

Item 1. Cover Page



ETICO WEALTH MANAGEMENT, LLC
FORM ADV PART 2A: FIRM BROCHURE

MARCH 31, 2023

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SEC NUMBER: 801-70445 CRD NUMBER: 151046

This brochure provides information about the qualifications and business practices of Etico Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at 518.348.0060 and/or compliance@eticofinancial.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Etico Wealth Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Throughout this Brochure, "Etico Wealth Management", "Etico WM", "firm", "we", or "us" refer to Etico Wealth Management, LLC, and "you", "your", and "client" refer to you as either the client or prospective client of our firm. Use of the term "registered investment adviser" or being "registered" with the SEC, any state securities authority or self-regulatory organization does not imply a certain level of skill or training but only indicates that Etico WM has registered our business with state and federal regulatory authorities. The most current version of this Brochure is always available on our website, investor.eticofinancial.com/disclosures.

Item 2 - Material Changes

This section addresses only those changes that have been incorporated since our last Brochure update on June 29, 2022, that we consider material or otherwise important to the total mix of information contained within.

- No material changes.

Other immaterial changes were made throughout the document to present information clearly and concisely. This includes updating the Firm's assets under management through 12/31/22.

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Item 4 - Advisory Business

Description of our Firm. Our firm is a limited liability company organized and operated in New York state. We commenced operations as an SEC registered investment adviser in 2009 pursuant to the Investment Advisers Act of 1940 (the “Act”) and offer fee-based investment advisory services (hereafter “Service”). The Firm is wholly owned by Quaestus Holdings, LLC and is operated by Joseph Arena, Chief Investment Officer, and Kyle Webber, Chief Operating Officer and Portfolio Manager, and Joseph Leo, Chief Executive Officer. Quaestus Holdings, LLC is owned by Mr. Arena, Mr. Webber, Mr. Leo, and Scott Weisman, Chairman through Pterodactyl Holdings, LLC.

Advisory Services Offered. The following are descriptions of the discretionary and non-discretionary advisory services we offer and made available primarily through financial professionals affiliated with our firm as an investment advisor representatives (hereafter “Financial Professional”). “Non- discretionary” services require clients to initiate or pre-approve investment transactions in their accounts before they can occur, whereas “discretionary” services authorize the Financial Professional or other designated third party investment advisor to buy, sell or hold investment positions without obtaining pre-approval from clients for each transaction. Financial Professionals are required by applicable rules and policies to obtain licenses and complete certain training in order to recommend certain investment products and services. You should be aware that your Financial Professional, depending on the licenses and training obtain, may or may not be able to recommend certain investments, models, programs, or services. Please ask your Financial Professional whether any limitations apply. Please understand that a written agreement, which details the exact terms of the Service and advisory fee schedule, must be signed by the client and, in most cases, accepted by our firm before we can provide the client with the Services described below.

Our Financial Professional’s provide investment management and account monitoring on an ongoing and continuous basis. In addition to the programs described in this Brochure, clients may receive a separate Brochure from a third-party manager or sub-advisor if they are selected by you or your Financial Professional to aid in the investment management of your account. If your account is invested in mutual funds and exchange traded funds, the fund company provides important disclosures in the fund's prospectus. If you would like more information on such services please contact the firm, your Financial Professional, or you can go to <https://adviserinfo.sec.gov>. In addition to accounts held at traditional brokerages, we also provide discretionary investment management to clients who have a variable annuity or held-away Account, like an individual 401(k) account. Due to the often-limited investment options, investment performance may differ significantly from a traditional brokerage Account.

Clients are allowed to impose reasonable restrictions in accordance with their values, beliefs, or unique situation on the Services we provide and the investment management of their Account. If a proposed restriction is determined to be unreasonable, or we believe is not in the client’s best interest, we will request the client to modify or withdraw the restriction. At our sole discretion, we reserve the right to end an advisory relationship if we believe a client’s-imposed restriction is detrimental.

We are not obligated to buy, sell, or recommend to our clients any security or other investment that we may buy, sell, or recommend for any other clients or for our own accounts. If we obtain material, non-public information about a Security or its issuer that we may not lawfully use or disclose, we have absolutely no obligation to disclose the information to any client and will not use it for our or any client’s benefit. The simultaneous management of the different investment advisory services offered below creates certain conflicts of interest, as the fees for the management of certain types of Services are higher than others. Nevertheless, we seek to treat all such Accounts fairly and equitably over time, model-based Strategies aid in mitigating this conflict of interest.

Description of Private client Services. We offer the following investment advisory services through our Financial Professionals directly to individuals, which we refer to as Private clients:

- A. **Rep as Portfolio Manager Program:** This an open architecture Program your Financial Professional has discretion to build custom portfolios for you. Your Financial Professional will provide discretionary Services based on personal discussions, guided questionnaire, and your collective collaboration. At the direction of your Financial Professional and congruent with your goals, time horizon and risk tolerance, your Account will be invested into a portfolio of Securities that your Financial Professional has vetted and selected. Unless otherwise stated, this Program requires that clients grant our firm and the Financial Professional full investment discretion. Under this Program, client Accounts will be held at a qualified custodian that we have or will establish a relationship with.

When the investment adviser representative selects individual Securities, they have an ongoing responsibility for investment decisions, security selection, day-to-day portfolio management of the assets, and/or the specific timing in which to effectuate securities transactions, along with helping to continuously monitor and manage the client Account congruent with their objectives and suitability.

- B. Third-Party Asset Management (TAMP) Program:** Under this program, through our Financial Professionals, we provide access to asset management programs offered by institutional third-party investment advisors (referred to as “Platform Sponsors”) with which our firm has entered an agreement to make their services available as a co-investment adviser or sub-advisor. These Platform sponsors are subject to review by our firm’s Investment Committee for inclusion as a TAMP and are subject to future change from time to time. As of the date of this Brochure, these firms include Morningstar Investment Services, Orion Portfolio Solutions, our affiliate Quartz Partners Investment Management (“Quartz”) TAMP Services, and in limited cases, other Platform sponsors accommodated through our firm. Quartz is affiliated with Etico WM through common ownership and control. Please understand this is a conflict of interest. Our recommendation to use Quartz investment management Services is based, almost entirely, on the fact that Quartz and Etico WM are affiliated and Etico WM has a financial and economic interest to recommend Quartz over other TAMP Sponsors that provide similar services because Etico WM will receive compensation that would otherwise be paid to another TAMP Sponsor. You are not mandated to utilize the Quartz TAMP Services and our firm will always act in your best interest. Please consult your Financial Professional for information regarding available advisory model Platform Sponsors.

TAMP services begin with the Financial Professional obtaining the necessary financial data from the client to assist with setting an appropriate investment objective based on their unique circumstances and needs, determining the suitability of the program and aiding the client in completing the necessary paperwork to open an account with the Platform Sponsor. Depending on the particular program, the Financial Professional may also assist the client with selecting a model portfolio of securities designed and managed by either the Platform Sponsor or a selected portfolio management firm available through the Platform Sponsor responsible for providing discretionary asset management services. The Platform Sponsor or other third party investment advisor is typically granted discretionary authority in its client agreement to purchase and sell securities on a basis pursuant to investment objective chosen by the client. In doing so, the Platform Sponsor or other third party investment advisors typically construct various model investment portfolios that are managed according to specific investment strategies associated with the respective models, and that are not generally customized for individual clients (subject to the client’s ability to request reasonable investment restrictions on investing in Securities or other special accommodations that may be made). In addition to portfolio management services, the Platform sponsor will also generally arrange for custody of client assets, performance reporting, advisory fee calculation, trade execution, cashiering services, and such other services as outlined in their separate client agreement and disclosure brochure. The Platform sponsor may also offer the Financial Professional a greater degree of influence and/or discretion in connection with portfolio selection and composition, as may be applicable pursuant to the terms of the TAMP’s program agreement with clients.

Since the TAMP services provided by each Platform Sponsor or other third party investment advisor in the TAMP program are unique, clients should request and carefully review the applicable disclosure brochure, client agreement and other account paperwork for each TAMP for more detailed information about the services provided by the Platform Sponsor, including without limitation, a description of the Platform sponsor’s background, investment strategies, fees, custody arrangements, conflicts of interest, and other relevant information regarding the Platform Sponsor’s services and business practices. Clients may request a copy of their disclosure brochure from the Financial Professional or by visiting <https://adviserinfo.sec.gov/>. Clients may also request the advisor’s Form ADV 2B Supplemental Brochure from their Financial Professional for detailed information about the management personnel responsible for managing client investment portfolios.

- C. Financial Planning Program:** Our Financial Planning Program has your Financial Professional preparing a written or digital financial plan covering specific or multiple topics as it relates to understanding a client’s financial planning needs, setting financial goals, and monitoring progress. As an alternative to a written plan, your Financial Professional is also available to provide financial planning on a strictly consultative basis through meetings and written or digital communications. In this Program, your Financial Professional will typically serve as a liaison and work with other professionals such as attorneys, Certified Public Accountants, trust officers, etc., to provide a holistic financial plan which may include:

- Estate Planning
- Charitable Giving
- Retirement Planning
- Business Planning

This Service does not involve implementing any transaction on a client’s behalf or the active and ongoing monitoring or management of their investments. Client typically remains solely responsible for determining whether or not to implement program recommendations and taking all necessary steps to do so. A conflict of interest exists because investment advice may involve investment advisory services for which we will charge an advisory fee in addition to the Financial Planning fee. Additional conflicts of interest arise if the recommended financial plan involves the purchase of insurance products for which a Financial Professional receives compensation. Clients are under no obligation to follow the Financial Professional’s recommendation. In addition to the Financial Planning Program, Financial Professionals may, in their sole discretion and as agreed from time to time with clients,

provide financial planning or financial consulting services to clients in connection with the program at no additional cost. Financial Professionals will require clients to enter into a separate agreement with an agreed upon fee for financial planning or financial consulting services.

Description of Employer Retirement Plan Services. We provide investment advice, certain administrative oversight, and consulting services to employer sponsored retirement plans (hereafter “Retirement Plan”). We offer the following Retirement Plan Services as either a turn-key comprehensive solution or a la carte:

Non-Fiduciary Services.

Monitoring and Reporting Key Metrics: Performance monitoring and reporting to assist Plan Sponsor in making sure investment decision making adheres to the plan’s investment policy statement and identify areas of concern.

Plan Design: Aiding the Plan Sponsor in determining the unique needs, requirements, and goals of the Retirement Plan.

Provider Search and Selection: Assisting the Plan Sponsor in the fiduciary obligation of evaluating, selecting, and implementing provider services. We can oversee, negotiate, and maintain relationships with plan providers.

Education: We provide educational support to both Plan Sponsors and participants which includes advising them on the Retirement Plan’s investment options, features, benefits, online account access, regulatory updates, enrollment, and servicing paperwork. Any investment recommendations so provided will be based on information relating to age, time horizons (e.g., life expectancy, retirement age), risk tolerance, current investments in designated investment options, other assets or sources of income, and investment preferences of the participant or beneficiary. Investment advice will not include monitoring or rebalancing of a participant’s portfolio unless the participant is invested in one of our Strategies.

Fiduciary Services.

Investment Policy Statement: A customized written Investment Policy Statement (hereafter “IPS”) will be drafted that roadmaps the investment methodologies, objectives, asset class guidelines, performance monitoring, duties and responsibilities, implementation of investment options, and expense monitoring of the Retirement Plan.

Designated Investment Alternatives (“DIAs”) Investment Menu: Prudent investment recommendations and ongoing monitoring of Retirement Plan investment options, including a qualified default investment alternative (hereafter “QDIA”). Investments shall be monitored and replaced when appropriate using a repeatable process.

Model Asset Allocation Portfolios: Our Strategies and/or Portfolios will be made available to Participants as a means of more efficiently delivering investment advice to Participants. When a Participant selects one of our Strategies and/or Portfolios, we have an ongoing responsibility for investment decisions, security selection, day-to-day portfolio management of the assets, and/or the general timing in which to effectuate securities transactions.

Disclosures Specific to Retirement Plan Accounts and IRAs.

Retirement Plan Consulting Limited Scope of Advice and Discretion: We do not provide nor have any responsibility to provide any Services with respect to the following: employer securities, real estate, non-publicly traded securities or assets, illiquid investments, legal or tax advice. Further, unless we agree in writing to be appointed as a discretionary ERISA 3(38) investment manager, our recommendations are non-discretionary and will only be implemented at the Plan Sponsor’s sole discretion.

ERISA Disclosure: We will disclose any change to the information that we are required to disclose under ERISA Regulation Section 2550.408b-2(c)(iv) as soon practicable, but no later than sixty (60) days from the date on which we are informed of the change (unless such disclose is precluded due to extraordinary circumstances beyond our control, in which case the information will be disclosed as soon as practicable). Further, in accordance with ERISA Regulation Section 2550.408b-2(c)(vi)(A), we will disclose within thirty (30) days following receipt of a written request from the responsible plan fiduciary or plan administrator (unless such disclose is precluded due to extraordinary circumstances beyond our control, in which case the information will be disclosed as soon as practicable) all information related to the Retirement Plan agreement and any compensation or fees received in connection with the agreement that is required for the Retirement Plan to comply with the reporting and disclosure requirements of Title 1 of ERISA and the regulations, forms and schedules issued thereunder. If we make an unintentional error or omission in disclosing the information required under ERISA Regulation Section 2550.408b-2(c)(1)(iv) or (vi), we will disclose to the Retirement Plan the correct information as soon as practicable, but no later than thirty (30) days from the date on which we identify such error or omission.

Retirement Plan Rollover and IRA Recommendations. A recommendation to take a distribution from an employer sponsored retirement plan or to transfer (or withdraw from) an IRA are fiduciary acts. Providing education regarding distribution options is an important consideration for selecting among those options. To the extent a rollover is recommended from a client’s employer sponsored retirement plan or existing IRA to an IRA, managed by our firm please know that this presents a conflict of interest. As with any Account

we have an economic incentive due to increased advisory fees. You are under no obligation, contractually, or otherwise to rollover or transfer your retirement account. To mitigate this conflict of interest we have adopted an impartial conduct standard whereby we will provide investment advice to a retirement plan participant regarding a rollover of funds from the retirement plan in accordance with the fiduciary status described below,

- i. Not recommend investments which result in our firm receiving unreasonable compensation related to the rollover of funds from the retirement plan to a Rollover IRA;
- ii. Fully disclose compensation received by our firm and any material conflicts of interest;
- iii. Follow policies and procedures designed to ensure that we give advice in our client's best interest and avoid putting our financial interests ahead of our clients when making recommendations;
- iv. Charge no more than is reasonable for our Services;
- v. Refrain from making any materially misleading statements about conflicts of interest, fees, and investments; and
- vi. Meet a professional standard of care when making investment advice by acting with the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims, based on the investment objectives, risk, tolerance, financial circumstances, and a client's needs, without regard to the financial or other interests of our firm or our affiliated personnel.

A decision to move and invest assets from an IRA or former employer's qualified retirement plan (e.g., 401(k), 403(b), 457(b), etc.) is an important one. If you retire or otherwise leave your employer there are several factors to when determining what option best fits your individual needs and objectives. Factors include among others, tax implications, changes in account features and consider differences in fees and expenses. Generally, the following three options are available, and each option has advantages and disadvantages:

1. Cash Out: Take a full lump sum distribution directly from the qualified employer plan to have immediate access to your money. We strongly encourage you to consult with a qualified tax professional regarding this option.
 - a. Advantage: Immediate access to your money.
 - b. Disadvantage: Lose protection from creditors. Potential adverse tax consequences. Lose tax deferred growth compounding potential. If you are under the age of 59.5 you may incur a 10% IRS early withdrawal penalty.
2. Leave It or Roll to New Employer Plan: If allowed you may leave assets in your former employer plan. Additionally, if you changed employers and your new employer offers a retirement plan you may be able to roll your assets into your new employer's retirement plan.
 - a. Advantage: Potentially lower fees based on the plan size and the fees the employer elects to pay on your behalf. If offered, you may have access to a loan feature or to potentially delay your required minimum distributions beyond age 70.5.
 - b. Disadvantage: Limited investment options, distribution stipulations and restrictions on having our firm or other Financial Professional allocating your assets to a unique strategy or actively managing your investments on a discretionary basis. If you leave your account in your former employer's plan you will lose the ability to make new contributions.
3. Roll to IRA: Rollover assets into an Individual Retirement Account (IRA) and/or Roth IRA (account type depends on whether monies invested were contributed as pre-tax or after-tax). This option will provide more personal control along with a wide assortment of investment options and active investment management by our firm. With this option, the expenses and account fees may be higher than an employer's qualified plan and while you'll maintain bankruptcy protections, the protection from creditors may be limited.
 - a. Advantage: More investment options and control over your investment options whether you self-direct the investment of your assets or chose to hire our firm or another financial professional to direct the investments in your account.
 - b. Disadvantage: Investment expenses and fees may be higher and protection from creditors may not be as robust as an employer's qualified plan.

Please Note: The advantages and disadvantages listed above are not all inclusive and are generalized and do not address your unique situation. We strongly encourage you to speak with both your Financial Professional and a tax professional regarding your options.

Wrap Fee Programs. Wrap Programs are investment management programs in which a client pays a single stated monthly or quarterly Wrap Program fee based upon a percentage of the value of the assets under management in which the expenses arising from investment advice, investment management, trade execution (regardless of the frequency of trading), and custodial service are "bundled" with no breakdown or separate disclosure as to the individual fees associated with each service provider on the clients Account statement. While we do not sponsor a wrap fee program (hereafter "Wrap Program"), certain TAMP Programs our Financial Professionals recommend may be a Wrap Program. Clients participating in a Wrap Program will sign a separate agreement and receive a Wrap Fee Program Brochure from the Platform Sponsor. Clients should carefully evaluate the fees for the services provided under a Wrap Program, including the identification of infrequent trading activity or transaction-based expenses not covered by the Wrap Program fee.

Assets Under Management. As of December 31, 2022, we receive fees on a total of \$90,552,526 of client assets. Of this, we managed \$68,723,551 in discretionary assets under management. The remaining \$21,828,975 are non-discretionary assets under management in which we do not have full investment trading discretion. These non-discretionary assets under management are typically employer sponsored retirement plans where our firm only serves as a 3(21) fiduciary or for accounts utilizing the services of a third-party manager or sub-advisor.

Item 5 - Fees & Compensation

Advisory Fee Schedule. We provide our Services unless otherwise specified on a continuous fee-only basis calculated as a percentage of the total Account value including all cash and Securities (hereafter “asset-based fee”). The proceeding section describes the maximum allowable asset-based fees for the Services we provide. Our fees are typically negotiable, based upon but not limited to (i) clients with multiple accounts, (ii) size of the account, (iii) a prior or existing relationship, (iv) a client’s particular needs or financial characteristics. At any time, we may reduce, rebate, or suspend, our fees at our sole discretion, including employee, family, and friends accounts. From time-to-time we may run promotional campaigns to measure interest and attract clients to open Accounts. These promotions may include, waived, lower or more favorable fee arrangements for new clients. These promotions may also include reduced or waived fees for existing clients inviting family, friends, and others to open an Account. The specific advisory fee, any breakpoints and schedule (e.g., advance or arrears, monthly or quarterly) for the advisory services is outlined and agreed upon in either our client agreement specific to the advisory services the client has selected and/or the associated Financial Intermediary or Platform Sponsors agreement and disclosure documents. Since fees are negotiable and may vary, clients with existing Accounts may be charged fees which differ from the fees paid by other clients receiving similar Services. For these services, the negotiated fee between the Financial Professional and client and the amount of the fee is as stated in the client agreement. The fee is paid to our firm, and we may share up to 100% of the fee with the Financial Professional associated with your Account based on the agreement between our firm and your Financial Professional.

If there is insufficient cash to pay fees, our firm, the Financial Intermediary, or the Platform Sponsor will sell an amount sufficient to pay fees. This may result in a taxable gain or loss for the client. If there are insufficient cash and Account assets are illiquid, an invoice will be sent to the client which is payable within ten (10) days of receipt. Any modification to our advisory fee schedule will be explicitly defined and memorialized in writing and shall be effective no less than thirty (30) days after written notice is provided to the client. clients should consider that other Financial Professionals or Financial Intermediaries may offer similar investment strategies or more comprehensive services, and/or the same Securities, investment objectives, or investment philosophy utilized in our Strategies, for comparable or lower fees. All accounts unless otherwise stated have a minimum annual advisory fee of \$200, which could result in the client paying an effective rate greater than the rate specified in the fee schedules below or in a written agreement. Custodians, Financial Intermediaries, and Platform Sponsors may have their own separate minimum annual fees, please review their terms and conditions for more information.

Fee Schedule: Private client Services

- A. **Rep as Portfolio Manager Program:** The annual advisory fee for this service is negotiated with the client dependent on the scope of Service, is not to exceed 3.00% (300 basis points) and is billed monthly in advance. Accounts that are eligible to be combined for Fee breakpoint purposes (hereafter “Aggregate Assets”) are those Accounts with the same registrations or accounts having the same address. In addition, Accounts with the following persons may also be eligible: (a) the client’s spouse; (b) the client’s children and their spouses; (c) an individual whose relationship to the client, while not listed in the foregoing, is similar to one of the enumerated relationships. The initial asset-based fee is calculated based on the total initial account value. Subsequent asset-based fees will be calculated based on the ending value on the last day of the previous billing period. Unless otherwise restricted, asset-based fees will be deducted automatically from a client’s Account. After the initial billing period for the Account, client deposits of additional monies will not be billed until the billing period following the deposit unless they are more than \$10,000 and at our discretion chooses to calculate a prorated bill for the remainder of the billing period.
- B. **TAMP Program:** The annual advisory fee for this service may be negotiated with the client and is subject to a non-negotiable TAMP Sponsor fee. The total advisory fee should not exceed 2.50% (250 basis points). Platform Sponsors and Financial Professionals may offer fee breakpoints. Asset-based fees will be calculated based on the ending value on the last day of the previous quarterly billing period. Unless otherwise restricted, asset-based fees will be deducted automatically from a client’s Account. The specific advisory fee, any breakpoints and schedule (e.g., advance or arrears, monthly or quarterly) for the advisory services is outlined and agreed upon in either our client agreement specific to the advisory services the client has selected and/or the associated Financial Intermediary or Platform Sponsors agreement and disclosure documents.

- C. **Financial Planning Program:** The fee for this service is negotiated with the client dependent on the scope of Service and is paid either at an hourly rate ranging from \$200 to \$275 or on a fixed “per project” rate that ranges from \$500 to \$5,000 and is specified in an agreement signed by the client. If the client’s situation is substantially different than disclosed at the initial meeting, a revised fee will be provided for mutual agreement. The client must approve the change of scope in advance of the additional work being performed when a fee increase is necessary. Fees are usually deducted from a designated client account to facilitate billing. The client must consent in advance to direct debiting of their investment account. At the Financial Professionals discretion, 50% of the estimated fee may be due as a down payment upon signing of agreement. Payment of the remaining balance is expected upon financial plan completion. Payment of the remaining balance is expected upon financial plan completion. Any unpaid hourly fees are due immediately upon completion and delivery of the financial plan. Fees for this service may be waived by at our sole discretion.

Fee Schedule: Employer Retirement Plan Service.

The annual advisory fee for this service is not to exceed 0.95% (95 basis points) Advisory fees are prorated and charged quarterly, based upon the market value of the assets on the first or last day of the month services were provided depending on whether advisory fees are charged in advance or arrears. Retirement Plan Sponsors will authorize either a third-party administrator, recordkeeper or another unaffiliated Retirement Plan service provider to calculate and facilitate the debiting the Retirement Plan for our asset-based fee and to directly remit that fee to our firm in accordance with applicable custody rules. We will not receive, directly or indirectly, any fee or other compensation (including commissions, salary, bonuses, awards, etc.) that is based in whole or in part on the selection of a Retirement Plan service provider or a participant's selected investment options. Certain Retirement Plan sponsors may require a fixed dollar-based fee schedule as an alternative to an asset-based advisory fee schedule.

Payment of Advisory Fees. Unless otherwise stated, our fees will be automatically deducted from client Accounts by the Custodian based on the specific advisory fee schedule contained within the client agreement unless the client or Custodian explicitly restricts the deduction of fees from a client Account. Unique circumstances or restrictions may arise in which, at our sole discretion, fees may be paid via check or a qualified payment merchant.

Other Non-Firm Advisory Fees. In addition to our fees described above, clients will likely incur and be responsible for additional expenses from entities which are unaffiliated with our firm. We are not responsible for payment of non-advisory fees contained within this section and we do not receive any portion of these non-advisory fees and expenses.

Custodian and Variable Annuity Fees: A Custodian or Variable Annuity Provider’s function is to hold client assets and securities in an account titled in the client’s name while typically providing some or all of the following services; trade execution, facilitation of Account deposits and withdrawals, electronic fund and wire transfer, delivering periodic client statements, Account closure, check writing, certificates of delivery, reorganization, short-term redemptions and other services related to a client Account.

Additionally, Variable Annuity providers offer insurance coverage on client’s assets for a fee. Custodians and Variable Annuity Provider’s may impose charges for some or all the services, as well as regulatory fees, and transfer taxes mandated by law. Retirement Plans may incur additional administrative expenses charged by third party administrators, recordkeepers and other covered service providers. These fees are outlined in the custodial agreements and other disclosure documents.

Fund, ETF and Expenses: Funds and ETFs have an “expense ratio”, which is a measure of the cost to operate the Fund or ETF. The expense ratio consists of investment advisory, administrative, distribution, transfer agent, custodial, legal, audit, and other customary fees and expenses related operating a Fund or ETF as set forth in the prospectus of a Fund or ETF. These operating expenses are paid by the Funds or ETFs but ultimately are borne by clients as shareholders as they are deducted from the share price of the Fund or ETF. The expense ratio is calculated by dividing a Fund or ETF operating expenses by the average dollar value of the total assets within the Fund or ETF. These fees are outlined in the Fund or ETF’s prospectus available on the custodian’s website or upon request.

Some mutual funds pay 12(b)-1 service fees (normally 0.25% per year) to the Custodian. The mutual funds the firm could purchase or recommend offer a variety of share classes, including some that do not charge 12(b)-1 fees and are, therefore, less expensive. These fee arrangements will be disclosed upon request of a client and are available in the applicable fund’s prospectus. Typically, our firm does not recommend mutual funds that charge 12(b)-1 fees when other share classes are available. However, there are instances in which the firm would recommend a mutual fund that carries a 12(b)-1 fee, even when a lower-cost share class is available for the same fund. For example, a lower-class share may not be available to firm due to investment minimums. In other cases, mutual funds charging 12(b)-1 fees are transferred into firm. In which case the Firm may recommend the client holds the existing share class, instead of selling the fund and buying a lower-cost share, which could result in a tax liability. In addition, mutual funds charging 12(b)-1 fees will be recommended when the overall cost is seen as a benefit to the client if the anticipated transaction fees exceed the anticipated 12(b)-1 fees. When recommending a particular mutual fund share class, the different available share classes are compared and reviewed along with the anticipated investment timeframe, potential tax consequences, future anticipated transactions, and other costs to determine the best selection for the client at that time. Our firm does not receive any part of the fees charged by mutual funds.

Platform Sponsor Fees: In addition to vetting, selecting, and monitoring the available Institutional Managers and their Strategies, Platform Sponsors, provide recordkeeping, statements and trade execution management and charge a separate and distinct fee from the Institutional Manager fees described below. These fees are outlined in a separate agreement and disclosure documents of the applicable Platform Sponsor.

Third-Party Manager Fees: Institutional Investment Managers acting in the capacity of third-party manager, co-investment adviser, or sub-advisor typically charge their own separate fees to engage their investment management services and invest client Accounts in their investment strategies. These fees are outlined in a separate agreement and disclosure documents of the applicable Platform Sponsor or Institutional Manager.

Taxes: Depending on the Account type, clients may incur tax consequences for profits from the sale of investments, capital gains, dividends, distributions, etc. associated with their Account. Portfolios and Strategies unless otherwise stated are not managed for tax efficiency and Accounts may experience adverse tax consequences related to short-term holding periods for non-qualified accounts that do not benefit from a tax exempt or a tax deferred status. clients should speak with a tax professional about the specific tax treatment and ramifications for each Account.

Terminations and Refunds. The agreement between our firm and the client and the advisory services provided thereunder will continue in effect until terminated by either party by written notice in accordance with the terms of the agreement. Advisory fees for Accounts opened or terminated during a billing period that are paid in advance will be refunded pro rata based on the number of days the Account was managed during the billing period. It should be noted that a client's Account will be assessed any market value changes and other non-advisory fees, as applicable, during that time which may result in a gain or loss to the client's original investment. However, until a termination notification is provided to our firm in writing, we will consider the Account to remain active until the date that either a zero balance or an Account closure is discovered by our firm. It should be noted that Custodians, Mutual Funds, Platform Sponsors, Institutional Money Managers may charge a cancellation or redemption fee which will be described within their offering documents. Factors that may affect the orderly and efficient manner would be size and types of issues, liquidity of the markets, and market makers' abilities. Should the necessary securities' markets be unavailable, and trading suspended, efforts to trade will be done as soon as possible following their reopening. Due to the administrative processing time needed to terminate client's investment advisory service and communicate the instructions to client's Financial Professional, termination orders received from clients are not market orders; it may take several business days under normal market conditions to process client's request. During this time, client's account is subject to market risk. Our firm and our Financial Professionals are not responsible for market fluctuations of the client's Account from time of written notice until complete liquidation. All efforts will be made to process the termination in an efficient and timely manner.

Compensation for the Sale of Securities. Neither our firm nor our supervised persons accept trading commissions, sales commissions, asset-based sales charges, loads, markups, service fees or distribution fees (hereafter "12b-1 fee") from Fund companies as it relates to the Services provided by our firm. However, many of our firm's Financial Professionals may receive the compensation arrangements through our affiliated broker-dealer, Etico Partners, LLC (hereafter "Etico Partners"). Clients are under no obligation to act upon any recommendations and have the option to purchase investment products or services through other Financial Professionals not recommending our Services.

Item 6 - Performance-Based Fees

We do not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 - Types of clients

Minimum Account Size. The minimum account size for new and existing client relationships is \$10,000, unless otherwise stated or if the value drops below the minimum level due to market fluctuations. Exceptions to this policy may be made at our sole discretion. clients should be aware that small Accounts may not be able to invest in every Security selected by our firm due to their share price and absence of partial share purchases. Custodians, Financial Intermediaries, and Investment Companies may have their own minimum requirements or minimum fees.

Types of clients Served. We seek to provide our Services to the following clientele:

- | | | | |
|-------------------------------------|-----------------------|---------------------|-----------|
| • Charitable Organizations | • Individuals | • Institutions | • Estates |
| • Retirement & Profit-Sharing Plans | • Insurance Companies | • Business Entities | • Trusts |

Item 8 - Methods of Analysis, Investment Strategies & Risk of Loss

Methods of Analysis. The Security analysis methods may include charting, econometric, fundamental, technical, and cyclical. The main sources of information used to determine Strategy allocations, courses of action, include financial newspapers and magazines, financial analytics and data platforms, Federal Reserve Bank, research materials prepared by others, inspections of corporate activities, prospectuses, and press releases.

Investment Strategies. Each client engagement will entail a review of the client's investment goals, financial situation, time horizon, tolerance for risk and other factors to develop an appropriate strategy for managing a client's Account. Client participation in this process, including full and accurate disclosure of requested information, is essential for the analysis of a client's Account. The Financial Professional shall rely on the financial and other information provided by the client without the duty or obligation to validate the accuracy and completeness of the provided information. It is the responsibility of the client to inform the Financial Professional of any changes in financial condition, goals or other factors that may affect this analysis.

Risks Associated with Analysis Methods

- **Macroeconomic:** Analysis of the general condition of economies and the policies that surround them. Solely using this form of analysis poses a risk because it does not look at individual securities, industries, or sectors and the prices of which may move irrespective of the economies.
- **Fundamental:** Analysis of the intrinsic value of a security or asset class by looking at financial and economic data. Solely using this form of analysis poses a risk because it does not consider that security or asset class prices may rise and fall with the overall market regardless of their intrinsic value.
- **Technical and Cyclical:** Analysis of historic economic or security data to identify recurring patterns to forecast future price movement of a security, industry, sector, industry, or asset class. Using solely this form of analysis poses a risk because it does not consider the fundamental value, economic data, or policies which may affect security and asset class prices regardless of market sentiment, trends, or cycles.
- **Quantitative:** We may use quantitative analyses. Any imperfections, limitations, or inaccuracies in its analyses could affect its ability to implement strategies. By necessity, these tools make simplifying assumptions that may limit their effectiveness. Quantitative analysis that appears to explain prior market data can fail to predict future market events. Further, the data used in quantitative analysis may be inaccurate and/or it may not include the most current information available.

Risks Associated with Investing. clients should be aware that their accounts will typically be exposed to the following risks:

- **General Investing Risk:** Investment management involves a high degree of risk and uncertainty. Investment performance is not guaranteed, and no method of analysis or investment strategy is immune from loss. Investment management is exceedingly challenging, and success depends greatly on the investment skills of our Investment Committee. High volatility and/or the lack of deep and active liquid markets for a security could prevent our firm from selling their Securities at all, or at an advantageous time or price because our firm and the client's Custodian could have difficulty finding a buyer and might be forced to sell at a significant discount to market value. While rare, clients should be prepared to bear the loss of their entire investment. It is important that clients understand the risks associated with investing in Securities and we request that they contact us promptly with any questions or concerns.
- **Commodity Risk:** Investments linked to the prices of commodities may be considered speculative. Exposure to commodities may subject the Fund to greater volatility than other investments in traditional investments. Therefore, the value of such instruments may be volatile and fluctuate widely based on a variety of macroeconomic factors or commodity-specific factors. Commodity exposure is typically achieved through either investment in futures contracts or commodity-linked notes, each of which carry unique risks.
- **Counterparty:** Exchange-traded notes (hereafter "ETN") expose investors to the credit risk of the issuer. ETNs also have some "product" or "structural" risk associated with underlying derivatives, as they will sometimes provide market exposure through indirect means, like futures, options, and forwards contracts.
- **Custodian:** If the Custodian of the Account were to go out of business, client assets may only be protected up to the Securities Investor Protection Corporation (hereafter "SIPC") limits.
- **Cybersecurity Risks:** Our firm, our service providers and Financial Intermediaries associated with client Accounts 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, but unintentional events may have similar effects. Our firm and our client's 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. Similar types of cybersecurity 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.

- **Derivative Risk:** The primary risks associated with trading derivatives are market, counterparts, liquidity, and interconnection risks. Derivatives are investment instruments that consist of a contract between parties whose value derives from and depends on the value of an underlying financial asset.
- **Diversification:** Our Strategies are typically limited to only a few investments and concentrated in or significantly exposed to a particular sector. This may result in performance being more sensitive to any single economic, business, political, or regulatory event than the value of a more diversified portfolio. High turnover, active or tactical allocation strategies can have a high degree of portfolio turnover which may result in adverse tax treatment for taxable accounts.
- **Inflation, Currency, and Interest Rate Risks:** Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may cause the value of many types of fixed income investments to decline. The liquidity and trading value of foreign currencies could be affected by global economic factors, such as inflation, interest rate levels, and trade balances among countries, as well as the actions of sovereign governments and central banks. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by our firm may be affected by the risk that currency devaluations affect client's purchasing power.
- **Large Investment:** clients may collectively account for a large portion of the assets in certain investments. A decision by many our firm or other investors to buy or sell some or all of a particular investment where clients hold a significant portion of that investment may negatively impact the value of the investment.
- **Legislative & Taxes:** Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment adviser or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities and changes in the tax code that could affect interest income, income characterization, and/or tax reporting obligations (particularly for ETFs dealing in natural resources).
- **Leveraged ETFs & Funds:** Our Strategies may invest in ETFs and Funds that utilize leverage. Leverage intensifies gains and drawdowns and the products themselves can suffer significant losses. These products typically "reset" daily. Due to the compounding effect their performance over longer periods of time can differ significantly from the performance of their underlying index or benchmark. Over long holding periods, these products tend to underperform in volatile markets. There is a high probability that these investments will lose money regardless of market direction over a long holding period.
- **Market & Systemic:** Equity, Fixed Income, and other global capital markets rise and fall daily. The performance of client investments is, to varying degrees, tied to these markets. When markets fall, the value of a client's investments will fluctuate, which means a client could lose money.
- **Socially Responsible Investing:** Socially responsible investing ("SRI") or Environment, Social and Governance ("ESG"), are investments that are selected based on certain criteria considered to a benefit to society or the environment, rather than profits or intrinsic value alone. Selecting ESG investments may reduce client exposure to certain sectors or types of investments, this along with the consideration of non-monetary factors could reduce or otherwise negatively impact investment performance. SRI criteria may differ by issuer or Fund company and may change over time. Accordingly, if a Security no longer meets the criteria for SRI, it may be required to be sold at a disadvantageous price or time.
- **Trading & Liquidity:** High volatility and/or the lack of deep and active liquid markets for a security may prevent our firm from selling the client's securities at all, or at an advantageous time or price because our firm and the client's Custodian may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. Some securities (including ETFs) that hold or trade financial instruments may be adversely affected by liquidity issues as they manage their portfolios. While we value the securities held in client Accounts based on reasonably available exchange-traded security data, we may from time to time receive or use inaccurate data, which could adversely affect security valuations, transaction size for purchases or sales, and/or the resulting fees paid to our firm. We may be unable to sell Securities on behalf of a client at an advantageous time and/or price due to the existing trading market conditions.
- **Volatility & Correlation:** Although the prices of equity and fixed-income Securities, as well as other asset classes, often rise and fall at different times so that a fall in the price of one may be offset by a rise in the price of the other, in down markets the prices of these

Securities and asset classes can also fall in tandem. It is possible that different or unrelated asset classes may exhibit similar price changes in similar directions, which may adversely affect a client's account, and may become more acute in times of market upheaval or high volatility. Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections might not reflect actual future performance.

Underlying Securities Risk: Equity

- **Sentiment, Results, Fundamentals:** The prices of equity Securities, and thus the value of ETFs or Funds that invest in them, rise, and fall daily. These price movements may result from factors affecting individual companies, industries, or the Securities market as a whole. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments. The prices of Securities issued by such companies may suffer a decline in response. In addition, the equity market tends to move in cycles, which may cause stock prices to fall over short or extended periods of time.
- **Large- & Mid-Cap:** These stocks bear the risk that these types of stocks tend to go in and out of favor based on market and economic conditions. However, stocks of mid-cap companies tend to be more volatile than those of large-cap companies because mid-cap companies tend to be more susceptible to adverse business or economic events than larger, more established companies. During a period when large- and/or mid-cap segment of U.S. stock markets fall behind other types of investments—bonds or small-cap stocks, for instance—the performance of the portion of the Strategy invested in large- and/or mid-cap U.S. stocks will lag the performance of these other investments.
- **Small-Cap & International:** Historically, small-cap and international stocks have been riskier than large- and mid-cap U.S. stocks (also see Foreign Investment section below for additional information). During a period when small-cap and/or international stocks fall behind other types of investments—large- and mid-cap U.S. stocks, for instance—the performance of the portion of the investment strategies invested in small-cap or international stocks will lag the performance of these other investments.

Underlying Securities Risk: Fixed Income

- **General Bond Risks:** Bond markets rise and fall daily, and fixed income investments, which generally also include instruments with variable or floating rates (including cash and cash-like investments), are subject to various risks. As with any investment whose performance is tied to bond markets, the value of a fixed income ETF or Fund will fluctuate, which means that the client could lose money.
- **Interest Rates:** When interest rates rise, bond prices usually fall. A decline in interest rates generally raises bond prices and the value of a bond fund but could also reduce the future performance by lowering its yield. The longer the duration of the bond, the more sensitive to interest rate movements its value is likely to be.
- **Credit:** A decline in the credit quality of a fixed income investment could cause the value of a bond to fall. The bond could lose value if the issuer or guarantor of a portfolio investment fails to make timely principal or interest payments or otherwise honor its obligations. The emphasis of a fixed income strategy on quality and preservation of capital also could cause a bond to underperform certain other types of bond investments, particularly those that take greater maturity and credit risks.
- **High Yield Bonds:** High yield Securities and unrated Securities of similar credit quality (sometimes called junk bonds) are subject to greater levels of credit and liquidity risks. High yield securities may be considered speculative.
- **Government Securities:** Many U.S. government securities are not backed by the full faith and credit of the United States government, which means they are neither issued nor guaranteed by the U.S. Treasury. Certain issuers, such as the Federal Home Loan Banks (FHLB), maintain limited lines of credit with the U.S. Treasury and there can be no assurance that the U.S. government will provide financial support to securities of its agencies and instrumentalities if it is not obligated to do so under law.

Underlying Securities Risk: Foreign

- **General Foreign Investment Risks:** Investments in foreign issued Securities may involve certain risks that are greater than those associated with investments in securities of U.S. issuers. These include risks of adverse changes in foreign economic, political, regulatory, and other conditions; changes in currency exchange rates or exchange control regulations (including limitations on currency movements and exchanges); differing accounting, auditing, financial reporting, foreign taxes, and legal standards and practices; differing securities market structures; differing trading and settlement practices; ownership restrictions; and higher transaction costs.
- **Emerging and Frontier Markets:** The general risks of foreign securities (and other risks, e.g., nationalization, expropriation, or other confiscation of assets of foreign issuers) are greater for those companies tied economically to emerging or frontier countries, the economies of which tend to be more volatile than the economies of developed countries. These markets may operate in politically unstable regions of the world and may be subject to additional geopolitical/disruption of markets risks.

- **Geopolitical & Disruption of Markets:** Geopolitical events may adversely affect global economies and markets and thereby decrease the value in those affected markets. Those events as well as other changes in foreign and domestic economic and political conditions could adversely affect the value of foreign securities.
- **Currency:** Fluctuations in exchange rates may adversely affect the value of Securities that hold foreign currency holdings and investments denominated in foreign currencies.

The foregoing list of risks does not purport to be a complete enumeration or explanation of the risks involved in investing in investments. As investment strategies develop and change over time, client's may be subject to additional and different risk factors. No assurance can be made that profits will be achieved, or that substantial losses will not be incurred. clients are encouraged to speak with our firm and their Financial Professional about concerns they have with the risks their Account is exposed to.

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 our firm or the integrity of our management team. We have no information applicable to this Item.

Item 10 - Other Financial Activities & Affiliations

Broker-Dealer Affiliations. Etico Partners, LLC is affiliated through common control and is registered as a FINRA member broker-dealer. Many of our firm's Financial Professional's are also be registered as a Registered Representative with Etico Partners. These individuals can recommend broker-dealer transactions to advisory clients. Commissions and other forms of brokerage compensation are separate from advisory fees. Our firm does not reduce its advisory fees to offset commissions and brokerage compensation. If a trade error were to occur in an account maintained with Etico Partners, the error may result in gain or loss for the Etico Partners. The firm and Etico Partners have in place controls to limit such trade errors. Advisors do not participate in any gains on trade errors. Our firm and Etico Partners share office space and management and operational personnel. Additional information about Etico Partners can be found at brokercheck.finra.org.

Other Affiliations. Neither our firm nor any employee are registered as a futures commission merchant, commodity pool operator, commodity-trading advisor, or associated person of any of the foregoing entities.

Outside Relationships and Arrangements:

Registered Investment Adviser Affiliation. We are under common ownership with Quartz, a U.S. Securities and Exchange Commission registered investment advisory firm. Quartz provides institutional investment management. Through this affiliation, Quartz can serve as a Third-Party Manager or Sub-Advisor to Etico WM clients. Moreover, our firm and Quartz share office space and management and operational personnel. If you are a client of Etico WM and are referred to the institutional investment management services of Quartz, please understand this is a conflict of interest. Etico WM's recommendation to use Quartz's Strategies and Services is based, almost entirely, on the fact that the companies are affiliated, and Quartz has a financial and economic interest to recommend our firm over other investment adviser that provide similar sub-advisory services because we will receive investment advisory fees that would otherwise be paid to another investment adviser firm serving as sub-adviser or third-party manager. Etico WM clients are not required or mandated to utilize the services of Quartz. Etico WM clients must provide informed (e.g., written) consent to hire Quartz as a sub-adviser or third-party manager. We manage such conflicts through disclosure and oversight of client Accounts and by discounting the Quartz institutional investment management advisory fees.

Life Insurance Agents. Many Financial Professional's are also licensed insurance agents. From time to time, these individuals will offer clients insurance related advice or products which includes life insurance and annuities. Clients should be aware that these services are typically offered outside of our firm under the supervision of a broker-dealer or life insurance agency. Life insurance sales generally pay commissions to the licensed agents that is separate and distinct from investment fees charged and received by our firm related to our Services. Clients should be aware of the conflict of interest that exists when Financial Professionals, acting in the capacity of an insurance agent, recommends an insurance product that will pay a commission to the agent. We always act in the best interest of its clients and clients are in no way required to implement any plans or purchase any insurance products through their Financial Professional.

Outside Business Activities. We are not required to devote its full time or any material portion of time to any particular investment activity it is currently involved in and may in the future become involved in other business ventures are the same or similar which will compete for our time and attention. Financial Professional's and management personnel may spend 50% of their time on other such activities, including broker-dealer life insurance business activities. Our firm and our management personnel does not have any other

relationship or arrangement that has not been disclosed herein and is material to our advisory business or to our clients with any related persons.

Selection of Other Advisors. We and our advisors may recommend and select other registered investment advisers for our clients to serve as Third-Party Managers, Sub-Advisors, who may share fees with our firm, including the selection of our firms' investment advisory services. This may create an incentive to select or recommend these other advisors based on any fees shared with the advisor or our firm.

Item 11 - Code of Ethics, Participation in client Transactions & Personal Trading

Code of Ethics. We have adopted a Code of Ethics (the "Code") pursuant to SEC rule 204A-1 for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. A complete copy of our Code is available for any current or prospective client on our website on the disclosures page or upon request. The Code outlines the ethical and professional responsibilities required of our firm's supervised personnel to demonstrate a commitment to our fiduciary duties of honesty, good faith, and fair dealing. The Code covers the following areas: loyalty to clients, investment process and actions, trading, disclosures, performance and valuation, and risk management, compliance, confidentiality, and support. The following general principles can be found throughout the Code:

- | | |
|--|---|
| Act in a professional and ethical manner always | Act for the benefits of clients |
| Uphold the applicable rules governing capital markets | Act with independence and objectivity |
| Communicate with clients in a timely and accurate manner | Act with skill, competence, and diligence |

Recommendations Involving Our Financial Interests. Our Firm nor any related person recommends to clients, or buys or sells for client Accounts, Securities in which our Firm or a related person has a material financial interest.

Investing Personal Money in client Securities. Subject to satisfying this policy and applicable laws, our Financial Professional's, supervised personnel, management, and its affiliates may buy or sell Securities for themselves that they also buy or sell for our clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of our firm will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. All trading activities are required to follow our Code of Ethics and our Compliance Department reviews relevant supervised personnel's Securities holdings and transactions periodically to identify and address any potential conflicts of interest, or misdealing.

Trading Securities Around the Same Time as clients. We allow supervised persons to purchase or sell the same securities that may be recommended to or purchased on behalf of clients. Owning the same securities, we recommend (purchase or sell) to clients presents a potential conflict of interest that, as fiduciaries, we must disclose to clients and mitigate through policies and procedures. By allowing our supervised employees to have personal accounts is a conflict of interest due to the potential that a Financial Professional may devote more time to monitor their personal Accounts as opposed to spending that time on the review and monitoring of client Accounts. Recommendations to a client involving individual stocks, bonds, and other Securities, could be a conflict of interest with the client because the Financial Professional may engage in front-running, or other activities that can cause harm to a client. As noted above, we have adopted, consistent with Section 204A of the Investment Advisers Act of 1940, a Code of Ethics, which addresses insider trading (material non-public information controls) and personal securities reporting procedures.

Item 12 - Brokerage Practices

Factors Used to Recommend Custodians. Although we recommend, and in some cases require, the use of certain custodians or Financial Intermediaries, clients are allowed to or in some cases required select the broker-dealer or other Custodian that will be used for their Accounts contingent on our approval and ability to have sufficient access to such Accounts in accordance with our compliance and regulatory obligations. We do not have the discretion to select the broker-dealer/custodian for custody and execution services. Clients are responsible for establishing a custodial agreement with a qualified Custodian to safeguard the client's assets in their name and effectuate Securities transactions at your Financial Professional's direction or the Third-Party Manager/Sub-Advisor responsible for Security selection and trading decision making. For Services involving Third-Party Manager/Sub-Advisor's Custodian selection, directed brokerage, and best execution generally remain the responsibility of the Third-Party Manager/Sub-Advisor and or Platform Sponsor.

When we are granted full trading discretion, we are responsible to ensure that the client receives the best execution possible. Our decision to recommend a Custodian is based on several factors that in aggregate result in the qualitative execution that is in the best interest of the client. Best execution does not necessarily mean that clients receive the lowest possible trading fees then exercising reasonable due diligence in considering best execution, we evaluate several factors besides trading fees including, but not limited to:

Reputation	Custody (e.g., account types, money movement options)
Financial Strength	Tax Reporting (e.g., document production)
Trading Execution (e.g., block trading, fractional shares)	Technology (e.g., client portal)
Customer Service and Responsiveness	Fees

Periodically, and upon request we review alternative Custodians for comparison versus Custodians currently used by our clients. In addition to custody and trading fees outlined below, Custodians may impose additional charges for a la carte services, as well as regulatory fees, and transfer taxes mandated by law. We currently have vetted and recommend the following Custodians:

RBC Clearing & Custody (hereafter “RBC”): RBC is a member of FINRA/SIPC and is an independent (and unaffiliated) SEC-registered broker-dealer. RBC generally does not charge clients for trading exchange traded funds or stocks traded on a U.S. exchange.

Morningstar Managed Portfolios Platform: When the Morningstar platform is utilized as part of a TAMP Program; and/or , our firm does not direct brokerage. Depending on the program selected, clients will be required to establish an account through BNY Mellon or Fidelity. Clients in a TAMP Program through Morningstar will be required to establish an account with BNY Mellon; clients in the Mutual Fund Wrap Program are required to establish an account with Fidelity. Brokerage transactions are generally directed to the Custodian holding the account. Custodians are compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed, which are included when wrap fees are charged. Please see the third-party manager’s Brochure for additional information regarding their brokerage practices.

Research and Soft-Dollar Benefits. We do not charge commission markups and have no formal soft-dollar arrangements in which fees generated from trading commissions are used to pay for third party services. However, through our relationship with various Custodians, is offered research, products, discounts, and certain other services from Custodians holding client Accounts which may at one time have been offered under a “soft dollar” agreement consistent with (and not outside of) the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended, and may consider these benefits in recommending Custodians. Although these arrangements may not benefit clients individually, we benefit by not having to source or pay for these products or services that benefit our clients as a whole.

Brokerage for client Referrals. We do not receive client referrals from Custodians, broker-dealer or other third parties in exchange for using or recommending a particular Custodian, broker-dealer, or other third parties to execute client Securities transactions or custody assets.

Trading. When we intend to buy or sell the same Security with the same Custodian in more than one Account we may, but are not obligated to, aggregate those transactions to form a single block trade. Shares will be distributed to each Account based on the Account value and Strategy allocation. We have a responsibility to effect orders correctly, promptly and in the best interests of our clients. We have instituted policies and procedures to monitor, identify and resolve any trade errors promptly without disadvantaging the clients.

Trade Rotation Policy: In an effort to remove any potential conflicts of interest when updating our model-based Strategy allocations in multiple Accounts, we have implemented a trade rotation policy in executing or submitting trade instructions. Trade instructions are distributed to Custodians/Platforms in an alphabetic order rotation (e.g., Trade Day #1 Order: A to Z, Trade Day #2 Order: Z to A). Custodians and/or Platforms that exclusively utilize Funds which receive end-of-day execution and pricing will not participate in this trade rotation policy.

Special Circumstances Outside of our Control. Restrictions and/or fees applied by Funds may also affect the performance and/or trading of client Accounts. Some Funds impose trading restrictions and/or short-term trading fees. For example, a Fund may charge a fee if an exchange is made within a certain time period, e.g., (90) ninety calendar days. If incurred, clients are responsible for these non-advisory fees.

From time to time, trading at a particular Custodian will be disrupted due to circumstances outside of our control. For example, a Custodian may have technical difficulties which delays or prevents timely trading of client Accounts. These infrequent disruptions may lead us to temporarily modify the daily trading schedule in order to maximize the value for our clients as a whole.

Item 13 - Review of Accounts

Frequency and Nature of Account Reviews. Financial Professionals review accounts and meet with clients, on a regular basis or as requested by the client, and such meetings may include review of accounts statements, performance information, and other information or data related to the client's account and investment objectives.

Rep as Portfolio Manager Program: and other customized advisory services, Financial Professionals review client accounts on an ongoing basis to provide management services. Financial Professionals review monthly or quarterly account statements provided by the custodian. In addition, our firm reviews accounts using risk-based criteria such as performance, trading activity, and concentration. The Chief Compliance Officer and Chief Investment Officer oversees the process for reviewing customized accounts.

TAMP Program: Financial Professionals review accounts and meet with clients, on a regular basis or as requested by the client, and such meetings may include review of accounts statements, quarterly performance information, and other information or data related to the client's account and investment objective. The Platform sponsor or custodian of the Platform account assets send clients regular written reports and statements regarding the account.

For Financial Planning Program: Clients are encouraged to promptly inform the Financial Professional of any changes to their financial circumstances and investment goals, and to consult and update their financial plans annually. Such consultations and annual reviews are conducted at the election of the client as determined with their Financial Professional and may consist of an updated personal financial plan or recommendations if the client's circumstances and/ or goals have changed. Alternatively, the review may be a comparison of the client's current assets and goals (in the form of a progress report or update).

Factors Triggering a Non-Periodic Review. Accounts will be reviewed promptly if we receive updated information pertinent to the management of their Account(s) or upon client request. clients are responsible for communicating to our firm any significant changes to their financial circumstances or risk tolerance. Reviews may also be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

Content and Frequency of Reports. We only maintain relationships with Custodians that provide complete balance and transaction reports to our clients no less than quarterly. Trade confirmations reflecting all transaction in Securities; provided, however, that periodic (no less than quarterly) statements of Account activity may be furnished in lieu of transaction-by-transaction confirmations to the extent and in the manner permitted by Rule 10b-10 under the Exchange Act. Additionally, our firm and/or Custodian's provide client's access to daily balances and transactions through an online portal.

Item 14 - Client Referrals & Other Compensation

Economic Benefits Provided by Third Parties. We do not receive "revenue sharing" payments or other compensation from Fund/ETF companies or Financial Intermediaries associated with our clients' Accounts. If we become entitled to any such payments in the future and elects to receive such payments, we will disclose the terms of the payments to the client and will apply those amounts as a direct offset to fees incurred under any preexisting investment management agreement with our firm. However, Financial Professionals, our firm, and our employees may from time-to-time receive an indirect economic benefit from Custodians or Investment Companies, or Platform Sponsors we maintain a relationship with. These benefits are not related to trading or other transactions and may include operational support, discounted services, marketing support, and complimentary accommodations and/or meals at sponsored events. The receipt of economic benefits whether direct or indirect creates a conflict of interest and may influence our firm and our employees' decision to do business with these companies. Our Chief Compliance Officer monitors these activities to ensure this does not dissuade our firm or their employees from acting in the clients' best interest.

Compensation for Client Referrals. Our firm does not compensate others for client referrals applicable to Rule 206(4)-1 under the Investment Advisers Act of 1940.

The firm may establish arrangements in which we pay publishers, bloggers, and other media or advertising professionals to post advertisements for a subscription fee or a flat fee per individual responding to such advertisements whether or not they open an

Account with our firm. These arrangements may create an incentive for a third party or other existing client to refer prospective clients to our firm, even if the third party would otherwise not make the referral.

Item 15 – Custody

All client assets are held independently by an unaffiliated qualified custodian; we do not take physical custody of clients' assets. However, under government regulations we are deemed to have custody of client funds and securities whenever we are given the authority to instruct client Custodians to have fees deducted directly from client Accounts. We are also deemed to have custody of client funds and securities when we have a standing letter of authorization ("SLOA") to move money from a client's Account to a third-party account. The SEC issued a no-action letter providing guidance on custody and clarified that an investment adviser who has the power to disburse client funds to a third-party under a SLOA is deemed to have custody.

Clients will receive account statements from the qualified custodian that holds the client's account at least quarterly and urged to compare the account statements from the qualified custodian with any statements received from our firm. It is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. clients should contact us immediately if they feel there are any inaccuracies. clients must require:

1. The client's Custodian or record keeper must agree to send statements, no less than quarterly, indicating all transactions and amounts disbursed from the account including trading activity and the amount of asset-based fees paid to our firm;
2. The client's Custodian provides the Account values to our firm, which are used to calculate asset-based fees; and
3. The client will contact our firm immediately if statements are not received at least quarterly or seem incomplete or incorrect.

Item 16 - Investment Discretion

Pursuant to a written agreement with our clients, our firm and the client's financial professional is typically granted a limited power of attorney by the client that authorizes our firm with investment discretion over the client's Accounts pursuant to a written agreement. Our investment discretion is limited to the purchase and sale of Securities and investment of cash, and not to the distribution of assets (except for the limited grants of authority to facilitate withdrawal of money to the client according to their instructions as referenced above under Item 15).

We accept investment discretion authority to manage its clients Securities. Full investment discretion facilitates placing trades in clients' Accounts on their behalf so that our firm may promptly implement the investment a client's investment objectives based on their risk tolerance. When investment discretion is granted, our firm or a Financial Professional will have the authority to determine, without obtaining specific client consent, the Strategies, or individual Securities to be bought and sold as well as the amount of the Securities to be bought or sold. Investment discretion is to be exercised in a manner consistent with the stated investment objectives, risk profile, and restrictions provided by the client in writing. In certain circumstances, we may not be given full investment discretion. Below we have listed a few examples where we may act in a limited or non-discretionary capacity:

Retirement Plan Service: When we act in a 3(21) fiduciary, rather than a 3(38) investment manager fiduciary capacity we will provide plan sponsors with the plans recommended investment line-up. Ultimately the plan trustees will have the discretion to select, replace and implement plan investment options based upon our recommendations.

TAMP Program: Platform Sponsors will be granted trading discretion and execution responsibility in determining the timing of the trade and seeking best execution. Financial Professionals will typically maintain discretion in selecting or removing the sub-advisor or third-party manager, and/or Strategies to be utilized.

If we are not provided with investment discretionary authority, or that authority is restricted, it at times may have an adverse impact on the implementations of a trade and we may not achieve the optimal trading timing or price.

Item 17 - Voting client Securities

We do not vote proxies on behalf of clients. We have determined that taking on the responsibilities for voting client securities does not add enough value to the services provided to our clients to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is the client's responsibility to vote all proxies for securities held in their Account.

Clients will receive proxies directly from the Custodian, ETF, Fund company, or transfer agent; will not provide clients with the proxies. clients are encouraged to read through the information provided with the proxy-voting documents and decide based on the information provided. Although we do not vote client proxies, if clients have a question about a particular proxy, they can feel free to contact our firm. However, we will have the ultimate responsibility for making all proxy-voting decisions.

Item 18 - Financial Information

We do not require nor solicit prepayment of more than \$1,200 in advisory fees per client, six months or more in advance and is therefore not required to include a balance sheet with this Brochure. We have no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been subject of a bankruptcy proceeding.