Item 1 – Cover Page

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CRD # 144601

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September 30, 2026

Part 2A Appendix 1 of Form ADV

Wrap Fee Program Brochure

This wrap fee program brochure provides information about the qualifications and business practices of Portfolio Resources Advisor Group, Inc. ("PRAG" or "we" or "the firm"). If you have any questions about the contents of this Brochure, please contact us at (305) 372-0299. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Portfolio Resources Advisor Group, Inc. is an SEC Registered Investment Adviser (RIA). Registration of an Investment Adviser with the SEC does not imply, in and of itself, any level of skill or training. This Brochure is intended, in part, to provide information that can be used to decide to hire or retain an Adviser.

Additional information about Portfolio Resources Advisor Group, Inc. is also available on the SEC's website at https://adviserinfo.sec.gov/firm/summary/144601.

Item 2 – Material Changes

We don't have any changes since our last annual amendment brochure dated October 15, 2025.

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

We will provide clients with a new Brochure as necessary based on changes or new information, at any time, without charge. Our Brochure may be requested by contacting us at the number above.

Additional information about Portfolio Resources Advisor Group, Inc. (hereinafter referred to as "PRAG" and/or "the firm" and/or "we") is also available through PRAG's Client Relationship Summary (CRS) at https://prginc.net/disclosures/pragcrs.html and via the SEC's website at https://adviserinfo.sec.gov/firm/summary/144601. The SEC's website provides information about any persons affiliated with Portfolio Resources Advisor Group, Inc. who are registered, or are required to be registered, as investment adviser representatives of Portfolio Resources Advisor Group, Inc.

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Item 4 – Services, Fees and Compensation

PRAG also offers non-wrap fee programs and certain administrative services such as performance reporting, which are disclosed in Part 2A of Form ADV and in Item 6 of this Wrap Fee Program Brochure.

Custodians utilized for the Wrap Fee Programs may include Pershing LLC., Schwab Institutional, Folio Investments, Inc., and any other custodian with whom PRAG may establish a relationship in the future.

Pershing LLC., provides custody, transaction, and banking services through PRAG's affiliated broker-dealer, Portfolio Resources Group, Inc. ("PRG") for accounts in the Wrap-Fee Program.

Services

PRAG offers Managed Account Solutions (Wrap-Fee Program). Under the Program, the client, and the investment adviser representative ("IAR") compile pertinent financial and demographic information to develop an investment program that will meet the client's goals and objectives. The programs offered are through third party money managers or platform managers in association with Envestnet Asset Management, Inc. ("Envestnet"), First Affirmative Financial Network (FAFN), or other independent money management technology platforms ("Management Platforms") that PRAG may utilize in the future.

PRAG will deliver an Investment Management Agreement (IMA), an Investment Policy Statement (IPS) or a Statement of Investment Selection (SIS) that provides details on fee structures and account services to be provided by the firm. These agreements are executed between Client, the IAR, and the firm. These programs typically function under a "wrap-fee" billing program which means that there is one total fee covering the cost of the portfolio manager, platform fees, transaction (custodial) costs, billing and reporting fees and the advisor fee. There are no additional charges to the client, other than the wrap-fee the client agrees to pay for the investment program selected, unless otherwise disclosed in the IMA and agreed to by the client. Wrap-Fee Programs offered are as follows:

- **Separately Managed Account Program (SMA):** In this program, assets are managed by institutional and/or independent money managers. This program includes Envestnet's manager due diligence (for approved managers only), assistance in evaluating separate account managers, and provides access to a range of managers and investment disciplines, including available managers not directly approved by Management Platforms (available managers). The program also includes money management, performance reporting, and associated services and support.

- **Unified Managed Accounts (UMA) and Multi-Manager Account (MMA) Programs:** These programs combine multiple investment styles facilitating diversification within an individually-managed account. The program includes professional money management, manager due diligence, and performance reporting. Additionally, the UMA and the MMA may include Management Platforms as overlay portfolio managers to manage the asset allocation of the account and coordinate trading across investment sleeves.

- **Third Party Strategist-ETF/Mutual Fund Wrap Program:** In this program, assets are allocated across a range of mutual funds and exchange-traded funds (ETFs). Clients may select one or more asset allocation portfolio strategies consisting of either mutual funds or ETFs. Accounts are managed on a discretionary basis. Management Platforms develop the portfolio asset allocation, select the underlying funds populating the respective model strategy and annually or as needed rebalances the client's account to the original allocation. This program offers investment strategies including Aggressive Equity; Growth Equity; Balanced with Growth; Balanced, Equity Income; and Income portfolios.

- **Impact Investing Wrap-Fee Program (PRAG-SRI Wrap):** Portfolios managed under social, environmental, and sustainability criteria take into consideration the individual objectives of each client, but may or may not represent the overall objectives of the client's total investment assets. PRAG recommends and employs various investment strategies utilizing managers who either screen their investments or base their entire investment approach on SRI and sustainability criteria.

Clients that participate in the Program are required to grant full discretionary investment authority to the IAR. The IARs use their discretion to replace investment vehicles, including sub-managers, when such a change is deemed necessary; to rebalance a client's account as agreed between the client and IAR; and to liquidate sufficient assets to pay the Program Fee when necessary and any other actions that the IAR deems appropriate.

The IAR recommends an asset allocation and constructs a portfolio based upon the client's needs and objectives. In some cases, managers supply the IAR with a model portfolio, and the

IAR invests client assets accordingly.

The IAR reviews the investment strategies and performance of a wide range of managers. From time to time, managers of non-traditional or alternative investment strategies are recommended to clients meeting the appropriate suitability criteria.

Clients are advised and should understand that:

- A manager's past performance is no guarantee of future results.
- There is a certain market, interest rate, and political risk which may adversely affect any advisor's objectives and strategies, and could cause a loss in a client's account(s);
- Client risk parameters or comparative index selections provided to the firm are guidelines only - there is no guarantee that index performance will be met or that risk parameters will not be exceeded; and
- An **Account Selection Review** document provides clients with an explanation of the possible alternatives to wrap-fee programs.

All accounts are managed by the selected independent or firm managers. Information collected by PRAG regarding selected managers is believed to be reliable and accurate, but the firm does not independently review or verify it on all occasions. All performance reporting will be the responsibility of the respective managers and/or as provided by Management Platforms. Such performance reports will be provided directly to the clients and the firm. The firm does not audit nor verify that these results are calculated on a uniform or consistent basis as provided by a manager directly to the firm or through the consulting service utilized by the manager or the firm.

Advisory Program Fees

The specific way fees are charged by PRAG is established in a client's written agreement (IMA) with PRAG. Fees are based on the assets in the account per the fee schedule and, in some instances, may be negotiated. Fees paid by the Client are allocated among applicable parties according to Client's written agreement (IMA) with PRAG and contractual agreements between these parties and PRAG.

Clients in the Program pay a Program Fee (Program Wrap Fee) from which Management Platforms pay PRAG and the sub-managers and other third-party service providers utilized by its technology platform. Neither PRAG nor any of PRAG's management persons has any other relationship or arrangement with any issuer of securities other than the ones listed in Item 10 of the firm Part 2A of Form ADV.

The Program Wrap Fee also includes investment management services which may include client profiling, strategic asset allocation, style allocation, research and evaluation of asset managers, ongoing monitoring of manager and account performance, asset manager hiring and termination, account rebalancing, account reporting, and other operational and administrative services. The percentage of the wrap-fee paid to managers typically varies from about 45 basis points (bps) to 85 bps but may be lower or higher depending on the program selected. The IAR may change managers under the discretion provided in the IMA or SIS, as long as the total wrap-fee remains the same or decreases. Any increase in the wrap-fee, due to a manager or program change, requires signed client approval. If a more expensive manager or program is selected by the IAR, the portion of the wrap-fee payable to the IAR will decrease accordingly, unless otherwise approved in writing by the client. IARs therefore have no inherent incentive to select more expensive managers or programs. However, the IAR may have an incentive to select less expensive strategies or programs since doing so may increase his or her fees. Nevertheless, all IARs function under a fiduciary standard to select the most suitable manager or strategy to meet client objectives. No portion of Advisor's compensation shall be based on capital gains or capital appreciation. Not all Programs offer all of the services listed above.

Fees are charged quarterly in advance or in arrears depending on the platform and calculated by multiplying the fair market value of the assets in the account as of the last trading day of the previous calendar quarter by the annual fee and then dividing the annual percentage fee by 365 calendar days in a year (366 in a leap year), then multiplying the result by the number of days in the quarter. Fees for the initial quarter are adjusted pro rata, based upon the number of calendar days in the calendar quarter that the adviser agreement goes into effect. Fair market value of assets for this purpose is normally as reflected on the account statement as received from the custodian, or the quarterly performance report received from the management platform, although on occasion adjustments may be necessary to reflect such items as interest accrued but not yet paid. Securities for which fair market values are not readily available are valued in good faith by the custodian or the management platform who does the billing. Fees are calculated on a pro-rata basis from the funding date for accounts opened during a quarter.

Some management platforms may charge fees in arrears (as for example, FAFN). These fees are charged quarterly in arrears at the end of each calendar quarter. Fees are due for services rendered in the previous three months and are, therefore, not refundable. Fees are calculated based on the Average Daily Balance throughout the quarter, by dividing the annual percentage fee by 365 calendar days in a year (366 in a leap year), then multiplying the result by the number of days in the previous three months and by the Average Daily Balance

throughout the quarter. Fees are calculated on a pro-rata basis from the funding date for accounts opened during a quarter.

As authorized in the Client Agreements, Management Platforms, acting as billing service provider, calculate the "Program Wrap Fee", and give instructions to custodians to debit from the Clients account the fees due. The account custodian withdraws advisory fees directly from the clients' accounts according to the custodian's policies, practices, and procedures. The custodian and/or management platform sends the client a statement at least quarterly indicating the amount disbursed from the account including the amount of advisory fees paid to PRAG. The custodian of the account, not PRAG, holds all customer assets. Annual management wrap-fees for accounts utilizing firm sponsored or independent third-party managers in association with the firm's management platform will not exceed the following rates:

Program Wrap Fee Schedule:

Account Value	Annual Fee
First $500,000	2.75%
Next $500,000	2.75%
Next $4 million	2.50%
Above $5 million	2.25%

Fees are outlined in each respective manager's Form ADV and Advisory Contract. The firm will be paid an on-going fee based upon a percentage of each client's assets under management with respect to each manager. Each client will receive an advisory agreement (IMA or SIS) in which the total wrap-fee is disclosed before signing. The total wrap-fee is negotiable. PRAG will make all recommendations independent of fee considerations. The firm's recommendations will be based solely on its obligation to consider first and foremost a client's objectives, needs, and best interests. An **"Account Selection Review"** document provides clients with an explanation of the alternative options to a wrap-fee managed account, including non-wrap fees, non-discretionary managed accounts, or various types of brokerage accounts.

If there is insufficient cash in the account at the time the Program fee is to be debited from the account, the Advisor may sell assets to generate sufficient cash to pay the Program fee. This may create a taxable gain or tax loss for the client.

Minimum Fees

The custodian that executes transactions and holds securities, and the technology platform that provides performance reporting, billing, and other functions, may have minimum fees that can impact the asset-based fee (expressed in basis points or percentages) that is charged for a particular program. Minimum fees become effective if the account assets under management fall below the recommended minimum investment size. Minimum fees need to be considered when selecting an investment program. Depending on the amount of funds available for investment, minimum fees can raise the percentage cost of assets under management of a program.

Minimum fees on wrap-fee programs vary depending on the specific Program and Sub-Manager with ranges typically between $100-$500 annually.

Certain Investments may charge their own fees, such as mutual funds, ETFs, and alternative investments. Please see the prospectus or related disclosure document for information regarding these fees.

Generally, PRAG purchases no-load mutual funds that do not generate sales charges. Load and no-load mutual funds may pay annual distribution charges, sometimes referred to as 12b-1 fees. 12b-1 fees come from fund assets, therefore, indirectly from client assets. While PRG may receive 12b-1 fees from investments custodied at Pershing, Advisory Representatives who are also PRG Registered Representatives are not eligible to receive such fees. The receipt of such fees could represent a potential conflict of interest.

All fees may be subject to negotiation. When negotiating fees, factors considered, but not limited to, include: (i) clients with multiple accounts; (ii) size of the account; (iii) a prior or existing relationship; and (iv) a client's needs or financial characteristics. Since fees may vary, clients with existing accounts may be charged fees that do not precisely match the foregoing fee schedules, or the fees paid by other clients. Lower or higher fees for comparable services may be available from other sources.

Other costs that may be assessed and that are not part of those outlined above include dealer mark-ups, electronic fund and wire transfers, spreads paid to market-makers and/or a bond desk, and exchange fees, among others. The broker/custodian may charge client certain additional and/or minimum fees and such fees will be disclosed to the client by the custodian of the Program, or in the IMA.

The Program wrap fee does not include: (i) annual account fees or other administrative fees, such as wire fees, charged by custodians (ii) certain odd-lot differentials, transfer taxes, transaction fees mandated by the Securities Act of 1934, and charges imposed by law with regard to transactions in the client's account; and (iii) advisory fees, expenses or sales charges (loads) of mutual funds (including money market funds), closed-end investment companies or other managed investments, if any, held in client's account.

PRG, as broker-dealer, may receive compensation from its clearing firm, Pershing LLC, based on the value of credit balances in accounts. If cash is swept into a money market

fund, PRG receives compensation based on the value of assets in these funds as broker-dealer. Thus, PRAG and/or PRG may have an incentive to recommend that clients select money market funds as a sweep vehicle that pays more compensation to PRG than other funds.

PRAG has the right to change any or all its fee schedules with 30 days written notice.

Although PRAG believes its fees are reasonable considering the services provided, clients should be aware that the wrap program may cost the client more or less than purchasing such services separately and will depend on the trading activity in the client's account. The cost of non-wrapped investment advisory services may be lower than investment advisory services provided under the wrap program. Because PRAG could in some instances receive more compensation from a client from the client's participation in the Program than if the client received advisory services and brokerage services separately, PRAG may have a financial incentive to recommend the Program to clients over other types of advisory services. PRAG may give advice to others that may be different from the advice given to Program clients.

Clients should consider the value of the additional consulting services when making such comparisons. The combination of custodial, consulting, and brokerage services may not be available separately or may require multiple accounts, documentation, and fees. In addition, certain advisors may not be available to certain clients outside the consulting relationship because of minimum account sizes, fee schedules, geographic availability, or other factors. A non-wrapped pricing arrangement may be more cost effective for accounts that do not experience frequent trading activity. Because of the single fee charged to a Program account, PRAG may be regarded as having a conflict of interest in that it may realize a greater profit on a Program account with a relatively low rate of portfolio turnover compared to other types of accounts, assuming the same level of fees. On the other hand, market conditions may make such separate services more expensive if a manager suddenly finds it necessary to increase trading activity in a volatile market. Wrap fees are intended to protect clients against such unknown variables. Since no one can predict in advance the amount of trading a program may engage in, it is impossible to predict which fee arrangement may be most economical. Annual reviews may help a client determine whether to continue with a wrap fee program going forward, but there is no guarantee that future events may reverse the validity of a backward-looking analysis and decision.

ACCOUNT TERMINATION

Account agreements may be terminated by either party upon written notice in accordance with the respective managers' disclosure documents. Pre-paid fees will be refunded in accordance with each respective manager's agreement and disclosure documents. If a client terminates his participation in the Program within five business days of inception, the client will receive a full refund of the Fee, less any transaction or service fees that may have been incurred due to the purchasing of securities in the account.

Upon written receipt of notice to terminate its Client Agreement with any of PRAG's investment advisory Programs, and unless specific transfer instructions are received, PRAG and its agent will, in an orderly and efficient manner, proceed with liquidation of the Client's account, unless client requests that positions not be liquidated and transferred out. There will not be a charge by PRAG for such redemption; however, the Client should be aware that certain mutual funds impose redemption fees as stated in each company's fund prospectus in certain circumstances. Also, maximum annual transactions permitted in a wrap-fee program may be exceeded if the investments in an account are liquidated in a particular month. In such cases, an extra "fee per transaction" will be charged, but only for those transactions that exceed the maximum yearly limit. Clients must also keep in mind that the decision to liquidate securities or mutual funds may result in tax consequences that should be discussed by the client with their own tax advisor.

Factors that may affect the orderly and efficient manner of such liquidations would be size and types of issues, liquidity of the markets, and market makers' abilities. Should the necessary securities' markets be unavailable, and trading suspended, efforts to trade will be done as soon as possible following their reopening. Due to the administrative processing time needed to terminate client's investment advisory service and communicate the instructions to client's Investment Advisor or managers, termination orders received from clients are not market orders; it may take several business days under normal market conditions to process the client's request. During this time, the client's account is subject to market risk. PRAG and its agent are not responsible for market fluctuations of the client's account from time of written notice until complete liquidation. All efforts will be made to process the termination in an efficient and timely manner.

Item 5 – Account Requirements and Types of Clients

PRAG generally provides portfolio management services to individuals, high net worth clients, and corporations or other businesses. The minimum account size for opening an account is typically $100,000. These minimums may be lower depending on the specific strategy.

Item 6 – Portfolio Manager Selection and Evaluation

Clients make the decision to select PRAG as their portfolio manager. PRAG evaluates individual portfolio managers in terms of performance goals and replaces managers as appropriate. PRAG or any of its related persons may act as

the portfolio manager in the wrap fee program. PRAG may use outside managers to manage portfolios in the wrap program. PRAG uses industry standards to measure the performance of its portfolio managers. PRAG utilizes the technology provided by Management Platforms to evaluate managers, track performance, and evaluate such performance against the appropriate market indices. Such analysis includes evaluation of portfolio manager's underlying investment philosophy, how that philosophy is manifested in security buy and sell decisions, statistical analysis of historical performance results, experience, management style and other factors including style drift. Industry standards to measure quantitative performance include those standards that are consistent with the fair and ethical presentation of historical investment performance as well as the biases that have characterized a given manager's investment approach. Management Platforms provide access to two types of managers: "approved" and "available" managers. For "approved managers", Management Platforms provide reviews and due diligence. These "approved managers" are the ones in the top 40% of its peer group as measured against all managers in the appropriate set of Morningstar categories. This process uses the PC Quantitative Risk/Return Ranking Model with three or five years of actual monthly performance to select managers that perform at the top of their peer group. Clients may select from either "approved" and/or "available" managers, on which audit reviews are not made.

- Client's Investment Advisor Representative evaluates portfolio managers' performance and recommends an appropriate selection to Client based on client needs and investment goals. PRAG and IARs may have a conflict of interest in recommending themselves as portfolio managers to their own clients.
- PRAG advisors are ethically obligated to make investment recommendations only in the best interests of the client irrespective of any other consideration. In addition, Client is under no obligation to participate in any recommended investment program. All possible material conflicts of interest are disclosed which could be reasonably expected to impair the rendering of unbiased and objective advice.

Advisory Business

The firm presently offers the following types of advisory services:

I. Managed Account Solutions (Wrap Fee Program)
II. Non-Wrap Fee Programs
III. PRAG Investment Consulting (PRAG-IC)
IV. Financial Planning

TYPES OF ADVISORY SERVICES (TYPES OF INVESTMENTS):

I. Managed Account Solutions (Wrap Fee Program)

The "Wrap Fee Programs" offered are typically through third party money management platforms such as Envestnet Asset Management, Inc., First Affirmative Financial Network (FAFN), and other management platforms that PRAG may utilize in the future.

Wrap Fee Programs are managed by PRAG under the Management Platforms in the same manner as described in this document.

PRAG will deliver Investment Management Agreement (IMA) Disclosure Documents or a Statement of Investment Selection (SIS) for details on fee structure and account services. These programs function under a "wrap-fee" billing program which means that there is one total fee covering the cost of the portfolio manager, platform fees, transaction (custodial) costs, and the advisor (PRAG) fee. Management Platforms, acting as billing service provider, calculate the "Program Wrap Fee", and give instructions to custodians to debit from the Clients account the fees due. Either Management Platforms pay the applicable parties, or the custodian pays PRAG and PRAG then pays the applicable parties. "Program Wrap Fee" includes the cost of Sub-Managers, Model Providers, the Platform fee which includes reporting and billing, the Advisory fee (PRAG's Advisory fee) and the custodian fee. There are no additional charges to the client other than the program wrap-fee the client agrees to for the investment program selected on the Management Platforms, unless otherwise disclosed in the IMA and agreed to by the client. The custodian that executes transactions and holds securities, and the technology platform that provides performance reporting, billing and other functions, may have minimum fees that can impact the asset-based fee (expressed in basis points or percentages) that is charged for a particular program. Minimum fees become effective if the account assets under management fall below the recommended minimum investment size. Minimum fees need to be considered when selecting an investment program. Depending on the amount of funds available for investment, minimum fees can raise the percentage cost of assets under management of a particular program. These programs are as follows:

- **Separately Managed Accounts (SMA):** In this program, assets are managed by institutional and/or independent money managers. In some cases, the program may include Envestnet's manager due diligence (for "approved managers" only), assistance in evaluating separate account managers, and provides access to a wide range of managers and investment disciplines, including available managers not directly approved by Management Platforms ("available managers"). The program also includes professional money management, performance reporting, and associated services and support.

- **Unified Managed Accounts (UMA) and Multi-Manager Account (MMA) Programs:** These programs combine multiple investment styles facilitating diversification within an individually managed account.

The program includes professional money management, manager due diligence, and performance reporting. Additionally, the UMA and MMA may include Management Platforms as overlay portfolio manager to manage the asset allocation of the account and coordinate trading across investment sleeves.

- **Third Party Strategist-ETF/Mutual Fund Wrap Program:** In this program, assets are allocated across a range of mutual funds or ETFs. Clients may select one or more asset allocation portfolio strategies consisting of either mutual funds or exchange- traded funds (ETFs). Accounts are managed on a discretionary basis. Management Platforms develop the portfolio asset allocation, select the underlying funds populating the respective model strategy and annually rebalance the client's account to the original allocation. This program offers investment strategies including Aggressive Equity, Growth Equity, Balanced with Growth, Balanced, Equity Income and Income portfolios.

- **Impact Investing Wrap-Fee Program (PRAG-SRI Wrap):** Portfolios managed under social, environmental, and sustainability criteria take into consideration the individual objectives of each client, but may or may not represent the overall objectives of the client's total investment assets. PRAG recommends and employs various investment strategies utilizing managers who either screen their investments or base their entire investment approach on SRI and sustainability criteria. PRAG has a management agreement with First Affirmative Financial Network (FAFN), an advisory firm that specializes in SRI investing solutions. PRAG advisors have access to the strategies and managers under the FAFN network.

II. Non-wrap-fee programs

Non-wrap-fee programs are also available. In these programs, the custodial or transaction portion of the fees is charged on a transactional basis, rather than as a fixed cost based on assets under management. This approach may make sense for managing fixed income portfolios, for example, where the number of transactions is smaller in number than in an equity portfolio. These non-wrap-fee portfolios are explained in the firm ADV Part 2A brochure.

III. PRAG Investment Consulting (PRAG-IC)

Selected Registered Investment Advisors (RIAs) are evaluated by the firm for client use. PRAG-IC services may include assisting clients in identifying their investment objectives and matching personal and financial data with a select list of investment managers that meet the PRAG-IC minimum quantitative and qualitative criteria. The intent of the program is to have a selected list of high quality and recognizable independent investment management firms from which one or more managers are selected to handle the day-to-day management of client accounts.

Managers selected for use by clients under the PRAG-IC program need to meet several quantitative and qualitative criteria. Among the criteria that may be considered are the manager's experience, assets under management, performance record, client retention, the level of client services provided, investment style, buy and sell disciplines, capitalization level and the general investment process. Each advisor must have a client profile that outlines the client's stated objectives and risk tolerance.

There is the potential for a conflict of interest in that PRAG could be motivated to recommend its sponsored Programs to clients, however, PRAG "approved" managers are evaluated with the same criteria and parameters as any other manager on recommending investment to clients.

When recommending outside investment managers, the firm first analyzes the client's existing portfolio, if applicable, to determine the investment style that will best facilitate the desired diversification of the portfolio. The firm then identifies strategies or managers who exhibit the desired investment attributes. The firm helps the client measure the performance of the managers by making comparisons to appropriate benchmarks. Depending on client objectives, the firm may advocate an active or passive investment strategy using a diversified approach. Each Client's account is managed on the basis of the Client's financial situation and stated investment objectives, in accordance with the Client's reasonable investment restrictions imposed by Client on the management of the assets in the account. Clients will be contacted at least annually by their Advisor Representative to confirm whether there have been any changes to the Client's financial situation, investment objectives or if Client would like to impose or modify investment restrictions on the account.

The firm utilizes a team approach in designing and supervising client portfolios, including a strategic relationship with independent money management technology platforms such as Envestnet Asset Management, Inc., First Affirmative Financial Network (FAFN), and FINRA & SIPC member broker/dealers such as Portfolio Resources Group, Inc., Schwab Institutional, and custodians., and any other custodian with whom PRAG may establish a relationship in the future.

The firm has access to independent consultants and financial publications to obtain information about companies and managers. The firm also uses research materials prepared by others, academic studies, third-party databases, and other publicly available information.

The firm may at any time terminate the relationship with an advisor that manages clients' assets. Factors involved in the

termination of an advisor may include a failure to adhere to management style or clients' objectives, a material change in the professional staff of the advisor, unexplained poor performance, dispersion of client account performance, or the firm's decision to no longer include the advisor as one of its approved program managers.

IV. Financial Planning

Upon specific request by the client, the Firm may provide either financial consulting or a comprehensive financial plan tailored to meet the client's needs and investment objectives as described by the client. These services may include but are not limited to the following: identification of financial goals, preparation of financial condition statements, stock option exercising strategies, cash flow, net worth, and income tax projections, insurance analysis, education funding options, retirement planning, retirement plan distribution strategies, estate tax analysis and planning, business planning, charitable planned giving, and asset allocation analysis. During meetings with the client the investment philosophy, risk tolerance and investment objectives are discussed.

When appropriate, the firm encourages clients to use the services of an estate attorney and makes clear that the firm does not render legal, accounting, or tax advice. The firm will also not advise the client or act for the client in any legal proceedings, including bankruptcies, involving securities held or previously held, or the issuers of those securities. The firm will not vote proxies for securities held in client accounts. The protocol for the voting of proxies is disclosed in the Investment Management Agreement (IMA).

Performance-Based Fees and Side-By-Side Management

PRAG 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), however, alternative investment managers available to clients on the Envestnet platform may do so.

Methods of Analysis, Investment Strategies and Risk of Loss

Our investment strategy begins with an understanding of a client's financial goals. Advisors use demographic and financial information provided by the client to assess the client's risk profile and investment objectives in determining an appropriate plan for the client's assets. Investment strategies ordinarily include long or short-term purchases of stock portfolios, mutual funds, and fixed income securities.
Investment recommendations are based on an analysis of the client's individual needs and are drawn from research and analysis. Security analysis methods may include fundamental analysis, technical analysis, charting, and cyclical analysis.

Fundamental analysis: Concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis: Attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Charting analysis: Involves using and comparing various charts to predict long and short-term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be assuming that past performance will be indicative of future performance. This may not be the case.

Cyclical analysis: Assumes that the markets react in cyclical patterns, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

Information for this analysis may be drawn from financial newspapers and magazines, research materials prepared by others, annual reports, corporate filings, prospectuses, company press releases, and corporate ratings services.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. Some of the primary risks of investing are summarized below:

- **Interest-rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar next year will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Political Risk:** Inflation is considered by many economists to be a strictly monetary phenomenon. Too much money chasing too few goods causes prices to go up. Governments may print money in an attempt

to inflate their way out of the debt they have incurred through too much spending. Likewise, governments can enact legislation that restricts free markets and stifles economic growth affecting corporate profits.

- **Regulatory Risk:** Clients should not expect SRO's or government regulators to always be there to protect them against fraud or bad investments. It is a client's responsibility to carefully evaluate their investments and the risks associated, to regularly review their investment statements, and to ask questions if they do not understand an investment product or strategy. It is likewise recommended that clients carefully select an advisor based on reputation, knowledge, experience, and shared ethical values. Likewise, over-regulation or punitive fines and tax policies may create unfriendly conditions for businesses in a particular country or state, lowering the value of investments in that jurisdiction.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Client should be aware that certain types of investment strategies have types of risk. Clients who choose to follow high-risk strategies should be aware of the possibility of significant losses up to and including the possibility of the loss of all assets placed in the strategies. That is why it is strongly recommended that Clients diversify their investments and do not place all their investments in high-risk investment strategies. Strategies that invest in international securities involve special additional risks, as currency risk, political risk and risk associated with varying accounting standards. Investing in emerging markets may accentuate these risks. Strategies that invest in small, capitalized companies involve higher risk of failure and low trading volumes. Growth strategies can perform differently from the market as a whole and can be more volatile than other types of stocks. High-yield bond strategies invest in lower-rated debt securities and involve additional risks because of the lower credit quality of the securities and increased risk of default. Concentrated, non-diversified or sector strategies as subject to share price fluctuations and to increased industry-specific risks. Municipal investment strategies can be affected by adverse tax, legislative or political changes and the financial condition of the issuers of municipal securities. Certain ETFs in the Third-Party Strategist-ETF/Mutual Fund Wrap Program may utilize leveraged equity ETFs. The use of leverage by an ETF increases the risk to the portfolio. The more a portfolio invests in leveraged instruments, the more the leverage will magnify gains or losses on those investments. Due to the complexity and structure of these portfolios, they may not perform over time in direct or inverse correlation to their underlying index. Tactical and dynamic investment strategies may involve more frequent trading than the traditional "buy-and-hold" investment strategies. Such trading can increase transaction costs and create more short-term tax gains than Client may be used to seeing in other types of strategies.

Voting Client Securities

PRAG does not vote proxies. Clients can authorize investment managers to vote on proxy requests on their behalf in their client agreements. Please refer to the respective investment manager's Form ADV for a full disclosure of its proxy voting policies and procedures. Clients should contact their financial consultant if they have any questions and/or to obtain this information. Protocols for voting proxies are disclosed in the IMA.

Item 7 – Client Information Provided to Portfolio Managers

PRAG may forward new account documents to other portfolio managers in which Client express an interest. Client's information will be used as needed for settling of trades, transfer of funds or securities or other information necessary to satisfy client financial activity. Updated information will be sent to the portfolio managers upon Client notification to PRAG of any changes to the Client's financial situation, investment objectives or if Client would like to impose or modify investment restrictions on the account.

Item 8 – Client Contact with Portfolio Managers

Clients may not generally communicate with portfolio managers directly. Investment advisor representatives may, however, arrange for such communications to help their clients better understand a strategy or even arrange for clients to participate in a conference call with a manager discussing market conditions. Consultations beyond normal business

practices may require additional negotiated fees.

Item 9 – Additional Information

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to client evaluation of PRAG or the integrity of PRAG's management.

It is Portfolio Resources Advisor Group (PRAG) policy to disclose to its clients and prospective clients all facts that might be material to an evaluation of PRAG's integrity. Although PRAG has not been the subject of any material legal or disciplinary events, we voluntarily disclose the following regulatory actions against its affiliated broker/dealer (BD), Portfolio Resources Group, Inc. (PRG):

On March 2018, our affiliated BD, Portfolio Resources Group, Inc. voluntarily entered into a Letter of Acceptance, Waiver and Consent ("AWC") with FINRA, without admitting or denying the findings, settling an alleged rule violation pertaining to the implementation of adequate Anti-Money Laundering Compliance Procedures to detect and document its detection of some activities that may be considered suspicious. Specifically, it referred to accounts with cash but no securities transactions. The Firm updated its procedures to properly document the detection and documentation of such activities in compliance with FINRA Rule 2010 and 3310(a).

On December 2012, without admitting or denying the findings, our affiliated BD, Portfolio Resources Group, Inc. voluntarily entered into a Letter of Acceptance, Waiver and Consent ("AWC") with FINRA settling an alleged rule violation pertaining to the written fee agreements that the firm used for certain of its customers. The firm used a fee agreement which provided that in lieu of charging its customers a standard commission on a transaction-by-transaction basis, instead, the firm would charge an annual fee, plus a lower fixed "ticket charge" and a postage/handling fee. FINRA identified 139 total trades done from 2005 – 2011 that were inadvertently charged a commission in addition to the fee in the agreement. This represented [well] less than one-tenth of 1% of the total number of trades the firm transacted over those years. During the period cited, there were no customer complaints regarding the fee agreement. In order to provide additional clarity in the agreement and to avoid any recurrence of the activity that is the subject of the AWC, the BD has since amended its Admin Fee Agreement and its procedures. A new detailed agreement has been signed by effected clients.

On April 2007, our affiliated BD, Portfolio Resources Group, Inc. voluntarily entered into a Letter of Acceptance, Waiver and Consent ("AWC") with the NASD regarding 59 transactions not reported in a timely manner through the Trade Reporting and Compliance Engine (TRACE) and failing to report 16 trades executed through a managed account trading intermediary but identified with the Firm's Market Participant ID code.

Other Financial Industry Activities and Affiliations

PRAG is affiliated with Portfolio Resources Group, Inc. ("PRG"), a Miami-based FINRA, SIPC, MSRB, and FSI member broker/dealer. Some Associated persons of the firm conduct broker/dealer commission related business through PRG. In this capacity, some associated persons are involved in the sale of various types of securities, including, but not limited to, stocks, fixed income, options, variable annuities, mutual funds, REITs, and BDCs. As a broker/dealer, PRG, its clearing firm and/or custodians may have trade errors that result in a profit or loss to them. Broker/dealers and custodians have controls in place to limit such trade errors and E&O insurance to cover losses. Such errors should not impact segregated client accounts.

Certain IARs are separately licensed as insurance agents/brokers for various independent insurance companies. These individuals may spend as much as 80% of their time on these non-advisory activities. In their capacities as registered representatives or as independent insurance agents, clients will be charged separately from their advisory services.

PRAG may recommend that clients establish brokerage accounts at PRG with custody at Pershing. It may also recommend that clients open accounts at Schwab Institutional, or at other custodians with whom PRAG may have a relationship (collectively "the custodians") to maintain custody of client assets and to effect trades for their accounts. The custodians are FINRA registered broker-dealers, and members of SIPC. However, it is the client's decision to custody assets with a particular custodian. PRAG is not affiliated with any custodian or clearing firm.

Code of Ethics

PRAG has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of "rumormongering," restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at PRAG must acknowledge the terms of the Code of Ethics annually, or as amended.

PRAG advisors may buy or sell securities that are recommended to clients. PRAG's employees and persons associated with PRAG are required to follow the Code of Ethics.

Subject to satisfying this policy and applicable laws, officers, directors, and employees of PRAG and its affiliates may trade for their own accounts in securities that are recommended to and/or purchased for PRAG clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of PRAG will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of PRAG's clients. In addition, the Code requires pre-approval of many transactions, and restricts trading near client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between PRAG and its clients.

Block Trades: Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with PRAG's obligation of best execution. In such circumstances, the affiliated and client accounts will share clearing costs equally and receive equity securities at a total average price. PRAG will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the order. Fixed-income trades by related persons may be done at the same time as client trades as long as limited allocations are done on a pro-rata basis. Spreads may vary according to the allocation size.

The accounts of certain employees, or related persons, may be managed similarly to, or differently from, many client accounts. As a result, securities held in employee portfolios may be substantially the same as securities owned by clients of the firm. In any purchase or sale by the firm and/or employees of the firm, client transactions are completed prior to the initiation of any transaction for employees or related person accounts, or at the same time as those of clients. The latter case should occur only where the client is either not negatively impacted or may actually be helped by achieving a better price or greater liquidity. Related persons or employees who are in model driven investment programs will be executed under equal conditions with clients. Employees or related persons are prohibited from trading ahead of clients in either buys or sells.

PRAG or its personnel may recommend to clients or effect transactions for client accounts in securities in which a director, officer, or employee of PRAG, or another related person of PRAG, may also be invested. This poses a possible conflict of interest to the extent that transactions in such securities on behalf of PRAG clients may advantage such related persons. However, PRAG and its personnel are constrained by fiduciary principles to act in their clients' best interests when managing their accounts. PRAG monitors activity in client accounts in an effort to ensure that transactions are appropriate, and any such conflicts are resolved in a manner that is fair and equitable to clients.

Access persons are required to report their trading activities. Access persons have restrictions on personal trading in securities in which the firm purchases for clients. The firm has adopted a Code of Ethics to govern the personal trading by such access persons. In addition, the firm has an Insider Trading Policy applicable to all its employees, which prohibits the use of material inside information in connection with personal transactions.

The Code of Ethics and trading policies are overseen by the Chief Compliance Officer, who is responsible for the review of such transactions. A copy of the firm's Code of Ethics is provided to all employees. The firm's Code emphasizes the firm's philosophy of honesty, integrity, and professionalism, setting forth standards of conduct expected of the firm's personnel, promoting honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and promoting compliance with applicable government laws, rules and regulations. The firm's investment advisors are fiduciaries that have the responsibility to render professional, continuous, and unbiased investment advice to clients. Advisors owe clients a duty of care, loyalty, honesty and good faith, and fair dealing and must always act in the client's best interest. All personnel have the obligation to uphold this duty. A free copy of the firm's Code of Ethics is available to clients upon request.

PRAG clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Nora Camejo at 305- 372-0299 Extension 417 or at ncamejo@prginc.net.

Review of Accounts

Investment Advisor Representatives are required to review all managed accounts on an annual basis or more frequently if warranted. PRAG requires that all client managed accounts be linked to Management Platforms for purposes of billing and performance reporting, except in those cases where an independent manager is providing their own billing and performance reporting which has been approved by PRAG. This approach provides third party reporting of asset values independent of both the firm and the advisor representative, assuring that clients receive impartial arms-length portfolio valuations.

The Investment Committee is a consultative body that confers, from time to time, to analyze market conditions and discuss general investment ideas and/or review specific products that may be suitable for clients. Members of the committee are available to Investment Advisor representatives for consultations regarding individual client portfolios, or the suitability of specific products. The Committee recommends that Investment Advisor Representatives review the following with clients at least once a year: investment objectives, targeted allocation, current asset allocation, suitability, performance, number of trades, monthly distributions, concentrated positions, diversification, and outside holdings.

Following a supervisory review, a decision may be made as to the required frequency of subsequent reviews, such as either quarterly or semi-annually. Examples of situations that could warrant monthly account reviews include the following: performance that is not in line with the client's "downside risk tolerance"; change in investment objective; significant addition or withdrawal of capital from the account; current allocation and targeted allocation inconsistency; frequency of trades not in line with objectives and current account type; concentrated positions that could lead to volatility; important changes in market conditions; and notification of a material change in the client's financial status. The firm will only guarantee an annual review, unless quarterly or monthly reviews of account activity are requested in writing by the client. The firm will not be responsible for monthly reviews if the client does not request it. There may be additional charges for monthly performance reporting if requested by client.

With respect to all the Programs, the firm or its agent will provide to each client quarterly portfolio performance reports of the client's account(s) which will include a review and evaluation of the client's portfolio in light of the client's investment goals and objectives. Each performance report will include a reminder to the client to contact the firm if there are any changes in the client's financial situation or other pertinent information and will disclose the method by which the client may make such contact.

For all managed accounts, in addition to the portfolio performance reports as described herein, the firm, through its clearing broker/dealer or TAMP, will transmit to clients (and where appropriate to the applicable investment advisor) the following reports:

- Trade confirmations reflecting all transactions in securities.
- Monthly statements of client's account(s) itemizing all transactions in cash and securities, and all deposits and withdrawals of principal and income during the preceding calendar month; however, if there is no activity in such account, then quarterly statements will be provided in lieu of monthly reports; and
- Annual summary of transactions and dividend and interest statement.

Client Referrals and Other Compensation

PRAG does not compensate third parties for client referrals.

Financial Information

Registered Investment Advisers are required to provide clients with certain financial information or disclosures about PRAG's financial condition. PRAG has no financial obligations that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of any bankruptcy proceeding. PRAG does not require or solicit prepayment of any fees six months or more in advance.