

## **CRIBSTONE CAPITAL MANAGEMENT, LLC**

*a Registered Investment Adviser*

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This brochure provides information about the qualifications and business practices of Cribstone Capital Management, LLC (hereinafter “Cribstone” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at this telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

**Item 2. Material Changes**

In this Item, Cribstone is required to discuss any material changes that have been made to the brochure since the last annual amendment.

There are no material changes to report since the last annual update.

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## Item 4. Advisory Business

Cribstone offers a variety of advisory services, which include financial planning, consulting, and investment management services. Prior to Cribstone rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with Cribstone setting forth the relevant terms and conditions of the advisory relationship (the “Wealth Management Agreement or WMA”).

Cribstone has been in business as an investment adviser since May 1, 2015 and is wholly owned by Scott Upham. As of January 1, 2020, Cribstone has \$321,099,764 assets under management, of which \$312,611,832 was managed on a discretionary basis for both families and institutions. Cribstone also managed \$8,487,932 on a non-discretionary basis. Not included in Cribstone’s regulatory assets under management, Cribstone advises more than a half dozen retirement plans, totaling \$26,948,274.

While this brochure generally describes the business of Cribstone, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Cribstone’s behalf and is subject to the Firm’s supervision or control.

### Financial Planning and Consulting Services

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Cribstone offers clients a broad range of financial planning and consulting services, which may include any or all of the following functions:

- Business Planning
- Cash Flow Forecasting
- Trust and Estate Planning
- Financial Reporting
- Investment Consulting
- Insurance Planning
- Retirement Planning
- Risk Management
- Charitable Giving
- Distribution Planning
- Tax Planning
- Manager Due Diligence

These services are generally rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (described in more detail below).

In performing these services, Cribstone is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. Cribstone may recommend clients engage the Firm for additional related services, its Supervised Persons in their individual capacities as insurance agents or registered representatives of a broker-dealer and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if clients engage Cribstone or its affiliates to provide additional services for compensation. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to

act upon any of the recommendations made by Cribstone under a financial planning or consulting relationship. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Cribstone's recommendations and/or services.

### **Wealth Management Services**

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Cribstone provides clients with wealth management services which generally includes a broad range of comprehensive financial planning and consulting services as well as the discretionary management of investment portfolios.

Cribstone primarily allocates client assets among various mutual funds, exchange-traded funds ("ETFs"), individual debt and equity securities in accordance with their stated investment objectives.

Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios. Clients may engage Cribstone to manage and/or advise on certain investment products/portfolios that are not maintained at their primary custodian, including, but not limited to variable life insurance and annuity contracts, investment accounts, individual and Roth retirement accounts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Cribstone directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

Cribstone tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. Cribstone consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify Cribstone if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. When implementing/changing client portfolios, Cribstone typically understands the impact of external holdings on a client's broader asset allocation goals. Clients may impose reasonable restrictions or mandates on the management of their accounts if Cribstone determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

### Retirement Plan Services

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Cribstone provides various services to qualified employee benefit and/or contribution plans and their fiduciaries. This suite of institutional services is designed to assist plan sponsors in structuring, managing and optimizing their corporate retirement plans. Each engagement is individually negotiated and customized, and may include any or all of the following services:

- Plan Design and Strategy
- Plan Review and Evaluation
- Executive Planning & Benefits
- Investment Selection
- Plan Fee and Cost Analysis
- Plan Committee Consultation
- Fiduciary and Compliance
- Participant Education

As disclosed in the Advisory Agreement, certain of the foregoing services are provided by Cribstone as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). In accordance with ERISA Section 408(b)(2), each plan sponsor is provided with a written description of Cribstone’s fiduciary status, the specific services to be rendered and all direct and indirect compensation the Firm reasonably expects under the engagement.

## Item 5. Fees and Compensation

Cribstone offers services for a fee based upon assets under management or advisement. Additionally, certain of the Firm's Supervised Persons, in their individual capacities, may offer securities brokerage services and/or insurance products under a separate commission-based arrangement.

### Wealth Management Fees

Cribstone offers investment management services for an annual fee based on the amount of assets under the Firm's management. This management fee generally varies in accordance with the below fee schedule. The fees are discounted by 30% for non-profit clients. In addition, the Firm may negotiate a higher fee where a client requires more financial planning and/or investment consulting services than typically required.

<b>PORTFOLIO VALUE</b>	<b>BASE FEE</b>
Up to \$1,000,000	1.00%
\$1,000,001 - \$2,000,000	0.85%
\$2,000,001 - \$5,000,000	0.75%
\$5,000,001 - \$7,500,000	0.65%
\$7,500,001 - \$10,000,000	0.55%
\$10,000,001 - \$15,000,000	0.50%
Above \$15,000,000	0.375%

The annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by Cribstone on the last day of the previous calendar quarter. Cribstone defines 'Portfolio Value' as the aggregate amount of assets that are being managed within a given household. Recognizing that our firm works with many extended families, Cribstone reserves the right to define what constitutes a household and what does not and who is included in that household on a case-by-case basis.

If assets in excess of \$10,000 are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted to reflect the interim change in portfolio value. For the initial period of an engagement, the fee is calculated on a *pro rata* basis and billed with the next regularly scheduled quarterly billing cycle. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), Cribstone may negotiate a fee rate that differs from the range set forth above.

**Retirement Plan Services Fees**

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Cribstone offers retirement plan consulting services for an annual fee based on the amount of assets in the plan that the Firm is advising. Other than the fee schedule, the terms of the fees are the same as that mentioned above (under the Wealth Management Fees section). This fee generally varies in accordance with the below fee schedule.

<b><u>PORTFOLIO VALUE</u></b>	<b><u>BASE FEE</u></b>
Up to \$1,000,000	0.50%
\$1,000,001 - \$2,000,000	0.40%
\$2,000,001 - \$5,000,000	0.35%
Greater than \$5,000,001	Negotiable

In certain occasions, Cribstone may choose to offer services to a retirement plan on a flat-fee basis. Fees will be assessed based on the complexity and time of the work involved, as well as the overall risk assumed in managing the relationship.

**Fee Discretion**

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Cribstone may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities.

**Additional Fees and Expenses**

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In addition to the advisory fees paid to Cribstone, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively “Financial Institutions”). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, margin costs, charges imposed directly by a mutual fund or ETF in a client’s account, as disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. The Firm’s brokerage practices are described at length in Item 12, below.



### **Direct Fee Debit**

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Clients generally provide Cribstone and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Cribstone. Alternatively, clients may elect to have Cribstone send a separate invoice for direct payment.

### **Account Additions and Withdrawals**

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Clients may make additions to and withdrawals from their account at any time, subject to Cribstone's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients may withdraw account assets on notice to Cribstone, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Cribstone may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

### **Commissions and Sales Charges for Recommendations of Securities**

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Clients can engage certain persons associated with Cribstone (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with Cribstone.

Under this arrangement, the Firm's Supervised Persons, in their individual capacities as registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), may provide securities brokerage services and implement securities transactions under a separate commission-based arrangement. Supervised Persons may be entitled to a portion of the brokerage commissions paid to PKS, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. Cribstone, in their capacity as an investment adviser, may also recommend no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with PKS.

A conflict of interest exists to the extent that Cribstone recommends the purchase or sale of securities where its Supervised Persons receive commissions or other additional compensation as a result of the

Firm's recommendation. The Firm has procedures in place to ensure that any recommendations made by such Supervised Persons are in the best interest of clients. For certain accounts covered by the Employee Retirement Income Security Act of 1974 ("ERISA") and such others that Cribstone, in its sole discretion, deems appropriate, Cribstone may provide its investment advisory services on a fee-offset basis. In this scenario, Cribstone may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's Supervised Persons in their individual capacities as registered representatives of PKS.

## **Item 6. Performance-Based Fees and Side-by-Side Management**

Cribstone does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets). Under the side-by-side management setting, a conflict of interest may arise when management firms and portfolio managers favor one product over another because of different product characteristics, such as their fee structures. Cribstone does not employ side-by-side management and does not favor one product, service or investment strategy over another.

## **Item 7. Types of Clients**

Cribstone offers services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, endowments, foundations, corporations and business entities.

### **Minimum Account Value**

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As a condition for starting and maintaining an investment management relationship, Cribstone generally imposes a minimum portfolio value of \$500,000. Cribstone may, in its sole discretion, accept clients with smaller portfolios based upon certain criteria, including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and pro bono activities. Cribstone only accepts clients with less than the minimum portfolio size if the Firm determines the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. Cribstone may aggregate the portfolios of family members to meet the minimum portfolio size.

## **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

### **Methods of Analysis**

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Cribstone constructs and implements diversified investment portfolios, across multiple asset classes that depend on each individual client's goals and risk tolerance.

Although many factors are considered in the construction of portfolios, the predominant methodology used is fundamental analysis, applied on both a "top down" and "bottoms up" approach. Fundamental analysis is the examination of the underlying forces that affect the well-being of the economy, industry groups, and companies. As with most analysis, the goal is to derive a long-term forecast for future price movements of various securities.

From a top down perspective, Cribstone conducts an overall evaluation of the general economy. Cribstone develops both short- and long-term economic views, factoring in geopolitical and macroeconomic uncertainties that will impact certain segments of the economy—such as cyclical sectors like basic materials or financials—as well as geographic segments—such as Europe or Emerging Markets.

Taking in its view of the economic environment, Cribstone determines which sectors or investment styles it wants more or less exposure to, including but not limited to growth versus value, small cap versus large cap, and domestic versus international. Based on the Firm's current sector and style view, it uses a highly quantitative bottoms up approach to identify the industry leaders that have favorable earnings prospects, strong cash flow, solid balance sheets and most importantly, attractive valuations. Most sectors use valuation metrics that are unique to them, but generally speaking, when buying individual equities, the Firm considers criteria such as price to earnings, price to cash flow, price to sales, and price to book value ratios, as well as dividend yield. With individual fixed income securities, Cribstone pays close attention to duration risk and invests mostly in investment grade issues.

### **Investment Strategies**

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Diversification is an essential foundation of any investment program. However, the manner in which clients' resources are allocated across different asset classes will depend on their unique investment objectives and risk tolerance, in addition to our risk forecasts for different asset classes. Cribstone tailors its advisory services to meet the needs of its individual clients. In doing so, Cribstone primarily allocates client assets among various individual debt and equity securities, exchange-traded funds, ("ETFs"), and individual mutual funds or independent investment managers.

Cribstone initially consults with clients to develop a financial plan. Of utmost concern is for us to have a deep understanding of the client's need for capital. This includes both an understanding of when capital is

needed and in what amounts. The financial plan is stress tested using Money Guide Pro Financial Planning software, helping both us and the clients understand how well funded they are for their goals. Further, these simulations assist both the client and Cribstone measure the implications of portfolio risk.

The Firm's retirement income process is synonymous with strategies used by large pension plans and Cribstone focuses on matching assets with liabilities. Rather than design a 'fully balanced' portfolio where the Firm may have to withdraw funds from variably priced securities at inopportune times, Cribstone will employ a staggered approach and purchase individual bonds that mature on a regular basis in order to fully fund the need for cash. This provides some immunization from selling riskier assets at the wrong time to fund clients' cash needs. The strategy also allows the Firm to stretch out the asset allocation rebalancing calendar and realign the portfolio in a more strategic way, i.e. when it feels it's appropriate to take profits in a security or sector that has become overvalued or when it needs to replenish the bond positions to provide the next three or four years of cash flow.

## **Risk of Loss**

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### *Market Risks*

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of Cribstone's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that Cribstone will be able to predict those price movements accurately or capitalize on any such assumptions.

### *Mutual Funds and ETFs*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (*e.g.*, sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

#### *Use of Independent Managers*

As stated above, Cribstone may select certain Independent Managers to manage a portion of its clients' assets. In these situations, Cribstone continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, Cribstone generally may not have the ability to supervise the Independent Managers on a day-to-day basis.

### **Item 9. Disciplinary Information**

Cribstone has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

### **Item 10. Other Financial Industry Activities and Affiliations**

This item requires investment advisers to disclose certain financial industry activities and affiliations. The Firm does not have any other financial industry activities or affiliations that need to be disclosed.

#### **Registered Representatives of a Broker/Dealer**

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Certain of the Firm's Supervised Persons are registered representatives of PKS and may provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5.

#### **Licensed Insurance Agents**

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One of the Firm's Supervised Persons are licensed insurance agents and may offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that Cribstone recommends the purchase of insurance products where its Supervised Persons may be entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

## Item 11. Code of Ethics

Cribstone has adopted a code of ethics in compliance with applicable securities laws (“Code of Ethics”) that sets forth the standards of conduct expected of its Supervised Persons. Cribstone’s Code of Ethics contains written policies reasonably designed to achieve compliance state and federal laws and regulations. The policies include, but are not limited to, addressing certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of Cribstone’s personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm’s Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm’s policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (*i.e.*, spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers’ acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high-quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Cribstone to request a copy of its Code of Ethics.

## Item 12. Brokerage Practices

### Recommendation of Broker/Dealers for Client Transactions

Cribstone generally recommends that clients utilize the custody, brokerage and clearing services of Schwab Advisor Services™ (“Schwab”) for investment management accounts.

Factors which Cribstone considers in recommending Schwab or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Schwab may enable the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Schwab may be higher or lower than those charged by other Financial Institutions.

The commissions paid by Cribstone’s clients to Schwab comply with the Firm’s duty to obtain “best execution.” Clients may pay commissions that are higher than another qualified Financial Institution might charge to affect the same transaction where Cribstone determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution’s services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Cribstone seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker/dealers in return for investment research products and/or services which assist Cribstone in its investment decision-making process. Such research generally will be used to service all of the Firm’s clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client’s portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Cribstone does not have to produce or pay for the products or services.

Cribstone periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

### **Software and Support Provided by Financial Institutions**

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Cribstone may receive without cost from Schwab computer software and related systems support, which allow Cribstone to better monitor client accounts maintained at Schwab. Cribstone may receive the software and related support without cost because the Firm renders investment management services to clients that maintain a certain level of assets at Schwab. The software and support is not provided in connection with securities transactions of clients (i.e., not “soft dollars”). The software and related systems support may benefit Cribstone, but not its clients directly. In fulfilling its duties to its clients, Cribstone endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Cribstone’s receipt of economic benefits from a broker/dealer creates a conflict of interest since these benefits may influence the Firm’s choice of broker/dealer over another that does not furnish similar software, systems support or services.

In the past, Cribstone received credits to be used towards qualifying third-party service providers used in connection with the initial set up of the Firm’s research, technology and software platforms.

Currently, Cribstone receives the following benefits from Schwab:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

### **Brokerage for Client Referrals**

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Cribstone does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.



### **Directed Brokerage**

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The client may direct Cribstone in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to “batch” client transactions for execution through other Financial Institutions with orders for other accounts managed by Cribstone (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Cribstone may decline a client’s request to direct brokerage if, in the Firm’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

### **Commissions or Sales Charges for Recommendations of Securities**

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As discussed above, certain Supervised Persons in their respective individual capacities are registered representatives of PKS. These Supervised Persons are subject to FINRA Rule 3280 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless PKS provides written consent. Therefore, clients are advised that certain Supervised Persons may be restricted to conducting securities transactions through PKS if they have not secured written consent from PKS to execute securities transactions through a different broker-dealer. Absent such written consent or separation from PKS, these Supervised Persons are prohibited from executing securities transactions through any broker-dealer other than PKS under its internal supervisory policies. The Firm is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

### **Trade Aggregation**

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Transactions for each client generally will be affected independently, unless Cribstone decides to purchase or sell the same securities for several clients at approximately the same time. Cribstone may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm’s client’s differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Cribstone’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which Cribstone’s Supervised Persons may invest, the Firm generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Cribstone does not receive any additional compensation or

remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

## **Item 13. Review of Accounts**

### **Account Reviews**

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Cribstone monitors and reviews client portfolios on a continuous and ongoing basis. Such reviews are conducted by the Firm's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with Cribstone and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and quarterly to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

### **Account Statements and Reports**

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Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from Cribstone and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from Cribstone or an outside service provider.

## **Item 14. Client Referrals and Other Compensation**

### **Client Referrals**

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The Firm does not currently provide compensation to any third-party solicitors for client referrals.

## **Item 15. Custody**

The Advisory Agreement and/or the separate agreement with any Financial Institution generally authorize Cribstone and/or the Independent Managers to debit client accounts for payment of the Firm's fees and to directly remit that those funds to the Firm in accordance with applicable custody rules. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Cribstone.

In addition, as discussed in Item 13, Cribstone may also send periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from Cribstone.

Cribstone does, in many instances, maintain a degree of custody over client assets. While we do not hold cash or securities for our clients, often clients provide Cribstone with authority to execute 'third party' money movements on their behalf. A 'third party' money movement occurs, for example, when transferring assets from someone's retirement account to a checking account held jointly with their spouse. As the account registrations do not match, the transaction is deemed to be 'third party.' By having discretion of the timing and amount of such transfers, and being able to execute them without a client's contemporaneous written endorsement, we operate with limited custody.

## Item 16. Investment Discretion

Cribstone may be given the authority to exercise discretion on behalf of clients. Cribstone is considered to exercise investment discretion over a client's account if it can affect and/or direct transactions in client accounts without first seeking their consent. Cribstone is given this authority through a power-of-attorney included in the agreement between Cribstone and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Cribstone takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired.

## Item 17. Voting Client Securities

### Acceptance of Proxy Voting Authority

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Cribstone may accept the authority to vote a client's securities (i.e., proxies) on their behalf. When Cribstone accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully-described in the Firm's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in Cribstone's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Clients may contact Cribstone to request information about how the Firm voted proxies for that client's securities or to get a copy of Cribstone's Proxy Voting Policies and Procedures. A brief summary of Cribstone's Proxy Voting Policies and Procedures is as follows:

- Cribstone has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients, and ensuring that proxies are submitted in a timely manner.
- The Proxy Voting Committee has instituted a set of standards for which proxies will be voted. All Proxy voting occurs through the service 'ProxyEdge', provided by Broadridge.
- Although the Proxy Voting Guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance

issues are diverse and continually evolving, the Firm devotes an appropriate amount of time and resources to monitor these changes.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that Cribstone maintains with persons having an interest in the outcome of certain votes, the Firm takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

## **Item 18. Financial Information**

Cribstone is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.