

if there is ever any material change their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Advisor’s previous recommendations and/or services. Notice to Advisor must be provided in writing by mail or email.

Retirement Rollovers—Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (including a combination of these options): (i) leave the money in the former employer’s plan, if permitted, (ii) roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account (“IRA”), or (iv) cash out plan account assets (which likely would result in adverse tax consequences, especially for those under age 60). If Advisor recommends that a client roll over their retirement plan assets into an account we manage, such a recommendation creates a conflict of interest if we will earn new or increased compensation as a result of the rollover. No client is under any obligation to rollover retirement plan assets to an account we manage.

Portfolio Activity: Advisor has a fiduciary duty of loyalty and care to provide services consistent with the client’s best interest. As part of its investment advisory services, Advisor will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, account additions/withdrawals, factor rebalancing or style drift, loss harvesting, tax bracket leverage, and/or a change in the client’s investment objective. Based upon these considerations, there may be extended periods of time when Advisor determines that changes to a client’s portfolio are neither necessary nor prudent. Clients nonetheless remain subject to the fees described in *Item 5* below during periods of low account activity.

Investment Risk: Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including particular investments and/or investment strategies recommended or undertaken by Advisor) will be profitable or equal any specific performance level(s). Historic past performance from a recent time period is no guarantee or any assurance of future results.

Use of Dimensional Fund Advisor portfolios: Many mutual funds are available directly to the public, without need to engage an investment professional as an intermediary. That is, they may be utilized and available independent of engaging Advisor. Other mutual funds, such as those issued by Dimensional Fund Advisors (“DFA”), are generally only available through a specially approved group of registered investment advisers. Advisor utilizes primarily DFA mutual funds. Therefore, if the Client was to terminate Advisor’s services, restrictions regarding transferability and/or additional purchases of, or reallocation among, DFA funds will apply.

D. Advisor does not participate in a wrap fee program.

E. As of December 31, 2019, Advisor had approximately \$162,102,083 in regulatory assets under management with 95 discretionary advisory Client households. \$14,636,435 of assets was associated with advice provided for employer retirement plans.

Item 5/Fees and Compensation

A. Advisor’s fee schedules are on Pages 6, 7 and 8. The fee for investment management services may incorporate part or all of the wealth planning consulting fee but solely at Advisor’s discretion. Where the fee has been adjusted downward (often after first two years of the engagement), wealth planning consulting may be limited or not provided at all. The investment management services agreement automatically renews each calendar year. However, the wealth planning consulting agreement does terminate at the end of each calendar year or after six months, whichever is longer. The level of wealth planning consulting necessary or utilized in the previous year is reviewed annually.

B. Advisor’s fee schedule has both fixed and variable components. Premier, Preferred and Standard service levels have minimum fee bases that may apply regardless of a client household’s actual or total assets under management and/or advisement. Total client household fee will increase in excess of base fee per fee schedules below. For clients continuing to request substantial wealth planning consulting services after their initial two years and have renewed their agreement, in lieu of a separate fee any Advisor fee reductions will be suspended. Due to high utilization or unforeseen expenses incurred during the prior calendar year, wealth planning consulting may be limited or not offered without supplemental wealth planning fees. Advisor fees are always separate from legal, accounting or other professional fees, even if such professional was recommended by Advisor.

Ongoing wealth management services require an *Investment Management Agreement* (IMA). Where a *Wealth Planning & Consulting Agreement* (WPC) begins the advisory relationship, part or all of the retainer fee paid may be creditable toward the first IMA quarterly billing and set-up fees for each account (discussed below) requiring a custodian approved by Advisor for holding those funds.

WEALTH PLANNING AND CONSULTING

Advisor provides Wealth Planning and Consulting (WPC) services based on fee schedule located on Page 6. This service does not provide for or include investment management services. Wealth planning services in addition to the standard services described in *Item 4 (B)* are separately negotiated and only provided based on hourly or negotiated charges.

WEALTH PLANNING & CONSULTING SCHEDULE

Client Household	If Income and Net Asset Base	Annually
<i>Professional Report</i>	\$2 million minimum	\$10,000+
<i>Professional Report II</i>	\$5 million minimum	\$20,000+
<i>Standard Level</i>	Up to \$1 million	\$10,000
<i>Preferred Level</i>	Next \$2 million+	\$20,000
<i>Premier Level</i>	Next \$2 million+	\$30,000+
<i>Supreme Level</i>	Next \$5 million+	\$50,000+

WPC fee may be credited quarterly toward investment management services.