

BADGLEY+PHELPS

WEALTH MANAGERS

FORM ADV PART 2A: FIRM BROCHURE

Badgley Phelps Wealth Managers, LLC

1420 Fifth Avenue, Suite 3200
Seattle, Washington 98101
Telephone: (206) 623-6172
www.badgley.com
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Form ADV Part 2, which is comprised of Part 2A and 2B, is our "Disclosure Brochure" or "brochure" as required by the Investment Advisers Act of 1940, as amended. This brochure provides information about the qualifications and business practices of Badgley Phelps Wealth Managers, LLC.

Badgley Phelps Wealth Managers, LLC (hereinafter "Badgley Phelps") is a registered investment adviser. Registration as an investment adviser does not imply a certain level of skill or training. Please consider all information we provide you, including this brochure, as factors in your decision to retain us as your investment adviser and wealth manager.

If you have any questions about the contents of this brochure, please contact us at (206) 623-6172 or at info@badgley.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.

Our brochure is available at any time upon request without charge. Please request our brochure by contacting our Chief Compliance Officer at (206) 623-6172 or by emailing us at info@badgley.com.

Additional information about Badgley Phelps is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

When specific material changes occur at our firm since the last annual update of our brochure, we are required to disclose these changes here.

We help our clients obtain certain insurance solutions from unaffiliated, third-party insurance brokers by introducing clients to our affiliate, Focus Risk Solutions, LLC ("FRS"). Further information on this service is available in Items 4, 5 and 10 of this brochure.

A complete copy of our brochure is available at any time upon request without charge. To request our brochure, contact our Chief Compliance Officer at (206) 623-6172 or email us at info@badgley.com.

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Item 4 – Advisory Business

In 2021, Badgley Phelps Wealth Managers, LLC acquired the investment advisory business of Badgley Phelps Wealth Managers which was founded in 1966 in Seattle, Washington. Our firm offers personalized wealth and investment management services to individuals and families, and investment management services to corporations, retirement plans, endowments and foundations. Our approach is to help our clients establish goals and customize strategies to meet their financial objectives. We accomplish this through a disciplined investment management process built on equity, fixed income and alternative security selection methodology, financial planning, and with client-focused service.

Badgley Phelps is part of the Focus Financial Partners, LLC (“Focus LLC”) partnership. Specifically, Badgley Phelps is a wholly owned subsidiary of Focus Operating, LLC (“Focus Operating”), which is a wholly owned subsidiary of Focus LLC. Focus Financial Partners Inc. (“Focus Inc.”) is the sole managing member of Focus LLC and is a public company traded on the NASDAQ Global Select Market. Focus Inc. owns approximately two-thirds of the economic interests in Focus LLC.

Focus Inc. has no single 25% or greater shareholder. Focus Inc. is the managing member of Focus LLC and has 100% of its governance rights. Accordingly, all governance is through the voting rights and Board at Focus Inc. As of December 31, 2021, investment vehicles affiliated with Stone Point Capital, LLC (“Stone Point”) had an approximately 21% voting interest in Focus Inc. and Stone Point had the right to designate two of eight directors on the Focus Inc. Board.

Focus LLC also owns other registered investment advisers, broker-dealers, pension consultants, insurance firms, business managers and other firms (the “Focus Partners”), most of which provide wealth management, benefit consulting and investment consulting services to individuals, families, employers, and institutions. Some Focus Partners also manage or advise limited partnerships, private funds or investment companies as disclosed on their respective Form ADVs.

We offer clients the option of obtaining certain financial solutions from unaffiliated third-party financial institutions with the assistance of our affiliate, Focus Treasury & Credit Solutions, LLC (“FTCS”), a wholly owned subsidiary of our parent company, Focus LLC. We also help our clients obtain certain insurance solutions from unaffiliated, third-party insurance brokers by introducing clients to our affiliate, Focus Risk Solutions, LLC (“FRS”), which is also a wholly owned subsidiary of Focus LLC. Please see Items 5 and 10 for a fuller discussion of these services and other important information.

Badgley Phelps is managed by Steven C. Phelps, Julie Parisio Roy, Timothy J. Thomas, J. Kevin Callaghan, Mitzi W. Carletti, Lisa P. Guzman, Curtis L. Pepin, Patrick D. Rodgers, Calvin J. Spranger, and Megan E. Wiley (“Badgley Phelps Principals”), pursuant to a management agreement between BP Partners, LLC and Badgley Phelps. The Badgley Phelps Principals serve as officers of Badgley Phelps and are responsible for the management, supervision and oversight of Badgley Phelps.

As of December 31, 2021, Badgley Phelps had \$4,491,520,496 in assets under management on a discretionary basis and \$277,913,421 in assets under management on a non-discretionary basis.

Wealth and Investment Management Services

Wealth managers at Badgley Phelps work with each client to develop an asset allocation which is aligned with the client's financial goals for each portfolio and/or client relationship. To determine the appropriate asset allocation, we work to develop a clear understanding of our clients' overall investment situation, risk tolerance, return objectives, tax circumstances and income needs. For most of our clients, this is done by preparing a financial plan. The concept of asset allocation, or spreading investments among several asset classes, is in the forefront of our strategy. Once we have concluded this review with our clients and determined the appropriate asset allocation, our investment process is implemented. Clients that wish to restrict investing in certain securities can do so by notifying their wealth manager. At our clients' request, we will also work with their other professional advisors, such as attorneys and accountants, to provide assistance regarding tax, estate planning and other issues that can impact our clients' financial well-being.

Our investment management services include equity only, fixed income only, and balanced portfolio management. Brief descriptions follow:

Equity management utilizes fundamental/bottom-up research and analysis in our security selection process and focuses on identifying companies with either strong and consistent earnings growth or attractive valuation. Medium to large capitalization stocks and American Depositary Receipts ("ADRs") registered on U.S. stock exchanges with a consistent growth or relative value bias are selected within the consistent growth and relative value portion of our clients' equity portfolios. We manage consistent growth and relative value portfolios using model portfolios which generally contain 30 to 40 stocks each. In addition, we seek exposure to small and mid-sized U.S. companies in our clients' portfolios by recommending a model portfolio consisting of mutual funds or Exchange Traded Funds ("ETFs"). We also recommend that our clients seek investment returns from non-U.S. markets, so we generally allocate a portion of a client's portfolio to international stocks by investing in a model portfolio of mutual funds or ETFs.

Fixed income management emphasizes a diversified portfolio of high-quality, short- and intermediate-term bonds. Our focus is on client specific solutions based on the client's tax rate and portfolio guidelines. In tax-exempt portfolios, we generally purchase U.S. government, governmental agency, and high-quality corporate bonds. For taxable portfolios, we typically invest in high-quality municipal bonds, depending upon the client's state of residence and tax status, and fixed income market conditions. Fixed income portfolios can also be structured to meet both short-term and long-term investment goals.

In addition to equity and fixed income securities, **alternative strategies** can be used to further diversify our clients' portfolios. If appropriate, we add an alternative strategy to a client's portfolio using a model comprised of mutual funds, ETFs and Exchange Traded Notes ("ETNs"). Mutual funds, ETFs and ETNs can be used to enhance the risk-adjusted returns of our clients' investment portfolios by investing in securities that have, for example, a low historical correlation with the stock and bond markets. The goal of this "multi-strategy" process is to diversify the portfolio, help smooth returns, reduce volatility and decrease asset-class risks. Oftentimes, these securities focus on a shorter investment time horizon than our typical client portfolios. Generally, we allocate a smaller percent of a client's portfolio to alternative investments.

Balanced portfolio management combines equity, fixed income and alternative investment management methodologies. For those clients who select balanced management, a target allocation between equity, fixed income, alternative assets and cash is determined at the onset of a client relationship based on the client's particular investment goals and requirements. Once this allocation is established, the portfolio is balanced to this target allocation ratio. Typically, accounts are reviewed for asset allocation rebalancing at least once every three months. The asset allocation target is periodically reviewed with our clients and will be revised to meet changing client investment objectives and goals,

ERISA Plans. Badgley Phelps is a fiduciary under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), with respect to investment services and investment advice provided to ERISA plan clients, including plan participants. Badgley Phelps is also a fiduciary under section 4975 of the Internal Revenue Code (the "IRC") with respect to investment management services and investment advice provided to individual retirement accounts ("IRAs"), ERISA plans and ERISA plan participants. As such, Badgley Phelps is subject to specific duties and obligations under ERISA and the IRC that include, among other things, prohibited transaction rules which are intended to prohibit fiduciaries from acting on conflicts of interest. When a fiduciary gives advice in which it has a conflict of interest, the fiduciary must either avoid or eliminate the conflict or rely upon a prohibited transaction exemption (a "PTE").

As a fiduciary, we have duties of care and of loyalty to you and we are subject to obligations imposed on us by the federal and state securities laws. As a result, you have certain rights that you cannot waive or limit by contract. Nothing in our agreement with you should be interpreted as a limitation of our obligations under the federal and state securities laws or as a waiver of any unwaivable rights you possess.

Item 5 – Fees and Compensation

Badgley Phelps' standard advisory fee schedules for new accounts are as follows:

<u>Advisory Fee Schedule for Separate Accounts:</u>	<u>Portfolio Value at Market:</u>	<u>Annual Fee:</u>
Balanced	First \$5,000,000	0.90%
	Next \$5,000,000	0.60%
	Amount over \$10,000,000	Negotiable
Equity Only (*)	First \$5,000,000	1.00%
	Next \$5,000,000	0.75%
	Amount over \$10,000,000	Negotiable
<i>(*) Generally comprised of a minimum 80% equities</i>		
Fixed Income Only	First \$20,000,000	0.40%
	Amount over \$20,000,000	Negotiable

Each new client agreement with Badgley Phelps establishes the agreed-upon fee schedule. Fees are computed on the market value of portfolio assets less non-supervised assets as of the date of the most recent portfolio review. Clients are charged once every three months for wealth and investment advisory services. In any partial calendar quarter, fees are prorated based on the number of days in which the account is open during the quarter. All securities identified as supervised assets, which may include cash and accrued dividends, are included in the valuation for billing purposes. Badgley Phelps requires a minimum investment portfolio(s) of \$1,000,000 per client household but this minimum can be waived under certain situations. Some clients might pay a fixed amount due to special circumstances including, but not limited to, the type of investment or financial planning work conducted by our firm.

Fee schedules and minimum account sizes are negotiable. Fees vary from the current fee schedules listed above due to the particular circumstances of the client, the type of investment or financial services provided, or as otherwise negotiated. Examples of these circumstances can include the account inception date, the existence of other accounts managed by Badgley Phelps, account size, minimum annual fee, and/or as otherwise negotiated. Discounts not generally available to our advisory clients are also offered to family members or associated persons of our firm.

Clients have the option to pay our fee via check or funds transfer. Additionally, with written client authorization, Badgley Phelps will deduct the advisory fee directly from the client's custodian account. Each fee payment deducted from the client's custodial account is reported on the client's account statement prepared by and sent from the client's qualified custodian.

Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. A client can terminate our services for any reason. We appreciate written notice when terminating. The client's final fee is adjusted pro rata to the termination date with reimbursement to the client or the client's custodial account for any amounts due to be refunded. Any earned, unpaid fees will be due and payable at account termination.

Badgley Phelps' advisory fees are exclusive of brokerage commissions, custodial fees, transaction fees, regulatory fees, exchange fees, legal fees, accounting fees, and other related costs and expenses. Some examples of these fees include broker trade commissions, trust and custodial expenses, attorney and estate fees, accounting and tax preparation fees, settlement fees, sales charges, transfer taxes, foreign taxes, wire transfer and electronic funds transfer fees, and other fees and taxes on security transactions and custodial accounts. Additionally, mutual funds, exchange traded funds and exchange traded notes charge internal management fees which are disclosed in each fund's prospectus. All such charges, fees and commissions are exclusive of and in addition to Badgley Phelps' advisory fee. Badgley Phelps does not receive payment resulting from these commissions, fees, costs and expenses. See "Item 12 – Brokerage Practices" for additional information regarding Badgley Phelps' brokerage practices.

We offer clients the option of obtaining certain financial solutions from unaffiliated third-party financial institutions with the assistance of our affiliate, Focus Treasury & Credit Solutions ("FTCS"). FTCS does not receive any compensation from such third-party institutions from serving our clients. Further information on this conflict of interest is available in Item 10 of this brochure.

We also help our clients obtain certain insurance solutions from unaffiliated, third-party insurance brokers by introducing clients to our affiliate, Focus Risk Solutions, LLC ("FRS"), a wholly owned subsidiary of our parent company, Focus Financial Partners, LLC. FRS has arrangements with certain third-party insurance brokers (the "Brokers") under which the Brokers assist our clients with regulated insurance sales activity. FRS does not receive any compensation from such third-party insurance brokers from serving our clients. Further information on this service is available in Item 10 of this brochure.

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

Badgley Phelps does not charge performance-based fees, which are fees based on a share of capital gains on, or capital appreciation of, the assets of a client.

Item 7 – Types of Clients

Badgley Phelps currently provides wealth and investment management services to individuals, trusts, estates, corporations, pension and profit-sharing plans, charitable institutions, foundations, and endowments. We require a minimum investment portfolio(s) of \$1,000,000 per client household but this minimum can be waived under certain circumstances.

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

Badgley Phelps' investment strategies encompass equity only, fixed income only and balanced portfolio management. Our Investment Policy Committee oversees the firm's investment strategies by determining the recommended allocation of the investments to each asset class and the underlying investment styles. The following is a review of these strategies.

EQUITY MANAGEMENT

Equity management uses four different equity styles. These styles include Consistent Growth Equity, Relative Value Equity, Small/Mid Cap Equity and International Equity. Each equity style is managed by a team of research analysts within our firm that is responsible for stock selection and industry and sector weighting of the equity models. The equities that we consider for investment are securities that are listed on the major U.S. stock exchanges. When positioning a portfolio, our typical investment horizon is three to five years. For clients that prefer, we also manage equity portfolios that only contain Consistent Growth and/or Relative Value Equity securities.

Consistent Growth Equity

Badgley Phelps' Consistent Growth Equity investment philosophy maintains that domestic large cap companies with strong and consistent financial characteristics generate competitive results over time. This philosophy is based on our belief that the price of a stock will, over time, parallel the trend of the underlying growth rate of the company's revenues, earnings and dividends.

We seek to invest in high-quality, established companies that consistently grow their revenues, earnings and cash flows faster than the broad market. These companies have a track record of outperformance versus their earnings estimates, maintain an attractive valuation and have dominance in their respective marketplace. Our largest weightings consist of companies that we perceive to have the strongest and most viable growth prospects. Sector and industry weightings are the result of our stock selection process.

From time to time, stocks are eliminated or trimmed from portfolios when the fundamentals of a stock deteriorate or when the valuation of the stock is excessive. To achieve optimal diversification, the Consistent Growth Equity strategy generally holds between 30 to 40 stock positions. The relative benchmark of this strategy is the Russell 1000 Growth Index.

Relative Value Equity

Our Relative Value Equity investment philosophy maintains that companies with attractive valuations, relative to past metrics and their peers, and companies with a catalyst for potential recognition in the marketplace will generate competitive results over time. We look for large cap domestic companies whose stock is selling at attractive valuations relative to their financial characteristics, to their competitors, or to the broader market. These companies could be trading at prices below their fundamental value because the market has not recognized the value of a new product introduction, restructuring opportunities, the generation and use of cash, or the skills of the company's management team.

As is the case with our Consistent Growth Equity strategy, we target industry and sector weightings such that the larger weightings are with companies we believe have the best prospects to grow their stock price. Stocks can be trimmed or eliminated when the valuation of the stock is excessive or when the fundamentals of the stock deteriorate. The Relative Value Equity strategy generally holds between 30 to 40 stock positions and the relative benchmark is the Russell 1000 Value Index.

Small/Mid Cap Equity

Our small/mid cap equity investment philosophy maintains that equity investment in a diversified portfolio of small to mid-sized companies generates long-term appreciation over time. Small/mid cap equities generally have higher earnings growth potential than large companies, are not as widely followed by Wall Street analysts and provide for participation in the merger and acquisition cycle. This strategy is currently implemented using ETFs which we believe to be an efficient method of achieving the desired allocation. As appropriate, mutual funds and other investments are incorporated within the Small/Mid Cap Equity strategy.

International Equity

With respect to non-U.S. equity opportunities, we generally invest in ETFs and mutual funds to gain increased diversification and opportunities not available from the stocks of U.S. based companies. ETFs and mutual funds invested in international economies may focus on countries that have developed economies and countries whose markets are still emerging. It is our belief that these international investments could act to reduce portfolio volatility as their correlation to the U.S. stock market can vary. The addition of these investments also expands the opportunity set for our clients.

FIXED INCOME MANAGEMENT

Badgley Phelps uses bonds in client portfolios to meet capital preservation, income and principal stability goals. Once investment objectives and constraints have been established, we select high quality bonds and focus on intermediate-term maturities in an effort to reduce market risk and maximize total return. For clients with large short-term cash positions, we can structure a fixed income portfolio based on the client's cash flow requirements using the same fixed income investment process.

Our commitment to high-quality investment grade bonds lowers credit risk to our clients since these bonds tend to exhibit a lower degree of price volatility and less default risk. Portfolios are structured around an average intermediate duration that generally ranges from 3 to 5 years. We believe that capital market history has shown that intermediate-term bonds generate total returns equal to those of long-term bonds, but with less volatility. Once a bond is purchased, we continue to monitor the soundness of the bonds we purchase using a combination of our research efforts, market data, rating agency services and industry publications.

Bond portfolios are structured to reflect our views on the economy, fiscal and monetary policy, political developments, credit fundamentals, and bond valuations as well as our experience in managing technical factors impacting the market. The core of our decision-making process is focusing our research and credit analysis on sector, issuer, security, quality and structure selection and not on factors such as taking aggressive interest rate bets or excessive credit risks. We utilize a wide variety of research and publicly available information to guide our decisions.

We sell bonds from a portfolio if credit quality deteriorates, the ability of an issuer to service the debt declines, or other opportunities in the market develop that allow us to upgrade portfolio quality, yield and/or liquidity. Investment monitoring and rebalancing are ongoing aspects of our fixed income portfolio management process.

Taxable Bonds

For clients with tax-exempt or tax-deferred portfolios, we invest in taxable bonds with intermediate-term maturities using a broad market strategy that emphasizes sector allocation and security selection. Investments primarily consist of U.S. Treasuries, governmental agencies and investment-grade corporate bonds. U.S. Treasuries generally consist of inflation protected (TIPS) and conventional Treasury bonds. Portfolio risk is managed within distinct tolerance bands for the following categories: duration, yield curve positioning, sector allocation and security selection.

Tax Exempt Bonds

For clients with taxable portfolios, we invest in high quality municipal bonds with intermediate-term maturities. Generally, these are fixed-rate general obligation bonds, essential service revenue bonds, school enhanced issuer bonds, pre-refunded or escrowed bonds and select insured bonds with strong underlying credit ratings. Diversification in terms of municipal bond quality, coupon rate, and geographic location also reduces portfolio risk.

ALTERNATIVE INVESTMENT MANAGEMENT

Badgley Phelps uses a liquid alternative investment strategy to further diversify client portfolios and dampen volatility. Based on market conditions, alternative investment management can include the investment in multiple strategies within this allocation. We believe that diversification into these alternative strategies helps to smooth returns, reduce volatility and decrease asset-class risks. For example, when using mutual funds, ETFs and ETNs, capital can be allocated and reallocated across

strategies in response to various market opportunities, trends, events, and risks. Based on market conditions, this portion of a client's portfolio could invest in instruments designed to increase in value when the volatility of the stock market rises, purchase securities structured to rise as the stock market falls, invest in assets that have a low correlation with stocks and bonds, and focus on a shorter investment time horizon (i.e., concentrating on trends that are projected to persist for six to eighteen months). Some of the key areas that we consider as tactical opportunities include equity, fixed income, equity hedge instruments, commodities, real estate, and foreign exchange.

CASH

Badgley Phelps generally maintains a small percent of each client portfolio in cash which is also part of the portfolio's asset allocation. This cash provides liquidity for client needs and distributions. It can also be used to take advantage of an investment opportunity. Cash is typically invested in a money fund or cash sweep account offered by the client's custodian which best meets the investment goals of the client's overall portfolio.

BALANCED PORTFOLIO MANAGEMENT

Balanced portfolio management combines our equity, fixed income, alternative and cash investment management methodologies. Our philosophy is that a balanced strategy should maximize capital appreciation in rising markets with added protection in more volatile markets. The investment of a combination of equity, fixed income, alternatives, and cash generally affords Badgley Phelps the ability to provide a prudent, strategic asset allocation tailored to our clients' investment objectives, cash flow needs and risk profile.

As part of our investment discipline, we monitor client portfolios and rebalance the portfolios to their target portfolio asset class weightings. This discipline tends to force the sale of outperforming assets and the simultaneous purchase of less expensive investments.

RISK MANAGEMENT

Risk management is an important matter for investors to consider. All investments have risks associated with them. Investment in any of the securities described above involves risk which could cause an investor to lose money. We do not warrant or guarantee any particular level of account performance or that the account will be profitable over time. We use our best judgment and good faith efforts in rendering services to our clients and we ask that our clients work with us in defining their individual tolerance for risk. And, while risk is unavoidable, we believe it can be managed using certain tools such as portfolio diversification.

Some of the material risks when investing in stocks include the possibility that stock prices will decline. For instance, stock markets tend to move in cycles, so it is possible that one of our equity investment styles could trail the returns of the overall stock market. Foreign stocks are subject to the possibility that world events and events in their home country (such as political upheaval, financial troubles or

natural disasters) will adversely impact their price. Fluctuations in the foreign exchange rate of the U.S. dollar could also have a positive or negative impact on foreign stocks. The price of foreign stocks and the price of U.S. stocks have, at times, moved in opposite directions.

Bond investments are subject to interest rate risk. This risk is when changes in interest rates (in the U.S. or other world markets) may reduce or increase the market value of a bond. A fundamental principal of bond investing is that market interest rates and bond prices generally move in opposite directions. Bonds are also subject to credit risk, which is the possibility that the bond issuer will be unable to make interest or principal payments, or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline. If a bond is callable, any price appreciation above the bond's call price could be lost, which could result in reinvesting the unanticipated proceeds at lower interest rates.

Another risk component that investors need to be prepared for is manager risk. This is the possibility that security selection or focus on securities in a particular sector, category, or group of companies could result in underperformance to relevant benchmarks or other securities.

The following list summarizes various types of investment risk:

- Capital Risk. The risk that the investor will not fully recover his/her entire investment. Speculative investments such as options have a high degree of this type of risk, while quality short-term investments such as Treasury bills typically have minimal capital risk.
- Selection Risk. The risk of choosing a security that will perform worse than other available securities.
- Timing Risk. The risk of buying or selling at an inopportune time, thus limiting profit or incurring a loss.
- Legislative Risk. The risk that future legislation will impact today's investment decisions. International, federal, state and local laws or regulations might change without notice, possibly impacting a security's performance.
- Liquidity Risk. The risk that the security holder will have a difficult time selling should there be a decline in the quality or the desire by the marketplace for this particular investment.
- Market Risk. The risk that the value of a security will decline due to factors that can impact overall market conditions, not by any fault of the issuing company.
- Credit Risk. The risk that the issuer becomes unable to pay interest and/or principal when due on fixed income securities. U.S. government securities are the least likely to default on payments, while "junk" bonds have a high degree of credit risk.
- Inflationary Risk. The risk that inflation will reduce the purchasing power of the U.S. dollar over time. Equity securities tend to provide the best protection against this type of risk, while bonds are more susceptible. Interest income earned by bonds is fixed, plus there also exists the possibility of long-term exposure to rising inflation for bonds with longer maturities.
- Interest Rate Risk. The risk that, as interest rates rise, a bond investor's holdings will decline as more attractive offerings enter the market. The longer the bond maturity, the greater the risk. Some stocks could also be susceptible to this type of risk if the company's borrowings are high.

This will increase the company's interest expense costs which could decrease the company's stock price.

- Reinvestment Risk. The risk that a bondholder will be unable to reinvest interest payments at a rate equaling the yield-to-maturity.
- Call Risk. The risk that a bondholder will have their bonds called away by the issuer if prevailing interest rates decrease below what their bond is paying. At the time the bonds are called, the bondholder would likely be reinvesting in bonds that would not pay as much interest.
- Disease Outbreak Risk. Disease outbreaks that affect local, national or global economies may have material and adverse impact on a portfolio's investments. Disease outbreaks may lead to disruption, instability and volatility in the marketplace and within governments.

Exchange-Traded Notes ("ETNs")

ETNs are unsecured debt securities which are listed on securities exchanges and transacted at negotiated prices in the secondary market. ETNs are designed to track the performance of a benchmark. An ETN is essentially a contract between an issuer and the ETN holder, whereby the issuer, upon maturity, agrees to pay an amount relative to the returns of the underlying benchmark. In addition to the risks associated with the specific benchmark, ETN holders are also subject to counterparty risk of the issuer failing to meet its payment obligation. In this respect, the value of an ETN may be adversely impacted by a downgrade to the issuer's credit rating and/or an unwillingness or inability of the issuer to perform its contractual obligations.

Cybersecurity Risk

The computer systems, networks and devices used by Badgley Phelps and our service providers and clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks, or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, and other financial institutions; and other parties. In

addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

COVID

The transmission of COVID and efforts to contain its spread have resulted in border closings and other travel restrictions and disruptions, market volatility, disruptions to business operations, supply chains and customer activity and quarantines. With widespread availability of vaccines, the U.S. Centers for Disease Control and Prevention has revised its guidance, travel restrictions have started to lift, and businesses have reopened. However, the COVID pandemic continues to evolve and the extent to which our investment strategies will be impacted will depend on various factors beyond our control, including the extent and duration of the impact on economies around the world and on the global securities and commodities markets. Volatility in the U.S. and global financial markets caused by the COVID pandemic may continue and could impact our firm's investment strategies.

Although currently there has been no significant impact, the COVID outbreak, and future pandemics, could negatively affect vendors on which our firm and clients rely and could disrupt the ability of such vendors to perform essential tasks.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Badgley Phelps or the integrity of Badgley Phelps' management. There are no legal or disciplinary events related to Badgley Phelps and its supervised persons that are material to a client's or prospective client's evaluation of Badgley Phelps' advisory business or the integrity of its management.

Item 10 – Other Financial Industry Activities and Affiliations

Badgley Phelps is not actively engaged in business other than its wealth management and investment advisory practice.

FOCUS FINANCIAL PARTNERS

As noted above in response to Item 4, certain investment vehicles managed by Stone Point collectively are principal owners of Focus LLC and Focus Inc. Because Badgley Phelps is an indirect, wholly owned subsidiary of Focus LLC and Focus Inc., the Stone Point investment vehicles are indirect owners of Badgley Phelps. Neither Stone Point nor any of its affiliates participate in the management or investment recommendations of our business.

Focus Treasury & Credit Solutions

We offer clients the option of obtaining certain financial solutions from unaffiliated third-party financial institutions with the assistance of our affiliate, Focus Treasury & Credit Solutions, LLC ("FTCS"), a wholly owned subsidiary of our parent company, Focus Financial Partners, LLC. These third-party financial institutions are banks and non-banks (the "Network Institutions") that offer credit and cash management solutions to our clients. Certain other unaffiliated third parties provide administrative and settlement services to facilitate FTCS's cash management solutions. FTCS acts as an intermediary to facilitate our clients' access to these credit and cash management solutions.

Neither we nor FTCS receive any compensation from the Network Institutions or any other third parties for providing credit or cash management solutions to our clients. For services provided by FTCS to clients of other Focus firms, FTCS receives a portion of the revenue earned by the Network Institutions, and such compensation to FTCS is also revenue for our common parent company, Focus Financial Partners, LLC. However, this compensation to FTCS does not come from credit or cash management solutions provided to any of our clients. The volume generated by our clients' transactions does benefit FTCS and Focus in attracting, retaining, and negotiating with Network Institutions. We mitigate this conflict by: (1) fully and fairly disclosing the material facts concerning the above arrangements to our clients, including in this brochure; and (2) offering FTCS solutions to clients on a strictly nondiscretionary and fully disclosed basis, and not as part of any discretionary investment services. Additionally, we note that clients who use FTCS's services will receive product-specific disclosure from the Network Institutions and other unaffiliated third-party intermediaries that provide services to our clients.

We have an additional conflict of interest when we recommend FTCS to provide credit solutions to our clients because our interest in continuing to receive investment advisory fees from client accounts gives us a financial incentive to recommend that clients borrow money rather than liquidating some or all of the assets we manage.

Credit Solutions from FTCS

For FTCS credit solutions, the interest rate of the loan is ultimately determined by the lender, although in some circumstances FTCS may have the ability to influence the lender to lower the interest rate of the loan. The final rate may be higher or lower than the prevailing market rate. We can offer no assurances that the rates offered to you by the lender are the lowest possible rates available in the marketplace.

Clients retain the right to pledge assets in accounts generally, subject to any restrictions imposed by the clients' custodians. While the FTCS program facilitates secured loans through Network Institutions, clients are free instead to work directly with institutions outside the FTCS program. Because of the limited number of participating Network Institutions, clients may be limited in their ability to obtain as favorable loan terms as if the client were to work directly with other banks to negotiate loan terms or obtain other financial arrangements.

Clients should also understand that pledging assets in an account to secure a loan involves additional risk and restrictions. A Network Institution has the authority to liquidate all or part of the pledged securities at any time, without prior notice to clients and without their consent, to maintain required collateral levels. The Network Institution also has the right to call client loans and require repayment within a short period of time; if the client cannot repay the loan within the specified time period, the Network Institution will have the right to force the sale of pledged assets to repay those loans. Selling assets to maintain collateral levels or calling loans may result in asset sales and realized losses in a declining market, leading to the permanent loss of capital. These sales also may have adverse tax consequences. Interest payments and any other loan-related fees are borne by clients and are in addition to the advisory fees that clients pay us for managing assets, including assets that are pledged as collateral. The returns on pledged assets may be less than the account fees and interest paid by the account. Clients should consider carefully and skeptically any recommendation to pursue a more aggressive investment strategy in order to support the cost of borrowing, particularly the risks and costs of any such strategy. More generally, before borrowing funds, a client should carefully review the loan agreement, loan application and other forms, and determine that the loan is consistent with the client's long-term financial goals and presents risks consistent with the client's financial circumstances and risk tolerance.

Cash Management Solutions from FTCS

For FTCS cash management solutions, as stated above, certain third-party intermediaries provide administrative and settlement services in connection with the program. Those intermediaries each charge a fixed basis point fee on total deposits in the program. Before any interest is paid into client accounts, the Network Institutions and certain unaffiliated third-party service providers take their fees out, and the net interest is then credited to clients' accounts. Engaging FTCS, the Network Institutions, and these other intermediaries to provide cash management solutions does not alter the manner in which we treat cash for billing purposes.

Clients should understand that in rare circumstances, depending on interest rates and other economic and market factors, the yields on cash management solutions could be lower than the aggregate fees and expenses charged by the Network Institutions, the intermediaries referenced above, and FTCS. Consequently, in these rare circumstances, a client could experience a negative overall investment return with respect to those cash investments. Nonetheless, it might still be reasonable for a client to participate in the FTCS cash management program if the client prefers to hold cash at the Network Institutions rather than at other financial institutions (e.g., to take advantage of FDIC insurance).

Focus Risk Solutions

We help clients obtain certain insurance products from unaffiliated insurance companies by introducing clients to our affiliate, Focus Risk Solutions, LLC ("FRS"), a wholly owned subsidiary of our parent company, Focus Financial Partners, LLC ("Focus"). FRS acts as an intermediary to facilitate our

clients' access to insurance products. FRS has agreements with certain third-party insurance brokers (the "Brokers") under which the Brokers assist our clients with regulated insurance sales activity.

Neither we nor FRS receives any compensation from the Brokers or any other third parties for providing insurance solutions to our clients. For services provided by FRS to clients of other Focus firms, FRS receives a percentage of the upfront commission or a percentage of the ongoing premiums for policies successfully placed with insurance carriers on behalf of referred clients, and such compensation to FRS is also revenue for our common parent company, Focus Financial Partners, LLC. However, this compensation to FRS does not come from insurance solutions provided to any of our clients. The volume generated by our clients' transactions does benefit FRS and Focus in attracting, retaining, and negotiating with the Brokers and insurance carriers. We mitigate this conflict by: (1) fully and fairly disclosing the material facts concerning the above arrangements to our clients, including in this brochure; and (2) offering FRS solutions to clients on a strictly nondiscretionary and fully disclosed basis, and not as part of any discretionary investment services. Additionally, we note that clients who use FRS's services will receive product-specific disclosure from the Brokers and insurance carriers and other unaffiliated third-party intermediaries that provide services to our clients.

The insurance premium is ultimately dictated by the insurance carrier, although in some circumstances the Brokers or FRS may have the ability to influence an insurance carrier to lower the premium of the policy. The final rate may be higher or lower than the prevailing market rate. We can offer no assurances that the rates offered to you by the insurance carrier are the lowest possible rates available in the marketplace.

Item 11 – Code of Ethics

Badgley Phelps requires that our employees follow a Code of Ethics. This Code of Ethics incorporates certain general fiduciary principles, guidelines and procedures designed to prevent actual or potential conflicts of interest between our clients and our employees.

The guidelines included in the Code of Ethics require disclosure and annual reporting by our employees of certain personal security holdings. Additional requirements include pre-approval or pre-clearance procedures for certain security transactions, quarterly reporting of required security transactions, and the prohibition of certain types of security transactions. The Code of Ethics prohibits insider trading and participation in initial public offerings. It also establishes guidelines regarding investment clubs, participation in limited or private offerings, plus other standards of business conduct including the acceptance of gifts and entertainment and pre-approval to serve on the board of public companies. All employees of Badgley Phelps must annually acknowledge the terms of the Code of Ethics.

For purposes of this policy, employees are not required to report security investments that include securities issued by the U.S. government, certain open-end mutual funds, and certain other short-term

debt securities such as bankers' acceptances, bank certificates of deposit, and commercial paper. All other securities which our employees wish to purchase or sell, including the same securities we recommend to our clients, must be transacted under certain guidelines. Accordingly, we have adopted the following policies and procedures to prevent conflicts of interest arising from our employees' personal trading practices and the security recommendations and transactions we place on behalf of our clients:

Pre-clearance of Securities Transactions. Advance clearance is required for security transactions (as defined under this policy) in which an employee has beneficial ownership. This request is approved or disapproved based on the compliance criteria outlined in the Code of Ethics. Factors considered include the type of security transaction, whether the security is on the firm's buy list, whether the security transaction is for a new or existing security holding, and the timing of the transaction in relation to certain client transactions. Certain transactions are prohibited. These include, but are not limited to, initial public offerings, and certain short-term trades.

Disclosure and Annual Reporting of Personal Securities Holdings. Employees of Badgley Phelps are required to disclose, upon commencement of their employment and on an annual basis thereafter, all their personal security holdings as defined by the Code of Ethics.

Quarterly Reporting of Securities Transactions. Each employee of Badgley Phelps must submit a report detailing (a) all security transactions which were executed during the current calendar quarter for their personal account or any account in which they have a beneficial interest; and (b) whether the employee opened a new brokerage account during the quarter. This report is submitted for review no later than ten days after the end of the calendar quarter.

Restricted Security Transactions. Certain restrictions regarding the timing of certain security transactions apply to our firm's employees. Employees who wish to purchase or sell securities which are also being bought and sold for clients of the firm will not always be able to execute this transaction. From time to time, "black out" time periods are announced on certain anticipated client transactions which would restrict employees from trading in these securities.

Badgley Phelps employees can, from time to time, buy or sell securities for themselves that are also being transacted or recommended to our clients and these transactions must be approved in advance as described above. Additionally, the firm's employees can enter into personal transactions of securities which are not deemed appropriate for our clients. Badgley Phelps' Code of Ethics has been adopted to prevent potential conflicts of interest or the appearance of a conflict of interest between our firm's clients and our employees' personal transactions. A copy of our Code of Ethics is available to our clients and prospective clients upon request without charge.

Item 12 – Brokerage Practices

Broker Selection and Trading Process

Unless the client directs us to execute transactions with a broker of preference, Badgley Phelps selects brokers for client transactions.

When executing client transactions, Badgley Phelps allocates equity and fixed income trades to brokers after making a good-faith judgment that the transaction will be executed in the best interest of the client. The criteria used for selecting brokers includes the quality and reliability of the execution of each trade. It also includes a determination that the commissions paid for these transactions are reasonable in relation to the value of the brokerage and research services provided to our clients and our firm. For instance, execution capability, promptness of execution, complexity of the trade, research coverage, financial responsibility of the broker, administrative resources and broker responsiveness are some of the factors we consider when evaluating and selecting a broker. These are factors we consider in addition to commission rates and transaction costs.

Badgley Phelps reviews and, in some cases, negotiates the commission rates offered by each broker we select to execute client trades, and we evaluate whether these rates are reasonable in relation to the value of the research and brokerage services provided, including best execution. We believe that the brokerage fees paid by our clients should represent fair payment for execution capability and the value of the research provided which might not otherwise be available if a broker was selected solely on the basis of commission costs. We base our transaction placement decisions on an evaluation of the factors noted above and maintain a record of transactions placed by us on behalf of our clients.

Security orders are placed separately or are aggregated with other client trades. When client trades are aggregated, or combined, with other client trades of the same security, this is done for the purpose of achieving a better commission and/or better execution for the clients. Clients in an aggregated trade should pay the same commission rate and receive the same price per share or unit, whereas clients that have directed brokerage to a specific broker might pay a different commission and receive different execution. Additionally, if more than one price is paid for a security in an aggregated trade, each client will receive the average price for that trade. If aggregated trades are only partially filled, the trades are allocated to each client account on a prorata basis based on the original size of the client's order. In addition, if an aggregated trade that is only partially filled is executed in more than one lot at different prices, an average price would be calculated such that all client accounts participating in the aggregated trade would receive the same execution price.

When purchasing bonds for clients who do not have broker-directed arrangements or whose broker-directed accounts permit bonds to be traded with other brokers, offers are sought from brokers who have a particular bond or appropriate inventory, either directly or through an electronic bond trading platform. Depending on the type of bond, comparisons are made between the bond being offered

and bonds with similar characteristics currently trading in the market. Characteristics which could be evaluated include credit name, coupon, maturity, call/put options, underlying credit rating, credit enhancement, and corporate or municipal sector. The offer is then evaluated and either accepted or rejected.

When selling bonds, Badgley Phelps attempts to obtain several bids, as is reasonably possible, from brokers or through electronic bond trading platforms. Factors taken into consideration when selling the bond include current market conditions, the characteristics of the bond, any client instructions regarding the sale of the bond, and the broker's price bid.

For bond purchases and sales in broker directed accounts, the bond trade is placed with the client-designated broker. In this circumstance, the bond purchased may or may not be from the broker's inventory and the trade price of the bond sale or purchase may or may not be in line with the institutional bond market.

Trading Errors

If Badgley Phelps is responsible for a trading error, it is our policy to correct the error and cover the cost of the error. When a trading error occurs, we will correct the trade in a manner dependent on the facts and circumstances associated with the error at the time we discover the error.

In most cases, we will correct trade errors through the broker-dealer's trade error desk which effectively cancels the original trade in the client's account and replaces it with the correct trade. If there is a cost associated with correcting the trade error, Badgley Phelps pays these costs. In some cases, an error can result in a gain. Depending on the circumstances of the error and the policies of the broker dealer's trade error desk, the client might retain the gain or the broker dealer might donate the gain to charity. If the broker-dealer's trade error desk does not permit the client to retain the gain, the gain is distributed per the policies and procedures of the broker-dealer.

It is also possible to correct a trade error directly in our client's account by placing a new trade instead of cancelling the original trade as described above. If this results in a gain, such gain is retained by the client since the error correction occurs directly in the client's account. In this situation, the client is responsible for any taxes associated with the transaction. On the other hand, if the trade correction results in a loss, we would reimburse the client directly for the costs arising from this error.

Benefits from Broker-Dealer Custodians We Recommend

We routinely recommend that clients custody their accounts with Schwab and Fidelity. Clients who accept our recommendation enter into a custodial agreement with either Schwab or Fidelity. We will then execute the securities transactions for their accounts through the client's account custodian unless in our judgment trading with a different broker is necessary to obtain best execution after taking

into account the cost of “trade away” fees the firms impose when we execute the client’s securities transactions through another firm.

Both Schwab and Fidelity make available to us additional products and services that benefit our firm and improve our ability to service our mutual client accounts. These products and services include investment research, as well as technology that allows us to electronically access client account data, facilitates trade execution and the allocation of aggregated trade orders for multiple client accounts plus the processing of client fee payments. Other services made available to us include pricing and access to market data. Schwab also provides services intended to help manage and further develop our firm’s compliance program, business consulting, training, publications and conferences on practice management, succession planning, marketing, operations, and trading. Schwab may arrange payment for certain conferences and has also invited employees to occasional business entertainment events. As discussed elsewhere in this document, we participate in Schwab’s new business referral program.

Client-Directed Brokerage

Most clients that select Charles Schwab or Fidelity as their custodian also direct Badgley Phelps to use Schwab or Fidelity as their directed broker. In this case, Badgley Phelps clients pay commissions and other trading costs that Schwab and Fidelity offer to the clients of Badgley Phelps. Badgley Phelps is also able to aggregate trades with the trades of other clients that are custodied at Schwab and Fidelity.

For those clients who wish to direct their transactions to another broker, Badgley Phelps will maintain this client-broker relationship so long as the client directs us to do so. In this situation, Badgley Phelps will not be able to negotiate commissions on the client’s behalf and/or will not be able to aggregate trades with the trades of other clients. It is possible that the client who directs Badgley Phelps to trade with a specific broker will not receive best execution since directed brokerage could result in higher commissions, greater spreads, less favorable net prices and less favorable execution prices.

Some clients of our firm are engaged in wrap fee arrangements with certain independent consultants or financial service firms whereby, in consideration of a fee paid by the client, the consultant will provide services to the client which may include custody, brokerage, investment management and/or performance measurement.

Agency Cross Transactions

Badgley Phelps does not enter into agency cross transactions for any of its client accounts.

Research and Soft Dollars

We have an informal soft dollar arrangement with JP Morgan where we execute client trades at JP Morgan and receive JP Morgan’s proprietary research. Soft dollars are a benefit to us because we

do not have to pay for research we obtain through soft dollars. The research we obtain from trading with JP Morgan is used to benefit all client accounts, even those whose trades were not used to obtain the research. We have no pre-planned agreements or understandings with brokers regarding the amount of brokerage required to procure proprietary research.

We do not have any soft-dollar arrangements that pay for third-party research services.

Item 13 – Review of Accounts

Most investment advisory accounts are formally reviewed by the client's wealth manager once every three months while other accounts may be reviewed monthly or at other than three-month intervals as established from time to time with the client. As part of the review process, advisory accounts are routinely rebalanced to target portfolio asset allocations previously agreed upon with our clients. Wealth managers and financial planning professionals are responsible for reviewing our clients' investment advisory accounts. Some investment advisory accounts are reviewed by more than one wealth management professional.

In the event there is adverse news on a particular security or one of our investment teams makes a decision regarding security selection, all accounts owning that security may be reviewed even though a formal review is not scheduled. Wealth managers are expected to restrict their security purchase recommendations to the approved security buy list/model portfolios and to follow approved firm investment philosophy and strategy within the framework of the client's needs and circumstances. From time to time, a client may own a security that is not on our approved buy list. This security may continue to be held in the client's portfolio and the wealth manager will determine whether the security will be managed on a supervised or non-supervised basis.

Portfolio review reports are prepared and sent to clients on a scheduled basis, typically once every three months. These reports generally consist of: (1) a portfolio commentary and review letter which summarizes recent market developments and provides summary information regarding financial planning and recent transactions; and (2) portfolio summary and appraisal reports which detail the individual securities held in each portfolio and include summary information of each asset class held in the portfolio, plus portfolio performance and recent transactions. Clients may also request other reports such as realized and unrealized gain and loss reports, or income and expense reports. Reports are available to clients monthly, quarterly and/or annually, based on the clients' needs or preferences. Financial plans may be reviewed and updated at various times, depending upon the nature and terms of our clients' needs and financial circumstances. In addition, clients receive periodic brokerage statements from their broker custodian which provides an independent accounting of portfolio assets.

Item 14 – Client Referrals and Other Compensation

Sub-Advisory Agreement

Badgley Phelps has entered into a sub-advisory agreement with Barwick & Partners, Inc. ("Barwick"), a registered investment adviser located in Seattle, Washington, to provide investment advisory services for Barwick client accounts. Prior to allocating any client accounts to Badgley Phelps, Barwick determines that the client accounts are suitable for investment advisory services in accordance with our investment advisory strategy. As sub-adviser, Badgley Phelps provides services to these accounts as directed by Barwick, including investment advisory, reporting, administrative and supervisory services. Under the sub-advisory agreement, Badgley Phelps is paid a negotiated fee directly from these clients. This fee is computed on the market value of assets less non-supervised assets, and the clients are billed once every three months. Badgley Phelps' sub-advisory fee represents a portion of the total fee paid by these clients since the client also pays a separate fee to Barwick.

Referral Agreements

Badgley Phelps has an arrangement in place with third-party solicitors whereby we compensate the solicitors for referring clients to us. Referral arrangements inherently give rise to potential conflicts of interest, particularly when the entity or person recommending the adviser receives an economic benefit for doing so. Referral arrangements provide an incentive for the solicitors to make a referral based on the compensation to be received. The Advisers Act addresses this conflict of interest by requiring disclosures related to the referral, including a description of the material terms of the compensation arrangement with the solicitor.

We pay third-party solicitors a percentage of the advisory fees we receive from referred clients. We require third-party solicitors who introduce potential clients to us to provide the potential client, at the time of the solicitation, a copy of a disclosure statement which explains that the solicitor will be compensated for the referral. This disclosure statement also contains the terms and conditions of the solicitation arrangement, including the percentage of the advisory fees or other compensation the solicitor is to receive. Clients referred to us through these solicitor agreements do not pay Badgley Phelps a higher fee than they would otherwise pay.

Badgley Phelps has signed an Investment Manager Service Agreement with Charles Schwab & Co., Inc. to participate as an investment manager in the Schwab Adviser Network program. From time to time, Schwab representatives identify and refer potential clients to Badgley Phelps who may wish to hire Badgley Phelps as their wealth manager. Under this agreement, Badgley Phelps will pay a referral fee to Schwab for those clients that hire Badgley Phelps. The referral fee arrangement is either a percentage of the value of the client's assets in the client's account or is based on a percent of the investment advisory fee. Clients referred to us through the Schwab Adviser Network program do not

pay Badgley Phelps a higher fee than they would otherwise pay as a result of the Schwab Agreement. Schwab does not supervise Badgley Phelps and is not responsible for Badgley Phelps' management of client portfolios or other advice or services.

In addition, Badgley Phelps has signed solicitor agreements with Van Hubly Investments LLC and with Petersen and Hicks ("Solicitors"). Representatives from each of these firms identify and refer potential clients to Badgley Phelps. For those clients that wish to hire our firm, Badgley Phelps will pay a referral fee to the Solicitors which is calculated as a percentage of the advisory fee. Clients referred to us by the Solicitors do not pay Badgley Phelps a higher advisory fee than they otherwise would pay as a result of the solicitor agreements.

Other

From time to time, we receive referrals from existing clients as well as other professional service providers, such as accountants and attorneys. We do not have formal referral agreements with these individuals and do not formally compensate these individuals for the referral. We are aware that reciprocating the referrals we receive from these professional service providers could lead to a conflict of interest. When asked for referrals to professional service providers, we refer our business and that of our clients in as unbiased a way as possible by providing multiple names, when available, for each referral.

Badgley Phelps's parent company is Focus Financial Partners, LLC ("Focus"). From time to time, Focus holds partnership meetings and other industry and best-practices conferences, which typically include Badgley Phelps, other Focus firms and external attendees. These meetings are first and foremost intended to provide training or education to personnel of Focus firms, including Badgley Phelps. However, the meetings do provide sponsorship opportunities for asset managers, asset custodians, vendors and other third-party service providers. Sponsorship fees allow these companies to advertise their products and services to Focus firms, including Badgley Phelps. Although the participation of Focus firm personnel in these meetings is not preconditioned on the achievement of a sales target for any conference sponsor, this practice could nonetheless be deemed a conflict as the marketing and education activities conducted, and the access granted, at such meetings and conferences could cause Badgley Phelps to focus on those conference sponsors in the course of its duties. Focus attempts to mitigate any such conflict by allocating the sponsorship fees only to defraying the cost of the meeting or future meetings and not as revenue for itself or any affiliate, including Badgley Phelps. Conference sponsorship fees are not dependent on assets placed with any specific provider or revenue generated by such asset placement.

In the last year, Charles Schwab & Co., Inc. has provided conference sponsorship to Focus. You can access a recently updated list of recent conference sponsors on the Focus website through the following link: <https://focusfinancialpartners.com/conference-sponsors/>

Item 15 – Custody

If a client requests that we recommend a broker for the safekeeping of securities, we base our recommendations on the compatibility of services needed by and provided for the client, the financial strength of the broker, and the factor of confidentiality for the client. In all cases, we require that our clients select an independent qualified custodian. We recommend to most of our clients that they use Schwab Institutional or Schwab Private Trust Services as the custodian for their investment accounts. We base this recommendation on Schwab's capacity to provide reliable custody and trust services as well as efficient trading capabilities. Other factors considered include Schwab's demonstrated ability to provide efficient servicing and consistent reporting, handle routine as well as complex trading requirements and provide our clients with low-cost custody options and competitive lending services. Based on suitability, we also refer clients to Fidelity. Ultimately, it is up to our clients to decide the custodian for their accounts.

Badgley Phelps does not act as a qualified custodian for client assets, but under certain circumstances (such as when client checks or assets are sent to our firm), we may be deemed to have custody of client funds or securities as defined in Rule 206(4)-2 of the Investment Advisers Act (the "Custody Rule"). Accordingly, we are subject to an annual surprise examination by an independent public accountant. The accounts that are in this category are included in a pool of accounts from which the independent public accountant selects its sample to audit. Badgley Phelps has retained an independent public accountant to conduct the Custody Rule surprise audit and the results of this audit are reported annually to the SEC on Form ADV-E.

Badgley Phelps is also deemed to have custody of client funds when a client signs certain standing letters of authorization directing the client's custodian to accept the authorization of Badgley Phelps to process certain securities and funds transfer requests on behalf of the client. Additionally, as described above under "Item 5 – Fees and Compensation," we have custody when clients give written authorization to Badgley Phelps to deduct our advisory fee directly from the clients' custodial account.

The qualified custodians send quarterly, or more frequent, account statements directly to our clients. For those custodians that can deliver account statements electronically or via paper, it is up to each client to select the preferred delivery method. The custodian sends a copy of these statements to Badgley Phelps and may also electronically transmit daily transactions to us which are used to update and reconcile our portfolio reporting system. Badgley Phelps urges our clients to carefully review the qualified custodian statements and compare them to the account reports that we send to them. Our reports can vary from our clients' custodial statements due to a difference in accounting procedures, reporting dates or valuation methodologies and pricing sources. We encourage our clients to contact us and their custodian if they identify any discrepancies between the custodian's statements and our account reports. For tax purposes, the custodian statement is the official record of the client's accounts.

Item 16 – Investment Discretion

Badgley Phelps usually receives discretionary authority from the client at the outset of an advisory relationship to select the specific securities and the quantities that are bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives or asset allocation for the particular client account. If the client prefers, Badgley Phelps may also manage client portfolios on a non-discretionary basis. Under a non-discretionary investment management arrangement, Badgley Phelps makes investment recommendations to the client and the client makes the decisions with respect to the investment of the account.

When selecting securities and determining transaction amounts, Badgley Phelps observes the investment policies, limitations and restrictions of the clients that we advise. We prefer that all investment guidelines and restrictions be provided to Badgley Phelps in writing. We also request that our clients notify us promptly of any changes in their financial circumstances, investment objectives or tax status.

Item 17 – Voting Client Securities

Badgley Phelps has adopted Proxy Voting Policies and Procedures to guide proxy voting on behalf of the clients for whom we vote proxies. The guidelines are not exhaustive and do not cover all potential voting issues because proxy issues and the circumstances of individual companies are varied. As a result, there may be circumstances when proxy votes cast by Badgley Phelps on behalf of our clients are not in strict adherence to these guidelines. Nevertheless, proxy voting is generally cast in adherence to the guiding principles of the proxy policy. Badgley Phelps has established a Proxy Committee which is responsible for proxy voting. Proxy votes cast on behalf of our clients should be cast by us in a manner consistent with the best interests of our clients. Badgley Phelps has established the following guiding principles to assist in analyzing each proxy issue and in providing a framework for decision-making:

- Promote accountability of a company's management and Board of Directors to its shareholders;
- Align the interests of management with those of the shareholders; and
- Increase disclosure of a company's business and operations.

It is anticipated that the Proxy Committee evaluate proxy issues using information from diverse sources, including Badgley Phelps' wealth managers and research analysts, company management, shareholder groups, and independent sources. To further promote both the Proxy Policy and these voting guidelines, Badgley Phelps has established voting principles for certain matters likely to come to a vote.

Badgley Phelps will vote proxies or a certain proxy for clients when directed in writing to do so by the client. If the client is subject to ERISA and the plan has not specifically withheld the proxy voting responsibility to a named fiduciary, Badgley Phelps will vote the proxies. To facilitate the voting of client proxies, Badgley Phelps uses the ProxyEdge electronic voting service which manages the process of voting, tracking, reporting and maintaining the records of our firm's proxy voting guidelines and principles.

If Badgley Phelps is not directed to vote client proxies, the client's qualified custodian or transfer agent will send proxy statements directly to the client or as per the client's direction. If there is a question regarding a particular proxy solicitation, clients may contact their wealth manager to review this matter.

Clients may obtain a copy of Badgley Phelps' proxy voting policies and procedures upon request. Clients may also request information from Badgley Phelps regarding how we voted any proxies for their particular account(s).

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide certain financial information or disclosures about Badgley Phelps' financial condition. Badgley Phelps has no financial requirement that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of any bankruptcy proceeding.