

Part 2A of Form ADV: *Firm Brochure*

**Hunter Associates Investment Management, LLC
DBA Hunter Associates**

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This brochure provides information about the qualifications and business practices of Hunter Associates. If you have any questions about the contents of this brochure, please contact us at 412-765-8927 or marshall@hunterassociates.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.

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about Hunter Associates is also available on the SEC's website at www.adviserinfo.sec.gov. (SEC file number: 801-42007) You can also search by a unique identifying number, known as a CRD number. Our firm's CRD number is 30177.

Item 2 Material Changes

This Firm Brochure, dated March 2020, provides you with a summary of Hunter Associates advisory services and fees, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This Item is used to provide our clients with a summary of new and/or updated information; we will inform of the revision(s) based on the nature of the information as follows.

1. Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31, 2019. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item.
2. Material Changes: Should a material change in our operations occur, depending on its nature, we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

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Item 4 Advisory Business

Hunter Associates Investment Management, LLC (DBA: "Hunter Associates") is a SEC registered investment adviser with its principal place of business located in Pennsylvania and incorporated in the state of Delaware. Hunter Associates began conducting business in 1992.

Listed below are the firm's principal owners (i.e., those individuals and/or entities controlling 25% or more of this company).

- Hunter Associates Holdings, LLC

Hunter Associates offers the following advisory services to our clients:

INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm 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, we develop a written client's investment policy statement. We create and manage a portfolio based on that investment policy statement. During our data gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary and non-discretionary basis. Account supervision is guided by the client's stated objectives (i.e., long term growth, income, growth and income or short-term growth), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker dealer or insurance company and will generally include advice regarding the following securities:

- Exchange listed securities
- Securities traded over the counter
- Corporate debt securities (other than commercial paper)
- Certificates of deposit
- Municipal securities
- Variable life insurance
- Variable/Fixed annuities
- Mutual fund shares

- United States governmental securities
- Options contracts on securities

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

MANAGER OF MANAGERS PROGRAM

Hunter Associates offers discretionary advisory management services to clients through our Manager of Managers Program. Our objective when selecting an outside manager is to provide additional investment exposure to supplement our investment management services. We provide the client with a personal investment policy statement. The investment policy statement is developed through personal discussions in which the client's goals and objectives are established based on the client's particular circumstances. The asset allocation strategy is drafted into the client's investment policy statement.

Hunter Associates performs management searches of various registered investment advisers. Based on the client's individual circumstances and needs (as exhibited in the client's investment policy statement), we determine which selected registered investment adviser's ("selected asset manager") portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the selected asset manager. Clients should refer to the selected asset manager's Form ADV Part 2A or equivalent disclosure document for a full description of the services offered by the selected asset manager. Client meetings are available on a regular basis, or as determined by the client, to review the account.

Once we identify an appropriate selected asset manager, our firm negotiates the manager fee for the advisory management services and provides the selected asset manager a portion of the client's portfolio based on that investment policy statement. Clients may have more than one selected asset manager.

On an ongoing basis, we monitor the performance of the selected asset manager(s). If we determine that a particular selected asset manager is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with that client's investment policy statement, then we may move the client's portfolio to a different selected asset manager. Under this scenario, our firm retains the discretion to hire and fire the selected asset manager and/or move the client's portfolio to a different selected asset manager.

At least annually, we meet with the client to review and update, as necessary, the client's investment policy statement. However, should there be any material change in the client's personal and/or financial situation, we should be notified immediately to determine whether any review and/or revision of the client's Investment Policy Statement is warranted.

FINANCIAL PLANNING

We generally provide financial planning as a value added service to the individual portfolio advisory client. Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. Clients utilizing this service receive a written report which provides the client with a detailed financial plan designed to assist the client achieve his or her financial goals and objectives.

We gather required information through in depth personal interviews. Information gathered includes the client's current financial status, tax status, investments, insurance, future goals, objectives and attitudes towards risk. We may also assist the client by requesting information to assess and develop long term strategies, including as appropriate, trusts, wills, estate tax, powers of attorney, asset protection plans, nursing homes and elder care. We carefully review the information supplied by the client and prepare a written report. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her attorney, accountant, insurance agent, and other pertinent professionals. Implementation of financial plan recommendations is entirely at the client's discretion.

CONSULTING SERVICES

Clients can also receive investment advice on a more focused basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client.

WRAP FEE PROGRAM

We sponsor "Hunter Portfolio Series" a wrap fee program. A wrap fee program is a means of consolidating and managing an investor's portfolio. The wrap fee services are offered for a comprehensive charge by an investment advisor to a client for providing a bundle of services. Such services include investment advice, investment research and brokerage services. This fee covers all of the administrative and management expenses for the account.

The wrap fee program is offered and described in the Part 2A of Form ADV Appendix 1 ("Wrap Account Brochure"). You may obtain a copy of our firm brochure by contacting us at 412-471-4191 or by email to info@hunterassociates.com.

PRIVATE FUND

Hunter Associates Investment Management, LLC is the sponsor of Hunter Private Capital, LLC, the manager of the private fund. Portfolio oversight and asset management services are tailored to the fund. The private fund is exempt from registration under the Securities Act of 1933 and under the Investment Company Act of 1940. All investors must meet the accredited investor standard per Regulation D of the

Securities Act of 1933. The offering documents of the private fund discloses the terms and conditions of the private fund, including the associated fund fees and expenses.

NOTE: Should you have significant life changes, such as marriage, birth of a child, death of spouse, divorce, retirement or a significant change in your financial position, please contact your Advisor at Hunter Associates to determine if such change will alter your investment policy statement.

LIMITATIONS: As individuals of Hunter Associates are registered representatives of a broker dealer and/or investment adviser representatives, and/or as insurance agents/brokers of various insurance companies, advisory services recommendations may be limited to only those products offered through these companies. This limitation may create conflicts of interest. See Item 10 of this Form ADV Part 2A.

DISCLOSURE: Neither Hunter Associates, nor any of its employees, serves as an attorney. Accordingly, none of Hunter Associate's advisory services as provided in this advisory business section of the brochure should be viewed as those provided by an attorney.

AMOUNT OF MANAGED ASSETS

As of 12/31/2019, we were actively managing \$735,965,070 of clients assets on a discretionary basis plus \$3,280,956 of clients assets on a non-discretionary basis.

Item 5 Fees and Compensation

INDIVIDUAL PORTFOLIO MANAGEMENT FEES

Our annual fees for Individual Portfolio Management are charged quarterly in advance of services rendered. The calculated fee is a percentage of assets under management plus a fixed fee, according to the following schedule:

INVESTMENT ADVISORY FEE SCHEDULE

\$0.01 to \$5,000,000.00

Maximum fee charged annually

0.75% of assets under management

Plus \$1,000.00 fixed fee per family

\$5,000,000.01 and above

Maximum fee charged annually

0.75% of assets under management up to \$5,000,000.00

0.60% of assets under management above \$5,000,000.01

Plus \$1,000.00 fixed fee per family

Note: Hunter Associates may, in its sole discretion, deviate from this schedule. Hunter Associates permits existing clients to continue to be billed according to previously published ADV schedules for cases where the relationship was established under the then published ADV. Certain current clients pay fees based on a fee schedule that is no longer actively marketed or offered to prospective clients of Hunter Associates.

Distribution Service Fee: Investment advisory clients may have historical mutual fund investments in a share class that pays a fee to Hunter Associates Investment Management, LCC. Clients may also have investments in certain insurance products that pay a fee to Hunter Associates Investment Management, LCC. Adviser does not charge an investment advisory fee on the assets under management pertaining to these types of investment products. These type of investments have defined limitations that restrict the investment options pertaining to a comparable non fee paying security. We believe waiving the management fee provides the lowest overall cost to the client.

The Investment Advisory annual fee schedule is identified in the executed agreement between Hunter Associates and each client. The advisory fee charged is determined by the amount of assets under management at the end of the quarter. Clients separately pay directly to the selected custodian the cost for execution and custodial services.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Limited Negotiability of Advisory Fees: Although Hunter Associates has established fee schedule(s), we retain the discretion to negotiate alternative fees on a client by client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, among other factors.

MANAGER OF MANAGERS FEES

Our annual fee for the Manager of Managers Program is charged as a percentage of assets under management, according to the Individual Portfolio Management Standard fees schedule. The fee is negotiated and shared between Hunter Associates and the selected asset managers according to the Individual Portfolio Management Standard fees schedule. The negotiated fee will not exceed the fees disclosed in the Individual Portfolio Management Standard fee schedule.

FINANCIAL PLANNING FEES

Financial Planning is generally offered as a value added service to the advisory client. Based on the nature of the services being provided and the complexity of each client's circumstances, a fee may be charged for the financial plan. All fees are agreed upon prior to entering into a contract with any client. The financial plan is presented to the client within six months of the contract date, provided that all information needed to prepare the financial plan has been promptly provided.

CONSULTING SERVICES FEES

Consulting Services fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

PRIVATE FUND FEES

Hunter Associates Investment Management, LLC is the sponsor of Hunter Private Capital, LLC, the manager of the private fund. The offering documents of the private fund discloses the terms and conditions of the private fund, including the associated fund fees and expenses.

GENERAL INFORMATION

Termination of the Advisory Relationship: An agreement may be terminated at any time, without the payment of any penalty, by Client by giving Adviser (10) days' written notice addressed to Adviser at its principal place of business. Adviser will terminate the Agreement at any time after notification is received from Custodian of the transfer of managed client assets. Adviser may terminate an Agreement at any time by giving Client (10) ten days' written notice addressed to the Client at his/her principal residence or place of business. In the event of termination of an agreement prior to the end of a quarter, Client will be entitled to a pro-rata refund of any fees paid, but unearned, on termination. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

Mutual Fund Fees: All fees paid to Hunter Associates for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or 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. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Wrap Fee Programs: In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review and disclose with clients any separate program fees that may be charged to clients.

Additional Fees and Expenses: In addition to our advisory fees, individual portfolio clients are also responsible for the fees and expenses charged by selected custodians including, but not limited to, any transaction charges imposed by a custodian when a selected asset manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information. We will review and disclose the fees that may be charged to clients.

ERISA Accounts: Hunter Associates is deemed to be a fiduciary to advisory clients that have employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Hunter Associates may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Hunter Associates advisory fees.

Advisory Management Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

Privacy Policy: Privacy is an important issue. Hunter Associates' Privacy Policy is initially given to the client upon the opening of an account and is subsequently disclosed at least quarterly on custodian statements thereafter and also upon request to Hunter Associates. Hunter Associates solicits information concerning a client's name, address, date of birth, social security/tax identification number, financial situation, investment experience, tax status, tax reporting information and other personal non-public information. Hunter Associates will ask for this prior to opening a firm account. Hunter Associates may provide certain client information on an as-needed basis to participating third-party service providers such as our introducing registered custodian so that they may service the client's account.

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

Hunter Associates does not charge performance based fees.

Item 7 Types of Clients

Hunter Associates provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations
- Corporations or other businesses not listed above

Private Fund

As of 12/31/19, we have one private fund client. The private fund's offering documents describe the investor qualifications to participate in the offering.

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. We attempt to approximate the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition, specific future growth prospects, and management of the company itself) to determine if the company is under priced (indicating it may be time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security.

Risks for all forms of analysis. Our securities analysis relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

INVESTMENT STRATEGIES

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline in value, which could be a significant decline, before we make the decision to sell.

Short term purchases. When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price

swing in the securities we purchase.

Option writing. We 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 the holder the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock should 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. We will buy a put if we have determined that the price of the stock should fall before the option expires.

We will use options to speculate on the possibility of a sharp price swing in either direction based on an upcoming event. We will also use options to "hedge" a purchase of the underlying security; in other words, we will use an option purchase to limit the downside of a security we have purchased for your portfolio.

We may use "covered calls", in which we sell an option on a security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed upon price.

We may use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

Risk of Loss. Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Firm Registrations

In addition to Hunter Associates being a registered investment adviser, our firm is a registered broker dealer, with the SEC and multiple states and a member of FINRA. Our broker dealer and insurance broker or agent is specifically disclosed in Section 6 of Form ADV Part 1.

Private Fund

Hunter Associates Investment Management, LLC is the sponsor of Hunter Private Capital, LLC, the manager of the private fund. Certain advisory clients were solicited to invest in the private fund, in accordance with the investment objectives of the clients and the investor qualifications set forth in the private fund's offering documents. We acknowledge the potential conflicts of interest between the private fund and other advisory clients, and we mitigate this conflict of interest by waiving the Investment Advisory Fee for the assets that Investment Advisory clients have in the Private Fund. In addition, Hunter Associates Investment Management, LLC follows written policies and procedures to ensure all clients are treated fairly, regardless of the investment strategy, fee and commission schedule associated with the client account.

Personnel: Broker-Dealer Related Registrations

Certain personnel of Hunter Associates are separately licensed as registered representatives of Hunter Associates, the same entity as our registered investment adviser who is also a registered broker-dealer/municipal securities dealer/government securities dealer. These individuals, in their separate capacity, can effect securities transactions for which they will receive separate, yet customary compensation.

Certain personnel of Hunter Associates are brokers or agents of our insurance agency and are appointed to various insurance companies to write applications and participate in selling insurance policies. These individuals and our company as an insurance agency in this capacity will receive separate, yet customary compensation.

Clients should be aware that the receipt of additional compensation by Hunter Associates and its management persons or others registered with the broker-dealer, or, for insurance transactions creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Hunter Associates endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products or insurance from our employees or personnel acting in other capacities;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;

- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Hunter Associates and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to marshall@hunterassociates.com, or by calling us at 412-765-8927.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

- No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
- No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
- It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
- We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be *included* in the pro-rata allocation.
- Hunter Associates and individuals associated with our firm are prohibited from engaging in principal transactions.
- Hunter Associates may, at times, effect an agency cross transaction for an advisory client, provided that the transaction is consistent with our firm's fiduciary duty to the client and that all requirements outlined in Sec. 206(3)-2 of the Investment Advisers Act of 1940 are met. The advisory client will receive written notification of any

agency cross transaction. An agency cross transaction is a transaction where our firm acts as an investment adviser in relation to a transaction in which *Hunter Associates*, acts as broker for both the advisory client and for another person on the other side of the transaction.

- Our firm requires prior approval for any IPO or private placement investments by associates of the firm.
- We review all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
- We have established procedures for the maintenance of all required books and records.
- All clients are fully informed that certain persons may receive separate commission compensation when effecting transactions during the implementation process.
- Clients can decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
- All of our principals and employees must act in accordance with all applicable federal and state regulations governing registered investment advisory practices.
- We require delivery and acknowledgment of the Code of Ethics and this brochure by each supervised person of our firm.
- We have established policies requiring the reporting of Code of Ethics violations to our senior management.
- Any individual who violates any of the above restrictions may be subject to termination.

As disclosed in the preceding section of this Brochure (Item 10), related persons of our firm are separately registered as securities representatives of a broker-dealer, and/or licensed as an insurance agent/broker of various insurance companies. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

Item 12 Brokerage Practices

Hunter Associates does not have any soft dollar arrangements and does not receive any soft dollar benefits.

As an investment advisory client, it is your choice to select a broker-dealer to execute your trades and to custody the assets that will be held in your account. As a means of streamlining this overall administration and management of your investment accounts, clients may choose the brokerage services of Pershing, LLC.

Hunter Associates attempts to aggregate trades 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 aggregate trading policy and procedures are as follows:

- 1) Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Hunter Associates or our firm's order allocation policy.
- 2) The registered investment adviser must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- 3) The registered investment adviser must reasonably believe that the order aggregation will benefit, and will enable Hunter Associates to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- 4) Prior to entry of an aggregated order, a written statement of allocation must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
- 5) If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial written statement of allocation. However, adjustments to this prorata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this prorata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- 6) Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
- 7) If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer.
- 8) Hunter Associates client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
- 9) Funds and securities for aggregated orders are clearly identified on Hunter Associates records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

10) No client or account will be favored over another.

Item 13 Review of Accounts

INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. These accounts are reviewed by the adviser to the account. The firm also has procedures to review advisory accounts independent of the adviser.

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their selected custodian, we provide quarterly reports summarizing account balances and holdings. Account performance may be provided by a request received from the client.

MANAGER OF MANAGERS PROGRAM

REVIEWS: The performance of the registered investment adviser(s) selected to manage client portfolios within our Manager of Managers Program is continually monitored by Hunter Associates. Furthermore, accounts within this program are formally reviewed at least quarterly. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. These accounts are reviewed by the adviser to the account.

REPORTS: In addition to the monthly statements and confirmations of transactions that these clients receive from their respective custodian, the asset manager(s) selected by Hunter Associates to manage the client's portfolio(s) within our Manager of Managers Program typically provide the client with quarterly reports. Unless otherwise contracted for, we do not typically provide additional reports.

FINANCIAL PLANNING SERVICES

REVIEWS: While reviews may occur at different stages depending on the nature and terms of the specific engagement, typically formal reviews will not be conducted for Financial Planning clients unless otherwise contracted for.

REPORTS: Financial Planning clients will receive a completed financial plan. Additional reports will not typically be provided unless otherwise contracted for.

CONSULTING SERVICES

REVIEWS: While reviews may occur at different stages depending on the nature and

terms of the specific engagement, typically no formal reviews will be conducted for Consulting Services clients unless otherwise contracted for. Such reviews will be conducted by the investment adviser representative.

REPORTS: These client accounts will receive reports as contracted for at the inception of the advisory engagement.

Item 14 Client Referrals and Other Compensation

It is Hunter Associates policy not to engage solicitors or to pay related or non related persons for referring potential clients to our firm.

It is Hunter Associates policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non client in conjunction with the advisory services we provide to our clients.

Item 15 Custody

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate 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.

In addition to the periodic statements that clients receive directly from their custodians, we also send an account statement directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings values and calculations are correct and current.

Custody occurs when an advisor or related person directly or indirectly holds client funds or securities, or has the ability to obtain possession of them. As an affiliate, Hunter Private Capital, LLC, is the manager of the private fund, Hunter Associates has custody of the funds and securities of the private fund. As a result, Hunter Associates maintains any marketable securities, cash or cash equivalents at a qualified custodian, with the exception of certain assets of the private fund that are defined as "privately offered securities" per Rule 206(4)-2 of the Investment Advisers Act. In addition, the private fund will be subject to an annual financial audit by an independent accounting firm registered with, and subject to inspection by, the Public Company Accounting Oversight Board, the audited financial statements will be prepared in accordance with US Generally Accepted Accounting Principles and will be distributed to investors within 120 days of the private fund's fiscal year end.

Item 16 Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

MANAGER OF MANAGERS PROGRAM

As previously disclosed in Item 4 of this brochure, in this program, we do not "manage" client portfolios in the traditional sense of the definition, rather Hunter Associates manages the selected asset managers of client portfolios within this program. Accordingly, clients participating in this program grant us authority to hire and fire the selected asset manager(s) managing client accounts.

Clients give us this authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may change/amend these limitations by once again providing us with written instructions.

Item 17 Voting Client Securities

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative 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 relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type 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.

Item 18 Financial Information

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Hunter Associates has no such financial

circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Hunter Associates has not been the subject of a bankruptcy petition at any time during the past ten years.

Part 2A of Form ADV: Appendix 1

**Hunter Portfolio Series
Wrap Account Brochure**

**Hunter Associates Investment Management LLC
DBA Hunter Associates**

436 Seventh Avenue
Koppers Building, 27th Floor
Pittsburgh, Pennsylvania 15219-1818

Telephone: 412-765-8927
Email: marshall@hunterassociates.com
Web Address: www.hunterassociates.com

March 2020

NOTICES TO ADVISORY ACCOUNT CUSTOMERS You either signed or will sign the documents to establish a wrap account. This is an investment advisory account, with Hunter Associates, by which you established a brokerage account at Hunter Associates Investment Management LLC that is carried by Pershing LLC (“Pershing”) which acts as clearing broker and custodian for the account. Pershing acts as a qualified custodian for all Hunter Associates’ advisory account assets. Pershing holds and maintains all funds and securities in your advisory account. Pershing will send you periodic statements showing your holdings and any activity in your account. Please read your statements carefully when you receive them.

You can contact Pershing at the following address:

Pershing LLC
One Pershing Plaza
Jersey City, New Jersey 07399

This wrap fee brochure provides information about the qualifications and business practices of Hunter Associates. If you have any questions about the contents of this brochure, please contact us at 412-765-8927 or marshall@hunterassociates.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 Hunter Associates also is available on the SEC’s website at www.advisorinfo.sec.gov.

Item 2. Material Change

This Item is used to provide our clients with a summary of new and/or updated information.

We will inform you of revision(s) based on the nature of the information as follows:

1. Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE). We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this item.

2. Material Change: Should a material change in our operations occur, depending on its nature, we will promptly communicate this change to clients (and it will be summarized in this Item). "Material Change" requiring prompt notification will include change of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

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Item 4. Services, Fees and Compensation

Hunter Associates Investment Management LLC (DBA: “Hunter Associates”) is a SEC-registered investment adviser with our principal place of business located in Pennsylvania and incorporated in the state of Delaware. Hunter Associates began conducting business in 1992.

We sponsor the Hunter Portfolio Series (“Portfolio Series”), a wrap fee program. A wrap fee program is an advisory program under which a specified fee(s), not based directly on transactions in the client’s account, is charged for advisory services.

This Hunter Wrap Fee Program Brochure is limited to describing the services, fees, and other necessary information clients should consider prior to becoming a client. For a complete description of the other services and fees offered by our firm, clients should refer to our Form ADV Part 2A: Firm Brochure.

You may obtain a copy of our Firm Brochure by contacting us at 412-471-4191 or by email to info@hunterassociates.com.

Our firm provides portfolio management services to clients using four core asset allocation portfolios and the plus equity portfolio. Each core portfolio is designed to meet a particular asset allocation objective. The adviser will offer one core asset allocation portfolio or a combination of the core portfolio and the plus portfolio. Only the moderate and growth core asset allocation portfolios can be combined with the plus portfolio. The core plus portfolio may be included for those seeking and suited for a more aggressive investment profile. The plus portfolio can also be the only selected portfolio for client investment. A cash balance will also be maintained in the client account for payment of Portfolio Series fees. We offer the following portfolios as part of the Portfolio Series.

Core Portfolios:

- Conservative
- Balanced
- Moderate
- Growth

Plus Portfolio:

- Hunter Select

Core Plus Portfolios:

- Moderate/Hunter Select
- Growth/Hunter Select

The Investment Committee will choose mutual funds and ETFs that meet the defined investment objectives of the four core portfolios. For the Plus Portfolio, the Investment Committee will select and continuously monitor a group of individual stocks. We manage these investment advisory accounts on a discretionary basis. We assist the client to determine an appropriate investment goal, including identifying the client’s financial objectives, risk tolerance, liquidity needs and time horizon. The suitability of a specific core portfolio is determined by the client’s stated objectives (i.e. long term growth, income, growth and income). The addition of the plus portfolio is determined by suitability of the investment in meeting the client’s investment objective and to provide any desired potential return enhancement. The individual risk tolerance of each client determines how the individual portfolios are selected to meet the client’s investment objective. The moderate and growth portfolios are the only suitable core portfolios

that may be combined with the core plus portfolio. All portfolio selections consider any tax considerations relevant to client defined personal goals and objectives.

Through personal discussions with the client, in which the client's goals and objectives are established, we develop a personal investment policy statement and establish the appropriate asset allocation. Once created, the investment policy statement is used to help us identify which portfolio(s) is suitable for the client's specific circumstances. The Investment Committee manages each portfolio based on its portfolio type and investment goals rather than on each client's individual needs. The portfolios are not pooled assets, each client retains individual ownership of the mutual funds, ETFs, equities or other securities held within their portfolio account.

The Portfolio Series offers a diversified portfolio, professional advice and guidance, ongoing due diligence of the investments in the portfolio and rebalancing of the client's portfolio to maintain the desired asset allocation.

To ensure that our initial determination of an appropriate portfolio remains suitable and that the client's account continues to be managed in a manner consistent with the client's investment objective, risk tolerance and current financial circumstances, we will:

1. Send monthly written reminders to each client requesting any updated information regarding changes in the client's financial situation and/or investment objectives. These written monthly reminders are included on the custodian provided monthly account statements and quarterly account information delivered by Hunter Associates. The written reminders are delivered to each client of record; and
2. The Investment Adviser Representative will be reasonably available to consult with the client and maintain client suitability information in each client's file.

Portfolio Series Fees

The advisory management fee will be pro-rated and charged quarterly, to be paid in advance, based upon the amount of assets under management at the beginning of the quarter according to the following schedule:

Management fee charged annually 0.75%

What services are covered by the Portfolio Series fees? The Portfolio Series fees pay for our firm's advisory services to clients. The advisory services pay for investment management advice including evaluating investments, monitoring and rebalancing asset allocation, administrative expenses, custody charges for clients' assets custodied at Pershing LLC and brokerage services for trades executed through Pershing LLC.

Mutual Fund Fees: All fees paid to Hunter Associates for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. Since the Portfolio Series will use either advisory share class or no-load funds, the client will not pay separate distribution fees and sales charges for the funds they purchase within the Portfolio Series. 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. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. In some cases, funds require a minimum investment amount to participate in the fund. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby better evaluate the advisory services being provided.

The Portfolio Series may cost you more or less than purchasing the portfolio investments and investment advisory service separately. While the use of advisory class shares does not include distribution expenses, the internal management fee the mutual funds and ETFs charge when coupled with the Hunter Associates fee may be more or less than the cost of other investment products or advisory services.

The Investment Adviser Representative who recommends the Portfolio Series will receive a portion of the wrap fee. The Investment Adviser Representative compensation may be more than what the Investment Adviser Representative would have received from other Hunter Associates advisory programs or from separately providing investment advice and brokerage. To the extent that the Investment Adviser Representative may receive more compensation from an investment in this Portfolio Series, the Investment Adviser Representative may have a financial incentive to recommend this wrap fee program rather than another product.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client Agreement may be terminated at any time, without the payment of any penalty, by the Client giving Adviser ten (10) days' written notice addressed to Adviser at its principal place of business. Adviser will terminate the Agreement at any time after notification is received from Custodian of the transfer of managed client assets. The Adviser may terminate Agreement at any time by giving client ten (10) days' written notice addressed to the client at his/her principal residence or place of business. In the event of termination of the Agreement prior to the end of a quarter, Client will be entitled to pro-rata refund of any fees paid, but unearned, on termination.

ERISA Accounts: Hunter Associates is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions in the Portfolio Series, the wrap fee covers investment advice for core portfolios on mutual funds, ETFs and, in the Hunter Select Portfolio, equity stock investments, for which our firm and/or our related persons do not receive any commissions or 12b-1 fees.

Advisory Management Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees. Clients should evaluate our services and fees against those offered by other firms.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Item 5. Account Requirements and Types of Accounts

The Portfolio Series does not impose a minimum account size requirement. While there is no minimum account size, investment in the Hunter Select Portfolio may be impractical for clients whose account size is less than \$25,000.

While Hunter Associates provides investment advisory services to individuals, high net worth individuals, pension and profit sharing plans, charitable organizations, corporations and other businesses, we believe the client accounts will predominantly be opened for individual and small business clients. Clients with a larger asset base may require our individual portfolio management services that provides an individual customized approach.

The clients, as a condition for participation, are required to direct us to custody their assets with and to place trades through Pershing LLC. Pershing LLC is a FINRA-member broker-dealer and the clearing firm and custodian that we use for brokerage accounts. Hunter Associates has negotiated an arrangement with Pershing LLC to provide custodial and brokerage services as part of the Portfolio Series. As such, we reserve the right to decline acceptance of any client account for which the client directs the use of a broker-dealer/custodian other than Pershing LLC.

Item 6. Portfolio Manager Selection and Evaluation

The Investment Committee is responsible for choosing the mutual funds, ETFs, and equities for each portfolio. They may use one or more of the following to evaluate fund managers and equity securities:

1. Morningstar
2. Communication with fund company management team
3. Research reports
4. Fundamental analysis
5. Rating agencies
6. Third-party research services

Each mutual fund, ETF or equity selection and the decision for inclusion in one or more of the portfolios is based upon the in-depth assessment and majority agreement of the investment committee.

Risks for all forms of analysis. Our investment analysis evaluation methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, communication with fund company, and other publicly available sources of information about these investments, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Item 7. Client Information Provided to Registered Investment Advisers (Privacy Policy)

Privacy is an important issue. Hunter Associates' Privacy Policy is initially given to the client upon the opening of an account and is subsequently disclosed at least quarterly on custodian statements thereafter and also upon request to Hunter Associates. Hunter Associates solicits information concerning a client's name, address, date of birth, social security/tax identification number, financial situation, investment experience, tax status, tax reporting information and other personal non-public information. Hunter Associates will ask for this prior to opening a firm account and recommending a wrap account. Hunter Associates may provide certain client information on an as-needed basis to participating third-party service providers such as our introducing registered custodian so that they may service the client's account.

Item 8. Client Contact with Registered Investment Advisers

Clients have access to Hunter Associates Registered Investment Advisers by phone, e-mail or by scheduling an in-person meeting with their advisory consultant to discuss their investment objectives and any financial changes. Clients do not have access to the Investment Committee. For the four core portfolios that are invested exclusively in mutual funds or ETFs, clients will not have direct or indirect access to the investment company fund managers.

Item 9. Additional Information

A.1 Disciplinary Information

As an investment adviser, Hunter Associates is required to disclose any legal or disciplinary events that may be deemed material to your evaluation of Hunter Associates or the integrity of its management team. Hunter Associates has no information applicable to this item to disclose.

A.2 Other Financial Activities and Financial Affiliations

Hunter Associates is dually registered as a broker-dealer and as an investment adviser. As a broker-dealer, Hunter Associates is a member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investor Protection Corporation (“SIPC”). Hunter Associates and its Registered Representatives primarily engage in the brokerage business of buying and selling equity securities, mutual fund securities, municipal securities, government securities, variable insurance products and various other securities for clients. Hunter Associates is a registered municipal securities dealer and government securities dealer. Most Hunter Investment Adviser Representatives are also Hunter Associates Registered Representatives. Hunter Associates is also licensed as an insurance agency and many Hunter Associates investment consultants may also be licensed to sell insurance products through this agency. To the extent that your Hunter Associates advisory consultant is also a Hunter Associates Registered Representative or an insurance agent, he/she may receive commissions as a result of executing trades for you in a separate brokerage account that you maintain outside of your Hunter Associates advisory relationship or through an affiliated insurance agency. Because your Hunter Associates advisory consultant can earn compensation in addition to his/her advisory fee by selling you other products or services, this opportunity may raise conflict of interest concerns. To better address these potential conflicts, the client is not charged brokerage commissions on the trades executed in the Portfolio Series advisory accounts. Hunter Associates strives to provide full disclosure of all costs and compensation received.

B.1 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Hunter Associates has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees including compliance with applicable federal and state securities regulations.

Hunter Associates and our registered personnel owe a duty of loyalty, fairness and good faith toward our clients and have an obligation to adhere not only to the specific provisions of the Code of Ethics but also to the general principles that guide the Code.

Hunter Associates Code of Ethics further includes the firm’s provision for prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all personnel are reminded that such information may not be used in a personal or professional capacity. A copy of our Code of Ethics is available to clients and prospective clients. You may request a copy by email to marshall@hunterassociates.com or by calling us at 412-765-8927.

Hunter Associates and individuals associated with our advisory firm are prohibited from engaging in principal transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, associated persons of our firm may have an interest or position in a certain security(ies) which may also have been recommended to a client.

We may aggregate the trades of our associated persons with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients in the Core Plus Portfolio will receive an average share price. In instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. If included in the batch order, employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, and some of these situations are not applicable to clients in the Portfolio Series, we have established the following policies and procedures for implementing our firm's advisory Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
5. We review all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations. These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All clients are fully informed that related persons may receive separate commission compensation when effecting transactions during the implementation process.
8. Clients can decline to implement any advice rendered and in those situations where our firm is granted discretionary authority.
9. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
10. We require delivery and acknowledgment of the Code of Ethics and this brochure by each supervised person of our firm.
11. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
12. Any individual who violates any of the above restrictions may be subject to termination.

B.2 Review of Accounts

While one or more members of the Investment Committee is continually monitoring the underlying securities within the Portfolio Series accounts, each account is individually reviewed on a quarterly basis. An account is reviewed in the context of the investment objectives and guidelines for the specific portfolio it is in as well as for any investment restrictions provided by the client. Accounts are also reviewed to ensure that they are consistent with the needs of the client as outlined in the client's Investment Policy Statement. More frequent reviews may be triggered by material changes in the client's individual circumstances, the market and/or the current political or economic environment.

B.3 Client Referrals and Other Compensation

It is Hunter Associates' policy not to engage solicitors or pay related or unrelated persons for referring potential clients to our firm.

It is Hunter Associates' policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes from a non-client in conjunction with the advisory services we provide to our clients.

B.4 Financial Information

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Hunter Associates has no such financial circumstances to report.

Hunter Associates does not under any circumstances require or solicit payment of fees in excess of \$1,200 per client more than six months in advance, thus we are not required to provide our clients with firm financial statements.

Hunter Associates has never been the subject of a bankruptcy proceeding since its inception.