

# TIDEMARK, LLC

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# FIRM BROCHURE PART 2A OF FORM ADV

This brochure provides information about the qualifications and business practices of Tidemark, LLC (“Tidemark”). If you have any questions about the contents of this brochure, please contact us at 888-791-0197. 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.

Additional information about Tidemark also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Tidemark is registered as an investment adviser with the SEC under the U.S. Investment Advisers Act of 1940, as amended (the “Advisers Act”). SEC registration does not imply a certain level of skill or training.

## ITEM 2 – MATERIAL CHANGES

Form ADV Part 2A requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser’s brochure, the adviser is required to notify you and provide you with a description of the material changes annually.

Tidemark has the following material changes to note since the initial filing submitted on September 22, 2023:

- Added Estate Planning Services under Item 4 “Advisory Business and Item 5 “Fees and Compensation.
- Updated Item 12 “Brokerage Services” to reflect additional services offered through Schwab.

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## ITEM 4 – ADVISORY BUSINESS

Tidemark, LLC a Nevada limited liability company has been in business since 2023. The principal members of Tidemark are Tyler Abney and Josh Stipcich.

**Tidemark offers ongoing fee-only asset management services. The Adviser provides discretionary investment management services to individuals, high net-worth individuals, small businesses and institutional clients. Additionally, Tidemark offers fee-only non-discretionary pension consulting services.**

### **Asset Management Services**

Tidemark provides ongoing investment management advice and management on assets in client's custodial accounts, which are administered through LPL Financial or Charles Schwab. Asset management services include, but are not limited to, providing advice regarding asset allocation and investment selection, investment strategy, personal investment policy, portfolio monitoring and risk tolerance. Our investment recommendations will generally include holdings regarding the following securities:

- Equities
- Exchange Traded Funds ("ETFs")
- Mutual funds
- Fixed Income securities
- Alternative investments
- Structured products

Because some types of investments involve certain additional degrees of risk, they will only be implemented when consistent with the client's stated investment objectives/restrictions, tolerance for risk, liquidity and suitability. Tidemark's investment professionals take into consideration the client's current situation (income, tax levels, risk tolerance levels and time horizon, among others and relies on the stated objectives of the client and considers the client's risk profile and financial status before making any recommendation.

Tidemark provides individually tailored client investment strategies and recommendation services on a discretionary basis. Tidemark directs its clients to its preferred custodian, LPL Financial ("LPL"), an SEC registered investment adviser and broker-dealer. However, clients have the ability to custody their accounts with Charles Schwab.

### **Financial Planning & Consulting Services**

Tidemark provides financial planning and consulting services consistent with the client's financial and tax status. Clients will receive a written financial plan, providing recommendations tailored to their stated financial goals and objectives. In general, the financial plan may include a comprehensive review of client investments and objectives, tax status, risk management strategies, retirements planning, insurance, college planning, or estate planning.

Tidemark gathers required information through in-depth personal interviews. Information gathered includes a client's current financial status, future goals and attitudes toward risk, Related documents supplied by the client are carefully reviewed and a written report is typically prepared.

A client is under no obligation to act on Tidemark's financial planning recommendations. Should a client choose to implement the recommendations in the plan, they are under no obligation to implement the plan through the Advisors' Asset Management Services. Tidemark suggests the client work closely with his/her attorney, accountant or insurance agency. To the extent requested by a client, we may recommend the services of other professionals. If a client engages any recommended professional and a

dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

Estate Planning Services: Tidemark provides Estate Planning Services through a third-party digital estate planning service for clients who have the need for estate planning review, creation of updates. The Adviser services will consist of education on estate planning topics and the collection of general information necessary to complete a new estate plan or review a current estate plan, as well as assisting with trust funding.

The Adviser does not draft legal documents, nor does it provide any type of legal advice and/or opinion during the document preparation process. There may be instances where the client may need legal advice. The Adviser will provide recommendations to Client as to other sources of professional advice to address such matters.

Tidemark does not participate in any wrap fee programs.

### **LPL Financial**

Tidemark provides advisory services through certain programs sponsored by LPL. Below is a brief description of the LPL advisory program Tidemark utilizes:

#### **Manager Access Select (MAS)**

Manager Access Select offers clients the ability to participate in the Separately Managed Account Platform (the “SMA Platform”) or the Model Portfolio Platform (the “MP Platform”). In the SMA Platform, Tidemark will assist client in identifying a third party portfolio manager (SMA Portfolio Manager) from a list of SMA Portfolio Managers made available by LPL, and the SMA Portfolio Manager manages client’s assets on a discretionary basis. Tidemark will provide initial and ongoing assistance regarding the SMA Portfolio Manager selection process. In the MP Platform, clients authorize LPL to direct the investment and reinvestment of the assets in their accounts, in accordance with the selected model portfolio provided by LPL’s Research Department or a third-party investment advisor.

A minimum account value of \$50,000 is required for Manager Access Select, however, in certain instances, the minimum account size may be lower or higher.

#### **Model Wealth Portfolios Program (MWP)**

MWP offers clients a professionally managed mutual fund asset allocation program. Tidemark will obtain the necessary financial data from the client, assist the client in determining the suitability of the MWP program and assist the client in setting an appropriate investment objective. Tidemark will initiate the steps necessary to open an MWP account and have discretion to select a model portfolio designed by LPL’s Research Department consistent with the client’s stated investment objective. LPL’s Research Department, a third-party portfolio strategist and/or Advisor, through its IAR, may act as a portfolio strategist responsible for selecting the mutual funds or ETFs within a model portfolio and for making changes to the mutual funds or ETFs selected. The client will authorize LPL to act on a discretionary basis to purchase and sell mutual funds and ETFs and to liquidate previously purchased securities. The client will also authorize LPL to effect rebalancing for MWP accounts.

MWP requires a minimum asset value for a program account to be managed. The minimums vary depending on the portfolio(s) selected and the account’s allocation amongst portfolios. The lowest minimum for a portfolio is \$25,000. In certain instances, a lower minimum for a portfolio is permitted.

#### **Optimum Market Portfolios Program (OMP)**

The Optimum Market Portfolios Program (“OMP”) offers clients the ability to participate in a professionally managed asset allocation program using Optimum Funds shares. Under OMP, client will authorize LPL on a discretionary basis to purchase and sell Optimum Funds pursuant to investment objectives chosen by the client. Tidemark will assist the client in determining the suitability of OMP for

the client and assist the client in setting an appropriate investment objective. Tidemark will have discretion to select a mutual fund asset allocation portfolio designed by LPL consistent with the client's investment objective. LPL will have discretion to purchase and sell Optimum Funds pursuant to the portfolio selected for the client. LPL will also have authority to rebalance the account.

A minimum account value of \$10,000 is required for OMP. In certain instances, LPL will permit a lower minimum account size.

### **Personal Wealth Portfolios Program (PWP)**

PWP offers clients an asset management account using asset allocation model portfolios designed by LPL. Advisor will have discretion for selecting the asset allocation model portfolio based on client's investment objective. Tidemark will also have discretion for selecting third party money managers (PWP Advisors), mutual funds and ETFs within each asset class of the model portfolio. LPL will act as the overlay portfolio manager on all PWP accounts and will be authorized to purchase and sell on a discretionary basis mutual funds, ETFs and equity and fixed income securities.

A minimum account value of \$250,000 is required for PWP. In certain instances, LPL will permit a lower minimum account size.

### **Small Market Solution Program (SMS)**

Under SMS, LPL Research (a team of investment professionals within LPL) creates and maintains a series of different investment menus ("Investment Menus") consisting of a mix of different asset classes and investment vehicles ("investment options") for clients that sponsor and maintain participant-directed defined contribution plans ("Plan Sponsors"). The Plan Sponsor is responsible for selecting the Investment Menu that it believes is appropriate based on the demographics and other characteristics of the Plan and its participants. LPL Research is responsible for the selection and monitoring of the investment options made available through Investment Menus ("Fiduciary Selection Services"). The investment options that are offered through SMS are limited to the specific investments available through the record keeper that the Plan Sponsor selects. The Plan Sponsor may only select an Investment Menu in its Under SMS, LPL Research (a team of investment professionals within LPL) creates and maintains a series of different investment menus ("Investment Menus") consisting of a mix of different asset classes and investment vehicles ("investment options") for clients that sponsor and maintain participant-directed defined contribution plans ("Plan Sponsors"). The Plan Sponsor is responsible for selecting the Investment Menu that it believes is appropriate based on the demographics and other characteristics of the Plan and its participants. LPL Research is responsible for the selection and monitoring of the investment options made available through Investment Menus ("Fiduciary Selection Services"). The investment options that are offered through SMS are limited to the specific investments available through the record keeper that the Plan Sponsor selects. The Plan Sponsor may only select an Investment Menu in its entirety and does not have the option to remove or substitute an investment option.

If the Plan is subject to ERISA, LPL will be a "fiduciary" and serve as "investment manager" (as that term is defined in section 3(38) of ERISA) in connection with the Fiduciary Selection Services. None of the services offered under SMS other than the Fiduciary Selection Services will constitute "investment advice" under 3(21)(A)(ii) of ERISA, or otherwise cause LPL or our firm to be deemed a fiduciary.

In addition to the Fiduciary Selection Services, Plan Sponsor may also select from a number of non-fiduciary consulting services available under SMS that are provided by our firm. These consulting services may include, but are not limited to: general education, and support regarding the Plan and the investment options selected by Plan Sponsor; assistance regarding the selection of, and ongoing relationship management for, record keepers and other third-party vendors; Plan participant enrollment support; and participant-level education regarding investment in the Plan. These consulting services do not include any individualized investment advice to the Plan Sponsor or Plan participants with respect to

Plan assets, and LPL and our firm do not act as fiduciaries under ERISA in providing such consulting services.

Once the client's portfolio has been established, we review the portfolio at least monthly for high cash levels and consistency of security holdings for the selected style.

**Assets Under Management**

As of December 31, 2023, the following represents the amount of client assets under management by Tidemark:

Type of Account	Assets Under Management
Discretionary	\$250,479,895
Non-Discretionary	\$0
<b>Total:</b>	<b>\$250,479,895</b>

## ITEM 5 – FEES AND COMPENSATION

### **Asset Management Services**

Tidemark asset management services will be charged an annual fee based on the amount of assets under management. The management fee shall not exceed 2.00% and may vary depending on client facts, circumstances and needs. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, among other factors. The specific annual fee is identified in the contract between Tidemark and each client.

Advisory fees are paid in advance on a quarterly basis and directly debited from the client's account(s) held by LPL.

### **Limited Negotiability of Advisory Fees**

Tidemark retains the discretion to negotiate alternative fees on a client-by-client basis.

Tidemark receives compensation as a result of a client's participation in an LPL program. Depending on, among other things, the type and size of the account, type of securities held in the account, changes in its value over time, the ability to negotiate fees or commissions, the historical or expected size or number of transactions, and the number and range of supplementary advisory and client-related services provided to the client, the amount of this compensation may be more or less than what Tidemark would receive if the client participated in other programs, whether through LPL or another sponsor, or paid separately for investment advice, brokerage and other services.

Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Our fees are generally paid quarterly, in advance, based on the value at the close of the applicable billing period. Our fees may be deducted directly from the custodian account or clients may be billed directly.

In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

In some cases, clients may choose to have mutual funds or exchange traded funds ("ETFs") in their portfolios. All fees paid to Tidemark for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus.

### **Financial Planning & Consulting Services**

Tidemark provides financial planning and consulting services as a fixed rate or hourly fee depending on the nature and complexity of the client's situation. The fee is agreed upon at the onset of the relationship and is paid in advance.

### **Estate Planning Services**

Tidemark provides Estate Planning Services at a fixed rate fee depending on the nature and complexity of the client's situation. The fee is agreed upon at the onset of the relationship and is paid in advance.

### **Termination of the Advisory Relationship**

A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of an account, any unearned fees will be promptly refunded. In calculating a



client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

## ITEM 6 – PERFORMANCE-BASED FEES & SIDE-BY-SIDE MANAGEMENT

Tidemark does not charge performance-based fees.

## ITEM 7 – TYPES OF CLIENTS

Tidemark provides management of portfolios to the following types of clients:

- Individuals (other than high net worth individuals) and small businesses
- High net worth individuals
- Pension and profit-sharing plans (other than plan participants)
- Corporations or other businesses not listed above

## ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

### Methods of Analysis

We use one or more of the following methods of analysis in formulating our investment advice and/or managing client assets. The following methods of analysis are utilized by our firm:

- Charting;
- Cyclical;
- Fundamental; and
- Technical

### Fundamental Analysis

The analysis of a business's financial statements (usually to analyze the business's assets, liabilities, and earnings), health, and its competitors and markets. When analyzing a stock, futures contract, or currency using fundamental analysis there are two basic approaches one can use: bottom up analysis and top down analysis. The terms are used to distinguish such analysis from other types of investment analysis, such as quantitative and technical. Fundamental analysis is performed on historical and present data, but with the goal of making financial forecasts. There are several possible objectives: (a) to conduct a company stock valuation and predict its probable price evolution; (b) to make a projection on its business performance; (c) to evaluate its management and make internal business decisions; (d) and/or to calculate its credit risk.; and (e) to find out the intrinsic value of the share.

When the objective of the analysis is to determine what stock to buy and at what price, there are two basic methodologies investors rely upon: (a) Fundamental analysis maintains that markets may misprice a security in the short run but that the "correct" price will eventually be reached. Profits can be made by purchasing the mispriced security and then waiting for the market to recognize its "mistake" and reprice the security.; and (b) Technical analysis maintains that all information is reflected already in the price of a security. Technical analysts analyze trends and believe that sentiment changes predate and predict trend changes. Investors' emotional responses to price movements lead to recognizable price chart patterns. Technical analysts also analyze historical trends to predict future price movement. Investors can use one or both of these different but complementary methods for stock picking. 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 stock.

### Technical Analysis

A security analysis methodology for forecasting the direction of prices through the study of past market data, primarily price and volume. A fundamental principle of technical analysis is that a market's price reflects all relevant information, so their analysis looks at the history of a security's trading pattern rather than external drivers such as economic, fundamental and news events. Therefore, price action tends to repeat itself due to investors collectively tending toward patterned behavior— hence technical analysis focuses on identifiable trends and conditions.

Technical analysts also widely use market indicators of many sorts, some of which are mathematical transformations of price, often including up and down volume, advance/decline data and other inputs. These indicators are used to help assess whether an asset is trending, and if it is, the probability of its direction and of continuation. Technicians also look for relationships between price/volume indices and market indicators. Technical analysis employs models and trading rules based on price and volume transformations, such as the relative strength index, moving averages, regressions, inter-market and intra-market price correlations, business cycles, stock market cycles or, classically, through recognition of

chart patterns. Technical analysis is widely used among traders and financial professionals and is very often used by active day traders, market makers and pit traders. The risk associated with this type of analysis is that analysts use subjective judgment to decide which pattern(s) a particular instrument reflects at a given time and what the interpretation of that pattern should be.

### **Cyclical Analysis**

Statistical analysis of specific events occurring at a sufficient number of relatively predictable intervals that they can be forecasted into the future. Cyclical analysis asserts that cyclical forces drive price movements in the financial markets. Risks include that cycles may invert or disappear and there is no expectation that this type of analysis will pinpoint turning points, instead be used in conjunction with other methods of analysis.

### **Charting**

In this type of technical analysis, our firm reviews charts of market and security activity in an attempt to identify when the market is moving up or down and to predict when how long the trend may last and when that trend might reverse.

**Risks for all forms of analysis.** Clients should be aware that there is a material risk of loss using any investment strategy. Below is a summary of the investment strategies and those risks:

### **Alternative Investments**

Hedge funds, commodity pools, Real Estate Investment Trusts (“REITs”), Business Development Companies (“BDCs”), and other alternative investments involve a high degree of risk and can be illiquid due to restrictions on transfer and lack of a secondary trading market. They can be highly leveraged, speculative and volatile, and an investor could lose all or a substantial amount of an investment. Alternative investments may lack transparency as to share price, valuation and portfolio holdings. Complex tax structures often result in delayed tax reporting. Compared to mutual funds, hedge funds and commodity pools are subject to less regulation and often charge higher fees. Alternative investment managers typically exercise broad investment discretion and may apply similar strategies across multiple investment vehicles, resulting in less diversification.

### **Cash & Cash Equivalents**

Cash and cash equivalents generally refer to either United States dollars or highly liquid short- term debt instruments such as, but not limited to, treasury bills, bank CD’s and commercial papers. Generally, these assets are considered nonproductive and will be exposed to inflation risk and considerable opportunity cost risk.

### **Credit Risk**

The return on fixed income investments (e.g., bonds and preferred stock) is dependent on the issuer of the security meeting its commitment to making agreed upon payments. Credit risk is the risk that the issuer does not meet that obligation.

### **Cryptocurrency Products**

Digital (crypto) currency products. may be an illiquid private placement or structured as a trust or exchange traded fund which pool capital together to purchase holdings of digital currencies or derivatives based on their value. Such products are extremely volatile and are suitable only as a means of diversification for investors with high-risk tolerances. Furthermore, these securities carry very high internal expense ratios, and may use derivatives to achieve leverage or exposure in lieu of direct cryptocurrency holdings. This can result in tracking error and may sell at a premium or discount to the market value of their underlying holdings. Security is also a concern for digital currency investments which make them subject to the additional risk of theft.

Equity Investments: Refers to buying shares of stocks in return for receiving a future payment of dividends and capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry market conditions and general economic environments.

### **Exchange Traded Funds (“ETFs”)**

ETFs are securities that track an index, a commodity, or basket of assets like an index fund, but that are traded like a stock on an exchange. ETFs can also be actively managed. ETFs experience price changes throughout the day as they are bought and sold.

### **Fixed Income Investments**

Generally, fixed income investments pay a return on a fixed schedule, though the amount of the payments can vary. This includes corporate and government debt securities, leveraged loans, high yield and investment grade debt and structured products, such as mortgage and other asset-backed securities. In general, the fixed income market is volatile, and fixed income securities carry significant interest rate risk. As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities. Fixed income securities also carry inflation risk, liquidity risk, call risk and credit and default risks for both issuers and counterparties. The risk of default on treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting, but these bonds still carry a risk of losing share price value. Risks of investing in foreign fixed income securities also include the general risks inherent in non-U.S. investing.

### **Interest Rate Risk**

Fluctuations in interest rates will cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

### **Mutual Funds**

Investing in mutual funds carries the risk of capital loss and thus you may lose money investing in mutual funds. All mutual funds have casts that lower investment returns. The funds can be of bond (fixed income) nature or stock (equity) nature, or a mix of multiple underlying security types. Long-Term Purchases

Our firm may buy securities for your account and hold them for a relatively long time (more than a year) in anticipation that the security’s value will appreciate over a long horizon. The risk of this strategy is that our firm could miss out on potential short-term gains that could have been profitable to your account, or it’s possible that the security’s value may decline sharply before our firm make a decision to sell.

### **Market Risk**

The price of a security, bond or mutual fund can drop in reaction to tangible and intangible events and conditions. External factors cause this type of risk, independent of a security’s underlying circumstances. For example, political, economic and social conditions can trigger market events. Non-U.S. Investments: Investment in non-U.S. issuers or securities principally traded outside the United States may involve certain special risks due to economic, political and legal developments, including favorable or unfavorable changes in currency exchange rates, exchange control regulations, expropriation of assets or nationalization, and the imposition of withholding taxes on dividend or interest payments.

### **Short-Term Purchases**

When utilizing this strategy, our firm may also purchase securities with the idea of selling them within a relatively short time (typically a year or less). Our firm do this in an attempt to take advantage of conditions that our firm believe will soon result in a price swing in the securities our firm purchase. The potential risk associated with this investment strategy is associated with the currency or exchange rate. Currency or exchange rate risk is a form of risk that arises from the change in price of one currency against another. The constant fluctuations in the foreign currency in which an investment is denominated

vis-à-vis one's home currency may add risk to the value of a security. Currency risk is greater for shorter term investments, which do not have time to level off like longer term foreign investments.

**Structured Products**

Structured products are designed to facilitate highly customized risk-return objectives. While structured products come in many different forms, they typically consist of a debt security that is structured to make interest and principal payments based upon various assets, rates or formulas. Many structured products include an embedded derivative component. Investing in structured products includes significant risks, including valuation, lack of liquidity, price, credit and market risks.

*Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that clients should be prepared to bear.*

## ITEM 9 – DISCIPLINARY INFORMATION

Our firm and our management personnel have no reportable disciplinary events to disclose.



## ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Tidemark is not registered and does not intend to register as a broker-dealer. Certain associated persons of Tidemark are registered representatives of LPL Financial. As a result of this relationship, LPL Financial may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about Tidemark's clients, even if client does not establish any account through LPL. If you would like a copy of the LPL Financial privacy policy, please contact 888-791-0197.

Several of Tidemark's associated persons are also independent insurance agents licensed to sell life insurance. Associated persons may advise clients regarding life insurance and would receive a commission on the sale of insurance products. No advisory client is obligated to purchase insurance from these individuals.

While these individuals' endeavor at all times to put the interest of the clients first as part of Tidemark's fiduciary duty, clients should be aware that the receipt of commissions create a conflict of interest each time they recommend an insurance product. The implementation of any or all recommendations is solely at the discretion of the client.

## ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS, AND PERSONAL TRADING

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Tidemark and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of certain investments made by our access persons. Our code also provides for oversight, enforcement and recordkeeping provisions.

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

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by calling us at 888-791-0197.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata with each account paying the average price (or some other method that is fair and equitable). Our employee accounts may be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established policies and procedures for implementing our firm's Code of Ethics, to help ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest.

## ITEM 12 – BROKERAGE PRACTICES

### Selecting Brokerage Firms

Tidemark generally recommends LPL Financial or Charles Schwab & Company (Schwab) to act as custodian of our client investment accounts. Factors we consider when recommending a custodian include their ability to hold the investments we use to implement our investment strategies and each custodian's financial strength, reputation, execution, pricing and service among other relevant factors. The client has the ability to select which custodian they will use.

The custodian generally is compensated by clients through commissions, trails, or other transaction-based fees for trades that are executed through either LPL Financial or Schwab or that settle into the clients' accounts at the broker.. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker.

While LPL Financial does not participate in, or influence the formulation of, the investment advice Tidemark provides, certain supervised persons of Tidemark are Dually Registered Persons. Dually Registered Persons are restricted by certain FINRA rules and policies from maintaining client accounts at another custodian or executing client transactions in such client accounts through any broker-dealer or custodian that is not approved by LPL Financial. As a result, the use of other trading platforms must be approved not only by Tidemark, but also by LPL Financial.

Clients should also be aware that for accounts where LPL Financial serves as the custodian, Tidemark is limited to offering services and investment vehicles that are approved by LPL Financial, and may be prohibited from offering services and investment vehicles that may be available through other broker-dealers and custodians, some of which may be more suitable for a client's portfolio than the services and investment vehicles offered through LPL Financial.

Clients should understand that not all investment advisers require that clients custody their accounts and trade through specific broker-dealers.

Clients should also understand that LPL Financial is responsible under FINRA rules for supervising certain business activities of Tidemark and its Dually Registered Persons that are conducted through broker-dealers and custodians other than LPL Financial. LPL Financial charges a fee for its oversight of activities conducted through these other broker-dealers and custodians. This arrangement presents a conflict of interest because Tidemark has a financial incentive to recommend that you maintain your account with LPL Financial rather than with another broker- dealer or custodian to avoid incurring the oversight fee.

### Benefits Received by Tidemark Personnel

LPL Financial makes available to Tidemark various products and services designed to assist Tidemark in managing and administering client accounts. Many of these products and services may be used to service all or a substantial number of Tidemark's accounts, including accounts not held with LPL Financial. These include software and other technology that provide access to client account data (such as trade confirmation and account statements); facilitate trade execution (and aggregation and allocation of trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Tidemark's fees from its clients' accounts; and assist with back-office functions; recordkeeping and client reporting.

LPL Financial also makes available to Tidemark other services intended to help manage and further develop its business. Some of these services assist Tidemark to better monitor and service program accounts maintained at LPL Financial, however, many of these services benefit only Tidemark, for example, services that assist Tidemark in growing its business. These support services and/or products

may be provided without cost, at a discount, and/or at a negotiated rate, and include practice management-related publications; consulting services; attendance at conferences and seminars, meetings, and other educational and/or social events; marketing support; and other products and services used by Tidemark in furtherance of the operation and development of its investment advisory business.

Where such services are provided by a third party vendor, LPL Financial will either make a payment to Tidemark to cover the cost of such services, reimburse Tidemark for the cost associated with the services, or pay the third party vendor directly on behalf of Tidemark.

The products and services described above are provided to Tidemark as part of its overall relationship with LPL Financial. While as a fiduciary Tidemark endeavor to act in its clients' best interests, the receipt of these benefits creates a conflict of interest because Tidemark's requirement that clients custody their assets at LPL Financial is based in part on the benefit to Tidemark of the availability of the foregoing products and services and not solely on the nature, cost or quality of custody or brokerage services provided by LPL Financial. Tidemark's receipt of some of these benefits may be based on the amount of advisory assets custodied on the LPL Financial platform.

#### **Factors in Selecting or Recommending Broker-Dealers**

Tidemark receives support services and/or products from LPL Financial, many of which assist Tidemark to better monitor and service program accounts maintained at LPL Financial; however, some of the services and products benefit Tidemark and not client accounts.

These support services and/or products may be received without cost, at a discount, and/or at a negotiated rate, and may include the following:

- 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
- consulting services
- attendance at conferences, meetings, and other educational and/or social events marketing support
- computer hardware and/or software
- other products and services used by [Advisor] in furtherance of its investment advisory business operations

LPL Financial may provide these services and products directly, or may arrange for third party vendors to provide the services or products to Advisor. In the case of third-party vendors, LPL Financial may pay for some or all of the third party's fees.

These support services are provided to Tidemark based on the overall relationship between Tidemark and LPL Financial. It is not the result of soft dollar arrangements or any other express arrangements with LPL Financial that involves the execution of client transactions as a condition to the receipt of services. Tidemark will continue to receive the services regardless of the volume of client transactions executed with LPL Financial. Clients do not pay more for services as a result of this arrangement. There is no corresponding commitment made by Tidemark to LPL or any other entity to invest any specific amount or percentage of client assets in any specific securities as a result of the arrangement. However, because Advisor receives these benefits from LPL Financial, there is a potential conflict of interest. The receipt of these products and services presents a financial incentive for Advisor to recommend that its clients use LPL Financial's custodial platform rather than another custodian's platform.

**Oversight Fee for Assets Held Away**

As stated previously, individuals associated with Tidemark are licensed as registered representatives of LPL Financial. As a result of this licensing relationship, LPL Financial is responsible for supervising certain activities of Tidemark to the extent Tidemark manages assets at a broker/dealer and custodian other than LPL Financial. LPL Financial charges a fee for this oversight. This presents a conflict of interest in that Tidemark has a financial incentive to recommend that you maintain your account with LPL Financial rather than another custodian in order to avoid the oversight fee. However, to the extent Tidemark recommends you use LPL Financial for such services, it is because Tidemark believes that it is in your best interest to do so based on the quality and pricing of the execution, benefits of an integrated platform for brokerage and advisory accounts, and other services provided by LPL Financial.

**Brokerage for Client Referrals**

Tidemark does not receive client referrals from broker-dealers which may represent a conflict of interest in receiving best execution and our interest in receiving future referrals.

**Directed Brokerage**

As previously discussed, Tidemark directs all clients to use LPL, the Adviser's custodian and broker-dealer. Therefore, Tidemark does not permit client directed brokerage.

**Trade Aggregation**

Tidemark will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Tidemark will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients.

## ITEM 13 – REVIEW OF ACCOUNTS

While the underlying securities within accounts are continually monitored, these accounts are formally reviewed no less than quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. The accounts are reviewed by the Chief Executive Officer and Financial Advisor.

More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

In addition to the monthly statements and confirmations of transactions that clients receive directly from their broker-dealer (custodian), Tidemark (as requested) will provide quarterly written reports summarizing account performance, balances and holdings. We urge our clients to carefully compare the information provided on these statements to ensure that all transactions, holdings and values are correct and current.

## ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

It is Tidemark's policy not to engage solicitors or to pay related or nonrelated persons for referring potential clients to our firm.

It is Tidemark's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a nonclient in conjunction with the advisory services we provide to our clients.

Tidemark and/or its Dually Registered Persons are incented to join and remain affiliated with LPL Financial and to recommend that clients establish accounts with LPL Financial through the provision of Transition Assistance (discussed in Item 12 above). LPL also provides other compensation to Tidemark and its Dually Registered Persons, including but not limited to, bonus payments, repayable and forgivable loans, stock awards and other benefits.

The receipt of any such compensation creates a financial incentive for your representative to recommend LPL Financial as custodian for the assets in your advisory account. We encourage you to discuss any such conflicts of interest with your representative before making a decision to custody your assets at LPL Financial.

## ITEM 15 – CUSTODY

Tidemark does not accept or permit the firm or its Associates to obtain custody of client assets. All checks or wire transfer to fund client accounts are required to be made out to or sent directly to the account custodian. Although Tidemark does not permit custody of client assets, under federal regulations, the Adviser is deemed to have custody of client assets if a client authorizes the Adviser to instruct the custodian to deduct advisory fees directly from their custodial accounts.

The custodian maintains custody of client accounts and will be advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians. We also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.



## ITEM 16 – INVESTMENT DISCRETION

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell;
- determine the amount of the security to buy or sell;
- determine the broker-dealer to be used; and/or
- determine the commission to be paid.

Clients give us discretionary authority when they sign an Investment Advisory Agreement with our firm and may limit this authority by giving us written instructions. Examples of restrictions include limitations on individual securities, types of stocks or sector percentage allocations. Clients may also change/amend such limitations by providing us with written instructions.

## ITEM 17 – VOTING CLIENT SECURITIES

As a matter of firm policy and practice, we do not vote proxies for client accounts. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in the client portfolios. Tidemark, however, may provide advice to clients regarding the clients' voting of proxies.

## ITEM 18 – FINANCIAL INFORMATION

Tidemark is not aware of any financial condition that is reasonably likely to impair its ability to meet the firm's contractual commitments to its clients.