

**Part 2A of Form ADV: Firm Brochure**

**HT PARTNERS LLC**

6 Main Street  
Suite 312  
Centerbrook, CT 06409

Telephone: (860) 662-4197

Facsimile: (860) 767-7102

E-mail: [peter.decker@htptrs.com](mailto:peter.decker@htptrs.com)

Web Addresses: [www.HTPartnersFamilyWealth.com](http://www.HTPartnersFamilyWealth.com)  
[www.htpartnersiq.com](http://www.htpartnersiq.com)

07/12/2022

**This brochure provides information about the qualifications and business practices of HT Partners LLC (hereinafter “HT Partners” or “firm” or “we”). If you have any questions about the contents of this brochure, contact us at (860) 662-4197 or at [peter.decker@htptrs.com](mailto:peter.decker@htptrs.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about HT Partners is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for HT Partners is 147400.**

**Item 2. Summary of Material Changes**

Since the last annual filing of this Brochure, we have clarified that account cash positions are included in the firm's advisory fee calculation and that any accounts with utilized margin will be billed on the higher margin value. Please refer to Item 5 of Form ADV Part 2A for additional information regarding these updates. We have also introduced an employee referral compensation program. Please refer to Item 14 of Form ADV Part 2A for additional information.

**Item 3. Table of Contents**

Item 2.	Summary of Material Changes.....	2
Item 3.	Table of Contents .....	3
Item 4.	Advisory Business.....	4
Item 5.	Fees and Compensation.....	6
Item 6.	Performance-Based Fees and Side-By-Side Management.....	8
Item 7.	Types of Clients .....	8
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss .....	9
Item 9.	Disciplinary Information .....	11
Item 10.	Other Financial Industry Activities and Affiliations.....	11
Item 11.	Code of Ethics, Participation in Client Transactions and Personal Trading .....	12
Item 12.	Brokerage Practices.....	14
Item 13.	Review of Accounts .....	15
Item 14.	Client Referrals and Other Compensation .....	16
Item 15.	Custody .....	16
Item 16.	Investment Discretion .....	17
Item 17.	Voting Client Securities .....	17
Item 18.	Financial Information.....	17

#### **Item 4. Advisory Business**

HT Partners is a fee-based SEC-registered investment adviser with its principal place of business located in Centerbrook, Connecticut. The firm has been in business since 2008, with Peter J. Decker and Christopher J. Koehm as direct owners and Managing Members of the firm. Discretionary assets under the firm's management were approximately \$475,205,913 and non-discretionary assets under the firm's management were approximately \$393,119 as of February 9, 2022.

##### Portfolio Management Services

HT Partners provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions, in which goals and objectives based on a client's particular circumstances are established, the firm develops a client's personal investment policy statement ("IPS") and creates and manages a portfolio based on that policy. During the data-gathering process, the firm will determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. The firm may also review and discuss a client's prior investment history, as well as family composition and background.

The firm will manage advisory accounts on a discretionary or non-discretionary basis, as agreed with each client. Account supervision is guided by the stated objectives of the client as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

The firm's investment recommendations are not limited to any specific product or service offered by a broker dealer or insurance company and will primarily include advice regarding no-load or load-waived mutual funds and exchange-traded funds (ETFs). Client portfolio holdings may also include exchange-listed and over-the-counter securities, option contracts on securities, no-load or load-waived mutual funds, exchange traded funds, corporate debt securities, United States governmental securities, certificates of deposit, warrants, commercial paper, and municipal securities. In addition, the firm may recommend to clients illiquid direct investments in private placement offerings and/or limited investment partnerships. Additional information about the fees related to such investments is included in the offering documents provided to prospective investors. Because these types of investments involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

##### HTIQ Portfolios

HT Partners provides portfolio management services through Institutional Intelligent Portfolios™, an automated, online investment management platform for use by independent investment advisors and made available by Schwab Performance Technologies (the "Program" and "SPT," respectively). HT Partners has branded the Program as HTIQ Portfolios. Through the Program, HT Partners offers clients a range of investment strategies we have constructed and manage, each consisting of a portfolio of exchange traded funds ("ETFs") and a cash allocation. The client may instruct HT Partners to exclude up to three ETFs from their portfolio. The client's portfolio is held in a brokerage account opened by the client at SPT's affiliate, Charles Schwab & Co., Inc. ("CS&Co"). HT Partners is independent of and not owned by, affiliated with, or sponsored or supervised by SPT, CS&Co or their affiliates (together, "Schwab"). The Program is described in the SPT Institutional Intelligent Portfolios™ Disclosure Brochure (the "Program Disclosure Brochure"), which is delivered to clients by CS&Co during the online enrollment process.

HT Partners, and not Schwab, are the client's investment advisor and primary point of contact with respect to the Program. HT Partners is solely responsible, and Schwab is not responsible, for determining the appropriateness of the Program for the client, choosing a suitable investment strategy and portfolio for the client's investment needs and goals, and managing that portfolio on an ongoing basis. CS&Co's role is limited to delivering the Program Disclosure Brochure to clients and administering the Program so that it operates as described in the Program Disclosure Brochure.

HT Partners has contracted with CS&Co to provide it with the technology platform and related trading and account management services for the Program. This platform enables HT Partners to make the Program available to clients online and includes a system that automates certain key parts of the HT Partners investment process (the "System"). The System includes an online questionnaire that helps HT Partners determine the client's investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Clients should note that HT Partners will recommend a portfolio via the System in response to the client's answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but HT Partners then makes the final decision and selects a portfolio based on all the information HT Partners has about the client. The System also includes an automated investment engine through which HT Partners manages the client's portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and elects). HT Partners does not receive a portion of a wrap fee for our services to clients through the Program. Clients do not pay fees to CS&Co in connection with the Program, but HT Partners does charge clients a fee for its services as described below under *Item 5 Fees and Compensation*. HT Partners' fees are not set or supervised by Schwab. Clients do not pay brokerage commissions or any other fees to CS&Co as part of the Program. Schwab does receive other revenues in connection with the Program, as described in the Program Disclosure Brochure. HT Partners does not pay CS&Co fees for its services in the Program so long as HT Partners maintains a specified amount in client assets in accounts at CS&Co that are not enrolled in the Program. If HT Partners does not meet this condition, then HT Partners must pay CS&Co an annual fee on the value of HT Partners' clients' assets in the Program. This fee arrangement gives us an incentive to recommend or require that our clients with accounts not enrolled in the Program be maintained with CS&Co.

The Program Disclosure Brochure includes a discussion of various risks associated with the Program, including the risks of investing in ETFs, as well as risks related to the underlying securities in which ETFs invest. In addition, the Program Disclosure Brochure also discusses market/systemic risks, asset allocation/strategy/diversification risks, investment strategy risks, trading/liquidity risks, and large investment risks.

#### Family Wealth Counseling /Wealth Management/Financial Planning/Consulting Services

HT Partners strives to employ a dynamic financial planning process. This involves a cycle of identifying financial goals, prioritizing these goals and planning. Depending on the client's desire or level of sophistication, the financial planning process can be simple or in some cases take many years to develop. The firm may advise its clients in the areas of retirement planning, investment planning, financial risk management, insurance planning, tax planning, estate planning and business planning as well as being a sounding board for its clients to help them address life events. It is incumbent on clients to implement the resulting plans or advice, and they should do so after consulting with their legal and tax advisors.

At the beginning of the relationship, HT Partners will attempt to focus first on a review of a client's lifestyle management. This can include the preparation of a balance sheet, cash flow, and income statement. The firm may review financial management structures including banking services. As part

of this process, the firm may also assist the client in the building of an advisory team that includes legal, risk, accounting, and document and records management. Next, a review of client investment management arrangements including the design and implementation of investment policy statement and asset allocation strategies may be conducted. The focus will be on the review, design, and implementation of wealth transfer goals to allow a client to consider various estate planning strategies and options, including succession planning issues for closely held entities. Lastly, where appropriate, the firm may help and design family meetings with clients to assure that financial education and planning is explained to the next generation and to help clients establish mentoring programs.

HT Partners may gather the required information through in-person interviews. Information may include a client's current financial status, future goals and attitudes towards risk. Related documents supplied by the client are reviewed. Financial Planning recommendations are not limited to any specific product or service offered by a broker dealer or insurance company. All recommendations are of a generic nature.

In addition to the initial financial plan, Financial Planning clients may receive periodic reviews of their financial plan based on their personal situation, and 12 hours of consulting time at no extra charge. At its sole discretion, HT Partners may change additional hourly fees to those clients who exceed the allocated 12 hours of consulting time. The firm tailors all financial planning and consulting recommendations to the individual needs of each client.

## **Item 5. Fees and Compensation**

### Portfolio Management

The annual fee for portfolio management services will be based on the amount of assets under management and will typically range from 0.42% to 1.25%, depending on the level of service chosen and existence of special assets in need of supervision.

### HTIQ Portfolios

The HT Partners annual fee for HTIQ will be charged at a flat 0.25% of assets under management. Currently, neither clients nor the firm pay CS&Co any additional fees for participation in the Program. However, CS&Co may receive remuneration from some or all ETFs eligible for participation in the program. Also, CS&Co will maintain a sweep program through which free credit balances in client CS&Co accounts will be swept into deposit accounts maintained at Charles Schwab Bank.

### Special Asset Management

Certain high net worth clients often own or have a desire to own special assets directly through their trust accounts or other estate planning vehicles. These assets can include mortgages, notes, promissory notes, limited liability companies, partnerships, corporations, tangible real estate or other business investments. HT Partners may supervise these assets. In those situations where the firm supervises special assets, a 1.25% annual fee will be charged in addition to other portfolio management services that is negotiable depending on scope of responsibilities.

Fair market value for private/special assets such as unmarketable securities, closely held business interests, promissory notes, debt obligations and tangible real estate will be appraised periodically whenever possible, unless an independent pricing authority provides an intervening value. If a scheduled appraisal does not take place for any reason, prior appraisal value will be used. While HT Partners will attempt to verify the accuracy of these independent pricing authorities each client will

agree to notify HT Partners if they disagree with the accuracy. The firm cannot warranty the pricing of third parties and understand that the pricing of illiquid assets has a substantial component that is subjective. The client is responsible for the cost of the appraisal. Unless excluded from billable assets, when the valuation is determined these assets will be billed at the lesser of their fair market value and the cost basis of the asset. An additional agreed upon entity management fee may be charged where applicable to cover associated entity expenses, including entity filing fees, operational expenses and certain compliance costs.

### Financial Consulting Services

In order to receive HT Partners financial consulting services, clients must also elect to participate in family wealth counseling or family office management services.

Although some financial consulting services may be provided free of charge at the firm's sole discretion, HT Partners and the client may need to enter into a separate agreement for financial consulting services involving complex issues and/or requiring a significant time commitment. The firm will charge for these services based on an hourly rate of \$250 or a negotiated fixed fee. When travel is required, the firm will request and receive reimbursement of all travel expenses associated with delivery of services. The travel costs will be billed to the clients' accounts at cost, with pre-approval and proper accounting. The length of time it will take to complete a particular consulting project will depend on the nature and complexity of the individual client's personal circumstances. An estimate for total hours will be determined at the start of the advisory relationship. Fees are due and payable upon completion of the financial planning/consulting service. The firm may request a retainer upon completion of a fact-finding session with the client.

### Fees in General

Unless otherwise agreed, the firm will directly debit client accounts quarterly in advance at the beginning of each calendar quarter based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous quarter, pro-rated for additions and withdrawals. Fair market value for private/specially designated assets such as unmarketable securities, closely held business interests, promissory notes, debt obligations and tangible real estate will be appraised every two years, unless an independent pricing authority provides an intervening value. Clients are responsible for the cost of the appraisal. These assets will be billed at the lesser of their fair market value and the cost basis of the asset.

Clients invested in HTIQ (Automated Portfolios) will be billed quarterly in arrears based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the billable quarter.

Fees, account minimums, and payment of travel expenses for all services are negotiable based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.). Discounts, not generally available to advisory clients, may be offered to family members and friends. The firm may group certain related client accounts for the purposes of determining the account size and/or annualized fee.

Certain legacy client agreements may be governed by fee schedules different from those listed above. Under no circumstances will the firm require payment of fees in excess of \$1,200 more than six months in advance of services rendered.

### Account Termination

Clients may terminate the agreement by providing the firm with a 30 day written notice delivered to the HT Partners principal place of business. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. HT Partners reserves the right to terminate any agreement.

### Mutual Fund and ETF Fees and Expenses

All fees paid to HT Partners for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund or and ETF directly, without the services of the firm. In that case, the client would not receive the services provided by the firm which are designed, among other things, to assist the client in determining which mutual fund or funds or ETFs are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and ETFs and the fees charged by the firm to fully understand the total amount of fees, and to thereby evaluate the advisory services being provided.

### Brokerage and Custodial Fees

In addition to advisory fees paid to the firm, clients will also be responsible for all transaction, brokerage, custodial, administrative and trustees fees, incurred as part of their account management. Please see Item 12 of this Brochure for important disclosures regarding brokerage practices.

### Cash and Margin Holdings:

Unless agreed otherwise, any and all account asset classes, including cash positions, are included in the firm's advisory fee calculation. At certain times our advisory fee may exceed the money market yield for cash assets.

Unless agreed otherwise, any accounts with utilized margin are billed on the higher-margin value. This presents a potential conflict because we earn a higher fee and have a disincentive to advise clients to reduce or eliminate the margin balance.

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

HT Partners does not charge any fees based on a share of capital gains on or capital appreciation of the assets of a client.

## **Item 7. Types of Clients**

HT Partners generally provides advisory services to individuals, pension and profit sharing plans, trusts, estates or charitable organizations, corporations or other business entities and family office entities.

The firm generally requires a minimum account size of \$100,000 of assets under management. CS&Co requires a minimum investment of \$5,000 to open an HTIQ portfolio and makes these portfolios available only to select account types.



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

HT Partners employs the following types of analysis to formulate client recommendations.

Asset Allocation: Rather than focusing primarily on securities selection, the firm attempts to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Technical Analysis: Technical analysis seeks to identify price patterns and trends in financial markets and attempt to exploit those patterns. The firm follows and examines such indicators as price, volume, moving averages of the price and market sentiment.

Cyclical Analysis: Cyclical analysis concentrates on business cycles as well as asset market cycles, examining alternating phases of rises (expansion) and falls (contraction) in volumes, prices and returns. Since cyclical analysis is based on examination of rising and falling trends, investors bear risk of missed timing, with a specific trend lasting longer or shorter than expected.

Mutual Fund and/or ETF Analysis: HT Partners looks at the experience and track record of the manager of the mutual fund or the sponsoring company of an ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. For active mutual funds, the firm also looks at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other funds in the client's portfolio. The funds or ETFs are monitored in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as the firm does not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the fund or ETF less suitable for the client's portfolio.

Short-term purchases: At times, the firm may also purchase securities with the idea of selling them within a relatively short time (typically a year or less). This is done in an attempt to take advantage of conditions that the firm believes will soon result in a price swing in the securities purchased.

A risk in a short-term purchase strategy is that, should the anticipated price swing not materialize, the firm is left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Trading: In the rare cases where HT Partners purchase securities with the idea of selling them very quickly (typically within 30 days or less) in an attempt to take advantage of the predictions of brief price swings. A risk in a short-term purchase is the potential for sudden losses if the anticipated price swing does not materialize. Moreover, should the anticipated price swing not materialize, the client will be left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Option writing: HT Partners may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

A call gives a right to buy an asset at a certain price within a specific period of time. The firm will buy a call if it is determined that the stock will increase substantially before the option expires.

A put gives the holder the right to sell an asset at a certain price within a specific period of time. The firm will buy a put if it is determined that the price of the stock will fall before the option expires.

The firm will use options to speculate on the possibility of a sharp price swing or to “hedge” a purchase of the underlying security; in other words, the firm will use an option purchase to limit the potential upside and downside of a security purchased for the client’s portfolio.

The firm uses “covered calls”, in which sell an option on an owned security. In this strategy, the client receives a fee for making the option available, and the person purchasing the option has the right to buy the security at an agreed-upon price.

A risk of covered calls is that the option buyer does not have to exercise the option. If the stock is sold prior to the end of the option agreement, the option will have to be purchased back from the option buyer, for a possible loss.

The firm uses a “spreading strategy” where two or more option contracts are purchased (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts a client on both sides of the market, but with the ability to vary price, time and other factors.

A risk of spreading strategies is that the ability to fully profit from a price swing is limited.

Automated Investment Program Risk: An investment adviser that uses algorithmic and other technology-based programs to provide clients with discretionary asset management services is typically offering an investment program with limited human interaction through an online, electronic-based delivery model. In contrast to traditional advisory relationships where investment adviser personnel typically interact with clients to form a basis for the investment advice given, automated investment programs and platforms rely on other techniques such as online questionnaires to gather client information in order to make suitability determinations for their clients. Limited human interaction between investment advisory personnel and clients presents unique challenges and risks. If

there is no human interaction involved in an automated investment program, there is no opportunity to explain the context for the questions asked, to ask follow-up questions about a client's responses, to provide assistance to clients completing the questionnaire or to address inconsistencies in client responses. Moreover, an adviser may have limited information and transparency on the algorithms designed and maintained by third-party program sponsors or participants. Even small changes to the algorithms used may cause significant changes to a client investment account. Consequently, automated investment programs should only be used by individuals not requiring sophisticated modeling or frequent personal interactions with advisory personnel and those comfortable with the technological aspects of a particular investment platform.

***CLIENTS SHOULD UNDERSTAND THAT INVESTING IN ANY SECURITIES, INCLUDING MUTUAL FUNDS, INVOLVES A RISK OF LOSS OF BOTH INCOME AND PRINCIPAL.***

**Item 9. Disciplinary Information**

In a December 2014 settlement with the SEC, F-Squared Investments ("F-Squared"), an unaffiliated former signal provider to HT Partners, admitted that it had violated federal securities laws related to inaccurate performance information for the period of April 2001 through September 2008. F-Squared provided signals to HT Partners through the AlphaSector Strategy between June 2012 and January 2015. HT Partners provided the F-Squared track record to certain clients without knowing it was incorrect. Without admitting or denying the SEC's findings, HT Partners agreed to cease and desist from committing or causing any violations and future violations of Rules 204-2(a)(16) (a recordkeeping rule) and 206(4)-1(a)(5) (an advertising rule). HT Partners also agreed to pay a civil monetary penalty of one hundred thousand dollars.

**Item 10. Other Financial Industry Activities and Affiliations**

In addition to advisory services described in Item 4 of this Brochure, the firm operates and provides multifamily office services to target clients whose typical liquid assets exceed \$25 million dollars. These services can include the managing of non-securitized real estate holdings, the management of business entities, including closely-held businesses, the hiring of outside consultants, including bookkeepers and bookkeeping services, attorneys, private bankers, accountants, insurance advisors, private security services, family education advisors, real estate management firms, and ad hoc concierge services that are typically requested by family offices. HT Partners will also assist clients who fit the profile in the creation and design of a family office entity including ongoing management of that entity once it is created. Typically, the firm charges clients separate and distinct fees for these non-advisory services, in addition to the advisory fees discussed in Item 5 of this Brochure. However, for clients whose account(s) exceed \$50,000,000, the firm may, at the firm's sole discretion, reduce or waive some or all of these non-advisory fees.

Christopher J. Koehm, Managing Director of HT Partners, is also separately employed as owner of an accounting firm affiliated with HT Partners by virtue of common ownership and control. The firm's clients may be referred to this separate affiliated entity and vice versa. However, no referral fees of any kind will be paid for these referrals by either party.

Peter J. Decker, Christopher J. Koehm, and Devin C. Bourque are also principals and/or owners of Essex Insurance Group, Inc. ("EIG"), an insurance agency that sells and services insurance products at the request of clients. Its focus is attempting to pool existing insurance policies and risks for higher service levels, discounts, and reinsurance purposes. It also offers life, health, accident and disability insurance products. Moreover, Mr. Bourque is appointed as a licensed insurance agent with certain unaffiliated insurance companies. HT Partners advisory clients may, but are not obligated to, use the services of EIG to reduce their insurance premiums and/or their existing policy deductibles. HT Partners advisory clients may, but are not obligated to use EIG and/or Mr. Bourque to obtain needed insurance products and services. All fees charged by EIG and any unaffiliated insurance companies are separate and distinct from those of HT Partners.

Peter J. Decker and Christopher J. Koehm also serve as officers and/or managers of various limited liability companies and corporations held by the firm's family office clients. Aside from their current shareholders, no other clients of HT Partners will be solicited or permitted to invest in these entities.

Peter J. Decker and Christopher J. Koehm are managers and officers of HT Fiduciary Management LLC ("HTFM"), a Wyoming private trust company. HTFM currently serves as a successor trustee to one client trust.

Peter J. Decker serves as Vice President of MacBeth Ventures LLC, a real estate holding company that manages the historic former Witch Hazel Works in Centerbrook, Connecticut. In this executive role, Mr. Decker is responsible for management of the property.

Some of these non-advisory activities present a potential conflict of interest, to the extent that HT Partners principals and owners may receive additional compensation as a result of recommending additional family office, accounting, and/or insurance services to clients. Potential conflicts of interest also arise to the extent that these non-advisory activities may require a significant time commitment from Mr. Decker and Mr. Koehm, thus limiting the amount of time they can dedicate to management of advisory client accounts. Furthermore, some of these relationships and arrangements may result in HT Partners, Mr. Decker and/or Mr. Koehm having direct or indirect access to client funds by virtue of serving as managers or trustees over certain client assets.

HT Partners endeavors at all times to put the interest of the clients first.

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

### Code of Ethics Disclosure

The firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that the firm requires of employees, including compliance with applicable federal securities laws. The Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, the firm's Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. The code provides for oversight, enforcement and recordkeeping provisions. A copy of the Code of Ethics is available to advisory clients and prospective clients upon request to Peter J. Decker, Managing Member, at the firm's principal office address.

The firm or individuals associated with the firm may buy or sell securities identical to those

recommended to or purchased for customers for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security which may also be recommended to a client. This practice results in a potential conflict of interest, as the firm may have an incentive to manipulate the timing of such purchases to obtain a better price or more favorable allocation in rare cases of limited availability.

HT Partners may aggregate employee trades with client trades. In case there is a partial fill of a particular batch order, purchases will be allocated pro-rata, with each account paying average price.

To mitigate these potential conflicts of interest, the firm has established the following restrictions:

1. No principal or employee of the firm may buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No principal or employee of the firm may prefer his or her own interest to that of the advisory client.
2. It is the expressed policy of the firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts.
3. The firm maintains a list of all securities holdings for the firm and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by Peter J. Decker and Christopher J. Koehm.
4. In case of partial fills, client accounts will receive preference over employee accounts.
5. HT Partners emphasizes the unrestricted right of the client to decline to implement any advice rendered, except in situations where the firm is granted discretionary authority.
6. All of the firm's principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
7. Any individual not in observance of the above may be subject to disciplinary action or termination.

Pursuant to recent Department of Labor regulations, HT Partners is required to acknowledge in writing its fiduciary status under Section 3(21) of the Employee Retirement Income Security Act of 1974, as amended ("ERISA") and Section 4975 of the Internal Revenue Code of 1986, as amended (the "Code"), as applicable.

When HT Partners provides investment advice to you regarding your retirement plan account or individual retirement account, it 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 HT Partners makes money creates some conflicts with your interests, so HT Partners operates under a special rule that requires it to act in your best interest and not put its interests ahead of yours.

### Asset Roll-Over Disclosure:

HT Partners is required to disclose applicable conflicts of interest associated with its rollover recommendations. HT Partners' rollover recommendations creates a conflict of interest if HT Partners will earn a new (or increase its current) advisory fee on the rolled over assets. Please see Item 5 of Form ADV Part 2A for further information regarding HT Partners' services, fees, and other conflicts of interest.

Clients and prospective clients considering a rollover from a qualified employer sponsored workplace retirement plan ("Employer Retirement Plan") to an Individual Retirement Account ("IRA"), or from an IRA to another IRA, are encouraged to consider and to investigate the advantages and disadvantages of an IRA rollover from their existing plan or IRA, including, but not limited to, factors such as management expenses, transaction expenses, custodial expenses and available investment options. Potential alternatives to a rollover may include:

- Leaving the money in your former Employer Retirement Plan, if permitted;
- Rolling over the assets to your employer's plan, if one is available and if rollovers are permitted;
- Rolling over Employer Retirement Plan assets into an IRA; or
- Cashing out (or distribute) the Employer Retirement Plan assets and paying the taxes due.

### **Item 12. Brokerage Practices**

HT Partners does not have any formal or informal soft-dollar arrangements and does not receive any soft-dollar benefits.

The firm does not request or accept the discretionary authority to determine the broker dealer to be used for client accounts. Clients must direct the firm as to the broker dealer to be used for all client securities transactions. In directing the use of a particular broker or dealer, it should be understood that the firm will not have authority to negotiate commissions among various brokers, and best execution may not be achieved, resulting in higher transaction costs for clients. *Not all advisers require their clients to direct brokerage.*

HT Partners participates in the Schwab Institutional (SI) services program offered to independent investment advisers by Charles Schwab & Company, Inc. ("Schwab"), an unaffiliated FINRA-registered broker dealer. Clients in need of brokerage and custodial services will have Schwab recommended to them. As part of the SI program, the firm receives benefits that it would not receive if it did not offer investment. These benefits include: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving SI participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client account; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. Schwab also offers other services intended to help us manage and further develop business enterprises. These services include educational conferences and events, technology, compliance, legal and business consulting, publications and conferences on practice management and business succession. The benefits received through participation in the SI program may or may not depend upon the amount of transactions directed to, or amount of assets custodied by, Schwab.

Participation in the SI program results a potential conflict of interest for the firm, as the receipt of the above benefits creates an incentive for us to recommend Schwab to clients. Nonetheless, the firm has reviewed the services of Schwab and recommends the services based on a number of factors. These factors include the professional services offered, commission rates, and the custodial platform provided to clients. While, based on the HT Partners business model, the firm does not seek to exercise discretion to negotiate trades among various brokers on behalf of clients. The firm will, however, periodically attempt to negotiate lower commission rates for clients with Schwab.

#### HTIQ Portfolios

All transactions in accounts invested in HTIQ Portfolios must be made through Charles Schwab & Company and consequently, in electing to participate in this Program, a client directs HT Partners to select Schwab as the exclusive executing broker dealer.

#### Trade Aggregation

HT Partners may aggregate client trades when doing so is advantageous to clients. Mostly, the firm will batch client transactions to receive volume discounts and to obtain better and more uniform pricing across client accounts. If the firm determines that aggregation of trades in a certain situation will be beneficial to clients, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed from each client account on any given day.

#### Vanguard Strategic Model Portfolios

HT Partners obtains complimentary Strategic Model Portfolios from Vanguard Investments at no cost, which may present a potential conflict \ incentive to invest in Vanguard Funds. HT Partners is not obligated to follow the models received and may utilize them partially or as an overall framework for index funds. HT Partners receives no additional compensation for investing in Vanguard-sponsored funds.

### **Item 13. Review of Accounts**

#### Portfolio Management Services

Peter J. Decker, Managing Member, Christopher J. Koehm, Managing Member, Devin Bourque, Director, Planning and Portfolio Services, Austin Michael VanWinkle, Investment Adviser Representative and Jack Wheeler, Junior Financial Planner will continuously monitor the underlying securities in client accounts and perform ongoing reviews of account holdings for all clients. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in an account holder's personal, tax or financial status. Economic and macroeconomic specific events may also trigger reviews.

In addition to the monthly statements and confirmations of transactions that clients receive from their broker dealer, the firm may provide or make available online additional quarterly holdings and/or performance reports.

#### Financial Consulting Services

HT Partners will review these client accounts periodically, as contracted for at the inception of the advisory relationship. The firm will not typically provide additional reports unless otherwise contracted for at the inception of the advisory relationship.

#### Notice

Any notice or other communication required or permitted to be given shall be deemed to have been duly given when delivered electronically to the email address of record. The Client may also request that all communications be delivered to a specially designated client portal. Should an advisory Client be utilizing a HTIQ Suite of Portfolios, the broker of record requires that all brokerage documents be delivered electronically to utilize the HTIQ Suite of Portfolios.

In lieu of the above notice provisions, Clients may request that communications be delivered in person, transmitted by facsimile (with hard copy sent by U.S. mail), sent by overnight courier (postage prepaid), or sent by registered mail (first class postage prepaid). A Client(s) may opt out of electronic notices for advisory matters at any time by notifying the manager in writing. All notices or communications to the Manager should be sent to the portfolio manager of the Account at the Manager's principal address.

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

Other than that already described in this Brochure, HT Partners does not receive any additional compensation from third parties for providing investment advice to its clients and does not compensate anyone for client referrals.

#### **Employee Referrals**

Compensation may be paid to employees of HT Partners if their referrals become clients of our firm.

Rewards will generally depend on the duration of the client relationship with HT Partners and the amount of assets invested by the referred client. All employees that are paid for referring clients to our firm must have a signed employee solicitation agreement on file before receiving their referral reward.

Payment of referral fees for prospective client referrals creates a potential conflict of interest to the extent that such a referral is not unbiased and the employee is, at least partially, motivated by financial gain. As these situations represent a conflict of interest, we have established the following restrictions:

1. All such referral fees are paid in accordance with the requirements of the Investment Advisers Act of 1940, rules adopted thereunder and any corresponding state securities law requirements;
2. All referred clients will be carefully screened to ensure that our fees, services, and investment strategies are suitable to their investment needs and objectives.

#### **Item 15. Custody**

Custody is defined as any legal or actual ability by the firm to access client funds or securities. Since all client funds and securities are maintained with a qualified custodian, HT Partners does not take physical possession of client assets. However, under the current SEC rules, the firm is deemed to have constructive custody of certain client assets. Therefore, all management clients are urged to carefully review and compare their quarterly reviews of account holdings and/or performance results received from us to those they receive from their custodian. In the case of discrepancies, clients should notify Peter J. Decker or Christopher J. Koehm and/or the custodian as soon as possible.



## **Item 16. Investment Discretion**

For clients granting HT Partners discretionary authority to determine which securities and the amounts of securities that are to be bought or sold for their account(s), the firm requests that such authority be granted in writing, typically in the executed investment management agreement.

Should the client wish to impose reasonable limitations on this discretionary authority, such limitations shall be included in this written authority statement. Clients may change/amend these limitations as desired. Such amendments must be submitted to the firm by the client in writing.

## **Item 17. Voting Client Securities**

HT Partners clients agree to delegate their proxy voting authority to HT Partners. Alternatively, clients may, at their election, “Opt Out” of this service and choose to receive proxies related to their own accounts. With respect to ERISA accounts, the firm will vote proxies unless the plan documents specifically reserve the plan sponsor’s right to vote proxies. Please note that if a client wishes to vote one holding within their account, but not the whole account, they must vote all holdings within the account. Limited exceptions may be made to this policy at the discretion of HT Partners. Additional cost incurred to achieve this exception will be charged to each client account in which the exception is granted. If a client elects to vote his/her own proxies, the firm may consult with clients, as requested, regarding a specific proxy issue.

HT Partners has retained the services of EC Proxy Voting Service, Inc. (hereinafter “EC Proxy”), an unaffiliated third-party proxy voting service. The firm has conducted reasonable due diligence on EC Proxy and believe that their proxy voting guidelines are in the best interests of the clients. Through EC Proxy’s platform, EC Proxy will vote all proxies according to its proxy voting guidelines.

EC Proxy will maintain all records, including vote decision, date voted, policies for vote decision and meeting information for all of the clients receiving proxies. EC Proxy will produce comprehensive reports annually showing the company name, CUSIP, meeting date, how the proposals were voted, reasoning behind the vote decision, client name and shares voted.

Clients may obtain a copy of EC Proxy’s voting policies, procedures and guidelines by contacting Peter J. Decker directly. Clients may request, in writing, information on how proxies for their shares were voted. If any client requests a copy of EC Proxy’s complete proxy policies and procedures or information on how EC Proxy voted for his/her account(s), the firm will promptly provide such information to the client.

HT Partners will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client’s account(s), including, but not limited to, the filing of “Proofs of Claim” in class action settlements. If desired, clients may direct the firm to transmit copies of class action notices to the client or a third party. Upon such direction, the firm will make commercially reasonable efforts to forward such notices in a timely manner.

## **Item 18. Financial Information**

Under no circumstances will HT Partners require payment of fees in excess of \$1,200 more than six months in advance of services rendered.