

## Item 1 – Cover Page



# TSP Financial, LLC

Vero Beach, FL

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

March 5, 2024

This Brochure provides information about our qualifications and business practices of TSP Financial, LLC (“TSPF”, “us”, “we”, “our”). If you (“clients”, “your”) have any questions about the contents of this brochure, please contact us at (772) 400-6880. 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. TSPF’s IARD firm number is 319614.

We are a registered investment adviser. Our registration as an Investment Adviser does not imply any level of skill or training. Additional information about TSP Financial, LLC also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) (click on the link, select “investment adviser firm” and type in our firm name). The results will provide you with both Parts 1 and 2 of our Form ADV.

## Item 2 – Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify clients and provide a description of the material changes.

Generally, TSPF will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, TSPF will notify our clients in a separate document. There are no material changes to the filing of our Form ADV Part 2 or "Brochure" dated February 2023.

Additionally, we have made other changes, some of which may clarify or enhance existing disclosures, but we do not consider these other changes to be material.

The revised Brochure will be available since our last delivery or posting of this Brochure on the SEC's public disclosure website (IAPD) at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) or you may contact our Chief Compliance Officer, Theodore J. Zomerski III at (772) 400-6880 or [ted.zomerski@tspfinancial.com](mailto:ted.zomerski@tspfinancial.com) to obtain a copy. When an update is made to this Brochure, we will send a copy to you with summary of material changes, or a summary of material changes that includes an offer to send you a copy either by electronic means (email) or in hard copy form.

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## **Item 4 – Advisory Business**

TSP Financial, LLC (“TSPF”, “us”, “we”, “our”) is a limited liability company organized under the laws of the State of Delaware on December 22, 2021, and wholly owned by Theodore J. Zamerski III.

TSPF has filed an application to register as an investment adviser in order to provide the investment advisory products and services described within this Brochure. As of December 31, 2023, TSPF had \$4,077,684 assets under management, \$3,898,332 managed on discretionary basis and \$179,352 managed on non-discretionary basis.

We offer investment advisory services to individuals, high-net-worth individuals, pension and profit-sharing plans charitable organizations, and corporations or other businesses not listed above. This Brochure provides you with information regarding our qualifications, business practices, and the nature of advisory services that should be considered before becoming our advisory client.

Please contact Theodore J. Zamerski III, Chief Compliance Officer, if you have any questions about this Brochure.

Individuals associated with us will provide our investment advisory services. These individuals are appropriately licensed and qualified to provide advisory services on our behalf. Such individuals are known as Investment Advisor Representatives (IARs).

Below is a description of the investment advisory and planning services we offer.

For more details on any product or service please reference the advisory agreement or speak with your TSPF IAR.

### **Investment Advisory Services**

Our IARs provide continuous and regular investment advisory services on a discretionary and/or non-discretionary basis to you in connection with establishing and monitoring of your investment objectives, risk tolerance, asset allocation goals and time horizon. In addition, our IARs may provide information and research about investment products and strategies, and review portfolio performance reports. You have the opportunity to place reasonable restrictions or constraints on the way your account is managed; however, such restrictions will impact the composition and performance of your portfolio. For these reasons, the performance of the portfolio may not be identical with our average client.

We offer investment advisory services through “Advisor Managed Fee Based Accounts.” We primarily use Fidelity, Schwab, or Employee Fiduciary to custody client assets.

Services provided may be available from other providers for lesser fees.

### **Fee-Based Advisor Managed Accounts**

We have the ability to offer certain investment advisory services that we believe allow IARs to effectively meet your investment needs and preferences. Based on consultations with you, the IAR determines your investment goals and risk tolerance. The Advisory-Managed accounts give IARs the ability to customize asset allocation, investment selection, and investment strategies to meet your individual financial situation and investment objectives. Several factors may influence the IARs’ selection of your account structure including but not limited to 1) account size, 2) anticipated trading frequency, 3) anticipated securities to be traded, and/or 4) management style. In each account structure, the IAR may manage and provide advice on securities, including but not limited to, exchange-traded equity, mutual funds, stocks, bonds, exchange traded funds (ETFs), commercial paper, CDs, municipal securities, cash & cash equivalents, margin, securities, variable annuities, and third-party asset management platforms (TAMPs).

### **Planning Services**

TSPF makes available a variety of planning services. The scope of the services and the fee for these services is pursuant to a written planning agreement. Generally, such planning services will involve preparing a written plan or rendering a consultation for clients based on their current situation, financial goals, and objectives. This planning or consulting may encompass one or more of the following areas:

1. **Financial Planning** - the process of determining whether and how a client can meet life goals through the proper management of financial resources by creating a financial plan; a detailed strategy tailored to a client's specific situation to help meet a client's specific goals. TSPF's financial planning services involve an assessment of the client's financial situation, including an analysis of financial planning needs and current investment portfolio(s). The information provided by the client is examined in relation to long and short-term investment objectives, specific client needs as perceived by TSPF, market conditions and general economic conditions. The advice includes specific recommendations regarding long- and short-term financial planning and recommendations regarding the retention or disposition of the client's securities and other investments. This service

also includes at least one written report and one or more meetings to discuss the status of your financial situation and TSPF's specific recommendations.

2. **Investment Planning** - an analysis of appropriate investments, and appropriate adjustments to existing investments, based upon the client's description of his/her primary investment concerns, needs, goals and objectives. This analysis does not include ongoing management or monitoring of investments or portfolios.
3. **Retirement Planning** - an analysis of the lump-sum and/or periodic dollar commitment necessary to meet stated financial goals during retirement taking into consideration the client's assets and liabilities, projected social security, pension or other retirement benefits and desired level of income at retirement.
4. **Education Planning** - the process of preparing for post-secondary education.
5. **Risk Management & Insurance Planning** - an analysis of the client's insurance needs and coverages, taking into account the client's accumulation goals, assets and liabilities, sources of income, and income needs for the client's beneficiary upon death or disability.
6. **Tax Planning** - an analysis of the client's tax situation that is based on a general understanding of current tax laws. Analyses are subject to verification by the client's own tax expert.
7. **Estate Planning** - an analysis of estate settlement costs, which include taxation and administrative costs and an evaluation of estate reduction and tax payment techniques. It involves discussion of gifts, trusts, and estate planning documents. Analyses are subject to verification by the client's own estate planning expert.
8. **Legacy Planning** – the process of preparing, expressing, and transferring a client's memories and wishes relative to the client's estate or assets. Legacy planning often accompanies estate planning and may include a video memoir.
9. **Miscellaneous Planning Services** - hourly fees may be charged for an annual review of a financial plan or for specific advice regarding implementation of the planning topic(s) selected above, investment techniques and investments in specific securities, insurance products, and other investment vehicles or specific advice.

The plan or separate consultation will usually include general recommendations for a course of activity or specific actions to be taken by the client. Plans or consultations are typically completed within six (6) months of the contract date, assuming all information and documents requested are provided promptly.

Prior to engaging TSPF to provide planning services, you will be required to enter into written agreement that sets forth the terms and conditions of the engagement, describing

the scope of the services to be provided and the fees due to TSPF upon completion of the services. If requested, TSPF may recommend the services of other professionals for implementation purposes. You will provide these professionals with the necessary information to perform the required services. We will not be compensated for referring you to these professionals. You are under no obligation to engage the services of any such recommended professional. You retain absolute discretion over all such implementation decisions and are free to accept or reject any recommendations.

Advisory recommendations are based on your financial situation at the time the services are provided and are based on financial information disclosed by you. You are advised that certain assumptions may be made with respect to interest and inflation rates and the use of past trends and performance of the market and economy. Past performance is in no way an indication of future performance. You are advised that you have the responsibility to promptly notify TSPF if there are ever any changes in your financial situation or investment objectives for the purpose of reviewing/evaluating/revising our previous recommendations and/or services.

### **IRA Rollover Recommendations**

For purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") when applicable, TSPF is providing the following acknowledgment to clients. When TSPF provides investment advice to clients regarding their retirement plan account or individual retirement account, TSPF is a fiduciary within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way TSPF makes money creates some conflicts with your interests, so TSPF operates under an exemption that requires TSPF to act in the clients' best interest and not put TSPF's interest ahead of the clients. Under this exemption, TSPF must:

- Meet a professional standard of care when making investment recommendations (give prudent advice),
- Never put TSPF's financial interests ahead of the clients when making recommendations (give loyal advice),
- Avoid misleading statements about conflicts of interest, fees, and investments,
- Follow policies and procedures designed to ensure that TSPF gives advice that is in the clients' best interest,
- Charge no more than is reasonable for TSPF's services, and
- Give the clients basic information about conflicts of interest.

TSPF benefits financially from the rollover of the clients' assets from a retirement account to an account that TSPF manages or provides investment advice, because the assets increase TSPF's assets under management and, in turn, TSPF's advisory fees. As a fiduciary, TSPF only recommends a rollover when TSPF believes it is in the clients' best interest.

### **Wrap Fee Program**

We do not intend to offer or sponsor a wrap fee program at this time.

## **Item 5 – Fees and Compensation**

### **General Account Characteristics**

Described below are general characteristics regarding “other” fees incurred, discretionary authority, payment of fees, and termination of agreements that will affect your account(s). Following these disclosures are descriptions of the accounts or services that we offer, the basic management fee structures and any unique characteristics. For a more complete discussion and disclosure regarding any Account's services or fee structure, we will provide a detailed advisory agreement and our Form ADV Part 2A.

### **Investment Advisory Fees**

Generally, fees for investment advisory accounts are based on a percentage of the market value of assets under management including cash and are negotiable. These fees are calculated and payable quarterly in advance based on the custodian's valuation (or other valuation program utilized by Adviser) of the market value of the billable assets in your account. Deposits and withdrawals of cash or securities will be billed (or refunded) on a pro-rata basis based upon the actual number of days left in the calendar quarter. The first advisory fee is based on the value of the account on the first day of management by Adviser and is payable within one month after execution of the agreement. The first advisory fee will be assessed on a pro-rata basis taking into account the time for which the account was not managed by Adviser and the time left in the quarter. Therefore, clients with similar assets under management and investment objectives may pay significantly higher or lower fees than other clients.

### **Other Fees**

However, the advisory fee does not cover charges imposed by third parties for investments held in the Account, such as contingent deferred sales charges or 12b-1 trails on mutual funds. In addition, each mutual fund charges asset management fees, which are in addition to the advisory fees charged by us. The fees charged by such funds



or managers are disclosed in each fund’s prospectus or Manager’s disclosure brochure. The advisory fee also does not cover debit balances or related margin interest or SEC fees or other fees or taxes required by law. In addition, certain Accounts may require a minimum advisory fee or quarterly maintenance fee that will be detailed in the applicable advisory agreement.

**Payment of Fees**

The specific manner in which fees are charged by TSPF is established in a client’s written agreement with TSPF.

**Termination of Agreements**

The advisory agreement may be terminated with 30 days written notice by either party. Fees paid in advance will be prorated within 60 days of termination and any unearned portion of the fee will be refunded to the client. Detailed information on the termination terms and fees can be found in the applicable advisory agreement.

**Fee-Based Investment Advisory Accounts**

The annualized fee for investment advisory accounts with total AUM above \$500,000 is charged as a percentage of assets under management, according to the following schedule:

	<b>Minimum</b>	<b>Maximum</b>	<b>Annual Fee</b>
First	\$ 1	\$1,000,000	1.25%
Next	\$1,000,001	\$2,000,000	1.15%
Next	\$2,000,001	\$5,000,000	1.00%
Next	\$5,000,001	\$10,000,000	0.75%
Over	\$10,000,001	\$100,000,000	0.50%
Total AUM Below \$500,000 (flat fee)			1.50%

Aggregate account balances are used for fee breakpoint calculations. In addition to the advisory fee, accounts are assessed applicable transaction charges. These transaction charges may be higher or lower than transaction charges or commissions the client may pay at other broker-dealers. All transactions may be subject to postage and handling fees.

### **Planning Services Fees**

Planning services fees are negotiable on a flat fee or hourly fee basis, depending upon the complexity and services selected by the client. TSPF may charge a flat fee, generally between \$2,500-\$7,500, or an hourly rate up to \$350 per hour. In certain cases, based on the scope and services selected, the planning services fee may be in excess of \$7,500 or \$350 per hour. All planning services fees will be disclosed by TSPF and agreed to in writing by the client. Generally, one half of the planning services fee is due and payable upon execution of the engagement with the balance to be paid upon completion of the plan or the services.

There is an inherent conflict of interest when TSPF recommends securities transactions or investment advice, which results in an investor becoming a client and paying TSPF a fee for ongoing services. The client (investor) is under no obligation to act on TSPF's or its IAR's recommendations. If the client (investor) elects to act on any of the recommendations, the client (investor) is under no obligation to affect the transactions through TSPF, or our associated or affiliated persons.

The planning services agreement may be terminated by either party at any time upon written notice. TSPF will, upon a client's written request, refund fees prorated to the amount of work completed by TSPF. If the client terminates the agreement within five (5) business days of signing, the client will be provided with a full refund.

**For Financial Planning Services:** Financial planning only clients will be charged a \$750 annual planning system maintenance fee due on plan anniversary date or date of annual review meeting, whichever occurs first. For clients who engage TSPF to manage at least \$500,000 of investable assets, the second installment of the financial planning services fee may be reduced or eliminated, depending on the actual quoted fee.

### **Sub-Advisory Arrangements**

TSPF may enter into certain sub-advisory arrangements that require the client to engage the sub-advisor directly and TSPF will help facilitate that arrangement. Under this scenario the client will directly engage and pay the sub-advisor via a separate, written advisory agreement with the client, detailing the fees that the client will pay.

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

We do not charge advisory fees on a share of the capital gains or capital appreciation of the funds or securities in a client account (so-called performance-based fees). Our compensation structure is disclosed in detail in Item 5 above.

## **Item 7 – Types of Clients**

We provide investment advisory services to individuals including high-net-worth individuals. We do not impose a minimum account value.

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

In determining the investment advice to give to you, we may utilize charting to determine trends and project future values. In a fundamental analysis, we analyze the financial statements and health of a business, its management and competitive advantages, and its competitors and markets but usually focusing on growth or value (or sometimes a combination of both) to determine if such security meets the clients' needs and objectives. We will take into consideration when making investment decisions the stages of the business during a given point in time. We may also perform a security analysis discipline, known as technical analysis, in forecasting the direction of prices through the study of past market data, primarily price and volume.

As described in Item 4 above, our investment strategies may include long term and short-term buy and hold, and margin transactions. Our IARs may actively trade option contracts or on margin for client's accounts, which could result in a high portfolio turnover ratio. Additionally, the use of margin may also result in interest charges as well as all other fees and expenses associated with the security or account involved.

There are inherent risks involved for each investment strategy or method of analysis we use and the particular type of security we recommend. Investing in securities involves risk of loss which you should be prepared to bear. Depending on the types of securities we invest in, you may face the following investment risks:

**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 particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.

**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 is like.

**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.

**Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.

**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.

**ETF and Mutual Funds Risk:** ETFs and mutual funds are subject to investment advisory and other expenses, which will be indirectly paid by clients. As a result, the cost of our investment strategies will be higher than the cost of investing directly in ETFs or mutual funds, as there are two levels of fees. ETFs and mutual funds are subject to specific risks, depending on the nature of the fund.

ETFs are professionally managed pooled vehicles that invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. ETF managers trade fund investments in accordance with fund investment objectives. ETF risk can be significantly increased for funds concentrated in a particular sector of the market, or that primarily invest in small cap or speculative companies, use leverage (i.e., borrow money) to a significant degree, or concentrate in a particular type of security (i.e., equities), rather than balancing the fund with different types of securities. ETFs can be bought and sold throughout the day like stocks, and their price can fluctuate throughout the day. During times of extreme market volatility, ETF pricing may lag versus the actual underlying asset values. This lag usually resolves itself in a short period of time (usually less than one day); however, there is no guarantee this relationship will always occur.

**Legal and Regulatory Matters Risks:** Legal developments which may adversely impact investing and investment-related activities can occur at any time. “Legal Developments” means changes and other developments concerning foreign, as well as US federal, state and local laws and regulations, including adoption of new laws and regulations, amendment or repeal of existing laws and regulations, and changes in enforcement or interpretation of existing laws and regulations by governmental regulatory authorities and self-regulatory organizations (such as the SEC, the US Commodity Futures Trading Commission, the Internal Revenue Service, the US Federal Reserve and the Financial Industry Regulatory Authority). Our management of accounts may be adversely affected by the legal and/or regulatory consequences of transactions effected for the accounts. Accounts may also be adversely affected by changes in the enforcement or interpretation of existing statutes and rules by governmental regulatory authorities or self-regulatory organizations.

**System Failures and Reliance on Technology Risks:** Our investment strategies, operations, research, communications, risk management, and back-office systems rely on technology, including hardware, software, telecommunications, internet-based platforms, and other electronic systems. Additionally, parts of the technology used are provided by third parties and are, therefore, beyond our direct control. We seek to ensure adequate backups of hardware, software, telecommunications, internet-based platforms, and other electronic systems, when possible, but there is no guarantee that our efforts will be successful. In addition, natural disasters, power interruptions and other events may cause system failures, which will require the use of backup systems (both on- and off-site). Backup systems may not operate as well as the systems that they back up and may fail to properly operate, especially when used for an extended period. To reduce the impact a system failure may have, we continually evaluate our backup and disaster recovery systems and perform periodic checks on the backup systems’ conditions and operations. Despite our monitoring, hardware, telecommunications, or other electronic systems malfunctions may be unavoidable, and result in consequences such as the inability to trade for or monitor client accounts and portfolios. If such circumstances arise, the Investment Committee will consider appropriate measures for clients.

**Cybersecurity Risk:** A portfolio is susceptible to operational and information security risks due to the increased use of the internet. In general, cyber incidents can result from deliberate attacks or unintentional events. Cyberattacks include, but are not limited to, infection by computer viruses or other malicious software code, gaining unauthorized access to systems, networks, or devices through “hacking” or other means for the purpose of misappropriating assets or sensitive information, corrupting data, or causing

operational disruption. Cybersecurity failures or breaches by third-party service providers may cause disruptions and impact the service providers' and our business operations, potentially resulting in financial losses, the inability to transact business, violations of applicable privacy and other laws, regulatory fines, penalties, reputational damage, reimbursement, or other compensation costs, and/or additional compliance costs. While we have established business continuity plans and risk management systems designed prevent or reduce the impact of such cyberattacks, there are inherent limitations in such plans and systems due in part to the everchanging nature of technology and cyberattack tactics.

**Pandemic Risks:** The recent outbreak of the novel coronavirus rapidly became a pandemic and has resulted in disruptions to the economies of many nations, individual companies, and the markets in general, the impact of which cannot necessarily be foreseen at the time. This created closed borders, quarantines, supply chain disruptions and general anxiety, negatively impacting global markets in an unforeseeable manner. The impact of the novel coronavirus and other such future infectious diseases in certain regions or countries may be greater or less due to the nature or level of their public health response or due to other factors. Health crises caused by the recent coronavirus outbreak or future infectious diseases may exacerbate other pre-existing political, social, and economic risks in certain countries. The impact of such health crises may be quick, severe and of unknowable duration. These pandemics and other epidemics and pandemics that may arise in the future, could result in continued volatility in the financial markets and could have a negative impact on investment performance.

The above list of risk factors does not purport to be a complete list or explanation of the risks involved in an investment strategy. You are encouraged to consult your IAR on a continuous basis in connection with selecting and engaging in the services provided by us. In addition, due to the dynamic nature of investments and markets, strategies may be subject to additional and different risk factors not discussed above.

## **Item 9 – Disciplinary Information**

We do not have any legal, financial, or other “disciplinary” item to report. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a Client / Adviser relationship, or to continue a Client /Adviser relationship with us.

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

Neither TSPF nor any of our management persons (except as disclosed below) are registered or have an application pending to register as a broker-dealer, futures commission merchant, commodity pool operator, commodity trading advisor or as an associated person of the foregoing entities. Furthermore, there are no relationships or arrangements that are material to our advisory business or to our clients that we or any of our management persons have with any related person aside from what is listed in this Brochure.

Certain IARs are licensed with the Florida Department of Financial Services to sell life, variable annuity, and health insurance products through various companies. Appropriately licensed IARs will receive compensation for the sale of such products. You are under no obligation to purchase insurance products through any insurance agency or IAR and may effect any such transactions where you desire. The fees you pay to TSPF for advisory services are separate and distinct from the commissions earned by our IARs for insurance-related activities.

This presents a conflict of interest because these individuals may have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. However, you are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with TSPF. TSPF has procedures in place to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned.

TSPF does not render tax and accounting services; however, Theodore J. Zamerski III provides tax preparation services, spending less than 5% of his time on tax preparation activities. He may provide this service to TSPF's advisory clients in which he will be in a position to materially benefit. Therefore, this presents a conflict of interest in that the tax services he provides are separate and distinct from the services of TSPF and are not included in the advisory fees the clients pay to TSPF. However, in certain circumstances, he may waive the fees for the tax services depending on the advisory services required by the clients.

TSPF has contracted with Buckingham Strategic Partners, LLC ("Buckingham") for services including trade processing, portfolio management and/or portfolio administration, collection of management fees, record maintenance, report preparation, marketing assistance, and research. TSPF pays a fee (not to exceed 0.30%) for Buckingham's

services based on management fees paid to TSPF on accounts that use Buckingham. The fee paid by TSPF to Buckingham consists of a portion of the fee paid by clients to TSPF and varies based on the total client assets participating in Buckingham through TSPF. These fees are not separately charged to advisory clients. TSPF may also directly engage other sub-advisors and pay a portion of the advisory fee that the client pays to TSPF to the sub-advisor.

Theodore J. Zamerski III is the sole owner of TSPF. As such, he is responsible for supervising the activities of our firm and serves in multiple roles, including as the Chief Compliance Officer. At times these differing roles and varying responsibilities may compete and, in order to mitigate some of the inherent risks, TSPF will retain external legal and/or compliance advisors, as needed, to help support the CCO role, specifically as it relates to establishing policies and procedures that are reasonably designed to prevent and detect violations of securities laws and regulations and reviewing and testing the adequacy of such on at least an annual basis. Additionally, the TSPF will periodically assess the sufficiency of its compliance-related resources, based on the size, complexity, and business objectives of TSPF and the legal and regulatory landscape.

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

Our firm has adopted a written Code of Ethics and is in compliance with state regulations. All employees of TSPF are deemed to be supervised persons<sup>1</sup> and are therefore subject to this Code of Ethics. In carrying on with its daily affairs, TSPF and all of our associated persons shall act in a fair, lawful, and ethical manner, in accordance with the rules and regulations imposed by our governing regulatory authority. The Code of Ethics sets forth standards of conduct and requires compliance with state securities laws. Our Code of Ethics also addresses personal trading and requires our personnel to report their personal securities holdings and transactions to our Chief Compliance Officer. We will provide a copy of our Code of Ethics to you or any prospective client upon request within a reasonable period of time at the current address of record.

We have created a Code of Ethics which establishes standards and procedures for the detection and prevention of certain conflicts of interest including activities by which

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<sup>1</sup> Supervised person means any partner, officer, director (or other person occupying a similar status or performing similar functions), or employee of an investment adviser, or other person who provides investment advice on behalf of the investment adviser and is subject to the supervision and control of the investment adviser.



persons having knowledge of the investments and investment intentions of TSPF might take advantage of that knowledge for their own benefit. We have in place Ethics Rules (the “Rules”), which are comprised of the Code of Ethics and Insider Trading policies and procedures. The Rules are designed to ensure that our personnel (i) observe applicable legal (including compliance with applicable state and federal securities laws) and ethical standards in the performance of their duties; (ii) at all times place the interests of our clients first; (iii) disclose all conflicts of interest; (iv) adhere to the highest standards of loyalty, candor and care in all matters relating to its clients; (v) conduct all personal trading consistent with the Rules and in such a manner as to avoid any conflicts of interest or any abuse of their position of trust and responsibility; and (vi) not use any material non-public information in securities trading. The Rules also establish policies regarding other matters such as outside employment, the giving or receiving of gifts, and safeguarding portfolio holdings information.

Under the general prohibitions of the Rules, our personnel may not: 1) effect securities transactions while in the possession of material, non-public information; 2) disclose such information to others; 3) participate in fraudulent conduct involving securities held or to be acquired by any client; and 4) engage in frequent trading activities that create or may create a conflict of interest, limit their ability to perform their job duties, or violate any provision of the Rules.

Our personnel are required to conduct their personal investment activities in a manner that we believe is not detrimental to its advisory clients. Our personnel are not permitted to transact in securities except under circumstances specified in the Code of Ethics. The policy requires all Access Persons<sup>2</sup> to report all personal transactions in securities not otherwise exempt under the policy. All reportable transactions are reviewed for compliance with the Code of Ethics. The Ethics Rules are available to you and prospective clients upon request by contacting us during regular business hours. We will furnish a copy within a reasonable period of time to you at your current address of record.

Our firm, and/or our officers, directors or employees may buy or sell for their own accounts securities that are also held by their clients. Conversely, they may buy and sell securities for client accounts which they themselves may own. Such transactions are permitted if in compliance with our Policy on Personal Securities Transactions. Your transactions will

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<sup>2</sup> Access person means any of your supervised persons who has access to nonpublic information regarding any clients' purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any reportable fund, or who is involved in making securities recommendations to clients, or who has access to such recommendations that are nonpublic. If providing investment advice is your primary business, all of your directors, officers and partners are presumed to be access persons.

always take precedence over our own or any related persons' transactions. Records will also be maintained of all securities products bought or sold by us, the related persons, or related entities. Such records will be available for inspection upon request.

We do not, nor does a related person recommend to you, or buy or sell for your accounts, securities in which we (or a related person) have a material financial interest. We do not execute transactions on a principal or agency cross basis.

We and the sub-advisor agree that all non-public records, information, and data relating to the business of the other, clients or Designated Portfolios (including, without limitation, any and all non-public, personal information regarding clients) that are exchanged or negotiated pursuant to the Sub-Advisory Agreement or in carrying out the agreement are, and shall remain, confidential and will not be disclosed to any third-party without our consent.

## **Item 12 – Brokerage Practices**

We do not select broker-dealers for client transactions. However, we primarily recommend and use Schwab, Fidelity, and Employee Fiduciary as the custodian for our clients. Depending on your circumstances and needs, we may recommend other broker-dealers such as TD Ameritrade and Pershing. Factors we consider when making any recommendations include the broker-dealers ability to provide professional services, our experience with the brokerage firm(s), the broker-dealer(s) reputation, and the firms' quality of execution services and costs for such services, among other factors. You are under no obligation to accept any of our recommendations and are free to select any broker-dealer you may choose. We do not warrant or represent that commissions for transactions implemented through such brokers will be lower than commission rates available if you use another brokerage firm.

Despite the reasoning for favorable execution, we may be willing to use a different broker-dealer at the client's direction. Clients directing the use of a particular broker/dealer or other custodian must understand that we may not be able to obtain the best prices and execution for the transaction. Under a client-directed brokerage arrangement, clients may receive less favorable prices than would otherwise be the case if the client had not designated a particular broker/dealer or custodian. Directed brokerage account trades are generally placed by us after effecting trades for other clients. In the event that a client directs us to use a particular broker or dealer, we may not be authorized to negotiate commissions and may be unable to obtain volume discounts or best execution. In

addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct us to use a particular broker or dealer versus clients who do not direct the use of a particular broker or dealer.

We do not receive research or other products or services from a broker-dealer or a third-party in connection with client securities transactions (“soft dollar benefits”) that we would consider a factor in utilizing a particular broker-dealer. However, through our relationship with any custodian, we may receive certain services and products, such as fundamental research reports, technical and portfolio analyses, pricing services, economic forecasting and general market information, historical data base information and computer software that assist with our investment management process.

We do not consider whether we or a related person receive client referrals from a broker-dealer or third-party in selecting or recommending broker-dealers to our clients.

We may simultaneously enter orders to purchase or sell the same securities for the accounts of two or more clients. It is our practice that these orders be “batched” for ease of execution. Since there may be several prices at which the securities transactions are executed and the orders were entered as one order for all accounts, it is our practice to treat all subject accounts equally, averaging the execution prices of the related trades and applying the average price to each transaction and account. Allocations of “batched” trades also may be rounded up or rounded down to avoid odd lot or small holdings in any client account.

### **Item 13 – Review of Accounts**

Account reviews will be conducted at least annually, or more frequently upon client request or amidst changing market conditions. TSPF also performs account reviews and rebalancing based on model allocation parameters. Reviews of investment accounts typically look at portfolio consistency with regards to your risk tolerance, investment time horizon, performance objectives, and asset allocation instructions. Any sub-advisor to whom the IAR recommends for advisory services provides regular quarterly account reports to you and the IAR. Reviews also consist of covering account holdings, transactions, charges, and performance as provided on such statements and other account reports. Also, if you receive financial planning advice reviews are made on the same schedule. Reviews may cover progress toward financial independence, anticipated distributions toward family legacy goals, anticipated distributions for social capital or charitable goals, as well as other goals communicated by you. In either type of review, accounts will also be reviewed upon notice of changes in your circumstances.

Accounts are primarily reviewed by your IAR. In addition, our compliance program includes the periodic review of a sample of customer accounts for consistency with your risk tolerance, investment time horizon, performance objectives, and asset allocation instructions. There is no minimum number of accounts assigned to the reviewer.

Additionally, the Custodian will, no less frequently than quarterly, provide account statements. TSPF may also provide written quarterly reports which includes details of your holdings, asset allocation and other transaction information. Comparisons to market indices and account performance may be used to evaluate account performance in review with you.

**Important Note to Plan Participants:** If you (a plan participant) engage TSPF to provide non-discretionary, individualized investment advice for your ERISA or non-ERISA plan assets, such as 401(k)s and 403(b)s, TSPF's advice is limited to the investment options approved by the plan. Because of this, TSPF's advisory services to participants is limited to those available investment options and will be reviewed by TSPF at least quarterly and, when deemed necessary, TSPF will advise on allocation changes or rebalancing strategies. Additionally, if the plan is paying for non-discretionary, individualized investment advice for the plan's participants, TSPF has a conflict of interest. This conflict of interest creates an incentive for TSPF to potentially prioritize the plan (that pays TSPF) over that of the plan participant. TSPF addresses this conflict of interest by disclosing the relationship to the plan participant within TSPF's Plan Participant Advisory Agreement.

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

From time-to-time TSPF may compensate, either directly or indirectly, affiliated and/or unaffiliated persons for client referrals and/or service. Under such arrangements, TSPF generally pays a percentage of the investment advisory fee payable to us by the client. This fee may vary according to each agreement. Clients referred to TSPF will not be charged more than similarly situated clients who were not referred to TSPF. Clients referred to us by a Solicitor will receive a copy of this Brochure along with the Solicitor's disclosure statement at the time of the referral. In addition, TSPF may recommend a third-party advisor to manage a portion of a client's assets. In certain arrangements, the client pays their advisory fees to the third-party advisor who then remits a portion to TSPF.

Solicitors that refer business to more than one investment adviser may have a financial incentive to recommend advisers with more favorable compensation arrangements. Our

Solicitors will disclose to you whether multiple referral relationships exist, and those comparable services may be available from other advisers. Referral fees paid to a Solicitor are contingent upon your entering into an advisory agreement with TSPF. This creates a conflict of interest given that the Solicitor has a financial incentive to recommend our firm to you for advisory services. However, you are not obligated to retain our firm for advisory services. Comparable services and/or lower fees may be available through other firms. In addition, TSPF has implemented a compliance program to monitor for such conflicts and our relationships with solicitors are periodically reviewed.

## **Item 15 – Custody**

We do not have custody of client funds or securities. Client assets are held by a qualified custodian. Generally, the client, through the investment advisory and custodial agreements, instructs the custodian(s) to debit the client's account for advisory fees each quarter (written authorization). The custodian calculates the fee and then pays TSPF. In the rare event that TSPF calculates the advisory fee and directs the custodian to debit the client's account, TSPF will concurrently send the custodian and the client an invoice itemizing the fee, including the formula used to calculate the fee, the amount of assets under managements the fee is based on, and the time period covered by the fee.

The qualified custodian will send you, at least quarterly, your account statements. The account statements will reveal the funds and securities held with the qualified custodian, any transactions that occurred in your account, and the deduction of our fee. You should carefully review the account statements received from the qualified custodian and compare them with any statements that you receive from us. You should contact us at the address or phone number on the cover of this brochure with any questions about your statements. You should notify us if you do not receive the account statements, at least quarterly, from the qualified custodian.

## **Item 16 – Investment Discretion**

We will have discretionary or non-discretionary authority to manage your assets. Upon receiving written authorization from you, we may occasionally accept trading authority when it is necessary to assist you in implementing your investment strategy. Types of securities, as well as dollar size of transactions, the broker dealer to be used, and the commission rates to be paid are specifically noted in the written client agreement. You will have the right to place reasonable restrictions on such authority. Any restrictions must be submitted in writing to us.

## **Item 17 – Voting Client Securities (i.e., Proxy Voting)**

We do not have, nor will we accept authorization to vote client securities. You will receive proxies or other solicitations directly from your custodian or a transfer agent. You should contact your custodian or a transfer agent with questions about a particular solicitation.

## **Item 18 – Financial Information**

We are not required to provide financial information to our clients because we do not:

- require the prepayment of more than \$500 in fees and six or more months in advance, or
- take custody of client funds or securities, or
- currently have a financial condition that is reasonably likely to impair our ability to meet our commitments to you.

Additionally, we have not been the subject of a bankruptcy petition at any time during the past ten years.

## **Item 19 – Requirements for State-Registered Advisers**

Each of our principal executive officers and management persons, identified as Theodore J. Zamerski (CRD #2165099) will provide the Form ADV Part 2B Supplement which describes their formal education and business background including any business in which they are actively engaged (other than giving investment advice) and the approximate amount of time spent on that business.

We do not, nor do any of our supervised persons receive performance-based fees compensation for advisory services.

We do not, nor do any of our management persons, have material facts regarding any legal, financial, or other “disciplinary” item to report.

We do not, nor do any of our management persons, have any relationship or arrangement with any issuer of securities that is not listed in Item 10 of this Brochure.