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This Form ADV Part 2A Brochure (herein after "Brochure") provides information about the qualifications and business practices of Focus Partners Advisor Solutions, LLC ("FPAS"). If you have any questions about the contents of this Brochure, please contact us at (800) 711-2027. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

FPAS is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The oral and written communications of an advisor provide you with information to use when determining to hire or retain an advisor.

FPAS is distributing this Brochure to you so that you may have a better understanding of our qualifications and business practices.

Additional information about FPAS also is available on the SEC's website [www.adviserinfo.sec.gov/](http://www.adviserinfo.sec.gov/). You can search this site by using a unique identifying number, known as a CRD number. The CRD number for FPAS is 143319. Registration with the SEC does not imply a certain level of skill or training.



## ITEM 2: MATERIAL CHANGES

This Item discusses only the material changes that have occurred since FPAS's last Annual Update filed in March 2024.

This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes.

The most recent update of our Brochure was January 13, 2025, and had the following material changes since our last annual updating amendment:

- On January 2, 2025, Buckingham Strategic Partners, LLC ("BSP") officially changed its legal name to Focus Partners Advisor Solutions, LLC ("FPAS"). Throughout this Brochure, unless indicated intentionally for specific reasons, "BSP" will not appear in this Brochure. This name change has no impact on FPAS' ownership, management, operations, or services.
- On January 13, 2025, FPAS changed its office address to 190 Carondelet Plaza, Suite 600, St. Louis, MO 63105
- On June 30, 2024, The Colony Group, LLC ("Colony") and a FPAS affiliate, Buckingham Strategic Wealth, LLC ("BSW"), merged their advisory practices with the combined entity continuing to operate as Colony with a dba of Buckingham Strategic Wealth. FPAS has historically shared services with BSW, and FPAS continues to share services with the merged entity. As of January 13, 2025, the merged Colony and BSW officially changed its name to Focus Partners Wealth, LLC.
- On June 30, 2024, the management entity that provided persons to serve as officers and leaders of both FPAS and BSW entered into a transaction with Focus Financial Partners, LLC and Colony resulting in changes to Appendix A of the ADV for FPAS. While changes occurred, no FPAS day to day leadership changes resulted from the transaction.

Our most recent Annual Updating Amendment was filed on March 20, 2024.

FPAS amends this brochure at least annually. To receive a copy of our most recent brochure at any point during the year, please call the Compliance Department toll-free at (800) 711-2027 or email [FPAScompliance@focuspartners.com](mailto:FPAScompliance@focuspartners.com) and a copy will be sent to you without charge.

We will provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.



**ITEM 3: TABLE OF CONTENTS**

ITEM 2: MATERIAL CHANGES ..... 2

ITEM 3: TABLE OF CONTENTS ..... 3

ITEM 4: ADVISORY BUSINESS ..... 5

    Focus Financial Partners ..... 5

    Overview ..... 5

    Turnkey Asset Management Services ..... 6

    FPAS Retirement Solutions Services ..... 6

    Sub-Advisory Services ..... 7

    Fixed Income Only Sub-Advisory Services ..... 8

    SA Fund Management ..... 8

    Strategic and Other Services ..... 9

    No Legal or Public Accounting Advice ..... 9

ITEM 5: FEES AND COMPENSATION ..... 9

    Organizational Oversight ..... 9

    Turnkey Asset Management Services & Sub-Advisory Services ..... 10

    FPAS Retirement Solutions Services ..... 11

    Strategic Services ..... 11

    Unmanaged Accounts ..... 11

    Additional Information ..... 12

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT ..... 12

ITEM 7: TYPES OF CLIENTS ..... 12

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS ..... 12

    Risk of Loss ..... 13

    Cybersecurity ..... 15

    Market Disruption; War, Terrorism, Global Health Crises and Geopolitical Risk ..... 15

ITEM 9: DISCIPLINARY INFORMATION ..... 16

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS ..... 16

    Focus Financial Partners ..... 16

    Colony/Buckingham Strategic Wealth Now Known as Focus Partners Wealth ..... 16

    Outside Business Activities ..... 17

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS ..... 17



ITEM 12: BROKERAGE PRACTICES.....	18
Trade Errors .....	20
ITEM 13: REVIEW OF ACCOUNTS.....	20
Reviews .....	20
Reports.....	21
ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION.....	21
Payment of Referral Fees .....	24
ITEM 15: CUSTODY.....	25
ITEM 16: INVESTMENT DISCRETION .....	25
ITEM 17: VOTING CLIENT SECURITIES .....	25
ITEM 18: FINANCIAL INFORMATION .....	26

## ITEM 4: ADVISORY BUSINESS

FPAS has been providing services since 1997 (formally under the BAM Advisor Services, the Loring Ward, and Buckingham Strategic Partners name).

As of September 30, 2024, FPAS had \$14.28 billion of discretionary regulatory assets under management and \$15.06 billion of non-discretionary regulatory assets under management. In addition, FPAS provides administrative, back-office and retirement plan services to \$13.89 billion of assets managed or advised by the independent firms that hire FPAS for its services. In the aggregate, the total number of assets under management or administration was \$43.23 billion.

### Focus Financial Partners

FPAS is part of the Focus Financial Partners, LLC ("Focus LLC") partnership. Specifically, FPAS is a wholly-owned indirect subsidiary of Focus LLC. Ferdinand FFP Acquisition, LLC is the sole managing member of Focus LLC. Ultimate governance of Focus LLC is conducted through the board of directors at Ferdinand FFP Ultimate Holdings, LP. Focus LLC is majority-owned, indirectly and collectively, by investment vehicles affiliated with Clayton, Dubilier & Rice, LLC ("CD&R"). Investment vehicles affiliated with Stone Point Capital LLC ("Stone Point") are indirect owners of Focus LLC. Because FPAS is an indirect, wholly-owned subsidiary of Focus LLC, CD&R and Stone Point investment vehicles are indirect owners of FPAS.

Focus LLC also owns other registered investment advisers, broker-dealers, pension consultants, insurance firms, business managers and other firms (the "Focus Partners"), most of which provide wealth management, benefit consulting and investment consulting services to individuals, families, employers, and institutions. Some Focus Partners also manage or advise limited partnerships, private funds, or investment companies as disclosed on their respective Form ADVs.

Focus Partners' day-to-day operations are managed and overseen by its Executive Committee. The Executive Committee provides operational oversight and execution. It also drives the overall design and implementation of Focus Partners' strategic priorities.

### Overview

FPAS primarily provides turnkey asset management services to independent registered investment advisors (investment advisors). FPAS's services will include, but are not limited to, coordinating with custodians, client billing services and account reconciliation, providing access to certain investment options, various portfolio management tools and other administration and support to investment advisors throughout the country. The services may be performed internally or through affiliated and non-affiliated third parties. In exercising some of these services, FPAS may be granted discretion over certain client accounts. The details of that discretionary authority is determined by the client on a client by client basis at the time of an account opening.

FPAS also provides fixed income sub-advisory services to investment advisors and their clients if requested. FPAS provides fixed income investment allocation recommendations and management services to the registered investment advisors for their clients. Through the investment advisor's investment advisory agreements with their clients, FPAS is granted the discretionary authority to select fixed income securities for clients based on the asset allocation provided by the investment advisor and client. Additionally, FPAS provides retirement plan services to participant-directed pension and profit-sharing plans.

Investors receive this ADV based upon their decision to engage their independent registered investment advisor to manage a portfolio consisting of fixed income securities and their advisor's decision to use FPAS as a fixed income sub-advisor, exercising limited investment discretion over the investor's account for fixed income management or as a result of FPAS providing 3(38) services for a retirement plan. Investment advisors receive

this ADV based upon their or their advisor's decision to contract with FPAS for turnkey asset management and fixed income sub-advisory services for their firms.

For advisory services where we are acting as a fiduciary, we have duties of care and of loyalty to you and are subject to obligations imposed on us by the federal and state securities laws. As a result, you have certain rights that you cannot waive or limit by contract. Nothing in our agreement with you should be interpreted as a limitation of our obligations under the federal and state securities laws or as a waiver of any unwaivable rights you possess.

### **Turnkey Asset Management Services**

FPAS assists independent registered investment advisors who provide portfolio management and employee benefit retirement services to investors. FPAS educates investment advisors on the principles and tenets of Modern Portfolio Theory (MPT) as a methodology for structuring investment portfolios with long-term investment goals. FPAS also provides investment advisors with model investment portfolios that demonstrate the historical risk and return results of multiple asset class allocations to investors and that investment advisors may use as starting points to manage investment accounts.

On an ongoing basis, FPAS will recommend to investment advisors investments, including the allocations to various asset classes, for the investment advisor's consideration based on its market research. FPAS's advisory services are designed to educate investment advisors on how to offer long-term investment solutions through appropriate asset allocations.

FPAS primarily recommends that investment advisors use passively managed and/or evidence-based mutual funds and exchange traded funds (ETFs). FPAS will also provide advice to investment advisors regarding various other securities, including, but not limited to, equity securities (stocks), certain alternative investment securities, corporate debt securities, certificates of deposit, variable investment company products and municipal/government bonds.

In conjunction with FPAS's advisory services, FPAS provides comprehensive support to investment advisors, which includes, but is not limited to:

- a. Acting as operational liaison between advisors and approved custodians;
- b. Providing a billing platform for advisors with the ultimate responsibility for fee schedules set by the advisors;
- c. Providing portfolio management and trading as requested by advisors;
- d. Performing reconciliation and maintenance of certain client account data;
- e. Providing access to certain investment options and research;
- f. Providing access to various portfolio management tools and performance reports; and
- g. Undertaking other administrative actions, agreed to by all parties, necessary to provide requested support to advisors.

### **FPAS Retirement Solutions Services**

FPAS has identified certain retirement plan service providers (RPSPs), whose services include recordkeeping, third party administration, custody, plan installation or conversion and investment open architecture with the ability to handle asset allocation models. Plan representatives establish a relationship with their chosen providers. FPAS has and will continue to work with RPSPs to offer a package of services that meets an advisor's needs for qualified retirement plans. FPAS will, on an ongoing basis, provide training to investment advisors on using the preferred RPSPs' services, act as the liaison between the investment advisor and RPSPs if needed,

facilitate billing when appropriate and provide periodic accounting of assets under advisement in retirement plans set up with RPSPs via the FPAS 401k website.

FPAS provides 3(38) investment management and advisory consulting services to participant-directed defined contribution plans and Cash Balance Plans. FPAS constructs and maintains model portfolios for retirement plan participants as a fiduciary to these plans. FPAS coordinates these services with other independent investment advisors to which FPAS may provide the back-office services described above. However, not being a back-office client of FPAS does not preclude a plan from using the FPAS Retirement Solutions platform.

Defined contribution plan participants can select from the model portfolios, Target Date Funds or construct their own customized portfolio from the funds made available within the plan. FPAS will have discretion over the funds to be made available in the plan at any given time. The independent advisors with which FPAS coordinates clients' services will discuss plan investments and fiduciary obligations with the plan sponsor or trustee as a part of this multi-party service.

The model portfolios generally include multiple asset categories of mutual funds managed by fund companies. FPAS shall select, monitor and change funds or allocations in the model portfolios from time to time as determined by FPAS in its discretion. As a best practice, from time to time, FPAS directs the recordkeeper to rebalance the models or make changes to them to the extent necessary to comply with the current allocation of FPAS's model portfolios.

FPAS's fee for FPAS Retirement Solutions does not include any brokerage commissions, custodial, administrative or recordkeeping fees, or other expenses incurred by the plan and/or plan participants. FPAS's fee is also separate and distinct from any fees charged by other investment advisors. FPAS is authorized in its agreement with the plan to deduct the fee directly from the plan's custodial account.

FPAS Retirement Solutions is a fiduciary under the Employee Retirement Income Security Act of 1974, as amended ("ERISA") with respect to investment management services and investment advice provided to ERISA plan clients. FPAS Retirement Solutions is also a fiduciary under section 4975 of the Internal Revenue Code (the "IRC") with respect to investment management services and investment advice provided to ERISA plans. As such, FPAS is subject to specific duties and obligations under ERISA and the IRC that include, among other things, prohibited transaction rules which are intended to prohibit fiduciaries from acting on conflicts of interest. When a fiduciary gives advice in which it has a conflict of interest, the fiduciary must either avoid or eliminate the conflict or rely upon a prohibited transaction exemption (a "PTE").

### **Sub-Advisory Services**

FPAS may be engaged by investment advisors to act as a sub-advisor for accounts of investment advisor's clients. FPAS shall provide various model asset allocation portfolios (each a "Portfolio", collectively "Portfolios") for selection by independent advisors. Each Portfolio strives to achieve long-term risk and return objectives through diversification among multiple asset classes using investment options available to FPAS, which may include, but is not limited to, mutual funds and/or exchange traded funds from Dimensional Fund Advisors LP, Bridgeway Capital Management, Inc., AQR Capital Management, LLC, The Vanguard Group, Inc., Stoneridge Asset Management, LLC, iShares, Cliffwater, LLC, BlackRock, Inc. or other providers selected by FPAS. Each Portfolio is designed to meet a particular investment goal which the independent investment advisor has determined is suitable to their client's circumstances. Once the appropriate Portfolio(s) has been determined, the Portfolio will continuously be managed based on the portfolio's goal and FPAS, if granted, will have the discretionary authority to manage the Portfolio(s), including rebalancing. However, the investment advisor, on behalf of their advisory client, will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio. Should material life events occur, clients

should immediately contact their independent investment advisor to determine if changes to an account and the allocation of the assets held in the account are necessary.

### **Fixed Income Only Sub-Advisory Services**

FPAS can provide additional specific fixed income sub-advisory services related to fixed income accounts of investment advisor's clients. If the investment advisor and client agree to include an allocation of fixed income securities, the investment advisor may retain FPAS as a fixed-income sub-advisor to their client's account subject to certain account minimums.

If the investment advisor and client agree to allocate assets to a fixed income portfolio, the client must grant the investment advisor with discretionary authority to retain FPAS as a sub-advisor of such portfolio and grant FPAS discretionary authority to manage such portfolio.

Upon purchasing of fixed income securities for a client's account, FPAS will provide periodic monitoring of the client's fixed income investments for any material changes including structure or credit quality. If material changes arise that FPAS believes necessitate the selling of securities, FPAS will undertake such sale and replacement, if necessary, in accordance with previously agreed to procedures with advisor and/or client spelled out in separate agreements. Additionally, FPAS may perform tax loss harvesting as FPAS deems appropriate, but only for securities purchased by FPAS or for which FPAS is provided cost basis and trade date.

### **SA Fund Management**

FPAS is the investment manager, administrator, and shareholder servicing agent of the SA Funds – Investment Trust ("SA Funds"). For further information about the SA Funds, refer to the applicable prospectus at <https://advisor.focuspartners.com/sa-funds/>. FPAS defines the investment objectives of the individual SA Funds, administers the SA Funds, monitors the Sub-Adviser and other service providers to the SA Funds, and is responsible for the servicing of the SA Funds' shareholders. For its services to the SA Funds, FPAS receives management, administration, and shareholder servicing fees from each of the SA Funds (with the exception of the SA Worldwide Moderate Growth Fund) as described in the SA Funds' prospectuses.

All of the officers of the SA Funds are employees or officers of FPAS. They do not receive compensation from the SA Funds for this service. FPAS is compensated directly from the SA Funds, as described in the SA Funds' prospectus. FPAS does not emphasize one SA Fund over another except as part of an overall portfolio or asset-class allocation strategy.

FPAS has contracted with Dimensional Fund Advisors LP ("DFA"), an unaffiliated registered investment adviser, to buy and sell securities that fulfill the asset-class investment components of the SA Funds (with the exception of the SA Worldwide Moderate Growth Fund, which is serviced by FPAS). DFA uses a committee of investment professionals to manage the assets of these Funds. FPAS relies on DFA as the SA Funds' sub-adviser to obtain best execution for all trading performed on behalf of the SA Funds.

FPAS may contract with other mutual fund sub-advisers when additional funds are added to the Trust or should FPAS determine that the continued use of DFA is not advantageous to the SA Funds or its shareholders. FPAS and the Trust have obtained exemptive relief to change sub-advisers for any SA Fund by a vote of the Board of Trustees of the Trust. It may also retain others to perform accounting, administration, and shareholder services.

FPAS generally pays some or all custodial transaction charges for clients of investment advisors utilizing the SA Funds, subject to certain restrictions and thresholds, as part of its "No Transaction Fee" solution.



### Strategic and Other Services

The Strategic Service program consists of mutual fund and ETF model portfolio construction and strategic advice provided exclusively to investment advisors for implementation to their clients. Mutual fund model portfolios (“Model Portfolios”), are generally constructed utilizing either the DFA Funds, SA Funds, Vanguard Funds or other similar type funds, and services may include the periodic rebalancing of Model Portfolios. ETF model portfolios are generally constructed using DFA ETFs, Vanguard ETFs, Blackrock or other similar ETFs.

From time to time, FPAS acts as a research provider to other registered investment advisors.

FPAS makes available to investment advisors and their clients the option of obtaining certain credit and cash management financial solutions from unaffiliated third-party financial institutions with the assistance of FPAS’s affiliate, UPTIQ Treasury & Credit Solutions, LLC (together with UPTIQ, Inc. and its affiliates, “UPTIQ”) and Flourish Financial LLC (“Flourish”). Focus Financial Partners, LLC (“Focus”) is a minority investor in UPTIQ, Inc. UPTIQ is compensated by sharing in the revenue earned by such third-party financial institutions for serving our clients. Although the revenue paid to UPTIQ benefits UPTIQ Inc.’s investors, including Focus, our parent company, no Focus affiliate will receive any compensation from UPTIQ or Flourish that is attributable to our clients’ transactions. Investment advisors and their clients who use UPTIQ’s services will receive product-specific disclosure from the unaffiliated third-party financial institutions and other unaffiliated third-party intermediaries that provide such services.

FPAS makes available to investment advisors and their clients the option of obtaining certain insurance solutions from unaffiliated, third-party insurance brokers (the “Brokers”) with the assistance of FPAS’s affiliate, Focus Risk Solutions, LLC (“FRS”), a wholly owned subsidiary of FPAS’s parent company, Focus Financial Partners, LLC. If FRS refers one of these investment advisors’ clients to a Broker and there is a subsequent purchase of insurance through the Broker, then FRS will receive a portion of the upfront and/or ongoing commissions paid to the Broker by the insurance carrier with which the policy was placed. Investment advisors and their clients who use FRS’s services will receive product-specific disclosure from the Brokers and insurance carriers and other unaffiliated third-party intermediaries that provide such services.

For certain clients, FPAS provides an additional service for client held-away accounts that are maintained at independent third-party custodians where FPAS utilizes order management system to implement asset allocation or rebalancing strategies on behalf of the client for those held-away accounts. These are primarily 401(k) accounts, 529 plans and other assets FPAS does not directly manage and is maintained by the client. FPAS regularly reviews the current holdings and available investment options in these held-away accounts, monitors the held-away accounts, rebalances and implements the client’s investment strategies as necessary. The order management system that we use for held-away accounts is provided by Pontera Solutions, Inc.

### No Legal or Public Accounting Advice

While associates of FPAS and affiliated companies may be licensed attorneys or certified public accountants and certain associates of affiliated companies engage in outside public accounting activities, neither affiliated companies or FPAS is a law firm or a public accounting firm and does not provide any legal or public accounting advice. Clients should seek the counsel of a qualified certified public accountant and/or attorney when necessary.

## Item 5: Fees and Compensation

### Organizational Oversight

FPAS has instituted various levels of oversight to ensure its professionals adhere to the firm’s policies and procedures and standards of business conduct. The Board of Directors manages and supervises the overall strategic direction of the firm. The professionals on the firm’s executive leadership team and Operating

Committee manage and supervise the overall day-to-day business operations of the firm. The professionals on the Board of Directors, executive leadership team and Operating Committee oversee all aspects of the business. The firm's Investment Policy Committee oversees the overall investment strategy advice being provided to clients and is responsible for guiding the firm's investment philosophy, approving or recommending specific investments and ensuring that investment decisions are consistent with firm's research and strategy.

### Turnkey Asset Management Services & Sub-Advisory Services

For certain client engagements, the fees charged by FPAS for its comprehensive turnkey asset management services are negotiated by the client's investment advisor based on the total assets of the investment advisor's client accounts using FPAS's services and paid to FPAS directly by the advisor and the client is not charged a fee from FPAS.

Additional fees to the investment advisor may be charged on accounts of its clients that are held with a custodian for which FPAS cannot download account information electronically or otherwise requires manual data entry. FPAS also reserves the right to charge differently on accounts with circumstances requiring unusual servicing efforts. Fees shall apply to accrued interest. Generally, fees shall apply to cash balances unless negotiated or agreed upon otherwise.

In other situations, FPAS will contract directly with the advisor and client to be paid directly by the client with the current standard fee schedule as follows:

<b>Asset Level</b>	<b>Maximum Annual Rate (paid quarterly)</b>
For the first amount from \$0 to \$500,000.00	0.65%
For the next amount from \$500,000.01 to \$1,000,000.00	0.35%
For the next amount from \$1,000,000.01 to \$5,000,000.00	0.25%
For any amount above \$5,000,000.00	0.20%

Specific procedures related to fee calculation and deduction are communicated during the on-boarding process and are detailed in each client and advisor agreement prior to execution. Fees shown above are the highest levels charged by FPAS as of the date of the ADV for its standard services and can be negotiated. Higher fees may be charged when there is client request for additional service above our standard service offering.

For accounts where FPAS has been engaged to provide these additional services, additional fees will apply. Costs are negotiated on a case-by-case basis under separate agreement with advisor and/or client.

The fees charged by FPAS do not include the advisory fees charged by independent investment advisors to their clients. These advisory fees are disclosed in each independent investment advisor's disclosure document.

The investment advisor, and in certain cases the client, will provide FPAS with authority to directly debit fees. Fees are billed in advance or arrears as determined under the contract between the parties.

For accounts billed in advance, fees are billed at the beginning of each calendar quarter, based upon the market value of the investment advisor's clients' accounts at the end of the previous quarter. For accounts billed in arrears, quarterly fees are based upon the average daily account balance during the most recent calendar quarter or, in certain circumstances, based upon quarter end market value.

The specifics of the calculations are detailed in the contract executed between the parties. Margin accounts are charged based on the equity value (excluding margin).

For certain clients, independent investment advisors will choose to include held away accounts mentioned above in item 4 for billing and portfolio trading. Fees are typically based on the assets within these held away accounts and are charged according to the valuation of the accounts at the close of the quarter as valued by the account custodian. To facilitate this, FPAS offers Pontera (formerly FeeX) as the technology solution used to allow FPAS to bring in data to bill and trade on behalf of independent investment advisor. For this service, FPAS will charge independent investment advisors an administrative fee.

For its services to the SA Funds, FPAS receives management, administration, and shareholder servicing fees from each of the SA Funds as described in the SA Funds' prospectus. The payments received by FPAS from the SA Funds are significant and may be greater than what FPAS would earn through other fee arrangements. This has the potential to create a conflict of interest, as it may appear to provide an incentive for FPAS to recommend the purchase of the SA Funds rather than other similarly situated mutual funds. FPAS addresses this potential conflict of interest by recommending asset-class target allocations that can be implemented using mutual funds other than the SA Funds (namely, the DFA Funds or other unaffiliated funds) and the actual selection of funds to be utilized to implement the asset-class target allocation is selected by the client and/or investment advisor. Based on such factors as the client's individual financial circumstances, expressed cash needs, risk tolerance, investment objectives, and other factors, the client and/or independent advisor can instruct FPAS to invest an account into an asset-class target allocation using the Funds they deem most appropriate.

Generally, service agreements between FPAS and the investment advisor may be terminated for any reason after providing sufficient written notice as more specifically detailed in each agreement.

### FPAS Retirement Solutions Services

For FPAS Retirement Solutions services, the fee schedule to the plan for FPAS's 3(38) investment management service is as follows:

<b>Assets Under Advisement</b>	<b>Annual Fee (paid quarterly)</b>
On the first \$1,000,000	0.20%
On the next \$4,000,000	0.15%
On the next \$5,000,000	0.08%
On all amounts thereafter	0.05%

The above fee schedule may be subject to negotiation depending on the facts and circumstances of the plan in question.

Fees are generally paid quarterly in advance. Fees charged by investment advisors for retirement plan services are separate and distinct from FPAS's fees for 3(38) investment management services.

### Strategic Services

Investment advisors and/or broker-dealers normally pay FPAS a portion of the fees they collect for providing portfolio construction and strategic advice. Such fees are generally 0.23% of the amount of assets invested into Model Portfolios that do not contain SA Funds and are subject to negotiation.

### Unmanaged Accounts

Should the client or investment advisor direct the purchase of other securities in an unmanaged account, such assets are not managed by FPAS, and FPAS does not collect an investment advisory fee on such assets or provide performance or other reporting on such assets.

**Additional Information**

In certain circumstances, fees and minimums will be negotiable based on unique circumstances.

All fees paid to FPAS are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses and a possible distribution fee. FPAS's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses that shall be incurred by investors. Investors may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Such charges, fees and commissions are exclusive of and in addition to FPAS's fee, and FPAS shall not receive any portion of these commissions, fees and costs. See Item 12 for further information related to brokerage practices.

For certain clients and for certain services, FPAS hires a service provider to provide operational services on client accounts ("Advisor's Agent"). FPAS grants authority to Advisor's Agent to perform various actions, including placing transactions with broker-dealers at the direction of FPAS and facilitating fee billing administration at the direction of FPAS. If a client has authorized FPAS to collect fees directly from accounts, Advisor's Agent calculates and deducts advisory and related fees from the client's accounts and then pays applicable parties, including FPAS and Advisor's Agent, as instructed by FPAS. When providing these services, Advisor's Agent is acting as an agent of FPAS.

**ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

FPAS does not charge performance-based fees (on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of a client).

**ITEM 7: TYPES OF CLIENTS**

As disclosed above, FPAS provides services to independent registered investment advisors, end individuals and registered investment companies. FPAS also provides FPAS Retirement Solutions services to qualified retirement plans.

FPAS typically suggests, but does not always require, a minimum account size of \$500,000 for discretionary individual fixed income management services.

**ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS**

FPAS's turnkey asset management services and sub-advisory services are provided to independent registered investment advisors.

These independent investment advisors are responsible for recommendations and/or selection of all investments on behalf of investors, except where investment advisors have retained FPAS, or its affiliate FPW, for specific monitoring and management of fixed income accounts or sub-advisory services as described above.

When using FPAS's back-office services, FPAS requires, as a general rule, that investment advisors must agree to follow the principles of MPT and its implementation through passive and/or evidence-based investment vehicles as the appropriate methodology for structuring investor client portfolios.

FPAS's services are based on long-term investment strategies incorporating the principles of MPT. FPAS's investment approach is firmly rooted in the belief that markets are "efficient" and that investors' returns are determined principally by asset allocation decisions, rather than market timing or stock picking.

FPAS recommends diversified portfolios, principally through the use of passively managed or evidenced-based ETFs or mutual funds. Some funds may be available only to institutional investors and clients of select investment advisors.

Investment advice may be offered on any investments held by an investor at the start of the advisory relationship.

### **Risk of Loss**

All investments are subject to risk. Investing in securities involves risk of loss that clients should be prepared to bear. All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds can be less than the purchasing power of the original investment.

The mutual funds and ETFs recommended by FPAS include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities, commodity futures and, in certain circumstances, funds that are focused on seeking alternative sources of return that have low or negative correlation to stocks and bonds, including funds investing in alternative lending securities, reinsurance-related securities, managed futures and currencies. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the more risky mutual funds used in FPAS's investment strategies are the U.S. and international small capitalization and small capitalization value funds, emerging markets funds, commodity futures funds, alternative lending securities funds, reinsurance funds, managed futures funds and funds holding currencies. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities, or TIPS) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds recommended by FPAS contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks can be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses within each applicable sector.

**Equity Securities Risk.** Equity securities (common, convertible preferred stocks, ETFs and other securities whose values are tied to the price of stocks, such as rights, warrants and convertible debt securities) could decline in value if the issuer's financial condition declines or in response to overall market and economic conditions. A fund's principal market segment(s), such as large-cap, mid-cap or small-cap stocks, or growth or value stocks, can underperform other market segments or the equity markets as a whole. Investments in smaller companies and mid-size companies can involve greater risk and price volatility than investments in larger, more mature companies.

**Fixed Income Securities Risk.** Fixed-income securities are subject to interest rate risk and credit quality risk. The market value of fixed income securities generally declines when interest rates rise, and the credit quality of the obligor of fixed income securities could weaken leading to a lower credit quality and value of securities.

**Asset Allocation Risk.** A fund's selection and weighting of asset classes and/or underlying funds can cause it to underperform other funds with a similar investment objective.

**Interval Fund Risk.** Where appropriate, FPAS may recommend certain funds structured as non-diversified, closed-end management investment companies, registered under the Investment Company Act of 1940 ("interval fund"). Investments in an interval fund involve additional risk, including lack of liquidity and restrictions on withdrawals. During any time periods outside of the specified repurchase offer window(s), investors will be unable to sell their shares of the interval fund. There is no assurance that an investor will be able to tender shares when or in the amount desired and the fund can suspend or postpone repurchases. Additionally, in limited circumstances, an interval fund may have a limited amount of capacity and may not be able to fulfill all purchase orders. While an interval fund periodically offers to repurchase a portion of its securities, there is no guarantee that investors may sell their shares at any given time or in the desired amount. The closed-end interval funds recommended by FPAS impose liquidity gates for each repurchase offer and in the event the offer is oversubscribed, the requested redemption amount may be reduced. As interval funds may expose investors to liquidity risk, investors should consider interval fund shares to be an illiquid investment.

Typically, the interval funds are not listed on any securities exchange and are not publicly traded. Thus, there is no secondary market for the fund's shares. Clients should carefully review the fund's prospectus to more fully understand the interval fund structure and the corresponding liquidity risks. Because these types of investments involve certain additional risk, these funds will only be utilized when consistent with a client's investment objectives, individual situation, suitability, tolerance for risk and liquidity needs. Investment should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some or all of the investment.

**Alternative Fund Risk.** Certain alternative funds (registered under the Investment Company Act of 1940) utilized by FPAS may employ use of derivatives, options, futures and/or short sales. Use of derivatives, options or futures by a Fund may be for purposes of gaining exposure to a particular asset group, for hedging purposes or for leverage purposes. The use of derivatives, options and futures exposes the funds to additional risks and transaction costs. In addition, if the Fund uses leverage through activities such as entering into short sales or purchasing derivative instruments, there are additional risks, including the fund having the risk that losses may exceed the net assets of the fund. The net asset value of a fund while employing leverage will be more volatile and sensitive to market movements. Clients should carefully review the fund's prospectus to more fully understand the risk of funds employing the use of derivatives, options, futures and/or short sales. Investments in these funds should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some or all of the investment.

**Margin Accounts and Borrowing Risk.** Clients may elect to add a margin loan balance to an eligible account. A margin account is a type of account in which a brokerage firm lends a client cash, using securities in the account as collateral, to purchase additional marginable securities or withdraw cash from the account.

Margin borrowing is a type of leveraged transaction in which the obligations are secured by the investments within a portfolio. Leveraged transactions entail greater risk than non-leveraged transactions. As a result, FPAS does not endorse the use of margin for purposes of leveraging an investment portfolio.

The use of margin presents significant additional risks, including but not limited to, margin interest debt, risk of loss, reduced flexibility for future income, leverage risk and margin call risk. Margin can magnify losses just as



dramatically as it can boost returns. If the value of the securities being used as collateral for the margin loan falls below the minimum equity maintenance requirement, the account may incur a margin call, meaning that cash or securities will need to be added to the account to increase equity and maintain the line of credit. Clients should obtain a complete copy of the custodian's account agreement, to fully understand margin-related activities.

**Values-based, or Environmental, Social and Governance Fund (“ESG”) or Socially Responsible Investments (“SRI”) Based Investing Risk.** Clients may elect to pursue an investment strategy targeting environmental, social and governance (“ESG”) issues and FPAS makes available investment models with a focus on ESG.

Clients and Advisors should carefully consider the risks and investment objectives of values-based, ESG or SRI funds, as an investment in these funds may not be appropriate for all investors and is not designed to be a complete investment program. An investment in these funds involves varying degrees of risk. Depending on the strategy or client-specific restrictions, a client's account may undergo exclusionary or inclusionary screening based on values-based, ESG and/or SRI criteria, as well as other criteria such as those based on religious beliefs.

These criteria are nonfinancial reasons to exclude or include a security and therefore the client's account or strategy may forgo some market opportunities available to portfolios that don't use such screening. Socially responsible criteria may include any criterion that is intended to further, or is branded, advertised, or otherwise publicly described by the investment manager as furthering factors such as international, domestic, or industry agreements relating to environmental or social goals; corporate governance structures based on social characteristics; or social or environmental goals. It is possible that certain strategies may also emphasize financial returns as a secondary consideration after other investor preferences. Values-based, ESG or SRI strategies and investments may underperform strategies that do not consider socially responsible investing factors. In addition, information used in evaluating an investment may be incomplete, inaccurate or unavailable, which could adversely affect the ability to apply socially responsible investing criteria.

### **Cybersecurity**

The computer systems, networks and devices used by FPAS and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs, as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers and other financial institutions and other parties. In addition substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

### **Market Disruption; War, Terrorism, Global Health Crises and Geopolitical Risk**

FPAS is subject to the risk that war, terrorism, global health crises or similar pandemics, and other related geopolitical events increase short-term market volatility and may have adverse long-term effects on world economies and markets generally. These risks have previously led and may lead in the future to adverse effects

on issuers of securities and the value of client's investments. At such times, FPAS's exposure to a number of other risks described elsewhere in this section can increase.

### **ITEM 9: DISCIPLINARY INFORMATION**

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of FPAS or the integrity of FPAS's management. FPAS has no information applicable to this Item.

### **ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

#### **Focus Financial Partners**

As noted above in response to Item 4, certain investment vehicles affiliated with CD&R collectively are indirect majority owners of Focus LLC, and certain investment vehicles affiliated with Stone Point are indirect owners of Focus LLC. Because FPAS is an indirect, wholly-owned subsidiary of Focus LLC, CD&R and Stone Point investment vehicles are indirect owners of FPAS.

The Focus Partners do not share client information amongst each other without prior client consent. Additional information about Focus can be found at [www.focusfinancialpartners.com](http://www.focusfinancialpartners.com).

From time to time, Focus holds partnership meetings and industry and best-practices conferences, which typically include attendees from FPAS, other Focus firms and external attendees. These meetings are first and foremost intended to provide training or education to personnel of Focus firms, including FPAS. However, the meetings do provide sponsorship opportunities for asset managers, asset custodians, vendors and other third-party service providers. Sponsorship fees allow these companies to advertise their products and services to Focus firms, including FPAS. Although the participation of Focus firm personnel in these meetings is not preconditioned on the achievement of a sales target for any conference sponsor, this practice could nonetheless be deemed a conflict as the marketing and education activities conducted, and the access granted, at such meetings and conferences could cause FPAS to focus on those conference sponsors in the course of its duties. Focus attempts to mitigate any such conflict by allocating the sponsorship fees only to defraying the cost of the meeting or future meetings and not as revenue for itself or any affiliate, including FPAS. Conference sponsorship fees are not dependent on assets placed with any specific provider or revenue generated by such asset placement.

The following entities have provided conference sponsorship to Focus from January 1, 2023 to March 1, 2024:

- Orion Advisor Technology, LLC
- Fidelity Brokerage Services LLC
- Fidelity Institutional Asset Management LLC
- TriState Capital Bank
- StoneCastle Network, LLC
- Charles Schwab & Co., Inc.

#### **Colony/Buckingham Strategic Wealth Now Known as Focus Partners Wealth**

The Colony Group LLC ("Colony") is an investment advisor registered with the Securities and Exchange Commission. Colony merged with a FPAS affiliate, Buckingham Strategic Wealth, LLC ("BSW"), on June 30, 2024, and officially changed its name to Focus Partners Wealth, LLC as of January 13, 2025. The combined firm known as FPW offers wealth management services and employee benefit retirement plan services to investors following the same tenets, policies and procedures that are made available to independent investment advisors to which



FPAS provides back-office services. The principals of the legacy BSW firm established FPAS under the premise that its own back-office support services could be efficiently consolidated and offered to other financial professionals desiring to offer advisory services but lacking administrative time and support. FPAS's independent investment advisor clients and FPW may potentially compete for advisory clients. FPW may also, from time to time, serve as a sub-advisor to FPAS's clients pursuant to a separate investment advisory agreement.

FPW may provide fully discretionary separate account management services to investment advisor's clients.

See Item 12 for further descriptions of investment and trading operations that discuss certain conflicts of interest presented through the overlap of services provided by FPW and FPAS. FPW and FPAS share office space, personnel, trading desks and many other critical functions including management.

### **Outside Business Activities**

Jeffrey Levine, Chief Planning Officer, maintains various outside business activities which operate independent from his role and employment at the firm. These unaffiliated outside business activities are completely separate from the FPAS/FPW business operations and any opinions/information shared by these outside businesses or on these outside business activities platforms are not the opinions of FPAS or FPW. His unaffiliated outside business activities include Kitces.com, LLC, and Fully Vested Advice, Inc. Mr. Levine is also engaged for consulting and speaking. Mr. Levine is also a Tax Planning Strategist of Holistiplan, a financial planning/tax planning software provider, which FPW utilizes and FPAS recommends to advisors. Mr. Levine receives separate compensation or revenue from these outside business activities separate and apart from any compensation he receives as an employee of the firm. FPAS and FPW receive potential benefits from these outside business activities from broader name recognition, industry thought leadership that can be provided to clients and third party FPAS advisors, and client referrals. While Mr. Levine is individually subject to the firm's Code of Ethics and compliance requirements, these outside business activities are completely separate from the FPAS/FPW business operations.

## **ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

FPAS, together with its affiliate FPW, has adopted a Code of Ethics for all supervised persons expressing the firm's commitment to ethical conduct. FPAS's Code of Ethics describes its standard of business conduct and fiduciary duty to Clients and sets forth FPAS's practice of supervising the personal securities transactions of associates with access to Client information. All supervised persons at FPAS receive a copy of the Code of Ethics at the time of hiring and must acknowledge the terms of the Code of Ethics annually or more frequently if amended. Subject to satisfying the Code of Ethics and applicable laws, supervised persons of FPAS and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for FPAS's Clients.

The Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of the supervised persons of FPAS will not interfere with making decisions in the best interest of Clients or allowing employees to invest for their own accounts. It is the expressed policy of FPAS that no person employed by the firm shall prefer his or her own interest to that of an advisory Client. It is the policy of FPAS that its supervised persons shall place the interests of Clients first. Under the Code of Ethics, certain transactions have been designated as exempt transactions, based upon a determination that such transactions would not materially interfere with the best interests of Clients.

For a subset of supervised persons called access persons, trading is monitored for compliance with the Code of Ethics, and to reasonably prevent conflicts of interest between FPAS and its Clients. FPAS anticipates that it will generally recommend the purchase or sale of securities to current or prospective Clients in which FPAS, its affiliates, the SA Funds, and/or other Clients, directly or indirectly, have a position or interest. All personal securities transactions of such access persons shall be conducted in a manner as to avoid any actual or potential

conflicts of interest or any abuse of a position of trust and responsibility or operate as a deceit. To supervise compliance with its Code of Ethics, FPAS requires access persons to provide annual securities holding reports and quarterly transaction reports to the firm's Compliance department. FPAS also requires such access persons to receive approval from the Compliance department prior to investing in any initial public offerings or private placements.

FPAS's Code of Ethics further includes the firm's policy prohibiting the misuse of material non-public information and protecting the confidentiality of client information. FPAS requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

Current or prospective Clients may obtain a copy of FPAS's Code of Ethics without charge by calling (800) 711-2027 and asking for the Compliance Department.

### **ITEM 12: BROKERAGE PRACTICES**

As part of its turnkey asset management service, FPAS assists investment advisors in arranging for the execution of transactions by entering all orders with broker-dealers or will arrange for the execution of transactions. For sub-advisory services, FPAS will arrange for the execution of transactions.

Through FPAS, certain investment advisors participate in the Schwab Advisor Services (SAS) program offered to independent investment advisors by Charles Schwab & Company, Inc. (Schwab) and the Fidelity Institutional Wealth Services (FIWS) program sponsored by Fidelity Brokerage Services, LLC (Fidelity).

Investment advisors work with their clients to designate a custodian from among Charles Schwab & Company, Inc. ("Schwab"), Fidelity Brokerage Services LLC ("Fidelity") or Pershing Advisor Solutions LLC ("PAS") except in limited accommodation circumstances.

FPAS and its affiliate FPW also participate in the SAS, FIWS and PAS programs. Schwab, Fidelity, and PAS offer services to independent investment advisors that include custody of securities, trade execution, clearance and settlement of transactions. Schwab, Fidelity and PAS are independent unaffiliated SEC-registered and Financial Industry Regulated Authority (FINRA) member broker-dealers as well as members of SIPC. As part of these programs, FPAS and FPW receive benefits that they would not receive if they did not offer investment advice or if they did not participate in these programs. Fidelity, Schwab and PAS also provide certain economic benefits to FPAS and FPW. (See the disclosure under Item 14 of this Brochure for further details.)

FPAS has negotiated competitive commission rates and other trading costs with Schwab, Fidelity and PAS applicable to all investment advisors participating in the turnkey asset management service.

Through FPAS, investment advisors may also participate in the TIAA Financial Advisor Program offered to advisors providing fee-only investment management and recommends after-tax annuities from Peoples Benefit Life Insurance Company, a division of AEGON.

Except for fixed income sub-advisory accounts, FPAS does not have the discretionary authority to determine the broker-dealer to be used or the commission rates to be paid for investment advisors' clients' securities transactions. FPAS must be directed to the broker-dealer to be used. In directing the use of a particular broker-dealer, it should be understood that FPAS will not have authority to negotiate commissions among various broker-dealers or obtain volume discounts. As such, best execution may not be achieved. In considering the reasonableness of commissions and fees, the client should take into account the expense of commissions and account fees relative to other available custodians, in conjunction with an evaluation of the services provided.

FPAS regularly reviews the services and fees offered by custodians in comparison with other institutional service providers. Factors considered in selecting the custodians offered by FPAS include but are not limited to: (i) the ease with which FPAS can conduct day-to-day administration of accounts with such custodians, (ii) the ease with which clients can open accounts, obtain information, and execute trades with such custodians, and (iii) reasonableness of transaction commissions and fees.

As a participant in the SAS, FIWS and PAS programs, FPAS receives benefits that it would not receive if it did not offer investment advice. FPAS also receive benefits from TIAA and AEGON. Please see Item 14 for a further description.

In the normal course of business and in varying degrees and forms, all custodians typically dedicate internal practice management resources, provide conference sponsorship, speakers or logistical support, and occasionally offer business entertainment to FPAS and certain of its associated persons.

As described in the "Advisory Business" section above, FPAS generally pays some or all custodial transaction charges for clients of investment advisors utilizing the SA Funds, subject to certain restrictions and thresholds, as part of its "No Transaction Fee" solution. This has the potential to create a conflict of interest, as it may appear to provide an incentive for FPAS to recommend that clients purchase shares of the SA Funds rather than shares of other mutual funds (or any other security, for that matter). FPAS addresses this potential conflict of interest by allowing clients to implement the same or similar asset allocation strategies using the DFA Funds, or other funds and securities that the client and/or Investment advisor so choose. Clients are under no obligation to implement the asset allocation programs developed by FPAS and may specify other investment strategies and restrictions upon opening the account or at any time thereafter.

For transactions in fixed income sub-advisory accounts, FPAS will exercise discretion to select broker-dealers and negotiate transaction costs, which may include commissions, trade away/settlement fees charged by an investment advisor's client's custodian and "markups/markdowns" by the executing broker-dealer. FPAS will select broker-dealers based on its evaluation of the products offered, the brokerage services offered, costs and quality of execution. The reasonableness of brokerage costs and markups/markdowns is based on the broker-dealer's ability to provide professional services, competitive execution, expertise in specific securities or markets (securities availability), price competitiveness, speed of response, operational efficiency, market research, idea generation, bid strength, experience and financial stability, bid strength, and other services that will help FPAS and investment advisors in providing investment management services to their clients.

Client trades in fixed income or equity transactions may be blocked with transactions where (1) FPAS initiates each client transaction, (2) or client transactions are initiated by FPAS, FPW or an investment advisor utilizing the back-office services of FPAS. Block trading will be utilized to seek cost benefits for clients.

In the event block trades are only partially filled, allocations will be made on a fair and equitable basis considering the timing of orders and the ability to pro-rate partial trade fills from brokers and dealers. As necessary, the first order received meeting minimum lot size requirements may be allocated shares on a preferential basis. The fixed income trading desk of FPAS and FPW are a single team handling orders related to FPAS, FPW and investment advisors utilizing FPAS's turnkey asset management services.

On an infrequent basis, FPAS and its affiliate FPW may engage in a fixed income cross-trade transaction pursuant to FPAS's policy. A cross trade will occur when there is an objective determination that it makes sense from an investment and cost standpoint and neither participating account is advantaged over the other. Cross trades will not occur in ERISA plan accounts.

In certain circumstances, FPAS and FPW exercise discretion to cross fixed income transactions between FPAS and FPW client accounts and/or fixed income subadvised client accounts. FPW and FPAS will affect cross trades in situations where it is determined that such transactions can be fairly priced for each account, it is judged to be in each client's best interest and where it believes that such transactions are appropriate based on each party's investment objectives and guidelines, subject to applicable law and regulation. FPW and FPAS do not cross trades among any affiliated accounts.

FPAS and FPW do not cross trades among any affiliated accounts and do not engage in any principal trades.

### **Trade Errors**

In all circumstances involving trade errors caused by FPAS, clients are "made whole." If the correction of the trade error by the firm would otherwise result in a loss, FPAS is responsible for that loss.

Trade errors are usually corrected using a trade error account at each custodian. The correction of some trade errors will result in a loss and the correction of other errors will result in a gain. Correcting multiple trade errors using a trade error account during a quarter will cause losses and gains from trade errors to be netted against one another. Any balance in the trade error account remaining from trade error gains at the end of each quarter is donated to charity and any trade error losses at the end of each quarter will be paid by the firm.

For fixed income transactions, FPAS may also correct trade errors by reallocating a purchased security to another client(s) account(s) in situations in which FPAS determines such allocation will be in the clients' best interest. Such reallocations might prevent FPAS from incurring trade error losses.

FPAS may choose to use other methods of trade error correction if FPAS believes an alternative method of correction is in the client's best interest and the method of correction will make the client whole.

For independent advisors that exercise their own trading discretion instead of the firm, in all circumstances involving trade errors, clients are "made whole." If the correction of the trade error by the independent advisor would otherwise result in a loss, the independent advisor is responsible for that loss. Any trade errors resulting in a gain are donated to charity.

## **ITEM 13: REVIEW OF ACCOUNTS**

### **Reviews**

With the exception of sub-advised and portfolio managed accounts, FPAS does not regularly review the client accounts of independent investment advisors who contract to use FPAS's back-office services. FPAS does, however, provide quarterly market reports to investment advisors. FPAS also periodically updates simulated strategies that it provides to investment advisors based on changes in risk/return analysis. FPAS also provides updates triggered by changes in the underlying fundamentals of recommended investments.

For accounts FPAS is providing portfolio management services, FPAS reviews clients' investment portfolios and repositions assets to bring them closer to their target allocations, unless the client or his or her independent advisor has requested otherwise. More frequent re-allocations may occur when clients give instructions to change their target allocations or make significant additions to or withdrawals from their accounts. FPAS's Investment Policy Committee generally determines the portfolio recommendation and rebalancing policy, the approximate allocation percentages for each risk profile level (based on historic volatility), and the target variance tolerance band within each of the asset-class funds. At any time, including following a rebalancing to a target reallocation, the client's account may not be the same as the target allocation. Variations from the target allocation may exist at any time and in varying amounts. Written quarterly reports containing information about

a client's portfolio, asset allocation, performance, and fees are sent to clients subject to instruction from the client's independent advisor.

For sub-advisory accounts, while the underlying holdings of the model asset allocation portfolios are continuously monitored, FPAS will review each model asset allocation portfolio on a quarterly basis.

For fixed income only sub-advisory accounts, FPAS performs regular reviews of investment advisor's client accounts, which include monitoring the call provisions, maturities and credit quality of investment advisor's client holdings. FPAS also reviews accounts for tax-loss harvesting opportunities (if FPAS purchased the security or as been provided with a cost basis and trade date of a held security). FPAS will communicate relevant information from such reviews and monitoring to investment advisor.

### Reports

In addition to statements investment advisor clients received from their selected custodian(s), FPAS produces quarterly account statements and reports for investment advisors to present to their clients. Quarterly reports can include portfolio performance review, portfolio position analysis, position performance summary and a billing statement.

## ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

As indicated under the disclosure for Item 12, FPAS utilizes the services of Fidelity (FIWS), Schwab (SAS) and Pershing Advisor Solutions (PAS). FIWS, SAS and PAS each provide FPAS with access to institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them. The services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

FIWS, SAS and PAS also make available to FPAS other products and services that benefit FPAS but might not benefit its investment advisors' clients' accounts. Some of these other products and services assist FPAS in managing and administering clients' accounts. These include software and other technology that provide access to investment advisor client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of FPAS's fees from its investment advisors' clients' accounts; and assist with back-office functions, recordkeeping and client reporting. On occasion, these custodians also provide training and education to FPAS associates to better interface with the custodial platforms and may occasionally provide business entertainment to FPAS personnel. At times, these custodians will also pay for expenses (airfare and/or accommodations) associated with such training and education.

Many of these benefits and services generally are used to service all or a substantial number of FPAS's accounts. Offered brokers also make available to FPAS other services intended to help FPAS manage and further develop its business enterprise. These services can include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing, research, technology and practice management products or services provided to FPAS by third party vendors.

There is no direct link between FPAS's affiliate, FPW's, participation in these programs and the investment advice it gives to its clients, although FPW receives economic benefits through its participation in the programs that are typically not available to retail investors. The benefits received by FPW through participation in the program do not depend on the amount of brokerage transactions directed to these custodians.

FPAS's affiliate, FPW, receives economic benefits from Fidelity, which include direct payment to vendors for events, professional development, technology and external consultants ("Support Services"). These Support Services are valuable and are a substantial direct meaningful economic benefit to FPW. The Support Services also present a conflict of interest as FPAS and FPW could have an incentive to recommend Fidelity for custodial, brokerage and other services or expand use of Fidelity services as a result of these Support Services and other benefits provided by Fidelity. Without these Support Services, FPW or FPAS would be required to purchase the same or similar services at its own expense. The fees that FPW and FPAS charge will not be reduced by the value of the Support Services received. Fidelity provides the Support Services to FPW in its sole discretion and at its own expense, and FPW does not pay any fees to Fidelity for the Support Services. FPW and Fidelity have entered into a separate agreement to govern the terms of the provision of the Support Services. The receipt of Support Services does not diminish FPW and FPAS's duty to act in the best interests of clients.

FPAS's affiliate, FPW, has entered into an agreement with eMoney Advisor, Inc. ("eMoney") to license certain technology products and services from eMoney (the "eMoney Services"). eMoney is an affiliate of Fidelity. The specific eMoney service in this arrangement is the eMX Pro Financial Planning Software, which assists FPW in rendering financial planning services to its clients. This software helps FPW deliver its financial planning services efficiently and aids in its communication with clients.

As a part of its overall business relationship with FPW, Fidelity has agreed to subsidize a portion (30%) of the cost of the eMoney Services (the "Subsidy," which currently totals approximately \$35,000 annually). As a result of the Subsidy, FPW has a potential conflict of interest with respect to its decision to use Fidelity for custody, execution, and clearing for client accounts, and FPW has an incentive to suggest the use of Fidelity and its affiliates to its advisory clients.

FPAS's affiliate, FPW, has received a direct economic benefit from Schwab in the form of direct payment to vendors for technology and external consultants ("Support Services"). These Support Services are valuable and are a substantial direct meaningful economic benefit to FPAS and FPW and also present a conflict of interest as FPAS could have an incentive to recommend Schwab for custodial, brokerage and other services as a result of these Support Services and other benefits provided by Schwab. Without these Support Services, FPAS would be required to purchase the same or similar services at its own expense. The fees that FPAS charges will not be reduced by the value of the Support Services received. Schwab provides the Support Services to FPAS in its sole discretion and at its own expense, and FPAS does not pay any fees to Schwab for the Support Services. FPAS's receipt of Support Services does not diminish its duty to act in the best interests of its clients.

From time to time, FPAS's affiliate, FPW, and Schwab may enter into a Client Benefit Services Agreement whereby Schwab will provide FPW an economic benefit. These benefits generally cover items such as (1) a fee waiver for an employee(s) of FPW to attend Schwab's annual e IMPACT Conference and/or (2) Schwab providing FPW a benefit that FPW may use toward technology, research, marketing, compliance, or consulting-related expenses. Schwab's Client Benefit Agreements create a conflict of interest with respect to FPW's decision to use Schwab for custody, execution, and clearing for client accounts, and FPW has an incentive to suggest Schwab and its affiliates to its advisory clients. Receiving the benefit from Schwab does not limit FPW's duty to select brokers on the basis of best execution. FPW must act in the best interest of its clients and review its relationship with Schwab on a regular basis.

While as a fiduciary FPAS endeavors to act in its investment advisors' clients' best interests, FPAS's requirement that clients maintain their assets in accounts at Fidelity, Schwab or PAS could be based in part on the benefit to FPAS of the availability of some of the foregoing products, services and economic benefits, including expense reimbursement or direct vendor payment and not solely on the nature, cost, or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.



Some of these same benefits are also available on the TIAA and AEGON platforms. SAS, FIWS and PAS also provide assistance to FPAS by subsidizing events to assist FPAS in recruiting independent registered investment advisor clients.

Fund companies including, but not limited to Dimensional Fund Advisors (DFA), Bridgeway Capital Management (Bridgeway), AQR, Stone Ridge, BlackRock, Inc., and Vanguard also provide FPW and FPAS assistance and economic support directly to providers in the production of seminars, podcasts, conferences, and educational events including providing educational speakers and sponsoring and exhibiting at conferences hosted by FPAS or FPW ("Support Services"). These Support Services are valuable and are a substantial direct meaningful economic benefit to FPAS. The Support Services also present a conflict of interest as FPAS could have an incentive to recommend one of these providers or expand use of a provider as a result of these Support Services and other benefits provided by these providers. Without these Support Services, FPAS would be required to purchase the same or similar services at its own expense. The fees that FPAS charges will not be reduced by the value of the Support Services received. These providers engage in providing these Support Services to FPAS in their sole discretion and at their own expense primarily for educational and training purposes, and FPAS does not pay any fees to these providers for the Support Services. FPAS's receipt of Support Services does not diminish its duty to act in the best interests of its clients. In addition to Support Services, on limited occasions, these companies may also provide customary business entertainment to FPAS personnel.

On limited occasions, certain FPAS professionals are invited by custodians, service providers or fund companies to speak/present at a strategic planning meeting, at that organizations conference or at an industry conference for which that speaker will be reimbursed for all travel expenses. This is an economic benefit for FPAS to receive reimbursement for travel expenses, however, neither FPAS nor FPW have made any commitment to direct business to any of these companies as a result of the reimbursement of travel expenses for a speaking engagement. Speakers from FPAS may be offered an honorarium for speaking engagements. It is the policy of FPAS to direct the sponsor to donate such honorariums to a 501(c)(3) organization of FPAS's choice.

DFA has also provided its own personnel and outside consultants for purposes of developing prospects for FPAS, continuing education for existing FPAS investment advisor clients and internal strategic planning for FPAS. DFA, through a web-based service, provides referrals of investor clients to FPAS's affiliate, FPW. DFA makes such referrals to many investment advisors based on the geographic location of the prospective client. DFA does not provide help to FPW in recruiting investor clients in any other way.

FPAS's website provides a link to Amazon.com and BarnesAndNoble.com for which FPAS receives a fee for books purchased through that link.

FPAS receives promotional (sponsorship and exhibitor) fees from various entities in connection with educational and informational seminars and conferences. FPAS offers seminars and conferences to independent investment advisors utilizing FPAS's turnkey asset management services. Promotional fees for the seminars and conferences are paid by various entities including broker-dealers and custodians through which FPAS arranges client securities transactions, and third-party administration service providers that FPAS recommends to certain investment advisor clients' retirement plans. Those entities may make certain employees or other speakers available for informational seminars and conferences at no or reduced cost to FPAS.

FPAS also pays various forms of direct and indirect compensation to certain investment advisors, which can take the form of (i) marketing, administrative, supervisory, service, conference support, shareholder service, or other fees or reimbursements, (ii) certain travel and lodging expenses associated with due diligence and meetings sponsored by FPAS or for FPAS's benefit, (iii) logistical and financial support for independent advisor-hosted educational seminars for clients or potential clients, and (iv) software licenses to aid in the development and presentation of asset allocation recommendations to clients.

Wendy Hartman serves on the Schwab Advisor Services Advisory Board (the "Advisory Board"). As described throughout this Form ADV, FPAS offers clients the opportunity to establish brokerage accounts with Schwab and/or its affiliates to maintain custody of the clients' assets and effect trades for their accounts. The Advisory Board consists of representatives of independent investment advisory firms who have been invited by Schwab management to participate in meetings and discussions of Schwab Advisor Services' services for independent investment advisory firms and their clients. Generally, Board members serve for two-year terms. Mrs. Hartman's term will tentatively end in March 2025. Advisory Board members enter into nondisclosure agreements with Schwab under which they agree not to disclose confidential information shared with them. This information generally does not include material nonpublic information about the Charles Schwab Corporation, whose common stock is listed for trading on the New York Stock Exchange (symbol SCHW). The Advisory Board meets in person or virtually approximately twice per year and has periodic conference calls scheduled as needed. Advisory Board members are not compensated by Schwab for their service, but Schwab does pay for or reimburse Advisory Board members' travel, lodging, meals and other incidental expenses incurred in attending Advisory Board meetings.

Kristen Donovan serves on the Fidelity Retirement Advisor Council. As described throughout this Form ADV, FPAS offers clients the opportunity to establish brokerage accounts with Fidelity to maintain custody of the clients' assets and effect trades for their accounts. The Fidelity Retirement Advisor Council consists of representatives of independent investment advisory firms. The objective of the Retirement Advisor Council is to promote mutual learning and exchange of ideas that seek to capitalize on opportunities and address deficiencies in our marketplace. Fidelity Retirement Advisor Council members are not compensated by Fidelity for their service, but Fidelity does pay for or reimburse Fidelity Retirement Advisor Council members' travel, lodging, meals and other incidental expenses incurred in attending Fidelity Retirement Advisor Council meetings.

### **Payment of Referral Fees**

FPAS, from time to time, compensates, either directly or indirectly, certain persons (defined as a natural person or a company), for client referrals. These persons are referred to as promoters. FPAS will also compensate affiliated persons, including associates, of FPAS for client referrals. Certain FPAS associates receive additional bonus compensation for the referral of new client relationships, the addition of new client assets, or the addition of new advisory firms to FPAS's service platform.

FPAS's affiliate, FPW, has an agreement in place with SmartAsset Advisors LLC ("SmartAsset") whereby FPW participates in an online matching program. SmartAsset seeks to match prospective advisory clients who have expressed an interest in working an investment advisor with registered investment advisory firms. SmartAsset's adviser matching program provides the name and contact information of the prospective advisory client to the advisory firm as a potential lead. For FPW's participation in the program, they pay a flat fee of \$212 per lead ("lead fee") for prospective clients with investible assets of more than \$1 million. The lead fee FPW has agreed to pay gives SmartAsset a financial incentive to match prospective clients to FPW, thereby resulting in a conflict of interest. The lead fee we pay to SmartAsset is payable regardless of whether the prospect becomes an advisory client. SmartAsset provides the prospective advisory client with FPW's Form ADV 2A and disclosure of this arrangement. Should the prospect hire FPW, the lead fee is NOT passed on to the client.

Referral arrangements inherently give rise to potential conflicts of interest because the promotor is receiving an economic benefit for the recommendation of advisory services. Clients should understand that these persons have an economic incentive to recommend the advisory services of FPAS, however, any referral fees incurred for successful solicitations are paid solely from FPAS fees, and do not result in any additional fees or charges to the client. FPAS is aware of the special considerations promulgated pursuant to Rule 206(4)-1 under the Investment Advisers Act of 1940. As such, appropriate disclosure shall be made, all required written instruments will be maintained by FPAS and all applicable Federal and/or State laws will be observed.



FPAS does have partnerships with professional associations that provide FPAS with referrals of potential FPAS clients (independent registered investment advisors). FPAS may pay a portion of the service fees FPAS charges investment advisors to the professional association as part of these referral arrangements.

#### **ITEM 15: CUSTODY**

As mentioned in Item 4, FPAS provides to investment advisors comprehensive back-office support, which includes administrative assistance with qualified custodians to open and maintain investment advisor master accounts and all of the investment advisor's client accounts, including supplying investment advisor with all custodial documentation required to open and maintain accounts.

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains each client's investment assets. FPAS urges investment advisors and clients to carefully review such statements and compare such official custodial records to the account statements that FPAS may provide to you. FPAS's statements may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

#### **ITEM 16: INVESTMENT DISCRETION**

For discretionary sub-advisory accounts, FPAS requires that it be provided with written authority to determine which securities and the amounts of securities that are bought within each model asset allocation portfolios.

For sub-advisory fixed income only accounts. FPAS's discretion will be limited to the selection of investment-grade fixed income securities for investment advisor's client portfolios. FPAS will have no discretion to establish a client asset allocation. FPAS will monitor securities within sub-advised fixed income accounts and may recommend sales, as appropriate, to the investment advisor. FPAS receives discretion from the independent advisors that hire and retain FPAS for such services.

As mentioned in Item 4, when providing FPAS Retirement Solutions, FPAS exercises discretion to select the mutual funds and/or ETFs and/or managed portfolios available to plan participants. The plan sponsor grants this discretion to FPAS in an advisory agreement.

#### **ITEM 17: VOTING CLIENT SECURITIES**

Generally, as a matter of firm policy and practice, FPAS does not accept the authority to and does not vote proxies. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. FPAS, however, can provide advice to clients regarding clients' voting of proxies.

For the SA Funds, FPAS has delegated to DFA voting of the shares of issuers held in the SA Funds with the exception of the SA Worldwide Moderate Growth Fund, for which FPAS will vote proxies in the same proportion as the vote of all other holders of the SA Worldwide Moderate Growth Fund.

Clients should note that FPAS will neither advise nor act on behalf of the investment advisor or its clients in legal proceedings involving companies whose securities are held or previously were held in the investment advisor's clients' account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, investment advisor can direct FPAS to transmit copies of class action notices to the investment advisor, the client or a third party. Upon such direction, FPAS will make commercially reasonable efforts to forward such notices in a timely manner.



### **ITEM 18: FINANCIAL INFORMATION**

Registered investment advisors are required in this Item to provide you with certain financial information or disclosures about their financial condition. Focus Partners has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.