Onboard Financial Management, LLC

Investment Advisor Compliance Manual
and
Written Supervised Procedures

Effective Date: August 27, 2020

CONFIDENTIAL – NOT TO BE DISTRIBUTED OUTSIDE THE FIRM

This Investment Advisor Compliance Manual and Written Supervised Procedures is the property of Onboard Financial Management, LLC and its contents are confidential and may not be distributed without the prior approval of the Chief Compliance Officer.

Using this Manual

Each Supervised Person of Onboard Financial Management, LLC must read and understand this Investment Advisor Compliance Manual and Written Supervised Procedures and comply with all of the policies and procedures herein.

1. Overview

A. The Compliance Program

Onboard Financial Management, LLC (herein "Onboard" or the "Advisor") is a registered investment advisor with Commonwealth of Massachusetts and is subject to legal and regulatory requirements as set forth by the Commonwealth of Massachusetts securities law and applicable federal regulations (collectively "Securities Laws").

The Advisor must, among other things, adopt and implement written policies and procedures reasonably designed to prevent violations of Securities Laws. This Investment Advisor Compliance Manual and Written Supervised Procedures document (the "Compliance Manual") sets forth the Advisor's policies and procedures for complying with Securities Laws, and together with the related policies and procedures in the Privacy Policy, Code of Ethics, Business Continuity Plan, and Cybersecurity Policy form the Advisor's compliance Program ("Compliance Program").

This Compliance Program is designed to discuss the Advisor's fiduciary duty to its clients ("Clients"), the role of the Chief Compliance Officer ("CCO"), any owners, employees, independent contractors and other insiders of other Advisor ("Supervised Persons"), and Supervised Persons responsible for advisory activities, including giving advice or soliciting Clients ("Advisory Persons"), the use and enforcement of the Compliance Program, the Advisor's process for addressing complaints regarding its Compliance Program, Client management policies and business activities, portfolio management and trading practices and adherence to Client communication standards, and regulatory filings.

<u>Amendments</u>
The CCO will amend, modify, suspend, or terminate any policy or procedure contained in the Compliance Program documents, as well as adding any policies as necessary. The Advisor will endeavor to promptly inform Supervised Persons of any relevant changes and provide each Supervised Person with the respective updated Compliance Program document.

<u>Appendices</u>
Throughout the Compliance Program, there will be action items that the CCO and/or Supervised Persons are required to address along with various resource tools. The action items and resource tools are captured within the AdvisorCloud, which include:

- AdvisorCloud: Compliance Certifications;
- AdvisorCloud: Compliance Logs;
- AdvisorCloud: Compliance Forms;
- AdvisorCloud: Books and Records Matrix;
- AdvisorCloud: Key Definitions; and
- AdvisorCloud: Rule References.

<u>Receipt and Acknowledgement</u>
The Compliance Program documents are provided to each Supervised Person upon hire and annually thereafter. They will also be distributed on an ad hoc basis if there are any material amendments. Electronic copies are posted and stored internally in a location that is accessible by all Supervised Persons. All Supervised Persons must review each Compliance Program document and sign an acknowledgment that they have read, understood, and will abide by the Compliance Program.

PLEASE NOTE: See the AdvisorCloud for Key Definitions of terms utilized throughout the Compliance Program and for applicable Rule References.

PLEASE NOTE: The Advisor is a single-person firm. The Advisor shall follow the intent of the Compliance Program, but certain policies result in self-checking.

B. Role of the Chief Compliance Officer

The CCO of the Advisor is Sean M. McDonough. The CCO administers the Advisor's overall Compliance Program.

Accuracy of the Compliance Program

The CCO is responsible for ensuring that the Compliance Program is, at all times, accurate in its reflections of the Advisor's business practices and any applicable Securities Laws and for distributing the most current Compliance Program to Supervised Persons.

Training Supervised Persons

The CCO is responsible for ensuring that Supervised Persons receive initial training and undertake any necessary continuing education to understand and meet applicable requirements of the Compliance Program. The CCO will arrange to meet (in person or by phone) with each new Supervised Person. At that time, the CCO will discuss with the new Supervised Person the Advisor's compliance requirements and specifically highlight those policies and procedures that relate to the Supervised Person's area of responsibility. At least annually, the CCO will also arrange a meeting with all Supervised Persons to discuss any additional or modified policies and procedures.

Forensic Testing and Risk Assessments

The CCO is also responsible for performing an annual review of the Compliance Program to determine the adequacy and the effectiveness of the program. Each of the ***CCO Testing*** items will indicate the testing action item required of the CCO. The CCO or Delegate documents all ***CCO Testing*** findings as it relates to the various functions of the Compliance Program***. The CCO Testing*** serves as the source of the CCO's annual review of the Compliance Program.

Delegation

The CCO may delegate a portion of their responsibilities to appropriate designees ("Delegate[s]") as long as the CCO remains primarily responsible for Compliance Program oversight and administration. Additionally, in the event that the CCO will be absent from the office, he or she will notify Supervised Persons of an appropriate Delegate to fulfill the CCO's responsibilities.

C. Fiduciary Duty

As a fiduciary, it is the Advisor's responsibility to act in the best interest of its Clients at all times. The Advisor will not place its own interests ahead of its Clients' interests. The Advisor's fiduciary duty represents the core of the Advisor's Compliance Program.

Specific obligations associated with the Advisor include:

- Having a reasonable, independent basis for investment advice.
- Obtaining best execution when implementing any Client's transactions where an Advisory Person has the ability to direct brokerage transactions for the Client.
- Ensuring that investment advice is suited to each individual Client's objectives, needs, and personal circumstances.
- Maintaining the confidentiality of Client information.
- Exercising reasonable care to avoid misleading Clients.
- Making full and fair disclosure to the Client of all material facts and when a conflict of interest or potential conflict of interest exists.
- Placing Client interests first and always acting in good faith.

In addition, it is unlawful for the Advisor:

- To employ any device, scheme, or artifice to defraud a Client or prospective client.
- To engage in any transaction, practice, or course of business which defrauds or deceives a Client or prospective client.
- To knowingly sell any security to, or purchase any security, from a Client when acting as a principal for his or her own account, or knowingly execute a purchase or sale of a security for a Client's account when also acting as a broker for the person on the other side of the transaction, without disclosing to the Client

in writing before the completion of the transaction the capacity in which the Advisor is acting and obtaining the Client's consent to the transaction.

- To engage in fraudulent, deceptive, or manipulative practices.

D. Regulatory Inquiries

Because the Advisor operates in a highly regulated industry, the Advisor may receive inquiries and exam requests from regulators. If a Supervised Person is contacted by a regulator, whether by telephone, letter, or office visit, he or she may not, under any circumstances, engage in discussions with the contacting party, or take any other action in response to such contact, other than (i) advising the contacting party that all Supervised Persons are under instructions to refer all such inquiries to the CCO and (ii) promptly notifying the CCO.

If interviewed as part of an inquiry or exam, all Supervised Persons should treat the regulators with courtesy and respond fully, promptly, and honestly to all requests and questions. If a Supervised Person has a question as to the propriety of a request or question, the Supervised Person may respond by politely stating that the Supervised Person will consult with the CCO before providing the information.

Regulators will typically provide feedback on an exam in the form of a deficiency letter. Deficiency letters point out minor violations or perceived weaknesses in an advisor's compliance controls. Regulators typically request a response to a deficiency letter, including a description of remedial actions taken by the Advisor, within thirty (30) days of the date of the letter. The CCO is responsible for coordinating the Advisor's response. In the unlikely event that a compliance inquiry or exam leads to an enforcement referral, the CCO will contact outside counsel immediately.

2. Supervision and Compliance Oversight

A. Supervisory Functions

The Advisor is required to reasonably supervise Supervised Persons with a view to preventing violations of Securities Laws. In meeting this requirement, the Advisor and its Supervised Persons will not be deemed to have failed reasonably to supervise any person, provided that:

- The Advisor has established procedures, and a system for applying the procedures, which would reasonably be expected to prevent and detect, insofar as practicable, any such violation by a person subject to the Advisor's supervision; and
- The Advisor and any Supervised Person acting in a supervisory capacity has reasonably discharged the duties and obligations incumbent upon the Advisor or supervisor and has no reasonable cause to believe that there is no non-compliance with the supervisory procedures and system.

The Compliance Program is intended to establish a system for preventing and detecting, insofar as practicable, violations of Securities Laws by Supervised Persons. The Advisor expects each Supervised Person acting in a supervisory capacity to oversee any other Supervised Person under their supervision in a manner consistent with the policies and procedures contained in the Compliance Program.

B. Code of Ethics

The Advisor has adopted a Code of Ethics (the "Code") as a separate policy and procedure document. The Code establishes the standard of business conduct that all Supervised Persons must follow and also addresses potential conflicts of interest and disclosure requirements surrounding:

- Insider trading and material nonpublic information
- Confidentiality of nonpublic information
- Outside business activities of Supervised Persons
- Gifts and entertainment given or received by the Advisor and/or its Supervised Persons
- Political contributions to politically connected individuals and/or government entities
- Personal securities trading of Supervised Persons with Access to Nonpublic Information regarding the purchase or sale of securities for Clients ("Access Persons")
- Receipt and acknowledgment of adherence to the Code

CCO Testing: The CCO or Delegate conducts a quarterly review of personal securities trading and documents the findings in the Advisor's books and records. The CCO or Delegate is also responsible for reviewing outside business activities, political contributions, and gifts and entertainments.

PLEASE NOTE: See the AdvisorCloud for the Outside Business Activity, Gifts and Entertainment, and Political Contributions Logs.

C. Conflicts of Interest

In order for the Advisor to ensure that Clients' interests come before those of the Advisor and its Supervised Persons, any actual or perceived conflicts of interest must be identified, evaluated, managed, and disclosed. The Advisor is not permitted to mislead or engage in deceptive conduct and must, in all instances, act in the best interests of its Clients. Managing the Advisor's conflicts of interest minimizes the potential adverse impact of conflicts of interest on Clients, as well as promoting Client protection and maintaining the Advisor's reputation and integrity. Disclosure of material conflicts is necessary so that any Client can make an informed decision as to whether to enter into or continue an advisory relationship or whether to take some action to protect themselves against the particular conflict of interest involved.

PLEASE NOTE: The Advisor will maintain a log and along with supporting documentation of all conflicts of interest that exist. See the AdvisorCloud for the Conflicts of Interest Log.

D. Consequences of Non-Compliance

If a Supervised Person fails to comply with the requirements of the Compliance Program and any Securities Laws applicable to the Advisor's business, he or she will be subject to disciplinary action by the Advisor, which may range from a letter of reprimand to termination of employment. Any non-compliance or violations of law may also result in severe civil and criminal penalties.

The Advisor reserves the right to take disciplinary action, including termination of employment, against any Supervised Person if they engage in conduct deemed to be immoral, unethical, or illegal, whether or not such conduct constitutes a violation of the Compliance Program or relates to the Advisor's business. The Advisor may take such action if the Advisor believes that a Supervised Person's conduct poses any risk to the reputation or business of the Advisor.

Finally, a Supervised Person must report to the CCO any known or suspected violations of the policies and procedures contained in the Compliance Program or other activities of any Supervised Person that could be construed as a violation of Securities Laws, including the policies described in the Advisor's Compliance Program. If a Supervised Person is unsure whether a violation has occurred, the incident should be discussed with the CCO. Failure to report a violation to the CCO could result in disciplinary action against any non-reporting Supervised Person, which may include termination of employment.

PLEASE NOTE: The Advisor will maintain a log along with relevant supporting documentation of any violations to the Compliance Program. See the AdvisorCloud for the Violations Log.

E. Whistleblower Policy

The Advisor has adopted a "Whistleblower Policy" to establish procedures for the receipt, review, and retention of complaints relating to violations of Securities Laws or any other provision of law, rule, order, standard, or prohibition prescribed by a securities authority. While the Advisor does not encourage frivolous complaints, the Advisor does expect its Supervised Persons to report any suspected violations of Securities Laws, including the policies described in the Advisor's Compliance Program.

<u>Reporting Persons Protected</u>
Complaints reported in good faith will not be subject to any retaliation.

<u>Scope of Complaints</u>
Supervised Persons and external vendors, consultants, etc. are all encouraged to report all suspected wrongdoings.

<u>Confidentiality of Complaints</u>
All complaints submitted by Supervised Persons that are reported in good faith will be kept confidential and privileged to the fullest extent permitted by law.

<u>Submitting Complaints</u>
Complaints must be submitted in writing, by submitting an anonymous concern form, addressed to the CCO. Persons submitting complaints may request to discuss the complaint with the CCO.

PLEASE NOTE: See the AdvisorCloud for the Anonymous Concern Form.

In addition to directly reaching out to the CCO, Supervised Persons and external vendors, consultants, etc. may also call the SEC's Office of the Whistleblower at (202) 551-4790 to log a complaint. External vendors, consultants, etc. are not permitted to submit complaints anonymously.

<u>Investigation of Complaints</u>
The CCO will confirm the complaint pertains to a violation by investigating the complaint promptly and documenting the results.

Retention of Complaints
The CCO will keep records of all submitted complaints and the results of the corresponding investigations.

Unsubstantiated Allegations
If the investigation of the complaint submitted in good faith finds no violation, the reporting individual will not be subject to retaliation.

Reporting and Annual Review
The CCO will include all complaints and any remedial actions taken in the Annual CCO Report.

F. Business Continuity Plan

The Business Continuity Plan (the "BCP") is a separate policy and procedure document of the Advisor's Compliance Program. The Advisor recognizes the importance of ensuring continuity of operations in the event of an interruption of services that may result from terrorism, natural disaster, or otherwise. As a result, the Advisor has adopted the BCP to enable the continuation of operations and access to necessary information within a reasonable period of time. The Advisor has addressed the following important concepts in well-defined terms within the BCP:

- Business interruption scenarios
- Critical business functions
- Alternate work sites, data backup, and restoration
- Key person risk and succession planning
- Receipt and acknowledgment of adherence to the BCP

CCO Testing: The CCO or Delegate conducts an at least annual test of the Advisor's business continuity plan and documents the findings in the Advisor's books and records.

G. Operational Errors

It is the Advisor's responsibility to ensure appropriate and accurate management of Client relationships. An "operational error" is generally any error resulting in a relationship risk or loss resulting from inadequate or failed internal processes, actions of Supervised Persons and/or system issues.

This includes all aspects of the Advisor's operations, including, but not limited to:

- an error with Client billing and/or fee calculations;
- inaccurate security and/or portfolio valuations;
- failure to properly execute an agreement;
- inaccurate use of standard agreement templates;
- improper classification of Client types; and
- transposed language in Client communications.

PLEASE NOTE: The Advisor will determine the cause of each operational error, the impact (if any) on the Client, steps to rectify the error, and a strategy to ensure that the error does not happen again. The Advisor maintains a log of all operational errors along with any relevant and supporting documentation such as communications with the Client and steps taken to remediate the issue. See the AdvisorCloud for the Operational Error Log.

H. Books and Records

The Advisor is required to make and keep certain books and records relating to its business-to-document aspects of compliance and supervision of the Advisor's Compliance Program. This includes, but is not limited to, financial and accounting records, Client account information, advertisements, and etc. The Advisor enforces the following requirements with regard to recordkeeping and communication:

- Financial statements and all books and records on which they are based must reflect all applicable transactions accurately and on a timely basis;
- All disbursements of funds and all receipts must be properly and promptly recorded;

- No false or artificial statements or entries may be made for any purpose in the Advisor's books and records or in any internal or external correspondence, memoranda, or communication of any type, including telephone, wire, or electronic communications;
- Retention of information and data must be timely and free from unauthorized alteration or use in accordance with legal requirements and operational policies and procedures; and
- Falsification of business documentation, whether it results in personal gain or not, is never permissible.

The Advisor's required books and records generally must be maintained for a period of five (5) years from the end of the fiscal year in which the last entry was made on the record. They must be maintained for the first two (2) years at an appropriate office of the Advisor. For the remaining period, they may be maintained in an easily accessible place, which can include an off-site location or a third-party storage provider. Notwithstanding the time frames established by Securities Laws, the Advisor may be required to maintain records for a longer period of time if there is a "pending legal matter."

Regulators have the authority to examine all books and records held by the Advisor. Thus, during a regulatory exam, the Advisor is expected to produce any requested records that are maintained - either in hard copy or electronic format.

CCO Testing: The CCO or Delegate conducts an at least annual review of the Advisor's document retention capability and documents the findings in the Advisor's books and records.

PLEASE NOTE: The CCO will have overall responsibility for ensuring that all required books and records are identified and properly maintained. Any question as to whether a particular document must be maintained by the Advisor should be directed to the CCO. See the AdvisorCloud for the Books and Records Matrix.

3. Client Relationship Management

A. Client Prospecting

There are many ways for the Advisor to obtain new Clients, either through general marketing (see Client Communication Policy), word of mouth, use of solicitors, and/or other referral arrangements.

All Supervised Persons actively soliciting prospective clients of the Advisor are considered to be Advisory Persons of the firm and as such are required to register as Investment Advisor Representative ("IARs"). When an Advisory Person engages with a prospective client, the Advisory Person will gather sufficient information about the prospective client to determine whether the Advisor's services are suitable for the prospective client. The Advisory Person may provide the Disclosure Brochure to the prospective client. In such instances, the Advisory Person will maintain a list of prospective clients that received the Disclosure Brochure to determine whether a new Disclosure Brochure is required to be delivered at the time of engagement.

Use of Solicitors

An advisor may also utilize solicitors as a means of garnering clients. It is unlawful for an advisor to pay a cash fee to a solicitor for solicitation activities unless:

- The advisor is registered under Securities Laws; and
- The solicitor meets certain requirements and is not subject to a statutory disqualification

PLEASE NOTE: As a matter of policy, the Advisor does not engage paid solicitors for Client referrals. While the Advisor does not engage solicitors, payment of referral fees by the Advisor to persons who solicit advisory Clients is permitted only in accordance with the "Cash Solicitation Rule". If the Advisor does intend to engage a solicitor, appropriate disclosures will be made in advance of the inception of the relationship.

B. Client Onboarding

Building relationships with Clients is an important part of the Client onboarding process. Setting expectations for services and communications help drive Client satisfaction and lays the foundation for a successful relationship. As soon as the Advisor is notified of a new Client, the Advisor will review the opportunity and plan for the take on of the business. All new Client relationships follow established procedures to ensure that required documents are provided to the Client and adequate Client information and documents are received, reviewed for accuracy and completeness, and saved before funds are transferred. The Advisor will take the following action steps with each new Client:

Form ADV Delivery

Prior to, or at the time of entering into an agreement, the Advisor delivers to the Client the most current version of Form ADV Part 2A ("Disclosure Brochure") and Form ADV Part 2B ("Brochure Supplement") or a written document containing at least the information required to be disclosed.

Privacy Policy Delivery

Prior to, or at the time of entering into an agreement, the Advisor delivers to the Client the Privacy Policy. The Advisor understands that Clients have entrusted the Advisor with their private information, and the Advisor will do everything to maintain that trust. The Advisor protects the security and confidentiality of the personal Client information. The Advisor implements controls to ensure that such information is used for proper business purposes in connection with the management and servicing of the Client relationship.

Advisory Agreement

The Advisor requires a written advisory agreement for all Clients (the "Advisory Agreement"). Advisory services will not be offered or provided unless an Advisory Agreement is executed and delivered to the Client. Advisory Agreements provide the Advisor and the Client with a legal document stating the expectations of both parties for the engagement. Critical areas of the document include, but are not limited to, a definition of services to be provided to the Client, an explanation and listing of advisory fees to be charged to the Client, additional parties that may be involved in the relationship (i.e. custodian or broker/dealer), and an acknowledgment of the delivery and receipt of the Advisor's Disclosure Brochure, Brochure Supplement, and Privacy Policy.

Obtaining Client Suitability
The Advisor has a fiduciary duty to provide suitable investment advice to each Client. As a general policy, the Advisor is responsible for making reasonable inquiries into and assessments of each Client's investment objectives, financial situation, investment experience, tolerance for risk, and any other material information. Based on the information, the Advisor will determine whether the proposed investment advice rendered to the Client is suitable.

The Advisor must internally document the investment objectives and goals of the Client. The Advisor may request information/documents from the Client to assist in determining suitability. The Advisor will prepare and place in the Client's file a memorandum identifying any information requested, but not provided by the Client, as well as the person from whom such information was requested and the reason why the Client did not provide the information. The Advisor must obtain in writing, any restrictions as it relates to the management of Client investments. The Advisor will instruct its Clients to contact the Advisor any time their financial situation or personal/company information changes.

Internal Documentation
It is the Advisor's policy to document and maintain all items related to the Client onboarding process within the Client's file. The Client will be set-up in the Advisor's system[s] for portfolio management, accounting, suitability monitoring, and billing purposes.

Account Opening and Transfer of Assets
The Advisor will receive all of the required account opening documents and review them for accuracy and completeness and will then add them to the Client's file. The Advisor will forward account paperwork to the broker-dealer/custodian ("Custodian"). If there are any issues with incomplete information or there are any concerns, the Client will be contacted for clarification. Once the account is open the Client will be contacted to initiate the asset transfer.

C. Ongoing Client Management

The Advisor has a fiduciary duty to provide ongoing Client management through the following:

Maintaining Suitability
The Advisor contacts Clients on at least an annual basis in order to validate the stated investments, goals, and objectives of the Client to support the review and analysis of Client investment suitability. A record of such Client contact is maintained in the Client's files and/or updated in electronic records, specifying the mode of contact. The Advisor will update account information when the Advisor becomes aware of any new information. Any requested changes to investment guidelines and restrictions must be communicated and confirmed with the Advisor in writing and may require an amendment or side letter to the Advisory Agreement.

Annual Form ADV Delivery
On an annual basis, the Advisor delivers the most recent Disclosure Brochure and Brochure Supplement to Clients in an acceptable format that is easily accessible and readable. Electronic versions of the Disclosure Brochure and Brochure Supplements can be delivered by email. For Clients that do not have an established email address for Advisor communications, a paper version must be mailed to the Client's mailing address. Delivery must be made without charge to the Client. Upon request, a hard copy version of Disclosure Brochure and Brochure Supplements must be sent by regular, first-class mail, or overnight carrier.

Annual Privacy Policy Delivery
The Privacy Policy is required to be delivered annually to Clients of the Advisor and is typically provided at the same time as the Disclosure Brochure and Brochure Supplement delivery.

Client Termination
The Advisor maintains procedures for termination of a Client to ensure consistency and efficiency in closing out the relationship. The Advisor will:

- ensure appropriate documentation in the Client's file as to why the Client relationship was terminated;

- ensure the refund of any prepaid advisory fees, if billing in advance;
- deduct fees, or invoice former Clients as of the date of termination, if billing in arrears;
- assist as appropriate with the outgoing asset transfers; and
- maintain a list of all Client relationships that have been terminated.

Internal Documentation
It is the Advisor's policy to document and maintain all items pertaining to the ongoing Client Management within the Client's file.

CCO Testing: The CCO or Delegate periodically reviews Client files, including, but not limited to Agreements to ensure accuracy and proper execution, suitability and account information. The CCO or Delegate and documents the findings in the Advisor's books and records.

D. Treatment of Retirement Account Rollovers

The Advisor has the following policies and procedures to ensure that any recommendation of advisory services for a retirement account rollover is in the Client's best interest:

- The Advisor will ensure appropriate disclosure to Clients with a notice of fiduciary status.
- For recommendations made to retirement investors, the Advisor will maintain appropriate documentation of how rollover recommendations or recommendations to increase the amount of assets under management with the Advisor are in the Client's best interest.

E. Treatment of Vulnerable Clients

The Advisor has adopted the following procedures designed to identify, protect, and proactively address instances of diminished capacity and financial exploitation. The Advisor has determined that any Client over the age of 62, subject to a state-specific Adult Protective Services statute, or exhibiting diminished capacity behavior or being exploited financially to be considered a "Vulnerable Client."

The Advisor will contact Vulnerable Clients, by phone or in person, on a more frequent than annual basis to ensure the Advisor's records relating to the Client profile is updated based on the Vulnerable Client's current life circumstances, including, but not limited to, job status, retirement, changes to named trustees/beneficiaries, or death. The Advisor will leverage this communication to determine whether there are any instances of diminished capacity and/or risk of financial exploitation.

Red Flags for Diminished Capacity

- Confusion with simple concepts
- Repeating instructions or questions
- Memory loss or disorientation
- Difficulty performing familiar tasks

Red Flags for Financial Exploitation

- Unexpected addition of authorized persons or changes to beneficiaries, trustees, and/or powers of attorney
- Unknown individual becomes active in the Client relationship
- Discussion of unusual or unexpected investments

Protecting Vulnerable Clients
In order to protect Vulnerable Clients, the Advisor has implemented the following business practices:

- The Advisor should attempt to have Vulnerable Clients designate a trusted third-party ("Authorized Individual") and grant the Advisor permission to communicate with the Authorized Individual via phone, email, fax, or in person to obtain, and the Advisor to share, Client information including, but not limited to, account positions, transaction history, and personally identifiable Client information;
- Assist the Vulnerable Client in determining whether they should obtain durable power of attorney or engage with an estate attorney to establish estate documents;

- Update suitability guidelines as appropriate for the Vulnerable Client to continually follow and assist all parties with the ongoing management of the Vulnerable Client's assets and accounts;
- Remind the Vulnerable Client of the importance of compiling and safekeeping documents, including, but not limited to, wills, birth certificates, marriage and divorce certificates, Social Security information, life-insurance policies, financial documents, and a listing of the Client's possessions; and
- Obtain contact information for the Vulnerable Client's attorney, family members, and establish a line of communication with beneficiaries/trustees in the event of a Vulnerable Client's diminished capacity, financial abuse, and/or death.

PLEASE NOTE: Upon detection of diminished capacity, the Supervised Person will notify the CCO promptly to document the instance, along with proper documentation of the findings and any actions taken. The CCO will work with the Authorized Individual, attorneys, and trustees/beneficiaries on taking appropriate measures with the Vulnerable Client.

Upon detection of financial exploitation, the Supervised Person will notify the CCO promptly to document the instance, along with proper documentation of the findings and any actions taken. The CCO will present documentation and records that are relevant to the suspected or attempted financial exploitation to respective parties including, but not limited to, trusted third parties, state, or government authorities. Additionally, the Advisor, in its discretion based on the facts and circumstances surrounding the Vulnerable Client, can take necessary action, including, but not limited to, imposing a hold on asset transfers from an account of an eligible Vulnerable Client for up to 15 business days if financial exploitation is suspected. The hold can be extended for an additional ten (10) days at the request of either the state securities regulator or adult protective services.

F. Treatment of Client Death or Incapacitation

In the instance of death or incapacitation of a Client, the Supervised Person will notify the CCO promptly to document the event. The CCO will request a copy of the death certificate to maintain in the Client's file, review the Client's estate documents and contact respective custodians and applicable third parties to the Client's estate to determine next steps and what is in the best interest of the Client. Items to consider include, but are not limited to:

- Identification of beneficiaries;
- Timing and direction from the Executor of the Client's estate; and
- Management of the account[s], including:
    - Freezing and/or liquidating the accounts
    - Repapering of Account Information
    - Transfer of Assets

G. Treatment of ERISA Clients

The Employee Retirement Income Security Act of 1974 ("ERISA") is a federal law that establishes legal guidelines for private pension plan administration and investment practices. ERISA was written to protect plan beneficiaries and participants from problems and abuses. ERISA contains a number of provisions that address individuals and firms that are engaged in managing ERISA accounts or provide advisory services to employee benefit plans. In cases where the Advisor or its representatives are unsure of these provisions and responsibilities, they should seek expert advice prior to contracting with an ERISA account.

As a matter of policy, the Advisor does not provide advisory services to ERISA accounts. Prior to taking on an ERISA plan as a Client, the Advisor will amend its policies and procedures so that they comply with ERISA.

H. Client Fees

The fiduciary duty of the Advisor to its Clients requires that careful attention is applied to the Advisor's fee methodology and billing practices. The methodology for Client fees is disclosed in the Disclosure Brochure, as well as in the Advisory Agreement.

The Advisor will ensure that at the onset of an engagement, the advisory fee is agreed upon between the Client and the Advisor and properly documented within the client's Advisor Agreement. If there is any exception to the

advisory fees charged to a client (e.g., non-managed assets, accounts with different fees, bill to accounts, etc.), the Advisor will ensure proper and thorough documentation either within the Advisory Agreement or the respective Client's file.

The Advisor will ensure that any changes to advisory fees are properly documented. The Advisor has implemented the following policy regarding changes to advisory fees:

- If advisory fees are raised, the Advisor will be required to obtain a written acknowledgment from the Client regarding the increase in advisory fees.

If advisory fees are being lowered, the Advisor will ensure that it creates a written memo within the Client's file addressing the lowered fee, the date it was lowered and any other pertinent information. If the Advisor decides to then raise the advisory fee, the Advisor will be required to obtain a written acknowledgment from the Client.

Fee Methodology

The Advisor's standard policy is to calculate fees as a percentage of assets under management. The Advisor may waive, modify, or reduce the fees for certain Clients. Any deviation from the standard fee assessment or calculation terms must be agreed to in writing by the Advisor and the Client in advance of any fee calculation. The Advisor should document any instances of deviation from the standard fee assessment.

Fee Billing

The Advisor will review fee calculations before billing Clients either via invoice or direct deduction in order to minimize any potential miscalculated fees being charged to Clients of the Advisor. The Advisor provides Clients with a quarterly report itemizing the fee, including the calculation period covered by the fee, the account value and the methodology used to calculate the fee. For certain alternative investments (e.g., private funds, limited partnerships etc.) the Advisor may not receive final valuations for the billing period prior to the fee billing calculation. In such instances, the Advisor will perform a reconciliation of billing once final valuations are received by the Advisor.

CCO Testing: The CCO or Delegate periodically reviews the Client's fee billing and methodology to ensure accurate billing and documents the findings in the Advisor's books and records.

I. Custody

An advisor is deemed to have custody of client accounts if it directly or indirectly holds client assets, has any authority to obtain possession of them, or has the ability to appropriate them. The following situations create a custody status:

- *Constructive Custody* (Annual surprise custody audit not required)
    - Deducting advisory fees from client accounts
    - Maintaining standing letters of authorization ("SLOA") to third parties

An advisor may allow the above activities and will not be subject to the implications of "Real Custody" as detailed below if certain safeguards are met. Please see Fee Deduction and Standing Letters of Authorization below.

- *Real Custody* (Annual surprise custody audit required)
    - Collecting more than $500 in advisory fees, six months or more in advance
    - Maintaining client login credentials
    - Serving as trustee for client accounts
    - Having power of attorney over client accounts
    - Holding onto client checks for longer than 72 hours (3 business days)
    - Receiving stock certificates from the client and forwarding them to the custodian
    - Receiving of third-party checks made payable to the client and forwarding them to the custodian
    - Managing a private fund

PLEASE NOTE: As a matter of policy, the Advisor does not have real custody over Client funds or securities, however, the Advisor does have constructive custody due to the deduction of advisory fees from Client accounts.

Fee Deduction

The Advisor is considered to have custody of Client assets because they have the ability to have fees paid directly from Client accounts. The Advisor has adopted the following policies and procedures regarding assets in Client accounts. The Advisor will: (1) segregate Client funds and securities and maintain them with a "qualified Custodian" in an account in that Client's name, (2) promptly notify Clients in writing of any new or changes to a current qualified Custodian's name, address, and the manner in which the funds or securities are maintained, and (3) ensure that the qualified Custodian sends a quarterly account statement to each Client, identifying the amount of funds and each security in the Client account at the end of the period and setting forth all transactions during that period.

"Due Inquiry" Requirement - The Advisor conducts a "due inquiry" in order to establish a basis that the qualified Custodian sends account statements to each Client no less frequently than quarterly. To accomplish the "due inquiry" requirement, the CCO or Delegate receives written confirmations on their own personal accounts from the Custodian that the account statement was sent, giving the Advisor reasonable belief and assumption that Client statements were sent to Clients by the Custodian. Accessing the Client's account statements on the Custodian's website will not satisfy the "due inquiry" requirement because it does not confirm the account statement was actually delivered to the Client.

Standing Letters of Authorization to Third Parties

An advisor may have custody of assets if they have SLOAs to third parties, thereby requiring the advisor to disclose that they have custody of client funds. However, an advisor may not subject to the independent surprise examination requirement of the Custody Rule as long as they meet the seven (7) conditions below:

1. The client provides an instruction to the 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 advisor, in writing, either on the 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 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 their chosen custodian.
5. The advisor 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 client's custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice confirming the instruction.
7. The advisor maintains records showing that the third party is not a related party to the advisor or located at the same address as the advisor.

PLEASE NOTE: As a matter of policy, the Advisor does not have SLOAs to third parties.

Advance Collection of Fees

As a matter of policy, the Advisor does not collect advance payments of $500 or more, six (6) months in advance of services rendered. In the event that more than $500 is collected, the Advisor will ensure services are completed within six (6) months.

Login Credentials

An advisor may be deemed to have custody of assets if they maintain client login credentials. The maintenance of login credentials creates a custody status for assets within those accounts because, with client login information, the Advisor will have the ability to change certain fields and/or presets within the Client's account including, but not limited to, mailing address, e-mail address, bank accounts, etc. Additionally, with login credentials, an advisor has the ability to transfer funds out of the account without triggering approval from the Client.

PLEASE NOTE: As a matter of policy, the Advisor does not maintain Client login credentials.

Trustee Relationships and Power of Attorney

An advisor may be deemed to have custody of assets if they are appointed as trustee on a Client's account or have power of attorney authority for a Client. Power of attorney is a written document in which one person (the principal) appoints another person to act as an agent on his or her behalf, giving authority to the agent to perform certain acts or functions on behalf of the principal.

PLEASE NOTE: As a matter of policy, the Advisor does not serve as trustee or have power of attorney over any Client accounts.

Client Checks and Security Certificates

An advisor who holds onto client checks for more than seventy-two (72) hours is deemed to have custody on the assets and securities held.

As a matter of policy, the Advisor does not have custody through the handling of Client checks or security certificates. The Advisor has implemented the following internal procedures to ensure the proper handling of all checks and securities.

- Checks:
    - The Advisor will either forward checks to the Custodian or utilize remote check deposit via the Custodian's software within three (3) business days. Checks that are deposited remotely are kept for at least ten (10) days to ensure proper settlement of the funds.
    - Third party checks made payable to the Client will be returned to the Client within three (3) business days.
- Security Certificates:
    - The Advisor will not accept security certificates at the Advisor's office but may advise clients on how to securely deliver certificates to their Custodian. will tell Clients not to send security certificates to the Advisor's office.
    - If the Advisor receives security certificates inadvertently, the Advisor will promptly return/forward the security certificate[s] to the Client with instructions on how to direct them to the Custodian to deposit in their account[s].

The Advisor documents all checks and security certificates received, whether forwarded to the Custodian or returned to the Client, within the Checks and Securities Log. See the AdvisorCloud for the Checks Log.

J. Client Money Movement

It is the responsibility of every Supervised Person of the Advisor, who interacts with Clients to verify any and all outgoing money transfer instructions when standing instructions are not on file with the Custodian. Any Supervised Person who verifies transfer instructions with the Client must be able to identify the Client over the phone or via two pieces of identifying information, prior to executing the outgoing money transfers. The following procedures are designed to mitigate the fraud risk that is pervasive in the industry. For additional information related to information security and fraud, please see Section 7.

Before any requests for funds transfer may be acted upon, the Advisor must first verify the Client and the authenticity of instructions.

First Party Money Movement

The Advisor does not accept first-party money movement instructions via email, fax, or mail. Supervised Persons must be in direct verbal contact with the Client.

- Recognizing the insecure nature of email, Supervised Persons should make every effort to obtain instructions from Clients in advance.
- The Advisor must document the date, time, and contact reached while confirming instructions and log the event with the Client record in their CRM system

When there is any doubt as to the identity of the individual to whom you seek verbal verification, the person making the call should require that the Client successfully answer at least two (2) identifying questions for which the Advisor could cross-reference responses, which could include, for example:

- Primary account holder's date of birth
- Address associated with the account
- Primary account holder's mother's maiden name

Third Party Money Movement
If a standing letter of authorization is not on file for third party money movement, the Advisor is required to obtain one-time authorization forms executed by the Client.

K. Client Complaints

In the course of providing advisory services, the Advisor and/or its Supervised Persons may receive complaints from Clients regarding their services or other related matters. The Advisor will respond appropriately and promptly to Client complaints that it receives and, when appropriate, take corrective actions in an effort to prevent future complaints. Any statement alleging specific inappropriate conduct on the part of the Advisor constitutes a complaint. A Client complaint must be initiated by the Client and must involve a grievance expressed by the Client. In many instances, it is difficult to determine whether or not a communication constitutes a "complaint". A mere statement of dissatisfaction from a Client about an investment or investment performance in most cases does not constitute a complaint. Supervised Persons should report all communications that could be construed as a complaint to the CCO who will determine if the communication actually qualifies as a "complaint".

Supervised Persons understand the importance of handling and documenting Client complaints, including informing the CCO of any Client communications that may be construed as a complaint in a timely manner. The following policy applies to the handling of Client complaints:

- Notify the CCO promptly
- Do not respond to the Client complaint without prior approval of the CCO.

PLEASE NOTE: The CCO will investigate and document each Client complaint within the Client Complaint Log and ensure it is responded to in a timely manner. *S*ee the AdvisorCloud for the Client Complaint Log.

L. Anti-Money Laundering / Customer Identification Program

The Advisor's AML policy is to endeavor to prevent, detect, and report the possibility of money laundering. "Money laundering" is understood to be the process by which individuals or entities attempt to conceal the true origin and ownership of the proceeds of internationally recognized criminal activity, such as organized crime, drug trafficking, or terrorism. Money laundering involves the use of the financial system to disguise the origin of assets, for example, by creating complex layers of financial transactions and by the integration of the laundered proceeds into the economy as "clean" money. There are various laws and regulatory standards that govern entities in the effort to deter money laundering, including: the Bank Secrecy Act of 1970; the Money Laundering Control Act of 1986; and the USA PATRIOT Act.

It's important to note that since the Advisor does not custody Client assets but rather has Clients open accounts with Custodians for custody and transaction execution services, the broker-dealers will have the primary responsibility to carry out the AML requirements for the Advisor's clients. As such, the Advisor primarily relies on Custodians to conduct Anti-Money Laundering ("AML") and Customer Identification Program ("CIP") reviews on its Clients.

CCO Testing: The CCO or Delegate conducts an annual review of the Custodians to confirm the effectiveness of their AML policy and document the findings in the Advisor's books and records.

4. Portfolio Management and Trading

A. Investment Research and Monitoring

Securities Oversight
The Advisor has a fiduciary duty to conduct reasonable due diligence with respect to any security (or other financial instrument) that the Advisor buys, sells, or holds in a Client's portfolio. The Advisor's duty to conduct reasonable due diligence generally increases with the complexity and uniqueness of a security (or other financial instrument).

The Advisor's primary area of research for a security lies in fundamental analysis. This analysis focuses on individual issuers and their potential in light of their financial condition, and market, economic, political, and regulatory conditions. The Advisor may compile information from multiple industry sources for insights including, but not limited to:

- Management quality;
- Product and/or service quality;
- Business cycle[s] for the company's key products or services;
- Earnings and cash flow;
- New product or service offerings in the pipeline that could enhance future growth Industry characteristics; and
- Competitive position in the marketplace.

When researching mutual funds or ETFs, prior fund returns, portfolio management tenure/stability, and fund rankings are also factored into the research.

CCO Testing: The CCO or Delegate conducts an ongoing review to determine if securities should continue to be held, sold, or if additional amounts of the security should be purchased. Factors weighed in determining any action include, but are not limited to:

- Price fluctuations;
- Company/Issuer announcements;
- Market news; and
- Portfolio guidelines.

The CCO or Delegate documents its due diligence surrounding securities in the Advisor's books and records.

B. Portfolio Suitability and Monitoring

The Advisor must manage each portfolio according to the investment strategy/mandate, and, as necessary, provide an explanation to the Client for material deviations from the agreed-upon mandate. Additionally, the Advisor will monitor account[s] to ensure adherence to any specific guidelines and restrictions.

The Advisor tracks each Client's individual portfolio guidelines. At the inception of the account, the Advisor will input the Client's guidelines into the Client's file, which will be monitored manually. The Advisor refers to the Client's file ahead of conducting any trading to ensure that securities under consideration fall within the Client's stated guidelines.

The Client's guidelines are also used during portfolio reviews. As part of these reviews, the securities held by each account are reviewed to ensure that the account's positions are consistent with the investment guidelines contained in the Client's file. Any issues, or potential issues, with portfolio strategy or individual positions, are reviewed and discussed.

Mutual Fund Share Class Selection
When purchasing mutual fund shares for a Client's account, a Client is subject to various fees and charges, including, but not limited to, the cost of portfolio management, creating account statements, account services,

recordkeeping, commissions, and legal services. The particular fees and charges the Client will pay are generally determined by the share class that the client purchases.

Some share classes are subject to either a front-end sales charge or a deferred sales charge and may be appropriate when implementing a pure buy and hold strategy. Other share classes impose a higher ongoing fee (12b-1 fee) which is retained by the custodian.

PLEASE NOTE: As a matter of policy, the Advisor seeks to use the lowest cost share class available while taking into account the Client's investment time horizon and preference. Transaction charges should not impact investment decisions either from a trade frequency or investment selection standpoint. The Advisor requires that pre-approval be obtained from the CCO or Delegate for any mutual fund investments where the lowest cost expense ratio share class available is not used.

CCO Testing: The CCO or Delegate periodically reviews accounts for adherence to investment guidelines, for example, suitability and mutual fund share class selection to ensure lowest cost share class is selected and documents the findings in the Advisor's books and records.

C. Trading Practices and Conflicts

Advisors generally must trade in accordance with procedures developed to ensure that the Advisor seeks best execution of Client orders. While the Advisor has fairly broad discretion to tailor policies to their specific operations, the Advisor must disclose potential material conflicts of interest and any procedures implemented to prevent these conflicts.

<u>Directed Brokerage</u>
While the Advisor will recommend a specific Custodian based on its initial and ongoing due diligence, the Client may ultimately direct the Advisor to utilize a specific Custodian. The Advisor requires that such direction is provided by the Client in writing, either as part of the Advisory Agreement or by separate instruction. Clients will then establish an account with a specific Custodian and direct the Advisor to place trades with that Custodian. Under these circumstances, the direction by a Client to execute trades with a particular Custodian means that the Advisor does not have the ability to choose the price of the security traded or the commission paid. The result could be higher commissions, greater spreads or less favorable net prices, than if the Advisor was empowered to negotiate commission rates or spreads freely, or to select brokers or dealers based on best execution.

To address the conflicts with regards to the limitations of client-directed brokerage with respect to best execution, the Advisor will provide full and accurate disclosures within the Advisory Agreement and Disclosure Brochure. Additionally, the Advisor conducts ongoing best execution due diligence to ensure its Custodian recommendations are in the best interest of its Client. The Advisor also discloses that Client directed transactions may not be combined or "batched" for execution purposes with orders for the same securities for other accounts the Advisor manages.

PLEASE NOTE: This activity has the potential for creating counterparty risk that may impact Clients. Counterparty risk is measured by the loss that a Client would incur if the counterparty failed to perform pursuant to the terms of transactional or contractual commitment. Counterparty risk increases when the Custodian's solvency is undermined either due to systemic risk, financial loss, negligence, potential regulatory or legal claims, or operational failures. Therefore, the Advisor has a due diligence process for assessing the counterparties to their trading activity, among other things. As a part of that consideration, the Advisor analyzes and makes judgments regarding a Custodian's financial condition over time, realizing that financial strength is subject to many unpredictable factors and sudden shocks.

<u>Firm Trading Policy</u>
Trade Aggregation - When the purchase or sale of a security is deemed to be in the best interest of more than one Client account, it is the Advisor's policy to aggregate, or "batch", orders for the purchase or sale of securities for all such Client accounts to the extent consistent with best execution and the terms of the relevant Advisory Agreements. Such combined trades are used to facilitate best execution, including negotiating more favorable prices, obtaining more timely or equitable execution, and/or reducing overall commission charges.

PLEASE NOTE: The Advisor will ensure that aggregated securities transactions in participating Client accounts are carried out in a fair and equitable manner, by upholding the following conditions:

- Aggregation policies are fully disclosed to all Clients;
- The Advisor does not favor any advisory account over any other account;
- The Advisor gives individual investment advice to each account;
- Each participating Client account receives the average price for each trading day;
- Trades are combined only if consistent with the duty to seek best execution and with the terms of the relevant Clients' Advisory Agreements;
- Aggregated trades are documented in the Advisor's books and records archive, including securities bought, sold and held by each participating account; and
- For each aggregated order, the books and records of the Advisor will separately reflect the securities bought, sold, and held by each account.

Trade Allocation - Generally, aggregated transactions are averaged as to price and transaction costs and will be allocated among participating accounts in proportion to the purchase and sale orders placed for each account on any given day (*i.e. pro rata*). While the Advisor will always try to allocate *pro rata* in the first instance, the Advisor may use other methods of allocation – provided that such methods are fair and equitable. The Advisor may use a random allocation method if limited availability or thinly traded securities (partial fills). In such instances, the Advisor will not include individual accounts and collective investment vehicles in which the Advisor, or its Supervised Persons, might have an interest.

PLEASE NOTE: The Advisor will ensure that allocation methods are fair and equitable, by upholding the following conditions:

- Allocation policies are fully disclosed to all Clients;
- The Advisor does not favor any advisory account over any other account; and
- The participating accounts and the relevant allocation method are specified in the Advisor's books and records before entering an aggregated order.

Trade Rotation - When all transactions for a particular security cannot be aggregated, the Advisor may be required to trade on a partial aggregated basis or account by account. The Advisor has developed procedures to ensure changes in the order of which accounts are traded first.

PLEASE NOTE: The Advisor will ensure that trade rotation policies are fair and equitable, by upholding the following conditions:

- The Advisor does not favor any advisory account over any other account;
- The Advisor gives individual investment advice to each account;
- For each trade, books and records of the Advisor will separately reflect the rotation process used.
- Methods for trade rotation used may include, but are not limited to:
    - Numerical by account number (ascending then descending)
    - Alphabetical by client last name (A-Z then Z-A)
    - Random allocation

Trading Away - Trading away is defined as a trading procedure that gives an advisor the opportunity to execute security trades at another custodian and having the trades settle at the advisor's current custodian.

PLEASE NOTE: As a matter of policy, the Advisor generally does not trade away from the Custodian. However, in certain instances, trade away transactions may be warranted when the Advisor's existing Custodian does not have access to markets that are suitable for certain Clients. As data regarding execution becomes more tangible through technology, best execution gains more transparency and may create obligations for Advisors to select other custodians to uphold their fiduciary duties.

Principal Transactions

Principal transactions involve securities transactions in which an advisor has a proprietary interest in the securities being traded. Principal transactions must be disclosed to clients in writing prior to the completion of the

transaction and written client consent must also be obtained. Consent may be obtained after execution but prior to settlement of the transaction.

PLEASE NOTE: As a matter of policy, the Advisor does not engage in principal transactions and does not anticipate in doing so. In the event that a situation develops that might involve a principal transaction, appropriate disclosures will be made in advance of the transaction.

Agency Cross Transactions
Agency cross transactions involve securities transactions in which an advisor acts directly (or through an affiliate) as a client's advisor and as broker for the person on the other side of the transaction.

PLEASE NOTE: As a matter of policy, the Advisor does not engage in agency cross transactions and does not anticipate doing so. In the event that a situation develops that might involve an agency cross transaction, legal counsel will be consulted prior to the transaction.

Soft Dollars
Among the factors an advisor may consider in seeking best execution is the value of a custodian's execution and research services, including third-party research provided by the custodian (*i.e.*, "soft dollar" services), provided these services fall within the safe harbor of Section 28(e) of the 1934 Act.

PLEASE NOTE: As a matter of policy, the Advisor does not engage in soft dollar transactions and does not anticipate doing so. In the event that a situation develops that might involve the use of soft dollars, the Advisor will make all appropriate disclosures prior to entering into a soft dollar arrangement and ensure that the appropriate policies and procedures are in place.

Broker-Dealer Affiliation
Certain advisors may have an affiliated broker-dealer or supervised persons who are registered representatives of a broker-dealer. Client trades may be placed through an affiliated broker-dealer where an advisor, and/or its supervised persons, may receive commissions and/or other economic benefit from the trades. In such instances, there needs to be a higher level of care to be exercised when placing trades with affiliated broker-dealers to ensure the advisor is acting in the best interest of its clients.

PLEASE NOTE: As a matter of policy, the Advisor and its Supervised Persons do not have any broker-dealer affiliations. In the event that a situation develops that might involve a broker-dealer affiliation, the Advisor will make all appropriate disclosures and ensure that the appropriate policies and procedures are in place.

D. Trading Errors

It is the Advisor's policy to manage portfolios and place securities trades with a Custodian with accuracy, efficiency, and pursuant to sufficient legal authority. A "trade error" is generally any transaction resulting in Client funds being committed to unintentional transactions. Trade errors can result from a variety of situations involving portfolio management, trading, and settlements. Types of trading errors include, but are not limited to:

- Transposing an order (e.g., buying instead of selling);
- Purchasing or selling unintended securities or unintended amounts of securities;
- Allocating a transaction to the wrong account;
- Purchasing or selling securities that are not appropriate for an account;
- Selling a security a client does not own;
- Entering an order at the wrong price;
- Operational errors in calculating price/commission information or in arranging for settlement; and
- An error in the software used to conduct the trade.

Because a trade error generally results in Client money being at risk, the following trade review process and trade error correction policy generally apply:

Trade Review:
The CCO or Delegate reviews a sample of securities transactions in an attempt to verify accurate and proper reconciliation of trades with the Advisor's data, consistency of the securities transactions within the client's Investment Parameters for suitability; and the absence of any improper trading in the account.

Trade Error Identification:
Upon identification of a trade error, It is the Advisor's responsibility to evaluate the error and ensure that the appropriate party corrects the error.

Trade Error Correction:
The Advisor's policy is to identify and correct trading errors, over a de minimis amount, affecting any account as expeditiously as possible.

- Any error that results in a gain will accrue to the benefit of the account in which the error was made; and
- Any error that results in a direct loss will be reimbursed to the account in which the error was made. In no case will the Advisor use soft dollars to correct trade errors.

PLEASE NOTE: The Advisor maintains a log of all trading errors along with any relevant and supporting documentation such as communications with the Client and steps taken to remediate the issue. See the AdvisorCloud for the Trade Error Log.

E. Best Execution

The duty to "seek best execution" (either at the security level or through the evaluation of the custodians the Advisor recommends) is not necessarily a directive to capture the best price or to minimize transaction costs. Both are difficult to achieve and even more difficult to prove. Best execution is viewed as a process, whereby the Advisor has established procedures to ensure that Clients are serviced by competitive vendors. The Advisor defines best execution in the context of the firm, taking into account the nature of the Advisor's business and trading procedures.

CCO Testing: The CCO or Delegate periodically reviews best execution quantitative and qualitative statistics and compares the Advisor's recommended Custodian to other competitive custodians to demonstrate the rationale for the recommended Custodian[s]. The findings of the best execution reviews are documented in the Advisor's books and records.

F. Proxy Voting

The right to cast votes on certain corporate matters is an important power given to shareholders of publicly traded companies and mutual funds. Since most shareholders do not attend annual meetings in person, their right to express their opinion on these matters are done by casting a ballot either electronically or via mail. An advisor is expected to address its role with respect to voting proxies on behalf of clients in an agreement and in the disclosure brochure. Clients may agree to take on the responsibility to vote proxies on securities they own, or they may elect to not vote their proxies at all. In any case, regulators expect an advisor to have clearly defined (and communicated) policies and procedures related to this vital aspect of corporate governance.

As a matter of policy, the Advisor will not vote, nor advise Clients on how to vote, proxies for securities held in Client accounts. The Client retains the authority and responsibility for the voting of proxies. The Advisor will not provide any advice or take any action with respect to the voting of proxies as agreed to in the Advisory Agreement and disclosed in the Disclosure Brochure. Should a Client have questions on a particular proxy, the Advisor may assist the Client in understanding the background and intent of the proxy, but shall not make any attempt to influence the Client in their voting decision.

G. Valuation

Advisors have a fiduciary duty to place its Client's interests first and foremost. This duty includes the securities valuation process which seeks to provide current, fair, and accurate valuations of investments. Conducting proper valuations of securities is important because it affects, among other things: (i) financial reporting; (ii) the

calculation of advisory fees; (iii) performance reporting and presentations; and (iv) risk profiles. The Advisor relies on the Custodian for valuation for all securities, except for private investments [Custodian is solely the conduit for information].

Exchange-listed investments - If the Advisor identifies a security that is not priced, has a stale price or does not appear to be accurate, the CCO should be contacted immediately. The CCO will work with the Custodian to obtain an accurate price. The Advisor does not fair value securities.

CCO Testing: All securities held in accounts managed by the Advisor will be independently valued by the Custodian. The Advisor will not have the authority or responsibility to value portfolio securities. However, for exchange-listed investments, the CCO or Delegate periodically conducts a spot check to confirm the accuracy of the securities valuation provided by the Custodian and documents the findings within the Advisor's books and records.

5. Client Communications: Advertising & Sales Marketing

A. Client Communications

Any form of communication to Clients that is designed to solicit or maintain advisory service ("Client Communications") is covered by regulations under Securities Laws. The Advisor has developed the following policies and procedures to ensure compliance with these Securities Laws.

Securities Laws generally define the term "advertisement" to include any notice, circular, letter or other written communication addressed to more than one person, or any notice or other written announcement in any publication or by radio or television, which offers, among other things, "any investment advisory service with regard to securities". This definition includes all communications that the Advisor may use to solicit new Clients as well as maintain existing ones.

Additionally, written communications on a one-to-one basis to existing, or prospective, advisory Clients designed to offer advisory services, or maintain the existing Client, are deemed to be an advertisement. **However**, if the written communications to existing advisory Clients are solely designed to present the performance of their accounts, they are generally not considered advertisements.

B. Advertising Rule Content Standards

Securities Laws further provides that it shall find a violation has been committed when an investment advisor acts to publish, circulate, or distribute any advertisement which, among other things:

- Refers, directly or indirectly, to any testimonial;
- Refers, directly or indirectly, to past specific recommendations;
- Represents, directly or indirectly, that any graph, chart, formula, or other device being offered can, in and of itself, be used to determine which securities to buy or sell, or when to buy or sell them (unless sufficiently qualified);
- Contains any statement to the effect that any report, analysis, or other service will be furnished for free or without charge, unless such report, analysis or other service actually is or will be furnished entirely for free and without any condition or obligation, directly or indirectly; or
- Contains any untrue statement of a material fact, or which is otherwise false or misleading.

Past Specific Recommendations

Unless certain specific conditions are met, as noted above, the Advisor may not advertise its "past specific recommendations". To ensure compliance with this requirement, the Advisor will not name any specific issuer in any advertisement unless the Advisor complies with the requirements of Securities Laws: i.e. either lists, or offers to furnish a list of, each recommendation made during the immediately prior one-year period together with detailed information about each recommendation; or:

- The Advisor complies with relevant Securities Laws.
- The Advisor may provide a partial list of recommendations if: (1) securities are selected for inclusion based on objective, non-performance related criteria; (2) the same selection process is used in subsequent periods; (3) profits or losses attributable to any specific security listed are not discussed; and (4) appropriate supporting records are maintained.
- The Advisor may include information about past specific recommendations (in addition to testimonials) in certain types of materials not deemed advertisements for purposes of those sections of the Securities Laws that limit the use of past specific recommendations and testimonials. These materials include:
    - Oral communications other than those in radio or television broadcasts;
    - Written communications in response to unsolicited requests by a Client, prospective client, or consultant for specific information about the Advisor's past specific recommendations provided to: (1) the requesting Client, prospective Client, or consultant; (2) a single consultant on behalf of multiple Clients; or (3) several consultants; and
    - Written communications to the Advisor's existing Clients, provided that the purpose of the communication is not to offer advisory services.

Use of Performance Calculations

The recordkeeping rule requires Advisors to keep all of their advertisements and any document necessary to form the basis for performance information in advertisements ("supporting records"). The Advisor must keep advertisements and supporting records for five (5) years from the end of the fiscal year in which the advertisement was last published or otherwise disseminated. All documents necessary to form the basis for performance calculation should be kept for all years since inception.

Regulators will not review or approve Advisor advertisements prior to use. Whether any particular advertisement is false or misleading will depend upon the particular facts and circumstances surrounding its use. The burden of determining what is "false or misleading" is on the Advisor, and is an aspect of the Advisor's advertising review process.

Performance Presentation Standards

A performance communication is deemed fraudulent if it does any of the following:

- Fails to disclose the effect of material market or economic conditions on the results portrayed. For example, an advertisement stating that the accounts of the Advisor's Clients appreciated 25% in value without disclosing that the market generally appreciated 40% during the same period.
- Includes some model or actual results that do not reflect the deduction of advisory fees, brokerage or other commissions, and any other expenses that a Client would have paid or actually paid. In certain one-on-one presentations, performance results may be presented on a gross basis if at the same time the Client receives in writing:
    - Disclosure that the performance figures do not reflect the deduction of investment advisory fees;
    - Disclosure that the Client's return will be reduced by the advisory fees and any other expenses it may incur in the management of its investment advisory account;
    - Disclosure that the investment advisory fees are described in the Advisor's Disclosure Brochure; and
    - A representative example (table, chart, graph, or narrative) that shows the effect on performance that investment advisory fees, compounded over a period of years, could have on the total value of a Client's portfolio.
- Fails to disclose whether and to what extent the results portrayed reflect the reinvestment of dividends and other earnings.
- Suggests or makes claims about the potential for profit without disclosing the possibility of loss.
- Compares model or actual results to an index without disclosing all material facts relevant to the comparison.
- Fails to disclose any material conditions, objectives, or investment strategies used to obtain the results portrayed.
- Fails to disclose prominently, if applicable, that the results portrayed relate only to a select group of the Advisor's Clients, the basis on which the selection was made, and the effect of this practice on the results portrayed, if material.

Use of Articles from News Media

Regulators take the position that certain articles from the news media are not prohibited by Securities Laws, which prohibits the use of testimonials by an Advisor. Distribution by an Advisor of a *bona fide* news article, written by an unbiased third party, is not subject to the requirements of the rule governing advertisements; articles that refer to prior recommendations of advisors may be distributed if the prior recommendations are solely contained within the article. However, using such reprints is subject to Securities Laws, which makes it a violation for the Advisor to publish an advertisement that contains any untrue statement of a material fact or is otherwise misleading.

C. Interactive Media Communications

Advisor Use of Social Media

The Advisor may utilize various interactive media communications ("Social Media") to communicate the Advisor's services with Clients, prospective clients, and others. The Advisor is required to supervise all Social Media activities that communicated the Advisor's services or information, which includes business accounts operated by

Supervised Persons. These permitted business Social Media activities may include the use of the following media outlets:

- Company website[s];
- LinkedIn;
- Facebook;
- Twitter;
- Blogs; and
- Any other communication medium that is considered social media.

Supervised Person Use of Social Media

Unless permitted and pre-approved by the CCO or Delegate, Social Media activity from a Supervised Person's personal account is prohibited from referencing the Advisor's services or information on their personal accounts. In addition to the Advisor's Code, generally, all permitted Social Media activities on behalf of the Advisor or Supervised Persons, must adhere to the Advisor's Client Communications guidelines, as defined above and highlighted below:

- Must not contain any false or misleading statements or omission of material facts;
- Must not contain any specific securities recommendations;
- Must not contain any testimonials; and
- Must not contain any confidential Client or employer information.

CCO Testing: The CCO or Delegate conducts an at least annual review of social media profiles to ensure adherence to the standards of the Advertising Rule. The review is documented in the Advisor's books and records.

D. Review and Approval Process

The Advisor is required to keep records of Client Communications and to reasonably guard against fraud and misrepresentation. All Supervised Persons creating and delivering Client Communications will be subject to post-use review by the CCO.

CCO Testing: The CCO or Delegate conducts a post sample review of advertising materials to ensure adherence to the standards of the Advertising Rule. The review is documented in the Advisor's books and records.

6. Regulatory Filings

A. Form ADV Filings and Amendments

The Advisor may be required to file various forms and reports on both an annual and ongoing basis to maintain their status and provide updates to various states and/or regulators.

Form ADV
Form ADV is a uniform form used by registered investment advisors for registration. Form ADV is broken into two parts.

Form ADV Part 1: Form ADV Part 1 is an online form filed through the IARD system.

Form ADV Part 2A - Disclosure Brochure: The Disclosure Brochure is a narrative of the Advisor with a primary purpose of providing Clients with a clearly written and meaningful disclosure, in plain English, about the Advisor's services, fees, business practices, conflicts of interest, and material business relationships with affiliates. The Disclosure Brochure must also be kept current and made available during regulatory examinations. It must be provided to prospective clients prior to or at the time of the signing of an Advisory Agreement and becoming a client of the Advisor. The Disclosure Brochure is required to be filed through the FINRA IARD system for review by both federal and state regulators.

Form ADV2B - Brochure Supplement: The Brochure Supplement contains information about Advisory Persons. The Brochure Supplement is required to be filed through the FINRA IARD system.

The Advisor maintains a copy of each Disclosure Brochure and Brochure Supplement and each amendment or revision.

Form ADV-W - Withdrawal
In the event that the Advisor has ended its Client relationships in a particular jurisdiction and intends to no longer operate in that jurisdiction, the Advisor is required to notify the respective regulatory agency of that change. To notify current regulators, the Advisor will submit a timely filing of Form ADV-W, which is the form used to withdraw registration from a jurisdiction or when transitioning to a different regulator.

Form ADV2A - Delivery and Updates
Initial Delivery: The Advisor provides all current and prospective Clients with a Disclosure Brochure and Brochure Supplement. The Advisor delivers a current Disclosure Brochure and Brochure Supplement to Clients in an acceptable format that is easily accessible and readable (i.e. searchable PDF format). Electronic versions of the Disclosure Brochure and Brochure Supplements can be delivered by email. For Clients that do not have an established email address for Advisor communications, a paper version must be mailed to the Client's mailing address. Delivery must be made without charge to the Client. Upon request, a hard copy version of Disclosure Brochure and Brochure Supplements must be sent by regular, first-class mail or overnight carrier.

Annual Update: Annually, within ninety (90) days following fiscal year end, the Advisor reviews, updates as necessary, and files its Form ADV Part 1 and Part 2A via FINRA's IARD system. The Advisor must then "deliver" within 120 days of fiscal year end and at no cost to the Client, an updated Disclosure Brochure that contains a summary of material changes since the last delivery to Clients.

Material Change: Should any material change occur in the Advisor's business practice throughout the year including, but not limited to, investment process, fees charged, ownership structure, business address, contact information, disciplinary disclosure, or other notable aspects of the Advisor's business, the Advisor will file an amendment to Form ADV through IARD within 30 days of the change.

Additional State Filings
In addition to the standard filing requirements of the Form ADV there may be further filings required by certain States/Jurisdictions. The Advisor keeps itself appraised of changes to State Securities Laws where they conduct business and submit any required State filings as applicable.

CCO Testing: The CCO or Delegate periodically reviews Client geography to determine which states, if any, require the Advisor to register in that State. The Advisor will promptly begin a State registration and provide corresponding fees and documents to the State.

B. IAR Registrations, Disclosures, and Amendments

Advisory Persons are required to register as IARs with states in which the Advisor conducts business unless exempted from registration in a particular state. The states may require registration and/or licensing of IARs who: (i) provide advice to "retail" Clients, meaning natural persons other than "qualified clients"; (ii) have more than five (5) clients in the respective state[s] with the exception of Louisiana, Nebraska, New Hampshire, and Texas, and (iii) have a "place of business" within a state. The CCO or Delegate will review IAR registration requirements prior to soliciting business in any state in which its IARs have a "place of business" because the definition and requirements for an IAR vary from state to state.

Form U4
The U4 Filing is used by IARs to enable their individual registration with applicable regulators and jurisdictions. Advisors should amend an IAR's Form U4 to address state registrations, changes in residential address, disclosure items, and/or changes to outside business activities.

Form U5
The U5 Filing is submitted to withdraw an individual's registration as an IAR. A partial U5 can either remove IAR registrations in specific jurisdictions or, if they have fully resigned from the Advisor, a full U5 can be submitted to remove all registrations of that IAR with the Advisor.

Form ADV2B - Brochure Supplement
As noted above, the Brochure Supplement is not required to be filed through the FINRA IARD system, but the Advisor must keep copies and all amendments in their books and records. Advisors should update the Brochure Supplement to address material changes, such as, outside business activities, additional compensation received and financial, and/or disciplinary matters.

Financial & Disciplinary Disclosures
Securities laws require the Advisor to disclose any instances where the Advisor and/or its Supervised Persons have been found liable in a legal, regulatory, civil, or arbitration matter that alleges violation of securities and other statutes; fraud; false statements or omissions; theft, embezzlement or wrongful taking of property; bribery, forgery, counterfeiting, or extortion; and/or dishonest, unfair or unethical practices. The ability to view the Advisor's IARs backgrounds is on the Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov by using their name or CRD# to search.

C. Exchange Act Filings

Certain Clients may hold significant positions in publicly traded equity securities and as such the Advisor may need to make certain filings with the SEC under the Securities Exchange Act of 1934 ("Exchange Act"). The various filings and our procedures for ensuring the timely submission of these filings are described in this section of the Compliance Manual. The Advisor monitors, on an ongoing basis, any matters that may require amendments or additional filings.

Schedule 13F
If an advisor acts as an institutional investment manager with investment discretion with respect to accounts of $100 million or more of exchange-traded or NASDAQ securities, based upon the list of designated securities published quarterly by the SEC, the advisor must file a Form 13F, reporting: (1) the name of the issuer; (2) the number of shares held; and (3) the aggregate fair market value of each security held. For a list of all 13F Securities, please go to www.sec.gov/divisions/investments/13flists.htm.

PLEASE NOTE: To date, Schedule 13F filing has not been triggered. Should the Advisor exceed the threshold, the Advisor will implement the following procedures for 13F Filings:

- The Advisor will make its first 13(f) filing within 45 days after the calendar year-end, or by February 14.
- The Advisor will continue to make quarterly filings prior to the filing deadline for each of the successive three calendar quarters. For specific dates, please refer to the SEC website.
- The Advisor will make these filings as described in the rule and will retain the filing records.

CCO Testing: The CCO or Delegate periodically compares the Advisor's assets to the SEC's most current quarterly 13F securities list using data query to determine if the Advisor has exceeded the $100 million threshold and document the findings in the Advisor's books and records.

Schedule 13D
Schedule 13D must be filed if any person who acquires beneficial ownership of more than five (5) percent of a class of any U.S. registered equity security with more than an investment return purpose in owning the security. Schedule 13D must be filed with the SEC and sent to the issuer of the security and to each exchange on which the security is traded. Advisors are required to file Schedule 13D electronically on EDGAR.

PLEASE NOTE: To date, Schedule 13D filing has not been triggered. Should the Advisor exceed the threshold, the Advisor will timely and accurate 13D Filing.

Schedule 13G
Schedule 13G may be filed in lieu of Schedule 13D if an advisor's holdings were acquired in the ordinary course of business and not with the purpose of changing or influencing control of the issuer. If the Advisor's ownership intent changes to an intent or effect of causing a change in control of the issuer, a Schedule 13D must be promptly filed.

PLEASE NOTE: To date, Schedule 13G filing has not been triggered. Should the Advisor exceed the threshold, the Advisor will timely and accurate 13G Filing.

Schedule 13H
Schedule 13H require large traders, whose transactions in non-marketable securities equal or exceed two (2) million shares or $20 million during any calendar day, or twenty (20) million shares or $200 million during any calendar month, to identify itself to the SEC and make certain disclosures to the SEC on Form 13H within EDGAR.

PLEASE NOTE: To date, Schedule 13H filing has not been triggered. Should the Advisor exceed the threshold, the Advisor will timely and accurate 13H Filing.

7. Privacy, Information Security and Technology Use

A. Cybersecurity

Cybersecurity is a separate policy and procedure document of the Advisor's Compliance Program ("Cybersecurity Policy"). The Advisor has adopted the Cybersecurity Policy to provide guidance to the Advisor's Supervised Persons on the storage and/or transmission of confidential digital information. The Advisor has addressed the following important concepts and controls in well-defined terms within the Cybersecurity Policy:

- Storage of confidential digital information
- Transmission of confidential digital information
- Receipt and acknowledgment of adherence to the Cybersecurity Policy

CCO Testing: The CCO or Delegate periodically tests for adherence to the policies stipulated in the Cybersecurity Policy. The CCO or Delegate documents these reviews within the Advisor's books and records.

B. Regulation S-P: Safeguard and Disposal Rule

The SEC has adopted amendments to the rule under Regulation S-P requiring advisors to adopt policies and procedures to address administrative, technical, and physical safeguards (the "Safeguard Rule") for the data security, integrity, and confidentiality of customer records and information. The SEC has further required that policies and procedures take reasonable measures to protect against unauthorized access or use of the information in connection with its collection, storage, transmission, and disposal (the "Disposal Rule").

To meet the standards of both the Safeguard and Disposal Rules, the Advisor has developed policies and procedures to apply security measures to reasonably safeguard its private Client information during its course of ownership and through its disposal, such as shredding physical documents and coordinating with their technology service provider to destroy digital storage devices, as noted in the Advisor's Privacy Policy. The Advisor will also apply firewalls, anti-virus, and other information security tools as needed to safeguard client information. Should the Advisor become aware that unauthorized parties have accessed client information, the Advisor will take additional steps to stop and prevent further unauthorized access and contact any Clients impacted to notify them of potential fraudulent activity in their name or accounts.

C. Regulation S-ID: Identity Theft Red Flag Program

Regulation S-ID requires certain financial institutions to establish an identity theft red flags program designed to detect, prevent, and mitigate identity theft. There are four key elements that advisors must address in their Identity Theft Prevention Program (ITPP), including:

- Identifying relevant red flags
- Detecting red flags
- Responding appropriately to red flags
- Maintaining the ITPP

Advisors must determine which red flags are relevant to their businesses and the covered accounts they manage over time. There is no specific list of red flags that are mandatory and no specific policies and procedures are required. However, a list of factors that the entity should consider (with examples) is included in the guidelines from the SEC along with an expectation that entities will respond and adapt to new forms of identity theft and the related risks as they arise.

<u>Identifying Relevant Red Flags</u>
The CCO or Delegate must periodically determine whether it offers or maintains covered accounts by conducting a risk assessment of their ITPP, including the risk factors, sources, and categories of Red Flags.

Risk factors include the types of covered accounts the advisor offers or maintains, the methods it provides to open or access its covered accounts, and its previous experiences with identity theft.

Sources of Red Flags include incidents of identity theft that the Advisor has experienced, methods of identity theft that have been identified as a result of changes in identity theft risks, and applicable regulatory guidance.

Categories of Red Flags include alerts, notifications, or other warnings received from consumer reporting agencies or service providers (such as fraud detection services) as well as suspicious documents and other customer unusual conduct or requests.

A red flag is a transaction that a Supervised Person knows or suspects to:

- Involve proceeds from an illegal activity;
- Evade currency transaction reporting requirements;
- Vary significantly from the Client's normal investment activities; or
- Have no business or apparent lawful purpose and the Advisor knows of no reasonable explanation for the transaction after examining the available facts, including the background and possible purpose of the transaction.

Detect Red Flags

The ITPP should address the detection of Red Flags in connection with the opening of covered accounts and existing covered accounts by: (i) obtaining identifying information about, and verifying the identity of, a person opening a covered account and (ii) authenticating customers, monitoring transactions, and verifying the validity of change of address requests for existing covered accounts.

Responding Appropriately to Red Flags

The ITPP should provide for appropriate responses to the Red Flags that the Advisor has detected. Appropriate responses may include, but are not limited to, monitoring covered account[s], contacting the Client, changing security settings, closing the account[s], and/or notifying custodian[s] and law enforcement, as appropriate.

Maintaining the ITPP

The Advisor must update the ITPP (including the relevant Red Flags) periodically, to reflect changes in risks to Clients or to the safety and soundness of the Advisor from identity theft, based on factors such as the Advisor's experiences with identity theft, changes in methods of identity theft, and changes in the Advisor's business.

CCO Testing: The CCO or Delegate will determine which identity theft red flags are relevant to the business and ensure there are reasonable controls in place to detect those red flags. The CCO or Delegate will document their response to any red flags detected and incorporate those experiences when considering updates to the way they detect and respond to red flags.

D. Email Use

All email communications must abide by the Client Communications section noted above and must be archived in the Advisor's books and records. Supervised Persons of the Advisor must conduct all business communications via the email account assigned by the Advisor. Using an email domain not approved by the Advisor will not be archived and is strictly prohibited. Unless approved by the CCO or Delegate, Supervised Persons should refrain from using the Advisor's email system for personal use. Should there be a need for personal use of the Advisor's email system, it should be kept to a minimum.

CCO Testing: The CCO or Delegate periodically reviews a sample of email communications to ensure adherence to the Client Communication Policy defined above, identification of any Client complaints, insider trading, and/or failure to adhere to privacy policies. The CCO or Delegate documents the findings within the Advisor's books and records.

E. Mobile Devices

Access to Emails

With approval from the CCO or Delegate, Supervised Persons may access their business email accounts on their personal mobile devices.

Texting

Supervised Persons are not permitted to use text messages on any personal electronic device unless the communication is for administrative purposes only (i.e., confirming address for meeting, relaying location information for a meeting, etc.). All communications with Clients must be done via systems/accounts that can be archived and monitored.

8. Vendor Management

A. Third-Party Vendor Due Diligence

The CCO or Delegate makes reasonable efforts to determine with reasonable due diligence that all third-party vendors ("Vendors"), excluding independent asset managers, are capable of performing the outsourced activities and if the Advisor plans to employ systems design by the Vendors that the systems are suitable for the Advisor's business operations.

Efforts of due-diligence may include, but are not limited to:

- An in-depth interview with an authorized representative of the Vendor
- A review of the adequacy of the written agreement governing the terms of the outsourcing arrangement which must clearly define material terms and detail corrective and exit strategy or transition provisions
- If the Vendor is a regulated entity, the Advisor will require its reasonably available record of regulatory compliance
- A review of the Vendor's reputation and financial status
- A review of the Vendor's business continuity plan and ability to resume services in the event of a disaster.
- A review of the effectiveness of the Vendor's privacy and confidentiality controls in regard to information provided to the Advisor

PLEASE NOTE: The Advisor maintains all applicable due diligence files surrounding Vendors in the Advisor's books and records.

CCO Testing: The CCO or Delegate performs on an at least annual review of Vendors to ensure that each has adequate policies and procedures in place to assist the Advisor in its operations, protect Client data and is fulfilling its contractual obligation to the Advisor.