# Conflicts Disclosure

*As of May 2025*

**Introduction**

At Hunter Associates, we prioritize our clients' interest above our own and foster a culture committed to addressing and managing conflicts of interest. Hunter has several committees to ensure that conflict management is integral to business processes:

Management Committee - Hunter Associates' senior management identifies and discusses potential conflicts of interest, ensuring the are addressed effectively, including mitigation where possible.

Compliance: The compliance team is responsible for establishing, monitoring, and testing our policies and procedures, to meet regulatory standards.

Risk Committee - Supports the Management Committee by maintaining a conflict inventory recommending measures for complying with regulatory rules and best practices for mitigating conflicts of interest.

A conflict of interest arises when Hunter Associates and/or its employees have a competing professional or personal interest which could impair the ability to act in the best interest of Hunter Associates' clients. A conflict could exist even if no unethical or improper acts occur.

**Identifying, Monitoring & Controlling Conflicts of Interest**

Compliance is responsible for establishing procedures for identification, prevention and management of conflicts of interest. Ongoing monitoring and testing help to determine whether potential conflicts of interest are controlled. The Risk Committee is responsible for maintaining a register of conflicts of interest and corresponding controls, while the Management Committee oversees conflict monitoring and policy reviews, addressing any identified deficiencies.

Where conflicts, or potential conflicts, are identified we are committed to ensuring that they are effectively and fairly managed to prevent these conflicts from constituting or giving rise to a material risk of damage to the interests of our clients.

Note: This document is not a complete list of all the conflicts of interest that may exist. The best effort has been put forth to present Hunter Associates' actual or potential conflicts of interest on the following pages of this document.

COMPENSATION AND INCENTIVE MODELS

**Employee Compensation**

There is a potential risk that Hunter Associates' compensation structure may incentivize employees to place their interests ahead of client interests or place one client's interests ahead of another.

Your financial professional may be offered the opportunity to be an owner of the firm; employees that are owners of our firm may receive additional ownership compensation and may be paid bonuses as a result of the profitability of the firm.

Your financial professional may derive compensation in the form of a salary paid by the firm.

We do not have sales contests or extra bonuses paid for selling specific products. We do not pay our advisors different commission rates based on services or products.

We or our affiliates sometimes receive additional revenue from certain investments such as private investments or pooled investments of which an affiliate acts as the manager.

CLIENT ACCOUNT FEES

**Waiver/Negotiation of Fees:**

Hunter Associates may face conflicts of interest when it negotiates or waives certain fees as those changes enhance performance.

**Pricing and Valuation**

There is a potential conflict of interest inherent in every valuation where an investment management firm is compensated on asset size. Hunter Associates has procedures in place to ensure that an appropriate independent pricing source is used for all security types.

**Calculation of Fees**

Hunter Associates, the Investment Adviser, calculates the amount of the fee to be deducted. It is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

CLIENT ORDER PRIORITY & ACTING FOR MULTIPLE CLIENTS

**Allocation of Aggregated Trades - Advisory**

Hunter Associates, as an Investment Adviser, aggregates orders when and where possible and when advantageous to clients. This aggregation of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a prorated basis between all accounts included in any such aggregation trade.

Aggregate trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Hunter Associates will typically aggregate trades among clients whose accounts can be traded at a given broker. Hunter Associates has aggregate trading policies and procedures in place; they can be found in Hunter Associates' ADV Part2A.

**Allocation of Investment Opportunities**

Hunter Associates serves many clients. As such, it must ensure that investment opportunities are allocated fairly between clients. There is a potential risk that Hunter Associates may favor one client over another client in making allocations of investment opportunities.

**Client Order Priority**

It is the expressed policy of our firm that no person employed by the firm may knowingly trade ahead of a client account. This prevents such employees from benefiting from transactions placed on behalf of clients.

INVESTMENT PRODUCTS

Product providers can vary in complexity, cost, and structure. Certain product providers pay us directly when you invest in their products. Your financial professional may receive more money if you buy these investments.

Hunter Associates has a review process in place to review recommended products and to determine if those recommendations are in the best interest of the client. Additionally, a secondary review process is in place for insurance-related products, such as annuities.

**Portfolio Management - Advisory**

When acting as a fiduciary to our clients, Hunter Associates' places the client's interests before our own when managing portfolios. Additional conflicts arise when investing in mutual funds and insurance products. It is our duty to select the lowest cost share class available to the client.

**Investment Product Recommendations - Brokerage**

A conflict of interest exists when a representative selects a more expensive mutual fund share class for a client when a less expensive share class for the same fund is available and appropriate. Hunter Associates seeks to recommend the share class that best fits the client's individual circumstance.

PERFORMING ANCILLARY ACTIVITIES/PERSONAL CONFLICTS OF INTEREST

**Directorships and Outside Business Activities**

Certain Hunter Associates staff may hold positions in external organizations. There is a potential risk that Hunter Associates personnel may place their own interests (resulting from outside employment / directorships) ahead of the interests of Hunter Associates clients. The Chief Compliance Officer must be informed of all such appointments and changes. Disclosure must be made before any activity is conducted. The Firm will determine if the activity is prohibited by regulation.

**Employee Personal Account Dealing**

There are a number of potential conflicts when staff of an investment firm engage in buying and selling securities for their personal accounts. Hunter Associates' rules, which govern personal account dealing and general ethical standards, are set out in the Hunter Associates Code of Ethics.

**Gifts and Entertainment (Received & Given)**

In the normal course of business, Hunter Associates employees may offer or be offered gifts and entertainment to/from third parties e.g. brokers and other service providers. This results in a potential conflict of interest when selecting third parties to provide services to Hunter Associates and its clients.

To mitigate this potential conflict of interest, employees of Hunter Associates are prohibited from giving or receiving gifts in excess of minimal or nominal value from clients and vendors or attending any business entertainment events that are not reasonable in value.

## DUAL REGISTRATIONS & EXECUTION PRACTICES

**Dual Agency/Cross Transaction**

Dual Agency (also known as Cross Trading) concerns those transactions where Hunter Associates may act as agent for both the buyer and seller. In such circumstances there is a potential conflict of interest as it may be possible to favor one client over another when establishing the execution price and/or commission rate. Hunter Associates may act as agent for both buying and selling parties with respect to transactions in investments.

Client consent may have been given to Hunter Associates to transact securities on an agency cross basis or principal cross basis. Notice of these types of transactions will be disclosed on a trade confirmation sent to you after the trade date. Hunter Associates will contact you for prior written approval of any principal transaction. Client consent to these provisions may be revoked at any time by written notice to your Advisor. Please refer to your Investment Advisory Agreement to review additional information and the consent documentation on this topic.

**Execution Services – Broker-Dealer – Affiliated Party**

Hunter Associates Investment Adviser uses its affiliate broker-dealer for clearance and execution. Investment Advisory clients only pay the annual per account fee for these services. A portion of the per account fee goes directly to Hunter Associates.

**Soft Dollar Arrangements**

Hunter Associates does not have any soft dollar arrangements or directed brokerage agreements. However, the firm may receive research and platform support in the course of business.

## PERFORMANCE MARKETING & REPORTING

**Performance Reporting & Marketing Material**

We do not report firm-level performance; this level of reporting does not fit the business model of Hunter Associates. Any performance report generated is specific to an individual client’s portfolio. An independent third party calculates performance in this case; performance is not calculated by the client’s Advisor.

Compliance reviews all marketing materials prior to distribution.

ADDITIONAL CONFLICTS

**Access to Material Non-Public Information**

Hunter Associates may come into contact with information about a company that is not generally available to the investing public. Hunter Associates' policy and procedures for handling any conflicts of interest arising from access to nonpublic information are set forth by the compliance department. We do not act on non-public information.

If an employee is uncertain as to whether an interest or relationship is material or adverse, they should consult the Chief Compliance Officer for guidance.

**Client Referrals and Other Compensation**

Hunter Associates does not engage solicitors or pay related or non-related persons for referring potential clients to our firm.

**Proxy Voting**

Hunter Associates has a potential conflict of interest with its underlying clients when it has discretion to exercise voting authority in respect to client securities. As a matter of firm policy, we do not vote proxies on behalf of clients. Our firm may provide investment advisory services related to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections related to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type of events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets. We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

**Affiliated Businesses**

Our affiliate Hunter Private Capital Advisors **("HPCA")** is a SEC registered investment adviser. As such, HPCA maintains separate disclosure documents related to its business. Its business is primarily focused on advising private funds. Several registered representatives and investment adviser representatives of Hunter Associates are also investment advisor representatives of HPCA.

Both Hunter Associates and our related persons have certain relationships and arrangements which are material to Hunter Associates advisory business and advisory clients with HPCA. These relationships create conflicts of interest as Hunter Associates and several of its management persons (who are also HPCA management persons) may recommend to Hunter Associates advisory clients that such clients invest in the Private Funds advised by HPCA and thereby create additional direct and indirect revenue streams for our management persons and our affiliates which are also controlled by our management persons. Both Hunter Associates clients and investors in the Private Funds managed by our affiliates should be aware that the receipt of additional compensation by Hunter Associates and its management persons creates a conflict of interest that may impair the objectivity of Hunter Associates and these individuals when making advisory recommendations to our advisory clients. At all times, we endeavor to put the interest of our clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict.

Also, certain of our management persons provide services to HPCA and private funds managed and sponsored by our affiliates. Such management persons may be incentivized to dedicate additional time and resources to those other business entities and/or investment vehicles with which such management persons have direct or indirect compensation arrangements.

Certain management individuals of Hunter Associates and its affiliates have relationships and arrangements with the Private Funds, the Private Fund Managers, and the underlying private companies in which the Private Funds invest or will invest. This creates material conflicts of interest with our private fund clients and the investors in such private funds, some of which may also be clients of Hunter Associates.