension plans, and corporations, and enters into agreements with other institutions, such as registered investment advisers, banks, or broker-dealers, pursuant to which OpenInvest licenses to an institution its proprietary technology and agrees to manage, on a sub-advisory basis, the accounts of that institution's clients who use OpenInvest. OpenInvest also provides services to individual Retail Clients through participation in the Program.

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

OpenInvest believes that passive investing to generally track market returns is the most efficient and cost-

effective way by which many can invest. OpenInvest's proprietary system enables a Client, when opening an account, or subsequently updating its account, to select which social, environmental, governance or other similar issues are important to the Client. The OpenInvest system then weights a custom portfolio to Client specifications. In this manner, Clients can allocate money to or away from companies based on a their selected ESG factors. Using data from various sources, OpenInvest is able to categorize companies across a broad spectrum of social, environmental, governance or other similar issues to provide Clients with a diversified and unique portfolio that speaks to their individual values while still remaining soundly invested. These data sources range from broad market data providers to nonprofit or research organizations.

Since OpenInvest does not conduct active trading strategies, Client accounts are generally infrequently rebalanced due to market conditions. Clients may, however, use the OpenInvest system to refine their value screening options from time to time, which can result in more frequent account rebalancing. OpenInvest also monitors, upon client instructions, for opportunities to harvest tax losses, which may result in more frequent rebalancing. Although Client accounts may hold non-U.S. securities, allocations are typically limited to publicly traded U.S. equities, registered mutual funds, ETFs, and money market funds.

Following are some of the primary, but not all, risks that Clients may face when investing with OpenInvest.

#### **Principal Investment Risks:**

Investing in securities involves risk of loss that clients should be prepared to bear. OpenInvest cannot guarantee that it will achieve a Client's investment objective. Clients' returns will fluctuate, and a Client may lose money by investing with OpenInvest. Below are some more specific risks of investing with OpenInvest:

- **Market Risk.** Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value. The prices of securities held directly in a Client account or by mutual funds in which Client accounts invest may decline in response to certain events taking place around the world, including those directly involving the conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations.
- **Equity Risk.** Equity securities tend to be more volatile than other investment choices. The value of an individual security or equity mutual fund can be more volatile than the market as a whole. This volatility affects the value of a Client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies. Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, the company's ability to create shareholder value (i.e., increase the value of the company's stock price), exposure to government taxation, and domestic political risk.
- **Fixed Income Risk.** The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security may decline because investors demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- **Mutual Fund Risk.** OpenInvest may recommend open-end mutual funds and Exchange Traded Funds ("ETFs") to implement a Client's portfolio. The funds may, in turn, invest in a broad range of equity and fixed income securities, including foreign securities and securities of issuers located

in emerging markets. The funds may also invest in equity securities of any market capitalization including micro-, small- and mid-cap companies, real estate, commodities-related assets, fixed income securities of any maturity or credit quality, including high-yield, high-risk debt securities, ETFs, other mutual funds, and money market funds and they may engage in leveraged or derivative transactions. OpenInvest does not control the investment strategies, policies or decisions of the mutual funds and, in the event of dissatisfaction with such a fund, our only option would be to liquidate Clients' investments in that fund. Additionally, to the extent a Client's account holds mutual funds or ETFs, the Client will bear their portion of the fund's fees and expenses. Volatility and liquidity can severely and negatively impact the price of an ETF's underlying portfolio securities, thereby causing significant price fluctuations of the Mutual Fund.

- **Foreign Securities Risk.** OpenInvest typically invests in publicly traded U.S. equities, registered funds and ETFs. However, funds held in a Client account may invest in foreign securities. Foreign securities are subject to additional risks not typically associated with investments in domestic securities. These risks may include, among others, currency risk, country risks (political, diplomatic, regional conflicts, terrorism, war, social and economic instability, currency devaluations and policies that have the effect of limiting or restricting foreign investment or the movement of assets), different trading practices, less government supervision, less publicly available information, limited trading markets and greater volatility. To the extent that underlying funds invest in issuers located in emerging markets, the risk may be heightened by political changes, changes in taxation, or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- **ETF Risk.** A Client portfolio may include investments in ETFs which may, in turn, invest in foreign and domestic equities, bonds, and other financial vehicles. ETFs are investment companies whose shares are bought and sold on a securities exchange. Many ETF portfolios hold securities designed to track a particular market segment or index, and investments in ETFs may allow a portfolio to gain exposure to a portion of the U.S. or foreign market. Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the market price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral, and the liquidity of the supporting collateral. Further, the use of leverage (i.e., employing the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of an ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.
- **U.S. Government Securities.** Funds in which Clients invest may invest in U.S. government securities. U.S. government securities include securities issued by the U.S. Treasury and by U.S. government agencies and instrumentalities. U.S. government securities may be supported by the full faith and credit of the United States.
- **Concentration Risks.** Clients invest in diversified portfolios of publicly traded U.S. equities, open-end mutual funds, and ETFs, but some clients may choose to have their investment portfolios heavily weighted in a particular type of security, industry, industry sector, geographic location, or investment manager. Such Clients will experience greater risk and volatility in their portfolios. Generally, Clients who have diversified portfolios incur less volatility and fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.

#### **OpenInvest-Specific Risks:**

- **Management Risk.** OpenInvest's investment approach may fail to produce the intended results. If our perception of the performance of a specific asset class or fund is not realized in the expected time frame, the overall performance of Clients' portfolios may suffer.
- **Market Data.** OpenInvest relies on third parties for the provision of market statistics, fund details,

performance, and related information and, although these parties are generally reliable and reputable, there may be inaccuracies or discrepancies in the information that is beyond OpenInvest's control.

- **Client Information.** OpenInvest's system bases portfolio recommendations on information provided by Clients and therefore is dependent upon the Client to provide accurate information. If the Client provides inaccurate information, this will impact the quality and relevance of OpenInvest's recommendations. Further, to the extent that Clients do not keep such information up to date, OpenInvest's recommendations may not reflect changes in a Client's current social awareness factors.
- **Proprietary Software.** OpenInvest provides recommendations to Clients based on proprietary software that utilizes various quantitative and qualitative models. Such computer-generated recommendations may be subject to system error. No guarantee or representation is made that the investment recommendations will be successful. OpenInvest may simply fail to identify favorable investment opportunities or to evaluate those investments recommendations accurately that it does make to Clients. Further, as market dynamics (for example, due to changed market conditions and participants) shift over time, a previously highly successful model may become outdated or inaccurate, perhaps without the computer software system recognizing the change before further recommendations are made. As such, Clients are urged to verify any recommendations generated by the OpenInvest software platform with their own legal, financial, tax, and economic advisors and to conduct their own due diligence on recommended securities before following any recommendation.
- **Account Rebalancing.** Client accounts may be rebalanced from time to time for reasons including, but not limited to, updates to the model portfolios, market performance, cash inflows/outflows, Client adjustment of investment profile, risk tolerance, tax-loss harvesting, a change in underlying securities selected by OpenInvest, or adjustments to ESG preferences identified by a Client. Account rebalancing may occur at any time and without notice to Clients. Typically, accounts will be rebalanced a maximum of once per month, but this may happen more often as conditions dictate. Rebalancing for any reason may trigger taxable events and may cause accounts to hold versions of similar securities to ensure avoidance of wash sales. All rebalancing is automated by OpenInvest's proprietary software for simplicity of execution and is therefore subject to potential automation errors. In the event of a market downturn, it is possible that the rebalancing will sell securities in now overweight sectors to purchase additional shares of securities that are now underweight, which could exacerbate losses in such an environment. OpenInvest reserves the right, in its full discretion, to halt account rebalancing in the best interests of Clients.
- **Tax-Loss Harvesting.** With Client approval, OpenInvest will automatically engage in tax-loss harvesting. Notwithstanding this, OpenInvest does not provide any comprehensive tax advice and makes no guarantee that such tax-loss harvesting will be successful. Tax-loss harvesting efforts may potentially lead to Clients holding multiple similar securities to ensure avoidance of wash sales. In some instances, this may affect account performance and may temporarily reduce portfolio diversification.

## Item 9 – Disciplinary Information

Neither OpenInvest nor any of its employees have had any administrative proceedings before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority. Neither OpenInvest, nor any of its employees, has had any proceedings before a self-regulatory organization.

## Item 10 – Other Financial Industry Activities and Affiliations

Neither OpenInvest nor any of its supervised persons are registered as, or have an application pending to register as a broker-dealer, Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor, or as an associated person or registered representative of any such registrant.



As noted above, OpenInvest has recently become an indirect, wholly-owned subsidiary of JP Morgan Chase & Co. ("JPM"). As such, OpenInvest is now part of a large, financial services organization which has a variety of affiliates engaged in investment advisory, banking, brokerage and other related activities. Because OpenInvest expects to terminate all remaining client relationships in the near term, OpenInvest does not believe that maintains any relationship with JPM affiliates that would be material to its business or result in material conflicts with its remaining clients.

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

OpenInvest has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

OpenInvest requires all supervised persons to acknowledge the terms of the Code of Ethics annually, or whenever the Code of Ethics is amended.

### **Personal Investing by OpenInvest Personnel**

OpenInvest anticipates that in certain circumstances, it may recommend the purchase or sale of securities, consistent with a Client's investment objectives, in a security owned, directly or indirectly, by OpenInvest, its access persons, affiliates and/or other Clients. OpenInvest's employees and associated persons are required to follow its Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of OpenInvest and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the officers, directors and employees of OpenInvest will not interfere with:

- Making decisions in the best interest of advisory clients
- Implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Under the Code of Ethics, certain classes of securities are designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Clients. All trades in Initial Public Offerings (IPOs) or private securities require pre-clearance. In addition, the Code of Ethics imposes a preapproval requirement on employee trading, restricting employees from buying or selling a security on the same day before OpenInvest trades that security for a Client. However, because the Code of Ethics does permit employees to invest in the same securities as Clients, there is a possibility that employees might benefit from market activity by a Client in a security held by an employee.

Employee trading is continually monitored under the Code of Ethics to reasonably prevent or mitigate conflicts of interest between OpenInvest and its Clients.

OpenInvest's Clients or prospective clients may request a copy of the firm's Code of Ethics by contacting [compliance@openinvest.com](mailto:compliance@openinvest.com).

### **Trade Rotation**

OpenInvest maintains a trade rotation policy aimed at ensuring fairness and equitable treatment over time to all accounts. When possible, trades across multiple accounts are blocked together and executed as a unit, then allocated pro-rata to accounts. When block trading is not possible, either due to brokerage restrictions or other factors, the order in which accounts are traded is randomized. For Model Portfolio updates, the order in which model subscribers receive updates is randomized.

OpenInvest monitors execution quality and fairness across accounts by analyzing market impact, implementation drift from target, tracking error, and other factors. With OpenInvest's current strategies, benchmarks, and trading activity, market impact and execution fairness are rarely a material factor.

## **Item 12 – Brokerage Practices**

### **Institutional Clients and Sub-Advised Clients**

OpenInvest may advise Institutional Clients on broker-dealer selection but will not select broker-dealers or custodians for Sub-Advised Clients.

### **Retail Clients**

As disclosed in the Program, OpenInvest will require that clients establish brokerage accounts with Apex Clearing ("Apex"), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. OpenInvest is independently owned and operated and not affiliated with Apex. Apex provides OpenInvest with access to brokerage services that are related to the execution of securities transactions, custody, analyses and reports, and access to mutual funds and other investments.

### **Research and Other Services**

OpenInvest does not currently receive research and services from broker-dealers as a part of commission rates paid to broker-dealers. OpenInvest will update this ADV Part 2 if it does receive research and services from broker-dealers and any such research or services would be in compliance with Section 28(e) of the Securities Act of 1934.

## **Item 13 – Review of Accounts**

OpenInvest's Operations team periodically, but no less frequently than quarterly, reviews Client accounts to ensure that they are in-line with the expected portfolio output based on Client inputs. As part of this quarterly review, OpenInvest provides Clients with a quarterly performance and impact report with information on portfolio configuration, performance, and ESG impact. This quarterly report contains information that OpenInvest believes is accurate but does not fully verify. The overall source of record for holdings and performance comes from the client's chosen custodian.

OpenInvest's Operations team also reviews account performance and overall firm process in response to certain key events or market conditions, such as a significant market drawdown, elevated volatility, or general and economic instability. OpenInvest may alter standard operational processes and configuration such as rebalance timing, liquidity constraints, cash buffers, among others, during such times.

OpenInvest's ESG team periodically, but no less frequently than annually, reviews ESG scoring methodology and data quality. As a result of these reviews, OpenInvest may make changes to the scores or scoring process of causes, which may result in securities being added or removed from client portfolios at the next rebalance. OpenInvest generally reviews the overall portfolio impact of these ESG changes but does not assess them at the detailed client level.

OpenInvest does not review the selection of client preferences. Clients may select benchmarks, causes,

inclusions, exclusions, or other parameters that may result in unexpected, unintuitive, or unintended portfolio outcomes.

OpenInvest's Operations team, using both human review and algorithmic / automated solutions, monitors and constrains certain risk and trading parameters such as security liquidity, exchange-specific rules, account turnover, and wash sale restrictions.

On a continual basis, OpenInvest's product, analytics, and engineering teams monitor and review the performance of the core algorithms and strategy. Changes and improvements to the strategies implemented by the algorithms are rolled out periodically and their impact is assessed at the client level through the review mechanisms described above. At times, the adoption of new features or capabilities will be rolled out on an "opt in" basis and will be communicated and coordinated with Advisers.

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

OpenInvest may enter into third-party solicitor arrangements whereby it pays a referral fee for client referrals. Any such arrangements will be entered into consistent with regulations adopted under the Advisers Act. Under no circumstances will any Client be disadvantaged by the payment of such fees. Clients of OpenInvest whose accounts involve third-party solicitor arrangements do not pay higher fees as a result of the arrangement.

## **Item 15 – Custody**

OpenInvest is deemed to have custody of Client assets because OpenInvest may deduct its management fees from Client accounts. OpenInvest requires that Client funds and securities for which it has constructive custody are physically maintained with a "qualified custodian" in a separate account for each Client under the Client's name. Clients will receive quarterly, or more frequent, account statements directly from the qualified custodian.

Clients should carefully review the statements sent by the qualified custodians and are urged to compare those statements with any account reporting provided by OpenInvest.

## **Item 16 – Investment Discretion**

With respect to most Client accounts, OpenInvest has broad discretion, subject to restrictions based on personal values or preferences imposed by Clients, to determine the securities to be bought or sold, the amount of securities to be bought or sold, and the broker-dealer to be used for a purchase or sale of securities. OpenInvest does not have discretion to determine commission rates to be paid to a broker-dealer in a Client's account. Each Client bears the brokerage commissions incurred as a result of trading securities held in a Client account.

OpenInvest also provides non-discretionary sub-advisory services to certain registered investment advisers and provides Model Portfolios on a non-discretionary basis through the Model Portfolio Program.

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

OpenInvest has adopted policies and procedures that address generally the guidelines it expects to follow in the exercise of its voting authority over proxies it receives on behalf of Clients. OpenInvest will vote Client proxies in the best interest of its Clients. OpenInvest will consider a number of factors to determine whether exercising the Clients' voting rights as to its securities is in the relevant Client's best interest.

When voting a proxy on behalf of a Client, OpenInvest will generally follow the Glass Lewis recommended position ("Proxy Voting Guidelines"). In accordance with its fiduciary duty, however, OpenInvest retains discretion to vote contrary to Proxy Voting Guidelines or to otherwise refrain from voting in situations where

it is deemed to be in the Client's best interest. OpenInvest attempts to identify conflicts of interest that may arise in the proxy decision making process. If a material conflict of interest over proxy voting arises between OpenInvest and a Client, OpenInvest will seek to resolve the conflict and vote the proxies in a manner that is in the relevant Client's best interest.

OpenInvest will retain proxy voting books and records in accordance with Rule 206(4)-6. OpenInvest will provide a Client, upon request, with a copy of those policies and procedures and/or information concerning its voting record on the Client's account proxy matters. Such a request may be made by submitting a written request to OpenInvest at the address on the cover page of this brochure.

With respect to issuers for which OpenInvest has proxy voting authority, OpenInvest will complete review of the General Voting Guidelines and Conflicts of Interest Guidelines (and default to the Glass Lewis recommended position ("Proxy Voting Guidelines")).

## **Item 18 – Financial Information**

OpenInvest does not require or solicit prepayment of its management fees from clients six months or more in advance. OpenInvest has not been the subject of a bankruptcy petition.