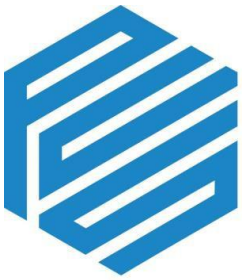

PRIVATE CLIENT SERVICES™

MEMBER FINRA, SIPC
A Registered Investment Advisor

Private Client Services
dba, PCS Advisors

Investment Adviser

Policies and Procedures Manual

Updated 05/01/2023

For Internal Use Only

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Introduction

Policy

Private Client Services (PCS) is a registered investment adviser (RIA) with the U.S. Securities and Exchange Commission (SEC) under the Investment Advisers Act of 1940 (Advisers Act). RIA Activities are conducted using the DBA name PCS Advisors.

Our firm has a strong reputation based on the professionalism and high standards of the firm and our employees. The firm's reputation and our advisory client relationships are the firm's most important asset.

As a registered adviser, and as a fiduciary to our advisory clients, our firm has a duty of loyalty and to always act in utmost good faith, place our clients' interests first and foremost and to make full and fair disclosure of all material facts and, information as to any potential and/or actual conflicts of interests.

As a SEC registered adviser, Private Client Services and our employees are also subject to various requirements under the Advisers Act and rules adopted under the Advisers Act and our Code of Ethics. These requirements include various anti-fraud provisions, which make it unlawful for advisers to engage in any activities which may be fraudulent, deceptive or manipulative.

These antifraud provisions include the SEC Compliance Programs of Investment Companies and Investment Advisers (Compliance Programs Rule) (SEC Rule 206 (4)-7) which requires advisers to adopt a formal compliance program designed to prevent, detect and correct any actual or potential violations by the adviser or its supervised persons of the Advisers Act, and other federal securities laws and rules adopted under the Advisers Act.

Elements of PCS's compliance program include the designation of a Chief Compliance Officer, adoption and annual reviews of these IA Compliance Policies and Procedures, training, and recordkeeping, among other things. Our IA Policies and Procedures cover PCS and each officer, member, or partner and all

employees who are subject to PCS's supervision and control (Supervised Persons).

The Chief Compliance Officer (CCO) is responsible for the firm's supervisory control system. The CCO is responsible for the issuance and dissemination of all policies, procedures and directives to govern the conduct of this firm and its investment advisor representatives. The Compliance Department endeavors to ensure all regulatory requirements are put into place and the IA Policies and Procedures Manual is up to date. The Compliance Department is responsible for disseminating information to all associated personnel on how to conduct their business in a manner that encompasses all laws, rules, regulations and interpretations. Responsibility for overseeing adherence to IA Policies and Procedures is the responsibility of supervisors (Managing Principals).

Managing Principals are assigned responsibilities to supervise Investment Advisor Representatives (IAR's) and are expected to review all engagement agreements and all associated paperwork establishing adversary relationships with the firm. PCS designated Managing Principals are responsible for oversight of appropriate behavior and compliance with rules and regulations of those individuals for whom they have direct supervisory responsibilities.

The Compliance department is involved in formulating management's response to questionable or inappropriate behavior. The Compliance Department is primarily responsible for surveillance activities which have been designed to assist the Managing Principals awareness of questionable activities of IAR's. Any questionable conduct will be presented to the designated Managing Principal empowered to take an appropriate action agreed to for the situation.

Our IA Policies and Procedures are designed to meet the requirements of the SEC IA Compliance Programs Rule and to assist the firm and our IAR's in preventing, detecting and correcting violations of law, rules and our policies.

Our IA Policies and Procedures cover many areas of the firm's businesses and compliance requirements. Each section provides the firm's policy on the topic and provides our firm's procedures to ensure that the particular policy is followed.

Compliance with the firm's IA Policies and Procedures is a requirement and a high priority for the firm and each person. Failure to abide by our policies may expose advisors and/or the firm to significant consequences which may include disciplinary action, termination, regulatory sanctions, potential monetary sanctions and/or civil and criminal penalties.

The Managing Principals of the IAR's will assist with any questions about Private Client Services IA Policies and Procedures, or any related matters. Further, in the event any employee becomes aware of, or suspects, any activity that is questionable, or a violation, or possible violation of law, rules or the firm's policies and procedure, the Chief Compliance Officer is to be notified immediately.

Our IA Policies and Procedures will be updated on a periodic basis to be current with our business practices and regulatory requirements. Private Client Services requires compliance with all policies and procedures and expects prompt inquiry about matters not specifically covered in this manual.

Advertising

Policy

Private Client Services and IAR's use various advertising and marketing materials to obtain new advisory clients and to maintain existing client relationships. Private Client Services policy requires that any

advertising and marketing materials must be truthful and accurate, consistent with applicable rules, and reviewed and approved by a designated firm principal. Private Client Services policy prohibits any advertising or marketing materials that may be misleading, fraudulent, deceptive and/or manipulative. Our policy also prohibits the use of testimonials.

Private Client Services policies and procedures governing the use of social media for business purposes incorporate these same prohibitions. Our firm's comprehensive Social Media policy and procedures are separately set forth in this document; our firm's Code of Ethics also provides a summary of Private Client Services Social Media practices.

Background

An advertisement is generally defined as any written communication, which includes websites and e-mails, directed to more than one person concerning advice or recommendations about the purchase or sale of securities or any other advisory service. All advertisements must be submitted through Marketing Pro. All Investment Advisor Representatives must also maintain the final versions of their advertisements along with corresponding copies of the approval certificates generated by the review.

Specifically, Advisers Act Rule 206(4)-1 (b) defines an advertisement as any notice. circular, letter or other written communication addressed to more than one person or any notice or other announcement in any publication or by radio or television which offer (1) any analysis, report, or publication concerning securities, or which is to be used in making any determination as to when to buy or sell any security or which security to buy or sell or (2) any graph, chart, formula or other device to be used in making any determination as to when to buy or sell any security or which security to buy or sell, or (3) any other investment advisory service with regard to securities. Written communications can include marketing books, client newsletters, business cards, websites and e-mails. If you are not certain whether a communication is considered advertising, please consult with your Managing Principal or the Compliance Department.

Performance Data in Advertising

The manner in which investment advisers portray themselves, services and their investment returns to existing and prospective clients is highly regulated. The following are some general guidelines in creating performance advertising. Any performance advertising:

- must disclose whether and to what extent the results portrayed reflect the reinvestment of dividends and other earnings;
- may not make claims about the potential for profit without also disclosing the possibility of loss;
- when comparing performance to an index, must compare results to an appropriate index;
- must disclose prominently the limitations inherent in model results, particularly the fact that the results do not represent actual trading;
- must disclose, if applicable, that the conditions, objectives or investment strategies of the model portfolio changed materially during the time period portrayed in the advertisement and the effect of the change on the results portrayed;
- must disclose, if applicable, that any of the securities contained in or the investment strategies followed with respect to the model portfolio do not relate or partially relate to the type of advisory services currently offered by the adviser;
- must disclose, if applicable, that the results portrayed relate only to a select group of the adviser's clients, the basis on which the selection was made, and the effect of this practice on the results portrayed, if material.

Gross Performance Numbers

Gross performance numbers (without accompanying net performance numbers) may be used only in one-on-one presentations to prospective clients. At the time of the one-on-one presentation, the client must be presented with written disclosure:

1) stating that the performance figures do not reflect the deduction of investment advisory fees;
2) stating that the client's return will be reduced by the advisory fees and any other expenses it may incur in the management of its advisory account;
3) stating where to find information regarding investment advisory fees; and
4) providing a representative example (e.g., a table, chart, graph, or narrative), which shows the effect an investment advisory fee, compounded over a period of years, could have on the total value of a client's portfolio.

Offers of Free Services

No marketing material can state that any report, analysis or service will be offered free of charge or without charge, unless such report, analysis or other service actually is or will be furnished entirely free and without any condition or obligation, directly or indirectly.

Specific Recommendations

Securities that were recommended in the past and that have become profitable may be listed or identified in advertisement only if:

a) the ad offers or includes a list of all securities recommended for the past year; and
b) discloses that "It should not be assumed that recommendations made in the future will be profitable or will equal the performance of the securities in this list. These rules do not apply to current recommendations.

Additionally, all data supporting the performance figures for the entire performance period must be maintained for a period of five years after the end of the fiscal year in which the advertisement was last disseminated.

Under the new SEC Marketing Rule which will become effective November 4, 2022, or upon a subsequent revision of this manual if enacted earlier, the term "advertisement" is defined more broadly. Specifically, a communication may be an "advertisement" if it is covered by either of two prongs in the new definition.

The first prong covers any direct or indirect communication an investment adviser makes to more than one person that (i) offers the investment adviser's investment advisory services with regard to securities to prospective clients or investors in a private fund advised by the investment adviser, or (ii) offers new investment advisory services with regard to securities to current clients or private fund investors. This prong will not include one-on-one communications, unless such communications include hypothetical performance (except that when the hypothetical performance is provided in response to an unsolicited investor request, or to a private fund investor, such communication will not be considered an advertisement). This prong of the advertisement definition also excludes (i) extemporaneous, live, oral communications and (ii) information contained in a statutory or regulatory notice, filing or other

required communication (provided that the information is reasonably designed to satisfy the requirements of the notice, filing or other required communication).

The second prong of the definition of "advertisement" in the Rule includes testimonials and endorsements for which the adviser provides cash or non-cash compensation, directly or indirectly. This prong includes endorsements made by a solicitor who received cash compensation, as covered by the Cash Solicitation Rule, as well as solicitors who receive directed brokerage and other types of non-cash compensation, such as gifts and entertainment. This prong of the "advertisement" definition includes oral communications and one-on-one communications but, as with the first prong, excludes information contained in a statutory or regulatory notice, filing or other required communication. Uncompensated testimonials and endorsements may also be advertisements subject to the Rule, if they come within the first prong of the definition.

It is important to note that Private Client Services as of the current date of this manual, prohibits testimonials and endorsements. Private Client Services prohibits communications that predict or project performance, imply that past performance will recur or make any exaggerated or unwarranted claim, opinion or forecast with the exception of the following:

i. A hypothetical illustration of mathematical principles, provided that it does not predict or project the performance of an investment or investment strategy;

ii. An investment analysis tool, or a written report produced by an investment analysis tool, that meets the requirements of FINRA Rule 2214; and

iii. A price target contained in a research report on debt or equity securities, provided that the price target has a reasonable basis, the report discloses the valuation methods used to determine the price target, and the price target is accompanied by disclosure concerning the risks that may impede achievement of the price target.

The new Marketing Rule also contains general prohibitions that will apply to any advertisement directly or indirectly disseminated by a registered investment adviser. These prohibitions will require that an advertisement may not:

1. Include any untrue statement of a material fact, or omit to state a material fact necessary in order to make the statement made, in the light of the circumstances under which it was made, not misleading;
2. Include a material statement of fact that the adviser does not have a reasonable basis for believing it will be able to substantiate upon demand by the Commission;
3. Include information that would reasonably be likely to cause an untrue or misleading implication or inference to be drawn concerning a material fact relating to the investment adviser;
4. Discuss any potential benefits to clients or investors connected with or resulting from the investment adviser's services or methods of operation without providing fair and balanced treatment of any material risks or material limitations associated with the potential benefits;
5. Include a reference to specific investment advice provided by the investment adviser where such investment advice is not presented in a manner that is fair and balanced;
6. Include or exclude performance results, or present performance time periods, in a manner that is not fair and balanced; or
7. Otherwise be materially misleading.

In anticipation of the new SEC marketing rule becoming effective November 4, 2022, unless PCS chooses an earlier effective date that will be communicated and reflected in a subsequent revised

version of this manual, Investment Advisor Representatives should be maintaining supporting documentation used to support advertisements or marketing pieces they use in a due diligence marketing file for future reference and potential inspection.

Separate from the above upcoming general prohibitions, the following current prohibitions remain in place at the time of this current version of the manual. An advertisement may not:

1. Refer to any testimonials;
2. Refer to past profitable recommendations, unless certain conditions are satisfied;
3. Make certain representations with respect to the utility of any chart, graph or other device in connection with decisions to buy or sell securities without disclosing the limitations thereof;
4. Suggest that any report, analysis or other service is free of charge unless it is in fact free of charge and without any condition; or
5. Contain untrue statements of material fact, or statements that are otherwise false or misleading.

As Private Client Services determines any amendments it may make to its Advertising/Marketing policies in the future as a result of the new Marketing Rule's compliance effective date on November 4, 2022 or before, a revised manual will reflect those updates.

Responsibility

The Compliance Department has the responsibility for implementing and monitoring our policy, and for reviewing and approving any advertising and marketing to ensure any materials are consistent with our policy and regulatory requirements. There are designated person(s) responsible for maintaining, as part of the Private Client Services books and records, copies of all advertising and marketing materials with a record of reviews and approvals in accordance with applicable recordkeeping requirements.

Procedure

Private Client Services has adopted procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- all advertisements and promotional materials must be reviewed and approved prior to use by a designated Compliance Principal of the firm;
- evidencing the approval of advertising by the physical or electronic initialing or signing and dating of the compliance certificate or physical advertising and marketing materials or an e-mail confirming approval by the designated Compliance Principal are examples of documenting approval by PCS;
- each IAR and their Managing Principals are responsible for ensuring that only approved materials are used and that approved materials are not modified without the express written approval of the designated Compliance Principal;
- a designated Compliance Officer will conduct periodic reviews of materials containing advertising and/or performance reports to ensure that only approved materials are distributed;
- a designated Compliance Officer will periodically review other written communications prepared for existing clients or prospective clients including quarterly letters as examples;
- our firm's policies and procedures regarding the use of social media will be consistent with our policies governing advertising and marketing, i.e., prohibiting any communications that may be misleading, fraudulent, deceptive and/or manipulative, or could be construed as a testimonial of our firm or our related persons; and
- a designated Compliance Officer, or a designee employee and / or the IAR's themselves, may be designated as being responsible for maintaining copies of any advertising and marketing materials, including any reviews and approvals, for a total period of five years following the last time any material is disseminated.

Use of the Terms RIA

The SEC prohibits an adviser from representing or implying that it has been approved or endorsed by the SEC. You may not use the initials RIA after your name because the use of these initials implies an educational or professional designation and is, therefore misleading. Private Client Services as a firm is the registered investment adviser. Its properly licensed advisory persons are investment adviser representatives.

Advisory Agreement

Policy

Private Client Services policy requires a written investment advisory agreement for each advisory client relationship which includes: a description of our services, discretionary/non- discretionary authority, advisory fees, important disclosures and other terms of our client relationship. Private Client Services advisory agreements meet all appropriate regulatory requirements and contain a non-assignment clause and do not contain any "hedge clauses."

As part of Private Client Services policy, the firm also obtains important relevant and current information concerning the client's identity, occupation, financial circumstances and investment objectives, among many other things, as part of our advisory and fiduciary responsibilities.

Background

Written advisory agreements form the legal and contractual basis for an advisory relationship with each client and as a matter of industry and business best practices provide protections for both the client and an investment adviser. An advisory agreement is the most appropriate place for an adviser to describe its advisory services, fees, and disclosures for any conflicts of interest, among other things. It is also a best business practice to provide a copy of the advisory agreement to the client. Should the advisory agreement be terminated by either the client or by PCS, a pro rata fee is charged to the client based on the number of days left in the billing period.

Responsibility

The Chief Compliance Officer or an assigned designee has the responsibility for the implementation and monitoring of the firm's advisory agreement policy, practices, disclosures and recordkeeping.

Procedure

Private Client Services has adopted procedures to implement the firm's policy and periodically reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which may be summarized as follows:

- Private Client Services advisory agreements and advisory fee schedules, and any changes, for the firm's services are to be approved by the Compliance Department.
- The fee schedules the IARs may establish for work being conducted for the clients are periodically reviewed to be fair, current and competitive.
- A designated Compliance Officer periodically reviews the firm's disclosure brochure, marketing materials, advisory agreements and other material for accuracy and consistency of disclosures regarding advisory services and fees.
- Performance-based fee arrangements are not available for use.
- Any solicitation/referral arrangements and solicitor/referral fees must be in writing, reviewed and approved that the arrangement meets regulatory requirements by a designated: Compliance

Officer and/ or Operations Professional qualified by regulatory exam being reasonable qualified to do so.

- You may only offer product and services that have been approved by PCS. No securities transactions may occur in a customer's account until the Advisory Agreement and all supporting documents required by PCS have been received and all supporting documents required by PCS have been received and approved.

Agency Cross Transactions

Policy

Private Client Services policy and practice is to NOT engage in any agency cross transactions and our firm's policy is appropriately disclosed in Form ADV Part 1 and Part 2A responses.

Background

An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction (SEC Rule 206(3)-2(b)). Agency cross transactions typically may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker- dealer.

Agency cross transactions are permitted for advisers only if certain conditions are met under Advisers Act rules including prior written consent, client disclosures regarding trade information and annual disclosures, among other things. Responsibility

The Director of Advisory Operations has the overall responsibility for implementing and monitoring our policy of not engaging in any agency cross transactions.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and reviews to monitor and insure the firm's policy is observed, implemented properly and amended or updated as appropriate, which include the following:

- In the event of any change in the firm's policy, any such change must be approved by senior management,
- any agency cross transactions would only be allowed after appropriate authorizations, reviews, approvals, disclosures, reporting and meeting appropriate regulatory requirements and maintaining proper records.

Annual Compliance Reviews

Policy

Private Client Services policy is to conduct an annual review of the firm's policies and procedures to determine that they are adequate, current and effective in view of the firm's businesses, practices, advisory services, and current regulatory requirements. Our policy includes amending or updating the firm's policies and procedures to reflect any changes in the firm's activities, personnel, or regulatory developments, among other things, either as part of the firm's annual review, or more frequently, as may be appropriate, and to maintain relevant records of such reviews.

Background

SEC adopted Rule 206(4)-7, *Compliance Programs of Investment Companies and Investment Advisers* (Compliance Program Rule) under the Advisers Act and Investment Company Act, (SEC Release Nos. IA-2204 and

IC-26299, require SEC registered advisers and investment companies to adopt and implement written policies and procedures designed to detect and prevent violations of the federal securities laws. The rules require advisers annually review their policies and procedures for their adequacy and effectiveness and maintain records of the reviews. A Chief Compliance Officer must be designated by advisers to be responsible for administering the compliance policies, procedures and the firm's annual reviews.

The required reviews are to consider any changes in the adviser's or fund's activities, any compliance matters that have occurred in the past year and any new regulatory requirements or developments, among other things. Appropriate revisions of a firm's policies or procedures should be made to help ensure that the policies and procedures are adequate and effective. Advisers have to complete their review of their compliance policies and procedures annually.

Responsibility

The Chief Compliance Officer is responsible to develop, maintain and implement the firm's compliance policies and procedures. The CCO has the responsibility to conduct an annual review to determine their adequacy and effectiveness in detecting and preventing violations of the firm's policies, procedures or federal securities laws. The CCO has the responsibility for maintaining relevant records regarding the policies and procedures and documenting the annual reviews.

Procedure

Private Client Services has adopted procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- On an annual basis, the Chief Compliance Officer, and such other persons as may be designated, will undertake a review of Private Client Services written compliance policies and procedures.
- The review will include a review of each policy to determine the following:
    - adequacy;
    - effectiveness;
    - accuracy;
    - appropriateness for the firm's current activities
    - current regulatory requirements;
    - any prior policy issues, violations or sanctions; and
    - any changes or updates that may otherwise be required or appropriate.
- An annual review process should consider and assess the risk areas for the firm and review and update any risk assessments in view of any changes in advisory services, client base and/or regulatory developments.
- The CCO, or designee(s), may coordinate the review of each policy with an appropriate person, department manager, Managing Principal, qualified Operations Professional by regulatory exam evidencing reasonable qualification to do so, management person or officer to ensure the firm's policies and procedures are adequate and appropriate for the business activity covered, as an example, a review of trading policies and procedures with the person responsible for the firm's trading activities.
- Unless otherwise required by Senior Management written instruction specific to a particular approval, the CCO, or designee(s), will revise or update the firm's policies and/or procedures as necessary or appropriate.
- The firm's annual reviews will include a review of any prior violations or issues under any of the firm's policies or procedures with any revisions or amendments to the policy or procedures designed to address such violations or issues to help avoid similar violations or issues in the future.
- The CCO will maintain hardcopy or electronic records of the firm's policies and procedures as in

effect at any since inception of the firm.

- The CCO, or designee(s), will also conduct more frequent reviews of the Private Client Services policies or procedures, or any specific policy or procedure, in the event of any change in personnel, business activities, regulatory requirements or developments, or other circumstances requiring a revision or update.
- Relevant records of such additional reviews and changes will also be maintained by the CCO.
- The CCO will provide a written summary in the form of a "Test" of the requirement to conduct an annual compliance exam and provide such test to the CEO annually.

Anti-Money Laundering

Policy

It is the policy of Private Client Services to seek to prevent money laundering and terrorist financing. Private Client Services has adopted and enforces policies, procedures and controls with the objective of detecting and deterring the occurrence of money laundering, terrorist financing and other illegal activities. Anti-money laundering (AML) compliance is a responsibility of every employee and IAR. Therefore, anyone detecting any suspicious activity is required to immediately report such activity to the AML Compliance Officer. The employee making such report should not discuss the suspicious activity or the report with the client in question.

Background

PCS has adopted such standards as those impose on broker dealers relative to Anti-money laundering rules for its' RIA.

Responsibility

Private Client Services has designated the Chief Compliance Officer as Private Client Services AML Compliance Officer.

In this capacity, the AML Compliance Officer is responsible for coordinating and monitoring the firm's AML program as well as maintaining the firm's compliance with applicable AML rules and regulations. The AML Compliance Officer will review any reports of suspicious activity which have been observed and reported by employees.

Procedure

Private Client Services has adopted procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

Client Identification Procedures

As part of Private Client Services AML program, the firm has established procedures to ensure that all clients' identities have been verified before an account is opened.

Before opening an account for an individual client, Private Client Services requires satisfactory documentary evidence of a client's name, address, date of birth, social security number or, if applicable, tax identification number. This information must be current at the time a customer enters into an advisory agreement with the firm. For a corporation or other legal entity, Private Client Services requires satisfactory evidence of the entity's name, address and the acting principal has been duly authorized to open the account. Private Client Services will verify that the documentation is genuine and all related information is accurate. Private Client Services will also confirm that the investor is investing as principal

and not for the benefit of any third party. Private Client Services will retain records of all documentation that has been relied upon for client identification for a period of five years.

Prohibited Clients

Private Client Services will not knowingly open accounts or accept funds or securities from, or on behalf of, any person or entity whose name appears on the List of Specially Designated Nationals and Blocked Persons maintained by the U.S. Office of Foreign Assets Control, from any Foreign Shell Bank or from any other prohibited persons or entities as may be mandated by applicable law or regulation.

PCS will also not knowingly accept high-risk clients (with respect to money laundering or terrorist financing) without conducting enhanced, well-documented due diligence regarding such prospective client.

Annual Training and Review

The AML Compliance Officer, or a qualified designee, will coordinate periodic employee training programs for appropriate personnel regarding AML issues. Such training programs will review applicable laws, regulations and recent trends in money laundering and their relation to Private Client Services business. Participation in this training shall be viewed as mandatory for appropriate personnel, and participation and completion records will be retained for a five-year period.

The AML efforts of PCS will be reviewed annually by the AML Officer, the Chief Compliance Officer or an independent auditor. The review of the AML efforts will be conducted as part of the firm's annual compliance program review of the policies and procedures. The AML review will also evaluate Private Client Services AML program for compliance with current AML laws and regulations.

Private Client Services RIA is obligated to comply with the US PATRIOT Act with regards to CIP obligations. As set forth in the agreement between the Broker Dealer and RIA,

1. The RIA will update AML Policies and Procedures as necessary to implement changes in applicable laws and guidance;
2. The RIA will perform the specified requirements of the CIP in a manner consistent with Section 326 of the PATRIOT Act, including comparing client information against the OFAC and FinCEN listings;
3. The RIA will promptly disclose to the broker-dealer Compliance Department potentially suspicious or unusual activity detected as part of the CIP being performed in order to enable the Compliance Department to file a Suspicious Activity Report ("SAR"), as appropriate based on the broker-dealer 's judgment;
4. The RIA will coordinate with the Compliance Department to provide books and records in connection with performance of the CIP obligations to the SEC, a self-regulatory organization ("SRO") that maintains jurisdiction over the broker, or to an authorized law enforcement agency.

Best Execution

Policy

Private Client Services has a fiduciary duty to seek best execution for client transactions.

Private Client Services, as a matter of policy and practice, seeks to obtain best execution for client transactions, *i.e.,* seeking to obtain not necessarily the lowest commission but the best overall qualitative execution in the particular circumstances.

Background

Best execution has been defined by the SEC as the "execution of securities transactions for clients in such a manner that the clients' total cost or proceeds in each transaction is the most favorable under the circumstances." The best execution responsibility applies to the circumstances of each particular transaction and an adviser must consider the full range and quality of a broker-dealer's services, including execution capability, commission rates, and the value of any research, financial responsibility, and responsiveness, among other things.

The SEC has stated that investment advisers have a duty to seek the most favorable execution terms reasonably available given the specific circumstances of each trade. In that regard, PCS considers both qualitative and quantitative factors when available.

Best execution requires that transactions are executed in such a manner that the total cost or proceeds in each transaction is the most favorable for clients under the circumstances. For best execution, the determining factor is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution. Considerations include level of commissions and overall net price.

Responsibility

The Director of Advisory Operations has the primary responsibility for the implementation and monitoring of our best execution policy, practices, disclosures and recordkeeping.

Procedure

Private Client Services has adopted procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- as part of Private Client Services brokerage and best execution practices, Private Client Services has adopted and implemented written best execution practices and designated the Chief Administrative Officer to confirm from our custodians' certifications annually
- the Director of Advisory Operations or designated employee has responsibility for monitoring our firm's trading practices, gathering relevant information, quarterly reviewing and evaluating the services provided by broker-dealers, the quality of executions, research, commission rates, and overall brokerage relationships, among other things. The factors that may be considered in selecting and approving brokers (each may be given a different priority depending on the asset class), as well a the ongoing monitoring of such brokers may include, but are not limited to, the following:

    - overall costs of a trade (i.e., net price paid or received) including commissions, mark-ups, mark-downs or spreads in the context of Private Client Services' knowledge of negotiated commission rates currently available and other current transaction costs;
    - quality of execution including accurate and timely execution, clearance and error/dispute resolution;
    - the broker's ability to execute transactions of size in both liquid and illiquid markets at competitive market prices without disrupting the market for the security traded and the ability of the broker to obtain exposure in the countries traded;
    - the range of services offered by the broker, including the quality and timeliness of market information (market color, ideas), range of markets and products covered, quality of research services provided and recommendations made by the broker;
    - the broker's provision of, and access to, companies (e.g., coverage of securities, access to public offerings and research materials);
    - research availability through soft dollar relationships (if applicable);

- the broker's financial responsibility, creditworthiness and responsiveness;
- the broker's reputation, financial strength and stability as compared with others; and

- The broker's ability to maintain confidentiality.

- Private Client Services may also maintain and update quarterly "Approved Broker- Dealer List" based upon the firm's reviews;
- When the firm meets to review best execution issues it will review the following information:

    - commission dollars by broker, broken down by actual versus estimated, on either a dollar or percentage basis;
    - commissions trended by month, by broker;
    - other services provided by the broker, such as introductory company meetings and research;
    - ranking of brokers based on overall best execution;
    - results of broker evaluations; and
    - additions or deletions to the Approved Broker List.

- Private Client Services also conducts annual reviews of the firm's brokerage and best execution policies and documents these reviews, and discloses a summary of brokerage and best execution practices in response to Item 12 in Part 2A of Form ADV: *Firm Brochure;* and
- a Best Execution file is maintained for the information obtained and used in Private Client Services periodic best execution reviews and analysis and to document the firm's best execution practices.
- If the firm is a 'Large Trader' pursuant to SEC Rule 13h-1 (the Large Trader Rule), the firm's Best Execution/Trading practices should include the following:
- providing the firm's LTID (large trader identification number) to <u>all</u> registered broker- dealers effecting transactions on behalf of the firm.

Books and Records

<u>Policy</u>

Private Client Services is required, and as a matter of policy, maintains various books and records on a current and accurate basis which are subject to periodic regulatory examination. Our firm's policy is to maintain firm and client files and records in an appropriate, current, accurate and well-organized manner in various areas of the firm depending on the nature of the records.

Private Client Services policy is to maintain required firm and client records and files for six years, the first two in an easily accessible location either on site at Private Client Services or in a readily accessible local off-site facility. Certain records for the firm's performance, advertising and corporate existence are kept for longer periods.

<u>Background</u>

Registered investment advisers, as regulated entities, are required to maintain specified books and records. There are generally two groups of books and records to be maintained. The first group is financial records for an adviser as an on-going business such as financial journals, balance sheets, bills, etc. The second general group of records is client related files as a fiduciary to the firm's advisory clients and these include agreements, statements, correspondence and advertising, and trade records, among many others.

Responsibility

PCS's Chief Administrative Officer – (CAO) has the overall responsibility for implementation and monitoring of our books and records policy, practices, disclosures and recordkeeping for the firm.

Procedure

Private Client Services has adopted procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

Private Client Services filing systems for the books, records and files, whether stored in files or electronic media, are designed to meet the firm's policy, business needs and regulatory requirements as follows:

- arranging for easy location, access and retrieval;
- having available the means to provide legible, true and complete copies;
- for records stored on electronic media, back-up files are made and such records stored separately;
- reasonably safeguarding all files, including electronic media, from loss, alteration or destruction (see back-up procedures in Disaster Recovery Policy);
- limiting access to authorized persons of Private Client Services records (see additional Cybersecurity and Privacy procedures related to passwords and safeguarding practices);
- ensuring that any non-electronic original records that are electronically reproduced and stored are accurate reproductions;
- maintaining client and firm records for five years from the end of the fiscal year during which the last entry was made with longer retention periods for advertising, performance, Code of Ethics and firm corporate/organization documents; and
- Annual reviews will be conducted by the designated officer, individual(s) or department managers to monitor Private Client Services recordkeeping systems, controls, and firm and client files.

Specific Books And Records to be maintained by the firm as applicable include but notwithstanding:

Accounting and Financial Records
Cash Receipts and Disbursement Journal – Rule 2042(a)(1)
General Ledger – Rule 204-2(a)(2)
Order Tickets/Memoranda - Rule 204-2(a)(3)
Bank Statements and Cash Reconciliation - Rule 204-2(a) (4)
Bills and Statements - Rule 204-2(a)(5)
Trial Balance and Related Financial Records - Rule 204-2(a)(6)
Written and Other Communications Records - Rule 204-2(a)(7)
Delivery of Proxies, Prospectuses, and Processing of Class-Action Lawsuit Requests
Discretionary Client Record - Rule 204-2(a)(8) and Discretionary Powers Record Rule 204-2(a)(9)
Written Agreement Record - Rule 204-2(a)(l 0)
Advertising Records - Rule 204-2(a)(ll)
Securities Transaction Reports - Rule 204-2(a)(l 2)
Form ADV/Brochure Disclosure Document - Rule 204-2(a)(l4)
Documents Supporting Performance Results - Rule 204-2(a)(16)
Securities Record by Client - Rule 204-2(c)(l)
Filings Required under Rule 13f-1 of the Securities Exchange Act of 1934

For more of a description of the above records that PCS maintains pursuant to Rule 204-2 of the Advisors Act please see below:

As a registered investment adviser, PCS is required to maintain various books and records. Rule 204-2 of the Advisers Act specifically requires that advisers retain the following records:

1. A journal or journals, including cash receipts and disbursements, records, and any other records of original entry forming the basis of entries in any ledger.

2. General and auxiliary ledgers (or other comparable records) reflecting asset, liability,reserve, capital, income, and expense accounts.

3. A memorandum of each order given by the investment adviser for the purchase or sale of any security, of any instruction received by the investment adviser concerning the purchase, sale, receipt, or delivery of a particular security, and of any modification or cancellation of any such order or instruction. Such memoranda shall show the terms andconditions of the order, instruction, modification, or cancellation; shall identify the personconnected with the investment adviser who recommended the transaction to the customer and the person who placed such order; and shall show the account for which entered, the date of entry, and the bank, broker, or dealer by or through whom executed where appropriate. Orders entered pursuant to the exercise of discretionary power shall be so designated. Please note that when an order is placed electronically the firm captures this data and will not process your order without it.

4. All check books, bank statements, cancelled checks and cash reconciliations of the investment adviser.

5. All bills or statements (or copies thereof), paid or unpaid, relating to the business of the investment adviser as such.

6. All trial balances, financial statements, and internal audit working papers relating to the business of such investment adviser.

7. Originals of all written communications (this includes incoming and outgoing email messages) received and copies of all written communications sent by such investment adviser relating to (i) any recommendation made or proposed to be made and any advice given or proposed to be given, (ii) any receipt, disbursement or delivery of funds or securities, (iii) the placing or execution of any order to purchase or sell any security; (iv) the performance or rate of return of any or all managed accounts or securities recommendations: *Provided, however,* (a) That the investment adviser shall not be required to keep any unsolicited market letters and other similar communications of general public distribution not prepared by or for the investment adviser, and (b) that if the investment adviser sends any notice, circular or other advertisement offering any report, analysis, publication or other investment advisory service to more than 10 persons, the investment adviser shall not be required to keep arecord of the names and addresses of the persons to whom it was sent; except that if such notice, circular or advertisement is distributed to persons named on any list, the investment adviser shall retain with the copy of such notice, circular or advertisement a memorandum describing the list and the source thereof.

8. A list or other record of all accounts in which the investment adviser is vested with any discretionary power with respect to the funds, securities, or transactions of any customer.

9. All powers of attorney and other evidence of the granting of any discretionary authority by any customer to the investment adviser, or copies thereof.

10. All written agreements (or copies thereof) entered by the investment adviser with any customer or otherwise relating to the business of such investment adviser as such.

11. A copy of each notice, circular, advertisement, newspaper article, investment letter, bulletin or other communication that the investment adviser circulates or distributes, directly or indirectly, to 10 or more persons (other than persons connected with such investment adviser), and if such notice, circular, advertisement, newspaper article, investment letter, bulletin or other communication recommends the purchase or sale of a specific security and does not state the reasons for such recommendation, a memorandum of the investment adviser indicating the reasons therefor.

12. A copy of the investment adviser's code of ethics adopted and implemented pursuant to §275.204A-1 that is in effect, or at any time within the past five years was in effect; (ii) A record of any violation of the code of ethics, and of any action taken as a result of the violation; and (iii) A record of all written acknowledgments as required by §275.204A- 1(a)(S) for each person who is currently, or within the past five years was, a supervised person of the investment adviser.

13. A record of each report made by an access person as required by §275.204A - 1(b), including any information provided under paragraph (b)(3)(iii) of that section in lieu of such reports; (ii) A record of the names of persons who are currently, or within the past five years were, access persons of the investment adviser; and (iii) A record of any decision, and the reasons supporting the decision, to approve the acquisition of securities by access persons under §275.204A-1 (c), for at least five years after the end of the fiscal year in which the approval is granted.

14. A copy of each written statement and each amendment or revision thereof, given or sent to any customer or prospective customer of such investment adviser in accordance with the provisions of Rule 204-3 under the Act, and a record of the dates that each written statement, and each amendment or revision thereof, was given, or offered to be given, to any customer or prospective customer who subsequently becomes a customer.

15. Documentation describing the method to compute managed assets for purposes of Item 4E of Part 2A of the Form ADV, if the method differs from the method used to compute assets under management in Item SF of Part IA of Form **ADV. A** memorandum describing any legal or disciplinary event listed in Item 9 of Part 2A or Item 3 of Part 2B and presumed to be material, if the event involved the investment adviser or any of its supervised persons and is not disclosed in the brochure or brochure supplement. The memorandum must explain the investment adviser's determination that the presumption of materiality is overcome and must discuss the factors described in Item 9 of Part 2A or Item 3 of Part 2B.

16. All written acknowledgments of receipt obtained from customers pursuant to §275.206(4)-3(a)(2)(iii)(B) and copies of the disclosure documents delivered to customers by solicitors pursuant to §275.206(4)- 3.

17. All accounts, books , internal working papers, and any other records or documents that are necessary to form the basis for or demonstrate the calculation of the performance or rate of return of any or all managed accounts or securities recommendations in any notice, circular, advertisement, newspaper article, investment letter, bulletin or other communication that the investment adviser circulates or distributes, directly or indirectly, to any person (other than persons connected with such investment adviser); *provided, however,* that, with respect to the performance of managed accounts, the retention of all account statements, if they reflect all debits, credits, and other transactions in a customer's account for the period of the statement, and all worksheets

necessary to demonstrate the calculation of the performance or rate of return of all managed accounts shall be deemed to satisfy the requirements of this paragraph.

18. A copy of the investment adviser's policies and procedures formulated pursuant to§275.206(4)-(a) of this chapter that are in effect , or at any time within the past five years were in effect, and (ii) Any records documenting the investment adviser's annual review of those policies and procedures conducted pursuant to §275.206(4)-7(b) of this chapter; and (iii) A copy of any internal control report obtained or received pursuant to §275.206(4)- 2(a)(6)(ii).

19. Books and records that pertain to §275.206(4)-5 containing a list or other record of:

    A. The names, titles and business and residence addresses of all covered associates of the investment adviser;

    B. All government entities to which the investment adviser provides or has provided investment advisory services, or which are or were investors in any covered investment pool to which the investment adviser provides or has provided investment advisory services, as applicable, in the past five years, but not prior to September 13, 2010;

    C. All direct or indirect contributions made by the investment adviser or any of its covered associates to an official of a government entity, or direct or indirect payments to a political party of a State or political subdivision thereof, or to a political action committee; and

    D. The name and business address of each regulated person to whom the investment adviser provides or agrees to provide, directly or indirectly, payment to solicit a government entity for investment advisory services on its behalf, in accordance with §275.206(4)-5(a)(2).

Records relating to the contributions and payments referred to in paragraph (a)(19)(i)(C) of this section must be listed in chronological order and indicate:

A. The name and title of each contributor;

B. The name and title (including any city/county/State or other political subdivision) of each recipient of a contribution or payment;

C. The amount and date of each contribution or payment; and

D. Whether any such contribution was the subject of the exception for certain returned contributions pursuant to §275.206(4)-5(b)(2).

An investment adviser is only required to make and keep current the records referred to in paragraphs (a)(18)(i)(A) and (C) of this section if it provides investment advisory services to a government entity or a government entity is an investor in any covered investment pool to which the investment adviser provides investment advisory services.

For purposes of this section, the terms "contribution," "covered associate," "covered investment pool," "government entity," "official," "payment," "regulated person," and "solicit" have the same meanings as set forth in §275.206(4)-5.

PCS requires Investment Advisor Representatives (IARs) to maintain the following ongoing files

individually or centrally as a branch with multiple IARs:

Advertising/Marketing File
Seminar File
Rep/Personnel File
Correspondence File (Incoming/Outgoing physical correspondence)
Gift Logs (given and/or received)
Client Files
Complaint File
Due Diligence File
Compliance File

For a description of each one please reference the Branch Office Inspection Overview and the Branch Central File Breakdown on the Advisor Resource Center under the Compliance tab or speak with your Managing Principal.

Cloud Computing

Policy

Private Client Services Cybersecurity policy recognizes the critical importance of safeguarding clients' personal information as well as the confidential and proprietary information of the firm and our employees with regards to cloud computing. This policy provides guidance to employees (also referred to as "Users") regarding the appropriate use of our information technology resources and cloud-based data (including non-public private information, confidential, or sensitive data).

Background

The availability of high-capacity networks, low-cost computers, and storage devices as well as the widespread adoption of hardware virtualization has led to growth in cloud computing. Cloud computing services, such as those that offer software as a service (e.g. cloud-based email, online calendars, online word processors, etc.) or provide cloud-based storage of documents and other data, aim to cut costs, and helps the users focus on their core business instead of being impeded by IT obstacles. Due to the popularity of cloud computing, it has become an increasing compliance and risk management challenge.

Responsibility

The PCS Technology Coordinator has responsibility over cloud computing policies and procedures which are identified in the PCS Information Security Policies and Procedures. The technology coordinator is responsible for reviewing, maintaining, and enforcing these policies and procedures to ensure meeting Private Client Services overall cloud computing goals and objectives.

Procedure

Users of the firm are permitted to access and use, for business-related purposes, cloud-based applications. This must be done through an enterprise account of the firm, rather than by setting up a personal account. The firm's procedures, which apply to both Users who are on-premises or working remotely, include the following:

- Private Client Services has downloaded and keeps on file, a Non-Disclosure Agreement (NDA) and/or Privacy Policy for each provider;

- Due diligence has been conducted on the cloud service provider prior to signing an agreement or contract, and as part of the due diligence, the firm has evaluated whether the cloud service provider has safeguards against breaches and a documented process in the event ofbreaches;
- Private Client Services has created an automated method to transfer any data stored in the cloud;
- Private Client Services archives all records for a minimum of five years;
- Users may not use non-approved cloud-based applications to create, receive, transmit, or maintain confidential or sensitive information;
- Users must keep log-in credentials secure and protected against unauthorized access;
- Users may not conduct business through personal cloud-based e-mail accounts or other cloud-based application;
- Private Client Services is familiar with the restoration procedures in the event of a beach or loss of data stored through the cloud service;
- Any data containing sensitive or personally identifiable information is encrypted;
- Private Client Services has adopted procedures in the event that the cloud service provider is purchased, closed, or otherwise unable to be accessed; and
- Upon termination of any access person's employment status, log-in credentials will be disabled to protect unauthorized access to firm data.

Code of Ethics

Policy

Private Client Services, as a matter of policy and practice, and consistent with industry best practices has adopted a written Code of Ethics covering all supervised persons. Our firm's Code of Ethics requires high standards of business conduct, compliance with federal securities laws, reporting and recordkeeping of personal securities transactions and holdings, reviews and sanctions. The firm's current Code of Ethics, and as amended, while maintained as a separate document, is incorporated by reference and made a part of these Policies and Procedures.

As an Investment Advisor Representative of Private Client Services, you are required to adhere to requirements that you disclose all investment brokerage accounts and have all account statement and transactions copied to them. Securities transactions would include any purchase or sale of individual securities owned by you, either individually or inside a qualified plan, securities owned by your spouse, securities jointly owned or any custodial account over which you or your spouse exercise control.

Background

Among other things, the SEC Code of Ethics rule requires the following:

- setting a high ethical standard of business conduct reflecting an adviser's fiduciary obligations;
- compliance with federal securities laws;
- access persons to periodically report personal securities transactions and holdings, with limited exceptions;
- prior approval for any IPO or private placement investments by access persons;
- reporting of violations;
- delivery and acknowledgement of the Code of Ethics by each supervised person;
- reviews and sanctions;
- recordkeeping; and
- summary Form ADV disclosure.

Responsibility

The Chief Compliance Officer has the primary responsibility for preparation, distribution, administration, sanctions and recordkeeping. Compliance has the responsibility for periodic reviews, and monitoring our Code of Ethics, practices, disclosures, and recordkeeping.

Procedure

Private Client Services has adopted procedures to implement the firm's policy on personal securities transactions and our Code of Ethics and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended, as appropriate, which include the following:

- Formal adoption of the firm's Code of Ethics by Senior Management has occurred.
- The Chief Compliance officer will cause annually distribution of the current Code of Ethics to all supervised persons. The Chief Administrative Officer is responsible for distribution to all new supervised persons upon hire. Either the CCO or CAO may designate a department employee to do so.
- Each supervised person must acknowledge receipt of the firm's Code of Ethics initially upon hire and annually return an electronic attestation or signed acknowledgement/certification form to Compliance.
- The Chief Compliance Officer, or other designated officer(s), annually reviews the firm's Code of Ethics and updates the Code of Ethics as may be appropriate.
- The Chief Compliance Officer, or other designated officer(s) periodically reviews access persons' personal transactions/holdings reports.
- The Chief Compliance Officer, or his/her designee, retains relevant Code of Ethics records as required, including but not limited to, Codes of Ethics, as amended from time to time, acknowledgement/certification forms, initial and ongoing periodic review of personal securities transactions, violations and sanctions, among others.
- The firm provides initial and periodic education about the Code of Ethics, and each person's responsibilities and reporting requirements, under the Code of Ethics.
- The firm's Form ADV is amended and periodically reviewed by the Chief Compliance Officer to appropriately disclose a summary of the firm's Code of Ethics which includes an offer to deliver a copy of the Code upon request by an existing or prospective advisory client.
- The Chief Compliance Officer is responsible for receiving and responding to any client requests for the firm's Code of Ethics and maintaining required records.

Cold Calling / Telemarketing

Policy

Private Client Services does not endorse or allow cold calling / telemarketing.

Responsibility

Designated Managing Principals are responsible for ensuring that no Investment Advisor Representative violates the firm policy prohibiting cold-calling (telemarketing) activities.

There are no plans to alter our policies to allow for cold-calling activities, should that change appropriate supervisory policies and procedures will be put into place which provide guidance on the rules governing such activities.

Procedure

N/A other than to communicate that we do not allow cold calling.

Supervisory Review Procedures and Documentation Training
Initially upon being hired, and thereafter included in various training mechanisms (i.e., Annual Compliance Meetings, internal compliance bulletins, etc.), our registered personnel will be advised of our cold-calling prohibition. Supervisory staff may receive training to ensure that their oversight includes occasional "awareness to need to observe" and to detect and deter any violations of this prohibition.

Training and Investigation Documentation
All materials utilized for such training, including any meeting agendas and handout materials, along with dates and attendee lists, will be maintained in our files.

Should any Investment Advisor Representative be determined (through observing activities, complaints, etc.) to have violated this prohibition, an investigation will determine the extent of such violation and what sanctions, and possible termination if warranted, shall be imposed.

Maintained in our files will be the name of any individuals involved in any such investigations, the name of the individual undertaking such investigation, the dates of such activities and complete notes of any findings and follow-up actions taken.

Complaints

Policy
Our firm has adopted a policy, which requires prompt, thorough, and fair review of any advisory client complaint, and a prompt and fair resolution which is documented with appropriate supervisory review.

Background
Based on an adviser's fiduciary duty to its clients and as a good business practice of maintaining strong and long-term client relationships, any advisory client complaints of whatever nature and size should be handled in a prompt, thorough and professional manner. Regulatory agencies may also require or request information about the receipt, review and disposition of any written client complaints.

Responsibility
The Chief Compliance Officer has the primary responsibility for the implementation and monitoring of the firm's complaint policy, practices and recordkeeping for the firm.

Procedure
Private Client Services has adopted procedures to implement the firm's policy and reviews to monitor and insure the firm's policy is observed, implemented properly and amended or updated as appropriate, which include the following:

- Private Client Services maintains a Complaint File for any written complaints received from any advisory clients.
- Any Investment Advisor Representative or PCS employee who receives a written complaint will immediately notify the IAR's Managing Principal and the Compliance Department.
- If appropriate, the designated compliance officer will promptly contact the client and acknowledge receipt of the client's complaint letter indicating the matter is under review and a response will be provided promptly.
- The designated compliance officer will forward the client complaint letter to the appropriate person or department, depending on the nature of the complaint, for research, review and information to respond to the client complaint.

- The designated compliance officer will then either contact the client and advise the client of the firms' findings and intended actions or review and approve a letter to the client responding to the client's complaint and provide background information and a resolution of the client's complaint. Any appropriate supervisory review or approval will be done and noted.
- The designated compliance officer will create records and supporting information for each written client complaint in the firm's complaint file.

Continuing Education

Policy

Private Client Services recognizes the importance of continuing education, particularly as it relates to investment adviser representatives' knowledge of investment products, strategies, and standards, compliance practices, and ethical obligations. Private Client Services requires that its investment adviser representatives complete and report continuing education in accordance with the applicable state and federal rules, regulations, and statutes.

Background

On November 24, 2020, NASAA adopted Model Rule 2002-411(h) or 1956-204(b)(6)-CE, which requires every investment adviser representative registered under section 404 of the 2002 Act or section 201 of the 1956 Act to complete continuing education requirements.

Jurisdictions

The following states currently have adopted an IAR continuing education requirement: Arkansas, Kentucky, Maryland, Michigan, Mississippi, Oklahoma, Oregon, South Carolina, Vermont, Washington, D.C., and Wisconsin.

Nevada and Rhode Island informed NASAA that they plan to adopt an IAR continuing education requirement in 2023. In those states, implementation will occur on January 1, 2024.

As various states may not have adopted (or may have adopted modified versions of) NASAA's model continuing education and training rule, states' continuing education and training rules may differ significantly. Therefore, registered advisers are urged to determine the particular requirements or status of continuing education and training rules in states in which the representatives are registered.

Model Rule Requirements

Continuing Education. NASAA Model Rule on Investment Adviser Representative Continuing Education requires every investment adviser representative registered under section 404 of the 2002 Act or 201 of the 1956 Act to complete the following continuing education requirements each reporting period:

1. **IAR Ethics and Professional Responsibility.** Each investment adviser representative to whom this model rule applies must complete six credits of IAR Regulatory and Ethics content from an authorized provider. At least three hours must cover the topic of ethics.
2. **IAR Products and Practice.** Each investment adviser representative to whom this model rule applies must complete six credits of IAR Products and Practice content from an authorized provider.

Reporting Period. Each "reporting period" is defined as a twelve-month period determined by NASAA. An investment adviser representative's initial reporting period with a state begins on the first day of the first full reporting period after the individual either registered or is required to be registered with the state.

Agent of FINRA-Registered Broker-Dealer Compliance. Any investment adviser representative who is also a registered agent of a FINRA member broker-dealer and who complies with FINRA's continuing education requirements complies with the IAR Products and Practice requirement for a reporting period if the FINRA continuing education content, at minimum, meets all the following criteria:

- The continuing education content focuses on compliance, regulatory, ethical, and sales practices standards.
- The continuing education content is based on state and federal investment advisory statutes, rules, and regulations, securities industry rules and regulations, and accepted standards and practices in the financial services industry.
- The continuing education content requires that its participants demonstrate proficiency in the education materials' subject matter.

IAR Continuing Education Reporting. Each investment adviser representative must ensure that the authorized provider reports the completion of the applicable IAR continuing education requirements.

No Carry-Forward Permitted. An investment adviser representative who earns credit hours in excess of a reporting period's required credit hours cannot apply those excess credit hours to the next year's continuing education requirement.

Failure to Complete or Report Continuing Education. If an investment adviser representative fails to fulfill his continuing education obligation by the end of a reporting period, he must renew in the state as "CE Inactive" at the end of the calendar year. An investment adviser is not eligible for investment adviser representative registration or registration renewal if he is "CE Inactive" at the close of the next calendar year. An investment adviser representative who completes and reports all IAR continuing education credits for all incomplete reporting periods will no longer be considered "CE Inactive".

Unregistered Periods. When an investment adviser representative previously registered under the Act becomes unregistered, he must complete IAR continuing education for all reporting periods that occurred between the time he became unregistered and when he became registered again under the Act. However, the unregistered individual is exempt from this requirement when he takes and passes the examination or receives an examination waiver as required by Rule USA 2002 412(e)-1 in connection with his subsequent registration application.

Home State. An investment adviser representative registered in the state or who must register in the state who is also registered as an investment adviser representative in his Home State complies with this rule when:

- The investment adviser representative's home state has continuing education requirements that are at least as stringent as the NASAA Model Rule on Investment Adviser Representative Education; and
- The investment adviser representative complies with the Home State's investment adviser representative continuing education requirements.

Procedures and Documentation

At least annually, our CCO shall determine whether states in which we have registered investment adviser representatives have adopted an IAR continuing education requirement and develop and maintain appropriate policies and procedures based upon those continuing education requirements.

Our CCO ensures that we have an appropriate, written continuing education plan that is communicated to all registered investment adviser representatives and to their immediate supervisors that includes:

- the investment adviser representatives' continuing education obligation;
- the procedures for complying with the continuing education requirement;
- the repercussions for failing to comply with continuing education obligations, which may include termination

When an individual has registered—or needs to register— as "CE Inactive", he or she will be suspended from all activities pending completion of the required training and, in some instances, may be terminated.

Corporate Records

Policy

Private Client Services maintains accurate, current and relative "Organization Documents" at its principal office electronically or stored securely offsite in paper form. All Organization Documents are maintained in a well-organized and current manner and reflect current directors, officers and members or partners, as appropriate. Our Organization Documents will be maintained for the life of the firm in a secure manner and location and for the required number of years after the termination of the firm.

Background

Organization Documents, depending on the legal form of an adviser, may include the following, among others:

- Articles of Incorporation, By-laws, etc. (for corporations)
- Agreements and/or Articles of Organization (for limited liability companies)
- Partnership Agreements and/or Articles (for partnerships and limited liabilitypartnerships)
- Charters
- Minute Books
- Stock certificate books/ledgers
- Organization resolutions
- Any changes or amendments of the Organization Documents

Responsibility

The Chief Executive Officer (CEO) has the responsibility for the implementation and monitoring of our Organization Documents policy, practices, and recordkeeping.

Procedure

Private Client Services has by customary day to day business practices implemented the firm's policy and periodically conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services has designated the Chief Administrative Officer (CAO) to maintain the Organization Documents in Private Client Services principal office electronically and offsite in a secure storage location; and
- Relevant Business Documents will be maintained on a current and accurate basis andreviewed periodically and updated by the CAO to remain current and accurate with Private Client Services

regulatory filings and disclosures, among other things.

Custody

Policy

As a matter of policy and practice, Private Client Services does not permit IAR's or employees of the firm to accept or maintain custody of client assets. It is our policy that we will not accept, hold, directly or indirectly, client funds or securities, or have any authority to obtain possession of them, with the sole exception of direct debiting of advisory fees. Private Client Services will not intentionally take custody of client cash or securities.

Background

The custody rule under the Investment Advisers Act of 1940 defines custody as "holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them."

Use of Qualified Custodians. The custody rule requires advisers with custody to maintain client funds and securities with "qualified custodians," which include U.S. banks and insured savings associations; registered broker-dealers; futures commission merchants registered under the U.S. Commodity Exchange Act (but only with respect to clients' funds and security futures, or other securities incidental to futures transactions); and certain foreign custodians.

Form ADV Disclosures: Although advisers that deduct fees directly from client accounts are deemed to have custody and must comply with the applicable rule requirements, advisers that have custody *solely* because they deduct advisory fees may continue to answer "No" to the custody questions in Item 9 of Form ADV Part 1.

Responsibility

The Chief Compliance Officer has the responsibility for the implementation and monitoring of our policies, practices, disclosures and recordkeeping to ensure we are not deemed a custodian.

In the event any IAR or employee of Private Client Services receives funds, securities, or other assets from a client, such IAR or employee must immediately notify the Compliance Officer and arrange to return such funds, securities or other assets to the client within three business days of receiving them.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy, conducts reviews to monitor and ensure the firm's policy is observed, properly implemented and amended or updated, as appropriate which include the following:

- Private Client Services will periodically conduct a review of a random sample of client accounts to verify that securities and funds of advisory clients are maintained with an unaffiliated qualified custodian or, in the case of accounts holding shares of open-end mutual funds, the fund's transfer agent and held in the client's name or under Private Client Services as agent or trustee for the clients;
- Private Client Services account summary/activity/performance reports sent to clients include notification urging the client to compare the information contained therein with the account statements received directly from the custodian;
- If Private Client Services receives inadvertently from a client any funds or securities, these assets shall be returned to the client promptly, *i.e., within three* business days of receipt;

- No employee or supervised person of Private Client Services shall knowingly accept actual possession of any client funds or securities. Persons receiving a request from a client to deposit assets with a qualified custodian may assist the client to complete necessary forms and/or mailings, but shall not take physical possession of the funds or securities; and
- To avoid being deemed to have custody, Private Client Services procedures prohibit the following practices:
    - any employee, officer, and/or the firm from directly deducting advisory fees from a client's account;*
    - any employee, officer, and/or the firm from having signatory power over any client's checking account;
    - any employee, officer, and/or the firm from managing a client's portfolio by directly accessing online accounts using the client's personal username and password without restrictions;
    - any employee, officer, and/or the firm from having the power to unilaterally wire funds from a client's account;
    - any employee, officer, and/or the firm from holding any client's securities or funds in Private Client Services name at any financial institution;
    - any employee, officer, and/or the firm from physically holding cash or securities of any client;
    - any employee, officer, and/or the firm from having general power of attorney over a client's account;
    - any employee, officer, and/or the firm from holding client assets through an affiliate of Private Client Services where the firm, its employees or officers have access to advisory client assets;
    - any employee, officer, and/or the firm from receiving the proceeds from the sale of client securities or interest or dividend payments made on a client's securities or check payable to the firm except for advisory fees;
    - any employee, officer and/or the firm from acting as a trustee or executor for any advisory client trust or estate;
    - You are not permitted to borrow money or securities from any customer, nor are you permitted to lend money to any customer, any employee, officer and/or the firm from acting as general partner and investment adviser to any investment partnership; and
    - the firm, or any "related person" acting as a qualified custodian for any advisory client assets.

* Private Client Services may provide instruction to qualified custodians to deduct advisory fees from customer accounts. This instruction may be identified as a custodial function, but does not require Private Client Services to answer yes to Item 9 of ADV Part 1.

Cybersecurity

Policy

Private Client Services cybersecurity policy, in conjunction with our Firm's Identity Theft and Privacy policies as set forth in this Manual, recognizes the critical importance of safeguarding clients' personal information as well as the confidential and proprietary information of the firm and its employees.

Maintaining the security, integrity and accessibility of the data maintained or conveyed through the Firm's operating systems is a fundamental requisite of our business operations. While recognizing that the very nature of cybercrime is constantly evolving, Private Client Services conducts periodic vulnerability assessments based on our firm's use of technology, third-party vendor relationships, reported changes in

cybercrime methodologies, and in response to any attempted cyber incident, among other circumstances.

Responsibility

Private Client Services Technology Coordinator is primarily responsible for reviewing, maintaining and enforcing these policies and procedures to ensure meeting Private Client Services overall cybersecurity goals and objectives while at a minimum ensuring compliance with applicable federal and state laws and regulations.

The Technology Coordinator is responsible for distributing these policies and procedures to IAR's and employees, coordinating appropriate IAR's and employee training to ensure adherence to these policies and procedures.

Procedure

In addition to the firm's procedures as set forth in the Identity Theft and Privacy sections of this manual, Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services has designated the Technology Coordinator as the firm's Chief Information Security Officer (CISO) with responsibility for overseeing our firm's cybersecurity practices;
- Private Client Services cybersecurity policies and procedures have been and will continue to be periodically updated and communicated to all IAR's and employees of the firm;
- Private Client Services restricts employees' access to those networks resources necessary for their business functions, and maintains documentation reflecting changes in employees' access rights, including management approval, when necessary;
- The Technology Coordinator conducts periodic risk assessments to identify cybersecurity threats, vulnerabilities, and potential business consequences;
- The technology Coordinator or other designated person(s) is responsible for Private Client Services patch management practices, including monitoring and prompt installation of critical patches, and the creation and retention of appropriate documentation of such revisions;
- Private Client Services provides training to IAR's and employees regarding information security risks and responsibilities; such training is provided to all new IAR's and employees as part of their onboarding process and is provided to all IAR's and employees no less than annually; additional training and/or written guidance also may be provided to IAR's and employees in response to relevant cyber-attacks;
- The Technology Coordinator and Compliance Department maintains records documenting such training and ad hoc guidance and/or system notifications;
- Private Client Services has adopted procedures to promptly eliminate access to all firm networks, devices and resources as part of its Onboarding / Off-boarding procedures in the event an employee resigns or is terminated, such employee is required to immediately return all firm-related equipment and information to the Technology Coordinator;
- Private Client Services has adopted procedures governing the use of mobile devices for firm business purposes;
- Private Client Services prohibits employees from installing software on company owned equipment without first obtaining written approval from the Technology Coordinator or other designated person(s);
- The Technology Coordinator or other designated person(s) conducts periodic monitoring of the firm's networks to detect potential cybersecurity events;
- The Technology Coordinator or other designated person(s) oversee the selection and retention of

third-party service providers, taking reasonable steps to select those capable of maintaining appropriate safeguards for the data at issue and require service providers by contract to implement and maintain appropriate safeguards;

- Private Client Services maintains records of any due diligence reviews of third-party service providers conducted by the Technology Coordinator or other designated person(s);
- The Technology Coordinator or other designated person(s) requires third-party service providers having access to the firm's networks to periodically provide logs of such activities;
- security procedures to protect non-public personal information that is electronically stored or transmitted include authentication protocols; secure access control measures, and encryption of all transmitted files;
- to best protect our clients and the firm, all suspicious activity recognized or uncovered by personnel should be promptly reported to the Technology Coordinator and/or other designated persons;
- an IAR or employee must immediately notify his or her Managing principal or supervisor and the Technology Coordinator to report a lost or stolen laptop, mobile device and/or flash drive; and
- Private Client Services maintains a written cybersecurity incident response policy.

Digital Assets

Policy

Private Client Services, as a matter of policy and practice, does not invest in digital assets including bit-coin or cryptocurrency on behalf of clients. Private Client Services reviews all firm accounts on an annual basis to ensure that there are no regulatory assets invested in digital assets. Private Client Services policy of not holding digital assets is disclosed to clients.

Responsibility

If PCS should ever decide to pursue this line of business or involve itself with Digital Assets, The Chief Compliance Officer will be responsible for developing, implementing and testing for adherence to all rules and policies for the firm.

Directed Brokerage

Policy

Private Client Services general policy and practice is to not accept advisory clients' instructions for directing a client's brokerage transactions to a broker-dealer other than those which PCS has entered into formal arrangements with providing custodian and execution services.

Background

IAR's of PCS should recommend to clients the use of broker-dealers providing reasonable, competitive and quality brokerage services. As a general rule, PCS generally requires that clients use the Firms broker dealer and clearing firm for their advisory business, however, they must provide us with written authority to determine the broker-dealer to use if other than Private Client Services LLC's own or clearing broker dealer and there may be commissions and other costs associated with any of these transactions/relationship.

Responsibility

The Director of Advisory Operations has the responsibility for the implementation and monitoring of our directed brokerage policy that the firm does not generally accept client instructions for directing brokerage to a broker-dealer.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services policy of discouraging the use of outside brokerage services shall be communicated to relevant individuals including management, and traders, among others.
- The Director of Advisory Operations periodically monitors the firm's advisory services and trading practices to help identify and monitor any directed brokerage instructions that exist or are accepted by the firm.
- In the event of any change in the firm's policy, any such change must be approved by management, and any directed brokerage instructions would generally only be allowed after appropriate reviews and approvals, received in writing, with appropriate disclosures made, regulatory requirements met, and proper records maintained.

Disaster Recovery

Policy

Private Client Services, has adopted policies and procedures for disaster recovery and for continuing Private Client Services business in the event of an emergency, disaster or widespread pandemic. These policies are designed to allow Private Client Services to resume providing service to its clients in as short a period as possible. These policies are, to the extent practicable, designed to address those specific types of disasters that Private Client Services might reasonably face given its business and locations.

Background

Advisers should consider the following areas in their review of business continuity and disaster recovery planning ("BCP") practices: (1) preparation for widespread disruption; (2) planning for alternative locations; (3) preparedness of key vendors; (4) telecommunications services and technology; (5) communications plans; (6) regulatory and compliance considerations; and (7) BCP review and testing.

Responsibility

PCS's Disaster Recovery Team is responsible for maintaining and implementing Private Client Services Disaster Recovery Plan.

The Chief Administrative Officer is primarily responsible for maintaining and implementing the Business Continuity Plan.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

The following individuals have the primary responsibility for implementation and monitoring of our Disaster Recovery Policy:

- The Technology Coordinator is responsible for documenting computer back-up procedures, i.e., frequency, procedure, person(s) responsible, etc.
- Data Strategies, at the direction of the Technology Coordinator, is responsible for designating back-up storage locations(s) and persons responsible to maintain back-up data in separate locations.
- The Chief Administrative Officer is responsible for identifying and listing key or mission critical people in the event of an emergency or disaster, obtaining their names, addresses, e-mail, fax, cell phone and other information and distributing this information to all personnel.
- The Chief Administrative Officer and Chief Executive officer are responsible for designating and arranging for "hot," "warm," or home site recovery location(s) for mission critical persons to meet to continue business, and for obtaining or arranging for adequate systems equipment for these locations.
- The Technology Coordinator is responsible for establishing back-up telephone / communication systems for clients, personnel and others to contact the firm and for the firm to contact clients.
- The Chief Administrative Officer is responsible for determining and assessing back-up systems for key vendors and mission critical service providers.
- The Chief Administrative Officer is responsible for conducting periodic and actual testing and training for mission critical and all personnel.
- Private Client Services disaster recovery systems will be tested periodically.
- Private Client Services Disaster Recovery Plan will be reviewed periodically, and on at least an annual basis, by the Disaster Recovery Team.

Social Distancing, PPE and Office Cleanliness Guidelines due to Disease-related Pandemics:

- Employees should minimize or avoid close contact with coworkers and clients (maintain a separation of at least 6 feet);
- Avoid shaking hands and always wash hands after contact with others;
- Encourage telephone use, e-mail and videoconferencing, to conduct business as much as possible, even when participants are in the same building;
- Minimize situations where groups of people are crowded together, such as in a meeting;
- If a face-to-face meeting is unavoidable, minimize the meeting time, choose a large meeting room, where those in attendance can have adequate space;
- Reduce or eliminate unnecessary social interactions;
- Avoid unnecessary travel and cancel or postpone nonessential meetings, gatherings, workshops, and training sessions;
- Maintain a supply of soap, hand sanitizer, and cleaning supplies;
- Provide training, education, and informational material about employee health and safety, including proper hygiene practices and the use of any personal protective equipment to be used in the workplace;
- Regularly clean work surfaces, telephones, computer equipment, and other frequently touched surfaces and office equipment; and

Disclosure Brochures

Policy

Private Client Services, as a matter of policy, complies with relevant regulatory requirements and maintains required disclosure brochures on a current and accurate basis. Our firm's Form ADV Part 2 provides information about the firm's advisory services, business practices, professionals, policies and any actual and potential conflicts of interest, among other things.

Our firm's Form ADV Part 3 (Form CRS) provides information to retail investors to assist them in deciding whether to establish an investment advisory relationship, engage our firm and our financial professionals, or to terminate or switch a relationship or specific service.

Background

The SEC required *Form ADV* and content of disclosures that registered investment advisers are generally required to provide to clients and prospective clients include three parts:

- Part 2A, *Firm Brochure*;
- Part 2A Appendix 1, *Wrap Fee Program Brochure* (only required to be filed by investment advisers who sponsor wrap programs; refer to the section below for more detailed information); and
- Part 2B, *Brochure Supplement*.
- Part 3 (*Relationship Summary*), is required by all SEC Registered Investment Advisors and must comply with SEC guidelines related to disclosure information, services, fees, and conflicts of interest.

An adviser's Form ADV Part 2 is a narrative disclosure document, written in plain English. Investment advisers are required to respond to each of the required items in a consistent, uniform manner that will facilitate clients' and potential clients' ability to evaluate and compare firms. Each brochure must follow the prescribed format, including a table of contents that lists the eighteen separate items for SEC-registered advisers (nineteen for state-registered advisers), using the headings provided in the current 'form'. All advisers are required to respond to each item, even if it is inapplicable to the adviser's business; however, if required disclosure is provided elsewhere in the brochure, the adviser can direct the reader to that item rather than duplicate disclosure.

The SEC later adopted rules requiring all SEC-registered investment advisers with retail clients to create Form ADV Part 3 also known as a Client Relationship Summary (Form CRS) further explaining the nature of services and relationship, fees and costs and standard of conduct and conflicts of interest to prospective clients. Retail Clients are defined as natural person(s) who seek or receive services primarily for personal, family or household purposes. Advisors must provide a copy of the PCS Disclosure Brochure and/or WRAP Fee Program brochure (if applicable), Brochure Supplement and Form CRS to each prospective customer prior to, or at the time of entering into an advisory agreement with a customer. Proof of delivery will be evidenced by the customer(s) signing the Advisory Agreement.

Responsibility

The Chief Compliance Officer has the responsibility for maintaining Private Client Services Disclosure Document on a current and accurate basis, making appropriate amendments and filings, instructing IAR's on the requirement of initial delivery and the requirement of sending the annual client offer of the Disclosure Document and maintaining all appropriate files in coordination with the Chief Administrative Officer.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's disclosure policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

1. Initial Delivery

- IAR's of Private Client Services will provide a copy of the *Firm Brochure (*and/or *Wrap Fee Program Brochure,* if applicable), to each prospective client either prior to or at the time of entering into an advisory agreement with a client;
- Deliver to each client or prospective client a current Brochure Supplement for a supervised

person before or at the time that supervised person begins to provide advisory services to the client. (See the Regulatory Reference section for updated information regarding the SEC's extension of the compliance date for delivery of Part 2B of Form ADV, the *Firm Brochure*, to clients of SEC-registered firms.); and

- The Compliance Department will maintain dated copies of all Private Client Services. Brochure(s) to be able to identify which Brochures were in use at any time.

2. Annual Delivery

- Deliver to each client, annually within 120 days of the firm's fiscal year end and without charge, if there are material changes since the firm's last Annual Updating Amendment ("AUA"), either (i) a current copy of the Firm Brochure (and/or Wrap Fee Program Brochure, if applicable), or (ii) a summary of material changes and an offer to provide clients with a copy of the firm's current Brochure(s) without charge. The summary of material changes will include, as applicable, the following contact information by which a client may request a copy of the Brochure(s):
    - the firm's website;
    - an e-mail address;
    - a phone number; and
    - the website address for the IAPD, through which the client may obtain information about the firm.

  (iii) an offer to provide a hard copy if an electronic copy is made available on the firm website or similar electronic delivery access point.

3. Review and Amendment

- The Chief Compliance Officer will annually review the firm's required Brochure(s) to ensure they are maintained on a current and accurate basis, and properly reflect and are consistent with the firm's current services, business practices, fees, investment professionals, affiliations and conflicts of interest, among other things;
- When changes or updates to the Brochure(s) are necessary or appropriate, the Chief Compliance Officer will make any and all amendments timely and promptly, deliver either the revised Brochure(s) or a summary of material changes to clients, and maintain records of the amended filings and subsequent delivery to clients as required; and
- If the amendment adds disclosure of an event, or materially revises information already disclosed, in response to Item 9 of Part 2A or Item 3 of Part 2B (Disciplinary Information), respectively, the Chief Compliance Officer will promptly deliver, (i) the amended Firm Brochure and/or Brochure Supplement(s), as applicable, along with a statement describing the material facts relating to the change of disciplinary information, or (ii) a statement describing the material facts relating to the change in disciplinary information.

Form ADV Part 3 (Form CRS)

Initial and Interim Delivery

- Updating the relationship summary and filing it in accordance with Form CRS instructions within 30 days whenever any information in the relationship summary becomes materially inaccurate. The filing must include an exhibit highlighting the changes;

- Creating and maintaining a list of all retail investors to whom we must deliver our Form CRS;
- If Form CRS is delivered electronically, it will be presented prominently and will be easily accessible by the recipient;

- Posting current Form CRS prominently on our public website(s), if any. Note: the mere posting of Form CRS on the website will not satisfy our delivery obligation;
- Delivering the most recent relationship summary within 30 days to a retail investor who is an existing client or customer before or at the time Private Client Services (i) opens a new account that is different from the retail investor's existing account(s); (ii) recommends that the retail investor roll over assets from a retirement account into a new or existing account or investment; or (iii) recommends or provides a new brokerage or investment advisory service or investment that does not necessarily involve the opening of a new account and would not be held in an existing account;
- Delivering the current Form CRS to each prospective client either prior to or at the time of entering into an advisory agreement with the client;
- Communicating any changes in the updated relationship summary to retail investors who are existing clients or customers within 60 days after the updates are required to be made and without charge;
- Delivering the relationship summary within 30 days upon an investor's request; and
- Conducting periodic reviews of our Form CRS to ensure the most up-to-date version is being used.

Review and Amendment

- Annually, the Chief Compliance Officer will review the firm's Form CRS to ensure it is maintained on a current and accurate basis, and properly reflects and is consistent with the firm's current services, business practices, fees, investment professionals, affiliations, and conflicts of interest, as well as with disclosures made in our Form ADV Part 1 and Part 2, advisory contracts, and marketing materials and communication; and

- will make any necessary and appropriate changes in a timely manner, deliver the revised Form CRS along with an exhibit highlighting changes made, and maintain records of the amended filings and subsequent delivery to clients as required.

Discretionary Trading

Policy

These requirements are solely for retail orders. Institutional accounts are exempt.

Private Client Services recognizes that two types of discretionary trading are utilized within advisory accounts; 1) time and price discretion, and 2) full trading authorization.

When a client orally grants time and price discretion, such discretion is limited to the trading period for the day it is granted. At the end of the trading period for that day, if the order has not been filled the order will be cancelled and will need to be re-affirmed before being re-entered for the account.

Limited trading authorization is when the account owner(s) grant written permission for the assets held within the account to be managed and/or trades entered without specific individual approval prior to the trade being entered for the account.

Client accounts held in the Asset Allocation program on the TD Ameritrade or Pershing Advisory Solutions custodial platform may be eligible for either time and price or limited trading authorization. Clients holding one of the Plus Portfolios are automatically managed on a discretionary basis since the

portfolio holdings are managed by the RIA. Clients holding Third Party Asset Management (TPAM) accounts are also managed on a discretionary basis by the management team of each separate TPAM.

Responsibility

Designated Supervising Principal

Senior Management will ensure that we have appropriate policies and procedures in place to comply with discretion granted to registered personnel by their customers.

Our designated Supervising Principals are responsible for ongoing oversight of all individuals under their immediate supervision to ensure that all discretion transactions are in compliance with all rules, regulations and requirements.

The Compliance Department is responsible for the daily review and approval of all discretionary transactions, as well as record keeping of such review and approval in accordance with industry rules.

Procedure

Supervisory Review Procedures and Documentation

Time and price discretion is available for any equity trade placed within an Asset Allocation Account (AAA) held on any custodial platform as long as the trade is identified as discretionary at the time of order entry. No additional paperwork or authorization is required, other than the client's instruction and authorization at the time the order is accepted by the Investment Advisory Representative (IAR).

Full trading discretion may only be authorized when the following steps have been completed:

1. The IAR must request permission from the firm to be authorized to utilize discretion on customer AAA accounts. The request must be made in writing and include a current list of the accounts the IAR is requesting discretion approval on.
2. The firm must provide written approval for the discretionary trade authorization prior to any discretionary trade activity.
3. The client must complete the applicable custodian discretionary trade authorization form identifying the IAR and approving discretionary trade authorization for each account.
    * PCS does not allow full discretion on an account. Full discretion would allow decisions and authorization for money movements and asset movements. Only trade authorization is permitted.

Senior Management (CEO, CCO, CAO, COO) are responsible for reviewing and/or approving discretionary authorization for an IAR.

All trades placed in AAA accounts utilizing limited trade discretion must be identified as discretionary trades at the time of order entry.

The Compliance Department is responsible for the daily review and approval of all discretionary transactions executed in a customer account. The Compliance Surveillance Officer (or delegate) will review all discretionary trade activity on a daily basis and must review and approve each discretionary transaction on trade date. Evidence of review and approval will be noted by principal signature (or initial) and date on the daily discretionary trade reports generated for each custodian. Records of the reviews will be maintained within the Compliance Surveillance records on the firm network.

E-Mail and Other Electronic Communications

Policy

Private Client Services policy provides that e-mail, social networks and other electronic communications are treated as written communications and that such communications must always be of a professional nature. Our policy covers electronic communications for the firm, to or from our clients, any personal e-mail communications within the firm and social networking sites. Personal use of the firm's e-mail and any other electronic systems is strongly discouraged. Also, all firm and client related electronic communications must be on firm approved systems, and use of personal e-mail addresses, personal social networks and other personal electronic communications (other than cellular phones used for verbal communications) for firm or client communications is prohibited.

To the extent that an employee utilizes a social networking site for business purposes, all communications are to be fundamentally regarded as advertising (i.e., testimonials are prohibited as are any untrue statements of material fact; information provided must not be false or misleading, etc.) and specific securities recommendations are expressly prohibited. Our firm's Social Media policy and procedures are set forth later in this document; our firm's Code of Ethics also provides employees with a summary of Private Client Services Social Media practices.

Background

The Books and Records rule (Rule 204-2(a)(7)) provides that specific written communications must be kept including those relating to a) investment recommendations or advice given or proposed; b) receipt or delivery of funds or securities; and c) placing and execution of orders for the purchase or sale of securities.

All electronic communications are viewed as written communications, and the SEC has publicly indicated its expectation that firms retain all electronic communications for the required record retention periods. If a method of communication lacks a retention method, then it must be prohibited from use by the firm. Further, SEC regulators also will request and expect all electronic communications of supervised persons to be monitored and maintained for the same required periods. E-mails consisting of spam or viruses are not required to be maintained.

Responsibility

Each employee has an initial responsibility to be familiar with and follow the firm's e-mail policy with respect to their individual e-mail communications. The Compliance Department and designated Managing Principals have the overall responsibility for making sure all employees are familiar with the firm's e-mail policy, implementing and monitoring our e-mail policy, practices and recordkeeping.

Private Client Services has adopted procedures to implement the firm's policy and conducts reviews to monitor and ensure that the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Our firm's e-mail policy has been communicated to all persons within the firm and any changes in our policy will be promptly communicated.
- E-mails and any other electronic communications relating to the firm's advisory services and client relationships will be maintained and monitored by designated Compliance Department Surveillance Principals with the assistance of designated employee(s) of the Compliance Department conducting e-mail reviews on an on-going or periodic basis through appropriate software programming or sampling of e-mail, as the firm deems most appropriate based on the size and nature of our firm and our business.

- Electronic communications records will be maintained and arranged for easy access and retrieval to provide true and complete copies with appropriate backup andseparate storage for the required periods.
- Designated Compliance Department Surveillance Principals with the assistance of designated employee(s) of the Compliance Department will conduct periodic Internet searches to monitor the activities of employees to determine if such persons are engaged in activities not previously disclosed to and/or approved by the firm.
- Electronic communications will be maintained either in electronic media or printed copies if appropriate, for a period of six years, the first two in an easily accessible format.

ERISA

Policy

Private Client Services may act as an investment manager for advisory clients which are governed by the Employment Retirement Income Security Act (ERISA). As an investment manager and a fiduciary with special responsibilities under ERISA, and as a matter of policy, Private Client Services is responsible for acting solely in the interests of the plan participants and beneficiaries. Private Client Services policy includes managing client assets consistent with the "prudent man rule," maintaining any ERISA bonding that may be required, and obtaining written investment guidelines/policy statements, as appropriate. Private Client Services does not exercise proxy voting authority as stated in the ADV Part 2A and the firm's engagement agreement.

Background

The Employee Retirement Income Security Act of 1974 governs employee benefit plans. Subject to certain exceptions, an ERISA plan will generally include any qualified plan other than an IRA. ERISA imposes duties on investment advisers that may exceed the scope of an adviser's duties to its other customers. For example, ERISA specifically prohibits certain types of transactions with ERISA plan customers that are permissible (with appropriate disclosure) for other types of customers.

PCS may act as an investment manager for advisory customers which are governed by ERISA. As an investment manager and a fiduciary with special responsibilities under ERISA we are responsible for acting solely in the interests of the plan participants and beneficiaries. Our policy includes managing customer assets consistent with the "prudent man rule," maintaining any ERISA bonding that may be required, and obtaining written investment guidelines/policy statements, as appropriate.

ERISA imposes duties on investment advisers that may exceed the scope of an adviser's duties to its other clients. In the event plan documents are silent and an adviser's agreement disclaims proxy voting, the responsibility for proxy voting rests with the plan fiduciary(s).

Plan and Trust Documents

Gathering the proper documentation for an ERISA plan is a vital step in determining the fiduciary obligations involved as well as how the account should be managed. A copy of the plan document and the plan trust document should be obtained for ERISA customers.

Approval

As noted above, special rules apply to ERISA accounts in advisory programs. Advisors may not open an account governed by ERISA without the approval of the Compliance Department.

Responsibility

The Director of Advisory Operations has the responsibility for the implementation and monitoring of our ERISA policy, practices, disclosures and recordkeeping. Private Client Services has adopted various procedures to implement the firm's policy, conducts reviews to monitor and ensure the firm's policy is observed, properly implemented and amended or updated, as appropriate, which include the following:

- on-going awareness and periodic reviews of an ERISA client's investments and portfolio for consistency with the "prudent man rule";
- the Director of Advisory Operations is the designated person, will form a proxy committee as necessary, is responsible for overseeing and conducting semi- annual reviews to ensure that any proxy voting functions are properly met and that ERISA plan client proxies are voted in the best interests of the plan participants;
- on-going awareness and periodic review of any client's written investment policy statement/guidelines to be current and reflect a client's objectives and guidelines;
- annually verify that the plan fiduciaries have established and maintain and renew any ERISA bonding that may be required; or if plan documents require the investment manager to maintain required ERISA bonding, Private Client Services will endeavor that such bonding is obtained and renewed on a timely basis;
- provide the responsible plan fiduciary of an ERISA-covered defined benefit plan or defined contribution plan with required disclosures to enable the plan fiduciary to determine the reasonableness of total compensation received for services rendered and identifying potential conflicts of interest. Such disclosures will be reviewed on at least quarterly to ensure accuracy, with any revisions promptly delivered to the responsible plan fiduciary;
- monitor for and make any annual DOL filings (Form LM-10) for reporting financial dealings with union representatives;
- if Private Client Services acts as investment manager, general partner or managing member of any private or hedge funds or pooled investment vehicle, the firm will monitor quarterly the percentage of ERISA plan and IRA assets in each fund for ERISA 25% Plan Asset Rule purposes;
- identify and monitor any party in interest affiliations or relationships existing between the firm and any client ERISA plans to avoid any prohibited transactions; and
- ensure oversight of third-party service providers with regard to current disclosure requirements.

If an ERISA fiduciary seeking to obtain safe harbor relief under the QDIA regulation, include the following:

- ensure assets are invested in a QDIA;
- endeavor that participants and beneficiaries have been given an opportunity to provide investment direction, but have not done so, and maintain appropriate supporting documentation;
- provide initial and annual notice to participants and beneficiaries in accordance with regulatory requirements;
- conduct periodic reviews to ensure that materials, such as investment prospectuses, are furnished to participants and beneficiaries;
- endeavor for participants and beneficiaries to have an opportunity to direct investments out of a QDIA as frequently as from other plan investments, but at least quarterly; and

- ensure that the plan offers a "broad range of investment alternatives" as defined under Section 404(c) of ERISA.

If applicable as a QPAM, include the following:

- monitor transactions effected on behalf of the plan to safeguard compliance with the requirements of the exemption with respect to the management of those plan assets;
- engage an independent auditor to conduct the annual exemption audit; and
- in the event that the audit report identifies a deficiency, to promptly address the deficiency.

(AND, if the transaction relies on Part I of the QPAM Exemption, which is applicable to general transactions between the plan or fund managed by the QPAM and parties in interest with respect to such plans, then the written policies and procedures must also include requirements that):

- the party in interest (i) does not have disqualifying power over the QPAM (*i.e.*, the power to terminate the QPAM or to negotiate the terms of the QPAM's management agreement), and (ii) is neither the QPAM itself nor a party related to the QPAM;
- no more than 20 percent of the total client assets managed by the QPAM consist of assets of the in-house plan plus any assets of other plans established or maintained by the QPAM and its affiliates; and
- the transaction is not exempt pursuant to prohibited transaction exemptions 2006-16 (securities lending), 83-1 (acquisitions by plans of interest in mortgage pools) or 82-87 (certain mortgage financing arrangements).

If a fiduciary adviser is providing investment advice to participants for separate compensation, ensure that such advice is provided under one of the following two arrangements:

- as a fiduciary adviser, investment advice will only be provided to participants for separate compensation pursuant to an eligible investment advice arrangement that provides for either:
    - level compensation being earned, *i.e.*, any direct or indirect compensation received will not vary depending upon the participant's selection of a particular investment option; or
    - such advice will be rendered utilizing a computer model which has been certified as being unbiased by an independent expert.

Form U4 Maintenance

When you became registered with Private Client Services, a Form U4 was completed and filed with FINRA.

It is your responsibility to advise your Supervising Principal, as well as PCS Registrations/Compliance when any information stated on your Form U4 has changed. These changes may include a name change (personal or DBA), change in address (business or residence), and any other items previously disclosed on the Form. Especially important, is to immediately notify your Supervising Principal and Compliance if changes to potential disclosure questions may need to be amended related to the following:

- Requested to testify before or provide documents to any federal or state authority or SRO
- A defendant or a respondent in any civil, administrative or arbitration matter
- The subject of any arbitration subpoena, censure, injunction, suspension, fine, cease and desist order or any other sanction imposed by any federal or state authority or SRO
- The subject of any bankruptcy proceeding, compromise with a creditor, or unsatisfied lien or judgement

- The subject of any oral or written complaint by a client or any claim for damages by a client
- The subject of any arrest, summons, arraignment, indictment, conviction or guilty plea to any criminal offense - either misdemeanor or felony - other than a minor traffic violation
- The subject of any investigation or inquiry by any federal or state authority or self-regulatory organization (SRO)
- The subject of any license or registration denial

Failure to IMMEDIATELY notify Compliance of any required Form U4 amendments may result in internal disciplinary action. If you are uncertain of whether a particular change requires a Form U4 amendment, check with your Managing Principal and Registrations/Compliance Department. If you do not have a copy of your Form U4 and are unsure of the information currently disclosed on it, you should request a copy for review, and provide updates if necessary.

Gifts and Entertainment

Conflicts of interest continue to be a significant concern for regulators, and the giving or receiving of gifts/gratuities is perceived to be a potential problem.

You and any member of your immediate family are prohibited from giving to any person, or receiving from any person items of value (gifts, gratuities, etc), in excess of one hundred dollars ($100) per individual per annual calendar year to any client, principal, proprietor, employee, agent or representative of another person where such item of value is in relation to the business of Private Client Services. Gifts given or received should be tracked and reported to your Managing Principal and Compliance as they occur through Docupace. Please reference the Gifts and Entertainment section within the PCS Code of Ethics Manual for additional information.

Non-Cash Compensation: PCS, PCS employees and financial professionals may receive Third Party Compensation from Product Sponsors that is not in connection with any particular Customer. Compensation includes such items as gifts not to exceed $100 per year and/or an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings or Customer workshops or events. Product Sponsors also pay for, or reimburse PCS for the costs associated with, education or training events that may be attended by PCS employees and financial professionals.

Identity Theft

Policy

Private Client Services seeks to prevent the theft or misappropriation and misuse of the identities and identifying information of its clients. In order to prepare this program, the firm has evaluated the risks of identity theft in connection with its investment advisory practice including the firm's:

- methods of opening client accounts;
- methods for accessing client accounts; and
- previous experience with identity theft.

Responsibility

Private Client Services Identity Theft Prevention Program has been adopted pursuant to approval by the firm's senior management. The Chief Administrative Officer has the responsibility for the implementation and administration of the Program working closely with the Chief Operations Officer

and Chief Compliance Officer to accomplish these responsibilities.

Procedure

Private Client Services provides advisory services to various types of clients including individuals, corporations and other business entities, among others. Managed account clients are provided with instructions for wiring funds into a separate custodial account set up by Private Client Services in the client's name, or in the firm's name for the benefit of the client, or the client may provide Private Client Services with trading authorization on an account previously established by the client himself or herself.

Checks made payable to the client's custodian, which identify the client's account number and that are received by Private Client Services are logged by the firm and forwarded to the custodian with instructions to deposit the check in the client's account. Other than for the payment of advisory fees, checks received from clients made payable to the firm or any other party other than the client's account custodian are logged by Private Client Services and returned to the client within three business days.

As the firm has not had any negative experience with identity theft, the principal risks of identity theft acknowledged by Private Client Services lie in the methods for accessing accounts and the acceptance of instructions for transfers out of an account for the payment of third-party payees or otherwise.

Private Client Services will periodically assess whether client accounts are considered 'covered accounts' or if new types of accounts would be considered 'covered accounts' under Regulation S-ID. The firm will maintain documentation of this review.

Identification of Red Flags

From time to time, Private Client Services or its staff may receive indications that the identities of clients or investors may have been compromised, stolen or are otherwise at risk. It is critical that these "red flags" are recognized so that the firm can take appropriate measures to safeguard clients and investors and prevent the misappropriation and misuse of client or investor identities and assets.

Categories of red flags to consider include the following:

- alerts, notifications or other warnings received from consumer reporting agencies or service providers, such as fraud detection agencies;
- presentation of suspicious personal identifying information, such as suspicious address change;
- unusual use of, or other suspicious activity related to a covered account, including, but not limited to:
    - unexplained or urgent requests for large transfers or payments to be made from the account to third parties;
    - telephone requests for urgent transfers from the client's account on a unclear or poor connection, particularly where the client is unwilling to remain on the line or claims to be in a hurry;
    - requests to transfer funds from the client's account to a new or recently opened bank account;
    - notice from clients or investors regarding unusual transfers or account activity, victims of identity theft, law enforcement authorities, or other persons regarding possible identity theft in connection with covered accounts held by Private Client

Services client custodians;

- consideration of new types of accounts and how clients access those accounts; and
- Any Private Client Services personnel becoming aware of red flags, suspicious activity or unusual transfer requests must promptly notify the CCO and/or other designated person(s) before taking any further action to facilitate a transfer from the client's account (if applicable).

Detection of Red Flags

Private Client Services and its staff should be conscious of suspicious activity or transfer requests and actively seek to detect red flags in connection with the opening and maintenance of accounts.

Opening Accounts

With respect to the opening of separately managed client accounts, Private Client Services seeks to obtain appropriate identifying information about, and verification of the identity of, the client. For detailed guidance regarding acceptable identification and authorizations to be obtained and reviewed when opening a new account, please refer to the firm's Anti-Money Laundering Policy and Procedures contained within the Compliance Manual and incorporated herein by way of reference.

Transfer/Payment Requests and Address Changes

Private Client Services monitors transfers and transactions within client accounts and seeks to authenticate clients and client requests for transfers, whether such requests direct the transfer of funds from the client's account to third party payees or to another account in the client's name, particularly (though not exclusively) when the receiving client account was only recently opened and/or the request was received via email or other electronic communication.

Should a client request that Private Client Services facilitate a transfer of monies from the client's account to a new or different account held in the client's name, the firm shall:

- request written instructions with the client's original signature requesting that Private Client Services update the wire instructions on file with the firm;
- verify that written instructions submitted are from the client or other authorized signatory on the account;
- seek to ensure that the signature on the written instructions match the signature on file with the firm; and
- ensure the request is addressed to Private Client Services.

Any request received (ostensibly) from a client to facilitate a transfer of monies from the client's account to a third-party payee, must undergo the same process set forth above *and* Private Client Services should seek to verify the request as set forth below. Similarly, any request for a change of address on a client's account must be verified by Private Client Services before being processed.

Verifications are to be accomplished through direct contact with the client at the telephone number held on record with Private Client Services. Telephone contact with the client must be documented and is required regardless of whether the request for transfer or address change was received by email or

telephone as a fraudster impersonating the client could have easily contacted the firm to make the request from a different phone number. When seeking verification at the client's

telephone number of record, should a client deny having requested the transfer, the Private Client Services employee having spoken to the client must immediately notify the CCO or other designated person(s).

Responding to Red Flags

To best protect our clients and investors and ensure that the firm responds in an appropriate manner to red flags and suspicious activity, all red flags and suspicious activity recognized or uncovered by personnel should be promptly reported to the CCO and/or other designated person(s).

When determining the appropriate response to red flags, Private Client Services will consider the degree of risk posed and aggravating factors that may heighten the risk of identity theft, such as a data security incident that results in unauthorized access to a client's or investor's account records held by Private Client Services or other third party, or notice that a client has provided information to someone fraudulently claiming to represent Private Client Services or to a fraudulent website.
Appropriate responses may include the following, based on consideration of the relevant facts and circumstances:

- monitoring a covered account for evidence of identity theft;
- contacting the client or investor;
- contacting the account custodian;
- temporarily requesting a freeze on any asset transfers from the account;
- changing any passwords, security codes, or other security devices that permit access to the account;
- reopening an account with a new account number;
- not opening a new account;
- closing an existing account;
- notifying law enforcement and regulatory authorities; or
- determining that no response is warranted under the particular circumstances.

Oversight of Third-Party Service Providers

Our firm uses various service providers, including custodians and brokers in connection with our covered accounts. We have a process to confirm that relevant service providers that perform activities in connection with our covered accounts comply with reasonable policies and procedures designed to detect, prevent and mitigate identity theft by contractually requiring them to have policies and procedures to detect Red Flags. Typically, we will request an effective identity theft prevention program implementation certification from each critical service provider (e.g., brokers, custodians, etc.).

Furthermore, when appropriate and to ensure that our firm's identity theft prevention program is consistently implemented, we may require certain service providers who directly or indirectly participate in the identity theft prevention effort to agree not to take, without Private Client Services specific approval, actions such as the following:

- not to change wire instruction;
- not to direct any redemption proceeds to an account not listed in the original subscription

document;

- not to partition, retitle, or otherwise change any indicia of ownership of an investment or account (including changes purportedly for estate planning and domestic relations reasons); or
- not to consent to liens or control agreements being placed on an investment or account.

Updates and Approval

Private Client Services identity theft program shall be reviewed and approved in writing by senior management of the firm. Periodically, and at least annually, the CAO working with the COO and/or other designated person(s) shall review the program and present senior management with a report regarding the effectiveness of the program and any suggestions for improving the program based on changing or newly perceived risks, such as:

- the experiences of Private Client Services with identity theft;
- changes in the types of accounts that Private Client Services offers or maintains;
- changes in methods used by fraudsters to perpetrate identity theft;
- changes in methods to detect, prevent, and mitigate identity theft; and
- changes in the business arrangements of Private Client Services, including mergers, acquisitions, alliances, joint ventures, and service provider arrangements.

Training

It is imperative that all personnel be familiar with the firm's identity theft program and have a thorough understanding of his/her role and responsibilities in protecting our clients and investors. To this end, Private Client Services will conduct initial and annual training regarding its identity theft program to assist personnel to recognize and appropriately respond to and report red flags and other suspicious activity. Employees are encouraged to ask the CAO, COO, CCO or other designated person(s) for clarification or additional information regarding the program in general or any suspicious activity in particular.

Identity Theft Prevention Policy

Policy

The SEC implemented the Identity Theft Red Flag Rules on April 10, 2013. These rules require firms to create and adopt policies and procedures to detect and prevent identity theft. Private client Services has developed Red Flag Rules effective 4/3/2013 that meet the requirements of the new rule. Some of the considerations included in the development of the policy were: the fact that many individuals telecommute, work from their homes, or work while traveling, increases the possibility of identity theft through lost laptops or through access by unauthorized individuals. Wireless connections (Wi-Fi) are more easily intercepted than those required to tap into a physical wire. Remote access to corporate networks through Virtual Private Networks (VPNs) or other technology, while raising similar concerns, can more easily be addressed using firewalls, routers, filters and other means to guard against intrusion.

Responsibility

Senior Management, Operations, Supervising Principals and IT will ensure that all associated personnel are mindful of the importance of safeguarding customer information, work with internal or third-party technology experts to understand risks involved with technology, are aware

of the risks and possible changes in policies and procedures required when a new technology is implemented anywhere within the firm, and understand what safeguards, such as encryption or biometric technology, can effectively be implemented to eliminate or minimize these risks.

Senior Management and IT will also ensure that all Supervising Principals and other appropriate individuals are aware of the protective methods necessary when deciding whether to allow an associated person to use Wi-Fi or another type of technology.

Procedure

The Private Client Services Information Technology Policies and Procedures will be reviewed periodically, with appropriate documentation maintained, to ensure continued compliance with regulatory guidelines.

Associated personnel will receive training at least annually on the importance of safeguarding customer information. Such training will caution individuals that they must logout of computers when they are not being utilized, not maintain too much information on their laptops, and always be aware of what information is contained thereon. This information will be vital in case of laptop loss or theft.

Training will also emphasize that the theft or loss of a laptop must IMMEDIATELY be made known either to the CCO or to the individual's immediate supervising principal. In addition, appropriate individuals will receive training involving our procedures for assisting customers in filing a police report should they become the victim of identity theft. Our CCO will maintain documentation of such training, including dates, names of attendees, agendas, materials distributed, etc.

Our CCO may oversee an audit, undertaken annually by appropriately knowledgeable individuals, designed to detect potential vulnerabilities in our systems and to ensure that our systems, in practice, protect customer records and information from unauthorized access. Results of this audit, including dates, names of individuals conducting the audit, findings, etc., will be maintained by our CCO.

Our CCO may obtain a copy of the National Institute of Standards and Technology's publication Electronic Authentication Guideline

(available at http://csrc.nist.gov/publications/nistpubs/800-63/SP800-63V1_0_2.pdf)

for reference and appropriate distribution as guidance in how to assess the level of risk involved in the access to information and various levels of controls based on the risk.

Insider Trading

Policy

Private Client Services policy prohibits any employee from acting upon, misusing or disclosing any material non-public information, known as inside information. Any instances or questions regarding possible inside information must be immediately brought to the attention of the designated Managing Principal, Compliance Officer or Senior Management, and any violations of the firm's policy will result in disciplinary action and/or termination.

Background

Various federal and state securities laws and the Advisers Act (Section 204A) require every investment adviser to establish, maintain and enforce written policies and procedures reasonably designed, taking into consideration the nature of such adviser's business, to prevent the misuse of material, non-public information in violation of the Advisers Act or other securities laws by the investment adviser or any person associated with the investment adviser.

Responsibility

The Chief Compliance Officer has the responsibility for implementation and discharging the firm's Insider Trading Policy, practices, disclosures and recordkeeping. The CCO has the responsibility for monitoring of the firm's Insider Trading Policy, practices, disclosures and recordkeeping. The CCO will periodically test the adherence to these responsibilities being fulfilled, sighting evidence of same and provide such test to the CEO.

Procedure

Private Client Services has adopted various procedures to implement the firm's insider trading policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- The Insider Trading Policy has been distributed to all IAR's and employees, and new IAR's and employees upon hire, and requires a written acknowledgement by each employee;

- Access persons (supervised persons) must disclose personal securities accounts initially and report on an ongoing basis their own and employee-related personal accounts;

- The PCS Restricted List, if any, will be kept current and made available to all access persons via the PCS Website;

- All associated persons (and related accounts) must cross-reference the PCS Restricted List prior to placing trades in personal accounts;

- Employees must report to their Managing Principal all business,financial or personal relationships that may result in access to material, non- public information;

- Compliance Department Surveillance Officers and Managing Principals review all personal investment activity for employee (including independent contractors) and employee-related accounts to ensure compliance with the Restricted List, if any, and other policies and procedures outlined herein;

- Managing Principals provides guidance to employees on any possible insider trading situation or question; and

- Private Client Services Insider Trading Policy is reviewed and evaluated on a periodic basis and updated as may be appropriate,and

- Compliance Department advises Senior Management of any possible violation of the firm's Insider Trading Policy for implementing corrective and/or disciplinary action.

Use of Expert Networks:

Prior to retaining an investment consultant directly or through an expert networking firm, Private Client Services will obtain written certification from the consultant that includes:

- disclosure of all confidentiality restrictions that the consultant has or reasonably expects to have that are relevant to the potential consultation,
- an affirmative statement that the consultant will not provide any confidential information to Private Client Services,
- a statement that the information contained in the certification is accurate as of the date of the initial, and any subsequent consultation(s), and

- must be dated and signed by the consultant.

Investment Processes/Portfolio Management

Policy

As a registered adviser and a fiduciary to our advisory clients and as a matter of policy, Private Client Services ("PCS") is required to obtain background information as to each client's specific financial circumstances, investment objectives, investment restrictions, and risk tolerance, among many other things, prior to providing any advisory services to potential clients. PCS provides advisory services to clients based on and consistent with the client's specific financial circumstances, investment objectives, investment restrictions, and risk tolerance, etc. as detailed in Profile Analysis Questionnaire or other evaluation form ("Profile") provided by each client to the specific PCS Investment Advisor Representative that will be advising that client.

It is PCS' policy to recommend to a client the purchase, sale or the retention of a security only if PCS and the Investment Advisor Representative ("IAR") for the client (i) has a reasonable basis for believing that the recommendation is in the best interest of and appropriate for such client and (ii) has support for all recommendations provided to the client. In terms of support for recommendations to a client, the investment advisory representative for that client will (i) consult with research sources they believe are appropriate, including research from reputable third party sources (e.g., Morningstar), (ii) use research developed by the Investment Advisor Representative that will be readily made available for supervisory personnel from PCS to review and (iii) consider mainstream media sources and recognized journals. All support for each recommendation for each client will be retained in due diligence files by the IAR.

In making recommendations to each client, PCS and the IAR will take into consideration, among other things, asset diversification and asset allocation that is believed by PCS and the Investment Advisor Representative to be in the best interest of and appropriate for each client considering the client's Profile.

The term "client" or "customer" includes, but is not limited to; Asset Allocation Accounts (JPU), Plus Portfolio Accounts, Directly Held (American Funds) advisory accounts, Third-Party Asset Manager Accounts, Financial Planning, etc.

PCS and the Investment Advisor Representative for each client will inform the client that (i) it will value client securities accurately, and (ii) that they have proxy voting rights with respect to the equity securities held by the client.

Background

The U.S. Supreme Court has held that Section 206 of the Investment Advisers Act imposes fiduciary duties on investment advisers by operation of law. Every fiduciary has the duty and a responsibility to act in the utmost good faith and in the best interests of each of its clients and to always place the client's interests first and foremost.

An adviser may only recommend investments that are in the best interest of and appropriate to a client, based on the client's objectives, circumstances and needs.

As part of an adviser's fiduciary duties the adviser must seek to eliminate conflicts of interest, whether actual or potential, or make full and fair disclosure of all material facts of any conflicts so a client, or prospective client, may make an informed decision in each circumstance.

The SEC has reminded the investment advisory industry about the importance of properly investing each client's cash. An investment adviser can be found negligent or to have breached its fiduciary duty to a client if it causes the client to maintain excessive amounts of cash in his or her account.

Responsibility

PCS' investment professionals responsible for the particular client relationship (i.e., each Investment Advisor Representative) have the primary responsibility for determining and understanding each client's particular circumstances (based on the client's Profile and discussions with the client) and providing recommendations that are consistent with each client's specific financial circumstances, investment objectives, investment restrictions, and risk tolerance, etc. as detailed in the client Profile. The firm's Investment Advisor Representative for each client has the overall responsibility for the recommendations made to the client and the implementation and monitoring of such recommendations. In addition, the Investment Advisor Representative for each client is responsible for providing all necessary disclosures to the client and all recordkeeping for client on behalf of the firm.

Procedure

Private Client Services has adopted the following procedures to implement the firm's policy with respect to its portfolio management processes and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate. The procedures for the firm's portfolio management processes include the following:

- PCS obtains substantial background information about each client's financial circumstances, investment objectives, and risk tolerance, among other things, through an in-depth interview and information gathering process that includes a client Profile.

- In addition to such information, clients may provide the Investment Advisor Representative with written investment policy statements or written investment guidelines that the Investment Advisor Representative (on behalf of PCS) reviews, approves, and monitors as part of the firm's investment services, subject to any written revisions or updates received from a client. In addition, as noted below, a designated Managing Principal for PCS reviews and approves the client's written investment policy statements or written investment guidelines and PCS' supervisory personnel monitor the implementation of such written investment policy statements or written investment guidelines.

- In order to adequately document the security and/or product selection process, an Advisory Account Selection Disclosure Form ("Form") must be: (i) completed by the Investment Advisor Representative for each new PCS advisory account (Financial Planning, Allocation Account, Plus Portfolios, American Funds F2 Share Program, or Third-Party Asset Management "TPAM"); (ii) provided to the designated Managing Principal for approval; and

(iii) submitted by the Managing Principal to the Operations Department for processing. The Form is used to better evidence the client's account objectives, restrictions, account type, and sub-account selection criteria. The Profile must be included with the Form in determining the recommendations for each client. The Form is supplemental to the Customer Account Form, which is also required to be submitted for all Allocation Accounts, Plus Portfolios, American Funds F2 Share Program, and TPAM accounts.

- The policies employed by each Investment Advisor Representative to determine recommendations for each client are described in more detail in the sections below.
- PCS will provide periodic reports to advisory clients that include important information about a client's financial situation, portfolio holdings, values and transactions, among other things. PCS may also provide performance information to advisory clients about the client's performance, which may also include a reference to a relevant market index or benchmark.
- The Investment Advisor Representative will schedule meetings with each client (for whom they have responsibility) at least annually to review the client's portfolio, performance, market conditions, financial circumstances, and investment objectives, among other things, and to confirm the investment recommendations and services provided by PCS are consistent with the client's current Profile and investment goals and objectives. Documentation of such reviews must be included in each client's file. The Investment Advisor Representative is required to use the PCS Annual Client Meeting Form or an equivalent record of documentation to document the annual client meeting. If the client declines the annual meeting, the Investment Advisor Representative must maintain written documentation of attempting to schedule the annual meeting along with an explanation as to why the meeting could not be scheduled.
- Client relationships and/or portfolios may be reviewed on a more formal basis on a quarterly or other periodic basis by designated supervisors or management personnel.

A. Fiduciary Duties Owed to Client

Each Investment Advisor Representative has the following duties with respect to each client:

1. The duty to fully disclose to his or her clients each possible conflict of interest;
2. The duty of undivided loyalty to each client;
3. The duty to recommend investments that are in the best interest of each client;
4. The duty to seek to obtain best execution on client trades;
5. The duty to obtain client consent prior to making principal trades with a client;
6. The duty to not engage in scalping (i.e., engaging in a trade of a security in the adviser's account in advance of a client's trade in the same security in a manner that it disadvantageous to the client); and
7. The duty not to engage in any transaction that could be a breach of the Investment Advisor Representative's fiduciary duties to each client.

B. Best Interest

Prior to making any recommendation to a client, the Investment Advisor Representative must ensure that each recommendation is in the best interest of and appropriate for the client.

1. Best Interest Determination

Prior to making a recommendation to a client to purchase, sell or hold a security, each Investment Advisor Representative must:

- Review with the client all of the information contained in the client Profile to seek to assure that the information is adequate and correct.
- Review information about the client obtained pursuant to the procedures in the "Anti- Money Laundering" section and updated pursuant to the procedures in the "Privacy" section.
- Take adequate steps to obtain other information about such client's financial situation, securities holdings, risk tolerance and other information necessary to make a best interest recommendation, including the client's:
    - Age;
    - Address;
    - Marital Status;
    - Dependents;
    - Occupation;
    - Source of Income;
    - Income;
    - Net Worth (excluding residence and cash);
    - Investment Objectives;
    - Investment Experience;
    - Tax Status; and
    - Risk Tolerance

- Thoroughly understand the security or financial product being recommended by reviewing and considering information and data from reliable third-party sources regarding the recommendation. Such sources may include evaluation services (e.g., Morningstar), mainstream media sources or recognized journals (e.g., the Wall Street Journal). Research developed by the Investment Advisor Representative can be used provided that such research has been reviewed by supervisory personnel of PCS.
- Consider the risk-reducing principle of diversification when recommending securities. All investment recommendations should seek to achieve appropriate diversification of investment exposure, consistent with the client's investment Profile and mandate. Generally, diversification should include diversification of companies, industries or market sectors, unless the client specifically instructs the Investment Advisor Representative that the client wishes to concentrate his or her investments in particular companies, industries, or sectors.
- All recommendations should seek to allocate assets in accordance with the client's investment Profile and mandate. The Investment Advisor Representative should (i) emphasize to clients that there is a risk reward spectrum for investments and (ii) not recommend investments that expose a client to unnecessary risks. For example, high risk investments are not appropriate for an older client having high fixed expenses and limited sources of income.
- Make an investment recommendation only if it designed to advance the specific objectives and financial situation of the client; and
- Advise the client all the positives and negatives of each specific investment recommendation so that the client can make an informed decision. It is important to document and maintain a record of the fact that such information was provided to the client prior to the implementation of any recommendation.

2. Cash Management

- The Investment Advisor Representative will invest cash, held not necessary for investment, into shares of a money market fund or other cash sweep vehicle.
- The Investment Advisor Representative monitors the current rates on money market funds and other overnight investment opportunities and compares those rates to the clients' current overnight investments.
- The Investment Advisor Representative invests excess cash in a manner that takes into account the yield of the investments, the near-term liquidity requirements of each client and the account guidelines.
- The Investment Advisor Representative is responsible for monitoring the quality of the cash investments and the liquidity needs of clients.

3. Defensive Investments

The Investment Advisor Representative shall not cause excessive cash balances to be maintained for any client, unless such cash positions are part of a defensive investment strategy previously disclosed or explained to the client.

4. Mutual Fund Recommendations

Before making an investment, recommendation involving the purchase of shares of an open-end investment company ("mutual fund") the Investment Advisor Representative must:

- If the mutual fund offers multiple classes of shares, carefully review with the client the various classes of shares that could be purchased by the client with a view towards having no sales charges or sales loads and any other charges applicable to the purchase or sale of the shares. It is important to emphasize to the client that lower overall costs (including a low expense ratio) will result in better investment returns for the client.
- If the mutual fund offers multiple classes of shares, explain the different costs applicable to each class of shares. If a no-load class of shares is not selected, please document the reasons for selecting another share class, under no circumstances should loaded funds be selected.
- If recommending switching between mutual funds or classes of shares, explain that the transaction may result in the client paying a transaction cost.

5. Unsuitable Trades or Activities

The following types of trades or activities will generally be unsuitable for clients:

- Recommending speculative or lower quality securities to a client, unless the client's financial situation and risk tolerance clearly warrant such an investment. If speculative or lower quality securities are recommended to a client, the reasons for such recommendation should be documented and included in the client file and due diligence file.
- Recommending the use of leverage (e.g., recommending purchase on margin) to increase the client's exposure should be limited to clients whose financial situation and risk tolerance clearly warrant such an investment. If the use of leverage is recommended to a

client, the reasons for such recommendation should be documented and included in the client file.

- Engaging in excessive trading of a client's account to generate soft dollars or for other reasons.

6. Unsuitable Client Order

   If a client requests the Investment Advisor Representative to initiate a transaction that appears unsuitable, the Investment Advisor Representative is not required to act upon the request. In such circumstances, the Investment Advisor Representative should advise the client of the basis for his or her belief that the transaction is unsuitable for the client.

7. Best Interest Monitoring

   PCS has an ongoing obligation to review and update the best interest determinations that it has made for each of its clients. This obligation will require PCS to periodically contact clients regarding their investment objectives, financial status, and risk tolerance. Updated information about the client's financial status and investment objectives will be made available to Investment Advisor Representatives in order for such persons to make best interest determinations.

C. Allocation of Investment Opportunities

Under no circumstances will PCS or any Investment Advisor Representative favor one client or group of clients over another client or group of clients. This is especially important in instances in which there may be a difference in the fees charged to the clients. Investment opportunities must be allocated in a fair and equitable manner. Various methods can be used to achieve this result. Whatever method is used should be documented by the Investment Advisor Representative.

D. Payments

The Investment Advisor Representative will direct clients to pay for securities or other investments by making payments to the appropriate financial institution. Neither PCS nor the Investment Advisor Representative will accept any checks made out to PCS or cash as a form of payment for securities or other investments.

E. Disbursements

PCS will not accept any cash disbursements made by the broker-dealer or other financial institution maintaining the client accounts ("Broker-Dealer") on behalf of PCS clients. PCS will direct the Broker-Dealer to make cash disbursements directly to clients.

F. Other Concerns and Related Processes

Investment advisers that manage several accounts in a similar manner should be concerned that they have not created an "inadvertent investment company." Rule 3a-4 under the Investment Company Act of 1940 provides a safe harbor for such advisers, provided the conditions of the Rule are met. To ensure that PCS may rely on Rule 3a-4, the Investment Advisor Representative for each client will make sure that each of the conditions below is met. Each client's account will be managed in accordance with the:

- Client's financial situation,
- The client's investment objectives, and
- Restriction the client desires to impose;

Before a client account is opened, PCS, pursuant to the procedures in this portion of the Compliance Manual, will obtain from the client information about:

- The client's financial situation,
- The client's investment objective(s), and
- Any investment restrictions the client desires to impose;
- At least annually, the appropriate Investment Advisor Representative will contact the client to see if there have been changes in (a) the client's financial situation, (b) the client's investment objective(s) and (c) any investment restrictions previously imposed by the client;

At least annually, the Director of Advisory Operations will cause the appropriate Investment Advisor Representative to send a written notice to the client directing the client to contact PCS if there have been any changes an (a) the clients financial situation, (b) the client's investment objective(s) and (c) any investment restrictions previously imposed by the client.

The Director of Advisory Operations will send, or arrange to be sent, to each client:

- Performance results in the prior quarter;
- Contributions and withdrawals made by the client in the prior quarter;
- Fees and expenses charged to the client in the prior quarter; and
- The value of the account at the beginning of the prior quarter and the end of the prior quarter;
- Each client will have the unilateral right to:
    - Withdraw securities or cash from his or her account;
    - Vote securities held in the account;
    - Receive confirmation statements for security transactions; and
    - Legally proceed against any issuer of a security held in an account without having to include other clients in such proceeding.

G. Use of Third-Party Asset Managers

PCS may delegate some or all of its investment advisory functions with respect to a particular client account or accounts to another Third-Party Asset Manager ("TPAM"). TPAM's generally provide investment management, reporting and custodial securities on a single platform under an investment advisory relationship. The investment strategies and types of investments utilized by each of the TPAM's participating in the program vary and PCS will recommend a specific TPAM based on the Profile information provided by clients. The Investment Advisor Representatives for the client or group of clients will determine if one or more investment "models" offered by the TPAM is in the best interest of clients based on the Profile and discussions with such clients. The Investment Advisor Representative is responsible for:

- Assisting each client in selecting the model(s) that is/are in the best interest for that client;
- Ensuring that the investments selected in connection with each model are in the best interest for the client;
- Monitoring whether a model continues to be in the best interest for an client ("On-going Review of

Actual Management") (See also "Supervision and Internal Controls"); and

- Communicating any client restriction and security selections to the TPAM.

Prior to delegating advisory functions to a TPAM, PCS Senior Management or Director of Advisory Operations will perform due diligence on the TPAM, enter into a contract with the TPAM, and supervise the advisory and other services provided by the TPAM.

1. Due Diligence

Prior to entering into a TPAM arrangement, PCS may conduct the following due diligence inquiry on the TPAM candidates. Obtain and Review:

- Information about the TPAM's investment management services, including its investment philosophy performance record, and investment management experience (including the background of its portfolio managers and research analysts);
- The Form ADV (including all schedules) of the TPAM and relevant sections in its Compliance Manual (including its Code of Ethics and Insider Trading Procedures), including any complaints or disciplinary actions;
- Information about the TPAM's compliance system;
- Copies of all letters and other correspondence from regulators received by the TPAM in the last ten years.
- Interview the portfolio managers and analysts who will be responsible for managing PCS client accounts, the chief compliance officer and senior management;
- Visit the TPAM; and
- List of the TPAM's principal service providers.
- Require the manager to complete a comprehensive due diligence questionnaire

2. TPAM Contract

Prior to retaining a TPAM, PCS will enter into a TPAM contract with the TPAM. With the advice of its inside or outside counsel, PCS will decide whether the TPAM contract will be between (1) PCS and the TPAM; or (2) PCS, the TPAM and the client. Inside or outside counsel may review any TPAM agreement prior to its execution and such contract will comply with the procedures set forth in the "Advisory Agreement" section of this Compliance Manual.

3. Supervision

PCS intends to take the following steps when supervising any TPAM relationship:

- Obtaining an annual (or more frequent) certification from the TPAM that it has complied with all applicable laws;
- Coordinate compliance efforts, including employee reporting of personal trades;
- Periodically meet with the investment management, senior management and compliance personnel of the TPAM to discuss the relationship, including compliance issues;
- Contact the TPAM immediately if PCS detects any irregularities with respect to client accounts managed by the TPAM, and PCS will investigate and follow up on the irregularities until it concludes that they do not raise compliance issues;
- Require the TPAM to immediately notify PCS of any compliance violation involving or impacting clients of PCS and any material compliance violation, irrespective of whether it

impacts PCS clients; and
- Require the TPAM to inform PCS about any material changes to its business.
- Maintain a due diligence file for each manager reviewed which may include

It is Private Client Services policy and practice to avoid investment with any manager where PCS determines the manager has failed to adopt certain operational and compliance controls and safeguards.

Outside Employment and other Activities

Registered persons must obtain Compliance Department prior approval before engaging in any outside activities in the capacity as an employee, independent contractor, sole proprietor, officer, director or partner of another person, or be compensated, or have the reasonable expectation of compensation, from any other person as a result of any business activity outside the scope of the relationship with his or her member firm, unless he or she has provided prior written notice to the member, in such form as specified by the member.

Before being associated with Private Client Services you were required to disclose all 'outside business activities' in which you were engaged (whether compensation was received or not).

During your registration with Private Client Services you are required to receive PRIOR permission from the Compliance Department before entering into any additional outside business activities.

Outside business activities also include instances where you may choose to run for public office. Prior written approval must be received prior to running for any public office. You will not be allowed to hold a public office position if it presents any actual or perceived conflict of interest with the firm's business activities.

Failure to receive such permission for outside business activities can result in regulatory and internal sanctions up to and including termination.

Performance

Policy

Private Client Services, as a matter of policy and practice, does not prepare or distribute any performance history or record relating to the investment performance of the firm or advisory clients.

Background

An investment adviser's performance information is included as part of a firm's advertising practices which are regulated by the SEC under Section 206 of the Advisers Act, which prohibits advisers from engaging in fraudulent, deceptive, or manipulative activities. The way investment advisers portray themselves and their investment returns to existing and prospective clients is highly regulated. These standards include how performance is presented. SEC Rule 206(4)-1 proscribes various advertising practices of investment advisers as fraudulent, deceptive or manipulative and various SEC no-action letters provide guidelines for performance information. With the new SEC Marketing Rule becoming effective at or before November 4, 2022, additional changes may be coming and will be included in a revised version of this manual.

Responsibility

The Director of Advisory Operations and Chief Compliance Officer have the responsibility for the

implementation and monitoring of our performance policy that the firm does not prepare or distribute any performance history for the firm or advisory clients.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services policy of prohibiting the preparation and distribution of performance information has been communicated to relevant individuals including senior management, marketing/sales, and Investment advisor Representatives, Managing Principals, among others.
- The Director of Advisory Operations and Compliance Department Principal(s) involved with advertising approval periodically monitor the firm's advisory services, marketing/sales materials and other materials to help ensure that no performance information is prepared and distributed as advertising or marketing materials to any prospective client or others.
- In the event of any change in the firm's policy, any such change must be approved by senior management, and any performance information would only be allowed after appropriate reviews and approvals, disclosures, meeting strict regulatory requirements and maintaining proper records.

Personal Securities Transactions

Private Client Services has adopted the following principles governing personal investment activities by its supervised/access persons.

- The interests of client accounts will at all times be placed first;
- All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and
- Access persons must not take inappropriate advantage of their positions.

Access persons are defined as supervised persons who has access to non-public information regarding any clients' purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any reportable fund; or is involved in making securities recommendations to clients, or has access to such recommendations that are nonpublic.

As part of the onboarding with Private Client Services, all access persons must provide an initial report of investment accounts within 10 days via the Investment Account Disclosure form. These accounts include ones in which they either own individually, jointly or have a financial interest in or exercise discretionary authority over. Investment Accounts held by immediate family members which the access person is presumed to have a beneficial interest in must also be reported. This would include a spouse, a child that resides in the same household or is financially dependent, and any other persons whose account the access person has control and to whose financial support is materially contributed.

The Compliance Department then requests and receives statements and confirmations on an ongoing basis to monitor the trading activities within the account(s). Additional information on Personal Securities Transactions including limitations can be found in the PCS Code of Ethics manual.

Political Contributions

Policy

It is Private Client Services policy to permit the firm, and its covered associates, to make political contributions to elected officials, candidates and others, consistent with this policy and regulatory requirements.

You cannot make a political contribution without prior written approval of the Compliance Department. You should submit your request utilizing the PCS Political Contribution Pre-Approval Form.

Private Client Services recognizes that it is never appropriate to make or solicit political contributions or provide gifts or entertainment for the purpose of improperly influencing the actions of public officials. Accordingly, our firm's policy is to restrict certain political contributions made to government officials and candidates of state and state political subdivisions who can influence or have the authority for hiring an investment adviser.

The firm also maintains appropriate records for all political contributions made by the firm and/or its covered associates. Our firm's Code of Ethics also provides employees with a summary of Private Client Services 'Pay-to-Play' practices.

Responsibility

The Chief Compliance Officer has the responsibility for the implementation and monitoring of our firm's political contribution policy, practices, disclosures and recordkeeping. The CCO may designate a Compliance Department Officer to conduct the day-to-day administration and recordkeeping for the firm and as such will supervise those activities.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy, conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- The Compliance Department, along with input from senior management, determines who is deemed to be a "Covered Associate" of the firm and promptly advises those individuals of their status as such; maintains records including the names, titles, and business and residence addresses of all covered associates;
- The Compliance Department and on-boarding personnel of new hires' obtains appropriate information from new employees (or employees promoted or otherwise transferred into positions) deemed to be covered associates, regarding any political contributions made within the preceding two years (from the date s/he becomes a covered associate) if such person will be soliciting municipal business; such review may include an online search of the individual's contribution history as part of the firm's general background check;
- Political contributions made by covered associates must not exceed the rule's *de Minimis* amount;
- Prior to accepting a new advisory client that is a government entity, the Compliance Department will conduct a review of political contributions made by covered associates to ensure that any such contribution(s) did not exceed the rule's permissible *de Minimis* amount;
- The Compliance Department monitors and maintains records identifying all government entities to which Private Client Services provides advisory services, if any;

- Compliance monitors and maintains records detailing political contributions made by the firm and/or its covered associates;
- Such records will be maintained in chronological order and will detail:
    i. the name and title of the contributor;
    ii. the name and title (including any city/county/state or other political subdivision) of each recipient of a contribution or payment;
    iii. the amount and date of each contribution or payment; and
    iv. whether any such contribution was the subject of the exception for certain returned contributions.
- Compliance will maintain appropriate records following the departure of a covered associate who made a political contribution triggering the two-year 'time out' period;
- Compliance maintains records reflecting approval of political contributions made by the firm and/or its covered associates;
- Prior to engaging a third party solicitor to solicit advisory business from a government entity, Senior Management will determine that such solicitor is (1) a "regulated person" as defined under this Rule and (2) determined that such individual has not made certain political contributions or otherwise engaged in conduct that would disqualify the solicitor from meeting the definition of "regulated person";
- Periodically, Compliance will require covered associates and any third-party solicitors to confirm that such person(s) have reported any and all political contributions, and continue to meet the definition of "regulated person";
- Senior Management maintains records of each regulated person to whom the firm provides or agrees to provide (either directly or indirectly) payment to solicit a government entity for advisory services on its behalf.
- Compliance will monitor states' registration and/or reporting requirements pursuant to the firm's use of any 'placement agents' (including employees of the firm and/or its affiliates) for the solicitation of or arrangements for providing advisory services to any government entity or public pension plan.

Principal Trading

Policy

Private Client Services policy and practice is to NOT engage in any principal transactions and our firm's policy is appropriately disclosed in Part 1A and Part 2A of Form ADV.

Background

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. As a fiduciary and under the anti-fraud section of the Advisers Act, principal transactions by advisers are prohibited unless the adviser 1) discloses its principal capacity in writing to the client in the transaction and 2) obtains the client's consent to each principal transaction before the settlement of the transaction.

Responsibility

Director of Advisory Operations has the responsibility for the implementation and monitoring of our

principal trading policy and disclosures that the firm/affiliated firm does not engage in any principal transactions with advisory clients.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly, and amended or updated, as appropriate, which include the following:

- Private Client Services policy of prohibiting any principal trades with advisory clients has been communicated to relevant individuals, including management, traders and portfolio managers, among others;
- the firm's policy is appropriately disclosed in the firm's Form ADV, Parts 1A and 2A;
- Director of Advisory Operations semi-annually monitors the firm's advisory services and trading practices to help ensure no principal trades occur for advisory clients; and
- in the event of any change in the firm's policy, any such change must be approved by management, and any principal transactions would only be allowed after appropriate reviews and approvals, disclosures, meeting strict regulatory requirements and maintaining proper records.

Privacy

Policy

Private Client Services has consistently promoted a corporate culture of protecting private non- public personal data of consumers. PCS intends to comply with SEC Regulation S-P, which requires registered advisers to adopt policies and procedures to protect the "non-public personal information" of natural person consumers and customers and to disclose to such person's policies and procedures for protecting that information.

Further, and as a SEC registered advisory firm, our firm intends to comply with SEC Regulation S-AM, to the extent that the firm has affiliated entities with which it may share and use consumer information received from affiliates.

Private Client Services also intends to comply with the California Financial Information Privacy Act (SB1) since the firm does business with California consumers.

Background

Regulation S-P / Privacy Rule

Among other provisions, financial institutions are required to provide an *initial* notice to each customer that sets forth the financial institution's policies and practices with respect to the collection, disclosure and protection of customers' nonpublic personal information to both affiliated and nonaffiliated third parties. Thereafter, as long as the customer relationship continues to exist, the financial institution is required to provide an annual privacy disclosure to its customers describing the financial institution's privacy policies and practices unless it meets the requirements for the annual delivery exception as set forth below.

Significantly, on December 4, 2015, the President signed the *Fixing America's Surface Transportation Act* (the "FAST Act") into law. Among other provisions, the FAST Act includes an amendment of the consumer privacy provisions within the GLB Act. The amendment, which went into effect immediately, now

provides an exception to the *annual* privacy notice distribution requirement if the financial institution meets the following two criteria: (i) the financial institution does not share nonpublic personal information with nonaffiliated third parties (other than as permitted under certain enumerated exceptions) and (ii) the financial institution's policies and practices regarding disclosure of nonpublic personal information have not changed since the last distribution of its policies and practices to its customers.

Responsibility

The Chief Compliance Officer (CCO) is responsible for reviewing, maintaining and enforcing these policies and procedures to ensure meeting Private Client Services client privacy goals and objectives while at a minimum ensuring compliance with applicable federal and state laws and regulations. The CCO is also responsible for distributing these policies and procedures to employees and coordinating appropriate IAR and employee training to ensure IAR's and employee's adherence to these policies and procedures.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

Non-Disclosure of Client Information

Private Client Services maintains safeguards to comply with federal and state standards to guard each client's non-public personal information ("NPI"). Private Client Services does not share any NPI with any nonaffiliated third parties, except in the following circumstances:

- as necessary to provide the service that the client has requested or authorized, or to maintain and service the client's account;
- as required by regulatory authorities or law enforcement officials who have jurisdiction over Private Client Services, or as otherwise required by any applicable law; and
- to the extent reasonably necessary to prevent fraud and unauthorized transactions.

IAR's and employees are prohibited, either during or after termination of their agreement(s) with PCS, from disclosing NPI to any person or entity outside Private Client Services, including family

members, except under the circumstances described above. An employee is permitted to disclose NPI only to such other employees who need to have access to such information to deliver our services to the client.

Safeguarding and Disposal of Client Information

Private Client Services restricts access to NPI to those employees who need to know such information to provide services to our clients.

Any employee who is authorized to have access to NPI is required to keep such information in a secure compartments or receptacle daily as of the close of business each day. All electronic or computer files containing such information shall be password secured and firewall protected from access by unauthorized persons. Any conversations involving NPI, if appropriate at all, must be conducted by employees in private, and care must be taken to avoid any unauthorized persons overhearing or intercepting such conversations.

Safeguarding standards encompass all aspects of the Private Client Services that affect security. This includes not just computer security standards but also such areas as physical security and personnel procedures. Examples of important safeguarding standards that Private Client Services may adopt include:

- access controls on customer information systems, including controls to authenticate and permit access only to authorized individuals and controls to prevent employees from providing customer information to unauthorized individuals who may seek to obtain this information through fraudulent means (*e.g.,* requiring employee use of user ID numbers and passwords, etc.);
- access restrictions at physical locations containing customer information, such as buildings, computer facilities, and records storage facilities to permit access only to authorized individuals (*e.g.,* intruder detection devices, use of fire and burglar resistant storage devices);
- encryption of electronic customer information, including while in transit or in storage on networks or systems to which unauthorized individuals may have access;
- procedures designed to ensure that customer information system modifications are consistent with the firm's information security program (*e.g.,* independent approval and periodic audits of system modifications);
- dual control procedures, segregation of duties, and employee background checks foremployees with responsibilities for or access to customer information (*e.g.,* require data entry to be reviewed for accuracy by personnel not involved in its preparation; adjustments and correction of master records should be reviewed and approved by personnel other than those approving routine transactions, etc.);
- monitoring systems and procedures to detect actual and attempted attacks on or intrusions into customer information systems (*e.g.,* data should be auditable for detection of loss and accidental and intentional manipulation);
- response programs that specify actions to be taken when the firm suspects or detects that unauthorized individuals have gained access to customer information systems, including appropriate reports to regulatory and law enforcement agencies;
- measures to protect against destruction, loss, or damage of customer information due to potential environmental hazards, such as fire and water damage or technological failures (*e.g.,* use of fire-resistant storage facilities and vaults; backup and store off site key data to ensure proper recovery); and
- information systems security should incorporate system audits and monitoring, security of

physical facilities and personnel, the use of commercial or in-house services (such as networking services), and contingency planning.

Any employee who is authorized to possess "consumer report information" for a business purpose is required to take reasonable measures to protect against unauthorized access to or use of the information in connection with its disposal. There are several components to establishing 'reasonable' measures that are appropriate for the firm:

- assessing the sensitivity of the consumer report information we collect;
- the nature of our advisory services and the size of our operation;
- evaluating the costs and benefits of different disposal methods; and
- researching relevant technological changes and capabilities.

Some methods of disposal to ensure that the information cannot practicably be read or reconstructed that Private Client Services may adopt include:

- procedures requiring the burning, pulverizing, or shredding or papers containing consumer report information;
- procedures to ensure the destruction or erasure of electronic media; and
- after conducting due diligence, contracting with a service provider engaged in the business of record destruction, to provide such services in a manner consistent with the disposal rule.

Privacy Notices

Private Client Services will provide each natural person client with initial notice of the firm's current policy when the client relationship is established. Private Client Services shall also provide each such client with a new notice of the firm's current privacy policies at least annually. Notice may be provided by directing clients to the privacy policy listed on the firm's website. If Private Client Services shares non-public personal information ("NPI") relating to a non-California consumer with a nonaffiliated company under circumstances not covered by an exception under Regulation S-P, the firm will deliver to each affected consumer an opportunity to opt out of such information sharing.

If Private Client Services shares NPI relating to a California consumer with a nonaffiliated company under circumstances not covered by an exception under SB1, the firm will deliver to each affected consumer an opportunity to opt in regarding such information sharing.

If, at any time, Private Client Services adopts material changes to its privacy policies, the firm shall provide each such client with a revised notice reflecting the new privacy policies. The Compliance Officer is responsible for ensuring that required notices are distributed to the Private Client Services consumers and customers.

Identity Theft / Red Flags Rules

Private Client Services has adopted reasonable procedures to implement the firm's policy and conducts reviews to monitor and ensure the policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- identify relevant patterns, practices, and specific activities that are "red flags" signaling possible identity theft and incorporate those red flags into the Program;
- detect the occurrence of red flags occurring with the Program;
- respond appropriately to any detected red flags to prevent and mitigate identity theft;

- periodically reviews and, if necessary, update the Program to reflect changes in risks to customers and to the safety and soundness of the financial institution from identity theft; and
- provide appropriate staff training to effectively implement the Program. With respect to third parties with which Private Client Services shares client information, or which have access to such information, Private Client Services oversight procedures include:
- a review of the service provider's security policy and procedures, conducted as part of our firm's initial due diligence assessment;
- require, when feasible, the service provider by contract to implement appropriate measures designed to meet the objectives of Private Client Services data security policies;
- require the service provider to promptly notify Private Client Services of any security incident it experiences, including incidents not resulting in the actual compromise of Private Client Services data; and
- require the service provider to annually deliver certification of the effectiveness of its data security policy and procedures.

Proxy Voting

Policy

Private Client Services, as a matter of policy and practice, has no authority to vote proxies on behalf of advisory clients. The firm may help as to proxy matters upon a client's request, but the client always retains the proxy voting responsibility. Private Client Services policy of having no proxy voting responsibility is disclosed to clients.

Background

Proxy voting is an important right of shareholders and reasonable care and diligence must be undertaken to ensure that such rights are properly and timely exercised. PCS does not vote for clients. Outside money managers may vote proxies as described in their customer agreements/ADV's. We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principle place of business.

Responsibility

The Director of Advisory Operations has the responsibility for the implementation and monitoring of our proxy policy and to ensure that the firm does not accept or exercise any proxy voting authority on behalf of clients without an appropriate review and change of the firm's policy with appropriate regulatory requirements being met and records maintained.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services discloses its proxy voting policy of not having proxy voting authority in its Firm Brochure (and Wrap Fee Program Brochure, if applicable)
- Private Client Services advisory agreements provide that the firm has no proxy voting responsibilities and that the advisory clients expressly retain such voting authority;
- Private Client Services new client information materials may also indicate that advisory clients retain proxy voting authority;
- Director of Advisory Operations reviews the nature and extent of advisory services provided by

the firm and monitors such services annually to determine and confirm that client proxies are not being voted by the firm or anyone within the firm.

Registration

Policy

Private Client Services maintains and renews its adviser registration on an annual basis through the Investment Adviser Registration Depository (IARD), for the firm, state notice filings, as appropriate, and registration of its Investment Adviser Representatives (IARs).

Private Client Services policy is to monitor and maintain all appropriate firm notice filings and IAR registrations that may be required for providing advisory services to our clients in any location. Private Client Services monitors the state residences of our advisory clients, and will not knowingly provide advisory services unless appropriately registered as required, or a de-Minimis or other exemption exists.

Background

Individuals providing advisory services on behalf of the firm are also required to maintain appropriate registration(s) in accordance with each state(s) regulation unless otherwise exempt from such registration requirements. The definition of investment adviser representative may vary on a state-by- state basis. Supervised persons providing advice on behalf of SEC-registered advisers are governed by the federal definition of investment adviser representative to determine whether state IAR registration is required. The investment adviser representative registration(s) must also be renewed on an annual basis through the IARD and the timely payment of renewal fees. As an IAR, you may not conduct any advisory business in any state until you have confirmed the registration requirements for that state with Licensing & Registrations. If you were previously registered as an IAR, it is recommended that you contact Licensing & Registrations to ensure all licenses and exams (or applicable professional designations) transferred to PCS.

Responsibility

The Chief Administrative Officer (CAO) and Compliance Department have the primary responsibility overseeing Licensing & Registration and has the role for the implementation and monitoring of our registration policy, practices, disclosures and recordkeeping. In order to effectively execute these responsibilities, members of the On-boarding team(s), Operations Department, Financial Department, and Compliance (L&R) Departments may assist to effectively execute these responsibilities.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- The Director of Advisory Operations with the assistance of the Chief Administrative Officer and Registration & Licensing monitors the state residences of our advisory clients, and the firm and/or its IARs will not provide advisory services unless appropriately notice filed or licensed as required, or a de-Minimis or other exemption exists.

- Licensing & Registration monitors the firm's and IAR registration requirements on an on-going as well as a periodic basis and will incorporate new criteria into the federal definition of investment adviser representative and its assessment of licensing requirements.

- Notice filings and IAR licensing filings are made on a timely basis and appropriate files and copies of all filings are maintained by Licensing & Registration.
- The firm has designated the SAA (Super Account Administrator - responsible for administering the IARD/CRD System) to be the Chief Compliance Officer who will promptly respond to and complete FINRA's annual Entitlement User Accounts Certification Process to ensure that the firm maintains necessary and appropriate access to these systems. On at least an annual basis, the SAA will conduct a full review of individuals authorized as Users on the firm's IARD/CRD system, including an assessment of each User's current authorization(s). The SAA will terminate or modify such authorizations based on everyone's needed to access such applications.

Chief Administrative Officer is primarily responsible for overseeing the IARD/CRD Annual Renewal Program in coordination of the Registration and Licensing Coordinator and Finance Department Manager to effectuate the orderly re-registration of all registered personnel associate with the firm:

- conducting a review of the current notice filings/registrations for the firm and its IARs prior to FINRA's publication of the current year's Preliminary Renewal Statement (typically published in early November);
- adding any necessary notice filings/registrations and/or withdrawing unnecessary notice filings/registrations on the IARD/CRD systems prior to the issuance of the Preliminary Renewal Statement to facilitate renewals and avoid payment of unnecessary registration fees;
- ensuring that payment of the firm's Preliminary Renewal Statement is made in a timely manner to avoid (1) termination of required notice filings and IAR registrations, and (2) violations of regulatory requirements; and
- obtains and reviews the firm's Final Renewal Statement (published by FINRA on the first business day of the new year) and ensures prompt payment of any additional registration fees or obtains a refund for terminated registrations, if applicable.

Regulatory Reporting

Policy

Private Client Services policy is always to maintain the firm's regulatory reporting requirements on an effective and good standing basis. Private Client Services also monitors, on an on-going and periodic basis, any regulatory filings or other matters that may require amendment or additional filings with the SEC and/or any states for the firm and its associated persons.

Background

Form ADV serves as an adviser's registration and disclosure brochure. Form ADV, therefore, provides information to the public and to regulators regarding an investment adviser. Regulations require that material changes to Form ADV be updated promptly and that Form ADV be updated annually.

SEC later adopted new rules requiring all SEC-registered investment advisers with retail clients to create Form ADV Part 3, also known as a Client Relationship Summary (Form CRS), further explaining the nature and services and relationship, fees and costs and standard of conduct and conflicts of interest to prospective clients.

Responsibility

The Chief Compliance Officer – CCO has the responsibility for the implementation and monitoring of our regulatory reporting policy, practices, disclosures and recordkeeping.

Procedure

Private Client Services has adopted procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services makes the annual filing of Form ADV within 90 days of the end of the firm's fiscal year (Annual Updating Amendment) to update all disclosures, including certain information required to be updated only on an annual basis;
- Private Client Services promptly updates our Disclosure Document and certain information in Form ADV, Part 1, Part 2,and Part 3 as appropriate, when material changes occur and/or pursuant to any revisions to applicable reporting requirements;
- all employees should report to the Chief Compliance Officer or other designated officer any information in Form ADV that such employee believes to be materially inaccurate or omits material information; and
- as applicable, The CCO will review Schedules 13D, 13G, and Form 13F, 13H and D, FBAR, TIC Forms (e.g., Forms B, C and SLT, as applicable) and Form PF filing requirements among others and make such filings and keep appropriate records as required.

Section 13 of the Securities Exchange Act of 1934 requires certain reports to be filed regarding the ownership of publicly traded securities. Generally, investment advisors may be required to file Form 13F and Schedule 13G and Form 13H. Additional reports may be required if an investment advisor acquires securities of an issuer with the intent to take control of the issuer. The Compliance Department coordinates with Advisory Operations to ensure that securities are properly included in these reports, when applicable.

Senior Investors

Policy

Private Client Services, as a part of its fiduciary duty to its clients and as a matter of best business practices, has adopted a policy regarding senior investors. This policy, designed to offer extra protection to senior investors who plan to purchase complex, non-traditional securities, includes annual investment adviser trainings, creating detailed disclosures, annual reviews of senior accounts, and maintaining vigilance over suspected diminished capacity and senior abuse.

Responsibility

The Chief Compliance Officer (CCO) has the responsibility for the implementation and monitoring of our policy on senior investors. The CCO will authorize as needed the employees who are authorized to place a temporary hold on an account on behalf of the firm if financial exploitation is suspected. In addition, any associated persons should be alert to signs of diminished capacity and/or senior abuse when dealing with senior clients.

Procedures

Private Client Services has adopted procedures to implement our policy and reviews to monitor and ensure the policy is observed, implemented properly, and amended or updated, as appropriate, which may be summarized as follows:

- incorporate annual training plans specific to senior investors and senior issues which address topics such as senior investors being fully informed of the features of any security they are purchasing, including the potential return and associated risks, changes in investment needs as investors age, and general training to educate investment advisers on sensitive matters relating to senior investors;
- the Compliance Department designated personnel are to review and pre-approve all seminar and marketing materials directed towards senior investors;
- PCS has adopted a disclosure form—which describes the features of a product, such as mortality and expense fees, surrender fees and period, the liquidity needs of the investor, account benefits and general information regarding the security—and require a customer signature;
- require the senior client to confirm any changes in beneficiaries, powers of attorney, or trustees in-person with an associated person of the firm--document the meeting in writing along with the client's signature;
- maintain an available technology solution to produce as needed an up-to-date list of all senior investors and the amount of the firm's regulatory assets under management in these accounts;
- associated persons are expected to periodically communicate with all senior clients via phone or mail and make any necessary account updates;
- document PCS records to identify that a senior client employment status id changing from actively employed to a retired status by notating client records and periodically notifying seniors to setup an updated investment profile;
- encourage periodic reviews be conducted by IAR's of activities in senior investor accounts and maintain a record of such reviews, including the dates and scope of the reviews, any findings, in the client's account record;
- encourage senior clients to have a trusted contact person present during all meetings and phone calls and make reasonable efforts to obtain the name and contact information of the trusted contact person when opening and updating account information;
- Private Client Services may communicate with the trusted contact regarding the client's health status, potential financial exploitation, and to confirm the identity of a legal guardian, executor, trustee, or holder of a power of attorney;
- upon the death of a senior client, Private Client Services will work with the beneficiaries, trustee, or executor on the next steps to take, which could include transitioning the current account to a new account, liquidating the current account, or transferring assets to the appropriate parties; and
- associated persons should immediately report any concerns of diminished capacity and senior abuse to the Compliance Department, who will work with appropriate parties in addressing concerns. This could include contacting the trusted contact person or placing a temporary hold on a disbursement of funds or securities if it is reasonably believed that financial exploitation has occurred, is occurring, or has or will be attempted.

Our firm, seeking immunity from suit under the Senior Safe Act (S.2155 Section 303), will also:

- include in the annual firm element training program, training that will assist employees with regards to identifying and reporting suspected exploitation internally, and, as appropriate, to

government officials or law enforcement

- The training may include
    - common signs that indicate financial exploitation of a senior client,
    - discuss the need to protect the privacy and respect the integrity of each individual customer of the firm, and
    - appropriateness to the job responsibilities of the individuals attending the training
- maintain records of everyone employed by the firm who has completed the training.

Social Media

Policy

It is Private Client Services policy to appropriately monitor employee use of social media, networking and similar communications. Employees should take note that their e-mail, social media and networking use will be monitored. There should be no expectation of privacy in the use of PCS's Internet, emails, or any use of communications of any nature other than verbal conversations on non- company -owned cellular phones or company-owned equipment under this policy. Every message leaves an electronic trail that's both traceable to a specific individual and accessible by Private Client Services even if it is deleted. Other forms of social media or technology include but are not limited to: LinkedIn, Facebook and Twitter, or other similar forms of online communications should be noticed of their desired use by PCS associated persons.

General Provisions

Unless specific to job scope requirements, employees are not authorized to and therefore may not speak on behalf of Private Client Services through social media or otherwise. Employees may not publicly discuss clients, investment strategies or recommendations, investment performance, other products or services offered by our Firm (or affiliates, if applicable), employees or any work-related matters, whether confidential or not, outside company-authorized communications. Employees are required to protect the privacy of Private Client Services, its clients and employees, and are prohibited from disclosing personal employee and non-employee information and any other proprietary and nonpublic information to which employees have access. Such information includes but is not limited to customer information, trade secrets, financial information and strategic business plans.

Personal Blogs and Social Networking Sites

It is Private Client Services policy that no employee may use employer-owned equipment, including computers, company-licensed software or other electronic equipment, nor facilities or company time, to conduct personal bogging or social networking activities. Employees cannot use blogs or social media sites to harass, threaten, discriminate or disparage against employees or anyone associated with or doing business with Private Client Services.

Employees cannot post on personal blogs or other sites the name, trademark or logo of Private Client Services or any business with a connection to Private Client Services. Employees cannot post company-privileged information, including copyrighted or trademarked information or company- issued documents. Employees cannot post on personal blogs or social networking sites photographs of other employees, clients, vendors or suppliers, nor can employees post photographs of persons engaged in company business or at company events.

Employees cannot post on personal blogs and social media sites any advertisements or photographs of

company products, nor sell company products and services. Employees cannot link from a personal blog or social networking site to Private Client Services internal or external website.

Text Messaging Policy.

Only associated persons who setup an account through the firm's approved text messaging vendor and are approved by PCS Compliance Department may use text messaging as a method to communicate investment-related matters for business purposes. Please refer to the PCS Compliance Manual for additional information.

Internet Monitoring. Employees are cautioned that they should have no expectation of privacy while using company equipment or facilities for any purpose. Employees are cautioned that they should have no expectation of privacy while using the Internet. Your postings can be reviewed by anyone, including Private Client Services. Private Client Services reserves the right to monitor comments or discussions about the company, its employees, clients and the industry, including products and competitors, posted on the Internet by anyone, including employees and non- employees. Private Client Services uses blog-search tools and software, and/or may engage outside service providers to periodically monitor forums such as blogs and other types of personal journals, diaries, personal and business discussion forums, and social networking sites.

Private Client Services Social Media policy, however, will not be construed or applied to limit employees' rights under the under the National Labor Relations Act ("NLRA") or applicable law.

Responsibility

The Chief Compliance Officer and Compliance Department has the responsibility for the implementation and monitoring of our firm's Social Media policy, practices, and recordkeeping.

Procedure

Private Client Services has adopted procedures to implement Private Client Services policy, and conducts internal reviews to monitor and ensure that the policy is observed, implemented properly, and amended or updated, as appropriate. These include the following:

- Private Client Services email policy has been communicated to all persons within the Firm and any changes in our policy will be promptly communicated.
- All employees are required to sign a written acknowledgement of our Social Media Policy.
- All employees will be required to provide annual certification that they understand and are complying with our Social Media Policy.
- Unless otherwise prohibited by federal or state laws, Private Client Services will request or require employees provide Compliance with access to any approved social networking accounts. Furthermore, static content posted on social networking sites must be preapproved by Compliance.
- Emails and any other electronic communications relating to Private Client Services advisory services and client relationships will be maintained on an on-going basis.
- Electronic communications records relating to Private Client Services advisory services and client relationships will be maintained on an on-going basis and arranged for easy access and retrieval to provide true and complete copies with appropriate backup and separate storage for the required periods.
- Compliance may periodically monitor a random sampling of employee electronic communications, surveil social media use by employees and maintain documentary evidence of such surveillance in an applicable location.

- Private Client Services reserves the right to use content management tools to monitor, review or block content on company blogs that violate company blogging rules and guidelines.
- Private Client Services requires employees to report any violation, or possible or perceived violation, to their supervisor, manager or the HR or Compliance department. Violations include discussions of Private Client Services, its clients and/or employees, any discussion of proprietary information (including trade secrets, or copyrighted or trademarked material) and any unlawful activity related to blogging or social networking.
- Private Client Services investigates and responds to all reports of violations of the social media policy and other related policies. Violation of the company's social media policy may result in disciplinary action up to and including immediate termination. Any disciplinary action or termination will be determined based on the nature and factors of any blog or social networking post, or any unauthorized communication. Private Client Services reserves the right to take legal action where necessary against employees who engage in prohibited or unlawful conduct. If you have any questions about this policy or a specific posting on the web, please contact the Compliance Department or Human Resources.

Soft Dollars

Policy

Private Client Services, may have formal or informal arrangements or commitments to utilize research, research-related products and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis. Details of these arrangements if applicable will be disclosed on the Form ADV.

Background

Soft dollars generally refer to arrangements whereby a discretionary investment adviser is allowed to pay for and receive research, research-related or execution services from a broker-dealer or third-party provider, in addition to the execution of transactions, in exchange for the brokerage commissions from transactions for client accounts.

Pursuant to the SEC's adoption of Amendments to Form ADV (Release No. IA-3060), advisers are required to disclose their practices regarding their use of soft dollars in response to Item 12 of the Form ADV Part 2.

Responsibility

The Chief Compliance Officer – (CCO) has the responsibility for the implementation and monitoring of our soft dollar policy that the firm does not utilize any research, research-related products and other services obtained from broker-dealers, or third parties, on a soft dollar commission basis.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services policy of prohibiting utilizing any research, and research-related products or services has been communicated to relevant individuals including management, traders and portfolio managers, among others;
- Private Client Services policy is appropriately disclosed in the firm's Part 2A of Form ADV: *Firm Brochure*;
- The CEO or a designee from the Compliance Department periodically monitors the firm's business relationships and advisory services to ensure no research services or products are being obtained on a soft dollar basis; and
- in the event of any change in the firm's policy, any such change must be approved by senior management, and any soft dollar arrangements would only be allowed after appropriate reviews and approvals, disclosures, meeting regulatory requirements and maintaining proper records.

Solicitor Arrangements

Policy

Private Client Services, as a matter policy and practice, may compensate persons, *i.e.,* individuals or entities, for the referral of advisory clients to the firm provided appropriate disclosures and regulatory requirements are met.

Background

Under the SEC Cash Solicitation Rule, (Rule 206(4)-3) and comparable rules adopted by most states, investment advisers may compensate persons who solicit advisory clients for a firm if appropriate agreements exist, specific disclosures are made, and other conditions met under the rules. Under the SEC rule, a solicitor is defined as "any person who, directly or indirectly, solicits any client for, or refers any client to, an investment adviser.

Responsibility

The Chief Compliance Officer – (CCO) has the responsibility for the implementation and monitoring of our cash solicitation policy, practices, disclosures and recordkeeping.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services CCO has approved the firm's solicitor policy.
- Private Client Services CCO periodically reviews and approves any solicitor arrangements including approval of the solicitor's agreement(s), reviews of the solicitors' background, compensation arrangements, and related matters.
- Private Client Services Compliance Department also monitors the firm's use of any "placement agents" for the solicitation of or arrangements for providing advisory services to any government entity or public pension plan.
- Private Client Services Compliance Department periodically monitors the firm's solicitor arrangements to note any new or terminated relationships, determines whether appropriate records are maintained, and solicitor fees paid and Form ADV disclosures are current and accurate.

- Private Client Services Chief Compliance Officer may establish policy and procedures for restricting and monitoring political contributions made by the firm and covered associates to government officials and/or candidates.
- To the extent that Private Client Services engages in soliciting government entities, Private Client Services Compliance Department will be responsible for and asked to verify that each individual engaged in such solicitation activities meets the definition of "regulated person" as provided in Rule 206(4)-5.

- A government entity is defined as any state or political subdivision of a state. Government customers may range in size from small local townships to large public pension plans. Please contact the Compliance Department before accepting a government entity as an advisory customer.

- Private Client Services Director of Advisory Operations will maintain required books and records for such regulated persons.

Account Type Review

Policy

Private Client Services and its' Investment Advisor Representatives ("IARs") must have "reasonable grounds" for believing a fee-based program is appropriate for a customer, taking into account the services provided, projected cost to the customer, alternative fee structures available, the customer's fee structure preferences, as well as customer objectives and desires services.

Background

The Investment Advisors Act of 1940 has long (and consistently) been interpreted as applying a fiduciary standard to the adviser-client relationship. As fiduciaries, investment advisers owe their clients a duty to provide only best interest investment advice. This duty generally requires an investment adviser to determine that the investment advice it gives to a client is in the best interest for the client, taking into consideration the client's financial situation, investment experience and investment objectives.

Responsibility

The Chief Compliance Officer will be responsible for establishing guidelines for IAR's to follow in order to determine if the investment advice and platform chosen is in the best interest for the client. Furthermore, the CCO will assign Managing Principals (Supervisors) to each IAR of PCS for supervision and periodically test to determine that the investment advice being provided to clients is in their best interest.

Procedures

- IARs will obtain written documentation supporting the appropriateness of each fee-based account;
- Based on the customer's trading history, fee-based accounts may not be appropriate for "buy and hold" customers.
- If IAR disclosed a potential lower cost account is available, but the customer nevertheless opted

for a fee-based account, IAR should document the fact that the customer chose a fee-based account for reasons other than cost.

- PCS will discourage the use of margin in managed accounts;
- PCS will discourage recommending fee-based accounts to income oriented conservative or retired investors better suited for buy and hold or non-advisory products;
- IAR's must evaluate the costs and benefits related to retirement plan rollovers to ensure advisory accounts are appropriate for the client. Generally speaking company retirement plans are less expensive than advisory accounts.
- IARs will maintain complete notes in the client file or contact management system to support an account conversion or managed account recommendation;

Supervision and Internal Controls

Policy

Private Client Services (PCS) has adopted these policies and procedures which are designed to establish supervisory and internal controls for the firm.

PCS adopted them to establish procedures and a system which are reasonably expected to: prevent, detect, and correct violations of regulatory requirements and the firm's policies and procedures.

Every employee and manager are required to be responsible for and monitor those individuals and departments he or she supervises to detect, prevent and report any activities inconsistent with the firm's procedures, policies, high expectations of professional standards, legal and regulatory requirements.

Consistent with our firm's commitment as fiduciaries to our clients, we rely on all employees to abide by these firm's policies and procedures; and, equally importantly, to internally report instances in which it is believed that one or more of those policies and/or practices is being violated. It is the expressed policy of this firm that no employee will suffer adverse consequences for any report made in good faith.

It is PCS' policy to have a Compliance Manual and the Chief Compliance Officer is required to have each employee participate, at least annually in compliance training, to take swift remedial action to address any violations of PCS' compliance policies, procedures, laws, regulations, and to fully cooperate with regulatory examiners.

Any unlawful or unethical activities are strictly prohibited. All firm personnel are expected to conduct business legally and ethically.

Background

The SEC makes it unlawful for a SEC adviser to provide investment advice to clients unless the adviser:

1. adopts and implements written policies and procedures reasonably designed to prevent violations by the firm and its supervised persons;
2. reviews, at least annually, the adequacy and effectiveness of the policies and procedures;
3. designates a chief compliance officer who is responsible for administering the policies and procedures; and
4. maintains records of the policies and procedures and annual reviews.

Under Section 203(e)(6), the SEC is authorized to take action against an adviser or any associated person who has failed to supervise reasonably in an effort designed to prevent violations of the securities laws,

rules and regulations. This section also provides that no person will be deemed to have failed to supervise reasonably provided:

1. there are established procedures and a system which would reasonably be expected to prevent any violations;
2. and such person has reasonably discharged his duties and obligations under the firm's procedures and system without reasonable cause to believe that the procedures and system were not being complied with.

Responsibility

The Chief Compliance Officer has overall responsible for the firm's supervisory control system. Every employee and/or independent contractor has a responsibility for knowing and following the firm's policies and procedures. Every person in a supervisory role is responsible for those individuals under his/her supervision. Designated Managing Principals or OSJ Managers (Supervisors) are responsible for supervising transactions effected in all investment advisory accounts. Managing Principals of IAR's of the account(s) are expected to review these accounts for best interest determinations and compliance with firm policies and procedures.

Employees are required to conduct themselves with the utmost loyalty and integrity in their dealings with our clients. Misconduct cannot be stopped, or remedy of misconduct imposed unless PCS knows about it. Accordingly, all employees are not only expected to, but are required to report their concerns about potentially illegal conduct as well as any violations of our company's policies.

The Chief Compliance Officer has the responsibility for monitoring and testing compliance with Private Client Services policies and procedures. Possible violations of these policies or procedures will be documented and reported to the Chief Executive Officer (CEO) in writing in addition to the appropriate department manager for remedial action. Repeated violations, or violations that the Chief Compliance Officer deems to be of serious nature, will be reported by the Compliance Officer directly to the CEO, or a designated officer, with the recommended remedial action.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy, conducts reviews of internal controls to monitor and ensure the firm's supervision policy is observed, implemented properly and amended or updated, as appropriate which including the following:

- Designation of a Chief Compliance Officer as responsible for monitoring and testing the firm's compliance policies and procedures.
- An Annual Compliance Meeting and on-going education and targeted compliance training.
- Procedures for screening the background of potential new employees.
- Initial communication to newly hired employees about the firm's compliance policies.
- Adoption of these written policies and procedures with statements of policy, designated persons responsible for the policy and procedures designed to implement and monitor the firm's policy.
- Annual review of the firm's policies and procedures by the Compliance Officer and reporting on all aspects of them to the CEO and other designated senior management.
- Periodic reviews of employees' activities, e.g., personal trading.
- Annual written attestations by IAR's and employees as to understanding and abiding by the firm's policies.
- To facilitate internal reporting by firm employees, the firm opening promotes a corporate culture

to encourage employees to report any concerns "reports", including having open channels of communications to the firm's compliance staff.

- PCS will handle "reports" promptly and discretely, with the overall intent to maintain the anonymity of the individual making the report. When appropriate, investigations of such reports may be conducted by independent personnel.
- Supervisory reviews and sanctions for violations of the firm's policies or regulatory requirements.
- PCS expects the Asset Allocation Accounts (AAA) advisory accounts required transactions be reviewed periodically on a random basis by firm designated Managing Principals (Supervisors). The purpose is to oversee adherence of meeting client investment objectives, risk tolerance, timeframe. The number of advisory account transaction reviews completed will vary with the amount of activity of the Investment Advisor Representative being supervised by the assigned Managing Principal (Supervisor). As a general rule, each Managing Principal (Supervisor) should review sufficient transactions to gain a comfort level with the Investment Advisor Representative's meeting client's objectives. The ability to evidence a reasonable and subjective belief sufficient for the Managing Principal to document their records accordingly to demonstrate it.
- At account opening, an authorized Principal will review for approval that each fee-based advisory account is appropriate for a customer at the time of account inception.
- The Director of Advisory Operations may assign to a Managing Principal (Supervisor) or a designee, on a periodic basis, the responsibility to conduct a sampling of AAA accounts. The sampling should be sufficient to reasonably determine that taking into account the services provided and possible alternative fee structures available to those customers compared to the current costs incurred by those customers if an alternative solution is better financially for those customers. Fee-based accounts may not be appropriate for customers who make a very limited number of trades or which are buy-and-hold customers, unless they have a strong desire to engage PSC for other reasons satisfactory to them.
- Managing Principals (Supervisors) must ensure customers are not charged both an account fee and a sales charge for the same mutual fund investments. This must be monitored to ensure the customers who purchased Class A shares outside of the fee based account and paid a front end sales charge on the purchase are not allowed to transfer those shares into the fee based account for at least 13 months to avoid duplicative charges for the fund shares (the funds may be segregated from the fee based assets within the account). Supervisors should compare the asset-based fees to those that would have been generated in the same account on a commission basis. If warranted, the customer is to be contacted to discuss the appropriateness of the fee- based program. Monitoring, contact and follow-up should be documented.
- Supervisors are provided various checklists and review forms to aide them in monitoring and supervising IAR's and are expected to forward complete forms to the Compliance Department by the 15th of the month following the month reported and to retain a copy in a Supervisor file.
- Managing Principals (Supervisors) will endeavor to have regular contact with via e-mail and phone with each Investment Advisor Representative registered under his/her supervision. At a minimum a verbal conversation should take place no less than twice a year (once every six months). Managing Principals (Supervisors) must document the conversations and / or contacts and findings on the PCS Supervisory Log Form. The Supervisor must sign and date the form(s) and submit it to the PCS Home Office.
- Although the designated Managing Principals (Supervisors) are responsible for supervision, a designated Compliance Department employee or outsourced individual qualified by experience may also inspect each registered location annually if an OSJ, or periodically if a non- OSJ, in an attempt to address and prevent violations of firm policies and assure compliance with applicable securities laws and regulations. Reports regarding these inspections will be issued to PCS Senior Management and to the designated Managing Principal (Supervisor). The Managing Principal (Supervisor), designee and/or the branch office person-in-charge is responsible for ensuring a

prompt written response to the issues addressed in the Compliance Inspection Report. The Compliance Inspection Report will include: Any deficiencies in compliance with firm policy or securities regulations; Follow-up actions taken to ensure the office adheres to such policies and rules; and Any disciplinary action administered by Chief compliance Officer and/or Managing Principal (Supervisors) for non-compliance.

Compliance Procedures

Pursuant to Rule 206(4)-7 under the Investment Advisers Act of 1940, PCS has adopted this Compliance Manual and the compliance procedures contained herein. These Compliance Procedures shall be designed to:

- Prevent violations of the securities laws and other applicable laws from occurring;
- Detect violations that have occurred; and
- Correct promptly any violations that have occurred.

Chief Compliance Officer

PCS will have at all times a "Chief Compliance Officer" whose duties are to monitor the compliance policies and procedures of PCS. The Chief Executive Officer or Senior Management of PCS shall appoint a single employee to be the Chief Compliance Officer. Such appointment shall be reflected in the organizational chart or minutes of a board or management meeting held by PCS. The position of "Chief Compliance Officer" shall:

- Be occupied by a person who is competent and knowledgeable about the Investment Advisers Act of 1940 and rules there under, and other applicable laws;
- Have the power with full responsibility and authority to develop the compliance policies and procedures of PCS; and
- Have sufficient seniority and authority at PCS to compel others to adhere to the policies and procedures set forth in the Compliance Manual.

The Chief Compliance Officer shall have specific duties described in this Compliance Manual. In addition, the Chief Compliance Officer shall:

- Monitor other PCS employees who have specific compliance responsibilities under this Compliance Manual to verify that they have carried out those responsibilities in a timely manner;
- Conduct a periodic (or ongoing) review of PCS' various activities to verify that PCS is in compliance with applicable regulations and document this review;
- Keep current with all laws applicable to the operations of PCS, best practices in the advisory industry, and other events impacting PCS' compliance program;
- When appropriate, recommends to Senior Management amendments to this Compliance Manual and changes to the compliance program of PCS in light of regulatory and industry developments, and changes in the business of PCS; Prepare reports and summaries about the operation on PCS' compliance program, including an Annual Report discussed below; and
- Periodically meet with Senior Management of PCS to discuss the effectiveness of the compliance program.

Senior Management

The Senior Management of PCS, including any directors of PCS, have assigned to the Chief Compliance officer the overall responsibility to ensure that PCS has in place and effective compliance program. In carrying out this responsibility, Senior Management shall:

- Periodically review this Compliance Manual and PCS' overall compliance program so that they are familiar with the material features of this Compliance Manual and program;
- Understand particularly significant compliance risks of PCS and how this Compliance Manual and compliance program address these risks;
- Review reports and summaries prepared by the Chief Compliance Officer about the operation of PCS' compliance program, including an Annual Report discussed below; and
- Periodically meet with the Chief Compliance Officer to discuss the effectiveness of the compliance program.

Supervisory System

PCS has adopted a supervisory system and supervisory procedures to ensure that the policies and procedures set forth in this Compliance Manual are being followed and to prevent and detect prohibited practices. Through its supervisory system and procedures, PCS has established clear lines of authority, accountability and responsibility.

Supervised Persons and Supervisory

Each "Supervised Person" of PCS and Supervisor shall be subject to these Supervisory Procedures. Consistent with Rule 206(4)-7(a) under the Investment Advisers Act of 1940, "Supervised Person" of PCS means:

- Any partner, officer, or director of PCS, or any other person occupying a similar status or performing similar functions,
- An employee of PCS, and
- Any other person (including an independent contractor) who provides investment advice on behalf of PCS and is subject to the supervision and control of PCS.

"Supervisor" of PCS means an officer or employee of PCS who has supervisory responsibility over some or all actions of a supervised employee or independent contractor.

The title and position of "Chief Compliance Officer" in and of itself does not carry supervisory responsibilities and an officer or employee holding such title would not necessarily be found to have failed to supervise another employee that commits a compliance violation.

Each Supervisor may appoint officers and employees of PCS to supervise certain employees within their area of responsibility. If a Supervisor delegates such responsibility, he or she is responsible for ensuring that supervisory duties are being performed properly by the person who has been delegated such supervisory responsibility.

Delegation of Supervisory and Compliance Responsibilities

Each officer of PCS may appoint an officer or employee under his or her supervision as a

Supervisor of other officers, employees, and independent contractors provided such delegation has been approved by the Chief Compliance Officer or such delegation is expressly permitted by this Compliance Manual. The supervisory structure, including each Supervisor and those officers, employees, or independent contractors he or she supervises, shall be set forth in an organizational chart, which shall be kept current by the Chief Compliance Officer or designated department employee.

Appointments of Supervisors

Before designating a particular officer or employee as a Supervisor, the officer making such appointment will consider the following factors about the person being supervised:

- The type of activity the supervised employee conducts; and
- The qualifications of the employee, officer, or independent contractor who has been chosen to supervise the supervised employee.

General Supervisory Responsibilities

A Supervisor is responsible for overseeing the activities of the Supervised Person(s) he or she supervises and taking appropriate action or recommending the Compliance Department of PCS to take appropriate action, reasonably designed to achieve compliance with respect to such Supervised Person(s).

Each Supervisor must:

- Possesses the knowledge and experience necessary for the supervisory position;
- Be properly licensed to conduct the assigned supervisory responsibilities; and
- Perform the supervisory responsibilities, including the authority to terminate the employment of, or otherwise affect the conduct of, the employee being supervised.

In addition to the supervisory responsibilities noted elsewhere in this Compliance Manual, each Supervisor shall:

- Ensure that the Compliance Manual, updates to the Compliance Manual, and all other compliance materials are timely delivered to each person he or she supervises;
- Ensure that employees under his or her supervision know and understand the contents of the Compliance Manual as it related to their day-to-day activities;
- Promptly review all incoming and outgoing correspondence between employees that he or she supervises and clients;
- Create and maintain a supervisory file for each person he or she supervises;
- Designate officers or employees, if needed, to oversee the activities of employees within this or her area of responsibility;
- Promptly notify the Chief Compliance Officer and Senior Management of PCS in writing of any known subpoena, civil, criminal or administrative action brought against any employee under his or her supervision;
- Review and submit all client complaints made against employees under his or her supervision to the Chief Compliance Officer; and
- Conduct on an annual basis a meeting, which may be satisfied as part of the firms'

annual compliance meeting, with each employee or a group of employees under his or her supervision that covers all relevant compliance matters.

Failure to Supervise

Any Supervisor of PCS is potentially liable for violations committed by any Supervised Person that he or she indirectly of directly supervises (which would be called a "failure to supervise charge"). Consistent with Section 203(e)(6) of the Investment Advisers Act of 1940, a Supervisor of PCS will not be deemed to have failed to reasonably supervise the Supervised Person if the Supervisor:

- Had reasonably discharged his or her supervisory responsibilities in accordance with the Compliance Manual and any applicable compliance procedures; and
- Had no reason to believe the Supervised Person was not complying with the Compliance Manual and its procedures.

Training

Each new employee or independent contractor shall receive initial training about PCS' compliance policies and procedures, and thereafter, will continue periodic training during the term of their employment or contract. Supervisors will also be trained on their specific supervisory and compliance responsibilities.

PCS shall hold at least annually a compliance meeting that provides each employee or independent contractor the opportunity to discuss compliance issues, including changing compliance requirements. Training meetings will be help in accordance with the following procedures:

- The Compliance Department shall arrange for a single meeting or multiple compliance meetings, which may be broken down by departments or employee job functions; or
- Compliance meeting(s) may be held in person, by video conference, by telephone or by other electronic mean, provided the forum chosen allows for interactive communication.

Audits

Annual Review

PCS shall conduct a comprehensive review of this Compliance Manual and PCS' compliance program periodically annually to determine its adequacy and effectiveness. In this review, the Chief Compliance Officer shall:

- Consider any compliance matters that arose during the previous year;
- Any changes in the business activities of PCS;
- Previous SEC and other regulatory examination deficiency letters to confirm that past deficiencies were corrected and are not reoccurring; and
- Any changed in the Investment Advisers Act of 1940 and other applicable laws and regulations that might suggest the need to revise certain policies and procedures.

Interim Reviews

The Chief Compliance Officer may periodically assemble an audit team consisting of appropriate officers and employees of PCS to inspect one or more areas of PCS. The audit generally will be unannounced to minimize opportunity for concealment of compliance violations. Unannounced inspections are especially appropriate where there are indications of misconduct or potential misconduct, numerous client complaints, or excessive trade corrections. When and how often a particular area of PCS' operations will be inspected will depend upon the nature and volume of business conducted though that area.

Set forth below are typical functions that the audit team may perform in a given audit:

- Interview Adviser Representatives to ascertain their knowledge of the types of investment management services they offer;
- Review a random sample of client files;
- Review PCS correspondence and marketing materials; and
- Contact clients to assess their satisfaction with PCS and the Adviser Representatives that service their accounts

At the completion of each audit, the examiner shall prepare a report that reviews each instance of non-compliance and recommend measures to remedy and present non- compliance. This report shall be distributed to Senior Managements of PCS and the Supervisors in the departments that were audited.

Testing

PCS' compliance program, including the supervisory system, will be periodically tested to verify that it is functioning properly and effective at detecting and preventing violations, and to identify any weaknesses.

Resources

PCS' Senior Management will ensure that the Chief Compliance Officer and his or her staff have sufficient resources to operate and maintain an effective compliance program. The Chief Compliance officer will request, and Senior Management will consider providing, all resources required for operating and maintaining the compliance program, including requests for computer software and hardware, new compliance employees and other initiatives intended to improve the compliance program. The Chief Compliance officer shall document all such requests and senior management's response to those requests.

Independent Review of Compliance Program

From time to time, PCS may consider engaging an accounting firm, law firm or consulting firm independent of PCS to perform a review and analysis of PCS' compliance program or certain aspects of the program. Under certain circumstances, PCS may request an independent auditor to attest to the conclusion by management of PCS about the effectiveness of the compliance program or the effectiveness of PCS' internal control structure over compliance with specified

laws, rules and regulations.

After the engagement by an independent firm, Senior Management of PCS will review the findings of the firm and consider whether to act upon any specific recommendations made by the independent firm.

Regulatory Inspections

When the SEC, state securities commission or other regulatory agency contacts or meets an employee of PCS, the following procedures must be followed:

- The employee who is the recipient of such contact must, as soon as possible, inform the Chief Compliance Officer about the matter;
- The Chief Compliance Officer shall arrange for PCS to make available all documents requested by the examiner, provided such examiner has the legal right to examine such documents;
- Upon the examiner's arrival, the Chief Compliance Officer should ask the official for:
- proper identification, (ii) his or her authority to conduct the examination, and (iii) the purpose of the visit;
- The Chief Compliance Officer and any other PCS personnel chose to assist the regulatory inspection team should be pleasant and cooperative;
- Information or copies of documents should be provided to the official only if the release of such information or documents has been cleared by the Chief Compliance Officer;
- The Chief Compliance Officer will ensure that only those documents specifically requested by the regulatory inspection team are released to the regulatory inspection team;
- A representative of PCS should accompany the regulatory inspection team at all times when the team in is PCS' office(s), except in a room or rooms designated by the Chief Compliance Officer as places where the team can perform their inspection;
- Without prior clearance from the Chief Compliance Officer, no PCS employee may have substantive conversations with any member of the regulatory team;
- The recipient of any letter or other correspondence from the inspecting regulatory authority must promptly forward suck correspondence to the Chief Compliance Officer;
- The Chief Compliance Officer in coordination with the inside or outside legal counsel of PCS will review the correspondence from the inspecting regulatory authority and respond, if so required, in the appropriate manner prior to any deadline imposed by the inspecting authority; and
- If deficiencies or weaknesses are identified by the inspecting authority, Senior Management will take steps to address and eliminate such deficiencies and weaknesses and memorialize the actions taken in a memorandum.

Compliance Manual Violations

When a violation of the Compliance Manual or a law regulation is detected, PCS will follow the procedures set forth below:

- If an employee who discovers a violation or suspects that a violation has occurred, such employee shall report the violation immediately to the Chief Compliance Officer and their

Managing Principal;

- The Chief Compliance Officer and Managing Principal will determine whether the matter is technical or otherwise is not likely to result in a regulatory enforcement action of have an adverse financial impact on PCS;
- If the matter is technical or does not pose threat or regulatory action or adverse financial consequences, the Managing Principal or Compliance Department staff member assigned by the CCO will investigate the matter to see if the alleged violation occurred; and
- If the matter is serious, the Chief Compliance Officer will immediately escalate to Senior Management of PCS and a decision will be reached on how to proceed with investigating and resolving the matter

Risk Assessment

From time to time, PCS shall assess the compliance risks presented by its operations, including the following areas of its business, if applicable:

- Investment Management
- Trading
- Research
- Back Office or Account Administration
- Information and Computer Systems
- Finance and Business Form ADV Disclosure

In general terms, PCS will disclose in Part II of its Form ADV that it has compliance policies and procedures.

Books and Records

PCS will maintain, in its Compliance books and records:

- The Compliance Manual (including its policies and procedures) that is in effect and Compliance Manuals that were in effect at any time during the last 5 years
- All records documenting PCS' annual review of the Compliance Manual, including its compliance policies and procedures (Rule 204-2(a)(17)

In addition, PCS shall maintain in its Compliance books and records:

- Written records of any Compliance Manual violation, including the alleged violation, the investigation of the matter, actions taken and how the matter was ultimately resolved;
- Copies of the agenda, notes, and other materials related to each compliance meeting, and the attendance list for each compliance meeting;
- Exception reports, reconciliation statements, checklist, internal audit reposts and similar compliance-related documents;
- Correspondence from regulatory agencies in connection with inspections of PCS, as well as copies of all other documents prepared in connection with each regulatory inspection; and
- A current list of the names of each of the Supervisors identified above so that PCS may easily determine who is responsible for supervision a particular business activity of PCS and the time

period for which the person was assigned the supervisory responsibility. Such list shall include (i) the full name of the supervisor, (ii) a description of the supervisory responsibilities, (iii) the date the officer or the employee was appointed to the supervisory position, (iv) the employees under the supervision of the Supervisor.

Trading

Policy

As an adviser and a fiduciary to our clients, our clients' interests must always be placed first and foremost, and our trading practices and procedures prohibit unfair trading practices and seek to disclose and avoid any actual or potential conflicts of interests or resolve such conflicts in the client's favor.

Our firm has adopted the following policies and practices to meet the firm's fiduciary responsibilities and to ensure our trading practices are fair to all clients and that no client or account is advantaged or disadvantaged over any other.

Also, Private Client Services trading practices are generally disclosed in response to Item 12 in Part 2A of Form ADV, which is provided to prospective clients and annually delivered to current clients.

Background

As a fiduciary, many conflicts of interest may arise in the trading activities on behalf of our clients, our firm and our employees, and must be disclosed and resolved in the interests of the clients. In addition, securities laws, insider trading prohibitions and the Advisers Act, and rules thereunder, prohibit certain types of trading activities.

Aggregation (Block Trading)

The aggregation or block trading of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner and seeks to reduce overall commission charges to clients.

Our firm's policy is to aggregate client transactions where possible and when advantageous to clients. In these instances, clients participating in any aggregated transactions will receive an average share price and transaction costs will be shared equally and on a pro-rata basis.

In the event transactions for an adviser, its employees or principals ("proprietary accounts") are aggregated with client transactions, conflicts arise and special policies and procedures must be adopted to disclose and address these conflicts.

Block trading may be used if the following conditions are met:

- The trade allows PCS to satisfy its obligation to provide best execution for its advisory customers.
- Transaction costs are shared equally and on a pro-rated basis between all accounts included in the order.
- Customers participating in the order receive an average share price.
- Orders that can't be executed in full at the same price or time will be allocated pro rata in proportion to each customer's original order allocation, although exceptions may be made to avoid, among other things odd lots and de minimis allocations.
- Trades are allocated to the accounts in advance of the order being placed and must list the accounts

participating in the order and the extent of their participation.

In general, block trades should not be performed for the AAA program. This is a non-discretionary advisory program and requires customer contact before executing any trade.

Front Running/Trading Ahead

Associated persons of Private Client Services are prohibited from buying, selling or recommending the purchase or sale of any security or a derivative thereof for any account in anticipation of a price change resulting from a contemplated or pending block transaction in the security or a derivative thereof for another account, or (b) the issuance of a research report, research rating change or other similar occurrence that could materially impact the market for a security. Customer orders take precedence over your own personal orders or members of your "immediate family".

"Immediate family member" means a person's parents, mother-in-law or father-in-law, spouse, brother or sister, brother-in-law or sister-in-law, son-in-law or daughter-in-law, and children, and any other individual to whom the person provides material support. "Material support" means directly or indirectly providing more than 25% of a person's income in the prior calendar year. Members of the immediate family living in the same household are deemed to be providing each other with material support.

You may not enter an order of the same security on the same day for your own or an immediate family-related account ahead of a public client's order that you solicited unless you attempted but were unable to contact the public client first. Trades may be reversed, and the public client will receive the better execution (unless the price difference is below de minimis amount of $25) if the associated person-owned or related account is found to have traded ahead. Characteristics of the order may also be considered (i.e., GTC, Stop Limit) along with attempts to contact the client the same day prior to entry of the employee-owned or related account order.

Late Trading and Market Timing

"Late Trading" involves transacting mutual fund shares at the 4:00pm price after the market closes. New York's Martin Act and SEC regulations prohibit the practice because it allows the investor to benefit from the post-market-close events that are not reflected in the share price set at the close of the trading day. Any trades entered after the daily cutoff will receive the next business day's closing price.

"Timing" is a form of arbitrage that exploits the market inefficiencies when the net asset value of a mutual fund share does not reflect the current value of the stocks held by the mutual fund, This practice, in which investors trade in and out of the funds, using delays between time zones, dilutes the value of the shares held by long-term investors. You are responsible for knowing and abiding by any fund's policy regarding market timing.

Window Dressing and Market Manipulation

"Window Dressing" refers to the practice where advisors buy or sell portfolio securities at the end of a reporting period for the purpose of misleading investors as to the securities held by the fund and/or representative's account, the strategies engaged in by the advisors or the source of the fund/account's performance.

"Market manipulation" refers to trading practices designed to distort prices or artificially inflate trading volume with the intent of misleading market participants. Transaction-based manipulation may include

activities such as trading in illiquid stocks at the end of a measurement period in order to drive up their price and improve a manager's performance. Information-based manipulation includes activities such as spreading false rumors to induce trading by others. Both of these trading practices are prohibited because they are not done for investment purposes, but instead to artificially inflate a security's price or to mislead shareholders/clients as to the securities owned.

Allocation

As a matter of policy, an adviser's allocation procedures must be fair and equitable to all clients with no particular group or client(s) being favored or disfavored over any other clients. Adequate disclosure must also be provided in the event of any conflicts arising. Private Client Services policy prohibits any allocation of trades in a manner that Private Client Services proprietary accounts, affiliated accounts, or any particular client(s) or group of clients receive more favorable treatment than other client accounts.

Private Client Services has adopted a clear written policy for the fair and equitable allocation of transactions, (*e.g.,* pro-rata allocation, rotational allocation, or other means) which is disclosed in Private Client Services Form ADV Part 2A.

IPOs

Initial public offerings ("IPOs") or new issues are offerings of securities which frequently are of limited size and limited availability. These offerings may trade at a premium above the initial offering price.

In the event Private Client Services participates in any new issues, Private Client Services policy and practice is to allocate new issues shares fairly and equitably among our advisory clients according to a specific and consistent basis so as not to advantage any firm, personal or related account and so as not to favor or disfavor any client, or group of clients, over any other.

Trade Errors

As a fiduciary, Private Client Services has the responsibility to effect orders correctly, promptly and in the best interests of our clients. In the event any error occurs in the handling of any client transactions, due to Private Client Services actions, or inaction, or actions of others, Private Client Services policy is to seek to identify and correct any errors as promptly as possible without disadvantaging the client or benefiting Private Client Services in any way.

If the error is the responsibility of Private Client Services, any client transaction will be corrected and Private Client Services will be responsible for any client loss resulting from an inaccurate or erroneous order.

Private Client Services policy and practice is to monitor and reconcile all trading activity, identify and resolve any trade errors promptly, document each trade error with appropriate supervisory approval and maintain a trade error file.

Large Trader Reporting

Large traders (defined as a person whose transactions in NMS securities in aggregate equal to or exceed two million shares or $20 million during any calendar day, or 20 million shares or $200 million during any calendar month) will be required to identify themselves to the SEC through the filing of Form 13H on the EDGAR system.

Private Client Services policy and practice is to monitor the volume of trading conducted to determine if

and when we become subject to filing Form 13H. Upon the determination that Private Client Services is a large trader subject to the large trading reporting requirements, the firm will submit its initial Form 13H filing (*i.e.,* within 10 days of first effecting transactions in an aggregate amount equal to or greater than the identifying activity level) and disclose our status as a large trader to registered broker-dealers effecting transactions on our behalf.

Once designated as a large trader, Private Client Services will affect the annual filing of Form 13H within 45 days of our fiscal year end and ensure that any amendments to Form 13H are timely filed.

Responsibility

Director of Advisory Operations has the responsibility for the implementation and monitoring of our trading policies and practices, disclosures and recordkeeping for the firm.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's trading policies are observed, implemented properly and amended or updated, which include the following:

- trading reviews, reconciliations of any and all securities transactions for advisory clients;
- monitoring the volume of the firm's transactions in NMS securities to determine if and when the firm is subject to large trader reporting obligations;
- (where possible,) instituting a segregation of trading-related roles and functions to ensure a functional process of checks and balances;
- Providing adequate disclosure about conflicts relating to allocations of investments among clients;
- establishing threshold reporting levels that require the trader to report to a member of senior management whenever a position loses value beyond a defined limit or begins to lose value in an unanticipated manner;
- Private Client Services will conduct periodic supervisory reviews of the firm's trading practices;
- monitring defined criteria that will trigger additional or heightened scrutiny of trading activity, including but not limited to, (i) unusual or high volume of trade error account activity; (ii) frequency of risk limit breaches; (iii) frequent requests for trade limit increases for the same counterparty; (iv) concentration of profitable or unprofitable trades, or patterns of trades and offsetting trades with the same counterparty; (v) reasons for and patterns in remote access trading accounts;
- annually conducts reviews of the firm's Form ADV, advisory agreements, and other materials for appropriate disclosures of the firm's trading practices and any conflicts of interests;and
- designation of a Brokerage Committee, or other designated person, to review and monitor the firm's trading practices.

If the firm is a 'Large Trader' pursuant to SEC Rule 13h-1 (the Large Trader Rule), the firm's trading practices should include the following:

- providing the firm's LTID (large trader identification number) to all registered broker-dealers executing trades on its behalf;
- maintaining an accurate and current list of its approved registered broker-dealers which details regarding notification of the firm's LTID; and

- ensuring timely filing of the annual update to Form 13H as well as quarterly updates when necessary, to correct information previously disclosed that has become inaccurate;

Valuation of Securities

Policy

Private Client Services, has adopted this policy which requires that all client portfolios and investments reflect current, fair and accurate market valuations. Any pricing errors, adjustments or corrections are to be verified, preferably through independent sources or services, and reviewed and approved by the firm's designated person(s) reasonably qualified in their position at PCS to make such decisions.

Private Client Services as a matter of policy and practice, currently does not sponsor the type of activities where the type of pricing described is involved.

Background

As a fiduciary, our firm must always place our client's interests first and foremost and this includes pricing processes, which ensure fair, accurate and current valuations of client securities of whatever nature. Proper valuations are necessary for accurate performance calculations and fee billing purposes, among others. Because of the many possible investments, various pricing services and sources and diverse characteristics ofmany investment vehicles, independent sources, periodic reviews and testing, exception reporting, and approvals and documentation or pricing changes are necessary with appropriate summary disclosures as to the firm's pricing policy and practices. Independent custodians of client accounts may serve as the primary pricing source.

Responsibility

Director of Advisory Operations, or the firm's designated person(s) reasonably qualified in their position at PCS to make such decisions has overall responsibility for the firm's pricing policy, determining pricing sources, pricing practices, including any reviews and re-pricing practices to help ensure fair, accurate and current valuations.

Procedure

Private Client Services has adopted procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services utilizes, to the fullest extent possible, recognized and independent pricing services and/or qualified custodians for timely valuation information for advisory client securities and portfolios.
- Whenever valuation information for specific illiquid, foreign, derivative, private or other investments is not available through pricing services or custodians, Private Client Services designated officer, trader(s) or portfolio manager(s) will obtain and document price information from at least one independent source, whether it be a broker-dealer, bank, pricing service or other source.
- Any securities without market valuation information are to be reviewed and priced by the Director of Advisory Operations or pricing committee in good faith to reflect the security's fair

and current market value, and supporting documentation maintained.

- Director of Advisory Operations will arrange for periodic reviews of valuation information from whatever source to promptly identify any incorrect, stale or mispriced securities.
- Any errors in pricing or valuations are to be resolved as promptly as possible, preferably upon a same day or next day basis, with repricing information obtained, reviewed and approved by the Director of Advisory Operations or the firm's designated person(s) reasonably qualified in their position at PCS to make such decisions.
- A summary of the firm's pricing practices should be included in the firm's investment management agreement.

Wrap Fee Adviser

Policy

Private Client Services acts as an advisor for the Advisory Allocation Account and Plus Portfolios, but does not advise or act as a sub-adviser in any other wrap fee program. The Firm sponsors its own wrap fee program that is driven by the individual adviser and introduces clients to third party wrap fee programs mainly in a solicitor capacity.

Background

A wrap fee program is defined as any program under which any client is charged a specified fee or fees not based directly upon transactions in a client's account for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions. Wrap fee programs also typically include custody services as part of the all-inclusive services in the program.

Responsibility

Director of Advisory Operations has the responsibility for insuring the firm's policy is followed and that Private Client Services does not participate as an adviser/subadvisor in any wrap fee programs unless appropriately approved and all regulatory requirements are met.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate, which include the following:

- Private Client Services designated officer annually monitors the firm's businesses and advisory services, including reviews of the firm's Form ADV and disclosures; and
- Private Client Services designated officer also monitors the firm's advisory services to ensure that participation in any wrap fee programs as an adviser/subadvisor would only be allowed after appropriate management approvals, disclosures and meeting regulatory requirements.

PCS has several advisory programs that it offers in its capacity as an investment adviser. Different rules apply to advisory accounts than brokerage accounts. When you provide services under any of the following programs (which are referred to as "Advisory Services"), you are subject to the rules in this Manual:

- Asset Allocation Account ("AAA")
- Plus Portfolios
- American Funds F2
- Private Investment Management ("Rep as PM")
- Third Party Asset Managers ("TPAM")

Financial Planning is also an advisory product.

Wrap Fee Sponsor

Policy

Private Client Services sponsors a wrap fee program and is compensated in the program for sponsoring, organizing or administering the program, or for selecting, or providing advice to clients regarding the selection of other investment advisers in the program.

As the sponsor, and as a matter of policy, Private Client Services has prepared Part 2A Appendix of Form ADV: Wrap Fee Program Brochure which is maintained on a current basis with appropriate disclosures regarding the program, fees, services, and conflicts of interest, among other things which is provided to any prospective clients who are appropriate for the wrap fee program and to any subadvisors participating in the wrap fee.

Background

A wrap fee program is defined as any program under which any client is charged a specified fee or fees not based directly upon transactions in a client's account for investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and execution of client transactions.

Wrap fee programs also typically include custody services as part of the all-inclusive services in the program.

Responsibility

Director of Advisory Operations has the responsibility for the implementation and monitoring of our wrap fee policy, practices, disclosures and recordkeeping.

Procedure

Private Client Services has adopted various procedures to implement the firm's policy and conducts reviews to monitor and ensure the firm's policy is observed, implemented properly and amended or updated, as appropriate which include the following:

- Private Client Services Chief Compliance Officer or a CCO designated person reviews periodically the components of the wrap fee program including, adviser(s), subadvisors, broker-dealer and custodian(s) and the services provided by each which includes an assessment of

whether participating advisers are permitted to "trade away" from the firm's wrap trading desk;

- Private Client Services designated person shall require participating advisers to provide periodic data pursuant to any trading away activity, including the frequency of such transactions (on a per strategy basis, if applicable) and the associated costs on a per trade/share basis;
- Private Client Services designated person shall also conduct periodically an analysis of accounts to identify wrap accounts with low levels of trading and wrap accounts with high cash balances;
- Private Client Services designated person also reviews on at least a semi-annually basis, Private Client Services Part 2A Appendix 1 of Form ADV: Wrap Fee Program Brochure and Form ADV Part 1, and makes amendments as appropriate to maintain and ensure the firm's disclosures and documents are accurate and current; and
- Private Client Services distributes, at least annually, the firm's Wrap Fee Program Brochure, and Brochure Supplements, as amended, to (i) participants of the wrap fee program, and (ii) advisers and/or subadvisors of the program for delivery to current and prospective clients.

Heightened Supervision

Designated Supervising Principal

The firm's designated Supervising Principals are responsible for ensuring all individuals so required, are under heightened supervision and when applicable, monitor the activities of those individuals closely as defined within the special supervisory procedures/heightened supervision plan.

Supervisory Review Procedures and Documentation

The following criteria will be used by appropriate designated Supervising Principals, along with guidance from Senior Management, to help determine whether a registered individual should be subject to special or heightened supervision:

- Registered representatives with a history of customer complaints, disciplinary actions and/or arbitration (three or more customer complaints alleging sales practice abuse within the past two years, including written complaints, arbitrations, civil actions);
- Registered representatives who develop such a history while associated with this firm
- Registered representatives terminated from prior employment for what appears to be a significant sales practice or regulatory violation;
- Registered representatives who have had a frequent change of employers within the industry (three or more broker/dealers in the past five years);
- Person(s) with a complaint filed by a regulator;
- An injunction in connection with an investment-related activity; or
- Registered representatives with history of or currently holding financial disclosures, such as bankruptcy, liens, compromise with creditors or other personal financial issues.

At such time as an individual has been identified as requiring heightened supervision, our direct Supervising Principal will develop and implement special supervisory procedures structured to address specific sales practice concerns raised by the individual's history. Factors considered will be the product, customer and/or activity type with which the individual is involved, and the level and risks presented. Restriction of the individual's activities will be considered.

Documentation as to all discussions concerning this individual's special supervisory needs, time frames, limitations, pre-approval on some or all trades, verification of customers of new account information when accounts are opened, extra training or CE in areas subject to special supervision, etc., with copies of the special supervisory procedures created to address those needs, will be maintained in our files, with a copy

signed off on by the supervising principal and the individual being placed under special supervision. The designated Supervisor will communicate the plan of heightened supervision to the CCO.

The individual's prior history may be factored into our Needs Analysis determining the scope of continuing education to be afforded this individual. Documentation as to the CE review and determination as to any additional requirements to individuals under heightened supervision will be maintained.

The designated Supervising Principal will hold regular meetings with any individual under their direct supervision falling within the above parameters requiring heightened supervision, to discuss the ongoing responsibilities of each, and to determine the continuing willingness of the individual to accept the special supervision. Detailed notes concerning these meetings, including any issues raised which are problematic, will be maintained in the files, including any steps taken by the supervisor to address concerns.

Periodically, Compliance may meet with Supervisory Principals who are responsible for enforcing heightened supervision over any individuals, to ensure the supervisor fully understands the requirements and continues to accept the heightened supervisory responsibilities. These meetings will also be utilized to determine whether any limitations can be removed, if additional limitations should be added, if the timeframe of heightened supervision should be shortened or extended, etc. Detailed notes concerning these meetings will be retained in the files, indicating dates of meetings, discussion areas, determinations made based on the discussions, etc.

Compliance may meet with the Supervising Principal and the individual under heightened supervision at the end of the specified period requiring heightened supervision. This meeting will be to determine (a) whether the objectives of the supervisory arrangement were met and (b) the need to extend the period of special supervision. Detailed notes concerning all such meetings, including who attended, the date of the meeting, issues discussed, determinations made, etc. will be maintained in the files. If a determination is made that the heightened supervisory period should be extended, the individual will be advised of the new time frame, and requested to sign off on it, indicating his or her consent to the arrangement. A decision will also be made at such meetings whether to amend in any manner the supervisory needs and/or limitations. Any such changes will be distributed appropriately and maintained in the file.

Form CRS

Policy

As a registered investment adviser, Private Client Services has a duty to provide an updated version of Form CRS any time when clients: 1) open a new account different from their existing accounts; 2) receive a recommendation to roll over assets from a retirement account; or 3) receive a recommendation for a new investment advisory service that would not be held in an existing account.

Form CRS is also Part 3 of Form ADV, which Private Client Services under Rule 204-5, must deliver alongside the Part 2A brochure to prospective clients. As a matter of policy, Private Client Services maintains all drafts of its Form CRS at its principal office in a secure manner and location for a minimum of five years.

Background

The SEC adopted rules requiring all SEC-registered investment advisers with retail clients to create a new Form ADV Part 3, also known as a Client Relationship Summary (Form CRS), with the purpose of further explaining the nature of their services and relationship, their fees and costs, and their standard of conduct

and conflicts of interest to prospective clients.

Investment advisers' initial relationship summaries were required to be filed on IARD by June 30, 2020 with the underlying rules taking effect that same day which required the initial Form CRS be delivered to each of the investment adviser's existing retail clients within 30 days of this date.

Responsibility

The Chief Compliance Officer has the responsibility for the implementation and monitoring of our policies, practices, disclosures and recordkeeping and to ensure our Form CRS is updated and delivered on a timely basis.

Procedure

Private Client Services has adopted procedures to implement the firm's policy and conducts reviews to monitor and determine whether policy is observed, and amended as appropriate, which include the following:

- Updating the relationship summary and filing it in accordance with Form CRS instructions within 30 days whenever any information in the relationship summary becomes materially inaccurate. The filing must include an exhibit highlighting the changes;
- Delivering the current Form CRS to each prospective client either prior to or at the time of entering into an advisory agreement with the client;
- Communicating any changes in the updated relationship summary to retail investors who are existing clients or customers within 60 days after the updates are required to be made and without charge;
- Disclosing specific conflicts of interest to ensure that clients give informed consent;
- Mitigating or at the very least disclosing whether and/or how our allocation policies may impact our clients if trades for multiple clients are done at once;
- Delivering the amended relationship summaries highlighting the most recent changes or providing an additional disclosure showing revised text or summarizing the material changes as an exhibit to the unmarked amended relationship summary;
- Delivering the most recent relationship summary to a retail investor who is an existing client or customer before or at the time Private Client Services: (i) opens a new account that is different from the retail investor's existing account(s); (ii) recommends that the retail investor roll over assets from a retirement account into a new or existing account or investment; or (iii) recommends or provides a new brokerage or investment advisory service or investment that does not necessarily involve the opening of a new account and would not be held in an existing account;
- Delivering the relationship summary within 30 days upon an investor's request; and
- Conducting periodic reviews of our Form CRS records to ensure:
  - o the most up-to-date version is being used and has also been updated/is in the process of being updated in the Form ADV;
  - o evidence of the delivery of both initial and amended summaries to clients; and
  - o any changes in the amended summaries are properly disclosed