

*Form ADV Part 2A*

*Firm Brochure*



**Harbour Investments, Inc.**

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[www.harbourinv.com](http://www.harbourinv.com)

March 31, 2026

This brochure provides information about the qualifications, business practices and disclosures of Harbour Investments, Inc. ("Harbour"). If you have any questions about the contents, please contact your Harbour Investment Advisory Representative ("IAR") or Harbour at [info@harbourinv.com](mailto: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](http://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 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](mailto:info@harbourinv.com). Our brochure is also available on our web site [www.harbourinv.com/client\\_resources.html](http://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](http://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 – Advisory Business**

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 investment advisory services to clients and range from "non-discretionary" to "full discretionary." Third party programs as well as financial planning 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 the 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.

### **Financial Planning and Consultation**

For clients needing financial advice involving analysis of a particular investment, overall holdings, or a short or long-term financial situation, Harbour and its IARs provide Financial Planning and Consultation Services to meet client's financial objectives and needs. Harbour's financial planning services usually include, but are not limited to an analysis of client's existing assets, investment objectives, insurance, investments, cash flows, risk management, retirement projections, estate or business plans, savings plans, or other special objectives. The scope of the financial plan is as broad or detailed as the client reasonably specifies. Harbour's consultation services include, but are not limited to, investment advice regarding retirement, education or estate planning, or the modification of an existing financial plan. For a client requesting advice on only a portion of their financial plan or regarding a limited project, Harbour and IAR will provide consultation services limited to the client's request. Harbour's services generally consist of a review and analysis of all relevant data supplied by the client. A written report(s) may be generated based on the scope of the plan and client's objectives.

### **Asset Management Services**

Harbour provides investment advisory services to individual and institutional clients. Our advisory offerings include both discretionary and non-discretionary portfolio management services, financial planning, and other consultative services tailored to meet the unique goals and objectives of our clients.

A client's securities portfolio will typically be custodied at one of Harbour's transaction clearing firms, Pershing Advisor Solutions ("PAS"), Charles Schwab Institutional, American Funds Service Company or Life Insurance Companies of Annuity products. Harbour and its IARs participate in American Funds F-2 Direct Program. int F-2 mutual funds are purchased directly through American Funds. Clients may be subject to annual maintenance fees and set up costs for accounts through American Funds. Harbour and it's IAR utilize various annuity products purchased directly with Life Insurance Companies. Clients may be

subject to expenses and fees charged by the Life Insurance Companies for costs associated with the owning an annuity contract.

### **Advisory Services (Discretionary & Non-Discretionary)**

When clients engage Harbour on a discretionary basis, they grant the Firm authority to manage their investment accounts without obtaining advance approval for each transaction. This discretionary authority is established through the execution of the advisory agreement. Under discretionary authority, Harbour is responsible for; determining the type and amount of securities to be purchased or sold; rebalancing accounts consistent with the client's stated investment objectives, risk tolerance, and time horizon; and implementing investment strategies designed to achieve the client's long-term financial goals.

Although discretionary accounts provide the Harbour with trading authority, all management is based upon the client's individually stated investment objectives, restrictions, and preferences. Clients may impose reasonable restrictions and guidelines on investing in certain securities, types of securities or industry sectors. Harbour expects all such restrictions to be timely communicated to us. Client restrictions and guidelines may negatively affect investment performance.

Discretionary accounts are monitored on an ongoing basis and are formally reviewed at least annually. Harbour evaluates whether accounts remain aligned with the client's goals and whether changes are necessary due to market conditions, economic developments, or updates in the client's financial circumstances.

We explore different types of investment options and strategies in the design of a client's customized investment profile and strategy. Investment recommendations are not limited by any specific product or service offered by a broker- dealer or custodian. These recommendations will generally include, but not necessarily be limited to, security types from the following list: Money market funds and other cash instruments, Exchange listed securities, and securities traded over-the-counter, mutual funds, Separately Managed Accounts (SMAs) and exchange traded fund shares – passive and actively managed, including mutual funds held at the fund company, Closed end fund shares, Certificates of deposit, Corporate debt securities, Municipal securities, U.S. governmental securities, Options, Variable (No-Load) annuity products (not held by our custodians). Each type of security has its own unique set of risks associated with it, and it would not be possible to list all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the anticipated return of an investment, the higher the risk of loss associated with it. Because some types of investments involve certain additional degrees of risk, they will only be recommended and implemented when consistent with the client's risk tolerance and investment strategy.

## **Non-Discretionary Services**

For comparison, under non-discretionary relationships, Harbour provides recommendations, but the client retains decision-making authority and must approve each transaction before it is executed.

## **Wrap-Fee Programs (Discretionary Program & Non-Discretionary Program)**

Harbour offers certain advisory services through wrap-fee programs. A wrap-fee program generally provides clients with a package of investment advisory and brokerage services, along with the costs of execution of securities transactions, for a single inclusive fee (“wrap fee”). When a client participates in a wrap-fee program, the client typically pays an asset-based fee rather than separate charges for advisory services and trade execution. The fee is not based on the number of transactions in the account nor the amount of brokerage commissions generated.

Wrap-fee program accounts are managed on either a discretionary or non-discretionary basis, depending on the terms of the client’s advisory agreement. Services may include; Portfolio management in accordance with the client’s investment objectives and restrictions, Ongoing account monitoring and periodic reviews, Trade execution and custodial services through the designated program sponsor; and Client reporting and program-level administration.

Because the wrap-fee structure bundles services and trading costs, clients should understand that they may pay more or less overall than if they purchased similar services separately. For example, wrap-fee accounts that experience little trading activity may pay higher total costs than if advisory and brokerage services were unbundled. Conversely, accounts with higher trading activity may benefit from the wrap-fee arrangement. Clients are encouraged to review Harbour’s wrap-fee agreement for additional information about program costs, services, and conflicts of interest. Harbour provides portfolio management services within the program, but execution and administrative responsibilities are generally handled by the program sponsor or custodian.

For our discretionary wrap-fee services, Harbour will receive a limited power of attorney to effect securities transactions on behalf of a client. The client may limit our discretionary authority by providing us with a written communication that details restrictions and other guidelines.

For our non-discretionary wrap-fee services, Harbour would first obtain a client's approval before executing transactions in a non-discretionary account. Requests for approval will be communicated via electronic mail to an authorized account or via a telephone call to an authorized phone number. The client will be responsible for responding in a timely manner. Unless otherwise agreed to by the client and Harbour, if we manage a client's

account on a non-discretionary basis, we will have the ongoing responsibility to make investment recommendations based on the client's individualized investment strategy or we will develop and implement an asset allocation strategy, which we will continuously monitor and supervise.

### **Harbour Traded Model Platform (HTM)**

Harbour Traded Models (“HTM”) is a subscription-based portfolio service offered to advisors under the firm’s name. Services are implemented through a signed contract. The contract is an addendum to the Client’s existing advisory agreement(s) directly with their Advisor, not with Harbour. Clients are charged a 0.15% platform fee plus an Advisor’s Fee (up to 2.0%) and may incur additional transaction fees based on specific investments. In connection with the program, Harbour provides operational and trading support functions which may include, but are not limited to, processing initial investment transactions, executing rebalancing trades, assessing and deducting advisory fees, making cash available for withdrawal, and processing cash distributions. The use of Harbour Traded Models name does not imply that Harbour Investments, Inc. (“Harbour”) assumes contractual responsibility for the ongoing management of client accounts. All investment advice, portfolio management decisions, and ongoing advisory services are the responsibility of the Advisor with whom the client has contracted. Harbour does not provide individualized investment advice to clients within this program, nor does it assume fiduciary responsibility for client account management under the program. As HTM is offered alongside other programs, potential conflicts of interest may arise.

### **Third Party Manager – Full Discretion Authority to Third Party Manager**

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.

### **Asset Management Services – Participant Account Management – Discretionary (Pontera / 401k Management Services)**

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.

Client assets are managed in all of the above programs. As a point of comparison, at December 31, 2025, Harbour advisors managed assets of approximately \$9,599,102,688; \$7,618,548,062 under Full Discretionary authority and \$1,980,554,626 on a non-discretionary basis. Harbour also had approximately \$1,205,424,050 under Third Party-Manager Programs.

### **Item 5 – Fees and Compensation**

The hourly fee for consultation services is negotiable but generally range from \$50 to \$300 per hour. Services can also be performed on a flat fee basis. Flat fees generally range between \$200 to \$2,500 but vary depending on the scope of the plan. The rate and fee payment schedule is typically determined by the complexity of the project and the amount of time involved. Client charges for a plan or service are negotiable. Typically the fee is paid in its entirety up front or an estimate of the total fee is given to client by Harbour or the IAR and a deposit of 50% of the estimated hourly or flat fee is paid at the execution of the agreement. The balance of any fees is due upon receipt of the final written report or advisory service. Hourly or flat fees can be waived or refunded when repositioning of the client's portfolio has generated trading concessions to Harbour and IAR. In the event of contract termination by the Client or Harbour, prepaid fees received but not earned are reimbursed to the client. Clients may purchase investment products that IAR's recommend through other brokers or agents unaffiliated with Harbour.

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, and Life Insurance Companies. This program maintains assets at a designated custodian or Life Insurance Company. 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 have a maximum of 2.0%.** 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 a **maximum of 1.0%**. 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 0.25% to 2.50% per annum**. These fees include both the advisor fees and the Third Party Manger fees. The **maximum advisor fee is 2.0%** and is separate from the Third Party Manager fees. For example, an advisor charging 2.0% utilizes a third party manager that charges a separate fee of 0.80%, the cumulative fee charged to the client would be 2.80%. 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 pro-rated 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 6 – Performance-Based Fees and Side-by-Side Management**

Harbour does not offer Performance-Based fees.

## **Item 7 – 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.

Harbour does not stipulate account minimums, however, for an account value less than \$5,000 held at Pershing Advisor Solutions and/or Charles Schwab, Inc., Harbour will not assess an advisory fee. 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. Harbour's HTM program....

## **Item 8 – Methods of Analysis and Investment Strategy**

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 Managers**

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.

## **Item 9 – 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.

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

Harbour is also registered as a FINRA member and brokers/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.

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.

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.

Old timers exception: At the time of registration with Harbour some IARs qualified for a regulatory exception that permitted long standing industry experience to replace the standard testing requirements and therefore are permitted to become IAR licensed with Harbour.

### **Item 11 – 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.

## **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.

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 2025 participating sponsors include Advisors Excel, Allianz Life, American Funds, Athene, BTS Asset Management, Cantor Fitzgerald, Capital Square, Cove Capital, Equitable, Essential Properties, First Trust, Foreside, Griffin Capital, Inland, Inovator ETFs, Inspired Healthcare, Jackson National, Lincoln Financial, Nationwide, Nexpoint, Pacific Life, Q3 Asset Management, Sammons, US Energy, and Wealthforge. The participating sponsors' additional compensation paid to Harbour ranged from \$500.00 to \$125,792.12.

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.

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 12 - 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 and are also described in the Wrap Fee Brochure Appendix which Harbour provides to clients and prospective clients.

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 11.

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](http://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.

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.

### **Item 13 – Review of Accounts**

Accounts receiving asset management within a wrap fee program are monitored by a client's IAR on a continuous basis. The frequency of client reviews is 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, change in client's personal or financial situation, securities research, and 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.

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 14 – Client Referrals and Other Compensation**

As indicated in Item 11 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 11 above for discussion of such conflicts including situations regarding referrals both by Harbour and to Harbour and/or its IARs.

#### **Item 15 – 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.

#### **Item 16 – Investment Discretion**

Harbour 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.

#### **Item 17 – 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.

#### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Harbour's financial condition under particular circumstances. 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 per client, six months or more in advance.