

Douglass Winthrop Advisors, LLC

Part 2A of Form ADV

The Brochure

521 Fifth Avenue, 19th Floor
New York, New York 10175
www.douglasswinthrop.com

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This brochure provides information about the qualifications and business practices of Douglass Winthrop Advisors, LLC (“DWA” or the “Firm”). If you have any questions about the contents of this brochure, please contact us at 212-557-7680 or info@douglasswinthrop.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.

DWA is a registered investment adviser. Registration as an investment adviser does not imply any level of skill or training.

Additional information about DWA is also available on the SEC’s website at: www.adviserinfo.sec.gov.

ITEM 2- Material Changes

DWA is required to provide a summary of any material changes made to this Form ADV Part 2A.

Since DWA’s last annual filing in May 31, 2023, DWA has updated their fee schedule.

DWA routinely makes changes throughout its brochure in an effort to improve and clarify the description of its business practices and compliance policies and procedures or in response to evolving industry and Firm practices.

We encourage all recipients to read this brochure carefully in its entirety.

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ITEM 4- Advisory Business

DWA was founded in 1999 and is currently owned by its principals and a small group of outside investors. Robert R. Douglass, Jr., John Winthrop, Jr., Lea Paine Hight and Charles T. Howard each own more than 5% (but less than 25%) of the firm. Kudu Investment US, LLC, a Delaware limited liability company, maintains a passive, non-controlling minority stake in DWA. DWA does not believe that this ownership interest presents a material conflict of interest with any client.

DWA provides customized investment management services primarily to individuals, high-net-worth individuals, families, trusts, endowments and institutions herein referred to each as a “**client**” and collectively the “**clients**.” As a fiduciary, DWA acts in the clients’ best interest and fulfills its obligation by working closely with clients to identify and understand their investment objectives while building a long-term relationship.

DWA manages client assets in individually managed accounts. An individually managed account is a dedicated account owned by a client and governed through an investment management agreement (“**IMA**”) between the client and DWA. DWA works with each client to establish an appropriate investment strategy based on the client’s investment objectives, risk tolerance, time horizon, and liquidity needs. Clients choose from all-equity and balanced strategies, and can impose reasonable restrictions on DWA’s management of their accounts.

While DWA has broad discretion to select investments, DWA generally invests client assets in domestic and international stocks. Where appropriate, fixed income allocations typically include investment grade corporate, U.S. Government and municipal bonds.

Equities are typically managed in line with either the DWA Equity Strategy or the DWA Sustainable Equity Strategy. (Item 8 below has a more detailed explanation of the Firm’s investment strategies.) Each client account is managed by a dedicated Portfolio Manager. While equity selection in both strategies is informed by the respective Investment Committee and Portfolio Management Committee of each strategy, the dedicated Portfolio Manager has latitude to stray from the respective list based on each client’s unique circumstance, taking into account a client’s legacy positions, sensitivity to taxes, risk tolerance, investment time horizon and other relevant factors.

DWA has an agreement to provide investment model recommendations to portfolio managers of an independent investment adviser for consideration and execution at the discretion of the independent investment adviser. DWA has no authority over such independent advisers’ accounts.

In addition, DWA maintains policies and procedures designed to comply with the ERISA fiduciary standards when advising retirement asset rollovers as set forth in the Department of Labor Fiduciary Rule. Clients will receive an investment and fee comparison analysis for approval prior to the investment rollover of retirement assets.

DWA does not participate in a wrap program.

As of December 31, 2023, DWA had total regulatory assets under management of \$5,007,782,691 of which \$5,007,276,922 was managed on a discretionary basis on behalf of approximately 1,264 clients and \$505,768 was managed on a non-discretionary basis on behalf of 1 client.

ITEM 5- Fees and Compensation

Compensation to DWA for individually managed accounts is negotiable and will vary, but typically consists of a percentage of assets under management. Percentage fees for assets under management are generally up to 1.25% with a minimum fee of \$2500 per quarter and a \$1,000,000 client relationship assets under management minimum. Institutional accounts, which are subject to higher minimums and are managed according to a model portfolio, are charged 0.85% for the first \$25 million dollars and 0.70% on assets above that level.

DWA in its discretion may waive or negotiate fees for certain clients based on factors such as assets under management, complexity of accounts managed, and discounting or waiving fees for employees and family members.

DWA receives a quarterly fee for providing investment model recommendations to an independent investment adviser.

For most clients, DWA charges fees quarterly in arrears based on the account value at the end of that quarter. For some clients where it has been a primary provision of their investment management agreement with another investment manager, DWA charges fees quarterly in advance, based on the account value at the beginning of the quarter. Most clients authorize DWA to deduct fees automatically from their custodial accounts, but clients may request that DWA send quarterly invoices to be paid by check.

For clients that pay management fees in arrears, if a client terminates the investment management agreement with DWA in the middle of a billing period, DWA will invoice the client for an amount that is pro-rated based on the number of days that the account was managed. For clients that pay management fees in advance, if a client terminates the investment management agreement with DWA in the middle of a billing period, DWA will refund the client the difference between the management fee paid and the pro-rated fee earned based on the actual number of days during the quarter that the account was managed.

In addition to DWA's investment management fees, clients bear trading costs and custodial fees that may include brokerage commissions, transaction fees, odd lot differential fees, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

ITEM 6- Performance Based Fees and Side-by-Side Management

DWA does not charge any performance fees. Some investment advisers experience conflicts of interest in connection with the side-by-side management of accounts with different fee structures and schedules. To mitigate such conflicts of interest, DWA generally aggregates client trades together and allocates trades regardless of clients' fee structures and schedules. In keeping with DWA's fiduciary duty, DWA will not incentivize one client to the detriment of another.

ITEM 7- Types of Clients

DWA primarily provides customized investment management services to individuals, high-net-worth individuals, families, trusts, endowments and institutions. DWA's minimum account size is generally \$1 million.

For Institutional clients the minimum account size is generally \$5 million.

ITEM 8- Methods of Analysis, Investment Strategies and Risk of Loss

DWA manages all-equity and portfolios consisting of equities and fixed-income securities. The specific mix is determined by the Portfolio Manager in consultation with the client and may be shaped by such factors as the client's investment objectives, tolerance for risk, income requirements, written investment policy or other factors considered relevant.

With regard to the equity component, clients may choose from the DWA Equity Strategy, the DWA Sustainable Equity Strategy, or both. In either case, the DWA Portfolio Manager assigned to the portfolio will typically select equities from the "Approved to Buy" list for that strategy. Not every equity portfolio will adhere strictly to either strategy. Portfolio Managers have discretion to adjust the weights of the individual securities in the portfolio, including down to zero, if they believe it is in the best interest of the client. Portfolio Managers may elect to leave previously owned (legacy) securities in a client's portfolio to minimize tax consequences or for other reasons. Unless otherwise restricted, Portfolio Managers are permitted to buy other securities not on the Approved to Buy list at the client's direction. In general, Institutional accounts and non-taxable accounts adhere more closely to a model portfolio based on securities on the respective Approved to Buy lists, but weightings in these accounts may vary based on market timing.

DWA primarily invests in stocks and bonds for relatively long time-horizons. However, market developments or changes in an issuer's fundamental prospects could cause DWA to sell securities more quickly.

DWA Equity Strategy

The DWA Equity Strategy Investment Committee consists of its nine Portfolio Managers and five research and trading team members. Stock selection and target weightings are determined by the Portfolio Management Committee, whose members are Bryce O'Brien, Charlie Howard and Jay Winthrop. The Investment Committee works together to conduct fundamental analysis on all stocks recommended for client accounts. This analysis adheres to a five-filter methodology which includes a review of:

- The issuer's management;
- The issuer's financial strength and flexibility;
- The issuer's competitive position within their industry;
- The issuer's opportunities for reinvestment

- The security's valuation; and
- Any other factors considered relevant.

The Investment Committee meets weekly to discuss existing and prospective investments. Investments are evaluated independently, as well as in the context of clients' existing holdings and sector exposures.

DWA Sustainable Equity Strategy

DWA offers clients a Sustainable Equity Strategy which adheres to the five-filter stock selection criteria embedded in the DWA Equity Strategy research process, while adding a sixth filter reflecting a company's ability to create value based on prudent navigation of secular sustainable environmental trends. The DWA Sustainable Equity Strategy offers a specialized domain expertise to identify companies that feature best-in-class environmental leadership or derive a substantial and growing proportion of revenues from products that meet intensifying environmental challenges. We seek leaders on factors material to long-term value creation ranging from transparent performance on environmental costs and risks in their supply chains to revenue upside from meeting customers' changing expectations regarding sustainability. Environmental challenges include physical, regulatory and transition risks imposed by climate change. The Sustainable Equity Strategy has its own Portfolio Management Committee, which consists of Josh Huffard, Bowdy Train, and Dan Abbasi.

Fixed Income Securities

Fixed-income investments include U.S. government, municipal and corporate bonds. Purchases are made by individual Portfolio Managers in consultation with clients and are based upon each client's specific needs and guidelines. Portfolio Managers consult with the research and trading teams with the aim of achieving the best risk-adjusted returns within the client's guidelines. When evaluating a U.S. government bond, the Portfolio Manager generally considers such factors as its maturity date, interest rate and yield, client liquidity needs and any other factors considered relevant. When evaluating a municipal bond, the Portfolio Manager generally considers such other factors as the credit-worthiness of the issuer as judged by independent ratings agencies, the source of revenue to pay interest and principal to bondholders, maturity date, yield, liquidity and any other factors considered relevant. When evaluating a corporate bond, the Portfolio Manager generally considers such factors as the credit-worthiness of the issuer as judged by independent ratings agencies, the issuer's financial statements, prospects for the issuer's industry as well as the issuer's competitive position within that industry, maturity date, yield, liquidity and any other factors considered relevant.

Other Securities

As an accommodation to clients, DWA may hold shares of open-end and closed-end mutual funds and exchange-traded funds ("ETFs"). Mutual funds and ETFs are typically selected in response to a particular client's desire to have more concentrated exposure to a given asset class, sector or geographic area than can be achieved through the selection

of individual securities. They are selected by individual Portfolio Managers in consultation with the research team and trading desk. When evaluating a mutual fund or ETF for a client, the Portfolio Manager considers its historical risk and return characteristics, the tenure and qualifications of its portfolio management team, the concentration and volatility of its holdings, its fee structure, its liquidity and any other factors considered relevant. Mutual funds and ETFs typically charge shareholders management fees and other expenses in addition to the fees charged by DWA.

Summary of Material Risks

There can be no assurance that the investment objective of our clients will be achieved, or that clients will not incur losses. The risks described below are not meant to be a comprehensive collection of all risks clients will face. Each client is also encouraged to consult with DWA to review the specific risks of the assets in the client's account from time to time.

General Risks

Business Continuity Risks

DWA's business operations may be vulnerable to disruption in the case of catastrophic events such as fires, natural disasters, terrorist attacks or other circumstances resulting in property damage, network interruption or prolonged power outages. Although DWA has implemented measures to manage risks relating to these types of events, there can be no assurances that all contingencies can be planned for. These risks of loss can be substantial and could have a material adverse effect on DWA and clients' investments.

Custody Risk

All Client funds and securities which the Firm manages are held in custody with a qualified custodian. In the event of a custodian's or sub-custodian's insolvency, negligence, fraud, poor administration, or inadequate recordkeeping, Clients may incur a loss on securities and cash held in custody. Generally, deposits maintained at a bank do not become part of a failed bank's estate however, cash held at a broker-dealer does become a general part of the broker-dealer's asset pool which would be divided up amongst all the broker-dealer's creditors. Clients may be impacted by a bank or custodian's insolvency in that there may be a delay in access to liquidity, trade settlement, delivery of securities, etc. Establishing multiple custodial relationships could mitigate custodial risk in the event of a bank or custodian failure.

Cybersecurity Risks

DWA and its service providers, counterparties, and other market participants on whom DWA relies depend on complex information technology and communications systems to conduct business functions. These systems are subject to a number of different threats or risks that could adversely affect Clients despite the efforts of DWA and its service providers, counterparties, and other market participants on whom DWA relies to adopt technologies,

processes, and practices intended to mitigate these risks and protect the security of their computer systems, software, networks, and other technology assets, as well as the confidentiality, integrity, and availability of information belonging to the Clients. For example, unauthorized third parties could attempt to improperly access, modify, disrupt the operations of or prevent access to these systems of DWA and its service providers, counterparties, and other market participants on whom DWA relies for data within these systems. Third parties could also attempt to fraudulently induce employees, customers, third-party service providers, or other users of systems to disclose sensitive information to gain access to DWA's data or that of its clients. In addition, the ubiquity and complexity of these systems present the possibility of inadvertent disclosure of sensitive client information despite the efforts of DWA and its service providers, counterparties, and other market participants to prevent such inadvertent disclosure. A successful penetration or circumvention of the security of DWA's systems or the systems of DWA's service providers, counterparties, or other market participants on whom DWA relies could result in the loss or theft of a client's data or funds, the inability to access electronic systems, loss or theft of proprietary information or corporate data, physical damage to a computer or network system or costs associated with system repairs. Such incidents could cause DWA or its respective service providers, counterparties, and other market participants on whom DWA relies, to incur regulatory penalties, reputational damage, additional compliance costs, or financial loss.

Economic Conditions

Changes in economic conditions, including, for example, interest rates, inflation rates, currency and exchange rates, industry conditions, competition, technological developments, trade relationships, supply-chain disruptions, economic sanctions, political and diplomatic events and trends, tax laws and other factors, can affect substantially and adversely the investment performance of a client's account. Economic, political and financial conditions, or industry or economic trends and developments, may, from time to time, and for varying periods of time, cause volatility, illiquidity or other potentially adverse effects in the financial markets. Economic or political turmoil, a deterioration of diplomatic relations or a natural or man-made disaster in a region or country where DWA's client assets are invested may result in adverse consequences to clients' portfolios.

As of the beginning of 2023, there is an especially high degree of economic uncertainty given elevated inflation, a rapid increase in interest rates by Central Banks, and a high level of geopolitical uncertainty in Europe and Asia. The likelihood of a recession, and the magnitude of any such recession, is uncertain and would have significant implications across asset classes. None of these conditions is or will be within the control of DWA, and no assurances can be given that DWA will anticipate these developments. In addition, there is a risk of loss of bank deposits in excess of \$250,000, risks surrounding liquidity, concentration, systemic risk regarding the failure of banks, and increased compliance costs associated with diversifying deposits among multiple banks.

Exposure to Material, Non-Public Information

On rare occasions, DWA employees may receive material, non-public information with respect to an issuer of publicly traded securities resulting from professional and/or personal

channels. In such circumstances, Clients may be prohibited, by law, and policies and procedures for a period of time from (i) unwinding a position in such issuer, (ii) establishing an initial position or taking any greater position in such issuer, and (iii) pursuing other investment opportunities related to such issuer.

Foreign Country Risk

Certain investments are subject to the risk associated with investing in securities issued by entities or corporations outside of the United States. Foreign issuers are subject to a host of geopolitical, economic, and currency uncertainties, which make those securities inherently risky.

Pandemic Outbreak

An epidemic outbreak and reactions to such an outbreak could cause uncertainty in markets and businesses, including DWA's business. Such an event may adversely affect the performance of the global economy, and may cause market volatility, market and business uncertainty and closures, supply chain and travel interruptions, the need for employees and vendors to work from remote locations, and extensive medical absences. DWA has policies and procedures to address known situations, but because a large epidemic may create significant market and business uncertainties and disruptions, not all events that could affect DWA's business and/or the markets can be determined and addressed in advance. During the recent COVID-19 outbreak, DWA's Business Continuity Plan allowed DWA's personnel to work remotely without interruption to DWA's investment management or client service. This incident response may not be representative of future incident conditions.

Regulatory/Legislative Developments Risk

Regulators and/or legislators may promulgate rules or pass legislation that places restrictions on, adds procedural hurdles to, affects the liquidity of, and/or alters the risks associated with certain investment transactions or the securities underlying such investment transactions. Such rules/legislation could adversely affect the value associated with such investment transactions or underlying securities.

Future legal, tax and regulatory changes may adversely affect businesses and require additional reporting for registered investment advisors. The SEC, other regulators and self-regulatory organizations and exchanges have taken various actions in connection with market events and may take additional actions. Registered investment advisors and/or the value of client portfolios may also be adversely affected by changes in the enforcement or interpretation of existing laws, rules and regulations, including tax laws, by federal, state and non-U.S. agencies, courts, authorities or regulators.

Social Media and Publicity Risk

The use of social networks, message boards, internet channels and other platforms has become widespread within the United States and globally. As a result, individuals now have the ability to rapidly and broadly disseminate information or misinformation, without independent or authoritative verification. Any such information or misinformation regarding

the Firm, securities or clients could have a material adverse effect on the value of the investments.

Investment Related Risks

Equity Securities

Common stocks and other equity securities generally increase or decrease in value based on the earnings of a company and on general industry and market conditions. The value of a company's share price could decline as a result of poor decisions made by management, lower demand for the company's services or products or if the company's revenues fall short of expectations. There are also risks associated with the stock market overall; in particular, the stock market may experience periods of turbulence and instability.

Exchange Traded Funds

Exchange Traded Funds ("ETF") are typically designed to represent a fixed portfolio of securities that is intended to track a particular market index. The risks associated with investing in ETFs generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in an ETF being more volatile than the particular market index it is intended to track. ETFs also have separate management fees and expenses which investors bear through an investment in an ETF.

Fixed Income Securities

Fixed income or debt securities have varying levels of sensitivity to changes in interest rates. In general, the price of a fixed income security will fall when market interest rates rise and rise when interest rates fall. Securities with longer maturities will be more sensitive to interest rate changes. Many types of fixed income securities, such as some types of mortgage-backed securities are also subject to prepayment risk. Securities subject to prepayment can offer less potential for gains during a declining interest rate environment and similar or greater potential for loss in a rising interest rate environment. Below-investment-grade fixed income securities are generally subject to greater credit risk than investment-grade securities. Many below-investment-grade fixed income securities are also less liquid than investment-grade securities and could be subject to greater volatility.

Operational Risk

Operational risk is the potential for loss caused by a deficiency in information, communication, transaction processing and settlement and accounting systems. DWA maintains controls to mitigate operational risk, including systems and procedures to record and reconcile transactions and positions, and to obtain necessary documentation for trading activities.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear. All investments in securities and other financial investments involve substantial risk of volatility arising from numerous factors that are beyond the control of DWA, including market conditions, changing domestic or international economic or political conditions, changes in tax laws and government regulation and other factors.

Sustainable Equity Strategy Risk

Securities selected based on an issuer's environmentally responsible actions, such as those that incorporate "impact," "green," or environmental, social, governance or similar criteria may forgo certain market opportunities available to issuers that do not use such criteria. The Sustainable Equity Strategy portfolio may underperform (or out-perform) a portfolio that does not consider the impact of environmental responsibility due to a variety of factors including changes in legislation or new regulations, advents of new technology, increased costs associated with minimizing environmental impacts, increased costs due to socially responsible programs and similar initiatives and other factors. Additionally, there is a risk that companies identified by the strategy's sustainable equity investment criteria do not operate as expected when addressing sustainability issues. A company's performance or DWA's assessment of a company's performance could vary over time, resulting in the Firm's sustainable equity portfolio being temporarily invested in companies that fail to comply with the portfolio's approach towards certain sustainability characteristics. There are significant differences in interpretations of what it means for a company to have positive sustainability attributes.

THIS LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN CONNECTION WITH THE ADVISER'S MANAGEMENT OF CLIENT ACCOUNTS. IN ADDITION, PROSPECTIVE CLIENTS SHOULD BE AWARE THAT, AS THE MARKET DEVELOPS AND CHANGES OVER TIME, INVESTMENTS IN CLIENT ACCOUNTS MAY BE SUBJECT TO ADDITIONAL AND DIFFERENT RISKS.

ITEM 9- Disciplinary Information

DWA and its employees have not been involved in any legal or disciplinary events that would be material to a client's evaluation of the company or its personnel.

ITEM 10- Other Financial Industry Activities and Affiliations

DWA maintains a relationship with Salisbury Bank and Trust Company under which DWA provides investment advisory services on a discretionary basis for account portfolios designated by the company.

As stated in Item 4, Kudu Investment US, LLC (“Kudu”), a Delaware limited liability company, maintains a passive, non-controlling minority stake in DWA. Kudu has no influence or information on the day-to-day management of DWA.

As disclosed in Part 2B of our ADV, Josh Huffard is a manager of Consor Capital, LLC, the General Partner of Consor Capital II, LP and is entitled to a carried interest in any profits earned by the LP. Consor Capital, LLC, is a venture capital firm focusing on early-stage companies serving consumers and small businesses. DWA does not invest in, nor are clients offered interests in any of the aforementioned investments.

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

DWA has adopted a written Code of Ethics that is applicable to all employees. Among other things, the Code of Ethics requires DWA and its employees to act in clients’ best interests, abide by all applicable regulations, and pre-clear and report on many types of personal securities transactions. DWA’s restrictions on personal securities trading apply to employees, as well as employees’ family members living in the same household. A copy of DWA’s Code of Ethics is available upon request.

DWA’s employees are generally permitted to trade alongside client accounts as long as they receive the average price that is applicable to similarly situated clients and pay their share of any transaction costs. We believe this aligns our interests with our clients’ interests. Any proposed employee transaction involving reportable securities such as stocks, bonds and ETFs requires preclearance from the Compliance Department. No employees are allowed to participate in partially filled orders until all clients’ orders for that day have been filled. The Chief Compliance Officer monitors employee trading, relative to client trading, to ensure that employees do not engage in improper transactions.

DWA maintains a watch list of publicly traded securities about which a client or relative of an employee may have access to material non-public information. Any proposed employee transaction involving securities on the watch list requires preclearance from the Chief Compliance Officer. The Chief Compliance Officer does not grant preclearance if any DWA employee possesses such information.

Under certain circumstances an employee might invest in a security that is not considered suitable for client accounts because of size, liquidity, or other factors. A change in these factors could result in the security becoming more suitable for clients.

ITEM 12- Brokerage Practices

While DWA has the ability to manage client assets held at a variety of custodians, DWA generally recommends that clients arrange for their assets to be held with Pershing, BNY Mellon, Fiduciary Trust International or Charles Schwab. DWA believes these custodians

offer good services at competitive prices and performs periodic vendor due diligence to support continuous recommendations.

Soft Dollar Benefits

DWA has established a soft-dollar arrangement with certain executing brokers under which DWA receives a portion of the brokerage commissions paid to the executing broker in the form of soft-dollar credit for certain client trades. These soft-dollars are used to pay for investment research and brokerage services which are directly related to the firm's investment process, all of which are exempted by the Section 28(e) safe harbor.

Some of these products and services benefit clients whose accounts are held by other custodians, which could create a conflict of interest between the clients who are indirectly paying for the products and services and the clients who are not paying but may benefit from the investment research and brokerage services.

DWA also receives certain products and services from certain custodians free of charge or at discounted rates. These products and services include:

- The receipt of duplicate client confirmations, statements, and other account information; and
- Direct advisory fee debiting capabilities.

Custodians may also offer other services intended to help DWA manage its business and further develop our investment acumen by hosting select DWA Portfolio Managers and employees at various educational conferences and events.

DWA does not believe that clients whose accounts are held by these custodians bear any additional costs in connection with DWA's receipt of these products and services. However, DWA would not receive these products and services if client accounts were not held in custody and traded by these custodians. DWA's receipt of these products and services creates a potential conflict of interest in connection with DWA's recommendation of these custodians.

Selection of Trading Counterparties

Consistent with its obligation to seek best execution for its clients, DWA will place trades with broker/dealers that provide the greatest total value to its clients under the circumstances. DWA can typically trade accounts held at a given custodian using other broker/dealers. However, a custodian may charge trade-away fees (or have other restrictions in place) that would outweigh any benefits from trading stocks with other brokers.

The availability and pricing of bonds varies more widely, so prior to placing a bond trade DWA typically evaluates the available inventory of bonds from brokers who are knowledgeable in the issues in which we are interested and selects bonds that meet our criteria for credit quality, maturity and price.

Some clients may specifically request that their accounts only be traded through a particular broker/dealer. DWA trades these accounts through the firm chosen by the client, which limits DWA's ability to seek best execution. Trading restrictions may result in materially higher trading costs and reduced returns.

Best Execution Reviews

On at least an annual basis, DWA's Trade Oversight Committee evaluates the pricing and services offered by our trading counterparties. DWA has sought to make a good-faith determination that our chosen trading counterparties provide clients with good services at competitive prices. However, clients should be aware that this determination could have been influenced by DWA's receipt of products and services from these brokers.

Aggregated Trades

DWA typically aggregates client trades in an effort to treat all clients fairly. Clients participating in a bunched order receive the same average price and incur trading costs that are the same as or lower than what would be paid if they were trading individually. Employee trades may be included side-by-side in bunched client trades. If an order is partially filled, clients will have their orders generally filled on a pro rata basis, but orders may be fully filled at DWA's discretion. DWA will seek to complete any unfilled client orders on the next trading day. Employees are excluded from bunched trades whenever client orders are only partially filled.

Client Referrals

DWA does not compensate any custodian or broker/dealer for referring client accounts.

ITEM 13- Review of Accounts

Accounts under DWA's management are monitored on an ongoing basis by the Portfolio Manager. Periodically, the Compliance Department reviews a number of reports that are designed to identify accounts that are outside the expected ranges for returns. Reviews of client accounts by Portfolio Managers will also be triggered if a client changes his or her investment objectives, has a material life change, or if the market, political, or economic environment changes materially.

Clients receive account statements directly from their chosen custodian on at least a quarterly basis. Different options of statement delivery are available depending on each custodian. Typically, Clients have the option to select either paper or electronic delivery from their custodians. DWA supplements these custodial statements each quarter with reports provided to each client along with the firm's investment letter. DWA may provide additional reports during client meetings or as requested.

ITEM 14- Client Referrals and Other Compensation

DWA has certain written agreements with third-parties for Client referrals and conducts such activities in accordance with the endorsement provisions of Rule 206(4)-1 under the Advisers Act (the “**Marketing Rule**”), including the provision of applicable disclosures. The fees paid to referral sources do not increase the fees that clients pay to DWA. Should DWA compensate clients for referrals, DWA will comply with the testimonial requirements of the Marketing Rule.

Other than the products and services that DWA receives from certain custodians and via soft dollar arrangements previously described in Item 12, DWA does not receive any other economic benefits from non-clients in connection with the provision of investment advice to clients.

ITEM 15- Custody

Pursuant to Rule 206(4)-2, DWA is deemed to have custody of client account’s funds and securities because (i) we may debit fees directly from the accounts of such clients and/or (ii) certain clients have executed a letter of instruction or similar asset transfer authorization arrangement with a qualified custodian whereby we are authorized to withdraw client funds or securities maintained with a qualified custodian upon our instruction to the qualified custodian (each, an “SLOA”). The terms of each such SLOA are consistent with the terms described in the February 21, 2017 letter of the Chief Counsel’s Office of the Securities and Exchange Commission clarifying custody with respect to a standing letter of instruction or other similar asset transfer authorization arrangement established by a client with a qualified custodian.

The qualified custodian of each client account sends or makes available account statements directly to each client on at least a quarterly basis. We urge clients to carefully review these account statements from their qualified custodians and compare the information therein with any financial statements or information received from or made available to clients through DWA or any other outside vendor and contact DWA with any discrepancies.

All clients’ accounts are held in custody by unaffiliated broker/dealers or banks. DWA employees may also serve as trustee for certain client accounts, and we are deemed to have custody of such accounts.

DWA reviews all client custody arrangements, and pursuant to Section 206(4)-2 of the Custody Rule, identifies client accounts subject to a surprise examination. DWA engages an independent accounting firm to perform a surprise examination on such client accounts on an annual basis as required by the Custody Rule. The independent accounting firm is required to and has filed an ADV-E with the Securities and Exchange Commission within 120 days of the surprise exam documenting the results of such examination.

ITEM 16- Investment Discretion

DWA has investment discretion over the majority of its client accounts, but also manages assets on a non-discretionary basis. Clients grant DWA investment discretion through DWA's investment management agreement. As an accommodation, DWA has accepted a small number of non-discretionary accounts. Clients can place reasonable restrictions on DWA's investment discretion. For example, some clients have asked DWA not to buy securities issued by companies in certain industries, or not to sell certain securities where the client has a particularly low tax basis.

DWA does not have investment discretion over any independent manager's accounts whereby DWA only provides investment model recommendations.

ITEM 17- Voting Client Securities

In accordance with its fiduciary duty to clients and Rule 206(4)-6 of the Investment Advisers Act, DWA has adopted and implemented written policies and procedures governing the voting of client securities.

As a matter of policy, DWA does not vote proxies for its clients with the exception of certain "delegated" trusts, "directed" trusts and clients that contract with DWA where proxy voting has been a primary provision of their legacy investment management agreement with another investment manager. "Delegated" trusts are those where the corporate trustee (typically a bank) has delegated investment authority to DWA. "Directed" trusts are those where the Investment Committee of the trust selects DWA as the investment advisor.

In addition, DWA is authorized to vote proxies for the majority of client accounts invested in the DWA Sustainable Equity Strategy. DWA maintains a proxy voting policy for the DWA Sustainable Equity Strategy. DWA typically votes proxies for its Sustainable Equity Strategy in favor of shareholder resolutions aligned with strong environmental or climate action, as consistent with generating long-term shareholder value. To help implement, track, manage and memorialize proxy voting for these clients, DWA has engaged an independent corporate governance consulting firm and proxy voting service. DWA reserves the right to adjust its vote in any case based on the Firm's proprietary observations about a given security's performance. A potential conflict of interest could arise if these clients owned a stock issued by a company for whom another DWA client serves as a director or officer. Certain DWA clients serve as directors or officers of public companies. DWA has not identified any material conflicts of interest in connection with past proxy votes. DWA will generally follow the voting recommendation of the independent corporate governance consulting firm that it has retained.

A copy of DWA's proxy voting policies and procedures, as well as specific information about how DWA has voted in the past, is available upon written request.

With regard to matters relating to class actions, including matters relating to opting in or opting out of a class and approval of class settlements, DWA has historically not taken any action on behalf of clients. DWA has contracted with an independent firm that specializes in securities class action claim recovery to track and process claims on behalf of those DWA clients that have not elected not to utilize this service (to "opt-out"). This firm is paid

a percentage of the claims successfully recovered. DWA does not receive any compensation for providing clients access to this service.

With the exception of proxy voting on behalf of the Sustainable Equity Strategy and certain delegated and directed trusts, all matters for which shareholder action is required or solicited with respect to securities beneficially held by the client's account, such as bankruptcies or reorganizations, DWA affirmatively disclaims responsibility for voting (by proxies or otherwise) on such matters and may not take any action with regard to such matters.

ITEM 18- Financial Information

Registered investment advisers are required in this Item to provide clients with certain financial information or disclosures about their financial condition. DWA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.