

Form ADV Part 2A Appendix 1
Wrap Fee Program Brochure



Harbour Investments, Inc.

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This Wrap Fee Program Brochure provides information about the qualifications, business practices and disclosures of Harbour Investments, Inc. ("Harbour"). If you have any questions about the contents of this Brochure, please contact your Harbour Investment Advisory Representative ("IAR") or Harbour at info@harbourinv.com. 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.

Harbour Investments, Inc. is a registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Harbour Investments, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

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

Currently, our brochure may be requested by contacting us at 608-662-6100 and/or email info@harbourinv.com. Our brochure is also available on our web site www.harbourinv.com/client_resources.html also free of charge.

Additional information about Harbour Investments, Inc. is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Harbour who are registered, or are required to be registered, as investment adviser representatives of Harbour.

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Item 4 – Services, Fees, Compensation and Types of Management Plans

Harbour is a Wisconsin headquartered securities broker/dealer and federal registered investment adviser incorporated in 1987. Nick W. Sondel owns 75% or more of the firm. Harbour's principal place of business is Madison, Wisconsin and its telephone number is (608) 662-6100. Harbour and its Investment Adviser Representatives ("IARs") provide a variety of Wrap Fee Programs which range from "non-discretionary" to "full discretionary." Third party programs are also offered as described below. Clients and prospective clients should note that participation in any of Harbour's Wrap Fee Programs may cost the client more or less than purchasing services separately. Factors which influence cost include the negotiated fee for the program, the frequency of trading in the account, the type of management sought, as well as other factors intrinsic to specific accounts.

Asset Management Services – Wrap Fee Programs – Non-Discretionary

Harbour sponsors several Wrap Fee Programs featuring various levels of discretionary authority given to Harbour and its IARs by the client to manage investments in an account. The following also provide descriptions of the Wrap Fee Programs. Harbour and its IARs receive a fee (described further below) based on Assets Under Management ("AUM") for its services. Each program begins with the IAR helping a client identify investment and financial objectives. The IAR and the client develop strategies based on various criteria including but not limited to: current resources, level of income, net worth, risk tolerance, time horizon, investment objectives, present and deferred employee benefits, self-employed income and benefits, tax situation, insurance programs and estate planning considerations. Harbour relies on the information provided by the client in providing this advice. The scope of the asset management service depends on the client's specifications. The IAR will be available to consult with and respond to client questions as well as those of any advisers the client may designate regarding client's financial situation and Harbour's recommendations. Harbour and IAR do not guarantee the results of any recommendation. All trading in the account must first obtain the approval of the client before the transaction is effectuated.

Asset Management Services include most investment vehicles. Typical products are common and preferred stocks, bonds, exchange-traded funds, municipal securities, mutual funds and annuities, both variable and fixed. Harbour recommends different investment strategies, including short-term ones. Generally, however, Harbour recommends strategies for long-term investing. A client's securities portfolio will typically be custodied at one of Harbour's transaction clearing firms, Pershing Advisor Solutions ("PAS"), Charles Schwab Institutional or American Funds Service Company. Harbour and its IARs participate in Schwab Intelligent Portfolios, an automated investment advisory service. Schwab Intelligent Portfolios is made available through Schwab Wealth Investment Advisory, Inc., a registered investment adviser. Harbour and its IARs participate in American Funds F-2

Direct Program. Class F-2 mutual funds are purchased directly through American Funds. Clients are subject to annual maintenance fees and set up costs for IRA accounts through American Funds.

Custodial and clearing firms generate monthly, quarterly or annual reports about the client's accounts. In addition, however, Harbour and its IAR's may also generate quarterly or annual investment reports as well. Harbour and the IAR will not normally generate a written report to review specific or generic products or to discuss planning or investment strategies. In general, Harbour and its IAR will provide supplemental reports only when the client requests these. A client's actively managed holdings can be held at a custodian other than those listed above upon agreement with Harbour. Since these accounts are non-discretionary, i.e. all trading must be done with the client's express prior approval, clients may elect not to invest in certain securities or types of securities.

Asset Management Services – Wrap Fee Programs – Limited Discretionary

Harbour also sponsors a Wrap Fee Program in which an IAR recommends a limited discretionary account. In these accounts, a client gives the IAR authority to rebalance a client account portfolio consisting of mutual funds, exchange traded funds, individual equities or common stocks and bonds. The IAR determines a range of asset allocation for holdings expressed as a percentage of total assets. Due to the different performance of holdings, the value of each as a percentage of total assets may differ over time from the original range. When an individual holding as a percentage of total assets is outside this range, the IAR may rebalance the portfolio to bring the percentage into the target range. The IAR rebalances the account portfolio when deemed necessary in his her or her discretion without prior notice to the customer.

The IAR also decides to replace holdings with a mutual fund or exchange traded fund. For example, in certain portfolios invested in large-cap stocks, a similar mutual fund or exchange traded fund that invests in large-cap stocks may replace these holdings in the IAR's discretion. All other aspects of a limited discretionary account follow the non-discretionary account noted directly above. When mutual funds are being purchased, when possible, the IAR will use Adviser Mutual Funds which are typically lower cost to the client. The IAR shall also seek to select share classes of mutual funds which, in the adviser's opinion, meet the client's needs at a lower cost. Share classes are usually denoted by alphabet letters like "A," "B," "C," etc. Each has different cost structures incurred in connection with holding the product, as further discussed in the prospectus of the product.

Asset Management Services – Wrap Fee Programs – Full Discretionary

Harbour also sponsors a Program in which an IAR recommends a full discretionary account. In these accounts, Harbour and its IAR have discretion to make trades and decide the quantity, price and timing of each trade, all without the client's specific permission. Clients grant this authorization by executing a discretionary trading power of attorney. All

other aspects of a full discretionary account follow the account approaches noted directly above.

Third Party Manager – Wrap Fee Programs

Harbour also sponsors a Program in which the IAR recommends an independent investment manager(s) provide portfolio management services for the client. Harbour has agreements with such third party managers. These include: Q3 Asset Management, LVZ Advisors and others. To facilitate account reporting when using third party managers, account assets are usually custodied as designated by the third party manager. They generally require all securities transactions for the client's account be executed by the custodian. Once a client has selected a manager program, Harbour and its IAR supply the program manager with information regarding the financial background and investment objectives as the client provides. The client executes an advisory agreement with the program whereby the third party independent manager(s) agrees to accept and manage the client's account on a discretionary basis according to client objectives. A client may also use a third party manager platform such as Charles Schwab Institutional. This platform has access to numerous additional third party managers.

If Harbour and its IAR become aware of changes in a client's financial circumstances or objectives, it informs the client's manager. Updated financial information about a client is not collected by Harbour and IAR on a regular basis or given to a manager unless Harbour and IAR are made aware of changes by the client. Clients also communicate changes directly with the client's manager. Harbour receives a portion of the wrap fee charged for our services.

Client assets are managed in all of the above programs. As a point of comparison, at December 31, 2023, Harbour advisors managed assets of approximately \$6,101,862,276; \$4,819,394,782 under Limited/Full Discretionary authority and \$1,282,467,494 on a non-discretionary basis. Harbour also had approximately \$881,837,794 under Third Party-Manager-Wrap Fee Programs on a non-discretionary basis.

Asset Management Services – Participant Account Management – Discretionary

We use a third-party platform to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows us to avoid being considered to have custody of Client funds since we do not have direct access to Client log-in credentials to affect trades. We are not affiliated with the platform in any way and receive no compensation from them for using their platform. A link will be provided to the Client allowing them to connect an account(s) to the platform. Once Client account(s) is connected to the platform, the IAR will review the current account allocations. When deemed necessary, the IAR will rebalance the account considering client investment goals and risk tolerance, and any change in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during

difficult markets, and manage internal fees that harm account performance. Client account(s) will be reviewed and allocation changes will be made as deemed necessary.

Fees and Compensation

Harbour sponsors Wrap Fee Programs through Pershing Advisor Solutions ("PAS"), American Funds Service Company and Charles Schwab Advisor Services division of Charles Schwab & Co., Inc. This program maintains assets at a designated custodian. The custodian generally executes trades in the client's account. The client, at all times, makes the decision where to custody assets including accounts under ERISA or IRA rules and regulations. Harbour and its IARs offer different compensation options. In most cases, when the client wishes an ongoing investment advisory relationship, compensation is calculated as a percentage of AUM. These fees typically range from 0.25% to 1.5%. Since the IAR receives fees as a result of the client's participation in the program, the IAR has a financial incentive to recommend a wrap fee program over other services. This constitutes a conflict of interest for Harbour and the IAR which must be disclosed to the client, along with a comparison of the cost of the wrap fee program with other potential arrangements. The client is free after such disclosure to choose the wrap fee program or any other program Harbour offers, including a brokerage account charging transaction-based compensation.

The IAR negotiates the management fee with the client. All agreements are subject to Harbour approval. Where the IAR uses commissioned products to implement an investment strategy, fees on the AUM may be waived for agreed periods after the sale which generated the commission. Any refund must be approved by Harbour. In most cases, the value of AUM is determined at account commencement or at the end of the first month or quarter after the account is established. Harbour and the IAR are compensated by the client for advisory services on a monthly, quarterly or any other agreed upon schedule. Fees are calculated by multiplying the percentage fee agreed upon in the advisory agreement between Harbour and client against the AUM. The product of this calculation is the fee paid by the client. The fee excludes transaction and custodian costs including brokerage commissions and account maintenance fees depending on the agreement with the client. Upon agreement between Harbour and the client, certain assets under management are excluded from the computation of the AUM. Transaction costs are per transaction or a percentage of AUM. When these costs are not included in the typical service fees, they are separately charged to the account.

Accounts with account values under \$25,000 may have greater service fees due to higher costs of the IAR maintaining the account. Clients authorize the client's account custodian(s) to deduct, upon Harbour's instruction, fees when due from assets held in the account. Money market funds and other securities in the client's account in amounts sufficient to cover Harbour's fees are liquidated to pay fees. In all other cases, Harbour and IAR calculate and submit a fee invoice to the client which can be paid from the client's account with client permission. The service fees for American Funds F-2 Direct Program are 1.0% and are not negotiable. Harbour and IAR do not take custody of any clients' funds or securities.

The investment advisory contract between Harbour and each client can be terminated by either party upon receipt of written notification. The client also has the right to rescind the contract within five business days of the date the contract was signed. IAR and Harbour are reimbursed for expenses incurred by request of the client.

Third party Manager fee programs generally range between 0.35% to 2.00% per annum. Each manager dictates their own fee schedule which may vary. These may be higher or lower than those charged by other management services. Harbour and its IAR will provide periodic assistance in evaluating manager(s) performance and, if necessary, recommend replacing a manager. Under the terms of Third Party Managers agreements, Harbour receives a fee for the referral of a Harbour client, calculated as a percentage of AUM or as a percentage of the advisory fee received by the investment manager from the client. Such fees continue to be paid as long as the account remains under management. A conflict of interest exists when Harbour recommends managers or a manager's platform and receives compensation from the manager for doing so. In all cases, the total management fees will be disclosed to the client and the client advised of the conflict of interest. The client will be further advised that he or she is free to use other managers from whom Harbour does not receive compensation. The third party manager provides reports to client at the frequency specified in the investment management agreement entered into with the client. A client's IAR will discuss reports and assist the client with other matters associated with the third party account. The annual fee does not include transaction or custodial fees and costs. Fees are generally payable quarterly in advance. Upon termination, any unearned prepaid fees will be returned to the client. Clients usually authorize both the manager and Harbour to debit the client's account for the amount of fees due.

All clients engaging in Directly Managed Held Away programs must engage in asset management. This fee will be assessed and billed quarterly. Specifically for directly-managed held-away accounts, which are determined by the account value at the end of the quarter. If the IAR only manages your assets for part of a quarter, the charge will be prorated. The advisory fee is a separate fee, resulting in a combined weighted fee. For example, an account valued at \$2,000,000 would pay an effective fee of 1% with the annual fee being \$20,000 (a quarterly fee of \$5,000). Investment management fees are generally directly debited on a pro rata basis from client accounts. The exception for this is directly-managed held-away accounts, such as 401(k)'s. As it is impossible to directly debit the fees from these accounts, those fees will be assigned to the client's taxable accounts on a pro-rata basis. If the client does not have a taxable account, those fees will be billed directly to the client. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 15 calendar days in advance.

Item 5 – Account Requirements and Types of Clients

Harbour offers its services and investment advice to entities, individuals, trusts, investment companies, investment advisors, pension and 401(k) plans and other tax-deferred vehicles like Individual Retirement Accounts, Single Employment Plans, high net worth individuals and others needing investment services and advice.

Account minimums are \$5,000 but are waived if account is part of a household. An IAR may require account minimums in excess of these numbers. Third party manager programs have different account minimums depending on the manager. Harbour's American Funds F-2 Direct Program minimums are set per individual mutual fund prospectus which are considerably lower than Harbour general account minimums.

Item 6 – Portfolio Manager Selection and Evaluation

Certain IARs provide asset management/wrap fee services. In these cases, IARs generally use fundamental or technical analysis. Each IAR uses his or her own analysis and investment strategy.

Some portfolio managers employ fundamental analysis seeking to understand the underlying value of securities based on financial and market fundamentals to determine whether securities are under- or over-valued. Fundamental analysis can be applied to most securities, including equities, bonds and fixed assets. It can also be applied to broader markets through economic analysis and investment strategy.

Other portfolio managers use technical information in providing investment services. Technical analysis focuses on information from the market itself, including but not limited to price levels, movement, volatility, trade volume and demand. Markets and securities develop trends, whether up, down or sideways, and technical analysis attempts to measure the characteristics of those trends. Momentum investing is a form of trend-following investing used by a variety of investors. Technical analysis is an important tool for momentum investors, especially in determining when trends change.

The types of analysis used by Harbour IARs all have inherent risk associated with them since investing in securities involves risk of total loss. Clients must be prepared to bear such risks when investing. Other risks include market risk, default risk, option risk, high turnover risk and foreign investing risk.

Third Party Manager – Wrap Fee Programs

Harbour has agreements with certain third party managers that use a variety of methods for analyzing stocks, bonds, mutual funds and other investments in client portfolios. These include but are not limited to the following:

- Sophisticated, analytical modeling techniques identifying intermediate to long-term market trends
- Macro economic models which analyze economic data like gross domestic product, inflation, unemployment, money flows and overall market conditions. This analysis seeks to determine the current phase of the business cycle (expansion, peak, contraction or trough)
- Academic research modeling known as “Modern Portfolio Theory.”

Each third party manager uses different forms of analysis. The client, assisted by their IAR, determines which will best suit the client’s situation. Harbour’s selection and review of third party managers includes reviewing AUM, including mixes of assets, risk tolerance and client objectives matched against adviser’s management style. Harbour also reviews financial stability, tenure and performance.

One of Harbour’s criteria for replacing recommended managers in the program is based on inactivity. Managers who have not received Harbour-client funds for two years or more are considered for replacement.

Criteria used to recommend third party management changes to a client include but are not limited to ongoing suitability of the manager’s style with the client objectives, client’s overall objective change, cost and/or change of cost of the program and performance.

Harbour does not calculate portfolio manager performance, nor does it review performance information to verify its accuracy or its compliance with presentation standards.

The types of analysis used by Harbour’s IARs and third party managers all have inherent risk associated with them because investing in securities involves total risk of loss. Clients must be prepared to bear such risks when investing. Other risks may include: market risk, default risk of individual bonds, inflation risk, option risk, high turnover risk and foreign investment risk.

Additional Concerns

IARs conduct investment advisory activities under separate unaffiliated business names. These names can be found on Harbour’s ADV Part 1, Section 1.B by accessing www.adviserinfo.sec.gov. All client funds must be made payable to the corresponding custodian, not the IAR or their unaffiliated business.

Clients provided asset management services receive account reports prepared by PAS, Charles Schwab Advisor Services division of Charles Schwab & Co., and other approved custodians on a monthly or quarterly basis. In addition, a report may be prepared by Harbour and IAR according to the frequency agreed upon between IAR and client which may be none.

Registered investment advisers are required to provide certain financial information or disclosures about Harbour's financial condition. Harbour has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

For those clients purchasing or depositing mutual funds with Harbour, Harbour will choose or convert the share class of a mutual fund holding to a lower cost share class of the same mutual fund, if available, if this otherwise makes economic sense and is in the best interest of the client. Each mutual fund, as well as each clearing firm custodian has minimum purchase amounts. Charles Schwab & Co. and PAS charge for mutual fund share class conversions. A review will be conducted on these accounts to determine if a share class conversion makes sense for the client. IARs will consult with the client regarding share class conversions.

Harbour requires its IARs to pass the Series 65 (Investment Adviser Representatives Examination) or equivalent examination (Series 66) or have a noted designation approved by Harbour, (i.e., CFP, ChFC, CFA, etc.) to provide investment advice. In all cases, individual state and federal licensing and exam regulations govern.

Information About Conflicts of Interest

Harbour and its IARs have a duty to disclose potential and actual conflicts of interest to their clients. IARs also have a duty to report potential and actual conflicts of interest to their advisory firms. IARs will not attempt to limit their liability for willful misconduct or gross negligence through the use of disclaimers. A copy of Harbour's Code of Ethics which elaborates on this is available upon request and is discussed further in Item 9 "Additional Information" below.

Harbour receives additional compensation based on a fixed amount, flat fee, a formula based on assets under management, or expense reimbursements ("Additional Compensation") from certain product sponsors who are considered "participating sponsors". These payments are paid to Harbour out of the revenues of the sponsoring investment company, registered investment adviser, insurance or financial company and are NOT paid out of client assets. Harbour uses this Additional Compensation to assist in training, education, and marketing services. Our 2023 participating sponsors include Advisors Excel, AEI, Allianz Life, American Funds, Bluerock Capital, Capital Square, CIM Group, CION, Equitable, First Trust, Hines, Inland, Inspired Healthcare, Jackson National, Lincoln Financial, Nationwide, Pacer ETF, Pacific Life, Prudential, Q3 Asset Management, Sammons, US Energy, and Voya Financial. The participating sponsors' additional compensation paid to Harbour ranged from \$500.00 to \$56,010.32.

In return for this Additional Compensation, Harbour's Participating Sponsors have greater access to IARs and also registered representatives for product training and other educational presentations and information so they can better serve investors. This creates a conflict of interest for Harbour, its IARs and registered representatives since it may

incentivize them to focus on these sponsors when recommending products to clients instead of products from non-sponsors that have more limited access. Clients are advised of this conflict and are informed that they are not required to purchase any product from a participating sponsor who pays Harbour and its IARs Additional Compensation.

Additional Compensation for Expense Reimbursement – Harbour IARs receive expense reimbursement from entities which include but are not limited to product sponsors. Typically, this may include reimbursement for the costs of seminars, client get togethers, meals, travel, lodging and other expense reimbursement. These reimbursements do not impact client funds or performance since they are not paid directly or indirectly from client assets. Nonetheless, the receipt of expense reimbursement creates a conflict of interest for IARs receiving it, since it may cause IARs to favor recommendations of entities and products of reimbursing entities over those entities not providing such reimbursement. IARs will advise clients as part of any recommendation whether they receive such expense reimbursement. Clients are free at all times upon disclosure to select products and services from entities not providing registered representatives expense reimbursement.

Harbour and its IARs receive 12b-1 fees from certain mutual fund companies as described in the fund's prospectus. 12b-1 fees typically are expenses of the mutual fund which reduce the overall return a client may receive on a mutual fund investment. The receipt of such fees by Harbour, its IARs and registered representatives also results in a conflict of interest for Harbour and its IARs since there is an incentive to recommend funds with 12b-1 fees over funds that have no fees or lower fees. Clients are free to choose funds which do not pay 12b-1 concessions. Such funds, often called an "advisory" fund or "institutional share" fund usually makes a better low cost choice and offers the same or virtually the same product as funds which pay 12b-1 fees to Harbour and/or its representatives/advisers. Where it makes economic sense and like alternatives are available, Harbour will recommend products for clients that do not pay 12b-1 fees.

Harbour and its IARs enter agreements with solicitors who refer clients to Harbour for investment advisory services. Any compensation paid by Harbour to the solicitors for such referrals is based on the client executing an advisory agreement with Harbour. Compensation to the solicitor is paid based on a written agreement between Harbour and the solicitor and is based on a percentage of the advisory fee a client pays to Harbour. This fee is normally paid to the solicitor for the entire period of the advisory agreement between the client and Harbour is in effect and is calculated based on the client's Assets Under Management. Any Solicitor is required to provide the client with a copy of Harbour's Form ADV Part 2A and an Investment Advisory Solicitors Disclosure Form. Clients acknowledge receipt of these disclosures by signing the Investment Advisory Solicitors Disclosure Form.

Harbour receives commissions and/or fees from other registered investment adviser firms and registered third party managers programs which are fully disclosed in the appropriate selling agreements.

Harbour's IARs are often dually registered broker-dealer representatives with Harbour. This poses an inherent conflict of interest. Prior to transacting any securities or advisory business, the IAR must disclose the total fee and commission structure to the client so that he or she may evaluate the compensation arrangement and the total transaction cost of any recommendation. For example, all costs and other client consideration must be reviewed to determine whether an adviser account or a traditional broker-dealer based account in which transactions are assessed a commission is best for the client. If there are 12b-1 trail commissions (commission generated by mutual funds and paid as "trailing" compensation to Harbour and its IARs) generated by a recommended product after purchase, this must be disclosed to the client prior to investment. When Harbour and its IAR use commissioned products to implement an investment strategy, fees can be waived or offset in lieu of receipt of the commission(s). This will be disclosed in writing. The IAR must also disclose whether the purchase of a particular investment product adds to the IAR's production volume for incentives such as gifts, trips, etc. An IAR who is managing an investment account positioned in mutual funds or variable contracts must also disclose all management fees and expenses as described in prospectus. Fees are prepaid six months or more in advance up to \$500, prepaid less than six months in advance or billed in arrears on a monthly, quarterly or other client agreed upon periodic schedule. Harbour and its IARs cannot assign, sell or otherwise transfer a client's investment advisory contract unless they have written permission to do so from the client or the client's designated legal representative.

Harbour's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses incurred by the client unless otherwise noted. Each custodian has their own transaction fee schedule. Charles Schwab Advisor Services division of Charles Schwab & Co., Inc. does not charge for certain equity transactions such as stocks and exchange traded funds. Clients incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees and are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Harbour's fee, and Harbour does not receive any portion of these associated fees and costs.

The broker/dealers with whom Harbour contracts to execute transactions and custody client assets provide products and services that benefit Harbour but may not directly benefit clients' accounts. These benefits include specific educational events organized and sponsored and paid for by the broker/dealer and occasional business entertainment of personnel of Harbour including meals, lodging and invitations to sporting events. Other product and services provided assist in managing and administering clients' accounts. These include software and technology that provide access to client account data, facilitate trade execution, provide research, and facilitate payment of advisory fees from its client's accounts. The broker/dealer may make available, arrange and/or pay vendors for these types of services rendered to Harbour by independent third parties. The broker-dealer

may also pay certain expenses of Harbour and/or its IARs or registered representatives. As a fiduciary, Harbour endeavors to act in its clients' best interests. The benefits Harbour and its IARs receive create a conflict of interest since Harbour may be incentivized to recommend broker/dealers or custodians providing such benefits. Before making a recommendation in such circumstances, Harbour will also inform a client of the nature of the conflict, the benefit received and inform the client he or she is free to designate other broker-dealers to provide them service who do not provide Harbour such benefits.

Individual IARs from time to time invest or trade in securities which are recommended to Harbour clients. This represents a conflict of interest for the IAR since recommending securities held or traded by the IAR incentivizes the IAR in some situations to make the recommendation to the client. Harbour addresses this by disclosing IARs hold or trade in securities which he or she also recommends and offer on request of the client to disclose the IARs holdings. Harbour discloses that its advisers/representatives have in the past and will in the future make purchases, sales and will hold securities for his or her own account and immediate family accounts which are also recommended and/or purchased or sold for client accounts. Likewise, based on different investing goals, time horizons and other reasons, recommendations made for one client's account may be different or actually contrary to what the adviser/representative is recommending or may recommend to other clients or for his or her own account. Harbour monitors individual adviser/representative holdings and activities to ensure client accounts are not disadvantaged in any way by an adviser's/representative's trading for their own account.

Item 7 – Client Information Provided to Portfolio Managers

If Harbour and its IAR become aware of changes in a client's financial circumstances or objectives, it informs the client's manager. Updated financial information about a client is not collected by Harbour and IAR on a regular basis or given to a manager unless Harbour and IAR are made aware of changes by the client. Clients also communicate changes directly to the client's portfolio manager.

Item 8 – Client Contact with Portfolio Managers

There are no restrictions placed by Harbour or its IARs on a client's ability to contact and consult with their portfolio manager.

Item 9 – Additional Information for Clients

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a client’s evaluation of Harbour or the integrity of Harbour’s management. Harbour entered into Consent Order with the SEC in September 2018. The Consent Order, among other things, relates to marketing agreement compensation received from a third party broker-dealer, 12b-1 fees received by Harbour, disclosures regarding both of these, conflicts of interest, best execution, and share class selection and disclosures. The Consent Order resulted in disgorgement, a fine and interest totaling \$241,479.00.

Other Financial Industry Activities and Affiliations

Harbour is also registered as a FINRA member brokers and deals investment products. In conducting this business, Harbour markets investment products to its customers on a commission basis. Approximately 50% of the firm's staff time is spent providing investment advisory services.

As a FINRA broker/dealer firm, Harbour may execute proprietary transactions for itself and/or its IARs.

Brokerage Practices

Harbour considers various factors when selecting or recommending broker-dealers for client transactions. These include financial stability, fees and costs, customer service and transaction execution. Harbour reviews costs at other firms and compares them to the costs it incurs at broker-dealers to determine the reasonableness of charges. Harbour does not receive research or other soft dollar benefits in connection with client securities transactions.

In certain circumstances, the cost to aggregate purchases or sale of securities is higher than the cost of not aggregating due to extra ticket charge costs as well as market fluctuation. Generally, Harbour does not aggregate the purchase or sale orders of securities for various accounts, but an IAR may conduct an aggregated “block trade.” All trades are reviewed by a registered principal of the broker-dealer for compliance purposes.

Harbour’s asset management – wrap programs are limited/full discretionary or non-discretionary platforms. Trading is directed by the client or IAR subject to client’s chosen objective and strategies. Client (or IAR in a limited/full discretionary account) determines the securities to be bought or sold and the amount of the trades. The Wrap Fee Programs are described above.

Harbour's third party managers offer discretionary platforms. Trading is directed by the adviser, and sometimes by a sub-adviser to whom discretionary authority is granted. Subject to client's chosen objective and strategies adviser will determine securities to be bought or sold, price, timing and broker/dealer that adviser and/or sub-adviser believes is capable of providing best price and execution of client orders.

Harbour and its IARs must obtain the "best execution" of client transactions. The determination of what constitutes best execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to effect the transaction at all where a large block is involved, and the operational facilities of the broker-dealer, the value of ongoing relationship with such broker/dealers and the financial strength and stability of the broker.

Clients are always free to direct where they wish transactions in their advisory account be executed. If a client declines to direct Harbour to a custodian or broker to execute trades, Harbour will choose a broker based on the best execution criteria suggested above.

In some instances, Harbour's use of particular brokers and/or custodians result in actual and potential conflicts of interest. These are discussed above under "Conflicts of Interest" in Item 6 above.

Code of Ethics

Harbour maintains a Code of Ethics adopted pursuant to SEC Rule 204A-1. A copy of this Code of Ethics will be furnished to clients and prospective clients upon request.

Harbour and its IARs exercise authority and responsibility for the benefit of the client. They must place the interests of the client first, to refrain when possible from having outside interests that conflict with the interests of the client and disclose all conflicts of interest that exist or develop. Harbour and its IAR must avoid circumstances that adversely affect or appear to affect their duty of complete loyalty to its clients.

It is unlawful for any adviser in connection with the purchase or sale, directly or indirectly, of a security held or to be acquired by the adviser:

- To employ any device, scheme or ploy to defraud;
- To make any untrue statement of a material fact or to omit to state a material fact necessary to make the statements, not misleading;
- To engage in any act, practice, or course of business that operates or would operate as a fraud or deceit; or
- To engage in any manipulative practice.

IAR transactions for their own personal accounts must be properly disclosed to a client when the IAR and client hold common securities.

- If entering personal and client orders for the same security in the same day, the client's order must always be entered before the IAR's order.
 - A personal order may be part of a "block" trade where all participants receive the same execution price.

Client Referrals and Other Compensation

As indicated above in the discussion of Conflicts of Interest, there are relationships Harbour has entered into which provide economic benefit to Harbour and/or its IARs. Please refer to Item 6 above for a full discussion of such conflicts including situations regarding referrals both by Harbour and to Harbour and/or its IARs.

Custody

Harbour does not have custody of client funds or securities. Clients should receive at least quarterly statements from the broker-dealer or other qualified custodian that holds and maintains client's investment assets. Harbour urges you to carefully review such statements.

Investment Discretion

Harbour accepts limited discretionary authority to manage securities accounts on behalf of its clients in asset management services; otherwise, the client dictates all trading activity. In a limited discretionary account, a client gives Harbour limited authority to rebalance a client account portfolio consisting of mutual funds and/or exchange traded funds. IAR and client must have a signed power of attorney or discretion agreement which includes the name of the person with discretionary authority, the date discretion was granted and discretionary authority limits.

Harbour also accepts a contract for a full discretionary account. In such cases, a client gives the IAR and Harbour discretion and authority to choose which securities are traded, including the timing and amount of each trade. This is done without the need to obtain prior consent from the client. Clients grant this authorization by executing a discretionary trading power of attorney.

There are no restrictions on a client's ability to contact and consult with their IAR or manager in any account, including limited or full discretionary accounts.

Review of Accounts

Accounts receiving management services within a wrap fee program are monitored by a client's IAR on a continuous basis and the frequency of client reviews are determined by the investment mix of the account and the desire of the client. Such reviews may also be

triggered by economic news, news about a particular security, client requests, and change in client's personal or financial situation, securities research, deposits to or withdrawals from an account or other events.

Harbour conducts, on a quarterly basis, a compliance spot check of a selection of advisory accounts. The review is conducted by a registered principal of Harbour and, among other things, reviews the reasonableness of performance and holdings in relation to client provided risk tolerance and investment objectives.

Voting Client Securities

Harbour does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Harbour may provide advice to clients regarding the client's voting of proxies.

Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Harbour's financial condition as applicable to wrap fee participants. Harbour has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding. Harbour does not require or solicit prepayment of fees of more than \$500 by or per client, six months or more in advance.