



## FORM ADV PART 2

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This Form ADV Part 2A Brochure (herein after “Brochure”) provides information about the qualifications and business practices of Buckingham Strategic Wealth, LLC (“Buckingham”). If you have any questions about the contents of this Brochure, please contact us at (314) 725-0455. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Buckingham is a registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The oral and written communications of an advisor provides you with information to use when determining to hire or retain an investment advisor.

Additional information about Buckingham also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for Buckingham is 143323.

## Item 2 – Material Changes

Buckingham amends this Brochure at least annually. This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. The most recent update of our brochure was on October 24, 2023, and contained the following material changes:

- Incorporation of new office locations in Asheville, NC, Hood River, OR and Lee's Summit, MO.
- On August 31, 2023, funds affiliated with Clayton, Dubilier & Rice, LLC ("CD&R") and Stone Point Capital LLC ("Stone Point") completed an acquisition of Focus Financial Partners Inc. ("Focus Inc."). This transaction resulted in funds affiliated with CD&R collectively becoming majority owners of Focus Inc. and funds affiliated with Stone Point collectively becoming owners of Focus Inc. Because Buckingham is an indirect, wholly-owned subsidiary of Focus Inc., the CD&R and Stone Point funds are indirect owners of Buckingham. Items 4 and 10 have been revised to reflect this new ownership structure.
- All client accounts at TD Ameritrade, Inc. have been transitioned to Charles Schwab & Company, Inc. effective September 4, 2023 as a result of the merger between TD Ameritrade, Inc. and Charles Schwab & Company, Inc. Any references to TD Ameritrade, Inc. in this Brochure have been removed.

Our most recent Annual Updating Amendment was filed on February 28, 2023.

We will further provide you with a new Brochure as necessary based on changes or new information, without charge.

Currently, our Brochure may be requested by contacting a member of our compliance department (314) 725-0455.

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#### Item 4 – Advisory Business

Buckingham Strategic Wealth, LLC (“Buckingham”) is a fee-only investment advisor and has been providing advisory services since 1994. As of September 30, 2023, Buckingham managed \$22.81 billion on a discretionary basis and \$1.52 billion on a non-discretionary basis for a total of \$24.33 billion assets under management. In addition, Buckingham provided services to \$1.52 billion of participant-directed retirement plan assets.

Buckingham is headquartered in St. Louis, MO and has 51 other locations in the following cities as of the date of this ADV filing:

• Ashland, OR	• Atlanta, GA	• Austin, TX
• Bend, OR	• Bethesda, MD	• Boca Raton, FL
• Bourbonnais, IL	• Buffalo, NY	• Burlington, IA
• Casper, WY	• Charleston, SC	• Charleston, WV
• Charlotte, NC	• Cincinnati, OH	• Colorado Springs, CO
• Dallas, TX	• Deerfield, IL	• Denver, CO
• Fairfax, VA	• Fresno, CA	• Garden City, NY
• Grand Ledge, MI	• Houston, TX	• Indian Harbor Beach, FL
• Hood River, OR	• Indianapolis, IN	• Irvine, CA
• Kansas City, MO	• Lee's Summit, MO	• Lincoln, NE
• Livingston, NJ	• Miami, FL	• Middleburg, VA
• Morgan Hill, CA	• Nashville, TN	• New Castle, PA
• Norfolk, VA	• Omaha, NE	• Palo Alto, CA
• Pittsburgh, PA	• Portland, OR	• Ridgeland, MS
• Salinas, CA	• Santa Rosa, CA	• Scottsdale, AZ
• Seattle, WA	• Southlake, TX	• Stanford, CA
• Walnut Creek, CA	• Wyomissing, PA	• Williamston, MI

#### Focus Financial Partners

Buckingham is part of the Focus Financial Partners, LLC (“Focus LLC”) partnership. Specifically, Buckingham is a wholly-owned subsidiary of Focus Operating, LLC (“Focus Operating”), which is, directly and indirectly, a wholly-owned subsidiary of Focus LLC. Focus Financial Partners Inc. (“Focus Inc.”) is the sole managing member of Focus LLC and has 100% of its governance rights. Accordingly, all governance is conducted through the voting rights and the Board of Directors at Focus Inc. Focus Inc. is the managing member of and owns, directly and indirectly, approximately 99% of the economic interests in Focus LLC.

Focus Inc. is majority-owned, indirectly and collectively, by funds affiliated with Clayton, Dubilier & Rice, LLC (“CD&R”). Funds affiliated with Stone Point Capital LLC (“Stone Point”) are indirect owners of Focus Inc. Because Buckingham is an indirect, wholly-owned subsidiary of Focus Inc., CD&R and Stone Point funds are indirect owners of Buckingham.

Focus LLC also owns other registered investment advisers, broker-dealers, pension consultants, insurance firms, business managers and other firms (the “Focus Partners”), most of

which provide wealth management, benefit consulting and investment consulting services to individuals, families, employers, and institutions. Some Focus Partners also manage or advise limited partnerships, private funds, or investment companies as disclosed on their respective Form ADVs.

### Advisory Services

Buckingham manages investment portfolios for a wide variety of clients, including individuals/high-net-worth individuals, qualified retirement plans, charitable organizations and foundations as well as corporations. Buckingham works with clients to determine the client's specific investment objectives. These objectives may be set forth in a written Investment Policy Statement (IPS) that describes an asset allocation that conforms to a client's risk tolerance level and expected rate of return requirements. Investment and portfolio allocation software is used to evaluate alternative portfolio designs. Buckingham evaluates clients' existing investments with respect to their IPS and works with new clients to develop a plan to transition from a client's existing portfolio to the portfolio recommended by Buckingham. Buckingham then continuously monitors clients' portfolio holdings and holds regular review meetings with clients regarding their account, as necessary.

Buckingham will typically create a portfolio of passively and/or evidence-based mutual funds and, where appropriate, individual fixed income securities and closed-end funds, and can use model portfolios if the models match a client's investment policy. Buckingham will allocate a client's assets among various investments taking into consideration the client's unique ability, need and willingness to take risk.

Mutual funds or Exchange Traded Funds (ETFs) that follow a passive and/or evidence-based investment philosophy generally have low holdings turnover. Consequently, the fund expenses are generally lower than fees and expenses charged by other types of funds. Client portfolios can also include some individual equity securities but these are generally part of clients' investment holdings prior to working with Buckingham or were purchased at a client's direction. Buckingham manages portfolios on a discretionary and, in very limited circumstances, on a non-discretionary basis.

For certain clients, in addition to managing the client's investment portfolio, Buckingham also provides wealth management services, which are more holistic services than only investment management and include financial planning or financial consulting, such as retirement planning, charitable gift planning, college planning, estate planning, risk management counsel, assistance in the establishment of and counsel on retirement plans, and assistance with assets outside Buckingham's direct management, among other things.

For certain clients, Buckingham provides an additional service for client held-away accounts that are maintained at independent third-party custodians where Buckingham utilizes order management system to implement asset allocation or rebalancing strategies on behalf of the client for those held-away accounts. These are primarily 401(k) accounts, 529 plans and other assets Buckingham does not directly manage and is maintained by the client. Buckingham regularly reviews the current holdings and available investment options in these held-away accounts, monitors the held-away accounts, rebalances and implements the client's investment strategies as necessary. Additional information regarding this service is contained within Item 5.

For clients with a larger fixed income allocation, Buckingham generally recommends customized, laddered bond portfolios to clients. In such situations, Buckingham will typically request discretionary authority from clients to manage their fixed income assets. Discretionary authority is necessary to enable Buckingham to purchase such assets in a timely manner when

they are available at quoted prices. Complete customized, laddered fixed income portfolios generally require a minimum level of assets allocated to fixed income. Low-cost passively managed fixed income mutual funds are typically used for smaller allocated amounts.

Buckingham regularly monitors credit ratings of client account holdings as reported by Moody's, Standard and Poor and/or Fitch. Buckingham can, at its discretion, maintain or sell securities based on transaction costs and other investment considerations. It is the firm's policy to hold most, but not all, fixed income assets in client portfolios until maturation absent a material change in credit quality or other investment decisions such as tax-loss harvesting opportunities.

Additionally, for clients holding certificate of deposits (CDs), Buckingham has regular credit surveillance of the banking institution holding the deposit as well as regularly monitors the total CD positions to ensure principal invested in CDs does not exceed FDIC insurance limits. For accounts linked by the same tax-payer identification number, Buckingham examines CD positions within accounts under Buckingham's management to look for breaches of FDIC insurance limits on principal invested in CDs. The firm does not monitor for CD positions held away from Buckingham. If clients hold CD positions elsewhere, it is their duty to inform Buckingham.

In certain unique circumstances or if requested by a client, Buckingham will allocate a portion of a portfolio to an independent third-party investment advisor ("separate account manager") for separate account management based upon individual client circumstances and objectives, including, but not limited to, client account size, investment strategy and tax circumstances. Upon the recognition of such situations, Buckingham will enter into a tri-party agreement with the client and separate account manager for the management of those securities. Buckingham will monitor the performance of the selected separate account manager(s). If Buckingham determines that a particular selected separate manager(s) is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's personal investment guidelines or asset allocation, Buckingham will remove the client's assets from that selected separate account manager(s) and place the client's assets with another investment manager(s) at Buckingham's discretion (for discretionary accounts).

### Practice Integrated Wealth Management and Financial Planning

As a complement to our investment advisory services, Buckingham provides advice in the form of financial planning, typically this is geared toward integrating a client's professional and personal lives (referred to as Practice Integrated Wealth Management), but on limited occasions can be standalone financial planning or financial consulting services. In general, the financial plan or financial consulting services will address any or all of the following areas of concern:

- Personal: Family records, budgeting, personal liability, estate information and financial goals
- Professional: Cash flow expectations, debt structure, transition planning and office space lease vs buy decisions
- Education: 529 plans and general assistance in preparing to meet dependents' continuing educational needs
- Tax & Cash Flow: Income tax, spending analysis and planning for past, current and future years

- Death and Disability: Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis
- Retirement: Analysis of current strategies and investment plans to help the client achieve his or her retirement goals
- Investments: Analysis of investment alternatives and their effect on a client's portfolio
- Divorce Planning: Assistance with financial issues and decisions that face couples in process of divorce

Information gathered includes a client's current financial status, future goals and attitudes toward risk. Should a client choose to implement the recommendations contained in the plan, Buckingham suggests the client work closely with his/her attorney, accountant and/or insurance agent. Implementation of financial plan recommendations is entirely at the client's discretion. Financial planning recommendations are of a generic nature and are not limited to any specific product or service offered by a broker dealer or insurance company.

#### No Legal or Public Accounting Advice

While certain associates of Buckingham are licensed attorneys or certified public accountants and certain associates of Buckingham engage in outside public accounting activities, Buckingham is not a law firm or a public accounting firm and does not provide any legal or public accounting advice. Clients should seek the counsel of a qualified certified public accountant and/or attorney when necessary.

#### Employee Benefit Retirement Plan Services

Buckingham also provides advisory services to retirement plans using the third-party administration services of certain retirement plan service providers.

For such clients, Buckingham will analyze the plan's current investment platform, and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that will be imposed. Buckingham will recommend investment options to achieve the plan's objectives, provide participant education meetings and monitor the performance of the plan's investment vehicles.

Buckingham will periodically review plans' investment vehicles and investment policy statements, and will recommend changes in the plan's investment vehicles, as appropriate, from time to time.

As Buckingham does also serve in the capacity of "investment manager" to certain retirement plans. In such circumstances, Buckingham will additionally accept discretion to select available investments for the plan as well as create managed portfolios and make them available to plan participants.

Buckingham also offers the Buckingham Retirement Solutions platform in coordination with its affiliate Buckingham Strategic Partners, LLC (BSP). Through Buckingham Retirement Solutions, Buckingham provides those services as described above with the direct support of BSP. Clients choosing Buckingham Retirement Solutions will engage both Buckingham and BSP, which will provide to the client additional discretionary investment management services.

In Buckingham Retirement Solutions, BSP will exercise discretionary authority to select the plan investments made available to plans' participants. Plan participants can select either a managed portfolio or construct their own customized portfolio from the funds made available within the plan. BSP will have discretion over the funds to be made available in the plan at any given time.



Buckingham will continue to work with plans to monitor plan investments, provide fiduciary plan advice, including regular considerations of the goals and objectives of the plan, and provide participant education services to the plan.

### Sub-Advisory Services

Buckingham also acts as a sub-advisor to other independent registered investment advisors and their clients. Sub-advisory services are normally provided to the clients of independent investment advisors participating in the turnkey asset management services program offered by Buckingham's affiliate, BSP. As a sub-advisor, Buckingham is hired by the independent investment advisor to provide individual account management, often for fixed income securities, to the independent investment advisor's clients. The independent investment advisor will work with the client to determine an appropriate allocation of assets for sub-advisory services and monitor the advisory services of Buckingham.

Buckingham's sub-advisory services can also include the following, as applicable:

- Analyze client's existing portfolio;
- Recommend strategies for client's portfolio;
- Assist the client in creating an Investment Policy Statement to guide Buckingham in implementing the approved investment strategy;
- Implement the investment strategy pursuant to investment discretion delegated by the independent investment advisor;
- Monitor performance of the sub-advisory account;
- Provide client with quarterly reports showing positions and performance; and
- Meet in person with client, as requested by client.

### Organizational Oversight

Buckingham has instituted various levels of oversight to ensure its professionals adhere to the firm's policies and procedures and standards of business conduct. The Board of Directors manages and supervises the overall strategic direction of the firm. The professionals on the firm's executive leadership team and Operating Committee manage and supervise the overall day-to-day business operations of the firm. The professionals on the Board of Directors, executive leadership team and Operating Committee oversee all aspects of the business. The firm's Investment Policy Committee oversees the overall investment strategy advice being provided to clients and is responsible for guiding the firm's investment philosophy, approving or recommending specific investments and ensuring that investment decisions are consistent with firm's research and strategy.

### Item 5 – Fees and Compensation

Clients will be charged advisory fees in advance at the beginning of each calendar quarter based upon the value (market value based on independent third-party sources or fair market value in the absence of market value; client account balances on which Buckingham calculates fees may vary from account custodial statements based on independent asset valuations and other accounting variances, including mechanisms for including accrued interest in account statements or timing of reporting) of the client's account(s) at the end of the previous quarter. New accounts may be charged a pro-rated fee for the remainder of the quarter in which the account is incepted. Certain client accounts may be billed in arrears based upon quarter end market value. Advisory fees shall apply to accrued interest and shall apply to cash balances unless negotiated or agreed upon otherwise.

Buckingham will request authority from clients to receive quarterly payments directly from the client's account(s) held by an independent qualified custodian. Clients must provide written limited authorization to Buckingham to withdraw fees from account(s).

In circumstances where a significant portion of the client's assets are not under Buckingham's direct management or where additional services are required, Buckingham may charge additional fees, as appropriate. The amount charged varies and is based upon the level and scope of services and/or assets. All fees are agreed to in advance in the client's investment advisory agreement.

As a fiduciary, we have duties of care and of loyalty to you and are subject to obligations imposed on us by the federal and state securities laws. As a result, you have certain rights that you cannot waive or limit by contract. Nothing in our agreement with you should be interpreted as a limitation of our obligations under the federal and state securities laws or as a waiver of any unwaivable rights you possess.

Generally, either the client or Buckingham can terminate the advisory agreement without penalty upon thirty (30) day notice in writing to the other party. Upon termination of any agreement, any prepaid, unearned fees will be promptly refunded. Termination of an agreement will not affect (a) the validity of any action previously taken by Buckingham under the agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the agreement; or (c) the client's obligation to pay advisor fees (pro-rated through the date of termination and thirty (30) day notice period). On the termination of the agreement, Buckingham will have no obligation to recommend or take any action with regard to the securities, cash or other investments in a client's account.

All fees paid to Buckingham are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders or the transaction fees charged by the custodian. Mutual fund and ETF expenses are described in each fund's prospectus. These expenses will generally include a management fee, other fund expenses, and possibly a distribution fee. A client could invest in mutual funds or ETFs directly, without the services of Buckingham. In that case, the client would not receive the services provided by Buckingham which are designed, among other things, to assist the client in determining which mutual fund/ETF or funds are most appropriate to each client's financial condition and objectives. Certain passively and/or evidence-based managed mutual funds also may not be available to the client directly. Accordingly, the client should review both the fees charged by the funds, the transaction fees charged by the custodian, as well as the fees charged by Buckingham to fully understand the total amount of fees to be paid by the client.

In certain circumstances, fees and account minimums will be negotiable based on family relations, firm affiliations or individual circumstances. Associates of Buckingham are not charged fees on either their personal accounts or accounts of immediate family members. Fees can also be reduced if a client receives portions of services from another investment advisor normally performed by Buckingham. Buckingham has agreed to reimburse the annual membership fee for clients who are members of the St. Louis Medical Society.

### Advisory Services

The annual fee for Buckingham's wealth management or asset management services is typically charged on a quarterly basis and is based on a percentage of the assets under management/advisement and typically ranges from 0.35% to 1.25% per year depending on the size and complexity of the client's accounts as well as services required, specifically negotiated fees and historically grandfathered fee schedules. Fees will typically be tiered and the fee is

calculated by applying a different fee rate to each corresponding range of account balance of the portfolio. The specific fee schedule charged by Buckingham is established in a client's written agreement with Buckingham. Advisory fees shall apply to cash balances unless negotiated or agreed upon otherwise. In certain limited circumstances, a client may also receive income tax preparation, tax planning and/or tax compliance services as part of their advisory fee. As agreed between Advisor and Client, individual Accounts for immediate family members are aggregated, and the fee is charged based on the total value of all family members' Accounts.

For certain client relationships, a fixed fee rate is charged on a quarterly basis, in advance or in arrears, in place of the percentage of assets under management/advisement outlined above. These fees are customized with the client, are negotiable and the final fee schedule will be memorialized in the client's advisory agreement. Buckingham takes into account multiple factors to determine this fixed fee rate which include but are not limited to, the services required, whether or not asset management services will be provided, the size and complexity of the assets under management, the complexity of the services provided, the financial planning areas to be covered and the estimated number of hours to service the relationship. Fixed fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination.

For certain clients, Buckingham charges an advisory fee for services provided to the held away accounts mentioned above in Item 4. This fee is deducted from an account under Buckingham's management or paid directly by the client on a quarterly basis. Fees are typically based on the assets within these held away accounts and are charged according to the valuation of the accounts at the close of the quarter as valued by the account custodian. Fees will typically be based on the client's full portfolio value, including the held away accounts. The specific fee schedule charged by Buckingham is established in a client's written agreement with Buckingham. Client acknowledges that for the held away accounts, the current order management system utilized by Buckingham is provided by Pontera (formerly FeeX).

Buckingham generally requires a minimum annual fee of \$3,000 for wealth management services, which includes retirement planning, charitable gift planning, college planning, risk management counsel, establishment of and counsel on retirement plans, and assistance with assets outside Buckingham's direct management, among other things. In certain situations, this minimum annual fee may be customized and may be higher or lower. There are also legacy client relationships in which minimum fee arrangements exist that are different than the \$3,000 minimum fee.

If an independent third-party advisor is utilized for the separate account management described earlier in Item 4, that advisor can charge fees in addition to Buckingham's. All fees and expenses charged by separate account manager(s) are separate and distinct from those Buckingham charges and are withdrawn from the client's account by the separate account manager. Buckingham does not receive any fees or payments from separate account manager(s). Buckingham will review the aggregate fee charged by both Buckingham and the selected separate account manager(s) to ensure it will be fair and reasonable and will be competitive with those fees customarily charged in the industry for similar services.

Buckingham generally charges institutional clients (both for-profit and not-for-profit) a reduced fee from the firm's standard schedule above upon mutual agreement with the institutional client. Institutional advisory service fees are negotiable based upon various factors including, but not limited to, the requirements of the client, total assets under management and the complexity of

services provided. The minimum annual fee for institutional advisory service relationships is \$26,000 for institutions with greater than \$5,000,000 of managed assets.

For limited scope engagements, including certain tax planning, tax compliance service or tax preparation engagements, Buckingham may charge an hourly fee, ranging from \$200 to \$350 per hour, depending on the nature and complexity each client's engagement and the Buckingham professional providing the services.

### Practice Integrated Wealth Management

If a client chooses the Practice Integrated Wealth Management offering, Buckingham charges a fixed fee. Buckingham's fees are negotiable, but for this type of financial planning, fees generally range from \$150 per month to \$825 per month. The exact amount depends upon the level and scope of the services required and the professionals rendering the services. Fixed fees are paid on a monthly schedule and are paid in advance. Buckingham will not require any payment greater than \$1,200 more than six (6) months in advance of services to be rendered.

### Employee Benefit Retirement Plan Services

The annual fee for Buckingham's plan services is charged on a quarterly basis and is based on a percentage of assets within the plan and typically ranges from 0.20% to 1.00% per year. The annual fee will be based upon a number of factors including the size of the plan, the number of participants, the number of locations as well as the method of employee education and the services required. Fees will typically be tiered, and the fee is calculated by applying a different fee rate to each corresponding range of the plan's account balance. Generally, the annual fee for plan services will not be higher than Buckingham's standard fee schedule for accounts set up through the retirement plan service providers.

### Retirement Account Clients

Buckingham is a fiduciary under ERISA with respect to investment management services and investment advice provided to ERISA Clients, including ERISA plan participants. Buckingham is also a fiduciary under the Internal Revenue Code (the "IRC") with respect to investment management services and investment advice provided to ERISA plans, ERISA plan participants, IRA owners and IRAs. As such, Buckingham is subject to specific duties and obligations under ERISA and the IRC that include, among other things, prohibited transaction rules which are intended to prohibit fiduciaries from acting on conflicts of interest. When a fiduciary gives advice in which it has a conflict of interest, the fiduciary must either avoid or eliminate the conflict or rely upon a prohibited transaction exemption.

A conflict of interest arises when Buckingham makes recommendations about ERISA plan distributions and rollovers ("rollover recommendations") if it results in Buckingham receiving compensation that it would not have received absent the recommendation, for example, fees for advising a rollover IRA. Buckingham will manage this conflict through a process designed to develop an informed recommendation in the best interest of the client. No client is under any obligation to roll over ERISA plan or IRA assets to an account advised or managed by Buckingham. When Buckingham makes a rollover recommendation, it is fiduciary advice under both the Investment Advisers Act of 1940 and ERISA. In addition to being a conflict of interest, it is also a prohibited transaction under ERISA where Buckingham receives compensation from the rollover IRA that it would not have received absent the recommendation. In that circumstance, Buckingham will comply with the conditions of exceptions to the prohibited transaction rules (e.g., an applicable prohibited transaction exemption such as PTE 2020-02 or non-enforcement policy).

## Item 6 – Performance-Based Fees and Side-By-Side Management

Buckingham does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). All fees are calculated as described above and are not charged on the basis of income or capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

## Item 7 – Types of Clients

Buckingham manages investment portfolios for a wide variety of clients, including individuals/high-net-worth individuals, qualified retirement plans, charitable organizations and foundations as well as corporations.

Buckingham does not have a defined minimum account size and instead has established a \$3,000 minimum fee for its wealth management services. For clients with less than \$300,000 in investable assets, Buckingham requires a minimum monthly fee of \$250 which may be charged on a quarterly basis. In certain situations, minimum fees may be customized and may be higher or lower.

The minimum annual fee for institutional advisory service relationships is \$26,000 for institutions with greater than \$5,000,000 of managed assets.

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

Investment advice may be offered on any investments held by a client at the start of the advisory relationship. The primary vehicles recommended for investing are registered funds and customized, laddered bond portfolios. Buckingham generally recommends only investment grade bonds and monitors these securities for changes in rating.

If appropriate for a particular client, Buckingham recommends certain alternatives that are still registered investment company funds, for certain clients.

As a component of the financial planning process, Buckingham may also evaluate insurance products such as annuities and various types of life insurance products and the impact on the client's financial profile and planning.

Buckingham's security analysis is based on a number of factors, including those derived from academic research and literature, commercially available software technology, securities rating services, general market and financial information, due diligence reviews and specific investment analysis that clients request.

Buckingham practices an evidence-based approach to investing. The focus of Buckingham's Investment Policy Committee (IPC) is understanding the investment best practices and body of knowledge defined by the last 50-plus years of academic and practitioner research. This research is ongoing and will continue to inform the recommendations Buckingham makes to its clients. Buckingham's investment strategy guidance is not defined by what any member of the IPC "thinks" markets, the economy or interest rates are going to do. This approach to investing, typically referred to as "active management," and Buckingham does not follow this framework. Buckingham believes there are six key tenets associated with evidence-based investing (EBI):

- 1. Outperforming the market is difficult.**

While Buckingham does believe there are ways to build portfolios through strategic allocation decisions informed by academic evidence, Buckingham never loses sight of the fact that outperforming the market is not easy. Given this fact, Buckingham generally recommends lower-cost, tax-efficient portfolios to its clients.

2. **Size, value and momentum tilts utilized.**

There is abundant academic evidence showing that small-cap stocks have historically generated higher long-term returns than large-cap stocks, that value stocks — which are stocks with low prices relative to earnings — have historically outperformed growth stocks, and that positive momentum stocks — which are stocks with high returns over the last year — have historically outperformed negative momentum stocks. Buckingham tries to capture these historical long-term return premiums through the stock and alternatives funds Buckingham uses.

3. **Global stock market diversification is the starting point.**

The academic evidence shows that investors should own U.S., international and emerging markets stocks, not concentrating solely on U.S. companies. This research shows that diversification across countries makes sense in the same way that diversification across companies does. We have no way of knowing which particular country will generate the highest long-term returns (and Buckingham does not believe anyone else does either), so Buckingham believes that diversification is the right strategy. Further, approximately half of the world's stock market value is located in non-U.S. companies, which is one other argument for global diversification.

4. **The primary role of fixed income is to reduce portfolio volatility.**

Buckingham believes that academic and practitioner evidence shows that the most efficient way to build portfolios is by taking risk through the stock and alternatives portion of the portfolio and using fixed income to reduce portfolio risk. This means that Buckingham's fixed income recommendations primarily emphasize U.S. government-backed securities and high-quality municipal bonds because these securities tend to provide the most effective diversification of stock and alternative market risks.

5. **Academic evidence supports modest use of alternative investment strategies.**

While Buckingham is generally skeptical of most alternative investment strategies, Buckingham believes there are a few alternative strategies accessed in registered fund form that can enhance portfolio forward-looking forecasted returns and/or reduce portfolio volatility. Allocations here, however, should be relatively modest since some of these strategies have relatively high expense ratios and be tax inefficient.

6. **EBI slowly evolves over time.**

Importantly, EBI is not static. Buckingham's investment strategy recommendations will evolve as academic and practitioner evidence evolves.

Long-term investment success means different things to different people. Buckingham believes that the best investment plan for a client depends on the client's specific circumstances and objectives. That is why Buckingham begins the investment planning process in a Discovery Meeting with a conversation about the client's values, goals, relationships, assets, types of accounts, advisors, preferred processes and interests.

While every client's situation is unique, certain factors should be considered in creating any investment plan. These factors include the purpose of the portfolio, its size, specific funding sources, how and when a client plans to use the funds, and the degree of uncertainty or risk a client is willing to accept in pursuit of their objectives. As Buckingham establishes a clear vision of a client's goals and circumstances, Buckingham can build the foundation of an investment plan that best matches the client's needs as well as the realities of the financial markets.

As part of the assessment process with each client, Buckingham engages in a risk assessment process. For many investors, their most important long-term goal is achieving financial

independence. But most clients also have intermediate-term goals, such as funding college education, travel or vacation homes. Achieving these goals commonly requires some measure of risk since most investors need returns in excess of inflation to meet their goals. Risk, however, is multifaceted, which is why Buckingham focuses on four different aspects of risk in helping guide the asset allocation discussion.

### **Part One: Ability to Take Risk**

A client's ability to take risk is most commonly a function of (1) the time horizon(s) of the client's investment objective(s), (2) whether the client is working or retired, and (3) the stability of the client's job. Longer time horizons argue for more aggressive asset allocation strategies because a long-time horizon gives the portfolio more time to recover after periods of poor performance. If a client is still working, he or she could be able to be more aggressive since the portfolio is likely not needed to support spending needs. Investors in more stable jobs (e.g., a university professor) generally have greater ability to take risk compared to investors with jobs that are more sensitive to the performance of the economy.

### **Part Two: Willingness to Take Risk**

Willingness to take risk measures a client's tolerance for risk. Specifically, we measure the amount of portfolio loss a client is capable of experiencing without it significantly affecting the client's quality of life or causing the client to change portfolio strategy. This is a crucially important aspect of risk because changing portfolio strategy *after* a client experiences risk is something the client's portfolio may not recover from.

### **Part Three: Need to Take Risk**

Need to take risk is directly tied to the client's rate-of-return objective. If a client needs relatively high returns to achieve his or her goals, the need to take risk is high. But this will require a more aggressive asset allocation, which could be in conflict with a client's ability or willingness to take risk. Need to take risk is typically relatively high for investors who expect to withdraw (or are withdrawing) a relatively high proportion (e.g., a withdrawal rate in excess of 3 percent) of their investment portfolios to fund living expenses.

### **Part Four: Tracking Error Risk**

Some investors are sensitive to how their portfolio performs relative to well-known U.S. stock indexes like the S&P 500. While Buckingham encourages clients not to constantly compare portfolio returns to benchmark returns because it can lead to counterproductive, returns-chasing behavior, Buckingham nevertheless cannot ignore the tendency for some investors to make this comparison. The two sources of tracking error in the portfolios Buckingham customarily builds for clients are allocations to international and emerging market stocks and tilts toward small cap and value-oriented stocks. Investors who are highly sensitive to underperformance of indexes like the S&P 500 might want to consider less exposure to international stocks and less tilt toward small-cap and value stocks.

### **Risk of Loss**

All investments are subject to risk. Investing in securities involves risk of loss that clients should be prepared to bear.

All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, exchange traded funds (ETFs) and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than

inflation. In other words, the purchasing power of the proceeds can be less than the purchasing power of the original investment.

The mutual funds and ETFs utilized by Buckingham include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities, commodity futures and, in certain circumstances, funds that are focused on seeking alternative sources of return that have low or negative correlation to stocks and bonds, including funds investing in alternative lending securities, reinsurance related securities, managed futures and currencies. Equity securities include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the more risky mutual funds used in Buckingham's investment strategies are the U.S. and international small capitalization and small capitalization value funds, emerging markets funds, commodity futures funds, alternative lending securities funds, reinsurance funds, managed futures funds and funds holding currencies. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities (TIPS)) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds utilized by Buckingham contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks can be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses within each applicable sector.

Equity Securities Risk. Equity securities (common, convertible preferred stocks, ETFs and other securities whose values are tied to the price of stocks, such as rights, warrants and convertible debt securities) could decline in value if the issuer's financial condition declines or in response to overall market and economic conditions. A fund's principal market segment(s) – such as large cap, mid cap or small cap stocks, or growth or value stocks – can underperform other market segments or the equity markets as a whole. Investments in smaller companies and mid-size companies can involve greater risk and price volatility than investments in larger, more mature companies.

Fixed-Income Securities Risk. Fixed-income securities are subject to interest rate risk and credit quality risk. The market value of fixed-income securities generally declines when interest rates rise, and an issuer of fixed-income securities could default on its payment obligations.

Asset Allocation Risk. A fund's selection and weighting of asset classes and/or underlying funds can cause it to underperform other funds with a similar investment objective.

Interval Fund Risk. Where appropriate, Buckingham may utilize certain funds structured as non-diversified, closed-end management investment companies, registered under the Investment Company Act of 1940 ("interval fund"). Investments in an interval fund involve additional risk, including lack of liquidity and restrictions on withdrawals. During any time periods outside of the specified repurchase offer window(s), investors will be unable to sell their shares of the interval fund. There is no assurance that an investor will be able to tender shares when or in the amount desired, and the fund can suspend or postpone repurchases. Additionally, in limited circumstances, an interval fund may have a limited amount of capacity and may not be able to fulfill all purchase orders. While an interval fund periodically offers to repurchase a portion of its securities, there is no guarantee that investors may sell their shares at any given time or in the



desired amount. The closed-end interval funds utilized by Buckingham impose liquidity gates for each repurchase offer and in the event the offer is oversubscribed, the requested redemption amount may be reduced.

As interval funds may expose investors to liquidity risk, investors should consider interval fund shares to be an illiquid investment. Typically, the interval funds are not listed on any securities exchange and are not publicly traded. Thus, there is no secondary market for the fund's shares. Clients should carefully review the fund's prospectus and most recent shareholder report to more fully understand the interval fund structure and be knowledgeable to the unique risks associated with interval funds, including the illiquidity risks. Because these types of investments involve certain additional risk, these funds will only be utilized when consistent with a client's investment objectives, individual situation, suitability, tolerance for risk and liquidity needs. Investment should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some or all of the investment.

Alternative Fund Risk. Certain alternative funds (registered under the Investment Company Act of 1940) utilized by Buckingham may employ use of derivatives, options, futures and/or short sales. Use of derivatives, options or futures by a Fund may be for purposes of gaining exposure to a particular asset group, for hedging purposes or for leverage purposes. The use of derivatives, options and futures exposes the funds to additional risks and transaction costs. In addition, if the Fund uses leverage through activities such as entering into short sales or purchasing derivative instruments, there are additional risk, including the fund having the risk that losses may exceed the net assets of the fund. The net asset value of a fund while employing leverage will be more volatile and sensitive to market movements. Clients should carefully review the fund's prospectus to more fully understand the risk of funds employing the use of derivatives, options, futures and/or short sales. Investments in these funds should be avoided where an investor has a short-term investing horizon and/or cannot bear the loss of some or all of the investment.

The risk of loss described herein should not be considered to be an exhaustive list of all the risks which clients should consider.

#### Values-based, Environmental, Social and Governance Fund ("ESG") or Socially Responsible Investments ("SRI") Investing Risk

When directed by the client, values-based, ESG or SRI investments may be included in the client's portfolio. A client should carefully consider the risks and investment objectives of values-based, ESG or SRI funds, as an investment in these funds may not be appropriate for all investors and is not designed to be a complete investment program. An investment in these funds involves varying degrees of risk. Depending on the strategy or client-specific restrictions, a client's account may undergo exclusionary or inclusionary screening based on values-based, ESG and/or SRI criteria, as well as other criteria such as those based on religious beliefs.

These criteria are nonfinancial reasons to exclude or include a security and therefore the client's account or strategy may forgo some market opportunities available to portfolios that don't use such screening. Socially responsible criteria may include any criterion that is intended to further, or is branded, advertised, or otherwise publicly described by the investment manager as furthering factors such as international, domestic, or industry agreements relating to environmental or social goals; corporate governance structures based on social characteristics; or social or environmental goals. It is possible that certain strategies may also emphasize financial returns as a secondary consideration after other investor preferences. Values-based, ESG or SRI strategies and investments may underperform strategies that do not consider socially responsible investing factors. In addition, information used in evaluating an investment

may be incomplete, inaccurate or unavailable, which could adversely affect the ability to apply socially responsible investing criteria.

### Margin Accounts and Borrowing

Clients may elect to add a margin loan balance to an eligible account. A margin account is a type of account in which a brokerage firm (custodian) lends a client cash, using securities in the account as collateral, to purchase additional marginable securities or withdraw cash from the account.

Margin borrowing is a type of leveraged transaction in which the obligations are secured by the investments within a portfolio. Leveraged transactions entail greater risk than non-leveraged transactions. As a result, Buckingham does not endorse the use of margin for purposes of leveraging an investment portfolio.

The use of margin presents significant additional risks, including but not limited to, margin interest debt, risk of loss, reduced flexibility for future income, leverage risk and margin call risk. Margin can magnify losses just as dramatically as it can boost returns. If the value of the securities being used as collateral for the margin loan falls below the minimum equity maintenance requirement, the account may incur a margin call, meaning that cash or securities will need to be added to the account to increase equity and maintain the line of credit. Clients should obtain a complete copy of the custodian's account agreement, to fully understand margin-related activities.

### Cybersecurity

The computer systems, networks and devices used by Buckingham and service providers to us and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow or otherwise disrupt operations, business processes or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs, as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers and other financial institutions and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

### Market Disruption, Health Crises, Terrorism and Geopolitical Risk

Buckingham is subject to the risk that war, terrorism, global health crises or similar pandemics, and other related geopolitical events increase short-term market volatility and may have adverse long-term effects on world economics and markets generally. These risks have previously led and may lead in the future to adverse effects on issuers of securities and the value of client's

investments. At such times, Buckingham's exposure to a number of other risks described elsewhere in this section can increase.

The transmission of COVID and efforts to contain its spread have resulted in border closings and other travel restrictions and disruptions, market volatility, disruptions to business operations, supply chains and customer activity and quarantines. With widespread availability of vaccines, the U.S. Centers for Disease Control and Prevention has revised its guidance, travel restrictions have started to lift, and businesses have reopened. However, the COVID pandemic continues to evolve and the extent to which our investment strategies will be impacted will depend on various factors beyond our control, including the extent and duration of the impact on economies around the world and on the global securities and commodities markets. Volatility in the U.S. and global financial markets caused by the COVID pandemic may continue and could impact our firm's investment strategies.

Although currently there has been no significant impact, the COVID outbreak, and future pandemics, could negatively affect vendors on which our firm and clients rely and could disrupt the ability of such vendors to perform essential tasks.

### **Item 9 – Disciplinary Information**

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Buckingham or the integrity of Buckingham's management. Buckingham has no information applicable to this Item.

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

#### **Focus Financial Partners**

As noted above in response to Item 4, certain funds affiliated with CD&R collectively are indirect majority owners of Focus Inc., and certain funds affiliated with Stone Point are indirect owners of Focus Inc. Because Buckingham is an indirect, wholly-owned subsidiary of Focus Inc., CD&R and Stone Point investment vehicles are indirect owners of Buckingham.

The Focus Partners do not share client information amongst each other without prior client consent, and officers of the other Focus Partners are not involved in the management of Buckingham. Additional information about Focus can be found at [www.focusfinancialpartners.com](http://www.focusfinancialpartners.com).

Periodically, Focus holds Focus Partners partnership meetings and industry and best-practices conferences, which typically include attendees from Buckingham, other Focus firms and external attendees. These meetings are first and foremost intended to provide training or education to personnel of Focus firms, including Buckingham. However, the meetings do provide sponsorship opportunities for asset managers, asset custodians, vendors and other third-party service providers. Sponsorship fees allow these companies to advertise their products and services to Focus firms, including Buckingham. Although the participation of Focus firm personnel in these meetings is not preconditioned on the achievement of a sales target for any conference sponsor, this practice could nonetheless be deemed a conflict as the marketing and education activities conducted, and the access granted, at such meetings and conferences could cause Buckingham to focus on those conference sponsors in the course of its duties. Focus attempts to mitigate any such conflict by allocating the sponsorship fees only to defraying the cost of the meeting or future meetings and not as revenue for itself or any affiliate, including Buckingham. Conference sponsorship fees are not dependent on assets placed with any specific provider or revenue generated by such asset placement. The following entities have provided conference sponsorship to Focus from January 1, 2022, to March 1, 2023:

- Orion Advisor Technology, LLC
- TriState Capital Bank
- StoneCastle Network, LLC
- Charles Schwab & Co., Inc.
- BlackRock, Inc.
- Fidelity Brokerage Services LLC
- Fidelity Institutional Asset Management LLC

You can access a more recently updated list of recent conference sponsors on Focus' website through the following link: <https://focusfinancialpartners.com/conference-sponsors/>

### Buckingham Strategic Partners, LLC

Buckingham Strategic Partners, LLC (BSP) is an investment advisor registered with the SEC. BSP provide services to independent registered investment advisors across the country, including, asset-class allocation and investment management, technology, education, marketing, administration services, support and consultation. BSP's subadvisory services include providing fixed income sub-advisory services to independent investment advisors and their clients pursuant to limited investment discretion. For certain accounts, BSP also provides sub-advisory services through custom model asset allocation portfolios to independent investment advisers and their clients. Buckingham shares investment personnel and support services with BSP in providing services.

Such services include, among others, trade processing, calculation and collection of management fees, record maintenance, report preparation, marketing assistance and research. BSP also offers distinct packages of services for retirement plan services.

See Item 12 for further descriptions of investment and trading operations that discuss certain conflicts of interest presented through the overlap of services provided by Buckingham and BSP. Buckingham and BSP share office space, accounting personnel, trading desks and many other critical functions including management.

### SA Funds

BSP is the investment manager, administrator, and shareholder servicing agent of the SA Funds – Investment Trust ("SA Funds"), a series of open-end mutual funds. For further information about the SA Funds, refer to the applicable prospectus at <https://buckinghamstrategicpartners.com/sa-funds/documents>. BSP defines the investment objectives of the individual SA Funds, administers the SA Funds, monitors the Sub-Adviser and other service providers to the SA Funds, and is responsible for the servicing of the SA Funds' shareholders. For its services to the SA Funds, BSP receives management, administration, and shareholder servicing fees from each of the SA Funds (with the exception of the SA Worldwide Moderate Growth Fund) as described in the SA Funds' prospectuses.

All of the officers of the SA Funds are employees of BSP. They do not receive compensation from the SA Funds for this service. BSP is compensated directly from the SA Funds, as described in the SA Funds' prospectus. BSP does not emphasize one SA Fund over another except as part of an overall portfolio or asset-class allocation strategy. If a Buckingham client holds an SA Fund as part of their portfolio, that position is excluded from the wealth management fee as Buckingham's affiliate, BSP, are compensated from the SA Funds.

BSP has contracted with DFA, an unaffiliated registered investment adviser, to buy and sell securities that fulfill the asset-class investment components of the SA Funds (with the exception

of the SA Worldwide Moderate Growth Fund). DFA uses a committee of investment professionals to manage the assets of these Funds. BSP relies on DFA as the SA Funds' sub-adviser to obtain best execution for all trading performed on behalf of the SA Funds.

BSP may contract with other mutual fund sub-advisers when additional funds are added to the Trust or should BSP determine that the continued use of DFA is not advantageous to the SA Funds or its shareholders. BSP and the Trust have obtained exemptive relief to change sub-advisers for any SA Fund by a vote of the Board of Trustees of the Trust. It may also retain others to perform accounting, administration, and shareholder services. See additional disclosure re: SA Funds under Item 14.

#### Tax Planning & Tax Compliance Services

In addition to providing advisory services, Buckingham also provides income tax preparation, tax planning, and tax compliance services to a number of clients. These services are provided under a separate engagement letter and Clients are under no obligation to utilize Buckingham for these services.

#### Outside Business Activities –Accounting Firms

Certain individual Associates of Buckingham may be actively engaged in the practice of public accounting or tax preparation services through independent accounting firms. Certain Associates may also have ownership in these independent accounting firms. Tax and/or accounting services provided by these individuals are separate and distinct from the advisory services of Buckingham and are provided for separate and typical compensation. There are no referral fee arrangements between Buckingham and these unaffiliated accounting firms. Any Associate engaged in accounting or tax services has disclosed this activity in their Brochure Supplement (Form ADV Part 2B). No Buckingham client is obligated to use these individuals for any accounting or tax services.

#### Outside Business Activities – Passive Ownership in Accounting Firm

Certain individual Wealth Advisors of Buckingham may have had ownership in an accounting firm. Some of these individual Wealth Advisors have maintained a minority passive ownership in an accounting firm as part of a transition of ownership of the accounting firm. Any Wealth Advisor with this continuing legacy passive ownership in an accounting firm has disclosed this ownership in their Brochure Supplement (Form ADV Part 2B).

#### Outside Business Activities

Michael Kitces, Head of Planning Strategy, maintains various outside business activities which operate independent from his role and employment at the firm. While Mr. Kitces is individually subject to the Firm's Code of Ethics and compliance requirements, these unaffiliated outside business activities are completely separate from the BSP/BSW business operations and any opinions/information shared by these outside businesses or on these outside business activities platforms are not the opinions of Buckingham or BSP. His unaffiliated outside business activities include Kitces.com, LLC, XY Planning Network, XY Investment Solutions, AdvicePay, New Planner Recruiting and fpPathfinder. Mr. Kitces is also engaged for consulting and speaking as well as serves as an advisory board member for Wealthbox CRM/Starburst labs and Timelineapp Tech Limited. The engagement by a client of Mr. Kitces or one of these outside business activities is separate and distinct from the advisory services provided by Buckingham and BSP. Mr. Kitces receives separate compensation or revenue from some of these outside business activities and these economic benefits are separate from the compensation he receives as an employee of Buckingham. Buckingham and BSP receive potential benefits from

these outside business activities from broader name recognition, industry thought leadership that can be provided to clients and third party BSP advisors, and client referrals.

Jeffrey Levine, Chief Planning Officer, maintains various outside business activities which operate independent from his role and employment at the firm. His outside business activities include Kitces.com, LLC, and Fully Vested Advice, Inc.. Mr. Levine is also engaged for consulting and speaking. Mr. Levine is also a Tax Planning Strategist for Holistiplan, a financial planning/tax planning software provider, which Buckingham utilizes and BSP recommends to independent advisors. Mr. Levine receives separate compensation or revenue from these outside business activities separate and apart from any compensation he receives as an employee of Buckingham. Buckingham and BSP receive potential benefits from these outside business activities from broader name recognition, industry thought leadership that can be provided to clients and third party BSP advisors, and client referrals. While Mr. Levine is individually subject to the Firm's Code of Ethics and compliance requirements, these outside business activities are completely separate from the BSP/BSW business operations.

#### **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

Buckingham, together with its affiliate BSP, has adopted a Code of Ethics for all supervised persons expressing the firm's commitment to ethical conduct. Buckingham's Code of Ethics describes its standard of business conduct and fiduciary duty to Clients and sets forth Buckingham's practice of supervising the personal securities transactions of associates with access to Client information. All supervised persons at Buckingham receive a copy of the Code of Ethics at the time of hiring and must acknowledge the terms of the Code of Ethics annually or more frequently if amended. Subject to satisfying the Code of Ethics and applicable laws, supervised persons of Buckingham and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Buckingham's Clients.

The Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of the supervised persons of Buckingham will not interfere with making decisions in the best interest of Clients or allowing employees to invest for their own accounts. It is the expressed policy of Buckingham that no person employed by the firm shall prefer his or her own interest to that of an advisory Client. It is the policy of Buckingham that its supervised persons shall place the interests of Clients first. Under the Code of Ethics, certain transactions have been designated as exempt transactions, based upon a determination that such transactions would not materially interfere with the best interests of Clients.

For a subset of supervised persons called access persons, trading is monitored for compliance with the Code of Ethics, and to reasonably prevent conflicts of interest between Buckingham and its Clients. Buckingham anticipates that it will generally recommend the purchase or sale of securities to current or prospective Clients in which Buckingham, its affiliates, the SA Funds, and/or other Clients, directly or indirectly, have a position or interest. All personal securities transactions of such access persons shall be conducted in a manner as to avoid any actual or potential conflicts of interest or any abuse of a position of trust and responsibility, or operate as a deceit. To supervise compliance with its Code of Ethics, Buckingham requires access persons to provide annual securities holding reports and quarterly transaction reports to the firm's

Compliance department. Buckingham also requires such access persons to receive approval from the Compliance department prior to investing in any initial public offerings or private placements.

Buckingham's Code of Ethics further includes the firm's policy prohibiting the misuse of material non-public information and protecting the confidentiality of client information. Buckingham requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

Current or prospective Clients may obtain a copy of Buckingham's Code of Ethics without charge by calling (314) 725-0455 and asking for the Compliance Department.

## **Item 12 – Brokerage Practices**

### **Investment Management Services**

Buckingham participates in the Fidelity Institutional Wealth Services (FIWS) program, sponsored by Fidelity Brokerage Services, LLC (Fidelity), the Schwab Advisor Services (SAS) program offered to independent investment advisors by Charles Schwab & Company, Inc. (Schwab). Fidelity and Schwab offer services to independent investment advisors that include custody of securities, trade execution, clearance and settlement of transactions. Fidelity and Schwab are independent unaffiliated SEC-registered and Financial Industry Regulatory Authority (FINRA) member broker-dealers and are members of SIPC.

Buckingham also has negotiated special bank money market and bank certificate of deposit (CD) rates that may not be available to retail investors through Enterprise Bank & Trust (Enterprise) and The Business Bank. Enterprise and The Business Bank are unaffiliated with Buckingham and are bank regulated entities.

With respect to retirement plans, 529 plans and after-tax annuities, Buckingham participates in the TIAA Financial Advisor Program offered to advisors providing fee-only investment management. Buckingham also utilizes Peoples Benefit Life Insurance Company, a division of AEGON and Nationwide for after-tax annuities.

The Fidelity and Schwab brokerage programs will generally be offered to advisory clients for the execution of mutual fund, registered closed-end fund, ETF and equity securities transactions. Buckingham regularly reviews these programs to ensure that its offerings are consistent with its fiduciary duty. These trading platforms are essential to Buckingham's service arrangements and capabilities, and Buckingham generally does not accept clients who direct the use of other brokers. As part of these programs, Buckingham receives benefits that it would not receive if it did not offer investment advice or if it did not participate in these programs. Fidelity and Schwab also provide certain economic benefits to Buckingham. (See the disclosure under Item 14 of this Brochure for further details.)

The Enterprise and Business Bank platforms are generally offered to clients who desire to have bank deposit accounts and who would like to maintain a higher cash or short-term time deposit allocation. Use of Enterprise and Business Bank require clients to open an account with these banking institutions. The Enterprise and Business Bank have provided certain benefits directly to Buckingham to allow Buckingham and BSP's back-office technology to link directly to these organizations. (See the disclosure under Item 14 of this Brochure for further details.)

As Buckingham will not request the discretionary authority to determine the broker-dealer to be used or the commission rates to be paid in these situations, clients must direct Buckingham as to the broker-dealer to be used. The commissions and transaction fees charged by these broker-dealers could be higher or lower than those charged by other custodians and broker-dealers. In directing the use of a particular broker-dealer, it should be understood that Buckingham will not have authority to negotiate commissions among various broker-dealers or obtain volume discounts. As such, best execution may not be achieved. Not all investment advisors require clients to direct the use of specific broker-dealers.

For fixed income portfolios and transactions, however, Buckingham requests that it be provided with written authority to determine the broker-dealer to use for client transactions and the costs that will be charged to clients for these transactions. Any limitations on this discretionary authority shall be included in this written authority statement. Clients can change or amend these limitations but such amendments need to be submitted to Buckingham in writing.

In fixed income portfolios, Buckingham will monitor the quality of services and client fixed income transactions, and approve the selection of those that will provide the best services at the lowest costs possible. The reasonableness of brokerage costs and "mark ups/mark downs" is based on the dealer's ability to provide professional services, competitive execution, expertise in specific securities or markets (securities availability), price competitiveness, speed of response, operational efficiency, market research, idea generation, bid strength, experience and financial stability, bid strength and other services that will help Buckingham in providing investment management services to clients.

Client trades in fixed income or equity transactions may be blocked with transactions where (1) Buckingham initiates each client transaction (2) or client transactions are initiated by Buckingham, BSP or an investment advisor utilizing the back office services of BSP or Buckingham. Block trading will be utilized to seek cost benefits for clients.

In the event block trades are only partially filled, allocations will be made on a fair and equitable basis considering the timing of orders and the ability to pro-rate partial trade fills from brokers and dealers. As necessary, the first order received meeting minimum lot size requirements may be allocated shares on a preferential basis. The fixed income trading desk of Buckingham and BSP are a single team handling orders related to Buckingham, BSP and investment advisors utilizing BSP's turnkey asset management services.

In certain circumstances, Buckingham and BSP exercise discretion to cross fixed income transactions between Buckingham client accounts and/or fixed income subadvised client accounts. Buckingham and BSP will effect cross trades in situations where it is determined that such transactions can be fairly priced for each account, it is judged to be in each client's best interest and where it believes that such transactions are appropriate based on each party's investment objectives and guidelines, subject to applicable law and regulation.

If a cross trade is advantageous for each client, Buckingham and BSP will seek to obtain at least three broker-dealer bids (or two bids plus another independent pricing source in the unlikely event three bids are unavailable) and compare the bids to the marketplace. Upon receiving the bids and evaluating the marketplace for trading in the security, if it is still appropriate to cross the security, Buckingham and BSP will choose to cross the security with the broker-dealer providing the highest bid. Upon selecting the highest bid broker-dealer, Buckingham and BSP will pre-negotiate the markup / markdown fee, which provides one of the primary advantages for crossing the trade: the ability to greatly reduce the bid/ask spread on the security, allowing the client to benefit in the form of a higher yield on the bond. Buckingham and BSP may have a potentially conflicting division of loyalties and responsibilities regarding both



parties to the transaction as both parties would be clients of Buckingham and/or BSP. However, Buckingham and BSP have adopted cross trades policies and procedures designed to manage these related conflicts. The policy establishes that a cross transaction may only be effected if the cross transaction provides a clear benefit to each participating client and further requires certain procedures are followed prior to the execution of the cross transaction.

Buckingham and BSP do not cross trades among any affiliated accounts and do not engage in any principal trades.

Where appropriate, as disclosed in Item 8, Buckingham may utilize interval funds in client portfolios. In limited circumstances, an interval fund may have a limited amount of capacity and may not be able to fulfill all purchase orders. In the event an interval fund purchase order is only partially filled, Buckingham would generally complete a pro-rata allocation for all clients participating in the purchase subject to a de minimis exception.

If an independent third-party separate account manager is utilized, that manager can have different brokerage practices and the client should review the disclosure documents and agreements of the utilized separate account manager.

### Trade Errors

In all circumstances involving trade errors caused by Buckingham, clients are "made whole." If the correction of the trade error by the Firm would otherwise result in a loss to the client, Buckingham is responsible for that loss.

Trade errors are usually corrected using a trade error account at each custodian. The correction of some trade errors will result in a loss and the correction of other errors will result in a gain. Correcting multiple trade errors using the trade error account during a quarter will cause losses and gains from trade errors to be netted against one another. Any balance in the trade error account remaining from trade error gains at the end of each quarter is donated to charity and any trade error losses at the end of each quarter will be paid by Firm.

For fixed income transactions, Buckingham may also correct trade errors by reallocating a purchased security to another client(s) account(s) in situations in which Buckingham determines such allocation will be in the clients' best interest. Such reallocations might prevent Buckingham from incurring trade error losses.

Buckingham may choose to use other methods of trade error correction if Buckingham believes an alternative method of correction is in the client's best interest and the method of correction will make the client whole.

### Employee Benefit Retirement Plan Services

Buckingham does not arrange for the execution of securities transactions as a part of this service for accounts held with retirement plan service providers. In such situations, transactions are executed directly through employee plan participation. For certain plans, however, Buckingham does arrange for execution of securities transactions for certain plans custodied with Fidelity and Schwab.

## Item 13 – Review of Accounts

### Investment Management Services

Account assets are supervised continuously and reviewed quarterly. Advisory personnel are assigned to each account. The review process contains each of the following elements:

- assessing client goals and objectives;
- evaluating the employed strategy(ies);
- monitoring the portfolio(s); and
- addressing the need to rebalance.

Additional account reviews can be triggered by any of the following events:

- a specific client request;
- a change in client goals and objectives;
- an imbalance in a portfolio asset allocation;
- market/economic conditions; and
- realizing tax losses in an account.

### Employee Benefit Retirement Plan Services

Plan assets are reviewed as necessary and according to the standards and situations described above for investment management service accounts.

Buckingham Retirement Solutions provides annual reports with fiduciary benchmarks to plan sponsors. Buckingham Retirement Solutions also provides quarterly information regarding investment returns and participant education that can be distributed by the sponsor or plan's administrator to the participants of the plan.

### Regular Reports Provided to Clients

All clients other than those utilizing employee benefit retirement plan services will receive quarterly performance reports from Buckingham that summarize the client's account and asset allocation. Quarterly reports typically include portfolio performance review, current positions, and current market value. Clients will also receive statements directly from independent qualified account custodians.

Clients utilizing Buckingham's employee benefit retirement plan services receive reporting services through their respective retirement plan service providers. For certain plans, however, Buckingham provides reporting services for certain plans custodied with Fidelity or Schwab

### Item 14 – Client Referrals and Other Compensation

As indicated under the disclosure for Item 12, Buckingham utilizes the services of Fidelity (FIWS) and Schwab (SAS). FIWS and SAS each respectively provide Buckingham with access to institutional trading and custody services, which are typically not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them. The services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

FIWS and SAS also make available to Buckingham other products and services that benefit Buckingham but might not benefit its clients' accounts. Some of these other products and services assist Buckingham in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of Buckingham's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting. On occasion, these custodians also provide training and education to Buckingham and BSP associates to better interface with the custodial platforms and may occasionally provide business entertainment to Buckingham personnel. At

times, these custodians will also pay for expenses (airfare and/or accommodations) associated with such training and education. Some of these same benefits are also available on the TIAA and AEGON platforms.

Many of these benefits and services generally are used to service all or a substantial number of Buckingham's accounts. Offered brokers also make available to Buckingham other services intended to help Buckingham manage and further develop its business enterprise. These services can include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing, and can also include discounts on compliance, marketing, research, technology and practice management products or services provided to Buckingham by third-party vendors. Buckingham does not enter into any commitments with any brokers for transaction levels in exchange for any services, products or economic benefits from brokers.

There is no direct link between Buckingham's participation in these programs and the investment advice it gives to its clients, though Buckingham receives economic benefits through its participation in the programs that are typically not available to retail investors. The benefits received by Buckingham through participation in the program do not depend on the amount of brokerage transactions directed to these custodians.

Buckingham receives economic benefits from Fidelity that include direct payment to vendors of Buckingham for events, professional development, technology and external consultants ("Support Services"). These Support Services are valuable and are a substantial direct meaningful economic benefit to Buckingham. The Support Services also present a conflict of interest as Buckingham could have an incentive to recommend Fidelity for custodial, brokerage and other services or expand use of Fidelity services as a result of these Support Services and other benefits provided by Fidelity. Without these Support Services, Buckingham would be required to purchase the same or similar services at its own expense. The fees that Buckingham charges will not be reduced by the value of the Support Services received. Fidelity provides the Support Services to Buckingham in its sole discretion and at its own expense, and Buckingham does not pay any fees to Fidelity for the Support Services. Buckingham and Fidelity have entered into a separate agreement to govern the terms of the provision of the Support Services. Buckingham's receipt of Support Services does not diminish its duty to act in the best interests of its clients.

Buckingham has received a direct economic benefit from Schwab in the form of direct payment to vendors for technology and external consultants ("Support Services"). These Support Services are valuable and are a substantial direct meaningful economic benefit to Buckingham, and also present a conflict of interest as Buckingham could have an incentive to recommend Schwab for custodial, brokerage and other services as a result of these Support Services and other benefits provided by Schwab. Without these Support Services, Buckingham would be required to purchase the same or similar services at its own expense. The fees that Buckingham charges will not be reduced by the value of the Support Services received. Schwab provides the Support Services to Buckingham in its sole discretion and at its own expense, and Buckingham does not pay any fees to Schwab for the Support Services. Buckingham's receipt of Support Services does not diminish its duty to act in the best interests of its clients.

While as a fiduciary Buckingham endeavors to act in its clients' best interests, Buckingham's requirement that clients maintain their assets in accounts at Fidelity or Schwab could be based in part on the benefit to Buckingham of the availability of some of the foregoing products, services and economic benefits, including expense reimbursement or direct vendor payment

and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which can create a conflict of interest.

FIWS and SAS also provide assistance to Buckingham's affiliate, Buckingham Strategic Partners, by subsidizing events to assist BSP in recruiting independent registered investment advisor clients. Buckingham does not work with either FIWS or SAS to recruit investor clients for Buckingham.

Fund companies including but not limited to, Dimensional Fund Advisors (DFA), Bridgeway Capital Management (Bridgeway), AQR, Stoneridge, BlackRock, Inc., and Vanguard also provide Buckingham and BSP assistance and economic support directly to providers in the production of seminars, podcasts, conferences and educational events, including providing educational speakers and sponsoring and exhibiting at conferences hosted by Buckingham or Buckingham's affiliate, BSP ("Support Services"). These Support Services are valuable and are a substantial direct meaningful economic benefit to Buckingham. The Support Services also present a conflict of interest as Buckingham could have an incentive to recommend one of these providers or expand use of a provider as a result of these Support Services and other benefits provided by these providers. Without these Support Services, Buckingham would be required to purchase the same or similar services at its own expense. The fees that Buckingham charges will not be reduced by the value of the Support Services received. These providers engage in providing these Support Services to Buckingham in their sole discretion and at their own expense primarily for educational and training purposes, and Buckingham does not pay any fees to these providers for the Support Services. Buckingham's receipt of Support Services does not diminish its duty to act in the best interests of its clients. In addition to Support Services, on limited occasions, these companies may also provide customary business entertainment to Buckingham personnel. Buckingham also receives software from DFA, in forming asset allocation strategies and producing performance reports.

On limited occasions, certain Buckingham professionals are invited by custodians, service providers, record-keepers, or fund companies to speak/present or attend a strategic planning meeting, that organizations conference or an industry conference for which that speaker or attendee will be reimbursed for travel expenses and receive a free conference attendance. This is an economic benefit for Buckingham to receive reimbursement for travel expenses and free attendance, however, neither Buckingham nor BSP have made any commitment to direct business to any of these companies as a result of the reimbursement of travel expenses and free conference attendance. In addition, speakers from Buckingham are offered an honorarium for speaking engagements, but it is the policy of Buckingham to direct the sponsor to donate such honorariums to a 501(c)(3) organization of Buckingham's choice.

DFA has also provided its own personnel and outside consultants for purposes of developing prospects for Buckingham and BSP, continuing education for Buckingham wealth advisors and BSP advisor clients and internal strategic planning for Buckingham and BSP. DFA, through a web-based service, provides referrals of investor clients to Buckingham. DFA makes such referrals to many investment advisors based on the geographic location of the prospective client.

Buckingham's website provides a link to Amazon.com and BarnesAndNoble.com for which Buckingham receives a fee for books purchased through that link.

Buckingham's affiliate, Buckingham Strategic Partners, receives further promotional (sponsorship and exhibitor) fees from various entities in connection with educational and

informational seminars and conferences. Buckingham Strategic Partners offers seminars and conferences to independent investment advisors utilizing Buckingham Strategic Partners' turnkey asset management services. Promotional fees for the seminars and conferences are paid by various entities, including broker-dealers and custodians through which Buckingham arranges client securities transactions, and third-party administration service providers that Buckingham recommends to certain retirement plans.

Buckingham also compensates affiliated persons of Buckingham or an affiliated company of Buckingham for client referrals. Clients should understand that these persons have an economic incentive to recommend the advisory services of Buckingham.

As disclosed under Item 10, Buckingham's affiliate Buckingham Strategic Partners is the investment manager, administrator, and shareholder servicing agent of the SA Funds. In certain instances, particularly where a client becomes a client of Buckingham through a transaction, a client may be invested in one or more SA Funds. There are no sales commissions with respect to these client's accounts purchases or sales of the SA Funds, these accounts will not pay a redemption fee in connection with the sale of SA Fund shares unless the redemption fee is paid only to the Fund and the existence of the fee was disclosed in the Fund's prospectus in effect both at the time of the purchase of such shares and at the time of such sale and the Client's account will not pay any investment advisory fee, investment management fee or similar fee with respect to the account assets invested in the SA Funds. However, an SA Fund may pay an investment advisory fee to Buckingham Strategic Partners for managing and/or advising the SA Fund.

Wendy Hartman serves on the Schwab Advisor Services Advisory Board (the "Advisory Board"). As described throughout this Form ADV, Buckingham may recommend that clients establish brokerage accounts with Schwab and/or its affiliates to maintain custody of the clients' assets and effect trades for their accounts. The Advisory Board consists of representatives of independent investment advisory firms who have been invited by Schwab management to participate in meetings and discussions of Schwab Advisor Services' services for independent investment advisory firms and their clients. Generally, Board members serve for two-year terms. Mrs. Hartman's term will tentatively end in March 2025. Advisory Board members enter into nondisclosure agreements with Schwab under which they agree not to disclose confidential information shared with them. This information generally does not include material nonpublic information about the Charles Schwab Corporation, whose common stock is listed for trading on the New York Stock Exchange (symbol SCHW). The Advisory Board meets in person or virtually approximately twice per year and has periodic conference calls scheduled as needed. Advisory Board members are not compensated by Schwab for their service, but Schwab does pay for or reimburse Advisory Board members' travel, lodging, meals and other incidental expenses incurred in attending Advisory Board meetings.

#### Payment of Referral Fees and Compensation

Buckingham, from time to time, compensates, either directly or indirectly, any person (defined as a natural person or a company), including CPA firms, for client referrals. These persons are referred to as promoters. Buckingham has also entered into a referral agreement with a Focus Partner, LVW Advisors, LLC where LVW Advisors, LLC may solicit and refer clients to Buckingham for a referral fee. Buckingham will also compensate affiliated persons, including associates, of Buckingham for client referrals. Certain Buckingham associates receive additional bonus compensation for the referral of new client relationships, the addition of new assets from existing clients and the continued service of existing clients.

Referral arrangements inherently give rise to a conflict of interest because the promoter is receiving an economic benefit for the recommendation of advisory services. Clients should understand that these persons have an economic incentive to recommend the advisory services of Buckingham, however, any referral fees incurred for successful solicitations are paid solely from Buckingham's investment management fees, and do not result in any additional fees or charges to the client. Rule 206(4)-1 of the Investment Advisers Act of 1940 addresses this conflict of interest by, among other things, requiring a description of the material conflicts of interest and material terms of the compensation arrangement with the solicitor. As such, appropriate disclosure shall be made, all required written instruments will be maintained by Buckingham and all applicable Federal and/or State laws will be observed.

### Participation in Custodian Referral Programs

#### Fidelity Wealth Advisor Solutions®

Buckingham participates in the Fidelity Wealth Advisor Solutions® Program (the "WAS Program"), through which Buckingham receives referrals from Fidelity Personal and Workplace Advisors LLC (FPWA), a registered investment adviser and Fidelity Investments company. Buckingham is independent and not affiliated with FPWA or any Fidelity Investments company. FPWA does not supervise or control Buckingham, and FPWA has no responsibility or oversight for Buckingham's provision of investment management or other advisory services.

Under the WAS Program, FPWA acts as a solicitor for Buckingham, and Buckingham pays referral fees to FPWA for each referral received based on Buckingham's assets under management attributable to each client referred by FPWA or members of each client's household. The WAS Program is designed to help investors find an independent investment advisor, and any referral from FPWA to Buckingham does not constitute a recommendation or endorsement by FPWA of Buckingham's particular investment management services or strategies. More specifically, Buckingham pays the following amounts to FPWA for referrals: the sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed income" assets by FPWA and (ii) an annual percentage of 0.25% of all other assets held in client accounts. In addition, Buckingham has agreed to pay FPWA a minimum annual program fee of \$50,000 to participate in the WAS Program. These referral fees are paid by Buckingham and not the client.

To receive referrals from the WAS Program, Buckingham must meet certain minimum participation criteria, but Buckingham may have been selected for participation in the WAS Program as a result of its other business relationships with FPWA and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"). As a result of its participation in the WAS Program, Buckingham may have a potential conflict of interest with respect to its decision to use certain affiliates of FPWA, including FBS, for execution, custody and clearing for certain client accounts, and Buckingham may have a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to Buckingham as part of the WAS Program. Under an agreement with FPWA, Buckingham has agreed that Buckingham will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover solicitation fees paid to FPWA as part of the WAS Program. Pursuant to these arrangements, Buckingham has agreed not to solicit clients to transfer their brokerage accounts from affiliates of FPWA or establish brokerage accounts at other custodians for referred clients other than when Buckingham fiduciary duties would so require, and Buckingham has agreed to pay FPWA a one-time fee equal to 0.75% of the assets in a client account that is transferred from FPWA's affiliates to another custodian; therefore, Buckingham may have an incentive to suggest that referred clients and their household members maintain

custody of their accounts with affiliates of FPWA. However, participation in the WAS Program does not limit Buckingham's duty to select brokers on the basis of best execution.

#### Schwab Advisor Network®

Buckingham also receives client referrals from Schwab through Buckingham's participation in Schwab Advisor Network® ("the Service"). The Service is designed to help investors find an independent investment advisor. As previously disclosed, Schwab is a broker-dealer independent of and unaffiliated with Buckingham. Schwab does not supervise Buckingham and has no responsibility for Buckingham's management of clients' portfolios or Buckingham's other advice or services. Buckingham pays Schwab fees to receive client referrals through the Service. Buckingham's participation in the Service may raise potential conflicts of interest described below.

Buckingham pays Schwab a participation fee ("Participation Fee") on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by Buckingham is a percentage of the fees the client owes to Buckingham or a percentage of the value of the assets in the client's account, subject to a minimum Participation Fee. Buckingham pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to Buckingham quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by Buckingham and not by the client. Buckingham has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs Buckingham charges clients with similar portfolios who were not referred through the Service.

Buckingham generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Buckingham generally would pay in a single year. Thus, Buckingham will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of Buckingham's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, Buckingham will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit Buckingham's fees directly from the accounts.

For accounts of Buckingham clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from Buckingham's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Buckingham will only execute individual fixed income trades outside of Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, for individual fixed income securities, Buckingham may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. Buckingham nevertheless acknowledges its duty to seek best execution of fixed income trades for client accounts.

### **Item 15 – Custody**

Clients should receive at least quarterly statements from the qualified custodian or bank that holds and maintains clients' investment assets. Buckingham urges its clients to carefully review such statements and compare such official custodial records to the account statements that may be provided to you by Buckingham. Buckingham's statements may vary from custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

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

For discretionary investment management accounts, Buckingham requires that the authority to determine which securities and the amounts of securities that are bought or sold be provided in writing. Any limitations on this discretionary authority shall be included in this written authority statement. Clients can change or amend these limitations but such amendments need to be submitted to Buckingham in writing. Discretion as an "investment manager" for certain retirement plans involves selecting available investments for the plan as well as creating model portfolios and making them available to participants.

### **Item 17 – Voting Client Securities**

The firm does not generally accept the authority to and does not vote proxies on behalf of advisory clients. Clients retain the responsibility for receiving and voting proxies for all and any securities maintained in client portfolios. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. Buckingham, however, may provide advice to clients regarding clients' voting of proxies.

In certain limited circumstances, however, Buckingham votes proxies as part of an advisor's role as trustee to a client. In such instances, the advisor will vote proxies in a manner consistent with the clients' stated goals. Those clients can obtain a copy of Buckingham's complete proxy voting policies and procedures by contacting Buckingham directly. Proxies that Buckingham votes on will always be voted in the best interest of the clients.

Clients should note that Buckingham will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients can direct Buckingham to transmit copies of class action notices to the client or a third party. Upon such direction, Buckingham will make commercially reasonable efforts to forward such notices in a timely manner.

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

Registered investment advisors are required in this Item to provide you with certain financial information or disclosures about their financial condition. Buckingham 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.