



plante moran | Financial Advisors

## Part 2A | Form ADV Supplemental Information

MARCH 31, 2020

Plante Moran Financial Advisors, LLC  
27400 Northwestern Highway  
Southfield, MI 48034  
SEC File number 801-44058  
Phone: 248-223-3611  
[wealth.plantemoran.com](http://wealth.plantemoran.com)

This brochure provides information about the qualifications and business practices of Plante Moran Financial Advisors, LLC. ("PMFA") If you have any questions about the contents of this brochure, please contact us at the telephone number listed above. In addition to the information contained in this document, you should receive a supplemental document containing the professional biographies of related persons of PMFA. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Registration as an investment adviser does not imply a certain level of skill or training. Additional information about PMFA is also available on the SEC website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

03/31/2020



## Material Changes

We are providing you with these important required regulatory disclosures regarding Plante Moran Financial Advisors, LLC (“PMFA”). If you have any questions regarding the content, please contact your Relationship Manager or David T. Doyle, Chief Compliance Officer of PMFA, at 248.223.3611 or [dave.doyle@plantemoran.com](mailto:dave.doyle@plantemoran.com).

There have been no material changes since the last time this document was updated on September 26, 2019.

Pursuant to United States Securities and Exchange Commission (“SEC”) rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our fiscal year. We also will provide other ongoing disclosure information about material changes as necessary.

We will provide you a new brochure, at any time, without charge.

Our brochure is also available on our website [www.wealth.plantemoran.com](http://www.wealth.plantemoran.com) free of charge.

Additional information about PMFA is also available via the SEC’s website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s website also provides information about any persons affiliated with PMFA who are registered as investment adviser representatives of PMFA.



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## ADVISORY SERVICES AND FEES

Plante Moran Financial Advisors, LLC (“PMFA”) is an investment advisor registered with the United States Securities and Exchange Commission (“SEC”) engaged in providing investment advisory, financial planning, and estate planning services to individuals and other entities including retirement plans, institutions, and not-for-profit entities.

PMFA is a wholly owned affiliate of P&M Holding Group, LLP. PMFA has provided investment advisory services since 1977 and has been registered as an investment advisor with the SEC since May of 1993. Plante & Moran, PLLC, wholly owned by P&M Holding Group, LLP, is one of the nation’s largest public accounting and management consulting firms, with over 3,100 staff serving clients throughout the United States and globally.

As of December 31, 2019, PMFA has the following total assets under management:

Discretionary	\$8,553,753,567
Non-discretionary	\$8,720,235,296
Total	\$17,273,988,863

## PORTFOLIO ADVISORY SERVICES

PMFA Portfolio Advisory Services is an advisory program that offers discretionary and non-discretionary advisory management. The selection of discretionary or non-discretionary management is a mutual decision between PMFA and the client, based upon factors including investment goals, risk tolerance, the complexity of a client’s financial situation, portfolio value, tax situation, wealth transfer issues, client suitability or other factors. Portfolio Advisory Services involves recommending, purchasing, and actively monitoring investment portfolios to private clients. PMFA develops a strategic asset allocation plan consistent with clients’ desired rate of return, time horizon, and risk tolerance.

Depending upon the client relationship, our discretionary Portfolio Advisory Services include:

- Portfolio design
- Specific mutual fund and exchange-traded fund (ETF) investment selection
- Effecting mutual fund and exchange-traded fund (ETF) transactions through brokerage firms, banks, or other custodians
- Separate account investment manager recommendations, if part of the portfolio design
- Monitoring of assets under the consulting agreement
- Investment performance reporting
- Portfolio change recommendations (may occur at any time)
- Tax lot accounting
- Review meetings and discussions as desired

Depending upon the client relationship, our non-discretionary Portfolio Advisory Services include:

- Portfolio design
- Specific mutual fund and exchange-traded fund (ETF) recommendations
- Effecting mutual fund and exchange-traded fund (ETF) transactions through brokerage firms, banks, or other custodians



- Specific separate account investment manager recommendations
- Specific hedge fund and hedge fund-of-fund recommendations
- Other individual alternative investment recommendations
- Monitoring of assets under the consulting agreement
- Investment performance reporting
- Portfolio change recommendations (may occur at any time)
- Tax lot accounting
- Review meetings and discussions as desired

In connection with these services, PMFA will provide the following:

**Analysis of Current Situation** — A review of client financial goals, investment objectives, risk tolerances, and the current investment strategy. For fiduciaries, this analysis may include a compliance review that analyzes the current investment program and compliance with applicable ERISA and trust laws.

**Asset Allocation Strategy** — Based on items reviewed in the analysis of the client's current situation, develop an asset allocation strategy that is consistent with the client's goals and objectives.

**Investment Policy Statement** — Written documentation of the investment objectives, expectations, risk tolerances, and other components of a client's investment strategy (e.g., securities guidelines, monitoring requirements, and discretionary or nondiscretionary management).

**Portfolio Implementation and Manager Search Services** — Provide to clients information concerning the investment styles, strategies, and other important factors to be considered when selecting a manager. We may recommend specific mutual funds, exchange-traded funds (ETFs), separate account managers, hedge fund-of-fund managers, and alternative investment vehicles. PMFA does not accept commissions or other fees from any managers, mutual funds, hedge fund-of-funds, broker-dealers, or product sponsors utilized to implement client portfolios.

**Portfolio Monitoring and Measurement Services** — Includes reviews of portfolio and manager performance. These reviews also typically include asset allocation analysis, performance and risk management discussions, appropriate index and group universe comparisons, transaction summaries, and investment market commentary. At the request of clients, meetings will be held to review these services.

Clients requiring complex tax, retirement, business succession planning, insurance consulting and estate planning services can engage PMFA to provide them under a separate agreement.

Annual fees for advisory services are based upon a percentage of the fair market value of the assets being advised, specifically:

0.90% on the first	\$ 2,000,000
0.70% on the next	\$ 3,000,000
0.50% on the next	\$ 5,000,000
0.30% on the next	\$15,000,000
0.25% over	\$25,000,000



The minimum annual fee is \$4,500. Accounts below \$500,000 charged the minimum fee would experience a fee greater than the published fee schedule. Where it is determined to be applicable, fixed-fee arrangements are available. Exceptions to the published fee schedule will be considered on an individual case basis.

In all cases, you will have the opportunity to place reasonable restrictions on the types of investments that will be made on your behalf. We reserve the right to not accept or to terminate an account if we believe the restrictions imposed impair our ability to serve you.

## Nonrecurring Services

PMFA occasionally provides nonrecurring services to help a client develop and administer a comprehensive investment strategy consistent with their financial goals.

Areas of nonrecurring services include:

- Analysis of current situation — A review of client financial goals, investment objectives, risk tolerances, and the current investment strategy. For fiduciaries, this analysis may include a compliance review that analyzes the current investment program and compliance with applicable ERISA and trust laws.
- Asset allocation strategy — Based on items reviewed in the analysis of the client's current situation, develop an asset allocation strategy that is consistent with the client's goals and objectives.
- Investment policy statement — Written documentation decisions reached regarding the investment objectives, expectations, risk tolerances, and other components of a client's investment strategy (e.g., securities guidelines, monitoring requirements, and discretionary or nondiscretionary management).
- Portfolio manager consideration — Provide clients information concerning the investment styles, strategies, and other important factors that should be considered when selecting a manager.

Each of the services described above may be completed separately. For nonrecurring engagements, PMFA will not recommend specific mutual funds, exchange-traded funds (ETFs), separate account managers, hedge fund-of-fund managers, or specific alternative investment vehicles. All nonrecurring services will be detailed in an engagement agreement executed by the client and PMFA. Upon completion of the terms of the engagement, no other services (such as ongoing monitoring of portfolios) are provided.

Nonrecurring services fees are based on a fixed amount or time incurred at standard hourly billing rates, plus direct costs. Current hourly rates range from \$110 to \$450.

## General Financial Planning Services

PMFA provides consulting services in connection with personal financial matters. These services are offered through private consultations and through seminars and workshops. Our services range from a one-time consultation to a long-term relationship during which we provide financial planning services to fit client needs.

Areas of service include:

- Tax planning
- Retirement planning
- Estate planning assistance
- Business succession planning
- Insurance consulting



- Seminars and workshops

We also offer tax preparation services for individuals, businesses, trusts, and estates through our affiliate Plante & Moran, PLLC. Fees for these services (except for seminars and workshops) are based on time incurred at our standard hourly billing rates plus direct costs. Fees for seminars and workshops are based on a flat fee per participant and vary according to the program.

## Institutional Client Services

Services to the fiduciaries of employer-sponsored retirement plans include the following:

- Trustee consultation regarding regulations governing such plans
- Investment structure, including assistance with the selection of investment options to make available to plan participants
- Investment policy statement
- Performance reporting to fiduciaries and meetings to discuss these reports
- Participant education meetings (as applicable)
- Portfolio design
- Specific mutual fund, collective trusts, and exchange-traded fund (ETF) recommendations
- Specific separate account investment manager recommendations
- Specific hedge fund and hedge fund-of-fund recommendations
- Other individual alternative investment recommendations
- Monitoring of assets under the consulting agreement
- Portfolio change recommendations or selections (may occur at any time)
- Arranging or effecting the purchase or sale of recommendations

Each of the services described above may be completed separately or as a comprehensive package. Investment services will be provided on a discretionary or non-discretionary basis.

Annual fees for consulting services to all qualified retirement plans and non-qualified retirement plans are negotiable. The minimum annual fee is \$10,000.

Services to the fiduciaries of endowments, foundations, and not-for-profit entities include the following:

- Trustee consultation regarding regulations governing such plans
- Investment structure, including assistance with the selection of investment options
- Investment policy statement
- Performance reporting to fiduciaries and meetings to discuss these reports
- Portfolio design
- Specific mutual fund and exchange-traded fund (ETF) recommendations
- Specific separate account investment manager recommendations
- Specific hedge fund and hedge fund-of-fund recommendations
- Other individual alternative investment recommendations
- Monitoring of assets under the consulting agreement
- Portfolio change recommendations (may occur at any time)
- Arranging or effecting the purchase or sale of recommendations



Each of the services described above may be completed separately or as a comprehensive package. Investment services will be provided on a discretionary or non-discretionary basis.

Annual fees for services to endowments, foundations, and not-for-profit entities are negotiable.

Institutional cash advisory services to the fiduciaries of endowments, foundations, and not-for-profit entities include the following non-discretionary cash and short term investment advisory services:

- Analyze organization's historic sources and uses of cash
- Discuss anticipated cash needs within organization for capital or other uses
- Provide earnings analysis for potential restructuring of cash/short term funds
- Assist with opening of custodial account relationships
- Assist client in understanding how to utilize custodian for purchase, sale, cash movements, etc.
- Assistance with the search and selection of enhanced cash, short term bond, and absolute return investment options that match duration needs of organization
- A one-time fee is charged that includes due diligence on managers
- Ongoing monitoring is not included with initial pricing

These are nonrecurring services and will be detailed in an Engagement Agreement executed by the client and PMFA. Upon completion of the terms of the engagement, no other services (such as ongoing monitoring of portfolio or managers) are provided. If periodic assistance is desired after our initial services are completed, a separate Engagement Letter must be executed in connection with each of these periodic services. If continuous ongoing assistance is desired after our initial services are completed, a separate consulting agreement must be executed for these ongoing services.

Annual reviews are available and suggested, the cost of which would be quoted at the time of the review. If involved in ongoing monitoring, additional fees will apply.

The fee for institutional cash advisory services to endowments, foundations, and not-for-profit entities is negotiable.

## Fee Calculation Methodology

Unless otherwise agreed upon, fees will be calculated and billed quarterly in arrears. Fees will be based on the fair market value using the average daily balance of the assets for the calendar quarter and prorated for the actual number of days the Agreement is in effect during that quarter. If the relationship is terminated, the fees for the last quarter will be based on the average daily balance of the Assets from the first day of the quarter through one day prior to the date of termination, prorated for the actual number of days that the Agreement was in effect during the quarter.

Our fees will be deducted directly from your custodial account(s) by making such election on the account application(s). In the event of multiple custodial accounts, fees will be calculated on such accounts in accordance with the services provided. Fees will be withdrawn from such accounts as disclosed on your recurring billing invoices. If fees are not deducted directly from your custodial account(s), then fees shall be due upon your receipt of a billing statement from PMFA. A late charge will be added for any portion not paid within 30 days at a rate of 1.25 percent per month, starting 30 days after the date of the invoice. Fees are not charged in advance.

PMFA advisory fees do not include fees or expenses which are charged by mutual funds, product issuers, brokerage commissions, transaction fees, separate account manager fees, or custodian fees. Clients whose assets are invested in mutual





funds and some other investment vehicles such as exchange-traded fund (ETF) securities pay a direct advisory fee to PMFA and indirect management fees to the issuer.

Clients will pay fees imposed by custodians, brokers, and other third parties that include:

- Fees charged by mutual fund managers
- Fees charged by separate account managers
- Brokerage commissions
- Wire transfer and electronic fund transfer fees
- Custodian fees
- Mark-ups/mark-downs on security transactions

## PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

PMFA does not offer performance-based fee programs (fees based on a share of capital gains on or capital appreciation of the assets of a client) nor does the firm manage or advise on any investment products or programs that would result in side-by-side management with client accounts.

## TYPES OF CLIENTS

PMFA provides investment advice to individuals, banks and thrift institutions, partnerships, limited liability companies, employer-sponsored retirement plans, trusts, estates, charitable organizations, corporations, and other business entities. PMFA manages investment advisory accounts and, unless waived, imposes a minimum dollar value of assets of \$500,000 and may have other conditions for providing services.

## TYPES OF INVESTMENTS

PMFA offers investment advice on and uses the following types of investments for implementation of client portfolios:

- Open-end mutual funds
- Exchange-traded funds (ETFs)
- Collective trusts
- Certificates of deposit
- Limited partnership interests
- Interests in limited liability companies
- Options contracts on securities
- Hedge funds and fund-of-funds
- Other alternative investments

Additionally, PMFA may offer investment advice on the following types of investments:

- Equity securities (including exchange-listed securities, over-the-counter securities, and foreign issues)
- Structured notes
- Warrants
- Corporate debt securities
- Commercial paper
- Municipal securities
- U.S. government securities



- Closed-end funds

PMFA recommends the services of Separate Account Managers when appropriate for specific client circumstances.

## METHODS OF ANALYSIS, SOURCES OF INFORMATION, INVESTMENT STRATEGIES, AND RISK OF LOSS

PMFA's security analysis methods include fundamental and technical analysis and cyclical analysis.

Our investment research group uses an internally developed, proprietary equity market valuation model as a tool for evaluating current market conditions and determining equity model allocations. This model considers commonly used valuation statistics (P/E, P/B, PCF ratios, and dividend yield), comparing current market valuations to long-term averages. These results are then compared between asset classes and investment styles to identify potentially undervalued or overvalued segments of the equity markets.

Sources of information used by PMFA include financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, and annual reports or other filings with the U.S. Securities and Exchange Commission, and conference calls with fund portfolio managers.

Equity allocation investment strategies include managers that employ both long- and short-term strategies. For some clients, option strategies (including covered options, uncovered options, and spreading strategies) may be recommended. For some option strategies, clients may be referred to a third-party provider.

Fixed income allocations include managers that seek to invest in a range of fixed income assets and credit classes to generate attractive risk-adjusted returns through current income and, to a lesser extent, capital appreciation.

Managers selected for both equity and fixed income allocations may employ leverage and/or the use of derivatives to increase potential results. Managers selected may engage in certain arbitrage strategies from time to time, including convertible arbitrage and capital structure arbitrage.

PMFA may recommend separate account investment management firms to manage a portion of client portfolios. PMFA does not have trading authorization or otherwise direct the specific investments or investment strategies of such separate account investment management firms.

PMFA may recommend alternative investment management firms to manage a portion of client portfolios. These alternative investments may include, but are not limited to, hedge funds, private equity funds, direct real estate, commodities, structured notes, and/or fund-of-funds investments that use any or all of these investment strategies. PMFA does not have trading authorization or otherwise direct the specific investments or investment strategies of such alternative investment management firms.

At the request of clients, PMFA may review investments that we have not recommended. PMFA may offer advice on partnership interests investing in areas other than real estate, oil, and gas.

PMFA may also advise clients with concentrated individual security positions on diversifying these holdings using alternative strategies. These strategies include, but are not limited to: sale of the security, option strategies, exchange funds, charitable



gifting, and gifting to family members in connection with estate planning. PMFA may also recommend that some or all of a position be transferred to an annuity trust or remainder trust(s).

Clients may own securities which are not subject to PMFA advisory services. When these conditions exist, PMFA will encourage clients to place any such securities in a separate custodial account not subject to the terms and conditions of the Consulting Agreement.

Due to market value changes and appreciation in some asset classes over others, there will be times when asset allocations in client accounts will vary from those indicated in the investment policy statement. Rebalancing will be considered when the actual percentage allocation to any asset class varies materially (generally five percentage points or more) from its target allocation. Subject to practical constraints, rebalancing will also be considered when the actual percentage allocation of a sub-asset class utilized within the portfolio varies by more than 20% from the target allocation. When necessary and/or available, cash inflows/outflows will be deployed in a manner consistent with our strategic asset allocation.

## Independent Advisor Group

PMFA is a member of the Independent Advisor Group (IAG). The IAG operates as a division of Callan Associates, Inc., a registered investment adviser. The IAG provides applicants access to the following resources and services through non-affiliated third parties:

- Asset simulation software
- A matrix of nationally ranked money managers who offer separate account management
- Mutual fund research
- Institutional custody services

The IAG directly provides manager searches and performance measurement reports services to PMFA.

The IAG is paid a negotiated fee by PMFA for access to the above-mentioned resources and services.

## Risk of Loss

There are risks associated with investing that can result in the loss of principal. The primary risks associated with investing are (i) market risk (the risk that the market value of the investment will decline), (ii) credit risk (the risk that the counterparty to the transaction will default on its obligations), (iii) liquidity risk (the risk that the instrument will not be readily marketable), and (iv) valuation risk (the risk that because the instrument is thinly traded, it will have limited pricing sources).

## DISCIPLINARY INFORMATION

PMFA is not currently, and has not been in the past, the subject of any disciplinary action by any regulator. No executive officer or staff member of PMFA is currently, or has ever been, the subject of any disciplinary action by any regulator.

## OTHER BUSINESS ACTIVITIES

PMFA is not engaged in any business other than providing investment and financial planning advice. The principal business of PMFA and/or its principal executive officers does not involve anything other than these activities.



## OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

PMFA is not engaged in any business other than providing investment and financial planning advice. The principal business of PMFA and/or its principal executive officers does not involve anything other than these activities.

PMFA has arrangements that are material to its advisory business and its clients with a related person who is a broker-dealer, insurance company or agency, trust company or real estate advisory service as described next.

### Related Entities

P&M Holding Group, LLP (a Delaware limited liability partnership) is a regional firm of certified public accountants. P&M Holding Group, LLP is a member of PMFA and owns 100 percent of PMFA. From time to time, PMFA provides services to P&M Holding Group, LLP.

P&M Holding Group, LLP provides services to clients who are also clients of PMFA. In some cases, P&M Holding Group, LLP provides PMFA with client billing and accounting services. In addition, P&M Holding Group, LLP provides office space and other miscellaneous overhead items to PMFA for a fee which is determined on an annual basis.

### Broker-Dealers

P&M Corporate Finance, LLC (PMCF) is a registered broker-dealer for the purpose of offering investment banking services to middle-market companies. PMCF provides for planning, structuring, and execution of corporate finance transactions including the sale of privately held companies, raising of buyout debt and leverage financings, management buyouts, acquisition support of companies, and raising of growth capital in the form of private equity or debt (Reg D or Section 4(2) only). P&M Holding Group, LLP is a member of Plante Moran Financial Advisors (PMFA) and P&M Holding Group, LLP owns 20 percent of PMCF. From time to time, PMFA provides services to clients of PMCF and P&M Holding Group, LLP, who are also clients of PMFA.

Plante Moran Insurance Agency Services, LLC (PMIA) is a licensed insurance agency and a registered broker-dealer for the purpose of offering variable insurance products. PMIA provides only insurance-related products on a commission basis and does not offer mutual funds or individual securities. P&M Holding Group, LLP, which is a member of PMFA, owns 100 percent of PMIA.

From time to time, PMFA provides services to clients of PMIA, who are also clients of PMFA. Additionally, PMFA clients have an opportunity to purchase insurance products through PMIA, which receives a commission on the sale of these products. When a recommendation is made to purchase life insurance products through PMIA for which a commission is received by PMIA, a conflict of interest exists. All such compensation is disclosed in advance and taken into consideration when reaching a fee arrangement with such client.

### Trust Company

Plante Moran Trust (PMT) is a financial institution existing and operating under the provisions of the Michigan Banking Code of 1999 for the sole purpose of exercising full trust powers. P&M Holding Group, LLP is a member of PMFA and owns 100 percent of P&M Holding Company, Inc., which in turn owns 100 percent of PMT. PMFA provides services to PMT clients.



## Schwab Advisor Services Advisory Board

Currently, an employee of PMFA is a member of the Schwab Advisor Services Advisory Board. The board provides input and opinions to assist Schwab Advisor Services with product development and service initiatives. Schwab provides the cost of travel and lodging expenses; however, no direct compensation is received for serving on this board. PMFA does recommend use of Charles Schwab as custodian for client portfolios. We do not believe membership on this board presents a serious conflict of interest or improperly influences our decisions regarding custodian recommendations.

## BlackRock RIA Advisory Council

An employee of PMFA is a member of the BlackRock RIA Advisory Council. The council provides input and opinions to assist BlackRock with product and service initiatives. BlackRock provides the cost of travel and lodging expenses to attend council events; however, no direct compensation is received for serving on the council. PMFA does recommend BlackRock investments. We do not believe membership on this board presents a serious conflict of interest or improperly influences our investment recommendations.

## iCapital RIA Advisory Council

An employee of PMFA is a member of the iCapital Network RIA Advisory Council. The council provides input and opinions to assist iCapital with product and services initiatives. iCapital provides the cost of travel and lodging expenses to attend council events; however, no direct compensation is received for serving on the council. PMFA does use the iCapital Network to research and facilitate alternative investment selections. We do not believe membership on this board presents a serious conflict of interest or improperly influences our investment recommendations.

## CODE OF ETHICS

PMFA has adopted a Code of Ethics expressing the firm's commitment to ethical conduct and establishes standards of conduct for PMFA officers and staff. The Code of Ethics includes requirements that PMFA personnel comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading and insider trading. Any individual not in observance of the Code of Ethics may be subject to disciplinary action. It requires PMFA personnel to submit quarterly and annual disclosures of trade activity in brokerage accounts (or accounts capable of holding covered securities) directly to the Compliance Department of PMFA, and requires the Chief Compliance Officer or a delegate to review those reports.

The Code of Ethics deems each staff person (including temporary staff) who participates in or obtains information concerning PMFA's client accounts an "access person." The filing requirements extend to the staff person's immediate family members, accounts in which they have a beneficial interest, or accounts over which they exercise control.

It is the expressed policy of PMFA that no person employed by PMFA shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment management trading activities of an advisory client. PMFA's Code of Ethics requires PMFA staff to pre-clear all purchases and sales of covered securities. Staff may buy or sell securities for their personal accounts identical to or different from those recommended to clients. Preclearance is not required for purchases and sales of open-ended mutual funds, obligations of the U.S. government, and money market instruments such as bank certificates of deposits.



PMFA's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While PMFA does not believe that it has any particular access to non-public information, all employees are reminded periodically that such information may not be used in a personal or professional capacity.

Copies of the PMFA Code of Ethics are available upon request by contacting us at Plante Moran Financial Advisors, Attn: David T. Doyle, Chief Compliance Officer, 27400 Northwestern Hwy, Southfield, MI 48034 or by sending an e-mail to [dave.doyle@plantemoran.com](mailto:dave.doyle@plantemoran.com).

## PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS

From time to time, officers, directors, and employees of PMFA may purchase or sell the same open-end mutual fund shares and ETFs that it recommends to clients. Similarly, PMFA may recommend the purchase or sale by clients of open-end mutual fund shares, ETFs or individual securities owned by PMFA personnel or related persons. Because of the nature of open-ended mutual fund shares, we believe no conflict of interest is present. PMFA staff may trade exchange-traded fund (ETF) securities or individual securities which are bought and sold on the same basis as clients. Client transactions will always take precedence over transactions by PMFA staff. Transactions in Covered Securities by staff deemed access persons require review and preapproval by either the Chief Compliance Officer or his designee, Chief Operating Officer, or President of PMFA prior to placing the trade.

## BROKERAGE PRACTICES

### General

PMFA has no affiliations or soft dollar agreements with third parties in connection with client transactions. PMFA receives no cash compensation other than the investment advisory or consultation fees paid by its clients.

### Custodial Brokerage Accounts – Charles Schwab & Co., Inc.

Charles Schwab & Co., Inc., a registered broker-dealer, member SIPC, is one of the custodial firms that PMFA recommends to clients for establishing brokerage accounts to maintain custody of client assets and to effect trades for their accounts. PMFA is independently owned and operated and not affiliated with Schwab. Schwab provides PMFA with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of advisor's clients' assets are maintained in accounts at Schwab Institutional, and are not otherwise contingent upon PMFA committing to Schwab any specific amount of business (assets in custody or trading). Schwab's services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. PMFA uses the research provided by Schwab to benefit all our clients whether or not they custody their assets at Schwab.

Schwab also makes available to PMFA other products and services that benefit PMFA but may not benefit its clients' accounts. Some of these products and services assist PMFA in managing and administering client accounts. Schwab Institutional also makes available to PMFA other services intended to help PMFA manage and further develop its business enterprise. These services include consulting, conferences on practice management, regulatory compliance, and marketing. In addition, Schwab may make available, arrange, and/or pay for these types of services rendered to PMFA by independent third parties. While PMFA, as a fiduciary, endeavors to act in its clients' best interests, PMFA's recommendation that clients maintain their assets in accounts at Schwab is influenced, in part, by the benefit to PMFA of the availability of some of the foregoing products and services, which creates a potential conflict of interest.



For PMFA's client accounts maintained in its custody, Schwab does not charge separately for custody, but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

### Custodial Brokerage Accounts – Fidelity Investments

Fidelity Investments (“Fidelity”) a registered broker-dealer, member SIPC, is another custodial firm made available by PMFA to maintain custody of client assets and to effect trades for their accounts. PMFA is independently owned and operated and not affiliated with Fidelity. Fidelity provides PMFA with access to its institutional trading and custody services, which are not typically available to Fidelity retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them and are not otherwise contingent upon PMFA committing to Fidelity any specific amount of business (assets in custody or trading). Fidelity's services include brokerage, custody, and access to mutual funds and other investments that are generally available only to institutional investors or would require a significantly higher minimum initial investment. PMFA uses any research or market updates provided by Fidelity to benefit all our clients whether or not they custody their assets at Fidelity.

Fidelity also makes available to PMFA other products and services that benefit PMFA but do not directly benefit its clients' accounts. Some of these products and services assist PMFA in managing and administering client accounts. Fidelity Institutional also makes available to PMFA other services intended to help PMFA manage and further develop its business enterprise. These services include consulting, conferences on practice management, regulatory compliance, and marketing. In addition, Fidelity may make available, arrange, and/or pay for these types of services rendered to PMFA by independent third parties. While PMFA, as a fiduciary, endeavors to act in its clients' best interests, PMFA's recommendation that clients maintain their assets in accounts at Fidelity is be influenced, in part, by the benefit to PMFA of the availability of some of the foregoing products and services, which creates a potential conflict of interest.

For PMFA's client accounts maintained in its custody, Fidelity does not charge separately for custody, but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Fidelity or that settle into Fidelity accounts.

### Custodial Brokerage Accounts – TD Ameritrade

TD Ameritrade (“TD”) a registered broker-dealer, member SIPC, is another custodial brokerage firm made available by PMFA to maintain custody of client assets and to effect trades for their accounts. PMFA is independently owned and operated and not affiliated with TD. TD provides PMFA with access to its institutional trading and custody services, which are not typically available to TD retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them and are not otherwise contingent upon PMFA committing to TD any specific amount of business (assets in custody or trading). TD's services include brokerage, custody, and access to mutual funds and other investments that are generally available only to institutional investors or would require a significantly higher minimum initial investment. PMFA uses any research or market updates provided by TD to benefit all our clients whether or not they custody their assets at TD.

TD also makes available to PMFA other products and services that benefit PMFA but may not benefit its clients' accounts. Some of these products and services assist PMFA in managing and administering client accounts. TD Institutional also makes available to PMFA other services intended to help PMFA manage and further develop its business enterprise. These services include consulting, conferences on practice management, regulatory compliance, and marketing. In addition, TD may make



available, arrange, and/or pay for these types of services rendered to PMFA by independent third parties. While PMFA, as a fiduciary, endeavors to act in its clients' best interests, PMFA's recommendation that clients maintain their assets in accounts at TD is influenced, in part, by the benefit to PMFA of the availability of some of the foregoing products and services, which creates a potential conflict of interest.

For PMFA's client accounts maintained in its custody, TD does not charge separately for custody, but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through TD or that settle into TD accounts.

### Directed Brokerage and Use of Other Custodians

On occasion, clients will request referrals of full-service brokerage firms or brokers at those firms. In these cases, PMFA will provide information on several brokerage firms or brokers at those firms it believes are appropriate. The client will then interview and select from among the candidates. In no case does PMFA or related personnel receive any remuneration from any brokerage firm or brokers at those firms.

You may elect to use a custodian and/or brokerage firm other than those listed above. Using a different custodian and/or brokerage firm may result in transaction fees and commissions that are higher or lower than those of the custodian recommended by PMFA. Using a different custodian and/or brokerage firm may result in price or execution different than what can be obtained from the custodian recommended by PMFA and may restrict the ability of PMFA to negotiate commissions and fees.

### Separate Account Managers

For those situations in which a money manager has discretionary authority to manage a separate custody account of a client of PMFA, it is the sole discretion of the manager and/or client as to the brokerage firm utilized to execute trades in the client's account.

### Plante Moran Trust

Plante Moran Trust (PMT), when serving as trustee, has the authority to determine the securities to be bought or sold, their amounts, the broker or dealer to be used, and the commission rates paid. PMT is also a client of PMFA with respect to certain trust accounts. An investment management agreement between PMT and PMFA exists. Under this agreement PMFA provides PMT advice on the investment of PMT client assets. Depending upon the specific relationship, the services may be discretionary or nondiscretionary. PMT pays PMFA a fee for these services.

### Trade Errors

PMFA has policies, procedures, and internal controls designed to prevent trade errors. While we strive to be error free, due to the number of client transactions processed, we recognize that errors will occur. It is the policy of PMFA that clients do not incur a loss resulting from a trade or administrative error which is attributable to PMFA. Whenever possible and as soon as practical after the error has been discovered, PMFA will reallocate any erroneous trade into a trade error account. If the error results in a loss, PMFA will assume the loss. It is possible that you may not profit from the error, even if the correction results in a gain. Trade corrections require us to process a cancellation of the incorrect trade in your account and submit a trade with the correct trade conditions; correct number of shares, price, etc. As a result of this procedure, post correction a client account in which an error occurred will reflect a trade as it should have correctly been processed.





PMFA may not be able to maintain a trade error account with every custodian (e.g., accounts at client directed brokers or banks). In these instances, PMFA may compensate client for losses resulting from a trade or administrative error attributable to PMFA via a reduction in the client's account fees.

## Average Pricing of Securities Transactions

For exchange-traded and over-the-counter listed securities, PMFA may submit client orders jointly with the accounts of other clients and PMFA staff. The average price of executions resulting from such orders will be assigned to all accounts entering trades in the involved securities. Accounts will be allocated a portion of such executions reflective of their share of the outstanding orders.

## Trade Allocation

PMFA has a fiduciary duty to act in the best interests of its advisory client. It is the policy of PMFA to provide equal and fair treatment to clients. No client should receive preferential treatment over any other. In particular, trades may not be allocated to one client over another to:

- Favor one client at the expense of another;
- Generate higher fees paid by one client over another or to produce greater performance compensation to PMFA;
- Develop a relationship with a client or prospective client;
- Compensate a client for past services or benefits rendered to PMFA or to induce future services or benefits to be rendered to PMFA; or
- Equalize performance among different clients.

Because of the diversity of objectives, risk tolerances, tax situations, and differences in the timing of capital contributions and withdrawals, client investment positions and the placement of trades will inevitably differ among clients. PMFA intends to execute trades in client accounts on a timely basis in a manner that is fair and equitable to the maximum possible extent to each client.

## Private Placement Securities

On occasion, PMFA may be invited by an issuer to participate in an offering of private placement securities. PMFA will only consider recommending such securities to clients who meet the eligibility requirements for private placement securities and for whom an investment in such securities is suitable. Criteria include, but are not limited to: risk tolerance, investment time horizon, liquidity of other assets, prior investment experience, and overall portfolio diversification. Due to suitability determinations, these investments may not be made available to all clients.

## Shareholder Class Action Lawsuits

PMFA will assist clients with the completion of proof of claim forms and, to the extent available, provide trade information and/or custodian statements to support any such claims. Unless otherwise provided for, PMFA will not file or submit claims on behalf of clients. PMFA will not track the status of any such claims or collect settlements on the behalf of clients.

## REVIEW OF ACCOUNTS

A Relationship Manager, with extensive experience, is assigned to each account and is responsible for monitoring and maintaining compliance with client-specific guidelines. Formal reviews are performed at least quarterly and include client



portfolio structure, strategies, adherence to client investment policy and guidelines, and benchmarks. More frequent reviews that occur on an ongoing basis include market conditions, portfolio holdings and transactions, cash flows and account performance. Account reviews can also be triggered by general economic conditions, fund reports, news information, performance publications, income tax changes, changes in client investment objectives or financial situation, and client requests.

Account and performance information is provided to clients electronically, unless the client opts out of electronic delivery. Clients are encouraged to compare the account balances and positions provided by us to those balances reflected on the statements received directly from account custodian. Clients should contact us or the account custodian with any questions they may have. Also, clients should notify us promptly if statements on all accounts are not received from the custodian on at least a quarterly basis.

## REFERRAL AND SOLICITATION ARRANGEMENTS

PMFA does not have arrangements to compensate others for client referrals or make solicitations on behalf of PMFA. Staff in affiliate entities do refer clients to PMFA. Staff is not compensated for such referrals.

## CUSTODY

PMFA is deemed to have custody of certain client funds and/or securities due to its affiliated entity, Plante Moran Trust, and when PMFA provides services to certain accounts. PMFA is also deemed to have custody when it directly debits advisory fees from client custodian accounts. In accordance with Rule 206(4)-2 of the Investment Advisor Act of 1940, all cash and securities are maintained with a qualified custodian, clients receive account statements directly from the custodian at least quarterly, and all clients receive written notification of the name of the custodian and contact information. This information is found on the statements provided by the custodian.

Your account custodian will provide account statements directly to you. In addition, PMFA will provide information regarding your account(s) which is based on sources we believe to be reliable and accurate. You should compare the account balances and positions provided by PMFA to those balances reflected on your statements received directly from the account custodian. If you have any questions, you should contact us or the account custodian. You should notify us promptly if you do not receive statements from all your account custodian(s) on at least a quarterly basis.

## INVESTMENT DISCRETION

PMFA services are provided on either a discretionary or non-discretionary basis. Discretionary management allows PMFA to determine the investments to buy or sell without obtaining specific client consent. However, the selection of investments for discretionary accounts is based upon each client's investment objectives, risk tolerance, and financial situation. Individual risk limitations, suitability, and appropriateness are discussed with each client and his/her Relationship Manager prior to an engagement and are documented in the investment policy statement provided to each client. We also manage advisory accounts without discretion, meaning specific client consent must be granted prior to each transaction. Clients have an unrestricted right to decline to implement any advice issued on a non-discretionary basis.

In all cases, you will have the opportunity to place reasonable restrictions on the types of investments that will be made on your behalf. We reserve the right to not accept or terminate an account if we believe the restrictions imposed impair our ability to service you.



## Rights Retained by Client With Respect to Securities and Funds

Advisory clients who delegate investment discretion to PMFA have the ability to impose reasonable restrictions on the investments made within their account(s) or reasonably modify existing restrictions you may have already imposed. Reasonable restrictions include the designation of particular securities or types of securities (e.g., mutual funds with investments in the tobacco industry) that should not be purchased or that should be sold if held in an account. However, if investment discretion has been delegated to PMFA, it may be determined that the implementation of such a restriction may be impractical. In the event such a determination is made, you will be notified promptly. PMFA reserves the right to not accept or terminate an account if we believe the restrictions imposed are not reasonable.

## Proxy Voting

PMFA shall have no obligation or authority to take any action or render any advice with respect to the voting of proxies solicited by or with respect to issuers of securities held in client accounts.

## FINANCIAL INFORMATION

PMFA does not believe there are any financial impairments that hinder our ability to meet our contractual commitments to our clients. PMFA does not collect client fees in advance.



## CONSUMER PRIVACY NOTICE

Protecting your privacy is important to us. We want our customers to understand what information we collect and how we use it. We will continue to adhere to the privacy policies and practices described in this notice even after your account is closed or becomes inactive. We may amend our policy at any time, and will inform you of any changes as required by law.

### Facts

### Why?

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

### What?

The types of personal information we collect and share depend on the services you receive from us. This information can include:

- Your social security number and investment experience
- Account balances and assets
- Account transactions and transaction history

### How?

All financial companies need to share customer personal information to run their everyday business. In the section on the next page, we list the reasons financial companies can share their customers' personal information, the reasons Plante Moran Financial Advisors, LLC chooses to share, and whether you can limit this sharing.

REASONS WE CAN SHARE YOUR PERSONAL INFORMATION	DOES PMFA SHARE?	CAN YOU LIMIT THIS SHARING?
<b>For our everyday business purposes—such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to regulatory agencies.</b>	Yes	No
<b>For our marketing purposes—To offer our products and services to you.</b>	Yes	No
<b>For joint marketing with other financial companies.</b>	No	We don't share.



<b>For our affiliates’ everyday business purposes — Information about your transactions and experiences.</b>	Yes	No See State Law section below for other options.
<b>For our affiliates’ everyday business purposes — Information about your creditworthiness.</b>	No	We don’t share.
<b>For our affiliates to market to you.</b>	Yes	Yes You may elect to “opt-out” of marketing received directly from our affiliates.
<b>For nonaffiliates to market to you.</b>	No	We don’t share

## WHAT WE DO

### How does PMFA protect my personal information?

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. Third parties that provide support services on our behalf may also receive personal information about you, and we require that they adhere to confidentiality standards with respect to any such information.

### How does PMFA collect my personal information?

We collect your personal information, for example, when:

- You enter into an investment advisory contract
- We assist you with opening an account at a qualified custodian/brokerage firm
- We prepare financial independence projections
- You direct us to buy securities or direct us to sell your securities
- You seek advice about your investments

### Why can’t I limit all sharing?

Federal law gives you the right to limit only:

- Sharing for affiliates’ everyday business purposes, information about your creditworthiness
- Affiliates from using your information to market to you
- Sharing for nonaffiliates to market to you

State laws and individual companies may give you additional rights to limit sharing. (See below for more on your rights under state law.)



## What happens when I limit sharing for an account I hold jointly with someone else?

Unless specified otherwise, an opt-out request will extend to all accounts in your client relationship. Examples include accounts owned jointly with your spouse, related revocable trust accounts, and minor children's UTMA accounts. Related accounts with other owners or signatories will not be affected, for example, an irrevocable trust with a trustee other than you.

## DEFINITIONS

**Affiliates:** Companies related by common ownership or control. They can be financial and nonfinancial companies.

Our affiliates include financial companies with a Plante & Moran name and other financial companies such as P&M Corporate Finance.

**Nonaffiliates:** Companies not related by common ownership or control. They can be financial and nonfinancial companies.

PMFA does not share with nonaffiliates so they can market to you. PMFA may share information with nonaffiliates that assist us with servicing your accounts, such as securities broker-dealers, custodians, and service providers that assist us with information transfers. PMFA may share information with joint account holders and those with whom you have consented to our sharing your information, such as tax advisers, attorneys, and bank officers.

**Joint marketing:** A formal agreement between nonaffiliated financial companies that together market financial products or services to you. PMFA doesn't jointly market.

## STATE LAW

You may have other privacy protections under state law. Our information sharing procedures will comply with all applicable state laws. Residents of certain states may receive additional information concerning use and sharing of information.

California: In accordance with California law, we will not share information we collect about you with companies outside of PMFA, unless the law allows. We will limit sharing among our affiliated entities to the extent required by California law.

## QUESTIONS?

If you have any questions regarding this notice or how to opt out of any information sharing with our affiliates, please contact either your Relationship Manager or our compliance department at 248.223.3756 or 312.928.5349.



## SOLICITATION AND MARKETING BY AFFILIATES

Plante Moran Financial Advisors is providing Client with this notice regarding solicitation and marketing by entities affiliated with PMFA.

Federal law provides Client the right to limit marketing from PMFA’s affiliates. As such, PMFA is providing Client with this notice to inform Client about Client’s choices to limit marketing from PMFA’s affiliates.

You may limit PMFA’s affiliates in P&M Holding Group, LLP (Plante & Moran), such as PMFA’s affiliates that provide insurance services, trust company, and investment banking services, from marketing their products or services to Client based on Client’s personal information that PMFA collects and may, unless limited hereby, share with them (“Opt-out”). This information includes Client’s income, account history and personal financial condition.

Client’s choice to limit marketing offers from PMFA’s affiliates will remain effective until Client instructs PMFA in writing to the contrary. After consultation with Client, should it be determined that an affiliate can provide services the Client may require or benefit from, Client’s decision to opt-out will not restrict PMFA from recommending the services of an affiliated entity to Client. If Client has multiple account relationships with PMFA and elects to “opt-out,” this election will extend to all Client’s account relationships with PMFA unless Client specifies differently.

If Client chooses to limit marketing offers from PMFA’s affiliates or Opt-out, please check the box, sign this form and return to the following address:

Plante Moran Financial Advisors, LLC  
Attn: Compliance Department  
27400 Northwestern Highway  
Southfield, MI 48037-0307

Do not allow PMFA’s affiliates to use Client’s personal information to market to Client.

\_\_\_\_\_

Name

\_\_\_\_\_

Date

\_\_\_\_\_

Name

\_\_\_\_\_

Date