

Cover Page - Item 1



**AMG Asset Management Group Inc.  
DBA  
Asset Management Group Inc.  
&  
CloudVestors**

**Form ADV Part 2A Brochure**

**March 16, 2023**

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AMG Asset Management Group Inc. is an investment adviser registered with the Securities and Exchange Commission ("SEC"). An "investment adviser" means any person who, for compensation, engages in the business of advising others, either directly or through publications or writings, as to the value of securities or as to the advisability of investing in, purchasing, or selling securities, or who, for compensation and as part of a regular business, issues or promulgates analyses or reports concerning securities. Registration with the SEC or any state securities authority does not imply a certain level of skill or training.

This brochure provides information about the qualifications and business practices of AMG Asset Management Group Inc. If you have any questions about the contents of this brochure, please contact us at (678) 792-5855. 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 AMG Asset Management Group Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The firm's CRD/IARD number is 319444.

**Material Changes - Item 2**

The purpose of this page is to inform you of any material changes since the previous version of this brochure. This is our firm's first brochure; therefore, we have not made any material changes.

If you would like to receive a complete copy of our current brochure free of charge at any time, please contact us at (678) 792-5855 or at [teamamg@assetmg-inc.com](mailto:teamamg@assetmg-inc.com).

**Table of Contents - Item 3**

**Contents**

Cover Page - Item 1 .....	1
Material Changes - Item 2.....	2
Table of Contents - Item 3 .....	3
Advisory Business - Item 4 .....	4
Fees and Compensation - Item 5 .....	6
Performance-Based Fees and Side-By-Side Management - Item 6 .....	9
Types of Clients - Item 7.....	9
Methods of Analysis, Investment Strategies and Risk of Loss - Item 8.....	9
Disciplinary Information - Item 9 .....	12
Other Financial Industry Activities or Affiliations - Item 10.....	12
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading - Item 11 .....	13
Brokerage Practices - Item 12 .....	13
Review of Accounts - Item 13 .....	15
Client Referrals and Other Compensation - Item 14 .....	15
Custody - Item 15.....	16
Investment Discretion - Item 16 .....	16
Voting Client Securities - Item 17 .....	16
Financial Information - Item 18 .....	17
Requirements of State-Registered Advisers - Item 19.....	17
<b>IRA Rollover Services Disclosure</b> .....	17
AMG Asset Management Group Inc. Privacy Policy Notice .....	18

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

AMG Asset Management Group Inc., dba Asset Management Group Inc. & CloudVestors ("AMG" and/or "the firm") is a corporation formed in the State of Georgia. Andrew J. Nida is the principal owner of AMG. AMG has been providing investment advisory services since 2022.

The following paragraphs describe our services and fees. You may see the term Associated Person throughout this Brochure. As used in this Brochure, this term refers to anyone from our firm who is an officer, employee, and all individuals providing investment advice on behalf of our firm. Where required, such persons are properly licensed or registered as investment adviser representatives.

#### **Financial Planning Services**

We offer broad-based financial planning services regarding management of financial resources based upon an analysis of the client's individual needs. We will meet with you to gather information about your financial circumstances and objectives. Once we collect and analyse the documentation and information you provide, we work with you to develop a financial plan designed to help you achieve your financial goals and objectives. In this way, AMG assists the client in developing a strategy for the management of income, assets, and liabilities. In general, financial planning services may include any one or all of the following:

- Cash Flow Analysis – Assessment of a client's present financial situation by collecting information regarding net worth and cash flow statements, tax returns, insurance policies, investment portfolios, pension plans, employee benefit statements, etc. The firm advises on ways to reduce risk, coordinate, and organize records and estate information.
- Tax Analysis and Planning - The goal of tax planning is to arrange your financial affairs so as to minimize your taxes. There are three basic ways to reduce your taxes, and each basic method might have several variations. You can reduce your income, increase your deductions, and take advantage of tax credits.
- Retirement Analysis – Identification of a client's long-term financial and personal goals and objectives includes advice for accumulating wealth for retirement income or appropriate distribution of assets following retirement. Tax consequences and implications are identified and evaluated.
- Portfolio Analysis/Investment Planning – We provide investment alternatives, including asset allocation, and effect on a client's portfolio. We evaluate economic and tax characteristics of existing investments as well as their suitability for a client's objectives. We identify and evaluate tax consequences and their implications.
- Insurance Analysis – Includes risk management associated with advisory recommendations based on a combination of insurance types to meet a client's needs, e.g., life, health, disability, and long-term care insurance. This will necessitate an analysis of cash needs of family at death, income needs of surviving dependents, and disability income analysis.
- Education Savings Analysis – Alternatives and strategies with respect to the complete or partial funding of college or other post-secondary education.
- Estate Analysis – Advising Clients with respect to property ownership, distribution strategies, estate tax reduction, and tax payment techniques.

Financial plans are based on a client's financial situation based on the information provided to the firm. The recommendations and solutions are designed to achieve the client's desired goals, subject to periodic evaluation of the financial plan, which may require revision to meet changing circumstances. Clients are advised to notify us promptly of any change to a client's financial situation, goals, objectives, or needs.

You may choose to accept or reject our recommendations. If you decide to proceed with our recommendations, you may do so either through our investment advisory services or by using the advisory/brokerage firm of your choice.

In some cases, our recommendations will involve the purchase of insurance products. AMG is affiliated with Andrew Nida, LLC and Senior Care Solutions, LLC through common ownership and control. Both firms are licensed insurance agencies. Additionally, Associated Persons of AMG are licensed insurance agents. Andrew Nida, LLC, Senior Care Solutions, LLC, and our dually licensed Associated Persons can effect transactions in insurance products and earn commission based compensation for these activities. Clients should be aware that a conflict of interest is inherent in such an arrangement. Clients are instructed that the fees paid to the firm for advisory services are separate and distinct from the commissions earned by our affiliates and our dually licensed Associated Persons. Clients of AMG are not required to purchase insurance products from Andrew Nida, LLC, Senior Care Solutions, LLC, or the firm's dually licensed Associated Persons, and can purchase insurance products from any insurance agency and agent they choose.

Note: Information related legal consequences that is provided as part of the financial plan is for informative purposes only. Clients are instructed to contact their legal advisers for personalized advice.

### **Portfolio Management Services**

Our firm offers discretionary portfolio management services to our clients. Discretionary portfolio management means we will make investment decisions and place buy or sell orders in your account without contacting you prior to each transaction. These decisions would be made based upon your stated investment objectives. If you wish, you may limit our discretionary authority by, for example, setting a limit on the type of securities that can be purchased for your portfolio. Simply provide us with your restrictions or guidelines in writing.

Our investment advice is tailored to meet our clients' needs and investment objectives. If you decide to hire our firm to assist you with the management of your portfolio, an Associated Person of AMG will meet with you and gather information about your financial situation, investment objectives, and any reasonable restrictions you would like to impose on the management of the account. The information we gather will help us implement an asset allocation strategy that will be specific to your needs and goals.

Currently, our asset allocation and advisory services are offered in conjunction with a sub adviser. The sub adviser assists our firm with back-office support, trading, report preparation, and billing. We use model portfolios developed by the sub adviser and/or other registered investment advisers. These other investment advisers are responsible for the research and security selection within model portfolios, day-to-day trading, billing calculation, and other back-office operations. AMG is responsible for the supervision of the account, portfolio reallocations and rebalancing, and ongoing client interaction and servicing. At this time, AMG uses the following sub adviser:

*Foundations Investment Advisors LLC (CRD# 175083)*: Foundations Investment Advisors LLC gives us access to its proprietary portfolio models, along with models provided or managed by Cabana Asset Management, Frontier Wealth Management, Morningstar Investment Management, BlackRock Solutions, among others. All disclosure information about these entities is available on the SEC's public disclosure site, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). All clients will be provided with a current copy of Foundations Investment Advisors LLC's Form ADV Part 2 Brochure at the inception of service. This document provides important disclosures about Foundations Investment Advisors LLC's services, portfolio models, fees, conflicts of interest, disciplinary history (if any), and other important information that would help clients understand the scope of sub advisory services provided by Foundations Investment Advisors LLC.

All accounts are managed in accordance with the client's investment needs. Investments may include various types of securities such as equity securities, Exchange Traded Funds (ETFs), mutual funds, corporate debt securities, commercial paper, certificates of deposit, municipal securities, and U.S. Government securities. Other types of investments may also be recommended where such investments are appropriate based on the client's stated goals and objectives.

Investments and allocations are determined and based upon the client's predefined objectives, risk tolerance, time horizon, financial horizon, financial information, and other various suitability factors. Further restrictions and guidelines imposed by the client may affect the composition and performance of a client's portfolio. For these reasons, performance of the portfolio may not be identical to other clients of AMG. On an ongoing basis, AMG reviews the client's financial circumstances and investment objectives, and instructs the sub adviser to make the necessary adjustments to the client's portfolio.

Clients are advised to provide the firm with prompt notice of any changes in their personal financial circumstances, investment objectives, goals, and tolerance for risk. However, AMG will contact the client at least annually to determine whether there have been any changes in the client's personal financial circumstances, investment objectives, and tolerance for risk.

#### **Wrap Fee Programs**

A wrap fee program combines asset management, advisory services, and trade execution for a single fee. We do not sponsor or manage, or participate in any wrap fee programs. Our portfolio management fees are exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses, which will be incurred by the client. However, we will not receive any portion of the commissions, fees, and costs. Please see Item 5 below for information regarding additional fees and Item 12 below for further information on brokerage practices, fees, and transaction costs.

Clients should note that recommended third party programs may be offered as wrap fee programs. For detailed information regarding these programs, please carefully review the disclosure documents provided by the relevant third-party sponsor/manager of such third-party programs.

#### **Assets Under Management**

As of December 31, 2022, we manage \$99,327,705 in client assets on a discretionary basis and \$4,025,317 in assets on a non-discretionary basis.

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

#### **Financial Planning Fees**

AMG provides its clients financial planning and consulting services. Prior to engaging AMG to provide consulting services, the client will be required to enter into a financial planning agreement with our firm. The Agreement will set forth the terms and conditions of the engagement and describe the scope of the services to be provided and the fee that is due from the client. AMG will charge a fixed fee of up to \$10,000.00 for financial planning services. Fees are payable upon execution of the financial planning agreement. All agreed upon services will be completed within 6 months of payment. If the client hires our firm for ongoing portfolio management services, we will reduce our portfolio management fees by the amount of financial planning fee paid by the client.

Either party may terminate the financial planning agreement by written notice to the other. In the event the client terminates AMG's financial planning services, the balance of prepaid, unearned fees (if any) will be refunded to the client promptly.

#### **Portfolio Management Services Fees**

For portfolio management services, AMG charges an annual fee of up to 1.75% of assets under management. Portfolio management fees are payable monthly in arrears and are based on the average daily value of the assets of the month just ended. Other fee payment arrangements can be negotiated on a case-by-case basis. These arrangements will be listed in the advisory agreement signed by the firm and the client.

The fee is deducted from the client's account held at the custodian. The sub adviser calculates the fee and debits such fees from the client's custodial account on behalf of AMG. If insufficient cash is available to pay such fees, securities in an amount equal to the balance of unpaid fees will be liquidated to pay for the unpaid balance. In limited cases, we may invoice the client directly for the payment of fees.

The fee listed above includes the compensation received by the model provider and the sub adviser. We may modify the fee at any time upon 30 days' written notice.

Our annual fee is exclusive of and in addition to brokerage commissions, transaction fees, and other related costs and expenses, which will be incurred by the client. However, we will not receive any portion of the commissions, fees, and costs. Please see Item 12 – Brokerage Practices for further information on brokerage and transaction costs.

The portfolio management agreement may be canceled at any time by the client or by AMG with 30 days' prior written notice to the other party. Refunds are not applicable because the fee is payable in arrears.

#### **Additional Information About Fees and Expenses**

Advisory recommendations are based on financial information and situation that you disclose to us at the time the services are provided. Certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is in no way an indication of future returns. As your financial situation, goals, objectives, or needs change, you must notify us promptly.

AMG's fees are negotiable based on the complexity of client goals and objectives and level of services rendered. Fees are charged as described above and are not based on a share of capital gains of the funds of an advisory client. We also allow Associated Persons servicing the account to negotiate the exact investment management fees within the range disclosed in our Form ADV Part 2A Brochure. As a result, the Associated Person servicing your account may charge more or less for the same service than another Associated Person of our firm. Further, our annual investment management fee may be higher than that charged by other investment advisors offering similar services/programs.

All fees paid to AMG for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees generally include management fees, other fund expenses, early redemption fees, and possible distribution fees. A client could invest in a mutual fund directly, without the services of AMG. In that case, the client would not receive the services provided by AMG, which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and the fees charged by AMG to understand fully the total amount of fees to be paid by the client and to evaluate the advisory services being provided.

Mutual funds generally offer multiple share classes based upon certain eligibility and/or purchase requirements. For instance, in addition to retail share classes (typically referred to as class A, class B, and class C shares), mutual funds may also offer institutional share classes or other share classes that are specifically designed for purchase by investors who meet certain specified eligibility criteria, including, for example, whether an account meets certain minimum dollar amount thresholds or is enrolled in an eligible fee-based investment advisory program. Institutional share classes usually have a lower expense ratio than other share classes.

For clients investing in mutual funds, the firm requires that the Associated Person purchase the share class most beneficial to the client, generally the institutional or advisory share class. In some cases, these share classes are not made available by the sponsor fund. Here, the firm will direct the Associated Person to seek a comparable, similar mutual fund that provides an advisory share class, and offer the fund and share class to the client. If no comparable fund with an advisory share class is available, the client may pay higher fees that include 12b-1 fees.

Class A shares that transfer into client accounts are periodically converted to the advisory or institutional share class. The firm requires advisory or institutional share classes in accounts, and does not permit purchases of Class A, B, or C shares in advisory accounts unless there is no advisory share class available, and no similar mutual fund with an advisory share class.

Further information regarding fees and charges assessed by a mutual fund is available in each mutual fund's prospectus. Although the firm uses its best efforts to purchase lower cost mutual fund shares when available, some mutual fund companies do not offer institutional classes or funds that do not pay 12b-1 distribution fees.

**Billing on Cash Positions:** The firm treats cash and cash equivalents as an asset class. Accordingly, unless otherwise agreed in writing, all cash and cash equivalent positions (e.g., money market funds, etc.) are included as part of assets under management for purposes of calculating the firm's advisory fee. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur), the firm may maintain cash and/or cash equivalent positions for defensive, liquidity, or other purposes. While assets are maintained in cash or cash equivalents, such amounts could miss market advances and, depending upon current yields, at any point in time, the firm's advisory fee could exceed the interest paid by the client's cash or cash equivalent positions.

**Periods of Portfolio Inactivity:** The firm has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, the firm will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including but not limited to investment performance, fund manager tenure, style drift, account additions/withdrawals, the client's financial circumstances, and changes in the client's investment objectives. Based upon these and other factors, there may be extended periods of time when the firm determines that changes to a client's portfolio are neither necessary nor prudent. Notwithstanding, unless otherwise agreed in writing, the firm's annual investment advisory fee will continue to apply during these periods, and there can be no assurance that investment decisions made by the firm will be profitable or equal any specific performance level(s).

### **Sales Compensation**

AMG is affiliated with Andrew Nida, LLC and Senior Care Solutions, LLC, through common ownership and control. Both firms are licensed insurance agencies. Additionally, Associated Persons of AMG are licensed insurance agents. Andrew Nida, LLC, Senior Care Solutions, LLC and our dually licensed Associated Persons can effect transactions in insurance products and earn commission based compensation for these activities. Clients are instructed that the fees paid to the firm for advisory services are separate and distinct from the commissions earned by Andrew Nida, LLC, Senior Care Solutions, LLC and our dually licensed Associated Persons. Commissions from the sale of insurance products will not be used to offset or as a credit against advisory fees. Therefore, Associated Persons have an incentive to recommend insurance products based on the compensation to be received, rather than on a client's needs.

The sale of annuity contracts or insurance products offered by Associated Persons are intended to complement AMG's advisory services. However, a conflict of interest exists due to the potential receipt of dual forms of compensation. AMG has policies and procedures in place to monitor all client transactions and all client transaction costs will be disclosed to the client. Clients to whom the firm offers advisory services are informed that they are under no obligation to use the firm's Associated Persons for insurance services and may use the insurance brokerage firm and agent of their choice.

We strive to identify all potential and actual conflicts of interest between you, our firm, and our Associated Persons in this Disclosure Brochure. If additional conflicts arise in the future, we will notify you in writing and/or provide you an updated Disclosure Brochure.



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

Performance-based fees are based on a share of capital gains on or capital appreciation of the client's assets. Side by-side management refers to managing accounts that pay performance-based fees alongside those that do not pay performance-based fees. Our firm and Associated Persons do not accept performance-based fees.

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

We generally offer investment advisory services to individuals, pension and profit-sharing plans and their participants, trusts, estates, charitable organizations, corporations, and other business entities.

AMG requires a minimum of \$250,000 to establish an advisory relationship with our firm. In our sole discretion, we may waive this requirement. This requirement can be met by combining two or more accounts owned by you or related family members.

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

All asset allocation models are developed by the sub advisers and/or other third-party model providers (listed under Item 4 above) in accordance with investment programs developed by these entities. AMG will not implement its own methods of analysis and investment strategies. Clients should refer to the relevant sub advisers' and/or third-party model providers Form ADV Brochures for more information about the methods of analysis and investment strategies used by those firms.

##### **Investment Strategies**

The investment strategy for a specific client is based upon the objectives stated by the client during consultations and documented in the client profile. The client may change these objectives at any time. Each client's profile contains information related to the client's risk tolerance and any investment restrictions. Any other documentation as required by our firm that documents the client's objectives and their desired investment strategy will be retained as part of the client's file.

**Investing in securities involves risk of loss that clients should be prepared to bear.** Clients should fully understand the nature of the contractual relationship(s) into which they are entering and the extent of their exposure to risk. Certain investing strategies may not be suitable for many members of the public. You should carefully consider whether the strategies employed would be appropriate for you in light of your experience, objectives, financial resources, and other relevant circumstances.

**Recommendation of Particular Types of Securities:** As disclosed under the "Advisory Business" section in this Brochure, we provide advice on various types of securities and we do not necessarily recommend one particular type of security over another since each client has different needs and different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it.

**General Investment Risk:** All investments come with the risk of losing money. Investing involves substantial risks, including complete possible loss of principal plus other losses and may not be suitable for many members of the

public. Investments, unlike savings and checking accounts at a bank, are not insured by the government to protect against market losses. Different market instruments carry different types and degrees of risk and you should familiarize yourself with the risks involved in the particular market instruments in which you intend to invest.

**Loss of Value:** There can be no assurance that a specific investment will achieve its investment objectives and past performance should not be seen as a guide to future returns. The value of investments and the income derived may fall as well as rise and investors may not recoup the original amount invested. Investments may also be affected by any changes in exchange control regulation, tax laws, withholding taxes, international, political and economic developments, and governmental economic or monetary policies.

**Interest Rate Risk:** Fixed income securities and funds that invest in bonds and other fixed income securities may fall in value if interest rates change. Generally, the prices of debt securities rise when interest rates fall, and their prices fall when interest rates rise. Longer-term debt securities are usually more sensitive to interest rate changes.

**Credit Risk:** Investments in bonds and other fixed income securities are subject to the risk that the issuer(s) may not make required interest payments. An issuer suffering an adverse change in its financial condition could lower the credit quality of a security, leading to greater price volatility of the security. A lowering of the credit rating of a security may also offset the security's liquidity, making it more difficult to sell. Funds investing in lower quality debt securities are more susceptible to these problems and their value may be more volatile.

**Foreign Exchange Risk:** Foreign investments may be affected favorably or unfavorably by exchange control regulations or changes in the exchange rates. Changes in currency exchange rates may influence the share value, the dividends or interest earned and the gains and losses realized. Exchange rates between currencies are determined by supply and demand in the currency exchange markets, the international balance of payments, governmental intervention, speculation, and other economic and political conditions. If the currency in which a security is denominated appreciates against the US Dollar, the value of the security will increase. Conversely, a decline in the exchange rate of the currency would adversely affect the value of the security.

**Concentrated Position Risk:** Certain accounts may, or may be advised to, hold concentrated positions in specific securities. Therefore, at times, an account may, or may be advised to, hold a relatively small number of securities positions, each representing a relatively large portion of assets in the account. As a result, the account will be subject to greater volatility than a more sector diversified portfolio. Investments in issuers within an industry or economic sector that experiences adverse economic, business, political conditions or other concerns will impact the value of such a portfolio more than if the portfolio's investments were not so concentrated. A change in the value of a single investment within the portfolio will affect the overall value of the portfolio and will cause greater losses than it would in a portfolio that holds more diversified investments.

**Risks Associated with Investing in Equities:** Investments in equities generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

**Risks Associated with Investing in Mutual Funds:** Mutual funds are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. The returns on mutual funds can be reduced by the costs to manage the funds. In addition, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, other types of mutual funds do charge such fees which can also reduce returns.

**Risks Associated with Investing in Exchange Traded Funds (ETF):** Investing in ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

**Risks Associated with the Recommendation of Other Advisers:** In the event we recommend a third-party investment adviser to manage all or a portion of your assets, we will advise you on how to allocate your assets among various classes of securities or third-party investment managers, programs, or managed model portfolios. As such, we will primarily rely on investment model portfolios and strategies developed by the third-party investment advisers and their portfolio managers. If there is a significant deviation in characteristics or performance from the stated strategy and/or benchmark, we may recommend changing models or replacing a third-party investment adviser. The primary risks associated with investing with a third party is that while a particular third party may have demonstrated a certain level of success in the past; it may not be able to replicate that success in future markets. In addition, as we do not control the underlying investments in third party model portfolios, there is also a risk that a third party may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. To mitigate this risk, we seek third parties with proven track records that have demonstrated a consistent level of performance and success over time. A third party's past performance is not a guarantee of future results and certain market and economic risks exist that may adversely affect an account's performance that could result in capital losses in your account. Please refer to the third-party investment adviser's advisory agreements, Form ADV Brochure, and associated disclosure documents for details on their specific investment strategies, methods of analysis, and associated risks.

**Risks Associated with Investing in Private Funds:** Private investment funds are not registered with the Securities and Exchange Commission and may not be registered with any other regulatory authority. Accordingly, they are not subject to certain regulatory restrictions and oversight to which other issuers are subject. There may be little public information available about their investments and performance. Moreover, as sales of shares of private investment companies are generally restricted to certain qualified purchasers, it could be difficult for a client to sell shares of a private investment company at an advantageous price and time. Since shares of private investment companies are not publicly traded, from time to time it may be difficult to establish a fair value for the client's investment in these companies.

**Risks Associated with Investing in Options:** Transactions in options carry a high degree of risk. A relatively small market movement will have a proportionately larger impact, which may work for or against the investor. The placing of certain orders, which are intended to limit losses to certain amounts, may not be effective because market conditions may make it impossible to execute such orders. Selling ("writing" or "granting") an option, generally entails considerably greater risk than purchasing options. Although the premium received by the seller is fixed, the seller may sustain a loss well in excess of that amount. The seller will also be exposed to the risk of the purchaser exercising the option and the seller will be obliged either to settle the option in cash or to acquire or deliver the underlying investment. If the option is "covered" by the seller holding a corresponding position in the underlying investment or a future on another option, the risk may be reduced.

**Cybersecurity Risks:** Our firm and our service providers are subject to risks associated with a breach in cybersecurity. Cybersecurity is a generic term used to describe the technology, processes, and practices designed to protect networks, systems, computers, programs, and data from cyber-attacks and hacking by other computer users, and to avoid the resulting damage and disruption of hardware and software systems, loss or corruption of data, and/or misappropriation of confidential information. In general, cyber-attacks are deliberate; however, unintentional events may have similar effects. Cyber-attacks may cause losses to clients by interfering with the processing of transactions, affecting the ability to calculate net asset value or impeding or sabotaging trading. Clients may also incur substantial costs as the result of a cybersecurity breach, including those associated with forensic analysis of the origin and scope of the breach, increased and upgraded cybersecurity, identity theft, unauthorized use of proprietary information, litigation, and the dissemination of confidential and proprietary information. Any such breach could expose our firm to civil liability as well as regulatory inquiry and/or action. In

addition, clients could be exposed to additional losses as a result of unauthorized use of their personal information. While our firm has established business continuity plans, incident response plans and systems designed to prevent cyber-attacks, there are inherent limitations in such plans and systems, including the possibility that certain risks have not been identified. Similar types of cyber security risks also are present for issuers of securities in which we invest, which could result in material adverse consequences for such issuers and may cause a client's investment in such securities to lose value.

**Public Health-Related Risk:** Public health crises, such as viral outbreaks and other communicable diseases, can spread quickly throughout the country and the world. Various measures taken by countries, including the United States, both on a macro countrywide level and on a local level, to combat such crises, including quarantines, travel bans, bans on public events, bans on large public gatherings, closures of public venues (e.g., restaurants, concert halls, museums, theaters, schools, and stadiums), or shelter-in-place orders can significantly impact world economies. The effect on the economy and on the public can be severe. The impact of epidemics or pandemics, or widespread fear that such events may occur, could cause uncertainty for or negatively affect the global economy, as well as the economies of individual countries, the financial performance of individual companies and sectors, and markets generally in significant and unforeseeable ways. Any such impact could adversely affect the prices and liquidity of the securities and other instruments in which clients are invested, which in turn could negatively impact the account performance and cause investment losses. Recent examples include pandemic risks related to COVID-19 and aggressive measures taken worldwide in response by governments, including closing borders, restricting international and domestic travel, restrictions on businesses whose operations are deemed likely to encourage the spread of a virus, including curtailments of operations and reductions in staff, the downstream effects of those restrictions, and the imposition of prolonged quarantines of large populations. The impact of such crises could be short term or may last for extended periods of time, and in either case could result in substantial market disruptions, economic downturns, or recessions.

#### Disciplinary Information - Item 9

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. There is no history of reportable material legal or disciplinary events by our firm or our management persons.

#### Other Financial Industry Activities or Affiliations - Item 10

##### **Insurance Activities**

Andrew J. Nida is the principal owner of Andrew Nida, LLC and Senior Care Solutions, LLC. Both firms are licensed insurance agencies. Additionally, Associated Persons of AMG, including Mr. Nida, are licensed insurance agents. Andrew Nida, LLC, Senior Care Solutions, LLC and our dually licensed Associated Persons can effect transactions in insurance products and earn commission based compensation for these activities. Clients are instructed that the fees paid to the firm for advisory services are separate and distinct from the commissions earned by Andrew Nida, LLC, Senior Care Solutions, LLC and our dually licensed Associated Persons.

Receipt of commission-based compensation presents a conflict of interest because our firm and persons providing investment advice on behalf of our firm who are licensed insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than recommendations made solely based on your needs. We address this conflict of interest by recommending insurance products only where we, in good faith, believe that it is appropriate for the client's particular needs and circumstances and only after a full presentation of the recommended insurance product to our client. In addition, we explain the insurance

underwriting process to our clients in illustrating how the insurer also reviews the client's application and disclosures prior to the issuance of a resulting insuring agreement. Ultimately, all insurance sales are on a non-discretionary basis and are offered by duly licensed and supervised insurance professionals by our affiliated entity. Clients are under no obligation contractually or otherwise, to purchase insurance products through any person or entity affiliated with our firm.

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

#### **Description of Our Code of Ethics**

AMG has adopted a Code of Ethics (the "Code") to address investment advisory conduct. The Code focuses primarily on fiduciary duty, personal securities transactions, insider trading, gifts, and conflicts of interest. The Code includes AMG's policies and procedures developed to protect clients' interests in relation to the following topics:

- The duty at all times to place the interests of clients first;
- The requirement that all personal securities transactions be conducted in such a manner as to be consistent with the code of ethics;
- The responsibility to avoid any actual or potential conflict of interest or misuse of an employee's position of trust and responsibility;
- The fiduciary principle that information concerning the identity of security holdings and financial circumstances of clients is confidential; and
- The principle that independence in the investment decision-making process is paramount.

A copy of AMG's Code of Ethics is available upon request to Andrew J. Nida, Chief Compliance Officer, at (678) 792-5855 or at [teamamg@assetmg-inc.com](mailto:teamamg@assetmg-inc.com).

#### **Personal Trading Practices**

At times, AMG and/or its Advisory Representatives may take positions in the same securities as clients. This is considered a conflict of interest with clients. AMG and its Advisory Representatives will generally be "last in" and "last out" for the trading day when trading occurs in close proximity to client trades, however, we will uphold our fiduciary responsibilities to our clients. Front running (trading shortly ahead of clients) is prohibited. Should a conflict occur because of materiality (e.g., a thinly traded stock), disclosure will be made to the client(s) at the time of trading. Mutual fund purchases are not subject to these policies because the transactions are executed at NAV at the end of the trading day.

Where client accounts are managed by a sub adviser, the firm and persons associated with the firm would not necessarily be aware of timing of trades being considered prior to the transaction. However, where the firm and/or its Associated Persons are aware that a sub adviser is considering specific transactions for clients' accounts on a specific trading day where there is a potential material conflict, they will make every effort to be "last in" and "last out" for the trading day when trading occurs in close proximity to client trades.

### **Brokerage Practices - Item 12**

We recommend the services of TD Ameritrade, Inc. through their Institutional Platform ("TD Ameritrade"). TD Ameritrade is an independent and unaffiliated registered broker-dealer and a member of FINRA and SIPC. The primary factor in suggesting a broker/dealer or custodian is that the services of the recommended firm are provided in a cost-effective manner. While quality of execution at the best price is an important determinant, best execution does not necessarily mean lowest price and it is not the sole consideration. The trading process of

any broker/dealer suggested by AMG must be efficient, seamless, and straight-forward. Overall custodial support services, trade correction services, and statement preparation are some of the other factors determined when suggesting a broker/dealer.

**Research and Other Soft Dollar Benefits received from TD Ameritrade**

There is no direct link between AMG's use of TD Ameritrade and the investment advice it gives to its clients, although AMG receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors.

These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving AMG participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to AMG by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by AMG's related persons. We have an incentive to recommend TD Ameritrade based on our interest in receiving the research or other products or services, rather than on our clients' interest in receiving most favorable execution.

Some of the products and services made available by TD Ameritrade through the program may benefit AMG but may not benefit its client accounts. These products or services assist AMG in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help AMG manage and further develop its business enterprise. The benefits received by AMG or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, AMG endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by AMG or its related persons in and of itself creates a potential conflict of interest and influences AMG's choice of TD Ameritrade for custody and brokerage services.

**Brokerage for Client Referrals**

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

**Directed Brokerage**

We routinely recommend that you direct our firm to execute transactions through one or more broker-dealers with which we or the relevant sub adviser(s) have a business relationship. As such, we may be unable to achieve the most favorable execution of your transactions and you may pay higher brokerage commissions than you might otherwise pay through another broker-dealer that offers the same types of services. Not all advisers require their clients to direct brokerage.

**Aggregation of Orders (Block Trading)**

All trading is done by the sub advisers recommended by our firm. These sub advisers will aggregate trades in accordance with their internal trade aggregation policies. Please refer to the sub adviser's Form ADV part 2 disclosures for more information about these aggregation policies.

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

Accounts are reviewed by the Associated Person named as adviser of record on the account. The frequency of reviews is determined based on the client's investment objectives, but reviews are conducted no less frequently than annually. Additional reviews are usually triggered by a change in the client's investment objectives, tax considerations, large deposits or withdrawals, large purchases or sales, loss of confidence in corporate management, or changes in macro-economic climate.

A financial plan is a snapshot in time and no ongoing reviews are conducted, unless you have engaged us for periodic updates. We recommend a plan review at least annually. Unless otherwise agreed, the plan review will be subject to an additional fee.

The client's independent custodian provides account statements directly to the client no less frequently than quarterly. Sub advisers will also provide clients with performance reports on at least a quarterly basis. The custodian's statement is the official record of the client's securities account and supersedes any statements or reports created on behalf of the client by AMG.

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

AMG has a brokerage and clearing arrangement with TD Ameritrade and the firm may receive additional benefits from this firm in the form of electronic delivery of client information, electronic trading platforms, institutional trading support, proprietary and/or third-party research, continuing education, practice management advice, and other services provided by custodians for the benefit of investment advisory clients. Please refer to item 12 above for more information about the receipt of additional benefits from broker-dealers/account custodians.

In some cases, AMG and Associated Persons receive additional direct or indirect compensation from product sponsors, vendors, and independent marketing organizations ("IMOs"), including Foundations Investment Advisors LLC and its affiliated IMO; such as gifts valued at less than \$1,000 annually, an occasional dinner or ticket to a sporting event; payments in connection with educational meetings with an Associated Person, payments for compliance consulting services, client workshops, or events, marketing events or advertising initiatives, including services for identifying prospective clients, and incentive trips. Product sponsors may also pay for or reimburse AMG for the costs associated with AMG employees and investment adviser representatives attending various education or training events, as well as AMG sponsored conferences and events.

#### **Sale of Insurance Products**

Associated Persons of AMG will solicit, offer, and sell insurance products to you for commissions in their separate capacity as insurance agents. This represents a conflict of interest since AMG and the Associated Persons receive fees and/or commissions if you choose to implement the recommendations of your Associated Persons in his or her separate capacity as an insurance agent. You are under no obligation to implement recommendations through your Associated Persons and are free to choose any insurance company you wish to implement the recommendations.



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

We do not have physical custody of any client funds and/or securities. However, where clients grant us written authorization to deduct advisory fees from their account(s), we are deemed to have custody over client funds or securities limited to the deduction of advisory fees.

With respect to third party standing letters of authorization ("SLOA") where a client grants us authority to direct custodians to disburse funds to one or more third party accounts, we are deemed to have custody pursuant to Rule 206(4)-2 (the "Custody Rule"). We have taken steps to have controls and oversight in place to comply with the no-action letter issued by the SEC on February 21, 2017 (the "SEC no-action letter"). We are not required to comply with the surprise examination requirements of the Custody Rule if we comply with the representations noted in the SEC no-action letter. Where our firm acts pursuant to a SLOA, we believe we are making a good faith effort to comply with the representations noted in the SEC no-action letter. Additionally, since many of the representations noted in the SEC no-action letter involve the qualified custodian's operations, we will collaborate closely with our custodian(s) to ensure that the representations are met.

Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account. You should carefully review account statements for accuracy. If you have questions regarding your account or if you did not receive a statement from your custodian, please contact us at (678) 792-5855 or at [teamamg@assetmg-inc.com](mailto:teamamg@assetmg-inc.com).

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

AMG's portfolio management services are offered on a discretionary basis. This authority is granted to us by you in the Asset Management Agreement. This allows our firm and/or the sub adviser to choose the quantity of the securities to be purchased or sold and whether to place buy or sell orders for your account without obtaining your approval for each transaction.

If you wish, you may limit our discretionary authority by, for example, setting a limit on the type of securities that can be purchased for your account. Simply provide us with your restrictions or guidelines in writing. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

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

AMG does not vote proxies. It is the client's responsibility to vote proxies. Clients will receive proxy materials directly from the custodian. Questions about proxies may be made via the contact information on the cover page.



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

We are required in this Item to provide you with certain financial information or disclosures about AMG's, financial condition. AMG does not require the prepayment of over \$1,200, six or more months in advance. Additionally, AMG has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and AMG has not been the subject of a bankruptcy proceeding.

### **Requirements of State-Registered Advisers - Item 19**

**This section is not applicable because our firm is SEC-registered.**

### **IRA Rollover Services Disclosure**

In conjunction with the advisory services offered, we may provide recommendations related to the rollover of funds from an employer sponsored retirement plan. A plan participant leaving employment has several options with respect to their employer sponsored retirement plans. Each choice offers advantages and disadvantages, depending on desired investment options and services, fees and expenses, withdrawal options, required minimum distributions, tax treatment, and the investor's unique financial needs and different retirement plans. The complexity of these choices may lead an investor to seek assistance from us.

When our firm or our Associated Person(s) recommends an investor roll over plan assets into an Individual Retirement Account ("IRA"), we and our Associated Person(s) may earn an asset-based fee as a result. In most cases, we do not receive an asset-based fee if assets are retained in the plan. Often, account fees and expenses will increase because fees will apply to assets rolled over to an IRA and ongoing services will be extended to these assets. Thus, while there is arguably an economic incentive to encourage an investor to roll over plan assets into an IRA, we cannot and do not place our interests ahead of yours.

A rollover may also result in the assessment of other levels of fees and expenses, including, but not limited to, investment-related expenses imposed by other service providers and mutual fund managers not affiliated with us, as well as other fees and expenses charged by the custodian, third-party administrator, and/or record-keeper. We make no representations or warranties relating to any costs or expenses associated with the services provided by any third parties, and you understand that these fees are in addition to the fee paid to us for the rollover advice.

In cases where we provide you with rollover advice as defined by the Department of Labor, which may also include setting up and/or completing the rollover transaction, we do not serve as a custodian, and we do not provide legal or tax advice to you. In addition, we do not have any responsibilities or potential liabilities in connection with assets not related to the rollover and investments that are not managed by us.

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests. In accordance with various rules and regulations, we must act in your best interest and we must not put our interests ahead of your interests. Additionally, we must: meet a professional standard of care when making investment recommendations (give prudent advice); never put our financial interests ahead of yours when making recommendations (give loyal advice); avoid misleading statements

about conflicts of interest, fees, and investments; follow policies, and procedures designed to ensure that we give advice that is in your best interest; charge no more than is reasonable for our services; and give you basic information about any conflicts of interest.

We rely on all information you provide to us, whether financial or otherwise, without independent verification. We request that you promptly notify us in writing of any material change in the financial and other information provided to us, and to promptly provide any such additional information as may be reasonably requested by us.

Due to the volatile and unpredictable nature of financial markets, we do not guarantee any future performance, any specific level of performance, or the success of any recommendations or strategies that we may take or recommend for you, or the success of our overall recommendations. Investment recommendations are subject to various market, currency, economic, political, and business risks, and that investment decisions will not always be profitable.

### **AMG Asset Management Group Inc. Privacy Policy Notice**

This notice is being provided to you in accordance with the Securities and Exchange Commission's rule regarding the privacy of consumer financial information ("Regulation S-P"). Please take the time to read and understand the privacy policies and procedures that we have implemented to safeguard your nonpublic personal information.

#### **INFORMATION WE COLLECT**

AMG Asset Management Group Inc. (AMG) must collect certain personally identifiable financial information about its customers to provide financial services and products. The personally identifiable financial information that we gather during the normal course of doing business with you may include:

- information we receive from you on applications or other forms;
- information about your transactions with us, our affiliates, or others;
- information we receive from a consumer reporting agency.

#### **INFORMATION WE DISCLOSE**

We do not disclose any nonpublic personal information about our customers or former customers to anyone, except as permitted or required by law, as necessary to provide services to you or if you have given us permission in writing. In accordance with Section 248.13 of Regulation S-P, we may disclose all of the information we collect, as described above, to certain nonaffiliated third parties such as our attorneys, accountants, auditors and persons or entities that are assessing our compliance with industry standards. We enter into contractual agreements with all nonaffiliated third parties that prohibit such third parties from disclosing or using the information other than to carry out the purposes for which we disclose the information.

**REGULATION S-AM:** Under Regulation S-AM, we are prohibited from using eligibility information that we receive from an affiliate to make a marketing solicitation unless:

1. the potential marketing use of that information has been clearly, conspicuously and concisely disclosed to the consumer;
2. the consumer has been provided a reasonable opportunity and a simple method to opt out of receiving the marketing solicitations; and
3. the consumer has not opted out.

AMG and its affiliated insurance firm, Fiat Insurance Services, LLC, share eligibility information obtained from clients with each other to make marketing solicitations. Please contact us at (678) 792-5855 or at

[teamamg@assetmg-inc.com](mailto:teamamg@assetmg-inc.com) if you do not want us or our affiliated insurance firm from sharing your information with each other to make marketing solicitations.

**REGULATION S-ID:** Regulation S-ID requires our firm to have an Identity Theft Protection Program (ITPP) that controls reasonably foreseeable risks to customers or to the safety and soundness of our firm from identity theft. We have developed an ITPP to adequately identify and detect potential red-flags to prevent and mitigate identity theft.

**CONFIDENTIALITY AND SECURITY**

We restrict access to nonpublic personal information about you to those Employees who need to know that information to provide financial products or services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.

**ACCURACY**

AMG strives to maintain accurate personal information in our client files at all times. However, as personal situations, facts and data change over time; we encourage our clients to provide feedback and updated information to help us meet our goals.