

## Item 1: Cover Page

### **Part 2A of Form ADV Firm Brochure**

March 8, 2023

#### **Harbor Wealth Management, LLC**

SEC File No. 801-86172

727 Cormier Road, Suite 101  
Green Bay, WI 54304

phone: 920-434-5310  
email: [lrose@harbor-wealth.com](mailto:lrose@harbor-wealth.com)  
website: [www.harbor-wealth.com](http://www.harbor-wealth.com)

This brochure provides information about the qualifications and business practices of Harbor Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at [lrose@harbor-wealth.com](mailto:lrose@harbor-wealth.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. Registration with the SEC or State Regulatory Authority does not imply a certain level of skill or expertise.

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

## Item 2: Material Changes

This Firm Brochure is our disclosure document prepared according to regulatory requirements and rules. Consistent with the rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary. There are no material changes at this time.

## Item 3: Table of Contents

Item 1: Cover Page.....	1
Item 2: Material Changes.....	2
Item 3: Table of Contents.....	3
Item 4: Advisory Business .....	5
A. Harbor Wealth Management, LLC.....	5
B. D Advisory Services Offered.....	5
C. Client-Tailored Services and Client-Imposed Restrictions.....	7
D. Wrap Fee Programs.....	8
E. Client Assets Under Management.....	8
Item 5: Fees and Compensation.....	9
A. Methods of Compensation and Fee Schedule.....	9
B. Client Payment of Fees .....	10
C. Additional Client Fees Charged.....	10
D. Prepayment of Client Fees.....	11
E. External Compensation for the Sale of Securities to Clients.....	11
Item 6: Performance-Based Fees and Side-by-Side Management.....	13
Item 7: Types of Clients.....	14
Item 8: Methods of Analysis, Investment Strategies, and Risk of Loss.....	15
A. Methods of Analysis and Investment Strategies.....	15
B. Investment Strategy and Method of Analysis Material Risks .....	21
C. Security-Specific Material Risks.....	24
Item 9: Disciplinary Information .....	25
A. Criminal or Civil Actions .....	25
B. Administrative Enforcement Proceedings.....	25
C. Self-Regulatory Organization Enforcement Proceedings.....	25
Item 10: Other Financial Industry Activities and Affiliations .....	26
A. Broker-Dealer or Representative Registration .....	26
B. Futures or Commodity Registration.....	26
C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest.....	26

D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest.....	27
Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading.....	28
A. Code of Ethics Description.....	28
B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest.....	28
C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest.....	28
D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest.....	29
Item 12: Brokerage Practices.....	30
A. Factors Used to Select Broker-Dealers for Client Transactions.....	30
B. Aggregating Securities Transactions for Client Accounts.....	34
Item 13: Review of Accounts.....	37
A. Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved.....	37
B. Review of Client Accounts on Non-Periodic Basis.....	37
C. Content of Client-Provided Reports and Frequency.....	37
Item 14: Client Referrals and Other Compensation.....	38
A. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest.....	38
B. Advisory Firm Payments for Client Referrals.....	38
Item 15: Custody.....	39
Item 16: Investment Discretion.....	40
Item 17: Voting Client Securities.....	41
Item 18: Financial Information.....	42
A. Balance Sheet.....	42
B. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients.....	42
C. Bankruptcy Petitions During the Past Ten Years.....	42

## Item 4: Advisory Business

### A. Harbor Wealth Management, LLC

Harbor Wealth Management, LLC ("HWM" and/or the "firm"), is a Wisconsin limited liability company principally owned by Eric Heus and Brent Polzin. HWM is an independent investment advisory and financial planning firm offering a variety of financial services. HWM has been providing investment advisory and financial planning services since August of 2010.

### B. Advisory Services Offered

HWM is a fee-only investment management firm offering proprietary investment management and financial planning services to individuals and high-net-worth individuals, trusts, retirement plans, pension and profit sharing plans, corporations, partnerships, and other legal entities. Advisory services may include financial planning, investment strategy, portfolio management, selection of third-party money managers, tax preparation, and tax and estate planning.

#### B.1. Discretionary Asset Management Services

For its discretionary asset management services, HWM receives a limited power of attorney to effect securities transactions on behalf of its clients that include securities and strategies described in Item 8 of this Brochure.

HWM's discretionary asset management services are predicated on asset allocation models to create diversified portfolios consisting of individual securities, mutual funds, exchange-traded funds, and portfolios managed by separate account managers engaged by HWM on the client's behalf. The asset allocation methodology employed by HWM relies on *modern portfolio theory*, which involves the application of certain mathematical principles to the historical risk, return, and correlation characteristics of asset classes to combine asset classes in such a way that maximizes return potential for a targeted level of risk. The resulting asset allocation chosen seeks a projected return potential consistent with the client's investment objectives, goals, tolerance for risk, and other personal and financial circumstances.

In preparing the asset allocation, HWM will analyze each client's current investments, investment objectives, goals, age, time horizon, financial circumstances, investment experience, investment restrictions and limitations, and risk tolerance. HWM's objective is to review the client's tax, financial, and estate planning objectives and goals in connection with the client's investment objectives, goals, tolerance for risk, and other personal and financial circumstances, and make appropriate asset allocation recommendations and implementation decisions. HWM may engage third-party service providers to assist with the tax and estate planning portion of the services provided to clients. In addition, HWM may utilize third-party software to analyze individual security holdings and separate account managers utilized within the client's portfolio. HWM will monitor those portfolios and make additional recommendations from time to time to rebalance and/or reallocate each client's investments.

HWM's investment advisory services to clients are based on asset allocation models that, as noted above, take into account a client's personal financial circumstances, investment objectives, and tolerance for risk (e.g., cash-flow, tax, and estate). HWM's engagement with a client will include, as appropriate, the following:

- Providing assistance in reviewing the client's current investment portfolio against the client's personal and financial circumstances as disclosed to HWM in response to a questionnaire and/or in discussions with the client and reviewed in meetings with HWM.
- Analyzing the client's financial circumstances, investment holdings and strategy, and goals.
- Providing assistance in identifying a targeted asset allocation and portfolio design.
- Identifying tax planning strategies and tax preparation.
- Implementing and/or recommending separate account managers, mutual funds, exchange-traded funds, and individual equity and fixed income securities, each matched to the asset categories in the client's targeted asset allocation for consideration by the client.
- Reporting to the client on a quarterly basis or at some other interval agreed to with the client, information on contributions and withdrawals in the client's investment portfolio.
- Proposing changes in the client's targeted asset allocation in consideration of changes in the client's personal circumstances, investment objectives and tolerance for risk, the performance record of any of the client's investments, and/or the performance of any fund or manager retained by the client.

In addition to providing HWM with information regarding their personal financial circumstances, investment objectives, and tolerance for risk, clients are obligated to provide HWM with any reasonable investment restrictions that should be imposed on the management of their portfolio and to promptly notify HWM in writing of any changes in such restrictions or in the client's personal financial circumstances, investment objectives, goals, and tolerance for risk. On a quarterly basis, HWM's reports to clients will remind clients of their obligation to inform HWM of any such changes or any restrictions that should be imposed on the management of their accounts. HWM will also contact clients at least annually to determine whether there have been any changes in their personal financial circumstances, investment objectives, and tolerance for risk.

## **B.2. Financial Planning Services**

HWM provides the following financial planning services to its clients.

### **B.2.a. Investment Consulting**

HWM will assess the client's financial risk preferences by determining the extent to which the client would choose to risk experiencing a less favorable outcome in pursuit of a more favorable outcome, and will make a recommendation of a target asset allocation based upon the client's financial situation and risk tolerance. HWM will also perform an evaluation of the client's current investment holdings and make recommendations, if appropriate, to bring the

client's current investments into alignment with his or her risk tolerance and agreed-upon target asset allocation.

#### **B.2.b. Goal-Based Planning**

HWM will provide planning and counseling for the client to help quantify and prioritize his or her financial goals by order of importance, and HWM will determine the likely degree of success the client has in meeting each defined financial goal based on the assumptions made. HWM will prepare "what if" alternatives, if appropriate, to help the client understand trade-offs of contemplated decisions. HWM will also use "Monte Carlo" simulations to illustrate to the client how small changes in various factors can impact his or her chances of meeting financial goals.

#### **B.2.c. Other Services**

HWM will provide additional financial planning services as mutually agreed upon with the client as further described below:

- Reviewing and prioritizing goals and objectives.
- Developing a summary of current financial situation, including a net worth statement, cash flow summary, and income tax analysis.
- Reviewing current investment portfolio and developing an asset management strategy.
- Assessing exposure to financial risk and developing a risk management plan (insurance).
- Completing a retirement planning assessment, including financial projections of assets required during retirement.
- Assessing estate net worth and liquidity and developing an estate plan to ensure legacy objectives are met.
- Integrating and prioritizing all strategies outlined above into a comprehensive financial plan.
- Presenting a written financial plan to be reviewed in detail with the client, containing recommendations designed to meet stated goals and objectives and supported by relevant financial summaries.
- Developing an action plan to implement the agreed-upon recommendations.
- Providing referrals to other professionals, as required, to assist with implementation of the action plan.

### **C. Client-Tailored Services and Client-Imposed Restrictions**

Each client's account will be managed on the basis of the client's financial situation and investment objectives, and in accordance with any reasonable restrictions imposed by the client on the management of the account—for example, restricting the type or amount of security to be purchased in the portfolio.

#### **D. Wrap Fee Programs**

HWM does not participate in wrap fee programs. (Wrap fee programs offer services for one all-inclusive fee.)

#### **E. Client Assets Under Management**

As of December 31, 2022, HWM had \$294,358,597 in discretionary assets under management and \$0 in non-discretionary assets under management.



## Item 5: Fees and Compensation

### A. Methods of Compensation and Fee Schedule

#### A.1. Asset-Based Fee Schedule

HWM's fee for the services is an asset-based fee calculated as a percentage of the value of the managed assets, according to the following fee schedules, which represents HWM's maximum fees for individual services. Fees are negotiable.

##### *Tiered Pricing Schedule – HWM Managed Assets*

<u>Assets Under Supervision</u>	<u>Annual Fee (%)*</u>
\$0–\$250,000	1.30%
\$250,000–\$500,000	1.10%
\$500,000–\$1,000,000	0.80%
\$1,000,000–\$2,500,000	0.50%
\$2,500,000–\$5,000,000	0.30%
\$5,000,000–\$10,000,000	0.25%

HWM may also negotiate a fixed annual fee based on assets under supervision.

##### *Tiered Pricing Schedule – Carson Wealth Management Managed Assets*

<u>Assets Under Supervision</u>	<u>Advisor Fee to HWM*</u>	<u>Platform Fees</u>
\$0–\$2,000,000	1.15%	0.65%
\$2,000,000–\$5,000,000	0.90%	0.65%
\$5,000,000–\$25,000,000	0.35%	0.65%

\*Tax planning and preparation are included in the asset-based fee HWM charges.

†Depending on the portfolio strategy selected, the platform fee may be less. Please refer to Carson Wealth Management's Part 2A Brochure.

Asset-based fees are always subject to the investment advisory agreement between the client and HWM. The methodology and timing of periodic billing will depend upon whether you have elected Charles Schwab & Co, Inc. ("Schwab") or TD Ameritrade ("TDA") as the custodian of your assets. (See Item 12 of this Brochure.) Assets held at Schwab will be billed monthly in arrears, based on the average account value during the prior month. Assets held at TD Ameritrade will be billed quarterly in advance, based on the ending value of accounts at the end of the prior calendar quarter.

A client's investment advisory agreement may be canceled by client at any time upon written notice to HWM, and HWM may cancel the agreement upon 60 days' prior written notice to the client. Upon termination, any earned, unpaid fees will be due and payable. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

## **A.2. Financial Planning Fees – Hourly or Fixed**

Financial planning fees will be billed at the rate of \$200 per hour or a fixed fee mutually agreed upon by the client and HWM. HWM will provide the prospective client with an estimate of the charges prior to finalizing the financial planning agreement. Generally, the more complex the financial planning engagement, the higher the likelihood that fixed fees will be negotiated, as it is difficult with respect to complex cases to discern the exact number of hours required to provide services. In such event a fixed fee would be negotiated and then reevaluated at a later point to determine whether the fixed fee compensation requires adjustment. Fixed fees are computed based upon a good faith estimate of hours required to perform services. Where the time spent can be accurately estimated, then an hourly charge would apply. HWM attempts to maintain parity with hourly and fixed charges while allowing some flexibility in estimation, taking into account case complexity and client-specific circumstances.

Invoices will be mailed out on a periodic basis reflecting completed work performed. A financial planning agreement may be terminated by either party for any reason upon receipt of written notice. Upon termination, any earned, unpaid fees will be due and payable.

## **B. Client Payment of Fees**

### **B.1. Asset-Based Fees**

HWM will deduct advisory fees directly from the client's account provided that (i) the client provides written authorization to the qualified custodian, and (ii) the qualified custodian sends the client a statement, at least quarterly, indicating all amounts disbursed from the account.

The client is responsible for verifying the accuracy of the fee calculation, as the client's custodian will not verify the calculation.

### **B.2. Financial Planning Fees**

For hourly or fixed fee arrangements, HWM will provide the prospective client with an estimate of the charges prior to finalizing the financial planning agreement. Estimates will be based upon a good faith estimate of the number of hours to complete the assignment multiplied by the hourly rate and re-evaluated at a later point as discussed above. Invoices will be mailed out on a periodic basis reflecting completed work performed.

## **C. Additional Client Fees Charged**

All fees paid for investment advisory services are separate and distinct from the fees and expenses charged by exchange-traded funds, mutual funds, third-party money managers, broker-dealers, and custodians retained by clients. Such fees and expenses are described in each exchange-traded fund and mutual fund's prospectus, each separate account manager's Form ADV and Brochure and Brochure Supplement or similar disclosure statement, and by any broker-dealer or custodian retained by the client. If a mutual fund also imposes sales charges, a client may pay an initial or deferred sales charge as further described in the mutual fund's

prospectus. A client using HWM may be precluded from using certain mutual funds or third-party money managers because they may not be offered by the client's custodian.

Please refer to the Brokerage Practices section (Item 12) for additional information regarding the firm's brokerage practices.

## **D. Prepayment of Client Fees**

### **D.1. Asset-Based Fees**

Asset-based fees are always subject to the investment advisory agreement between the client and HWM. The methodology and timing of periodic billing will depend upon whether you have elected Charles Schwab & Co, Inc. ("Schwab") or TD Ameritrade ("TDA") as the custodian of your assets. (See Item 12 of this Brochure.) Assets held at Schwab will be billed monthly in arrears, based on the average account value during the prior month. Assets held at TD Ameritrade will be billed quarterly in advance, based on the ending value of accounts at the end of the prior calendar quarter.

HWM's investment advisory fees will either be paid directly by the client or disbursed to the firm by the qualified custodian of the client's investment accounts, subject to prior written consent of the client. The custodian will deliver directly to the client an account statement, at least monthly, showing all investment and transaction activity for the period, including fee disbursements from the account.

A client's investment advisory agreement may be canceled by client at any time upon written notice to HWM, and HWM may cancel the agreement upon 60 days' prior written notice to the client. If the agreement terminates other than at the end of a calendar month, all earned, unpaid fees will be immediately due and payable from the client. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

### **D.2. Financial Planning Fees**

HWM does not require prepayment of financial planning fees. Financial planning fees are billed in arrears based upon work completed. Invoices will be mailed out on a periodic basis reflecting completed work performed. A financial planning agreement may be terminated by either party for any reason upon receipt of written notice. Upon termination, any earned, unpaid fees will be due and payable.

## **E. External Compensation for the Sale of Securities to Clients**

HWM advisory professionals are compensated primarily through a salary and bonus structure. HWM may be paid sales, service or administrative fees for the sale of mutual funds or other investment products. HWM's advisory professionals may receive commission-based compensation for the sale of securities and insurance products. Investment adviser representatives, in their capacity as a APW Capital, Inc. registered representative, are prohibited from earning an advisory fee on the securities value transferred from an advisory client's APW Capital, Inc. brokerage account unless commissions earned on such securities transactions

occurred at least a 12–18 months prior to the transfer. Please see Item 10 for detailed information and conflicts of interest.

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

HWM does not charge performance-based fees and therefore has no economic incentive to manage clients' portfolios in any way other than what is in their best interests.

## **Item 7: Types of Clients**

HWM offers its investment services to various types of clients, including individuals and high-net-worth individuals, trusts, retirement plans, pension and profit sharing plans, corporations, partnerships, and other legal entities.

HWM does require a minimum account size or fee.

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

### **A. Methods of Analysis and Investment Strategies**

HWM uses a variety of sources of data to conduct its economic, investment and market analysis, such as financial newspapers and magazines, economic and market research materials prepared by others, conference calls hosted by mutual funds, corporate rating services, annual reports, prospectuses, and company press releases. It is important to keep in mind that there is no specific approach to investing that guarantees success or positive returns; investing in securities involves risk of loss that clients should be prepared to bear.

HWM and its investment adviser representatives are responsible for identifying and implementing the methods of analysis used in formulating investment recommendations to clients. The methods of analysis may include quantitative methods for optimizing client portfolios, computer-based risk/return analysis, technical analysis, and statistical and/or computer models utilizing long-term economic criteria.

- Optimization involves the use of mathematical algorithms to determine the appropriate mix of assets given the firm's current capital market rate assessment and a particular client's risk tolerance.
- Quantitative methods include analysis of historical data such as price and volume statistics, performance data, standard deviation and related risk metrics, how the security performs relative to the overall stock market, earnings data, price to earnings ratios, and related data.
- Technical analysis involves charting price and volume data as reported by the exchange where the security is traded to look for price trends.
- Computer models may be used to derive the future value of a security based on assumptions of various data categories such as earnings, cash flow, profit margins, sales, and a variety of other company specific metrics.

In addition, HWM reviews research material prepared by others, as well as corporate filings, corporate rating services, and a variety of financial publications. HWM may employ outside vendors or utilize third-party software to assist in formulating investment recommendations to clients.

#### **A.1. Mutual Funds, Exchange-Traded Funds, Third-Party Money Managers, Individual Equity and Fixed Income Securities**

HWM may recommend (i) third-party money managers to manage client assets, and (ii) mutual funds and individual securities (including fixed income instruments). Such investments may represent certain asset class styles, such as large-cap, mid-cap, and small-cap value, growth, and core; international and emerging markets; and alternative investments. HWM may also assist the client in selecting one or more appropriate manager(s) for all or a portion of the client's portfolio. Such managers typically manage assets for clients who commit to the manager a minimum amount of assets established by that manager—a factor that HWM will take into account when recommending managers to clients.

A description of the criteria to be used in formulating an investment recommendation for mutual funds, exchange-traded funds, individual securities (including fixed-income securities), managers, and pooled investment vehicles is set forth below.

HWM has formed relationships with third-party vendors that provide a technological platform for separate account management and perform due diligence monitoring of mutual funds and managers that perform billing and certain other administrative tasks. HWM may utilize additional independent third parties to assist it in recommending and monitoring individual securities, mutual funds, and managers to clients as appropriate under the circumstances.

HWM reviews certain quantitative and qualitative criteria related to mutual funds and managers and to formulate investment recommendations to its clients. Quantitative criteria may include:

- the performance history of a mutual fund or manager evaluated against that of its peers and other benchmarks
- an analysis of risk-adjusted returns
- an analysis of the manager's contribution to the investment return (e.g., manager's alpha), standard deviation of returns over specific time periods, sector and style analysis
- the fund, sub-advisor, or manager's fee structure
- the relevant portfolio manager's tenure

Qualitative criteria used in recommending mutual funds or managers include the investment objectives and/or management style and philosophy of a mutual fund or manager, a mutual fund or manager's consistency of investment style, and employee turnover and efficiency and capacity. HWM will discuss relevant quantitative and qualitative factors pertaining to its recommendations with clients prior to their determination to retain a mutual fund or manager.

Quantitative and qualitative criteria related to mutual funds and managers are reviewed by HWM on a quarterly basis or such other interval as mutually agreed upon by the client and HWM. In addition, mutual funds or managers are reviewed to determine the extent to which their investments reflect efforts to time the market, or evidence style drift such that their portfolios no longer accurately reflect the particular asset category attributed to the mutual fund or manager by HWM (both of which are negative factors in implementing an asset allocation structure). Based on its review, HWM will make recommendations to clients regarding the retention or discharge of a mutual fund or manager.

HWM may negotiate reduced account minimum balances and reduced fees with managers under various circumstances (e.g., for clients with minimum level of assets committed to the manager for specific periods of time, etc.). There can be no assurance that clients will receive any reduced account minimum balances or fees, or that all clients, even if apparently similarly situated, will receive any reduced account minimum balances or fees available to some other clients. Also, account minimum balances and fees may significantly differ between clients. Each client's individual needs and circumstances will determine portfolio weighting, which can have an impact on fees given the mutual funds or managers utilized. HWM will endeavor to obtain equal treatment for its clients with mutual funds or managers, but cannot assure equal treatment.



HWM will regularly review the activities of mutual funds and managers selected by the client. Clients that engage managers or invest in mutual funds should first review and understand the disclosure documents of those managers or mutual funds, which contain information relevant to such retention or investment, including information on the methodology used to analyze securities, investment strategies, fees, and conflicts of interest.

## **A.2. Material Risks of Investment Instruments**

HWM typically invests in equity securities, corporate debt instruments, municipal fixed income instruments, government securities including asset-backed securities, and options on securities as detailed below:

- Equity securities
- Warrants and rights
- Mutual fund securities
- Exchange-traded funds
- Corporate debt securities, commercial paper, and certificates of deposit
- Municipal securities
- U.S. government securities
- Option contracts on securities
- Government and agency mortgage-backed securities
- Corporate debt obligations
- Mortgage-backed securities
- Collateralized obligations

### **A.2.a. Equity Securities**

Investing in individual companies involves inherent risk. The major risks relate to the company's capitalization, quality of the company's management, quality and cost of the company's services, the company's ability to manage costs, efficiencies in the manufacturing or service delivery process, management of litigation risk, and the company's ability to create shareholder value (i.e., increase the value of the company's stock price). Foreign securities, in addition to the general risks of equity securities, have geopolitical risk, financial transparency risk, currency risk, regulatory risk and liquidity risk.

### **A.2.b. Warrants and Rights**

Warrants are securities, typically issued with preferred stock or bonds, that give the holder the right to purchase a given number of shares of common stock at a specified price and time. The price of the warrant usually represents a premium over the applicable market value of the common stock at the time of the warrant's issuance. Warrants have no voting rights with respect to the common stock, receive no dividends and have no rights with respect to the assets of the issuer.

Investments in warrants and rights involve certain risks, including the possible lack of a liquid market for the resale of the warrants and rights, potential price fluctuations due to adverse market conditions or other factors, and failure of the price of the common stock to rise. If the warrant is not exercised within the specified time period, it becomes worthless.

#### **A.2.c. Mutual Fund Securities**

Investing in mutual funds carries inherent risk. The major risks of investing in a mutual fund include the quality and experience of the portfolio management team and its ability to create fund value by investing in securities that have positive growth, the amount of individual company diversification, the type and amount of industry diversification, and the type and amount of sector diversification within specific industries. In addition, mutual funds tend to be tax inefficient and therefore investors may pay capital gains taxes on fund investments while not having yet sold the fund.

#### **A.2.d. Exchange-Traded Funds ("ETFs")**

ETFs are investment companies whose shares are bought and sold on a securities exchange. An ETF holds a portfolio of securities designed to track a particular market segment or index. Some examples of ETFs are SPDRs<sup>®</sup>, streetTRACKS<sup>®</sup>, DIAMONDS<sup>SM</sup>, NASDAQ 100 Index Tracking Stock<sup>SM</sup> ("QQQs<sup>SM</sup>"), iShares<sup>®</sup> and VIPERs<sup>®</sup>. The funds could purchase an ETF to gain exposure to a portion of the U.S. or foreign market. The funds, as a shareholder of another investment company, will bear their pro rata portion of the other investment company's advisory fee and other expenses, in addition to their own expenses.

Investing in ETFs involves risk. Specifically, ETFs, depending on the underlying portfolio and its size, can have wide price (bid and ask) spreads, thus diluting or negating any upward price movement of the ETF or enhancing any downward price movement. Also, ETFs require more frequent portfolio reporting by regulators and are thereby more susceptible to actions by hedge funds that could have a negative impact on the price of the ETF. Certain ETFs may employ leverage, which creates additional volatility and price risk depending on the amount of leverage utilized, the collateral and the liquidity of the supporting collateral.

Further, the use of leverage (i.e., employ the use of margin) generally results in additional interest costs to the ETF. Certain ETFs are highly leveraged and therefore have additional volatility and liquidity risk. Volatility and liquidity can severely and negatively impact the price of the ETF's underlying portfolio securities, thereby causing significant price fluctuations of the ETF.

#### **A.2.e. Corporate Debt, Commercial Paper, and Certificates of Deposit**

Fixed income securities carry additional risks than those of equity securities described above. These risks include the company's ability to retire its debt at maturity, the current interest rate environment, the coupon interest rate promised to bondholders, legal constraints, jurisdictional risk (U.S or foreign) and currency risk. If bonds have maturities of ten years or greater, they will likely have greater price swings when interest rates move up or down. The

shorter the maturity the less volatile the price swings. Foreign bonds also have liquidity and currency risk.

Commercial paper and certificates of deposit are generally considered safe instruments, although they are subject to the level of general interest rates, the credit quality of the issuing bank and the length of maturity. With respect to certificates of deposit, depending on the length of maturity there can be prepayment penalties if the client needs to convert the certificate of deposit to cash prior to maturity.

#### **A.2.f. Municipal Securities**

Municipal securities carry additional risks than those of corporate and bank-sponsored debt securities described above. These risks include the municipality's ability to raise additional tax revenue or other revenue (in the event the bonds are revenue bonds) to pay interest on its debt and to retire its debt at maturity. Municipal bonds are generally tax free at the federal level, but may be taxable in individual states other than the state in which both the investor and municipal issuer is domiciled.

#### **A.2.g. U.S. Government Securities**

U.S. government securities include securities issued by the U.S. Treasury and by U.S. government agencies and instrumentalities. U.S. government securities may be supported by the full faith and credit of the United States.

#### **A.2.h. Options on Securities**

A call option is a contract under which the purchaser of the call option, in return for a premium paid, has the right to buy the security (or index) underlying the option at a specified price at any time during the term of the option. The writer of the call option, who receives the premium, has the obligation upon exercise of the option to deliver the underlying security against payment of the exercise price. A put option gives its purchaser, in return for a premium, the right to sell the underlying security at a specified price during the term of the option. The writer of the put, who receives the premium, has the obligation to buy, upon exercise of the option, the underlying security (or a cash amount equal to the value of the index) at the exercise price. The amount of a premium received or paid for an option is based upon certain factors, including the market price of the underlying security, the relationship of the exercise price to the market price, the historical price volatility of the underlying security, the option period and interest rates.

#### **A.2.i. Government and Agency Mortgage-Backed Securities**

The principal issuers or guarantors of mortgage-backed securities are the Government National Mortgage Association ("GNMA"), Fannie Mae ("FNMA") and the Federal Home Loan Mortgage Corporation ("FHLMC"). GNMA, a wholly owned U.S. government corporation within the Department of Housing and Urban Development ("HUD"), creates pass-through securities from pools of government-guaranteed (Farmers' Home Administration, Federal Housing Authority or Veterans Administration) mortgages. The principal and interest on GNMA pass-through securities are backed by the full faith and credit of the U.S. government.

FNMA, which is a U.S. government-sponsored corporation owned entirely by private stockholders that is subject to regulation by the secretary of HUD, and FHLMC, a corporate instrumentality of the U.S. government, issue pass-through securities from pools of conventional and federally insured and/or guaranteed residential mortgages. FNMA guarantees full and timely payment of all interest and principal, and FHMLC guarantees timely payment of interest and ultimate collection of principal of its pass-through securities. Mortgage-backed securities from FNMA and FHLMC are *not* backed by the full faith and credit of the U.S. government.

#### **A.2.j. Corporate Debt Obligations**

Corporate debt obligations include corporate bonds, debentures, notes, commercial paper and other similar corporate debt instruments. Companies use these instruments to borrow money from investors. The issuer pays the investor a fixed or variable rate of interest and must repay the amount borrowed at maturity. Commercial paper (short-term unsecured promissory notes) is issued by companies to finance their current obligations and normally has a maturity of less than nine months. In addition, HWM may invest in corporate debt securities registered and sold in the United States by foreign issuers (Yankee bonds) and those sold outside the U.S. by foreign or U.S. issuers (Eurobonds).

#### **A.2.k. Mortgage-Backed Securities**

Mortgage-backed securities represent interests in a pool of mortgage loans originated by lenders such as commercial banks, savings associations, and mortgage bankers and brokers. Mortgage-backed securities may be issued by governmental or government-related entities, or by non-governmental entities such as special-purpose trusts created by commercial lenders.

Pools of mortgages consist of whole mortgage loans or participations in mortgage loans. The majority of these loans are made to purchasers of between one and four family homes. The terms and characteristics of the mortgage instruments are generally uniform within a pool but may vary among pools. For example, in addition to fixed-rate, fixed-term mortgages, HWM may purchase pools of adjustable-rate mortgages, growing equity mortgages, graduated payment mortgages and other types. Mortgage poolers apply qualification standards to lending institutions, which originate mortgages for the pools as well as credit standards and underwriting criteria for individual mortgages included in the pools. In addition, many mortgages included in pools are insured through private mortgage insurance companies.

Mortgage-backed securities differ from other forms of fixed income securities, which normally provide for periodic payment of interest in fixed amounts with principal payments at maturity or on specified call dates. Most mortgage-backed securities, however, are pass-through securities, which means that investors receive payments consisting of a pro rata share of both principal and interest (less servicing and other fees), as well as unscheduled prepayments as loans in the underlying mortgage pool are paid off by the borrowers. Additional prepayments to holders of these securities are caused by prepayments resulting from the sale or foreclosure of the underlying property or refinancing of the underlying loans. As prepayment rates of individual pools of mortgage loans vary widely, it is not possible to accurately predict the

average life of a particular mortgage-backed security. Although mortgage-backed securities are issued with stated maturities of up to 40 years, unscheduled or early payments of principal and interest on the mortgages may shorten considerably the securities' effective maturities.

#### **A.2.I. Collateralized Obligations**

Collateralized mortgage obligations ("CMOs") are collateralized by mortgage-backed securities issued by GNMA, FHLMC or FNMA ("mortgage assets"). CMOs are multiple-class debt obligations. Payments of principal and interest on the mortgage assets are passed through to the holders of the CMOs as they are received, although certain classes (often referred to as "tranches") of CMOs have priority over other classes with respect to the receipt of mortgage prepayments. Each tranche is issued at a specific or floating coupon rate and has a stated maturity or final distribution date. Interest is paid or accrues in all tranches on a monthly, quarterly or semi-annual basis. Payments of principal and interest on mortgage assets are commonly applied to the tranches in the order of their respective maturities or final distribution dates, so that generally no payment of principal will be made on any tranche until all other tranches with earlier stated maturity or distribution dates have been paid in full.

Collateralized debt obligations ("CDOs") include collateralized bond obligations ("CBOs"), collateralized loan obligations ("CLOs") and other similarly structured securities. CBOs and CLOs are types of asset-backed securities. A CBO is a trust that is backed by a diversified pool of high-risk, below-investment-grade fixed income securities. A CLO is a trust typically collateralized by a pool of loans, which may include, among others, domestic and foreign senior secured loans, senior unsecured loans, and subordinate corporate loans, including loans that may be rated below investment grade or equivalent unrated loans.

### **B. Investment Strategy and Method of Analysis Material Risks**

#### **B.1. Leverage**

Although HWM, as a general business practice, does not utilize leverage, there may be instances in which exchange-traded funds, other separate account managers and, in very limited circumstances, HWM will utilize leverage. In this regard please review the following:

The use of leverage enhances the overall risk of investment gain and loss to the client's investment portfolio. For example, investors are able to control \$2 of a security for \$1. So if the price of a security rises by \$1, the investor earns a 100% return on their investment. Conversely, if the security declines by \$.50, then the investor loses 50% of their investment. The use of leverage entails borrowing, which results in additional interest costs to the investor.

Broker-dealers who carry customer accounts have a minimum equity requirement when clients utilize leverage. The minimum equity requirement is stated as a percentage of the value of the underlying collateral security with an absolute minimum dollar requirement. For example, if the price of a security declines in value to the point where the excess equity used to satisfy the minimum requirement dissipates, the broker-dealer will require the client to deposit additional collateral to the account in the form of cash or marketable securities. A deposit of securities to the account will require a larger deposit, as the security being deposited is included in the

computation of the minimum equity requirement. In addition, when leverage is utilized and the client needs to withdraw cash, the client must sell a disproportionate amount of collateral securities to release enough cash to satisfy the withdrawal amount based upon similar reasoning as cited above.

Regulations concerning the use of leverage are established by the Federal Reserve Board and vary if the client's account is held at a broker-dealer versus a bank custodian. Broker-dealers and bank custodians may apply more stringent rules as they deem necessary.

## **B.2. Short-Term Trading**

Although HWM, as a general business practice, does not utilize short-term trading, there may be instances in which short-term trading may be necessary or an appropriate strategy. In this regard, please read the following:

There is an inherent risk for clients who trade frequently in that high-frequency trading creates substantial transaction costs that in the aggregate could negatively impact account performance.

## **B.3. Option Strategies**

Various option strategies give the holder the right to acquire or sell underlying securities at the contract strike price up until expiration of the option. Each contract is worth 100 shares of the underlying security. Options entail greater risk but allow an investor to have market exposure to a particular security or group of securities without the capital commitment required to purchase the underlying security or groups of securities. In addition, options allow investors to hedge security positions held in the portfolio. For detailed information on the use of options and option strategies, please contact the Options Clearing Corporation for the current Options Risk Disclosure Statement.

HWM as part of its investment strategy may employ the following option strategies:

- Covered call writing
- Long call options purchases
- Long put options purchases
- Option spreading
- Short call option strategy
- Short put option strategy
- Equity collars
- Long straddles

### **B.3.a. Covered Call Writing**

Covered call writing is the sale of in-, at-, or out-of-the money call option against a long security position held in the client portfolio. This type of transaction is used to generate income. It also serves to create downside protection in the event the security position declines in value. Income is received from the proceeds of the option sale. Such income may be

reduced to the extent it is necessary to buy back the option position prior to its expiration. This strategy may involve a degree of trading velocity, transaction costs and significant losses if the underlying security has volatile price movement. Covered call strategies are generally suited for companies with little price volatility.

**B.3.b. Long Call Option Purchases**

Long call option purchases allow the option holder to be exposed to the general market characteristics of a security without the outlay of capital necessary to own the security. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

**B.3.c. Long Put Option Purchases**

Long put option purchases allow the option holder to sell or "put" the underlying security at the contract strike price at a future date. If the price of the underlying security declines in value, the value of the long put option increases. In this way long puts are often used to hedge a long stock position. Options are wasting assets and expire (usually within nine months of issuance), and as a result can expose the investor to significant loss.

**B.3.d. Option Spreading**

Option spreading usually involves the purchase of a call option and the sale of a call option at a higher contract strike price, both having the same expiration month. The purpose of this type of transaction is to allow the holder to be exposed to the general market characteristics of a security without the outlay of capital to own the security, and to offset the cost by selling the call option with a higher contract strike price. In this type of transaction, the spread holder "locks in" a maximum profit, defined as the difference in contract prices reduced by the net cost of implementing the spread. There are many variations of option spreading strategies; clients may contact the Options Clearing Corporation for a current Options Risk Disclosure Statement that discusses each of these strategies.

**B.3.e. Short Call Option Strategy**

Short call option strategy is highly speculative and has theoretical potential for unlimited loss. The seller (writer) of the call option receives proceeds (premium) from the sale of the option. The expectation is that the value of the underlying security will remain below the contract strike price and the option will expire worthless, allowing the option writer to keep the entire amount of the sale proceeds (premium). Should the value of the underlying security increase above the contract strike price, then the option writer can either purchase the call option at a loss, or through a process of exercise and assignment be forced to sell the stock at the contract strike price. If this happens, the option writer will have to go in the open market and buy an equivalent amount of stock to cover the sale at prices that can be materially higher than the amount received from the sale.



**B.3.f. Short Put Option Strategy**

Short put option strategy is highly speculative and has theoretical potential for significant loss. The seller (writer) of the put option receives proceeds (premium) from the sale of the option. The expectation is that the value of the underlying security will remain above the contract strike price and the option will expire worthless, allowing the option writer to keep the entire amount of the sale proceeds (premium). Should the value of the underlying security decrease below the contract strike price, the option writer can either purchase the put option at a loss, or through a process of exercise and assignment be forced to buy the stock at the contract strike price. If this happens, the option writer will be purchasing the underlying security at a price potentially well above its then-current market value, exposing the investor to potential loss.

**B.3.g. Equity Collar**

A collar combines both a cap and a floor. A cap gives the purchaser of the cap the right (for a premium payment), but not the obligation, to receive the difference in the cost on some amount when a specified index rises above the specified "cap rate." A floor is the opposite of a cap—it gives the purchaser of the floor the right (for a premium payment), but not the obligation, to receive the difference in interest payable on an amount when a specified index falls below the specified "floor rate." A collar involving stock is called an "equity collar." In a collar transaction, the buyer of the collar purchases a cap while selling a floor indexed to the same rate or asset. A zero-cost collar results when the premium earned by selling a floor exactly offsets the cap premium.

**B.3.h. Long Straddle**

A long straddle is the purchase of a long call and a long put with the same underlying security, expiration date and strike price. This is a speculative trade that may be profitable when volatility is high and will result in a loss when prices of the underlying security are relatively stable.

**C. Security-Specific Material Risks**

There is an inherent risk for clients whose investment portfolios lack diversification—that is, they have their investment portfolios heavily weighted in one security, one industry or industry sector, one geographic location, one investment manager, one type of investment instrument (equities versus fixed income). Clients who have diversified portfolios, as a general rule, incur less volatility and therefore less fluctuation in portfolio value than those who have concentrated holdings. Concentrated holdings may offer the potential for higher gain, but also offer the potential for significant loss.



## **Item 9: Disciplinary Information**

### **A. Criminal or Civil Actions**

There is nothing to report for this item.

### **B. Administrative Enforcement Proceedings**

There is nothing to report for this item.

### **C. Self-Regulatory Organization Enforcement Proceedings**

There is nothing to report for this item.

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

### **A. Broker-Dealer or Representative Registration**

Managers, members, and registered personnel of HWM are associated with APW Capital, Inc., a FINRA- and SEC-registered broker-dealer and member of SIPC. APW Capital, Inc. is a financial services company engaged in the sale of investment products. The officers, directors, and registered personnel of HWM are also licensed as insurance agents. Approximately 90% of time and effort of HWM's registered sales personnel is attributable to the functions of HWM, while the remaining 10% of time is allocated to the function of commission sales as registered representatives of APW Capital, Inc.

### **B. Futures or Commodity Registration**

Neither HWM nor its affiliates are registered as a commodity firm, futures commission merchant, commodity pool operator, or commodity trading advisor and do not have an application to register pending.

### **C. Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

#### **C.1. APW Capital, Inc.**

Managers, members, and registered personnel of HWM are associated persons of APW Capital, Inc. APW Capital, Inc. may provide brokerage services to one or more of the third-party advisors to whom investment advisor representatives of HWM refer potential clients. APW Capital, Inc. may receive brokerage fees for transactions completed on behalf of customers. As a result, a conflict of interest may be deemed to exist in that the referral of separate account managers offered by APW Capital, Inc. may benefit HWM by providing leverage for HWM to negotiate a more favorable economic arrangement or to procure additional services with or through APW Capital, Inc. HWM advisory clients are not compelled to effect securities transactions through APW Capital, Inc. HWM professionals will not be compensated for any trades executed through any custodial or executing broker (except APW Capital, Inc.).

As a result of HWM's managers, members and registered personnel's affiliation with APW Capital, Inc., such professionals, in their capacity as registered representatives of APW Capital, Inc., are subject to the oversight of APW Capital, Inc. and the Financial Industry Regulatory Authority, Inc. ("FINRA"). As such, clients of HWM should understand that their personal and account information is available to FINRA and APW Capital, Inc. personnel in the fulfillment of their oversight obligations and duties. Under an agreement with APW Capital, Inc., APW Capital, Inc. undertakes certain obligations established under FINRA rules with respect to supervising certain brokerage activities performed by HWM personnel in their capacity as APW Capital, Inc. registered representatives.

### **C.2. Relationships with Several Insurance Firms**

Certain managers, members, and registered employees of HWM are agents for certain insurance carriers. With respect to the provision of financial planning services, HWM professionals may recommend insurance products offered by such carriers for whom they function as agents and receive a commission for doing so. Clients are advised of a potential conflict of interest in that there is an economic incentive to recommend insurance and other investment products of such carriers. Clients are also advised that HWM professionals strive to put their clients' interests first and foremost. Other than for insurance products that require a securities license, such as variable insurance products, clients may utilize any insurance carrier or insurance agency they desire. For products requiring a securities and insurance license, clients may be limited to those insurance carriers that have a selling agreement with HWM professionals' employing broker-dealer.

### **C.3. Tax and Accounting Activities**

Larry Rose and Cheryl Moss are Certified Public Accountants and spend approximately 10% of their time devoted to such tax and accounting activities. Such services are performed under HWM.

## **D. Recommendation or Selection of Other Investment Advisors and Conflicts of Interest**

### **D.1. Carson Wealth Management**

Please be advised that HWM has entered into an agreement with Carson Wealth Management ("Carson") in which Carson will provide certain asset management and administrative services to Harbor's advisory clients as well as provide access to certain third-party vendor platforms and sales training to HWM personnel. In order to provide the totality of these services, Carson is requiring that HWM pay a minimum fee that can be met if Carson attains a certain revenue threshold from Harbor advisory clients. In effect, HWM has an economic incentive to recommend Carson to its advisory clients to avoid the minimum fee that HWM would otherwise be required to pay to Carson. Please note certain of the services Carson provides may not benefit all HWM clients and may have disparate benefits between clients who do stand to benefit. Clients are not obligated to utilize Carson's investment platform and may utilize the service provider of their choice.

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

### **A. Code of Ethics Description**

In accordance with the Advisers Act, HWM has adopted policies and procedures designed to detect and prevent insider trading. In addition, HWM has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of HWM's advisory and access persons. The Code also imposes certain reporting obligations on persons subject to the Code. The Code and applicable securities transactions are monitored by the Chief Compliance Officer of HWM. HWM will send clients a copy of its Code of Ethics upon written request.

HWM has policies and procedures in place to ensure that the interests of its clients are given preference over those of HWM, its affiliates, and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws.

### **B. Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest**

HWM does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory, or buying stocks from advisory clients into a firm's inventory). In addition, HWM does not recommend any securities to advisory clients in which it has some proprietary or ownership interest.

### **C. Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest**

HWM, its affiliates, employees and their families, trusts, estates, charitable organizations and retirement plans established by it may purchase the same securities as are purchased for clients in accordance with its Code of Ethics policies and procedures. The personal securities transactions by advisory representatives and employees may raise potential conflicts of interest when they trade in a security that is:

- owned by the client, or
- considered for purchase or sale for the client.

Such conflict generally refers to the practice of front-running (trading ahead of the client), which HWM specifically prohibits. HWM has adopted policies and procedures that are intended to address these conflicts of interest. These policies and procedures:

- require our advisory representatives and employees to act in the client's best interest
- prohibit fraudulent conduct in connection with the trading of securities in a client account

- prohibit employees from personally benefitting by causing a client to act, or fail to act in making investment decisions
- prohibit the firm or its employees from profiting or causing others to profit on knowledge of completed or contemplated client transactions
- allocate investment opportunities in a fair and equitable manner
- provide for the review of transactions to discover and correct any trades that result in an advisory representative or employee benefitting at the expense of a client.

Advisory representatives and employees must follow HWM's procedures when purchasing or selling the same securities purchased or sold for the client.

#### **D. Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest**

HWM, its affiliates, employees and their families, trusts, estates, charitable organizations, and retirement plans established by it may effect securities transactions for their own accounts that differ from those recommended or effected for other HWM clients. HWM will make a reasonable attempt to trade securities in client accounts at or prior to trading the securities in its affiliate, corporate, employee, or employee-related accounts. Trades executed the same day will likely be subject to an average pricing calculation. It is the policy of HWM to place clients' interests above those of HWM and its employees.

## Item 12: Brokerage Practices

### A. Factors Used to Select Broker-Dealers for Client Transactions

#### A.1. Custodian Recommendations

HWM may recommend that clients establish brokerage accounts with either Schwab or TD Ameritrade (collectively hereinafter "custodian") to maintain custody of clients' assets and to effect trades for their accounts. Both custodial firms are FINRA registered broker dealers and members of SIPC. Although HWM may recommend that clients establish brokerage accounts with custodian, HWM is independently owned and operated and not affiliated with custodian. Custodian does not charge separately for custody services, but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through or that settle into custodian accounts.

In certain instances and subject to approval by the firm, HWM will recommend to clients certain broker-dealers and/or custodians based on the needs of the individual client and taking into consideration the nature of the services required, the experience of the broker-dealer or custodian, the cost and quality of the services, and the reputation of the broker-dealer or custodian. The final determination to engage a broker-dealer or custodian recommended by HWM will be made by and in the sole discretion of the client. The client recognizes that broker-dealers and/or custodians have different cost and fee structures and trade execution capabilities. As a result, there may be disparities with respect to the cost of services and/or the transaction prices for securities transactions executed on behalf of the client. Clients are responsible for assessing the commissions and other costs charged by broker-dealers and/or custodians.

##### A.1.a. How We Select Brokers/Custodians to Recommend

HWM seeks to recommend a custodian/broker who will hold client assets and execute transactions on terms that are overall most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others, the following:

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear, and settle trades (buy and sell securities for client accounts)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- availability of investment research and tools that assist us in making investment decisions
- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them

- reputation, financial strength, and stability of the provider
- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below

#### **A.1.b. Client's Custody and Brokerage Costs**

For client accounts that the firm maintains, the custodian generally does not charge clients separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into the custodian's accounts. The custodian's commission rates applicable to the firm's client accounts were negotiated based on the firm's commitment to maintain a certain minimum amount of client assets at the custodian. This commitment benefits the client because the overall commission rates paid are lower than they would be if the firm had not made the commitment. In addition to commissions, the custodian charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that the firm has executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's custodian account. These fees are in addition to the commissions or other compensation the client pays the executing broker-dealer. Because of this, in order to minimize the client's trading costs, the firm has the custodian execute most trades for the account.

#### **A.1.c. Soft Dollar Arrangements**

The firm does not engage in the use of soft dollars.

#### **A.1.d. Institutional Trading and Custody Services**

Custodian provides HWM with access to its institutional trading and custody services, which are typically not available to retail investors. These services are generally available to independent investment advisors on an unsolicited basis, at no charge to them so long as a certain minimum amount of the advisor's clients' assets are maintained in accounts at custodian. Custodian's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or that would require a significantly higher minimum initial investment.

#### **A.1.e. Other Products and Services**

Custodian also makes available to HWM other products and services that benefit HWM but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of HWM's accounts, including accounts not maintained at custodian. Custodian also makes available to HWM its managing and administering software and other technology that

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts

- provide research, pricing, and other market data
- facilitate payment of HWM's fees from its clients' accounts
- assist with back-office functions, recordkeeping, and client reporting

Custodian also offers other services intended to help HWM manage and further develop its business enterprise. These services may include

- compliance, legal, and business consulting
- publications and conferences on practice management and business succession
- access to employee benefits providers, human capital consultants, and insurance providers

Custodian may also provide other benefits, such as educational events or occasional business entertainment of HWM personnel. In evaluating whether to recommend that clients custody their assets at custodian, HWM may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers, and not solely on the nature, cost, or quality of custody and brokerage services provided by custodian, which may create a potential conflict of interest.

#### **A.1.f. Independent Third Parties**

Custodian may make available, arrange, and/or pay third-party vendors for the types of services rendered to HWM. Custodian may discount or waive fees it would otherwise charge for some of these services or all or a part of the fees of a third party providing these services to HWM.

#### **A.1.g. Additional Compensation Received from Custodians**

HWM may participate in institutional customer programs sponsored by broker-dealers or custodians. HWM may recommend these broker-dealers or custodians to clients for custody and brokerage services. There is no direct link between HWM's participation in such programs and the investment advice it gives to its clients, although HWM receives economic benefits through its participation in the programs that are typically not available to retail investors. These benefits may 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 HWM 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
- Discounts on compliance, marketing, research, technology, and practice management products or services provided to HWM by third-party vendors

The custodian may also pay for business consulting and professional services received by HWM's related persons, and may pay or reimburse expenses (including client transition expenses, travel, lodging, meals and entertainment expenses for HWM's personnel to attend conferences). Some of the products and services made available by such custodian through its institutional customer programs may benefit HWM but may not benefit its client accounts. These products or services may assist HWM in managing and administering client accounts, including accounts not maintained at the custodian as applicable. Other services made available through the programs are intended to help HWM manage and further develop its business enterprise. The benefits received by HWM or its personnel through participation in these programs do not depend on the amount of brokerage transactions directed to the broker-dealer.

HWM also participates in similar institutional advisor programs offered by other independent broker-dealers or trust companies, and its continued participation may require HWM to maintain a predetermined level of assets at such firms. In connection with its participation in such programs, HWM will typically receive benefits similar to those listed above, including research, payments for business consulting and professional services received by HWM's related persons, and reimbursement of expenses (including travel, lodging, meals and entertainment expenses for HWM's personnel to attend conferences sponsored by the broker-dealer or trust company).

As part of its fiduciary duties to clients, HWM endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by HWM or its related persons in and of itself creates a potential conflict of interest and may indirectly influence HWM's recommendation of broker-dealers for custody and brokerage services.

#### **A.1.h. The Firm's Interest in Services Provided by Custodian**

The availability of these services from the custodian benefits the firm because the firm does not have to produce or purchase them. The firm does not have to pay for the custodian's services so long as a certain minimum of client assets is kept in accounts at the custodian. This minimum of client assets may give the firm an incentive to recommend that clients maintain their accounts with the custodian based on the firm's interest in receiving the custodian's services that benefit the firm's business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of client transactions. This is a potential conflict of interest. The firm believes, however, that the selection of the custodian as custodian and broker is in the best interest of clients. It is primarily supported by the scope, quality, and price of the custodian's services and not the custodian's services that benefit only the firm.

## **A.2. Brokerage for Client Referrals**

HWM does not engage in the practice of directing brokerage commissions in exchange for the referral of advisory clients.

## **A.3. Directed Brokerage**

### **A.3.a. HWM Recommendations**

HWM currently recommends Schwab or TD Ameritrade as custodians for clients' funds and securities and to execute securities transactions on its clients' behalf.

### **A.3.b. Client-Directed Brokerage**

Occasionally, clients may direct HWM to use a particular broker-dealer to execute portfolio transactions for their accounts or request that certain types of securities not be purchased for their accounts. Clients who designate the use of a particular broker-dealer should be aware that they will lose any possible advantage HWM derives from aggregating transactions. Such client trades are typically effected after the trades of clients who have not directed the use of a particular broker-dealer. HWM loses the ability to aggregate trades with other HWM advisory clients, potentially subjecting the client to inferior trade execution prices as well as higher commissions.

## **B. Aggregating Securities Transactions for Client Accounts**

### **B.1. Best Execution**

HWM, pursuant to the terms of its investment advisory agreement with clients, may have discretionary authority to determine the nature and type of securities to be bought and sold and the amount of such securities. HWM will effect client securities transactions through the client's custodian. HWM recognizes that the analysis of execution quality involves a number of factors, both qualitative and quantitative. HWM will follow a process in an attempt to ensure that it is seeking to obtain the most favorable execution under the prevailing circumstances when placing client orders. These factors include but are not limited to the following:

- The financial strength, reputation and stability of the broker
- The efficiency with which the transaction is effected
- The ability to effect prompt and reliable executions at favorable prices (including the applicable dealer spread or commission, if any)
- The availability of the broker to stand ready to effect transactions of varying degrees of difficulty in the future
- The efficiency of error resolution, clearance and settlement
- Block trading and positioning capabilities
- Performance measurement
- Online access to computerized data regarding customer accounts
- Availability, comprehensiveness, and frequency of brokerage and research services

- Commission rates
- The economic benefit to the client
- Related matters involved in the receipt of brokerage services

Consistent with its fiduciary responsibilities, HWM seeks to ensure that clients receive best execution with respect to clients' transactions by blocking client trades to reduce commissions and transaction costs. To the best of HWM's knowledge, these custodians provide high-quality execution, and HWM's clients do not pay higher transaction costs in return for such execution.

Commission rates and securities transaction fees charged to effect such transactions are established by the client's independent custodian and/or broker-dealer. Based upon its own knowledge of the securities industry, HWM believes that such commission rates are competitive within the securities industry. Lower commissions or better execution may be able to be achieved elsewhere.

### **B.2. Security Allocation**

Since HWM may be managing accounts with similar investment objectives, HWM may allocate orders for securities for such accounts. In such event, allocation of the securities so purchased or sold, as well as expenses incurred in the transaction, is made by HWM in the manner it considers to be the most equitable and consistent with its fiduciary obligations to such accounts.

HWM's allocation procedures seek to allocate investment opportunities among clients in the fairest possible way, taking into account the clients' best interests. HWM will follow procedures to ensure that allocations do not involve a practice of favoring or discriminating against any client or group of clients. Account performance is never a factor in trade allocations.

HWM's advice to certain clients and entities and the action of HWM for those and other clients are frequently premised not only on the merits of a particular investment, but also on the suitability of that investment for the particular client in light of his or her applicable investment objective, guidelines, and circumstances. Thus, any action of HWM with respect to a particular investment may, for a particular client, differ or be opposed to the recommendation, advice, or actions of the firm to or on behalf of other clients.

### **B.3. Order Aggregation**

Orders for the same security entered on behalf of more than one client generally will not be aggregated (i.e., blocked or bunched). HWM, even though it has discretionary authority, discusses each recommendation with a client and then receives the client's permission. Once permission is granted, HWM enters the order. As a result, clients should not expect their trades to be aggregated. As such, clients can expect that their trade execution prices will vary from other clients.

### **B.4. Allocation of Trades**

All allocations will be made prior to the close of business on the trade date. In the event an order is "partially filled," the allocation will be made in the best interests of all the clients in the order, taking into account all relevant factors including, but not limited to, the size of each

client's allocation, clients' liquidity needs, and previous allocations. In most cases, accounts will get a pro forma allocation based on the initial allocation. This policy also applies if an order is "over-filled."

HWM acts in accordance with its duty to seek best price and execution and will not continue any arrangements if it determines that such arrangements are no longer in the best interest of its clients.

## **Item 13: Review of Accounts**

### **A. Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved**

The review of accounts is conducted in the first instance by the professional servicing the client relationship on at least an annual basis. Such professionals are subject to the general authority of HWM's Managing Member. The Managing Member or his designee(s) must review and approve the opening of each new advisory relationship and oversee reviews of client accounts. The Managing Member or his designee(s) is also responsible for ensuring that any significant change in a client's investment strategy or in the concentration of a client's assets is appropriate for and has been reviewed with the client.

### **B. Review of Client Accounts on Non-Periodic Basis**

HWM may perform ad hoc reviews on an as-needed basis if there have been material changes in the client's investment objectives or risk tolerance, or a material change in how HWM formulates investment advice.

### **C. Content of Client-Provided Reports and Frequency**

HWM reports to the client on a quarterly basis or at some other interval agreed upon with the client, information on contributions and withdrawals, and performance measured against appropriate benchmarks (including benchmarks selected by the client).

The client's independent custodian provides account statements directly to the client no less frequently than quarterly. 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 HWM.

Financial planning clients do not normally receive investment reports.

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

### **A. Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

Other than what is disclosed in Item 12 regarding benefits the firm receives from its custodian(s), HWM does not receive economic benefits for referring clients to third-party service providers.

### **B. Advisory Firm Payments for Client Referrals**

The firm does not pay for client referrals.

## Item 15: Custody

HWM is considered to have custody of client assets for purposes of the Advisers Act for the following reasons:

- The client authorizes us to instruct their custodian to deduct our advisory fees directly from the client's account. The custodian maintains actual custody of clients' assets.
- Our authority to direct client requests, utilizing standing instructions, for wire transfer of funds for first-party money movement and third-party money movement (checks and/or journals, ACH, Fed-wires). The firm has elected to meet the SEC's seven conditions to avoid the surprise custody exam, as outlined below:
  1. The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.
  2. The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
  3. The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
  4. The client has the ability to terminate or change the instruction to the client's qualified custodian.
  5. The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
  6. The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
  7. The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

Individual advisory clients will receive at least quarterly account statements directly from their custodian containing a description of all activity, cash balances, and portfolio holdings in their accounts. Clients are urged to compare the account balance(s) shown on their account statements to the quarter-end balance(s) on their custodian's monthly statement. The custodian's statement is the official record of the account.

## **Item 16: Investment Discretion**

Clients may grant a limited power of attorney to HWM with respect to trading activity in their accounts by signing the appropriate custodian limited power of attorney form. In such cases, HWM will exercise full discretion as to the nature and type of securities to be purchased and sold and the amount of securities for such transactions, and in certain instances have discretionary authority to select third-party money managers for its clients. Investment limitations may be designated by the client as outlined in the investment advisory agreement.



## Item 17: Voting Client Securities

HWM does not take discretion with respect to voting proxies on behalf of its clients. HWM will endeavor to make recommendations to clients on voting proxies regarding shareholder vote, consent, election or similar actions solicited by, or with respect to, issuers of securities beneficially held as part of HWM supervised and/or managed assets. In no event will HWM take discretion with respect to voting proxies on behalf of its clients.

Except as required by applicable law, HWM will not be obligated to render advice or take any action on behalf of clients with respect to assets presently or formerly held in their accounts that become the subject of any legal proceedings, including bankruptcies.

From time to time, securities held in the accounts of clients will be the subject of class action lawsuits. HWM has no obligation to determine if securities held by the client are subject to a pending or resolved class action lawsuit. HWM also has no duty to evaluate a client's eligibility or to submit a claim to participate in the proceeds of a securities class action settlement or verdict. Furthermore, HWM has no obligation or responsibility to initiate litigation to recover damages on behalf of clients who may have been injured as a result of actions, misconduct, or negligence by corporate management of issuers whose securities are held by clients.

Where HWM receives written or electronic notice of a class action lawsuit, settlement, or verdict affecting securities owned by a client, it will forward all notices, proof of claim forms, and other materials to the client. Electronic mail is acceptable where appropriate and where the client has authorized contact in this manner.

## **Item 18: Financial Information**

### **A. Balance Sheet**

HWM does not require the prepayment of fees of \$500 or more, six months or more in advance, and as such is not required to file a balance sheet.

### **B. Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients**

HWM does not have any financial issues that would impair its ability to provide services to clients.

### **C. Bankruptcy Petitions During the Past Ten Years**

There is nothing to report for this item.