

## Item 1: Cover Page

# Form ADV 2A Appendix 1 Wrap Fee Program Brochure

***Effective March 28, 2024***

SEC File No. 801 - 29892  
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This Form ADV Part 2A Appendix 1 Wrap Fee Program Brochure (“Wrap Fee Program Brochure”) provides information about the qualifications and business practices of Avantax Advisory Services, Inc. (“AAS” or “Firm”) which uses the trade name Avantax Advisory Services. If you have any questions about the contents of this Wrap Fee Program Brochure, contact us at (972) 870-6000 or [AdvisoryCompliance@Avantax.com](mailto:AdvisoryCompliance@Avantax.com).

This information has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about Avantax Advisory Services is also available at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You may search for information using the Firm’s name or by its CRD number (#104556).

**Note:** References to being “registered” does not imply a certain level of skill or training. You should review this Wrap Fee Program Brochure and consider its contents before investing in a program offered by or through AAS.

## Item 2: Material Changes

Item 2 provides a summary of material changes the Firm has made to this Wrap Fee Program Brochure since the last annual update, which occurred in March 2023. For additional details, see the referenced item in the Brochure.

**NOTE:** AAS now has a single Wrap Fee Program Brochure describing all of the wrap fee programs that AAS' sponsors (individually, an "IMS Program" and collectively, the "IMS Platform"). Following is a high-level summary of each IMS Program (in alphabetical order) described in this Wrap Fee Program Brochure:

Program Name	Minimum Account Size*	Maximum Annual Program Fee	Additional Program Costs
IMS Access	\$100,000	2.3%	
IMS Flex Choice	\$15,000	2.3%	
IMS Gateway	\$1,000	0.35% - 1.0%	
IMS Portfolio Choice	\$25,000	2.3%	Third-party manager fee(s)
IMS Prime	\$5,000	2.3%	
IMS Select	\$25,000	2.3%	Tax-overlay services (optional)
IMS Unified Choice	\$500,000	3.0%	Third-party manager fee(s)

\*based on Billable Account Value

A full and complete description of AAS' *non-wrap* free programs is separately provided in AAS' Brochure.

- **Item 4 – Services, Fees and Compensation**

- ownership structure and affiliation with Cetera Financial Group, Inc. ("Cetera Financial Group")
- conflicts of interest disclosures related to retirement investors
- description of tax overlay services
- description of IMS Select portfolio strategies
- description regarding when AAS, the Advisor and/or third-party respectively retain trading discretionary authority in each IMS Program
- description related to unaffiliated third-parties, including, but not limited to, investment managers and Turnkey Asset Management Platforms ("TAMPs"), including removal to manager-specific information
- description of the IMS Platform flat, tiered or incremental fee schedules
- descriptions and related conflicts of interest disclosures associated with other fees, expenses and costs
- description and conflicts of interest related to AAS' utilization of its affiliate, Avantax Investment Services, Inc. ("AIS"), to provide brokerage, custody and execution services through its clearing arrangement with National Financial Services LLC ("NFS") for AAS' wealth management services

- **Item 5 – Account Requirements and Types of Clients**

- description of the types of clients to whom AAS generally provide investment advice, including the requirements for opening or maintaining an account (or obtaining services) in each of the IMS Programs

- **Item 6 – Portfolio Manager Selection and Evaluation**

- description of the methods of analysis (i.e., economic, fundamental and quantitative) and investment strategies (i.e., portfolio diversification and investment management philosophy) primarily used by AAS and its Advisors to formulate investment advice or manage assets
- description of the nature and risks of the investment advisory services provided by AAS and the related investments

- **Item 7 – Client Information Provided to Portfolio Managers**

- description of the information shared with the custodian and, if applicable, third-party investment manager programs and/or Turnkey Asset Management Platforms ("TAMPs")

- **Item 8 – Client Contact with Portfolio Managers**

- description of the client's relationship with the AAS Advisor (*see also Item 4 for updated information regarding when AAS, the Advisor and/or third-party respectively retain trading discretionary authority in each IMS Program*)

- **Item 9 – Additional Information**

- ownership structure and affiliation with Cetera Financial Group, Inc. (“Cetera Financial Group”)
- description and conflicts of interest disclosures related to Advisors’ other business activities
- removal of Summit Wealth Advocates, LLC (“SWA;” CRD# 151330) as an affiliated investment adviser, as SWA filed a full withdrawal from registration as an investment adviser with the SEC in March 2024
- description and conflicts of interest disclosures related to AAS and its Advisors receipt of direct economic and non-economic benefits from third-parties as a result of investment advice or other advisory services provided to AAS’ clients
- description and conflicts of interest disclosures related to AAS’ incentivization use its affiliate, Avantax Investment Services, Inc. (“AIS”) and the material economic benefit that AIS derives from the affiliation with AAS

As of December 31, 2023, AAS had \$41,695,726,722 in regulatory assets under management, of which \$33,736,705,893 was managed on a discretionary basis and \$7,959,020,829 was managed on a non-discretionary basis. Additional editorial and non-material changes were made throughout the Wrap Fee Program Brochure.

**Will I receive a Wrap Fee Program Brochure every year?**

AAS may, at any time, update this Wrap Fee Program Brochure. Any material changes will either be sent to you as a summary of those changes or, depending on the extent of these changes, you will receive the entire updated Wrap Fee Program Brochure.

**May I request additional copies of this Wrap Fee Program Brochure?**

Absolutely. You (the client or prospective client) may request and receive additional copies of this Wrap Fee Program Brochure by:

- contacting your AAS Advisor,
- downloading the Wrap Fee Program Brochure from the SEC website, [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov), by selecting “Firm” and typing in Avantax Advisory Services, Inc. or its CRD# 104556,
- emailing the Firm at [AdvisoryCompliance@Avantax.com](mailto:AdvisoryCompliance@Avantax.com) or
- calling the Firm at 972-870-6000.

**Item 3: Table of Contents**

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## Item 4: Services, Fees and Compensation

### Who We Are

Avantax Advisory Services, Inc. (“AAS” or “Firm”), also doing business as Avantax Advisory Services<sup>SM</sup> and Avantax Wealth Management<sup>®</sup>, was established in 1987<sup>1</sup> and is an investment adviser registered with the Securities and Exchange Commission (“SEC”) that offers a variety of investment advisory services primarily to individuals, pension and profit-sharing plans, and businesses, as more fully described in this Wrap Fee Program Brochure. The Firm conducts business throughout the United States through its investment adviser representatives (each an “Advisor” and collectively, “Advisors”), who are primarily independent contractors registered with the Firm, their personnel, and AAS’ employees (collectively, “Supervised Persons”) to provide investment advisory services to you (the “client” or “prospective client”).

As of December 31, 2023, AAS had \$41,695,726,722 in regulatory assets under management, of which \$33,736,705,893 was managed on a discretionary basis and \$7,959,020,829 was managed on a non-discretionary basis.

AAS is an affiliate of Avantax Investment Services, Inc. (“AIS”), a broker-dealer and government securities dealer or broker registered with the SEC and a member of FINRA/SIPC. For most of AAS’ clients, AIS provides brokerage, custody and execution services through its clearing arrangement with National Financial Services LLC (“NFS” or “Custodian”), a non-affiliated firm, member NYSE, SIPC and a Fidelity Investments<sup>®</sup> Company. AAS is also affiliated with Avantax Insurance Agency<sup>SM</sup> and Avantax Insurance Services<sup>SM</sup> (collectively, “Avantax Insurance”) and Avantax Planning Partners, Inc. (“APP”), an affiliated investment adviser registered with the SEC.

AAS is wholly-owned by Avantax Wealth Management, Inc. (“Avantax Wealth Management”). Avantax Wealth Management is directly owned by Avantax WM Holdings, Inc. that is wholly owned by Project Baseball Sub, Inc., that is directly owned by Avantax Holdings, LLC. Avantax Holdings, LLC is directly owned by Avantax, Inc. that is directly owned by Aretec Group, Inc. DBA Cetera Holdings (“Aretec”). Aretec is a wholly-owned subsidiary of GC Two Intermediate Holdings, Inc., and an indirect wholly-owned subsidiary of GC Three Holdings, Inc. Through common ownership by Aretec, AAS is affiliated with Cetera Financial Group, Inc. (“Cetera Financial Group”). For more information on AAS’ other financial industry activities and affiliations, see [Item 9](#).

### An Overview of Investment Advisory Services

Most advisory relationships begin with an initial client meeting between you and your Advisor. The purpose of this initial meeting is to discuss your investment history, goals, objectives, and risk tolerance and determine the investment advisory services that will meet your needs. For more information about the relationship with your Advisor, see [Item 8](#).

Prior to engaging your Advisor to provide AAS investment advisory services, each client will be required to enter into a written agreement setting forth the terms and conditions of services, including client specific fee information. For AAS’ Investment Management Solutions (IMS) platform, advisory accounts are required to be established and held through AAS’ affiliated broker-dealer, AIS. AIS provides brokerage, custody and execution services through its clearing arrangement with National Financial Services LLC (“NFS” or “Custodian”), a non-affiliated firm, member NYSE, SIPC and a Fidelity Investments<sup>®</sup> Company. AAS selected AIS primarily due to its affiliation and AIS’ relationship with NFS. As part of this relationship, AAS’ receives substantial economic and non-economic benefits from NFS, including but not limited to, access to the Bank Deposit Sweep Program (as detailed in [Item 4](#) and [Item 9](#)), accessibility to dedicated service personnel, electronic and institutional trading, third-party research and technology, technical and operational support, advisory fee processing, and electronic communications and reporting to clients. AAS’ and AIS’ affiliation creates conflicts of interest and, in many cases, incentivizes AAS and its Advisors to recommend an affiliate’s products and/or services versus other, similar, non-affiliated providers. Additionally, many of AAS’ Advisors serve in multiple capacities and may be incentivized to recommend products or services that create the greatest compensation for the Advisor. For additional information, see [Item 9](#).

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<sup>1</sup> Avantax Advisory Services, Inc. was formerly known as 1<sup>st</sup> Global Advisory Services (“1<sup>st</sup> Global”) and H.D. Vest Advisory Services, Inc. (“HD Vest”).

AAS and its Advisors offer investment advisory services through various programs, as described in AAS' Brochure and this Wrap Fee Program Brochure. AAS is the sponsor and investment adviser for the wrap-fee programs described under this Wrap Fee Program Brochure. Under a "wrap fee" program the client pays a single fee, based on a percentage of the managed assets, for investment advisory, portfolio management and trade execution. **Depending upon the investments, investment strategy, trading activity, and other factors, you (the client) may pay more or less in fees and expenses in a wrap fee program compared to a non-wrap fee program.** In addition to AAS' and your Advisor's fees, all clients will incur underlying investment expenses and, depending upon the investments, services, and negotiated agreement, may also incur other fees and expenses (e.g., third-party investment manager's fees and costs).

AAS and its Advisors price services based upon various objective and subjective factors. As a result, AAS' clients will pay diverse fees and costs based upon, among other things, the complexity of the engagement, type of service(s), investment products used, investment program and strategies employed, and other third-party-specific costs. **Clients may inquire at any time with their Advisor as to client-specific fees and costs.** The information contained in this Wrap Fee Program Brochure cannot disclose every possible fee, expense and cost that a client may incur and is not intended to be an exhaustive list. Rather, this section provides a description of the most commonly incurred fees, expenses and costs associated with AAS' wrap fee programs. An Advisor or AAS, at the Advisor's or AAS' sole discretion, may pay any of these fees, expenses and costs or AAS, in its sole judgment, can choose to waive or reduce the minimum initial investment amount or account minimums for its programs.

AAS and your Advisor are compensated in several ways, as described in this Wrap Fee Program Brochure. **Clients should be aware that the receipt of economic and/or other benefits by AAS and its Advisors creates a conflict of interest and may influence AAS' choices for and your Advisor's recommendations of investments, services, third-party investment managers and TAMPs.** Therefore, it is important that you understand how AAS and your Advisor are compensated, as well as the other costs and conflicts of interest associated with the investments and services provided to you through AAS and its Advisors.

**Generally, AAS' and your Advisor's fees are negotiable on a client-by-client, account-by-account basis, subject to applicable maximum fees as outlined in this Wrap Fee Program Brochure.** AAS and its Advisors offer a variety of services and manage a broad range of client accounts with different mandates, fee structures and expenses. AAS' Advisors charge differing investment advisory fees based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.). This is also a conflict of interest, as it creates a financial incentive for AAS' Advisors to provide preferential treatment to one account over others in terms of allocation of management time, resources, and investment opportunities.

As more fully described in [Item 9](#), many of AAS' Advisors are also registered representatives of AAS' affiliated broker-dealer, AIS, and/or licensed insurance agents with Avantax Insurance. Brokerage services, insurance services and investment advisory services are different, and the fees charged for those services are often separate. For example, your Advisor will earn investment advisory fees on an account managed under a written agreement through AAS and, if applicable, in the capacity as a registered representative with AIS, earn transaction-based compensation or commissions on brokerage services at AIS or insurance services through Avantax Insurance. **If your Advisor serves in multiple capacities, your Advisor has an incentive to recommend investment products or services that create the greatest compensation for your Advisor.** In addition to disclosing these conflicts of interest, AAS has created and implemented a compliance and supervisory program to mitigate such conflicts through the oversight of client accounts and investment advisory activities. AAS mitigates these conflicts of interest, in part, by endeavoring to act in each client's best interest and through the adoption and implementation of a Code of Ethics and other policies and procedures. See [Item 9](#) for additional information. For example, if you purchased investments through an AIS brokerage account held at AAS' custodian (NFS) or through a direct-to-mutual fund purchase within one year of transferring the investments to an AAS advisory account, the amount of commission you paid that exceeds an average advisory fee of 1.30% is refunded directly to your account. If the purchase was within thirty (30) days of transferring to an advisory account, the full amount of your commission is refunded directly to your advisory account. **To determine whether your Advisor earns compensation in multiple capacities, review your Advisor's Form ADV 2B Brochure Supplement.** If a client has not received a copy of that document, the client should contact the Firm, using the information on the cover page of this Wrap Fee Program Brochure.

AAS' clients are not under any obligation to enter into an agreement with and receive investment advisory products and services through AAS and its Affiliates, and many of these investment products and services are available

through other investment advisers, broker-dealers, custodians, or other financial institutions. **Clients may inquire at any time with their Advisor as to any client-specific products, services, fees and costs.** AAS encourages all clients and prospective clients to read this Wrap Fee Program Brochure, all relevant Wrap Fee Program Brochure Supplements, and any documentation for the specific advisory programs, products and/or services, and ask any corresponding questions, prior to participation in any advisory program, product or service provided through AAS.

### **IMS Platform and Program Descriptions**

AAS' Investment Management Solutions (IMS) platform provides you and your Advisor a multitude of investment advisory program options (individually, "IMS Program" and collectively, "IMS Platform"), including access to a wide variety of mutual funds, exchange-traded funds (ETFs) and a selection of third-party investment managers. Some of the IMS Programs allow for the inclusion of stock, bonds, and alternative/complex products.

Prior to participating in any of the IMS Programs, the client and Advisor complete a Statement of Investment Selection ("SIS"), that includes a Risk Tolerance Questionnaire ("RTQ"), in order to determine the client's (or investor) risk profile. Your risk tolerance is scored based on three factors: 1) time horizon; 2) long-term goals and objectives; and 3) short-term risk attitudes. Using a weighted average, an overall risk tolerance score is generated and mapped to one of five (5) possible risk profiles:

- Ultra-Conservative
- Conservative
- Moderate
- Growth
- Aggressive Growth

The five possible risk profiles represent a theoretical risk spectrum from least risk to most risk. The recommended IMS Program (and the investments selected for your account) is constructed to represent the risk-return characteristics of your client risk profile. There is no guarantee that the risk tolerance generated from your answers accurately assesses your tolerance for risk, nor is there any guarantee that the asset mix or recommended IMS Program appropriately reflects your ability to withstand investment risk. See [Item 6](#) for additional information on risks.

The purpose of this Statement of Investment Selection ("SIS") is to establish an understanding between you and your Advisor regarding your investment objectives, goals, and investment management account guidelines. The SIS is considered a dynamic document that changes over time to reflect your changing life circumstances. Such changes naturally affect your goals, objectives, time horizon and feelings about risk in your account. Your Advisor will meet with you to review your SIS at least annually. See [Item 9](#) for additional information on review of accounts.

**Retirement Investors:** When we (AAS and your Advisor) provide investment advice to you (the client) regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and/or the Internal Revenue Code, as amended ("IRC"), as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests. We have a conflict of interest with you when we recommend a rollover / transfer of retirement assets and receive more compensation as a result. We mitigate this conflict of interest by providing you with relevant information, reviewing that information with you, answering your questions, and recommending only alternatives that we believe are in your best interest. We have provided you with other required disclosures, along with your account terms and conditions and/or advisory agreement that describe the specific services we will perform and/or terms and conditions of our relationship with you. **This is important information so please read it carefully.**

Additional information about each IMS program, including the types of portfolio management services, wrap fee charges, discretionary authorities, and additional program costs, is provided below. **For a more detailed description of each IMS program, contact your Advisor.**

#### ➤ **IMS Access**

Under AAS' IMS Access program, AAS has retained Investnet Asset Management, Inc., a registered investment adviser ("Investnet"), to provide access to third-party investment managers (or SMA Managers). This is a discretionary program and AAS, Investnet, and the selected SMA Manager have trading discretionary authority for your account. Your Advisor may select a SMA Manager, but does not have trading discretionary authority. AAS and Investnet subsequently delegate the discretionary investment authority to the selected SMA Manager to directly

manage the account per the selected investment strategy. AAS has a co-advisory relationship with the SMA Manager through Envestnet and AAS is responsible for selection, monitoring and termination of SMA Managers used under this program. Margin is available under this IMS program. **The IMS Access program minimum account size is \$100,000 and is subject to AAS' maximum annual Program Fee of 2.3%.** Additional information regarding program fees and costs is provided below.

➤ **IMS Flex Choice**

AAS' IMS Flex Choice program provides you and your Advisor access to a wide variety of mutual funds, exchange-traded funds (ETFs) and also allows for the inclusion of stock, bonds, and alternative/complex products. In an IMS Flex Choice program, your Advisor will monitor your account and evaluate its performance in relation to your long-term goals and objectives. Your Advisor will also monitor the relative performance of your account in relation to the economy, capital markets and widely followed indices. **The IMS Flex Choice (wrap) program minimum account size is \$15,000 and is subject to AAS' maximum annual Program Fee of 2.3%.** Additional information regarding program fees and costs is provided below.

AAS' IMS Flex Choice program is available through a discretionary or non-discretionary arrangement. If you've granted your Advisor discretionary authority, your Advisor serves as the portfolio manager, will transact in your account and also rebalance investments consistent with the target investment allocations established for each particular risk profile. Each Advisor uses differing methods of analysis and investment strategies in formulating investment advice or managing assets and those assets may be subject to differing or additional risks. Advisors' investment strategies are based on the client's specific situation, including the client's designated investment objective(s), risk tolerance(s), investment time horizon, and investment restrictions (if any). **AAS encourages you to discuss this with your Advisor.** Some investments, such as alternative and complex products, have liquidity or other restrictions that may limit the amount and/or timing of rebalancing such investments. Margin is also available under this IMS program. See [Item 6](#) for additional information on risks.

If you're invested through a non-discretionary arrangement, your Advisor will be unable to affect any investment transactions without first obtaining your consent.

**AAS offers the IMS Flex Choice program on a discretionary and non-discretionary basis and also offers this program under a wrap and non-wrap fee advisory arrangement.** Depending upon the investments, investment strategy, trading activity, and other factors, you (the client) may pay more or less in fees and expenses. Refer to AAS' Brochure for a complete description of AAS' non-wrap fee programs, including fees, costs and risks, as those are not described in this Wrap Fee Program Brochure. **AAS encourages you to discuss these differences with your Advisor.**

➤ **IMS Gateway**

AAS' IMS Gateway program provides you access to a wide variety of mutual funds, cash and/or cash equivalents. Your Advisor will select the investments and monitor your account and evaluate its performance in relation to your long-term goals and objectives; however, your Advisor does not retain discretionary trading authority. AAS retains discretionary trading authority in the IMS Gateway program, monitors the relative performance of your account in relation to the economy, capital markets and widely followed indices and will automatically rebalance the account, as needed, on a periodic schedule chosen by the client from options provided by AAS. **The IMS Gateway program minimum account size is \$1,000 and is subject to AAS' maximum annual Program Fee of 0.35% - 1.0% based on the account size, as follows:**

**IMS Gateway Maximum Annual (Incremental) Fee Schedule:**

Account Size*	Maximum Annual Program Fee
≤ \$100,000	1.00%
\$100,000 - \$250,000	0.50%
\$250,001 - \$1,000,000	0.40%
+\$1,000,001	0.35%

\* based on Billable Account Value

Additional information regarding program fees and costs is provided below.



### ➤ **IMS Portfolio Choice**

Under AAS' IMS Portfolio Choice program, AAS has retained Envestnet to provide access to unaffiliated third-party Fund Strategist Portfolio models ("FSP Models"). FSP Models include a wide array of investments, including mutual funds, equities, bonds, exchange-traded funds (ETFs) and alternative/complex products and investment strategies, including AAS' IMS Select Model Portfolio Strategies (as described below under IMS Select). Your Advisor selects the FSP Model, but does not have trading discretionary authority. AAS retains discretionary trading authority and provides overlay management services to accounts participating in the IMS Portfolio Choice Program. AAS will make investment changes, as needed, to keep the account in line with the selected FSP Model. **The IMS Portfolio Choice program minimum account size is \$25,000, is subject to AAS' maximum annual Program Fee of 2.3% and the client incurs additional costs for the selected FSP model(s).** Additional information regarding program fees and costs is provided below.

- **IMS Select Portfolio Franklin Templeton Strategy** is a unique sleeve-based investment solution built using the Franklin Templeton family of mutual funds. The strategy consists of four distinct sleeve portfolios: Domestic, International, Balanced Income and Taxable Fixed Income – all of which can be used on a standalone basis or in combination to create a diversified portfolio. The Franklin Templeton Strategy is only available through the IMS Portfolio Choice Program. AAS determines the asset allocation for the individual sleeves and is responsible for fund selection and ongoing monitoring.

### ➤ **IMS Prime**

AAS' Prime program provides you access to a wide variety of exchange-traded funds ("ETFs"), cash and/or cash equivalents. Depending upon your Advisor's securities licenses, your Advisor will either 1) select a risk-based asset allocation with ETFs, as established by AAS, or 2) develop an asset allocation and choose the ETFs to align with that allocation. Under either, your Advisor will monitor your account and evaluate its performance in relation to your long-term goals and objectives; however, your Advisor does not retain discretionary trading authority. AAS retains discretionary trading authority in the IMS Prime program, monitors the relative performance of your account in relation to the economy, capital markets and widely followed indices and will automatically rebalance the account annually, or as needed. **The IMS Prime program minimum account size is \$5,000 and is subject to AAS' maximum annual Program Fee of 2.3%.** Additional information regarding program fees and costs is provided below.

### ➤ **IMS Select**

The IMS Select program currently offers eleven (11) portfolio strategies (each an "IMS Select Portfolio Strategy") managed by AAS on a discretionary basis. Strategies may be added or removed at AAS' sole discretion. Your Advisor selects the strategy and AAS retains discretionary trading authority in the IMS Select program, monitors the relative performance of your account in relation to the economy, capital markets and widely followed indices and will automatically rebalance the account, as needed, based on the selected IMS Select Portfolio Strategy. **The IMS Select program minimum account size is \$25,000 and is subject to AAS' maximum annual Program Fee of 2.3%.** Additional information regarding program fees and costs is provided below.

Each IMS Select Portfolio Strategy has a unique mandate, utilizing mutual funds and exchange-traded funds ("ETFs"), as further described below (in alphabetical order):

- **IMS Select Portfolio Blended Strategy** uses an "active" and "passive" investment management approach by investing in active mutual funds, active ETFs, or factor-based (commonly referred to as "smart beta") ETFs, and low cost, market-cap weighted ETFs within the portfolio's strategic asset allocation established by AAS. This strategy is meant to generate capital appreciation over the long term within the risk profile chosen by the client (through the SIS).
- **IMS Select Portfolio Dimensional Strategy** seeks to deliver the performance of capital markets and increase returns, within the risk profile chosen by the client (through the SIS), through state-of-the-art portfolio design and trading techniques using a select group of Dimensional Fund Advisors (DFA) mutual funds. AAS is responsible for the strategic asset allocation, fund selection and fund weighting within this strategy.
- **IMS Select Portfolio Dimensional Environmental, Social, and Governance ("ESG") Strategy** uses a select group of Dimensional "sustainability" mutual funds that take into consideration the impact companies may

have on the environment, excluding or underweighting securities of companies whose environmental footprint could be detrimental to society as compared to other companies in the mutual fund's investment universe. AAS is responsible for the strategic asset allocation, fund selection and fund weighting within this strategy.

- **IMS Select Portfolio Dimensional Socially Responsible Investing (SRI) Strategy** uses a select group of Dimensional "socially responsible" mutual funds that apply a screening methodology that reflects a broad set of investors' social concerns. AAS is responsible for the strategic asset allocation, fund selection and fund weighting within this strategy.
- **IMS Select Portfolio Franklin Templeton Strategy** is only available through the IMS Portfolio Choice Program, as described above.
- **IMS Select Portfolio Global Strategy** offers exposure to both U.S. and International markets, utilizing active, passive, or "smart beta" mutual funds and ETFs. This strategy seeks to take advantage of unique opportunities in the current economic environment and, as such, there may be notable tilts within assets classes and sectors relative to the benchmark that may also result in higher turnover (i.e., more frequent trading activity).
- **IMS Select Portfolio Income Strategy** is specifically designed for those seeking current income with capital preservation and/or total return as secondary objectives and is only available under three risk profiles: ultra conservative, conservative and moderate. This strategy assumes that the client will be taking all income produced by the underlying mutual funds and ETFs, rather than reinvesting income and distributions. Therefore, as markets fluctuate, so will the account, more so than a traditional total return portfolio in which the client is reinvesting income.
- **IMS Select Portfolio Passive Strategy** uses a "passive" investment management approach by investing in low cost, market-cap weighted ETFs within the portfolio's strategic asset allocation ("SAA") that is designed to track the movements of a specific market index. This strategy is meant to generate capital appreciation over the long term within the risk profile chosen by the client (through the SIS).
- **IMS Select Portfolio Russell Investments Tax-Managed Strategy** uses a select group of Russell Investments mutual funds that use a technique that Russell Investment Management ("RIM") calls "total portfolio management," whereby multiple active manager positions are held in a single custody account with trades implemented by RIM with a focus on tax efficiency. This tax-managed strategy seeks to minimize capital gains and other fund distributions in order to mitigate the tax drag on portfolio performance. AAS is responsible for the strategic asset allocation, fund selection and fund weighting within this strategy.
- **IMS Select Portfolio Tax-Smart Strategy** focuses on tax-efficient investments, seeking equity exposure through ETFs, that may be "active," "passive" (market-Cap weighted) or factor-based, and fixed income exposure through mutual funds or ETFs that contain underlying municipal bond exposures. This strategy is meant to generate capital appreciation over the long term within the risk profile chosen by the client (through the SIS).
- **IMS Select Portfolio U.S. Only Strategy** offers exposure to U.S. markets, utilizing active, passive, or "smart beta" mutual funds and ETFs. This strategy seeks to take advantage of unique opportunities in the current economic environment and, as such, there may be notable tilts within assets classes and sectors relative to the benchmark that may also result in higher turnover (i.e., more frequent trading activity).

Under the IMS Select program, if elected by the client and/or Advisor, a tax-intelligent investment strategy (also referred to as a tax-managed investment strategy or tax overlay strategy) may be applied to a taxable account. A tax-managed investment strategy considers tax implications related to after-tax returns while staying as consistent as possible with the risk/return characteristics of the selected investment strategy. **There are no guarantees as to the effectiveness of the tax-managed investing strategy and clients will be impacted differently.** AAS does not (itself) provide legal or tax advice and clients should discuss any questions with or request further information from the Advisor and/or legal and tax professionals prior to engaging in a tax overlay strategy. **The client is solely responsible for ensuring that all positions and tax lots in the account have complete and accurate cost basis**

information at all times.

- **Advisor-Directed Tax Overlay** services may be available through your Advisor. Advisors apply various techniques, such as tax-loss harvesting, long-term and short-term capital gain management, asset allocation and investment selections, when implementing a tax-managed investment strategy, primarily with respect to determining when assets in an advisory account should be bought or sold. Additionally, various methodologies and assumptions are used in determining the tax-implications relative to the strategy.
- **IMS Select Tax Managed (TM)** services are provided through Envestnet. The client authorizes Envestnet to exercise discretion to manage the account to client's specified tax sensitivity level, in an effort to help improve after-tax returns and also help reduce the client's tax burden. This service includes funding the account with legacy positions — both strategy and not-in-strategy — and optimizing the portfolio to the new IMS Select Portfolio Strategy. The service also includes ongoing tax management in the form of tax-loss harvesting, holding alternative positions, potential capital gains deferrals, tax-sensitive withdrawals and tax-sensitive rebalancing of the portfolio. **An additional fee of 0.08%, or at a minimum \$40, is charged to the client, and is included in AAS' and the Advisor's Program Fee and the minimum account size to participate in this service is \$75,000.**
- **IMS Select Tax-Loss Harvesting (TLH)** services is an automated loss-harvesting program managed by AAS, whereby an account in an IMS Select Portfolio Strategy with \$5,000 or more in losses (on a month-over-month basis) will be automatically loss-harvested each month. While AAS plans to perform tax loss harvesting on a monthly basis, as described, AAS retains the right to perform tax loss harvesting at any time.

Additionally, a portion of an account managed under the IMS Select program may be separately invested, from the chosen IMS Select Portfolio Strategy, in structured products. This portion of the account ("Structured Products Account") will be managed on a non-discretionary basis by your Advisor and may only include structured products as available and approved for the IMS Select program and as determined by your Advisor.

➤ **IMS Unified Choice**

Under AAS' IMS Unified Choice program, AAS has retained Envestnet Asset Management, Inc., a registered investment adviser ("Envestnet"), to provide 1) overlay management services whereby Envestnet performs overlay management services of program accounts for third-party model providers, implementing portfolio changes pursuant to an investment model updated by the model provider and/or 2) access to third-party investment managers (or Sub-Managers). This is a discretionary program and AAS, Envestnet, and/or the selected Sub-Manager have trading discretionary authority for your account. Your Advisor selects the strategy/strategies, but does not have trading discretionary authority. For certain investment strategies, the Sub-Manager manages the program account directly (without Envestnet's overlay services). In such instances, Envestnet delegates its discretionary trading authority to the Sub-Managers. AAS has a co-advisory relationship with the Sub-Manager through Envestnet and AAS is responsible for selection, monitoring and termination of SMA Managers used under this program. **The minimum investment in the IMS Unified Choice program is \$500,000 and the minimum investment for each single asset class fixed income portfolio is \$250,000. The IMS Unified Choice program is subject to AAS' maximum annual Program Fee of 3.0% and the client incurs additional costs for the selected third-party model provider(s) and/or Sub-Managers.** Additional information regarding program fees and costs is provided below.

Under the IMS Unified Choice program, if elected by the client and/or Advisor, a tax-intelligent investment strategy (also referred to as a tax-managed investment strategy or tax overlay strategy) may be applied to a taxable account. A tax-managed investment strategy considers tax implications related to after-tax returns while staying as consistent as possible with the risk/return characteristics of the selected investment strategy. **There are no guarantees as to the effectiveness of the tax-managed investing strategy and clients will be impacted differently.** AAS does not (itself) provide legal or tax advice and clients should discuss any questions with or request further information from the Advisor and/or legal and tax professionals prior to engaging in a tax overlay strategy. **The client is solely responsible for ensuring that all positions and tax lots in the account have complete and accurate cost basis information at all times.**

- **Advisor-Directed Tax Overlay** services may be available through your Advisor. Advisors apply various techniques, such as tax-loss harvesting, long-term and short-term capital gain management, asset

allocation and investment selections, when implementing a tax-managed investment strategy, primarily with respect to determining when assets in an advisory account should be bought or sold. Additionally, various methodologies and assumptions are used in determining the tax-implications relative to the strategy.

- **Tax-Loss Harvesting** services are provided through Envestnet. The client authorizes Envestnet to exercise discretion to manage the account to client's specified tax sensitivity level, in an effort to help improve after-tax returns and also help reduce the client's tax burden. This service includes funding the account with legacy positions — both strategy and not-in-strategy — and optimizing the portfolio to the new IMS Select Portfolio Strategy. The service also includes ongoing tax management in the form of tax-loss harvesting, holding alternative positions, potential capital gains deferrals, tax-sensitive withdrawals and tax-sensitive rebalancing of the portfolio. **An annual fee of 0.05% - 0.08% (or 8 basis points), based on the account's asset size, is charged to the client and is in addition to AAS' and the Advisor's Program Fee.**

### **Trading and Brokerage Practices**

Generally, the Firm does not accept directed brokerage arrangements, which is where a client requires that account transactions be affected through a specific client directed broker-dealer. **Client transactions are executed through the designated custodian(s), third-party investment manager(s) and/or TAMP(s).** Clients should be aware that some third-party investment managers and/or TAMPs execute trades away from the custodian. For more information about the brokerage practices of any Platform Provider, third-party investment manager or TAMP, clients should refer to the information provided by the Advisor, including, but not limited to, the applicable disclosure(s) and applicable agreement(s).

For AAS' Investment Management Solutions (IMS) platform, advisory accounts are required to be established and held through AAS' affiliated broker-dealer, AIS. AIS provides brokerage, custody and execution services through its clearing arrangement with National Financial Services LLC ("NFS" or "Custodian"), a non-affiliated firm, member NYSE, SIPC and a Fidelity Investments® Company. AAS selected AIS primarily due to its affiliation and AIS' relationship with NFS. As part of this relationship, AAS' receives substantial economic and non-economic benefits from NFS, including but not limited to, access to the Bank Deposit Sweep Program (as detailed in [Item 4](#) and [Item 9](#)), accessibility to dedicated service personnel, electronic and institutional trading, third-party research and technology, technical and operational support, advisory fee processing, and electronic communications and reporting to clients. AAS' and AIS' affiliation creates conflicts of interest and, in many cases, incentivizes AAS and its Advisors to recommend an affiliate's products and/or services versus other, similar, non-affiliated providers. Additionally, many of AAS' Advisors serve in multiple capacities and may be incentivized to recommend products or services that create the greatest compensation for the Advisor. **For additional information about AIS' order execution and routing practices, visit <https://www.avantax.com/disclosures/order-execution-routing> or contact the Firm using the information on the cover page of this Brochure.**

AAS is obligated to seek best execution for all trades, regardless of program; however, in seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a services. **While AAS reviews the accuracy, timeliness and execution of trades processed through the designated custodians, AAS cannot guarantee that a client will receive the most favorable execution of trades, which in turn may cost clients more money.** Periodically, AAS reviews the custodial services provided by other qualified custodians in comparison to those provided by AIS and NFS.

AAS and its Advisors have the ability to aggregate, "bunch," or "block" client transactions. If elected, advisory accounts included in the bunched trade will receive an average price, if the entire order is not filled at a single price. Average pricing only occurs for trades in the same security entered at the same time by the same Advisor and not among different Advisors and only for stocks and ETFs. It is possible that there will be two or more aggregate trades for the same security for the same Advisor on the same day (e.g., one bunched trade is entered in the morning and one or more are entered later that same day). AAS does not generally do an average price calculation across multiple aggregate trades (either among the same or different Advisors). If the order does not execute in its entirety, the shares are allocated on a pro rata basis based on the original aggregated trade. There can be occasions where the pro rata allocation is increased or decreased to avoid holding odd lot or small numbers of shares, especially for smaller accounts. This allocation is determined in good faith in an attempt to be fair and equitable.

Trades for tax-managed investing accounts may be processed separately from non-tax managed investing accounts. Therefore, same-day or multi-day trade timing differences can occur between the processing, submission and the execution of securities transactions, resulting in execution price differences between accounts and clients.

AAS does not engage in cross trading and principal trading. A cross trade occurs when an investment adviser causes a trade to occur between two or more of its advisory clients' accounts. A principal trade takes place when an adviser arranges for a security to be purchased from or sold to a client from its own account (which can include a fund in which the adviser or its personnel have a substantial ownership interest).

### **IMS Platform and Program Fees and Costs**

Your Advisor and AAS will typically earn compensation for wealth management advisory services by charging an asset-based Program Fee that includes investment advisory, portfolio management, periodic reporting, and administration. **All clients will incur underlying investment expenses.** Furthermore, depending upon the investments, services, and negotiated agreement, clients will also incur other fees and expenses. This information is documented in the agreement (via the SIS) and the custodial agreement. Additional information about these fees and expenses is described in the section entitled **Other Expenses, Fees and Costs**.

The Program Fee is negotiated between you and your Advisor (on an account-by-account, client-by-client basis) and is subject to AAS' maximum annual Program Fee, as follows:

<b>Program Name</b>	<b>Minimum Account Size*</b>	<b>Maximum Annual Program Fee</b>	<b>Additional Program Costs</b>
IMS Access	\$100,000	2.3%	
IMS Flex Choice	\$15,000	2.3%	
IMS Gateway	\$1,000	0.35% - 1.0%	
IMS Portfolio Choice	\$25,000	2.3%	Third-party manager fee(s)
IMS Prime	\$5,000	2.3%	
IMS Select	\$25,000	2.3%	Tax-overlay services (optional)
IMS Unified Choice	\$500,000	3.0%	Third-party manager fee(s)

\* based on Billable Account Value

The Program Fee is reflected in the client agreement (via the SIS) as a flat, tiered or incremental annual percentage, that is calculated on the Billable Account Value, billed quarterly in advance (January, April, July and October), directly debited from the client's account, and reflected on the custodial account statement.

The Program Fee may be flat, tiered or incremental annual percentage, as further described below:

**Flat Fee Schedule:** A Program Fee based on a flat percentage would apply the applicable Program Fee rate (%) based on the applicable Billable Account Value, regardless of the amount. For example, under a flat fee schedule, if an account has a Billable Account Value of \$1,500,000, the entire \$1,500,000 would be charged a Program Fee rate of 1.25% (annually).

**Tiered Fee Schedule:** A Program Fee based on a tiered percentage would apply the applicable Program Fee rate (%) based on the applicable Billable Account Value (assets) that fell within each tier, subject to the maximum annual program fee. For example,

From	\$0	to	\$1,000,000	, the fee is	1.25%
From	\$1,000,001	to	\$2,000,000	, the fee is	1.00%
From	\$2,000,001	to	\$5,000,000	, the fee is	0.75%
Over	\$5,000,000+			, the fee is	0.60%

Under the illustrative tiered fee schedule, if an account has a Billable Account Value of \$1,500,000, the first \$1,000,000 would be charged at a Program Fee rate of 1.25% and the remaining \$500,000 would be charged at a Program Fee rate of 1.00% (annually).

**Incremental Fee Schedule:** The IMS Gateway Program Fee is based on an incremental schedule, whereby the Program Fee rate (%) is based on the total Billable Account Value. The fee changes once the Billable Account Value reaches the next fee increment. For example, if an account has a Billable Account Value of \$1,000,000, the Program Fee rate would be 0.40% (annually). If during the next billing cycle, the account's Billable Account Value is \$1,500,000, the Program Fee rate would be 0.35% (annually).

**NOTE:** AAS and its Advisors price services based upon various objective and subjective factors. As a result, AAS' clients will pay diverse fees and costs based upon, among other things, the complexity of the engagement, type of service(s), investment products used, investment program and strategies employed, and other third-party-specific costs. **Clients may inquire at any time with their Advisor as to client-specific fees and costs.**

The Program Fee is calculated by taking the Program Fee percentage (%), divided by the number of days in the calendar year (i.e., 365 or 366 for leap years), then multiplying the quotient by the number of days in the billable calendar quarter (i.e., 90, 91 or 92 depending on the quarter and year), and multiplying that quotient by the Billable Account Value (\$). The sum (i.e., quarterly Program Fee) is the amount that is directly debited from the client's account, unless otherwise agreed to in writing, and reflected on the custodial account statement in January, April, July and October.

Subject to variances outlined below, the "Billable Account Value" is equal to the market value of all assets, including cash and cash equivalents, and less the market value of any excluded assets. The market value of all assets and the calculation of the Program Fee is provided through a third-party portfolio accounting system that receives information from AAS' custodian. The market value information provided by the third-party portfolio accounting system is as of the close of business on the last business day of the billable calendar quarter. However, these quarter-end market valuations may be different from the market valuations provided by the custodian due to timing of corporate actions, accrued interest, and trade settlements. Excluded assets are determined in the sole discretion of AAS or as requested by an Advisor and approved by AAS. For more information about AAS' fee billing process, contact your Advisor or the Firm using the information on the front of this Wrap Fee Program Brochure.

The Program Fee includes AAS' administrative fee, which ranges from 0.012% to 0.35% based upon your Advisor's total advisory assets under management through AAS. You (the client) are charged and debited the agreed upon Program Fee from which AAS' administrative fee is deducted and the remaining portion is distributed to your Advisor.

The following Program Fee variances apply:

**Initial Program Fee:** The initial Program Fee, or Inception Fee, is calculated as of the date the Billable Account Value is funded or, if applicable, reaches the Program's minimum amount ("Inception Date") and is prorated for the balance of calendar days remaining in the calendar quarter. The initial Program Fee is billed the month following the Inception Date.

**Interim Program Fee Adjustments:** In the event any deposits and/or withdrawals (netted) equal or exceed \$10,000 (in market value on an absolute basis) on any business day in an account, an interim, prorated Program Fee will be charged or refunded (as applicable) to the account. This is commonly referred to as flow or interim billing and is only applicable on an account-by-account basis (not aggregated with other related accounts). Each interim, prorated Program Fee is assessed in the month following the receipt/payment of the deposits/withdrawals (netted) and is based on the number of days remaining in the current billing period.

**Bank Deposit Sweep Program Adjustments:** Any cash balances held in the Bank Deposit Sweep Program exceeding 25% of an advisory account's assets, calculated from the end of the prior billing period to the end of the current billing period, will be excluded from the Billable Account Value. For example, if an advisory account has 26% of its assets in cash held in the Bank Deposit Sweep Program as of June 30<sup>th</sup> and as of September 30<sup>th</sup>, the market value of 1% of those assets will be excluded from the Billable Account Value for September 30<sup>th</sup>. Additional information about cash and cash equivalents, including related conflicts of interest, is described in the section entitled **Other Expenses, Fees and Costs**.

**Related Account(s):** Upon a client's request, as negotiated with the Advisor, and as accepted by AAS in AAS' sole discretionary, advisory accounts may be associated or linked together ("Related Accounts") for tiered-

fee billing purposes and may allow the Related Accounts (in aggregate) to achieve a lower-cost, tiered billing rate. For additional information, contact your Advisor.

**Program Fee Changes:** AAS reserves the right to modify or change the Program Fee after thirty (30) days of written notice to the client. You and your Advisor may renegotiate a Program Fee at any time and, an increase in a Program Fee will require a new client agreement and SIS; however, a decrease in a Program Fee requires only a notification by your Advisor to AAS. Program Fee changes will become effective at the beginning of the next billing period (i.e., start of each calendar quarter).

**Ineligibility:** In the event an account is deemed ineligible for a program, such as no longer meeting a program's minimum requirements or not funding an account (minimum size) within 90 days of opening an account, the advisory account will automatically be moved to a retail, brokerage account with AAS' affiliated broker-dealer, AIS. Wealth management advisory services will be discontinued and the related Program Fee will be terminated in accordance with AAS' policies (e.g., never charged or refunded). AAS and your Advisor will no longer be obligated to provide on-going advice and any trading will be done at your request (non-discretionary) and subject to retail commissions on a trade-by-trade basis.

**Termination Refunds:** Wealth Management Advisory Services may be terminated via notice at any time by either the client or AAS and, following the receipt of a notice of termination, the client will be issued a prorated refund of paid Program Fees, based upon the number of days from the termination date through the end of the then-current fee period. A refund, if any, is paid the month following the termination date.

### **Third-Parties**

AAS offers advisory services by referring clients to unaffiliated third-parties, including but not limited to investment managers and Turnkey Asset Management Platforms ("TAMPs"). These third-parties may charge a minimum fee, and clients should be aware that the imposition of minimum fees by another entity will result in a higher fee being charged than is described in this Wrap Fee Program Brochure. Clients may authorize the deduction of a third-party's fees from the client's custodial account(s). These additional fees and charges will be set forth in the information provided by the Advisor, including, but not limited to, the applicable third-party's disclosure(s) or the applicable agreement(s).

### **Other Expenses, Fees and Costs**

All clients will incur underlying investment expenses and, depending upon the investments, services, and negotiated agreement may also pay other fees and expenses, as described below. **Clients may inquire at any time with their Advisor as to client-specific fees and costs.** Additional information about other expenses, fees and costs typically associated with AAS' advisory services is provided below.

- **Underlying Investment Expenses for Mutual Funds and ETFs:** Mutual funds and/or exchange traded funds ("ETFs") pass along costs to investors by imposing fees and expenses, such as shareholder fees, operating expenses and/or transaction costs. These costs reduce the returns on mutual funds and ETFs. Therefore, clients should fully understand the costs incurred through these investments, as fully described in the mutual fund or ETF prospectus that is available upon request from your Advisor, and fully discuss these costs with your Advisor. For example, a client invested in a mutual fund or ETF through an AAS advisory program will pay at least two layers of fees. The client will pay the mutual fund or ETF underlying investment management fees and will also pay AAS' Program Fee. Clients may invest in many of the ETFs and mutual funds that AAS makes available through another broker-dealer, custodian, investment adviser or another financial institution and, as a result the client's fees may be higher or lower than those charged by AAS and your Advisor.
  - **Share Class Costs and Fees:** Mutual funds and ETFs have different share classes with different fee structures and costs. Some share classes of a fund charge higher internal expenses, whereas other share classes of a fund charge lower internal expenses. Institutional and advisory share classes typically have lower expense ratios and are less costly for a client to hold than Class A shares or other share classes that are eligible for purchase in an advisory account. In some instances, a mutual fund offers only Class A Shares, but another similar mutual fund may be available that offers institutional shares. Some share classes incur a ticket charge (commonly described as TF shares). Other share classes incur no ticket charges (commonly described as NTF shares), but usually have higher underlying costs, and the associated costs would ultimately be incurred by the client.

- While AAS strives to utilize the lowest cost share class available (without a surcharge) through its custodians, there may be other less costly share classes offered by a fund that are 1) not available for use by AAS due to constraints imposed by the terms of the fund’s prospectus, 2) not available on the custodial platform, and/or 3) subject to other conditions or restrictions that make utilizing such share class unreasonable, costly or prohibitive. A conflict of interest exists in those limited situations in which AAS elects to utilize a share class more costly to the client, than the lowest cost share class available at the custodian, in order to avoid a custodian-imposed surcharge.
- **12b-1 Fees and Revenue Share:** Some mutual funds charge “12b-1 fees” to cover the costs of marketing and selling fund shares (distribution) and providing shareholder services. Distribution fees include fees to compensate brokers and others who sell fund shares and to pay for advertising, the printing and mailing of prospectuses to new investors, and the printing and mailing of sales literature. Shareholder service fees are fees paid to persons to respond to investor inquiries and provide investors with information about the mutual fund. Shareholder service fees can also be paid outside of 12b-1 Fees (“Revenue Share”). Certain mutual fund companies pay AAS’ affiliate, AIS, to provide shareholder liaison services to investors. These fees are classified as shareholder servicing fees and generally include responding to investor inquiries and providing information on mutual fund investments.
  - While AAS does not directly receive this revenue, a conflict of interest exists because AAS indirectly benefits from its affiliates’ profitability and growth. Specifically, AAS’ affiliated broker-dealer, AIS, receives these shareholder service fees from certain mutual funds based on AAS’ advisory assets invested in a particular mutual fund.
- **Sales Charges, Redemption Fees, and Other Restrictions:** If a client transfers a previously purchased mutual fund, and there is an applicable contingent deferred sales charge on the fund, the client will pay that charge when the mutual fund is sold. If the account is invested in a mutual fund that charges a fee if a redemption is made within a specific time period after the investment, the client will be charged a redemption fee. If a mutual fund has a frequent trading policy, the policy can limit a client’s transactions in shares of the fund (e.g., for rebalancing, liquidations, deposits or tax-loss harvesting).
  - Clients have the ability to retain the higher cost share class until any contingent or deferred sales loads have passed before including such positions in an AAS account.

See [Item 6](#) for additional information on risks, including mutual fund and ETF risks.

- **Advisory Fees on Cash Assets and the Bank Deposit Sweep Program:** AAS, by and through its affiliate, AIS, makes available a Bank Deposit Sweep Program to its clients. AAS calculates asset-based fees (e.g., Program Fees and Asset Management Fees) on assets placed under its management, including cash, cash equivalents, money market funds, and assets held in the Bank Deposit Sweep Program. This creates several conflicts of interest and potentially additional costs to you. Depending on the client’s investment objective and/or strategy, these cash balances could be relatively high and represent a material portion of the overall account. Clients should understand that the asset-based fees charged on these balances may exceed the returns provided by cash, cash equivalents, money market funds and/or Bank Deposit Sweep Program, especially in low interest rate environments. Furthermore, AAS’ affiliate, AIS, and the custodian, NFS, receive revenue share from the Bank Deposit Sweep Program. Any fees earned from the Bank Sweep Program are not shared with your Advisor; however, the returns on the Bank Deposit Sweep Program may be less than you would earn through other similar programs and/or other investments. Furthermore, the more assets that are held in the Bank Sweep Program and/or as interest rates increase, the revenue share increases. Such increases do not directly correlate to increased returns for clients invested in the Bank Deposit Sweep Program. AAS is incentivized by its business model to use its affiliate’s Bank Deposit Sweep Program, rather than individualized client circumstances. See [Item 9](#) for additional information about this program.
- **Clearing and Custody Fees (“C&C Fees”):** Client-specific custodial asset-based charges are detailed in the client’s custodial agreement(s) or client’s custodial quarterly statements. The custodial asset-based charge is paid to the custodian, based on a percentage of the market value of the assets held within the account. The investment strategy will determine whether the C&C Fees will be deducted from the Program Fee, paid by the Advisor or deducted from the client’s account. The amount of C&C Fees is usually determined by the level of assets held in the account or particular program. AIS, at its sole discretion, adds a markup to various C&C Fees that are paid by clients. The markup generates additional revenue for AIS. See [Item 9](#) for



additional information.

- **Trade Execution Costs (“Ticket Charges”):** Client-specific custodial transaction-based charges are detailed in the client’s custodial agreement(s) or client’s custodial quarterly statements. The custodial transaction-based charges are billed by and paid on trade date to the custodian when a transaction is executed through the custodian and is based on the specific security or investment involved in the transaction. The investment strategy, investments and related transactions will determine whether the Ticket Charges will be deducted from the Program Fee, paid by the Advisor or deducted from the client’s account. AIS, at its sole discretion, adds a markup to various Ticket Charges that are paid by clients. The markup generates additional revenue for AIS. See [Item 9](#) for additional information.
- **Account and Elective Services Costs:** All third-party providers, including the custodian, third-party investment managers, and TAMPs available through AAS offer elective (or add-on) services and other charges that are borne solely by the client. For example, wire fees, transfer fees, margin interest, account activity fees, retirement account maintenance fees, platform fees, strategist fees, and annuity/insurance carrier fees. These costs may be waived, in whole or in part, by the third-party based on level of assets maintained with the third party, or other factors and/or conditions. Such fees may be higher or lower than those required by other third-parties.
- **Alternative and Complex Products’ Impact on Advisory Fees:** Certain alternative and complex products (e.g., Direct Participation Programs involving Non-Traded Private Equity investments and/or Non-Traded REITs; Structured Products) may be deemed illiquid or non-tradeable. Consequently, these products will effectively become static holdings in your portfolio, with other holdings being rebalanced around the static/illiquid product(s). The Program Fee for these types of investments may be calculated based on unaudited net asset values provided as estimates by the sponsor of the product. These unaudited net asset values (deemed a “Fair Value”) are provided by the product sponsor on a reporting period basis (e.g., monthly). AAS does not audit or confirm the accuracy of the Fair Values provided by sponsors. Sponsors do not adjust previously determined Fair Values. These valuations affect the calculation of a Program Fee. For example, the portion of your Program Fee attributed to a Non-Traded Alternative Investment may be calculated based on its Fair Value as of the end of the second month of the previous calendar quarter, rather than as of the end of the previous quarter. Thus, increasing or decreasing your Program Fee. See [Item 6](#) for additional information on risks, including alternative and complex product risks.
- **Margin and Margin Interest:** The use of margin is permitted in some investment advisory programs and may be recommended by your Advisor, resulting in additional costs, Program Fees and conflicts of interest. Margin, or a margin debit balance, is created by borrowing against your account which gives you access to cash and/or the ability to purchase additional investments. It is a conflict of interest if you borrow on margin in your account because AAS’ affiliate, AIS, and the custodian receives compensation on the interest you pay on your margin debit balance. You are encouraged to evaluate the interest rates you pay by borrowing on margin and compare those interest rates to other available sources of credit (or lenders) from which you can borrow, as the interest you might be charged by borrowing on margin may be greater than loans available to you elsewhere. The use of margin exposes investors to the potential for higher losses. See [Item 6](#) for additional information on risks, including margin and leveraging.
- **Variable and Index Annuity and Other Pooled Investment Fund Costs:** If a client holds a variable annuity that is managed as part of advisory account, there are mortality, expense and administrative charges, fees for additional riders on the contract and charges for excessive transfers within a calendar year imposed by the variable annuity sponsor. Likewise, if a client holds a Unit Investment Trust (“UIT”) in a program account, UIT sponsors charge creation and development fees or similar fees. Clients should understand the costs incurred through these investments, as more fully described in the prospectus that is available upon request from your Advisor.
- **Trading Errors:** AAS endeavors to identify and correct trade errors as soon as possible. When a trade error has been identified by AAS, the Advisor or client, AAS will promptly correct the error with the goal of restoring the account back to the same condition that would have resulted if the error had not occurred. Losses associated with trade errors that are not caused by the client will be borne by AAS or the Advisor. Under some circumstances, correction of an error could result in a gain; such gains are retained by AAS. For purposes of determining the gain or loss, related transactions are corrected in the aggregate so that profits offset

associated losses; a client may not elect to ratify only those portions of a related transaction that are profitable.

## Item 5: Account Requirements and Types of Clients

AAS' wealth management advisory services are primarily designed for individuals, corporations and other businesses that reside or are domiciled in the United States. This includes but is not limited to natural persons, high-net worth individuals, custodial accounts (i.e., UGMA, UTMA), estates, corporations, limited liability companies (LLCs), partnerships, and trusts. All advisory and retirement planning clients are required to sign a written agreement with AAS.

AAS does not design its programs or services for government entities<sup>2</sup> or municipal entities<sup>3</sup>, and these types of clients are generally prohibited by AAS, unless otherwise approved in writing by AAS' compliance personnel.

Following is a high-level summary of AAS' wrap fee programs minimum account sizes (in alphabetical order):

Program Name	Minimum Account Size*	Maximum Annual Program Fee	Additional Program Costs
IMS Access	\$100,000	2.3%	
IMS Flex Choice	\$15,000	2.3%	
IMS Gateway	\$1,000	0.35% - 1.0%	
IMS Portfolio Choice	\$25,000	2.3%	Third-party manager fee(s)
IMS Prime	\$5,000	2.3%	
IMS Select	\$25,000	2.3%	Tax-overlay services (optional)
IMS Unified Choice	\$500,000	3.0%	Third-party manager fee(s)

\*based on Billable Account Value

For detailed information about each IMS Program requirements, see [Item 4](#).

AAS, in its sole judgment, can choose to waive or reduce the minimum initial investment amount or account sizes for its programs. Custodian-sponsored programs, third-party investment managers, TAMPs, and other third-parties may require different account eligibility requirements and/or minimum asset levels. These additional requirements will be set forth in the information provided by the Advisor, including, but not limited to, the applicable third-party's disclosures or agreement(s).

## Item 6: Portfolio Manager Selection and Evaluation

### Advisory Business

AAS offers a variety of investment advisory services primarily to individuals, pension and profit-sharing plans, and businesses. Most clients engage AAS on a discretionary basis, which means the Advisor will make investment decisions without the client's prior authorization. Clients who engage AAS on a non-discretionary basis are responsible for making all final investment decisions and, in some instances, the implementation of any recommendation. For example, under a non-discretionary investment advisory agreement AAS and the Advisor will be unable to affect any investment transactions (as it would for its discretionary investment advisory clients) without first obtaining the client's consent. Some investment advisory services are only available on a discretionary or non-discretionary basis, as further described in this Wrap Fee Program Brochure or AAS' Brochure. Additionally, some of

<sup>2</sup> The term "government entity" carries the same definition found in Rule 206(4)-5 of the Investment Advisers Act, as amended, and includes, but is not limited to, any agency, authority or instrumentality of the state or political subdivision; a pool of assets sponsored or established by the state or political subdivision or any agency, authority or instrumentality thereof, including but not limited to a defined benefit plan or a state general fund; and a plan or program of a government entity

<sup>3</sup> The term "municipal entity" carries the same definition found in Section 15B(e)(8) of the Securities Act, as amended, and includes, but is not limited to municipal corporate instrumentality of a State and any other issuer of municipal securities.

AAS' investment advisory services are subject to conditions, such as a minimum account size (or asset level) or minimum annual fee, and/or restrictions, such as being available only to certain types of clients (e.g., retirement plans or accredited investors).

AAS accepts discretionary trading authority to manage accounts on behalf of clients. This discretionary trading authorization does not grant discretionary authority to withdraw funds or securities (other than for payment of advisory fees, as described in [Item 4](#)) nor does it allow for any trading outside the advisory program selected in the agreement. Clients who engage AAS on a discretionary basis may, at any time, impose reasonable restrictions on AAS' discretionary authority (e.g., limit the types or amounts of particular securities, etc.). Such restrictions must be provided to AAS in writing and can affect the account's performance or limit the investment strategies available to the client. You may rescind the discretionary authorization at any time by providing written notice to the Firm at the address on the front of this Wrap Fee Program Brochure. Rescinding discretionary authorization will require the client to enter into an updated written agreement with AAS and the Advisor.

Each of AAS' investment strategies (programs) is designed to focus on a specific investment style, using specified-types of securities. In turn, AAS and/or the Advisor align a client's specific situation, using the client's designated investment objective(s), risk tolerance(s), investment time horizon, and investment restrictions (if any), with one of AAS' investment strategies. Clients who engage AAS on a discretionary basis may, at any time, impose reasonable restrictions on AAS' discretionary authority (e.g., limit the types or amounts of particular securities, etc.). For additional information on AAS' investment strategies see [Item 4](#).

Many of AAS' investment advisory services are provided under "wrap fee" programs whereby the client pays a single fee, based on a percentage of the managed assets, for investment advisory, portfolio management and trade execution. **AAS' wrap fee programs are described in this Wrap Fee Program Brochure.** AAS also offers investment advisory services and programs, known as non-wrap fee programs, whereby the client is separately assessed and pays for investment advisory, portfolio management and trade execution, as applicable. **A full and complete description of AAS' non-wrap free programs is separately provided in AAS' Brochure.** AAS' programs differ by investment strategy, risk profiles, and asset allocation; however, the primary difference between a wrap fee and a non-wrap fee program is whether AAS/Advisor or the client pay for, as applicable, a custodial and trade execution charges. All clients pay for underlying investment expenses. For additional information on fees, expenses, and costs, see [Item 4](#).

#### **Performance-Based Fees and Side-by-Side Management**

AAS does not charge performance-based fees or engage in side-by-side management.

Performance-based fees are fees based on a share of capital gains on or capital appreciation of the assets of a client. Side-by-side management generally refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management, hourly charges, fixed fees (not including subscription fees) and at the same time manages other accounts for which fees are assessed on a performance fee basis. Since AAS does not charge performance-based fees, it does not engage in side-by-side management.

AAS' fees and compensation are disclosed in [Item 4](#) above and other compensation matters are disclosed in [Item 9](#).

#### **Methods of Analysis, Investment Strategies and Risk of Loss**

As further described under [Item 4](#), some of AAS' IMS Programs (discretionary) your Advisor serves as the portfolio manager. Each Advisor uses differing methods of analysis and investment strategies in formulating investment advice or managing assets and those assets may be subject to differing or additional risks. AAS encourages you to discuss this with your Advisor.

Some of AAS' IMS Programs (discretionary) are overseen by AAS' investment oversight committee ("IOC" or "Committee"), chaired by the Firm's Chief Investment Office. The IOC monitors the current state of the economy and markets, researches and selects the various investments and investment strategies for AAS, and analyzes and reports on the performance of such investment strategies.

In other AAS' IMS Programs (discretionary) AAS has a co-advisory relationship with a third-party manager, whereby AAS has delegated discretionary authority to the third-party manager and the third-party manager serves as the

portfolio manager. Each third-party manager uses differing methods of analysis and investment strategies in formulating investment advice or managing assets and those assets may be subject to differing or additional risks. AAS encourages you to discuss this with your Advisor.

### Methods of Analysis

AAS and its Advisors use a variety of methods of analysis, including any one or combination of the following:

- **Economic Analysis:** Economic analysis generally involves studying various factors in an economy, including macro-economic factors (such as interest rates, inflation, and growth) and micro-economic factors (such as market share, supply, and consumer demands) specific to a particular industry, sector, or company. Economic analysis generally considers data in aggregate, presenting risk when individual items need to be considered separate.
- **Fundamental Analysis:** Fundamental analysis generally involves assessing a company's or security's value based on factors such as sales, assets, markets, management, products and services, earnings and financial structure. Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security.
- **Qualitative Analysis:** Qualitative generally involves analyzing a company's or an issuer's overall value based on non-quantifiable indicators, such as management expertise and philosophy, employee and customer satisfaction, quality assurance and market recognition, and legal or regulatory issues. Qualitative observations typically cannot be readily measured and, therefore, are inherently subjective.

### Investment Strategies

Advisors' investment strategies are based on the client's specific situation, including the client's designated investment objective(s), risk tolerance(s), investment time horizon, and investment restrictions (if any). Advisors may use one or a combination of the following investment strategies outlined below.

Each of AAS' IMS Programs is designed to focus on a specific investment style, using specified-types of securities. In turn, AAS and/or the Advisor align a client's specific situation, using the client's designated investment objective(s), risk tolerance(s), investment time horizon, and investment restrictions (if any), with one of the IMS Platform strategies. In constructing the IMS Platform strategies, the Committee uses a combination of the following investment strategies outlined below.

- **Portfolio Diversification:** Portfolio diversification attempts to reduce investment risks by spreading assets across a variety of investments and is a key component of the modern portfolio theory ("MPT"). A portfolio can be primarily diversified in terms of asset classes, investment style, and geography, as further described below:
  - **Asset Allocation:** Asset allocation centers around the decision about what asset classes (i.e., cash, equities, bonds, etc.) to include in a portfolio, and how much to include in each. Asset allocation investment strategies attempt to optimize the risk and reward of a portfolio by investing among several asset classes. Strategic asset allocation calls for setting target allocations and then periodically rebalancing the portfolio back to those targets as investment valuations and cashflows skew asset allocation percentages. Tactical asset allocation allows for a range of percentages in each asset class (e.g., equities 40-50%), establishing investable parameters (minimum and maximum boundaries) to make minor adjustments based on economic, market and other factors.
  - **Investment Style:** Investment style refers to the general portfolio characteristics that are favored by the manager's investment philosophy (as further described below). The most well-known styles in equity investing are based on company size (e.g., small, mid, and large-cap) and fundamental attributes (e.g., value, blend, growth, and momentum).
  - **Geography:** Geography usually refers to countries but more often to regions, such as the Americas, Europe and the Middle East, Asia, the United States or international (non-U.S.).

- **Investment Management Philosophy:** An investment management philosophy is the beliefs and principles that guide the way an investor and investment manager approach investment-making decisions.
  - **Active Management:** Active investing seeks to outperform a designated benchmark on a relative-basis typically by specializing in a particular sector (e.g., technology, etc.) or sub-subsector (e.g., semiconductors, software, hardware, etc.) and taking sometimes concentrated positions in individual securities or targeting event-driven, market inefficiencies (e.g., corporate events, bankruptcies, etc).
  - **Passive Management:** Passive investing seeks to track a designated benchmark on a relative-basis by applying a rules-based, investment approach that does not typically involve specializing in individual securities and/or short-term trading practices. Indexing is a passive management philosophy that refers to strategies intended to replicate the performance of non-investable benchmark index (e.g., S&P 500 Index).
- **Tax-Intelligent Investing:** As described in [Item 4](#) and if elected by the client and/or Advisor, a tax-managed investing investment strategy (also referred to as a tax overlay strategy) considers tax implications related to after-tax returns. AAS and its Advisors apply various techniques when implementing a tax-managed investment strategy and use various methodologies and assumptions when determining tax-implications relative to the strategy. When selling and repurchasing securities, AAS seeks to avoid wash sales, which occur when securities are sold at a loss and then re-purchased within 30 days, and any tax loss sought through the sale of a security may be disallowed, under current IRS regulations. AAS cannot monitor assets held outside of clients' AAS account. The methodologies and assumptions used by AAS or its Advisors may not be appropriate in all client situations. See below for additional risks related to employing a tax overlay strategy.

## **Risk of Loss**

*Investment activities involve a significant degree of risk.* The performance of any investment is subject to numerous factors which are neither within the control of, nor predictable by AAS. Such factors include a wide range of economic, political, competitive, technological and other conditions (including acts of terrorism and war or regional/global pandemic) that affect investments in general or in specific industries or companies. The investment decisions made, and the actions taken in managing client assets will be subject to various market, liquidity, currency, economic, political and other risks. Investing in securities involves a risk of loss that clients should be prepared to bear. The investment performance and the success of any investment strategy or particular investment can never be predicted or guaranteed, and the value of a client's investments will fluctuate due to market conditions and other factors. Investments may lose value and past performance is never a guarantee of future results.

The information contained in this Wrap Fee Program Brochure cannot disclose every potential risk associated with an investment strategy, nor all of the risks applicable to a particular manager, security or investment. Risks vary by client according to their investment objectives, guidelines, liquidity needs or risk tolerances and not every strategy or portfolio will be exposed to each of the risks described in this Wrap Fee Program Brochure. This list is not intended to be exhaustive of all of the risks associated with investing in strategies or securities that are utilized or recommended by AAS. Rather, it is a general description of the nature and risks of the investment advisory services provided by AAS and the related investments.

This summary is qualified in its entirety by reference to the prospectuses and offering documents that apply to the funds and/or strategies that AAS recommends and/or in which a client invests. Clients should carefully read any applicable prospectuses and/or offering documents and should consider consulting with their legal and/or tax professionals before engaging in any particular investment strategy or transacting in any specific investment. Past performance is no guarantee of future results.

### **A. GENERAL RISKS**

**Asset Allocation:** A portfolio that holds large cash positions may deviate from the stated benchmark and could underperform as a result. Differences in the security holdings and weights of a portfolio versus the strategy benchmark will result in disparities between a portfolio's performance relative to its benchmark. A portfolio may perform better or worse than a similarly managed account for various reasons including, but not limited to, the

frequency and timing of rebalancing and trading each portfolio and the size and number of positions in each portfolio.

**Concentration:** Strategies that are concentrated in only a few securities, sectors or industries, regions or countries or asset classes could expose a portfolio to greater risk and may cause greater portfolio volatility.

**Investment Strategy (Model):** AAS cannot and does not guarantee that the investment strategies offered will be able to achieve a particular level of return or maintain a particular risk profile. AAS' investment strategies are developed by AAS. Each investment strategy's performance is based on a composite aggregation of related portfolios managed by AAS, the securities in the portfolio are directly owned by the separate account's owner(s) and the separate account's owner(s) have the right to terminate the investment advisory agreement with AAS at any time. Investors in each strategy will have slightly different weightings in holdings, asset classes and performance results, primarily due to the timing of an investment (cash) into and out of the respective strategy. Separate accounts are unregistered investment vehicles and do not have the legal or regulatory requirements as registered securities.

**Market:** Securities markets are volatile and investing in securities involves the risk of loss that clients should be prepared to bear. The direction of the capital markets (*e.g.*, stock, credit, interest rate, real estate, private equity, volatility, *etc.*) are difficult to predict and are dependent upon changes in a number of factors, including, but not limited to, interest rates, inflation, and a host of additional economic and political factors. There is always a risk that the capital markets as a whole will decline, bringing down the value of individual securities regardless of their fundamental characteristics. Market risk is also known as systematic risk or undiversifiable risk. This risk is both unpredictable and impossible to completely eliminate.

**Security Selection:** The risk of choosing a security that underperforms the market for unanticipated reasons. There can be no assurance that clients will ever come to realize the value of some of these investments, and that the investment will ever increase in value. During this time, the client may have funds locked up in an underperforming investment, which presents an opportunity cost for other investments.

## B. INVESTMENT-SPECIFIC RISKS

**Alternative and Complex Products:** Complex products, including but not limited to, structured notes, leveraged ETFs, non-traded real estate investment trusts (REITs) and options, may use advanced trading techniques such as leverage, options, futures, swaps, and other derivatives or assets which lead to additional risks. Investing in a complex product should not be compared to investing in the underlying asset, as the features and risks may differ significantly. Investors should be aware of any attributes related to limits on the upside or downside potential of returns, call options, income, risk reduction strategies, early termination events, tax consequences, and market events that impact the complex product or its underlying asset. Certain complex products carry additional risk, including the potential for losses that may exceed the original investment amount.

**Annuities:** A variable annuity contract is subject to product terms and limitations and the claims-paying ability and financial strength of the issuing insurance company. A variable annuity contract contains certain fees, restrictions and risks; withdrawals may be subject to ordinary income taxes and, if made prior to age 59½, may be subject to a 10% federal tax penalty; and surrender charges may also apply. Additionally, the potential tax benefits of a variable annuity contract are eliminated if the variable annuity contract is used to fund a qualified plan, such as a 401(k) or IRA. An index annuity should not be compared to investing in the underlying asset, as the features and risks may differ significantly. An indexed annuity contract contains certain fees, restrictions and risks, including market risks. Investors should be aware of any attributes related to limits on the upside or downside potential of returns, risk reduction strategies, early termination events, tax consequences, and market events that impact the indexed annuity, including the potential for losses that may exceed the original investment amount.

**Bank Deposit Sweep Program:** As described in [Item 4](#), the Bank Deposit Sweep Program is through AIS, AAS' affiliated broker-dealer, and NFS and is the sole cash sweep option available to all advisory accounts, except 401(k) related advisory accounts. AIS earns revenue on all accounts in the Bank Deposit Sweep Program, except ERISA accounts, 401(k) accounts, Simple IRAs and SEP-IRAs, and this creates a conflict of interest. Additionally, banks participating in the Bank Deposit Sweep Program do not have a duty to offer the highest rates available or rates that are comparable to money market funds. Furthermore, you (the client) are responsible for monitoring the total amount and insurable capacity of deposits both as part of and outside of the Bank Deposit Sweep Program, for the purpose of determining the FDIC insurance coverage for those deposits. To the extent deposits exceed the applicable

FDIC maximum coverage amount, these excess funds are ineligible for FDIC insurance. All funds not insured by the FDIC are at risk of loss in the event of a bank failure.

**Cash-Equivalents (Money Market Funds):** Cash equivalents are short-term, highly-liquid investments, such as money market funds (a type of mutual fund) and are subject to interest rate and issuer-specific changes. Interest rate increases can cause the price of a money market security to decrease. Likewise, a decline in the credit quality of an issuer can cause the price of a money market security to decrease. An investment in a money market fund is neither insured nor guaranteed by the FDIC or any other government agency. Although money market funds seek to preserve the value of your investment at one dollar per share, it is possible to lose money by investing in a money market fund.

**Equities (Stocks):** Equity instruments are subject to equity market risk, which is the risk that common stock prices will fluctuate over short or even extended periods. Equity securities generally have greater price volatility than fixed income securities. The market price of equity securities may increase or decrease, sometimes rapidly or unpredictably. Equity securities may decline in value due to factors affecting markets generally, particular industries, sectors or geographic regions represented in those markets, or individual security concerns.

**Exchange Traded Funds (“ETFs”):** ETFs are, by definition, portfolios of securities, and although the risk associated with investments in ETFs may be low relative to investments in securities of individual issuers, there are events that can trigger sharp, and sometimes adverse, price movements in ETFs that are not related to movements of the markets in general. These events include, but are not limited to, unanticipated dividends, changes to regular dividend amounts, announcements of rights offerings and possible unexpected revisions to the net asset values of the ETF.

**Fixed Income (Bonds or Debt):** Debt securities are affected by changes in interest rates. When interest rates rise, the value of debt securities are likely to decrease. Conversely, when interest rates fall, the values of debt securities are likely to increase. The values of debt securities may also be affected by changes in the credit rating or financial condition of the issuing entities.

**Leveraged Investment Strategies (Margin, Options, Loans/Borrowing):** Borrowing against securities may not be suitable for all investors. A decline in the value of collateralized assets, including as a result of markets going down in value, may require deposits of more securities or funds to maintain the level needed to avoid a maintenance call or pay down the line of credit. Investors should be aware of any attributes related to limits on the upside or downside potential of returns, call options, income, risk reduction strategies, early termination events, tax consequences, and market events that impact the product or strategy. Certain products/strategies carry additional risk, including the potential for losses that may exceed the original investment amount.

**Mutual Funds:** The risks with mutual funds include the costs and expenses within the fund that can impact performance, change of managers, and the fund straying from its objective (*i.e.*, style drift). Mutual funds have certain costs associated with underlying transactions, as well as operating costs such as marketing and distribution expenses and underlying advisory fees. Mutual fund costs and expense vary from fund to fund and will impact a mutual fund’s performance. Additionally, mutual funds typically have different share classes, as further discussed below, that trade at different Net Asset Value (“NAV”) as determined at the daily market close and have different fees and expenses.

**Mutual Fund Share Classes:** Mutual funds that offer different share classes are priced differently and have varying levels of internal costs. For example, institutional share classes often have higher trading costs; however, the internal costs of the fund are lower. Over a period of time, certain share classes will become more expensive if held in an account for an extended period of time. Additionally, even though multiple share classes may be available, a custodian may only make available a limited number of share classes, or a custodian may not choose to offer the least expensive share class that is available. Other custodians and investment advisers may offer the same mutual fund or a different mutual fund share class at a lower overall cost to the investor.

**Tax Overlay Strategy:** A tax overlay strategy (or tax-managed) relies on various techniques, assumptions, and calculation methodologies and cannot be guaranteed to reduce or minimize a client’s overall tax liabilities, or as to the tax results that may be generated by a given transaction (or transactions). A tax-managed strategy may cause a client portfolio to hold a security in order to achieve more favorable tax treatment or to sell a security in order to create tax losses. Factors that could impact the value of tax-managed investing techniques include, but are not limited to market conditions, the tax characteristics of securities used to fund an account, client-imposed investment restrictions, client tax rate, asset allocation, investment approach, investment universe, and any tax law or firm

policy changes. The pre-tax performance of a tax-managed account may be lower than the performance of similar advisory accounts portfolios not employing a tax overlay strategy. Under current IRS regulations wash sales, which occur when securities are sold at a loss and then re-purchased within 30 days, and any tax loss sought through the sale of a security may be disallowed by the IRS. AAS' Advisors cannot monitor all assets held outside of clients' AAS account. Tax-managed investing does not equate to comprehensive tax advice, is limited in scope, and not designed to eliminate taxes in an account.

### C. PROCEDURAL AND OPERATIONAL RISKS

**Cybersecurity and Information Security:** A portfolio is susceptible to operational and informational security risks due to the increased use of the internet. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyberattacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through "hacking" or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing operational disruption. Cybersecurity failures or breaches of third-party service providers may cause disruptions at third-party service providers and impact business operations, potentially resulting in financial losses; the inability to transact business; violations of applicable privacy and other laws, regulatory fines, or penalties; reputational damage; unanticipated expenses or other compensation costs; and/or additional compliance costs. AAS has an established business continuity and disaster recovery plan and related cybersecurity procedures designed to prevent or reduce the impact of such risks; there are inherent limitations in such plans and systems due in part to the evolving nature of technology and cyberattack tactics. Additionally, AAS employs reasonable security standards and safeguards to protect clients' personal information and prevent fraud. Additional information about AAS' business continuity and disaster recovery plan and privacy policy is available at <https://www.avantax.com/disclosures/account-protection-and-privacy>. **If you suspect fraudulent activity in your AAS account(s), you should immediately contact the Firm at 866-218-8206, Option 2 (Client Service) or contact your account custodian using the information on the custodial statement.**

**Operational Risk:** Portfolios are exposed to operational risk introduced through human intervention or the failure of automated processes. Operational risks include, but are not limited to, reconciliation errors, trading the wrong security, trading a security for an unintended portfolio or purchasing a security that a portfolio was intended to sell, or vice versa.

**Technology and Third-Party Vendors:** AAS relies on third-party vendors and technology providers in order to provide many of its services. Additionally, some of the technology used is provided by third-party vendors and is, therefore, beyond AAS' direct control. AAS seeks to ensure adequate backups of hardware, software, telecommunications, internet-based platforms, and other electronic systems, through its vendor due diligence procedures, but there is no guarantee that any or all third-party service provider risks will be mitigated. In addition, natural disasters, power interruptions and other events may cause system failures, which will require the use of backup systems. Backup systems may not operate as well as the primary systems and may fail to properly operate, especially when used for an extended period. To reduce the impact a system failure may have, AAS evaluates its backup and disaster recovery systems and performs periodic testing of its backup systems operations. Despite AAS' reasonable efforts, hardware, telecommunications, or other electronic systems malfunctions may be unavoidable and result in consequences such as the inability to execute client transactions or monitor client accounts.

#### **Voting Client Securities**

AAS does not retain the authority to vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client will be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Generally, clients will receive proxy materials directly from the applicable custodian(s) or issuer's proxy agent and should direct any questions as instructed in the specific proxy matter.

AAS does not provide legal advice or represent or facilitate class action claims or participate in other similar legal proceedings on behalf of clients. The responsibility and authority for responding to class actions and other legal proceedings rests solely with the registered shareholder (e.g., client) or legally appointed agent (e.g., custodian) of the client or the client's attorney.



As it pertains to proxy voting matters, class action claims, and other similar legal proceedings, AAS and its Advisors retain no authority, through the investment advisory relationship, and therefore have no responsibility for reviewing any proxy materials, corporate action materials, prospectuses and/or other offering documents and any other information related to such.

Clients should be aware that some third-party investment managers and/or TAMPs retain the authority to vote client proxies. For more information about the practices of a third-party investment manager or TAMP, clients should refer to the information provided by the Advisor, including, but not limited to, the applicable third-party's disclosure(s) or applicable agreement(s).

## **Item 7: Client Information Provided to Portfolio Managers**

For AAS' Investment Management Solutions (IMS) platform, advisory accounts are required to be established and held through AAS' affiliated broker-dealer, AIS. AIS provides brokerage, custody and execution services through its clearing arrangement with National Financial Services LLC ("NFS" or "Custodian"), a non-affiliated firm, member NYSE, SIPC and a Fidelity Investments® Company. AAS will share client information with AIS and NFS. All client funds and securities are held by a custodian in accounts identified individually to the client. Some investments are custodied by or through the issuer, for example mutual funds or variable annuity products. Clients receive written transaction confirmations and/or accounts statements directly from the custodian (or issuer). Clients will also receive periodic, written reports from AAS and its Advisors. Clients are urged to compare any report provided by AAS and its Advisors with the confirmations and statements directly received from the custodian. **NOTE:** The custodian does not verify the accuracy of AAS' advisory fee calculation and clients do not receive an invoice from AAS showing calculation of its advisory fees. Clients should speak with their Advisor with any questions or contact the Firm using the information on the front of this Wrap Fee Program Brochure.

For certain investment advisory services, AAS utilizes custodian-sponsored programs and services, third-party investment manager programs and/or Turnkey Asset Management Platforms ("TAMPs"). These services may be offered as a separately managed account (commonly referred to as "SMAs") or as a unified managed account (or "UMAs"). AAS will provide such custodians, investment managers and TAMPs, as applicable, client-specific information to enable that custodian, investment manager or TAMP to provide the elected services. Under this scenario the client will pay fees and expenses to such third-parties, in addition to the fees paid to AAS and its Advisors. For additional information related to third-party programs and services, see [Item 4](#) and [Item 9](#).

## **Item 8: Client Contact with Portfolio Managers**

### **You and Your Advisor**

A client's primary contact is with an Advisor and the client has, without restriction, reasonable access to the AAS Advisor who is providing the investment advisory services for the client's account.

Most advisory relationships begin with an initial client meeting between you and your Advisor. The purpose of this initial meeting is to discuss your investment history, goals, objectives, and risk tolerance and determine the investment advisory services that will meet your needs.

Advisors' investment advice is tailored to our clients' individual needs. As a result, the investment advisory services provided by AAS' Advisors depend largely on the personal information you, the client, provide to the Advisor. For AAS' Advisors to provide appropriate investment advice to, or, in the case of discretionary accounts, make appropriate investment decisions for, the client, it is very important that clients provide accurate and complete responses to their Advisor's questions about their financial condition, needs and objectives. Clients may request reasonable restrictions be applied to the investments bought, sold, or held in or on the types of investment strategies utilized in the client's investment advisory account(s). **It is the client's responsibility to inform their Advisor of any changes in their financial condition, investment objectives, personal circumstances, and such restrictions, if any, which may affect the client's overall investment goals and strategies.**

The exact products and services you will receive and the fees you will be charged are dependent upon, and negotiated between you and, your Advisor. Advisors, in their capacity as AAS' Advisors, are restricted to providing investment advisory services and charging fees in accordance with the descriptions detailed in this Wrap Fee Program Brochure and are instructed to consider the individual needs of each client when recommending any

investment advisory product or service and negotiating fees for such. **However, as more fully described in [Item 9](#), many of AAS' Advisors are also registered representatives of AAS' affiliated broker-dealer, AIS, and/or licensed insurance agents with Avantax Insurance.** In addition, your Advisor may be unable to offer or can elect not to offer certain financial products and/or services based on subjective and objective factors, including the Advisor's licensing and registration, investment philosophy and/or individual professional preferences. Depending on such factors, there are restrictions on and conflicts of interest related to the types of financial products and/or services that your Advisor can or is willing to offer to you.

**It is important that you understand the differing products and fees available in investment advisory, brokerage and insurance services.** AAS encourages you to discuss this with your Advisor. Additionally, there are free and simple tools available to research firms and financial professionals at [Investors.gov/CRS](https://www.investors.gov/crs), which also provides educational materials about broker-dealers, investment advisers, and investing.

As independent contractors, AAS' Advisors can have separate businesses, branch offices, personnel, and/or marketing names for the purpose of creating a brand that is specific to that Advisor and separate from AAS or Avantax. While AAS allows its Advisors to use a name other than AAS or Avantax, all investment advisory services are offered through AAS, unless otherwise disclosed in writing to the client.

#### **Custodian-Sponsored Programs, Third-Party Investment Managers and Turnkey Asset Management Platforms**

To the extent AAS or its Advisor utilizes custodian-sponsored programs and services, third-party investment manager programs or Turnkey Asset Management Platforms ("TAMPs"), portfolio managers from those entities, generally, are not available to discuss client-specific investment issues.

### **Item 9: Additional Information**

#### **Disciplinary Information**

On December 20, 2021, Avantax Advisory Services, Inc. ("Avantax") entered into a settlement with the Securities and Exchange Commission ("SEC") in connection with the SEC's findings that 1<sup>st</sup> Global Advisors, Inc. ("1<sup>st</sup> Global"), a firm that had been acquired and merged into Avantax in 2019, had not sufficiently disclosed to its advisory clients conflicts of interest arising from fees received by its affiliated broker from certain investment products.

To settle the 1<sup>st</sup> Global matter with the SEC, Avantax consented, without admitting or denying the SEC's findings, to an Order regarding the inadequacy of disclosures by 1<sup>st</sup> Global between 2014 and 2019 concerning the revenue received from 1) 12b-1 fees; 2) certain no-transaction fee revenue received by 1<sup>st</sup> Global's affiliated broker from mutual funds; and 3) money market cash sweep products that generated fees for 1<sup>st</sup> Global's affiliated broker. Under the settlement, Avantax agreed (a) to cease and desist from committing or causing violations and any future violations of Sections 206(2) of the Investment Advisers Act of 1940; (b) to a censure; and (c) to pay affected investors \$12,349,153.11 in disgorgement and \$2,524,000 in prejudgment interest, as well as a civil monetary penalty of \$2,000,000 for the conduct by 1<sup>st</sup> Global.

The Firm's current registration record, including additional disclosure information, Wrap Fee Program Brochure, and Form CRS, is available on the SEC website, [www.adviserinfo.sec.gov](https://www.adviserinfo.sec.gov), by selecting "Firm" and typing in Avantax Advisory Services, Inc. or its CRD# 104556.

If there are legal or disciplinary events material to a client's or prospective client's evaluation of an Advisor, those material facts will be disclosed through a Wrap Fee Program Brochure Supplement. If a client or prospective did not receive a Wrap Fee Program Brochure Supplement, the client should contact the Firm using the information on the cover page of this Wrap Fee Program Brochure.

#### **Other Financial Industry Activities and Affiliations**

The Firm's and its Advisors' other financial industry activities and affiliations create conflicts of interest and, in many cases, incentivizes AAS and its Advisors to recommend an affiliate's products and/or services versus other, similar, non-affiliated providers. Additionally, many of AAS' Advisors serve in multiple capacities and may be incentivized to recommend products or services that create the greatest compensation for the Advisor.

As further detailed in [Item 4](#) and [Item 9](#), AAS seeks to address these conflicts of interest by monitoring and enforcing a Code of Ethics, along with other compliance and supervisory policies and procedures, and through the establishment of the investment oversight committee (“IOC” or “Committee”), chaired by the Firm’s Chief Investment Officer. Furthermore, AAS seeks to disclose material conflicts of interest to its clients and prospective through this Wrap Fee Program Brochure and other documents.

### **Avantax Wealth Management Entities**

Affiliates with which AAS is under common control and shares operations and/or supervised persons with (collectively, the “Avantax Wealth Management Entities”) includes:

- **Affiliated Broker/Dealer:** Avantax Investment Services, Inc. (“AIS”) is a SEC-registered broker-dealer and government securities dealer or broker, member FINRA/SIPC. AIS is authorized to solicit, buy and sell securities and annuities in one or more states. Additional information about AIS is available on [brokercheck.finra.org](http://brokercheck.finra.org), by searching “Avantax Investment Services, Inc.” or CRD# 13686.
- **Affiliated Investment Adviser, Financial Planner and Pension Consultant:** Avantax Planning Partners, Inc. (“APP”) is a SEC-registered investment adviser. APP provides financial planning, portfolio management, retirement plan services and other investment advisory services. Additional information is available on [www.adviserinformation.sec.gov](http://www.adviserinformation.sec.gov), by searching “Avantax Planning Partners, Inc.” or CRD# 106237.
- **Affiliated Insurance Agencies:** Avantax Insurance Agency, LLC (“AIA LLC”) and Avantax Insurance Services, LLC (“AIS LLC”) offer a variety of insurance products and services (collectively, “Avantax Insurance”). **Note:** *Insurance products and services are not deposits, not FDIC insured, not guaranteed by a bank, not insured by any federal government agency, and may go down in value. Not all insurance products and services are available in all states.*

AAS’ clients and prospective clients are not under any obligation to obtain professional services or products (of any kind) from the Avantax Wealth Management Entities; however, certain services and/or products made available through AAS are from one or more of the Avantax Wealth Management Entities.

### **Cetera Entities**

As further described in [Item 4](#), AAS is an indirect subsidiary of Aretec and, as a result, affiliated with Cetera Financial Group. Cetera Financial Group owns a network of independent broker-dealers, investment advisers registered with the SEC, and general insurance agencies (“Cetera Entities”), including but not limited to:

- **Cetera Affiliated Brokers/Dealers:** Cetera Advisor Networks LLC (CRD# 13572), Cetera Financial Specialists LLC (CRD# 10358), and Cetera Investment Services LLC (CRD# 15340).
- **Cetera Affiliated Investment Advisers:** Cetera Advisory Services LLC (CRD# 285648), Cetera Investment Advisers LLC (CRD# 105644), Cetera Investment Management LLC (CRD# 165436), and The Retirement Planning Group LLC (CRD# 129625)
- **Cetera Affiliated Broker/Dealer and Investment Adviser:** Cetera Advisors LLC (CRD# 10299)
- **Cetera Affiliated Pension Consultants:** Associates in Excellence, Inc and First Allied Retirement Services, Inc.
- **Cetera Affiliated Insurance Agencies:** Cetera Advisors Insurance Services LLC, Cetera Advisor Networks Insurance Services LLC, Cetera Insurance Agency, LLC, Fasi Insurance Services, Inc., Fasi of TX, Inc., and NFG Brokerage, LLC.
- **Cetera Affiliated Trust Company:** Cetera Trust Company, N.A.

AAS is under common control and shares operations and/or supervised persons with some of these Cetera Entities. Currently, AAS has no reason to believe that the relationship with the Cetera Entities creates a conflict of interest with AAS clients. AAS’ clients and prospective clients are not under any obligation to obtain professional services or

products (of any kind) from the Cetera Entities; however, certain services and/or products made available through AAS may be provided by one or more of the Cetera Entities. A complete list of Cetera Related Entities is available upon request by contacting the Firm using the information on the cover page of this Wrap Fee Program Brochure.

### **CPA Firms**

AAS is not an accounting firm and does not provide tax advice; however, the Firm maintains collaborative, referral arrangements with independent, nonaffiliated certified public accounting firms (“CPA firms”) and their accounting professionals (“CPAs”), many of whom are registered with AAS as investment adviser representatives (“IARs” or “Advisor Representatives”). When an Advisor Representative determines that their clients need tax or accounting services, those clients are referred to the Advisor Representative’s CPA firm. In addition, if account or tax clients of an Advisor Representative needs financial planning or other investment advisory services, the Advisor Representative, acting in a separate capacity as an accountant, refers clients to AAS.

Clients that are referred to AAS by a CPA firm will receive a commission and fee disclosure document, describing the direct and indirect compensation paid to the CPA firm. See [Item 9](#) for additional information on client Referrals and Other Compensation, including conflicts of interest and material arrangements with CPA firms.

### **Custodians**

As previously described in this Wrap Fee Program Brochure, AAS’ affiliated broker-dealer, AIS, provides brokerage, custody and execution services through its clearing arrangement with National Financial Services LLC (“NFS” or “Custodian”), a non-affiliated firm, member NYSE, SIPC and a Fidelity Investments® Company.

As further detailed in [Item 4](#), AAS receives research and other products or services (other than custody of securities, trade execution, clearance and settlement of transactions) from NFS. The products and services are provided to AAS as part of its overall relationship with the custodians; however, some of these benefits may be based on the amount of advisory assets held by the custodian. The receipt of these benefits creates a conflict of interest because any advice from AAS’ Advisors may be based in part on the benefit to AAS or its Advisors and the availability of the foregoing research and other benefits and not solely on the nature, cost or quality of custody or brokerage services provided by the custodian.

Additionally, as further details in [Item 9](#), AAS’ affiliated broker-dealer, AIS, receives direct and indirect compensation from NFS in part based on AAS’ advisory client and assets held in custody with NFS.

### **Third-Party Investment Managers and Turnkey Asset Management Platforms**

As further detailed in [Item 4](#), AAS utilizes third-party investment manager programs designed to allow AAS’ Advisors to recommend (solicitor/promotor) and/or select (co-advisory) unaffiliated investment advisers for clients. These third-party investment managers (sometimes referred to as sub-advisors or third-party asset managers) may be selected directly by AAS’ Advisors or available to AAS through a custodian-sponsored program and may handle all or a portion of a client’s assets. Under this scenario the client will enter into a separate, written agreement with the third-party investment manager, detailing the fees and expenses that the client will pay to such third-party investment manager, in addition to the fees paid to AAS and its Advisors.

AAS and its Advisors may also recommend (solicitor/promotor) and/or select (co-advisory) Turnkey Asset Management Platforms (“TAMPs”) to handle all or a portion of the asset management process. TAMPs typically include technology, investment research, portfolio management and other outsourcing services. TAMPs generally provide services that enable the Firm and its Advisors to integrate multiple providers, programs, products, and custodians.

For more information regarding custodian-sponsored programs and services, third-party investment manager programs and/or Turnkey Asset Management Platforms (“TAMPs”), including additional information on the advisory services and fees that are applicable, the types of investments available in the programs and the potential conflicts of interest presented by the programs, refer to the information provided by the Advisor, including, but not limited to, the applicable sponsor’s/program’s disclosures and agreement(s).

## **Investment Companies (Mutual Funds and Exchange Traded Funds)**

While AAS does not have a related person that is an investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund), client assets are primarily invested through investment companies that offer mutual funds and exchange traded funds (“ETFs”). Some of these investment companies have entered into revenue sharing agreements with AAS’ affiliate(s). See [Item 4](#) and [Item 9](#) for additional information about investment company revenue sharing payments.

## **Other Financial Industry Relationships or Arrangements**

AAS has no relationship or arrangement with any futures commission merchant, commodity pool operator, commodity trading advisor, or sponsor or syndicator of limited partnerships that it believes to be material to the Firm’s advisory business or its clients.

## **Advisors’ Other Business Activities**

**If your Advisor serves in multiple capacities, a conflict of interest exists because your Advisor has an incentive to recommend products or services that create the greatest compensation for your Advisor.** Clients should review the Advisor’s Form ADV Part 2B Wrap Fee Program Brochure Supplement to determine whether the client’s Advisor is engaged in any of the activities described in this section that may create a conflict of interest. If the client did not receive the Advisor’s Form ADV Part 2B Wrap Fee Program Brochure Supplement, the client may contact the Firm using the information on the cover page of this Wrap Fee Program Brochure. **Clients are not under any obligation to purchase or sell any commission products or any other services from AAS’ Advisors.** AAS does not (itself) provide tax or legal advice and clients should discuss any questions with or request further information from the Advisor and/or legal and tax professionals prior to engaging in a tax overlay strategy.

**Accountants:** AAS is not an accounting firm and does not provide tax advice; however, certain Advisors, in their individual capacities, are accountants or Certified Public accountants (“CPAs”). When Advisors that are accountants determine that their clients need tax or accounting services, those clients are referred to the Advisors accounting firm or practice. In addition, if account or tax clients of an Advisor need financial planning or other investment advisory services, the Advisor, acting in the capacity as an accountant, refers clients to AAS (or an affiliate).

**Affiliated Broker-Dealer, Investment Adviser and Insurance Agencies:** Many of AAS’ Advisors are also registered with one or more Avantax Wealth Management Entities, such as registered representatives of AAS’ affiliated broker-dealer, AIS, registered investment adviser representatives with AAS’ affiliated advisory firm, APP, and/or licensed insurance agents with Avantax Insurance. Brokerage services, insurance services and investment advisory services are different, and the fees charged for those services are often separate. For example, an Advisor will earn investment advisory fees on an account managed under a written agreement through AAS and, if applicable, in the capacity as a registered representative with AIS, earn transaction-based compensation or commissions on brokerage services at AIS or insurance services through Avantax Insurance.

**Attorneys:** AAS is not a law firm and does not provide legal advice; however, certain Advisors, in their individual capacities, are practicing attorneys. When such individuals determine that their clients need legal services, those clients are referred to the Advisor’s law firm or practice. In addition, if legal clients need financial planning or other investment advisory services, the Advisor (acting in the separate capacity as an attorney) refers clients to AAS (or an affiliate).

**Banking or Thrift Institutions:** AAS is not a bank or thrift institution nor affiliated with any banking or thrift institutions; however, in certain circumstances, investment advisory services of AAS may be marketed through banks and other depository institutions, in accordance with applicable regulations. Further, some Advisors conduct business from and/or are affiliated with a bank or other depository institution.

**Insurance Agents:** AAS is not an insurance agency, but is affiliated with two insurance agencies, as described above. Additionally, certain of AAS’ Advisors, in their individual capacities, are licensed insurance agents and recommend the purchase of certain insurance-related products on a commission basis through non-affiliated insurance agencies. As a result, these individuals may be incentivized to recommend one insurance agency over another.

**Other Investment Advisers, Financial Planners and/or Pension Consultants:** Some Advisors own or are affiliated with Independent Investment Adviser firms (“I-RIA”). AAS and the I-RIAs are not affiliated companies and I-RIAs do not act as sub-advisors for AAS. Some Advisors provide asset management, financial planning, pension consulting and similar services as AAS, separately, through the I-RIA, while others only provide client referral or limited advisory services through the I-RIA. Fees provided to an I-RIA are separate and distinct from the fees paid to AAS and its Advisors in their capacities as Advisors. Clients that engage an I-RIA will receive a copy of the I-RIA’s disclosure document and execute a client agreement with, and specifying the services provided and fees charged by, the I-RIA.

**Real Estate Agents / Mortgage Loan Originators:** AAS is not a real estate broker or dealer; however, certain Advisors, in their individual capacities, are real estate agents or mortgage loan originators. In this separate capacity, the Advisor who is a licensed real estate broker will earn commissions for real estate transactions. Advisors that are mortgage brokers will earn commissions when selling or refinancing real estate loans.

## Code of Ethics, Participation or Interest in client Transactions and Personal Trading

### Code of Ethics

AAS has adopted a code of ethics that includes standards of business conduct, reflecting the Firm’s and its Advisors’ fiduciary obligations, and provisions that require all supervised persons to comply with applicable federal securities laws. This code of ethics sets forth guidelines and restrictions for personal securities trading, including an absolute prohibition of trading on the basis of “inside” (i.e., material, non-public) information. AAS provides the code of ethics and related training to all supervised persons as a part of new hire orientation, and then annually thereafter. AAS’ supervised persons are required to attest to having read and understood the code of ethics.

A copy of AAS’ code of ethics is available upon request by contacting the Firm using the information on the cover page of this Wrap Fee Program Brochure.

### Participation or Interest in client Transactions

Generally, neither AAS nor any related person of AAS recommends to clients, or buys or sells for client accounts, securities in AAS or where any related person of AAS has a material financial interest. For example, AAS does not act as (1) a principal when buying securities from (or selling securities to) clients; (2) general partner in a partnership that clients are solicited to investment; or (3) an investment adviser to an investment company (i.e., mutual fund) that is recommend to clients.

### Personal Trading

AAS’ supervised persons may purchase or sell, for their personal accounts, the same securities as AAS’ clients. This type of trading activity creates a conflict because AAS’ supervised persons may receive a better price than the Firm’s clients. To address this conflict, AAS has policies placing restrictions on some of the supervised person’s personal trading activity, among other requirements, as well as procedures requiring supervised persons to disclose holdings and transactions in reportable securities, which the Firm reviews.

## Review of Accounts

Transactions that occur in AAS’ investment advisory accounts are reviewed by Avantax personnel for adherence to criteria and guidelines on security selection, concentration, diversification and other restrictions that may apply. The Avantax personnel are assisted by various data processing exception reports and do not review every individual transaction. Other plan-related and financial planning services are reviewed on a risk-adjusted basis, as-needed, by Avantax personnel for adherence to contractually-obligated services and other criteria.

Investment advisory accounts, plan investment consulting and investment management accounts, and financial plans under the Seasonal Model are reviewed by your Advisor on at least an annual basis. AAS and/or its Advisors conduct account reviews on an other-than-periodic basis upon the occurrence of a triggering event, such as a change in client profile, a market correction or material market event or otherwise by client request. These annual or other-than-periodic reviews are typically conducted with the client in person, by phone or via video conference. **NOTE: It is your (the client’s) responsibility to promptly notify your Advisor, or AAS, of any changes in your client profile (i.e., investment objective, risk tolerance, investable time horizon, financial situation, liquidity considerations, etc.)**

AAS provides written Quarterly Performance Reports (“QPRs”) to its Advisors on a quarterly basis who, in turn, will make the QPRs available to the advisory clients. Alternatively, clients may elect electronic delivery of QPRs via an online client portal by requesting access from the client’s Advisor. The QPRs provide information regarding an account’s investment performance, asset allocation, investment holdings and other information. The QPRs are generated by a third-party service provider and, while the information is believed to be reliable, timing, sources of data and/or calculation methods will result in differences between what is reported on custodial statements.

Advisors may also provide other written, periodic reports to clients regarding their accounts. The content and frequency of these reports will vary based on the Advisor and/or the client’s needs.

**Clients are urged to compare any report provided by AAS and its Advisors with the confirmations and statements directly received from the custodian.**

### **Client Referrals and Other Compensation**

#### **Client Referrals**

AAS and/or its Advisors sometimes receive client referrals from outside solicitors, usually attorneys, CPAs or other professionals (collectively, “promoters”). AAS has established the Strategic Alliance Program that is a referral program designed to compensate these promoters for referring advisory business to AAS. If a client is referred to AAS or an Advisor by a promoter, AAS pays a portion of the earned advisory fee to the promoter, typically for as long as the client maintains an advisory relationship with AAS, as compensation for the referral. AAS does not charge additional fees to the client if the client is referred to AAS by a promoter. Solicitation/referral arrangements are disclosed to clients at the time of the solicitation/referral via execution of a Solicitor Disclosure Statement that outlines the nature and amount of the compensation AAS pays to the promoter. Additionally, the promoter is required to provide prospective clients with a current copy of AAS’ Form ADV Part 2A no later than the date on which the client enters an advisory relationship with AAS and the Advisor. Promoters participating in the Strategic Alliance Program are prohibited from soliciting municipal or other government entities.

**Referrals From AAS to APP’s RPS Program:** Advisors of Avantax Advisory Services, Inc. (“AAS”), APP’s affiliate, may introduce or refer current or prospective investment advisory clients to APP’s RPS Program. APP will pay AAS, who in turn pays the AAS’ Advisor, a percentage of the annual investment management fee paid by referred clients, pursuant to the terms of a written agreement between APP and AAS’ Advisor. For referred clients with account sizes \$1,000,000 or less, APP will pay AAS 20% of the total fee actually collected by APP; for accounts over \$1,000,000, APP will pay AAS 40% of the total fee actually collected by APP. This creates a conflict of interest, as this arrangement incentivizes AAS and its Advisors to recommend an affiliate’s products and/or services versus other, similar, non-affiliated providers.

AAS also refers clients to unaffiliated third-party investment manager(s) and/or TAMP(s), as outlined throughout this Wrap Fee Program Brochure, and receives a fee for doing so. Refer to [Item 4](#) and [Item 9](#) for additional information.

AAS and/or its Advisors may also have legacy referral arrangements, such as with unaffiliated banks or credit unions or other individuals, that allows for the payment of compensation based on a pre-determined percentage of the advisory fee paid by the client. Such arrangements typically extend for as long as the client maintains an advisory relationship with AAS and do not result in additional fees charged to the client. Clients introduced to AAS or an Advisor through one of these arrangements will receive a written disclosure statement indicating disclosing the relationship and the amount of the referral fee.

#### **Other Compensation**

In addition to the information detailed in [Item 4](#) and [Item 9](#) AAS, its affiliates, and/or its Advisors receive economic and non-economic benefits from third-parties as a result of investment advice or other advisory services provided to AAS’ clients (collectively, “other compensation”). In some instances, such other compensation is substantial and incentivizes AAS, its affiliates and/or its Advisors to act in a manner that may be self-motivated rather than on the clients’ interests, creating conflicts of interest. Some of these conflicts of interest cannot be avoided because of AAS’ business model; others are mitigated through AAS’ compliance and supervisory policies and procedures. The information provided in this Wrap Fee Program Brochure regarding other compensation is not intended to be

exhaustive of all of the other compensation arrangements. Rather, it is a general description of the other compensation arrangements that AAS believes are material to its clients and potential clients in making an informed decision whether to engage AAS and its Advisors to provide investment advisory products and services. **By entering into a written agreement with AAS, you (the client) consent to AAS', its affiliates' and/or its Advisors' retaining their respective portion of other compensation (directly or indirectly) in connection with AAS' investment advisory products and services you (the client) receive from and through AAS.** AAS encourages you to discuss this with your Advisor or to contact the Firm, using the information provided on the cover page of this Wrap Fee Program Brochure, with any client-specific questions.

### **Direct Other Compensation**

- **Administrative Fee:** AAS charges Advisors an administrative fee, which ranges from 0.00% to 0.35% based upon an Advisor's total advisory assets under management through AAS. The administrative fee is included in (and not in addition to) a client's Program Fee.
- **Educational and Marketing Support:** AAS receives direct financial support from third-party investment managers and TAMPs for conferences, trainings, ongoing advisor education, and marketing efforts. In consideration for this financial support, AAS assists in the distribution of the third-party investment managers' and TAMPs' marketing materials to AAS' Advisors, provides opportunities for the third-party investment managers and TAMPs to participate in AAS' conferences and meetings, and other support as agreed upon by the parties. These arrangements create conflicts of interest, as it directly incentivizes AAS to promote products and services from third-party investment managers and TAMPs that provide direct financial compensation related to educational and marketing support. AAS mitigates this conflict by not directly sharing such compensation with its Advisors (who ultimately provide you, the client, with advice and recommendations); however, the Advisors indirectly benefit from the support through education, conferences, and training opportunities.
- **Research and Other Benefits from Third-Parties:** AAS receives research and other benefits, directly and indirectly, from the custodians, third-party investment managers, TAMPs, products sponsors (e.g., mutual funds, ETFs, and alternative/complex product issuers), annuity and insurance carriers, and other business partners. Such research and other benefits include, but are not limited to, investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by AAS in furtherance of its investment advisory business operations. Other benefits include, facilitating payment of advisory fees from its clients' accounts, assisting with back-office training and support functions, recordkeeping and client reporting, and institutional trading and custody services (not available to retail investors). Many of these services are used to service all or some substantial number of AAS' advisory accounts, including accounts not serviced by the particular third-party that provides or pays for the research or other benefit(s).

The custodians, third-party investment managers, TAMPs, products sponsors (e.g., mutual funds, ETFs, and alternative/complex product issuers), annuity and insurance carriers, and other business partners also makes available to AAS other services intended to help AAS manage and further develop its business enterprise. These services include professional, compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing.

The custodians, third-party investment managers, TAMPs, products sponsors (e.g., mutual funds, ETFs, and alternative/complex product issuers), annuity and insurance carriers, and other business partners, in some instances, pay for (or arrange to pay for) the above-referenced types of services and other benefits. Where such services are provided by a third-party or AAS', the third-party makes a payment to AAS to cover the cost of such services, reimburse AAS for the cost associated with the services, or pay the third-party vendor directly on behalf of AAS.

The products and services described above are provided to AAS as part of its overall relationship with these third-parties. These arrangements create conflicts of interest, as it directly incentivizes AAS to promote products and services from these third-parties. Additionally, the receipt of these benefits creates a conflict



of interest because any advice from AAS' Advisor may be based in part on these benefits and not solely on each client's interests. In addition to disclosing these conflicts of interest, AAS has created and implemented a compliance and supervisory program to mitigate such conflicts through the oversight of client accounts and investment advisory activities.

- **Transition Assistance and Recruiting Incentives:** Your Advisor can be incentivized to join and remain affiliated with AAS, its affiliates or custodian (NFS). These incentives can include compensation arrangements such as bonuses and/or business transition loans in the form of a promissory note. The proceeds of such transition assistance or recruiting incentives are intended to be used for a variety of purposes, including, but not necessarily limited to, providing working capital to assist in funding the Advisor's business, satisfying any outstanding debt owed to the Advisor's prior firm, offsetting account transfer fees, technology set-up fees, marketing and mailing costs, stationery and licensure transfer fees, moving expenses, office space expenses, staffing support, termination fees associated with moving accounts and may include foregoing revenues during account transition. The amount of the transition assistance or recruiting incentive is generally based on the size of the Advisor's business established at the prior firm and/or assets held at the custodian.

The receipt of Transition Assistance creates a conflict of interest, as it creates a financial incentive for an Advisor to recommend that clients maintain their accounts under the investment advisory service of AAS and/or a particular custodian. The opportunity for loan forgiveness presents a conflict of interest by presenting a financial incentive for the Advisor to remain with AAS whether or not it is advantageous to the Advisor's clients. In addition, AAS benefits from the transition assistance and recruitment incentives because the payment of such increases AAS' ability to attract new Advisors and, thereby, increases its assets under management and overall (Firm) revenue.

Because the final decision to custody assets with any custodian is made by the client, clients should be aware of this conflict and take it into consideration in deciding whether to engage AAS and its Advisors for investment advice and whether to custody their assets at any particular custodian.

### **Indirect Other Compensation**

- **Bank Deposit Sweep Program:** The Bank Deposit Sweep Program is the default investment option for cash balances in AAS' advisory accounts (excluding 401(k) accounts) custodied at NFS. AIS is solely responsible for establishing the interest rate passed through to customer accounts, including AAS' client advisory accounts. AIS receives, as revenue share, the remaining program interest, if any, after deducting NFS' administrative fee, a vendor fee, and customer interest from the total program interest (i.e. the aggregated amount of interest received by NFS from participating banks based on AIS' program assets held at such bank). Both AIS' revenue share and NFS' administrative fee are variable based on contractual schedules tied to the Targeted Fed Funds ("TFF") Rate and the average daily balance of assets in the Bank Deposit Sweep Program. The vendor fee is static and assessed by NFS to cover third-party vendors (retained by NFS) that provide various program-related services. As of the date of this Wrap Fee Program Brochure, NFS' annual administrative fee ranges from 0.04% - 0.54% and the annual vendor fee is 0.06% of the average daily balance of assets in the Bank Deposit Sweep Program. These fees are paid monthly, deducted from the total income generated by AIS' Bank Deposit Sweep Program. **For more complete information on the Bank Deposit Sweep Programs, review the comprehensive Standard Bank Deposit Sweep Program – Natural and Non-Natural Persons Disclosure Document and additional disclosure and program information available at <https://www.avantax.com/disclosures/cash-sweep> or by contacting the Firm using the information on the cover page of this Wrap Fee Program Brochure.**

The revenue share generated from the Bank Deposit Sweep Program creates a material financial benefit to AIS. The more assets that are held in the Bank Deposit Sweep Program and/or as interest rates increase, the revenue share increases. Such increases do not directly correlate to increased returns for AAS' clients invested in the Bank Deposit Sweep Program. **AAS is incentivized by its business model to use its affiliate's Bank Deposit Sweep Program, rather than individualized client circumstances.** To mitigate this conflict of interest, clients have the ability to opt-out of the Bank Deposit Sweep Program by contacting the client's Advisor (or the Firm using the information on the cover page of this Wrap Fee Program Brochure) and requesting a change.

- **Custodial Benefits, Compensation and Revenue Sharing:** As previously described in this Wrap Fee Program Brochure, AAS' affiliated broker-dealer, AIS, provides brokerage, custody and execution services through its clearing arrangement with National Financial Services LLC ("NFS" or "Custodian"), a non-affiliated firm, member NYSE, SIPC and a Fidelity Investments® Company. AIS receives direct and indirect compensation from NFS, in part, based on AAS' advisory clients and assets held in custody with NFS. **The compensation AIS receives from NFS is material and includes, but are not limited to:**
  - continuous revenue sharing payments derived from certain types of transactions, positions, and assets in client accounts held at NFS, including AAS' advisory accounts;
  - technology credits for utilizing NFS' and its affiliates proprietary technology products and services;
  - reimbursement of transfer costs associated with transferring direct held mutual funds accounts to NFS or transfer other accounts onto NFS' clearing platform;
  - open account payments, whereby NFS pays AIS a flat fee per open account on an annual basis for every account opened, subject to a maximum fee over the life of AIS' contract with NFS;
  - credit interest on margin accounts and for non-sweep cash balances; and
  - revenue share on the Bank Deposit Sweep Program, as further detailed above.

AIS has negotiated a long-term contract with NFS, that contains an early termination penalty, and is otherwise financially incentivized to use NFS as its custodian. AIS does not directly share this financial compensation with AAS' Advisors. **For more complete details on these conflicts of interest, refer to the Regulation Best Interest Disclosure document and the Schedule of Fees located at <https://www.avantax.com/disclosures> or by contacting the Firm using the information on the cover page of this Wrap Fee Program Brochure.**

As further detailed in this Wrap Fee Program Brochure, as part of AIS' overall relationship with NFS, AAS receives research and other products or services (other than custody of securities, trade execution, clearance and settlement of transactions) from NFS. Some of these benefits may be based on the amount of advisory assets held by the custodian. Additionally, AAS receives asset-based pricing on custodial charges in lieu of ticket or transactional charges. **The receipt of these custodial benefits creates a conflict of interest for AAS.** Additionally, the receipt of these benefits creates a conflict of interest because any advice from AAS' Advisors may be based in part on the benefit to AAS or its Advisors and the availability of the foregoing research and other benefits and not solely on the nature, cost or quality of custody or brokerage services provided by NFS. In addition to disclosing these conflicts of interest, AAS has created and implemented a compliance and supervisory program to mitigate such conflicts through the oversight of client accounts and investment advisory activities.

- **Markup on Brokerage and Custodial Fees:** AIS, at its sole discretion, adds a markup to various brokerage and custodial fees that are paid by clients. The markup generates additional revenue for AIS. The actual fees and charges that clients will incur are dependent upon the type of account and the nature and quantity of the transactions that occur, the services that are provided, or the positions that are held in the account. Not all brokerage firms markup these or other fees.

### **Financial Information**

AAS does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

AAS has no financial commitment or condition that is reasonably likely to impair its ability to meet contractual commitments to its clients.

AAS has not been the subject of a bankruptcy petition at any time.