

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

### **Chandler Asset Management, Inc.**

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**December 21, 2016**

This disclosure brochure (the "Brochure") provides information about the qualifications and business practices of Chandler Asset Management, Inc. ("Chandler"). If you have any questions about the contents of this Brochure, please contact us at 858-546-3737 or [Compliance@chandlerasset.com](mailto:Compliance@chandlerasset.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration with the Securities and Exchange Commission does not imply any level of skill or training.

Additional information about Chandler and its investment adviser representatives is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by name or by a unique identifying number, known as a CRD number. Our firm's CRD number is 107287.

## ITEM 2 MATERIAL CHANGES

This Firm Brochure, dated 12/21/2016, provides you with a summary of Chandler's advisory services and fees, professionals, certain business practices and policies, as well as actual or potential conflicts of interest, among other things. This item (Item 2) is used to provide our clients with a summary of new and/or updated information; we will inform you 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. 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 or disciplinary proceedings. We may also advise you of other changes based on the nature of the updated information.

The following summarizes new or revised disclosures based on information previously provided in our Firm Brochure dated 03/15/2016.

*Item 4 – Advisory Services* – Updated to reflect that Chandler now provides investment management services to two investment companies (mutual funds) registered under the Investment Company Act of 1940, through an investment advisory arrangement (Mutual Fund Clients). Also included disclosure that Chandler will from time to time recommend the two mutual funds to clients, which creates conflicts of interest, and then references Items 5, 7, 8, 10, 11, 12, 14, & 17 for further important disclosures regarding these Mutual Fund Clients, including but not limited to information on the conflicts surrounding this arrangement and how Chandler addresses the conflicts.

*Item 5 – Fees and Compensation* – Updated to reflect the fees Chandler receives for providing investment management services to the two mutual funds and that Chandler will from time to time recommend the two mutual funds to clients. Also included language that the recommendations create conflicts of interest due to the fact that the firm receives a benefit when a client invests in one or both of these mutual funds because it is paid management fees based on the amount of assets in the Mutual Fund Clients' portfolios. Added information on the firm's valuation policy, including disclosure that when Chandler believes that the price provided from their pricing vendor is not correct or for times when the third party vendor does not provide a price, Chandler will obtain pricing from a different third party pricing source. Also outlined that this activity creates a conflict of interest since this practice could incentivize the firm to select a pricing source that reflects a higher price per share for the security. To address this conflict, Chandler maintains detailed written policies and procedures regarding valuation of clients' securities, which includes among other things, a list of approved third party pricing vendors used by Chandler and reviews of price changes by the CIO and CCO.

*Item 7 – Types of Clients* – Updated to reflect that Chandler now provides investment management services to two mutual funds.

*Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss* – updated to include disclosure that the investment strategies of the two Mutual Fund Clients are very similar to the strategies offered to other clients. Also outlined that the risks were similar and that details of both the investment objectives of the fund and the applicable risks are detailed in the Funds' prospectus and statement of additional information.

*Item 10 - Other Financial Industry Activities and Affiliations* – Updated to include disclosure on the fact that Chandler serves as the investment manager to the two Mutual Fund Clients. Also added information on the conflicts due to the fact that Chandler recommends these mutual funds to clients and how Chandler addresses these conflicts.

*Item 11 – Code of Ethics* – Updated to reflect that there are times when Chandler will purchase the same or similar securities for the Mutual Fund Clients at the same time as it affects transactions for other Chandler clients. This creates conflicts of interest, which are addressed through written policies and procedures in Chandler's Compliance Manual and Code of Ethics.

*Item 12 – Brokerage Practices* – Updated to include disclosure that for transactions for the portfolios of the Mutual Fund Clients, Chandler places trades with brokers that the firm believes can provide best execution and in accordance with each Fund’s written policies and procedures regarding brokerage selection and soft dollars.

*Item 17 – Proxy Voting* – Updated to reflect that Chandler does vote proxies for the Mutual Fund Clients and reports such activity to the Funds’ Board of Trustees.

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## **ITEM 4      ADVISORY BUSINESS**

### **ITEM 4A: FIRM OVERVIEW**

Chandler Asset Management, Inc. (“Chandler”) is an SEC-registered investment adviser and woman-owned business enterprise with its principal place of business located in San Diego, California. Since 1988, Chandler has provided fixed income investment management services to the public sector, as well as to hospitals, foundations, endowments, individuals and corporations.

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

- Mary Catherine (Kay) Chandler, President
- Martin Dayle Cassell, CEO/CIO

### **ITEM 4B: TYPES OF ADVISORY SERVICES**

Chandler offers the following advisory services, where appropriate, to certain institutional clients such as public agencies, hospitals and healthcare institutions, corporations or other business entities, foundations and endowments, pension and profit sharing plans, registered investment companies (mutual funds), higher education institutions, and non-institutional clients, such as individuals, high net worth individuals, trusts, estates and charitable organizations. The portfolio management services are offered to clients directly, and through wrap fee programs, sub-advisory relationships, and dual contract sponsored programs.

#### **FIXED INCOME PORTFOLIO MANAGEMENT**

Chandler specializes in fixed income portfolio management, utilizing a variety of investments, such as corporate debt securities (notes and bonds), municipal bonds, U.S. Government Treasury bonds, Government Sponsored Enterprise debt securities (agencies), mortgage backed securities, asset-backed securities and money market securities, i.e., commercial paper. Please refer to Item 8 for further information on our method of analysis and risks associated with this strategy.

#### **GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT**

Chandler also offers a Global Asset Allocation strategy to clients seeking to attain exposure to multiple asset classes. The Global Asset Allocation strategy provides exposure to a variety of global equity, fixed income and other asset classes through investment in indexed or actively managed mutual funds and exchange-traded funds (ETFs). Please refer to Item 8 for further information on our method of analysis and risks associated with this strategy.

#### **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 analysis of a client’s existing portfolio, including delivery of a report or periodic reports of performance and recommended rebalancing of assets, review of investment policy, or any other specific topic. We also provide specific consultation and administrative services regarding investment and financial concerns of the client.

Consulting recommendations are not limited to any specific product or service offered by a broker-dealer. These recommendations are of a generic nature.

### **ITEM 4C: TAILORING ADVISORY SERVICES OFFERED DIRECTLY TO CLIENTS**

For direct services, each client will enter into a written agreement directly with Chandler for the management of certain assets. At the beginning of the client relationship, we have discussions with clients to determine their overall investment goals in order to develop a specific investment policy for each client and confirm that the selected strategy meets their current needs. During our information gathering process, we review the client’s

individual objectives, time horizons, risk tolerance, liquidity needs and any investment restrictions they may want to place on the assets in their account. As appropriate, we also review and discuss a client's prior investment history, and any other relevant issues. While Chandler gathers this information from clients at the beginning of the relationship, clients are responsible for informing us of any changes to their guidelines, individual needs and/or restrictions and should do so promptly upon such change. We do not assume any responsibility for the accuracy of the information provided by the client.

Generally, we manage clients' advisory accounts on a discretionary basis, but will manage a client's account on a non-discretionary basis, if requested by a client. Please refer to Item 16 for further information on our discretionary authority of client accounts.

In addition to the types of securities utilized by Chandler for its Fixed Income and Global Asset Allocation advisory services outlined above, we may also provide advice on or manage other investments for clients, particularly when a client already has securities in his/her portfolio at the time the client opens an account with Chandler. These may include, but not be limited to:

- Exchange-listed securities
- Securities traded over-the-counter
- Certificates of deposit

Some types of investments involve certain additional degrees of risk; therefore, they will only be implemented or recommended when consistent with the client's stated investment goals, tolerance for risk, liquidity and suitability requirements. Please refer to Item 8 for further information on the risks associated with investments made in clients' accounts.

Clients will retain individual ownership of all securities at all times through their selected custodian.

Chandler provides investment management services to two investment companies (mutual funds) registered under the Investment Company Act of 1940, through an investment advisory arrangement ("Mutual Fund Clients"). Chandler manages the Mutual Fund Clients' portfolios based on each Fund's specific investment objectives and restrictions, as outlined in the Funds' prospectus and statement of additional information. These documents provide a complete description of the investment objective and risks pertaining to each Fund. Please refer to Items 5, 7, 8, 10, 11, 12 & 17 for further important disclosures regarding the Mutual Fund Clients, including but not limited information on the conflicts surrounding this arrangement and how Chandler addresses the conflicts.

#### **ITEM 4D: SERVICES OFFERED THROUGH WRAP FEE PROGRAMS, SUB-ADVISORY ARRANGEMENTS AND DUAL CONTRACT SPONSORED PROGRAMS**

Chandler may participate as an investment manager in selected wrap fee programs ("Wrap Programs"). Generally, under these programs a client enters into an agreement with the wrap program sponsor to provide the following services to such clients ("Wrap Clients"): a) assisting the Wrap Client in determining which investment strategy and investment manager best meet their goals and objectives, b) on-going monitoring of account performance, c) custodial services, and d) execution of account transactions. These services and the services provided by the investment manager are generally provided for one all-inclusive fee ("Wrap Fee"). From the Wrap Fee, the wrap program sponsor pays the investment manager (for example Chandler) for their services.

Currently, Chandler participates as an investment manager in the following Wrap Programs:

- Managed Accounts Select Program sponsored by Charles Schwab Corporation ("Schwab")
- Separately Managed Accounts ("SMA") Program sponsored by Envestnet Asset Management, Inc. ("Envestnet")
- Unified Managed Accounts ("UMA") Program sponsored by Envestnet.

For more details on these specific programs, clients should review the respective sponsor's Wrap Fee Program Brochure prior to investing.

In each of these programs, a representative of the program sponsor or an independent financial advisor will work with the Wrap Client to complete an investment questionnaire or other investment objective documentation and determine the appropriate investment strategy and manager. While Chandler is not responsible for client suitability for the Wrap Program, we will perform a general review of the Wrap Client's investment objective

documentation, if provided by the wrap sponsor, to help us ensure that our strategy selected by the Wrap Client appears suitable. Participation in these wrap programs is subject to account minimums specified in the respective Wrap Fee Program Brochure. Depending on the selected program, these minimums may range from \$150,000 to \$500,000.

Chandler may also enter into selected sub-advisory arrangements or participate as a manager in selected dual contract sponsored programs. In such instances, Chandler typically provides advisory services to a client under a sub-advisory arrangement with an unaffiliated registered investment adviser (“RIA”), or under an investment management agreement with an advisory client who also has an advisory agreement with an unaffiliated RIA or financial consultant intermediary. Chandler may or may not have a service agreement with the sponsor of a dual-contract program. With the exception of certain pre-existing fixed income portfolio management clients, typically Chandler is granted full investment discretion (subject to limitations on the firm’s discretion to select broker-dealers for portfolio transactions, as discussed below) and manages a client’s portfolio based on the individual needs of that client, as communicated through the sponsor, the RIA or other designated intermediary. The relevant information is submitted to Chandler and a determination is made as to whether participation in this program is appropriate for the client. On an ongoing basis, the participating client's financial consultant is responsible for obtaining and communicating to us any changes in the client's financial circumstances and/or objectives, including modifications to any client-imposed restrictions, if applicable.

Currently Chandler provides investment management services as an investment manager in the following dual-contract or sub-advisory sponsored programs:

- Charles Schwab Corporation (“Schwab”) Market Place
- Fidelity Investments (“Fidelity”) Separate Account Network
- TD Ameritrade Institutional (“TDAI”) Separate Account Exchange
- Merrill Lynch (“ML”) Managed Account Services
- FDx Advisors Inc. (“FDxA”) Folio Dynamix Advisory Services Program (“Folio Dynamix Program”)

**ITEM 4E: ASSETS UNDER MANAGEMENT**

**Assets Under Management  
As of December 31, 2015**

	Discretionary	Non-Discretionary	Total
Assets Managed	\$10,075,145,310	\$1,671,422,572	\$11,746,567,882

**ITEM 5 FEES AND COMPENSATION**

**ITEM 5A: FEE SCHEDULES**

The annual fee for non-wrap fee client accounts is charged as a percentage of assets under management, according to the following schedules:

Fixed Income Portfolio Management for Institutional Accounts	
Assets Under Management	Annual Asset Management Fee
All Assets	0.15 of 1% (15 basis points)

A minimum of \$10 million in assets under management is required for this service. This account size may be negotiable under certain circumstances. Chandler may group certain related client accounts for the purposes of



achieving the minimum account size and determining the annualized fee.

Global Asset Allocation Portfolio Management for All Accounts	
Assets Under Management	Annual Asset Management Fee
All Assets	0.40 of 1% (40 basis points)

A minimum of \$1 million in assets under management is required for this service. This account size may be negotiable under certain circumstances. Chandler may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

**FIXED INCOME PORTFOLIO MANAGEMENT FOR NON-INSTITUTIONAL ACCOUNTS;  
DUAL CONTRACT SPONSORED PROGRAMS OR SUB-ADVISORY ARRANGEMENTS**

Chandler’s fees will vary with a maximum of 0.35 of 1% depending upon the program and strategy in which the client is participating. Chandler’s fees for non-institutional clients will be paid quarterly in advance or arrears. Chandler’s fees earned pursuant to dual contract programs or sub-advisory arrangements will be paid in accordance with the terms of each such program.

For non-institutional accounts (e.g., high net worth), a minimum of \$1 million in assets under management is required for this service. For dual contract and sub-advisory relationships, account minimums may range from \$150,000 to \$500,000 depending on the program and the composition of the assets being managed. Account size may be negotiable under certain circumstances. Chandler may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

**FIXED INCOME PORTFOLIO MANAGEMENT FOR WRAP FEE PROGRAMS**

Chandler will be compensated through a portion of the total wrap fee charged by the program sponsor (with Chandler’s fees ranging up to a maximum of 0.35 of 1%. The all-inclusive wrap fee collected by a wrap sponsor includes Chandler’s advisory fee. Chandler does not control the fees or the billing arrangements in any Wrap Program.

Chandler is paid its fees for Schwab’s Managed Accounts Select Program monthly, in arrears, while our fees for Envestnet’s SMA and UMA Programs are paid quarterly, in arrears. Fees paid for ML’s Managed Account Services Program are paid quarterly in advance. The wrap sponsor pays Chandler its advisory fee on behalf of the Wrap Client. For a complete description of the fee arrangement, including billing practices, minimum account requirements and account termination provisions, clients should review the respective sponsors’ Wrap Fee Program Brochure. Clients participating in these programs should also review important disclosures about Chandler’s brokerage practices described in Item 12 below.

**FIXED INCOME PORTFOLIO MANAGEMENT FOR RIC CLIENTS**

Chandler is paid an annual investment management fee by each Mutual Fund Client, which is calculated daily based on the average daily net assets of each of the RIC client’s portfolio assets and paid monthly in arrears. The fees range from 0.09 of 1% and go down to 0.06 of 1% dependent on the amount of net assets. Detailed management fee and related expense information are contained in the Funds’ prospectus and statement of additional information, which should be read carefully before investing. No performance fees are charged to these funds.

**CONSULTING SERVICES FEES**

Chandler’s Consulting Services fees will be 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.

Chandler’s Consulting Services fees are calculated in one or both of two ways:

1. On a fixed fee basis, subject to the specific arrangement reached with the client; and/or
2. On an hourly basis, ranging up to \$500.00 per hour. An estimate for the total hours is determined at the start of the advisory relationship.

The length of time it will take to complete Consulting Services will depend on the scope and terms of the engagement. Fees are due and payable upon completion of the Consulting Service or on an agreed upon payment schedule. A retainer may be requested upon completion of Chandler's fact-finding session with the client; however, advance payment will never exceed \$1,200 for work that will not be completed within six months. There is no minimum fee for Chandler's Consulting Services.

#### **GENERAL FEE INFORMATION PERTAINING TO NON-WRAP FEE CLIENT ACCOUNTS**

**Grandfathering of Minimum Account Requirements:** Pre-existing advisory clients are subject to Chandler's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements and advisory fees may differ among clients.

**Advisory Fees in General:** Clients should note that similar advisory services may or may not be available from other registered investment advisers for similar or lower fees. Chandler's clients are not required to pay any start-up or closing fees; there are no penalty fees.

**Termination of the Advisory Relationship:** A client agreement entered into between a client and Chandler may be canceled at any time, by either party, for any reason upon receipt of written notice. As disclosed in Item 5D below, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded to the client. In calculating a client's reimbursement of fees, we will pro rate to the effective date of termination on the basis of actual days elapsed.

**Fee Calculation:** Chandler's annual advisory fee charged to non-wrap clients is billed monthly or in some instances quarterly, in arrears, and is calculated based on the average market value of a client's account for the billing period using, including accrued interest. We will value securities or investments in the portfolio in a manner determined in good faith by us to reflect fair market value. Chandler uses an independent third-party pricing source to value client securities.

**Limited Negotiability of Advisory Fees:** Although Chandler has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a case-by-case basis. Client facts, its circumstances and needs will be considered in determining the fee schedule. These include the complexity of the client, the assets to be placed under management, the anticipated future additional assets; the existence of any related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule will be identified in the written agreement between Chandler and each client.

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

Chandler reserves the right to reduce or waive advisory fees for services provided to related persons of the firm and their immediate family members. Such rates are not available to all of Chandler's advisory clients.

#### **GENERAL FEE INFORMATION PERTAINING TO WRAP FEE CLIENT ACCOUNTS**

**Fee Calculation:** Chandler's annual advisory fees charged to wrap fee program clients are calculated and billed by the respective program sponsor. As Chandler does not control the billing arrangements in these programs, clients should review the applicable disclosure documents for a comprehensive understanding of the fees charged and the billing practices of the program.

**What services are covered by the Wrap Program fees?** Wrap Program fees typically pay for our firm's advisory services to participating clients, administrative expenses, custody charges for clients' assets custodied at the Wrap Program's designated custodian and brokerage services for participating client accounts to the extent trades are conducted through the Wrap Program's designated broker-dealer.

**What services are not covered by the Wrap Program fees?** Wrap Program fees do not cover brokerage to the extent trades are conducted through brokers or dealers other than the designated broker or dealer and custody charges if client assets are custodied anywhere other than the designated custodian. The program fees

do not include expenses of mutual funds and electronically traded funds such as fund management fees charged to each fund's investors. Chandler's fixed income transactions are generally executed by the broker-dealer on a net basis, which means the execution costs (e.g., commissions) are included in the purchase or sale price of the security.

**Wrap Fee Programs Fees:** Clients participating in wrap fee programs may be charged various program fees in addition to the advisory fee charged by our firm. Clients should carefully evaluate such an arrangement to determine if the wrap fee paid for the services provided may or may not exceed the aggregate cost of such services if they were to be provided separately.

#### **ITEM 5B: FEE PAYMENT**

Generally, each non-wrap client's custodian debits Chandler's advisory fees from the client's account and pays such fee directly to us upon receipt of an invoice, unless otherwise arranged by the client. Clients entering into written agreements with Chandler have discretion over whether or not Chandler may directly debit fees from the client's account. Clients who do not permit direct debiting will be invoiced directly with payment due upon receipt of the invoice.

Sub-advisory and dual contract client agreements require the client to authorize the custodian to pay Chandler its advisory fees directly from the client's account, which will be paid in arrears in accordance with the terms of each such program.

Fees for Schwab's Managed Accounts Select Program are paid monthly, in arrears, while our fees for Envestnet's SMA and UMA's Programs are paid quarterly, in arrears. ML's Managed Account Services Program are paid quarterly in advance. All of these programs require a client to authorize the sponsor to deduct the fees directly from the client's account to pay Chandler. For a complete description of the fee arrangement including billing practices and account termination provisions for wrap fee programs, clients should review the respective sponsors' Wrap Fee Program Brochure.

#### **ITEM 5C: OTHER FEES AND EXPENSES AND VALUATION POLICY**

**Mutual Fund Fees:** All fees paid to Chandler for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders, with the exception of when clients invest in the mutual funds (Mutual Fund Clients) managed by Chandler. The fees and expenses charged by mutual funds and ETFs are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, 12b-1 fees and possible distribution or redemption fees. 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. As outlined in Item 5.A above, Chandler receives fees for the management of the portfolio assets of the Mutual Fund Clients. From time to time, Chandler will recommend one or both of these mutual funds to clients for investment. For clients that invest in these mutual funds, Chandler will carve out those assets when calculating the client's investment management fee. Chandler does not receive any portion of any of the other fees charged by these mutual funds. However, Chandler does receive a benefit when a client invests in one or both of these mutual funds since it is paid management fees based on the assets in the Mutual Fund Clients' portfolios, which creates conflicts of interest. Please refer to Items 7, 8, 10, 11, 12 and 17 for additional information regarding the Mutual Fund Clients, including but not limited details of the conflicts surrounding this arrangement and how Chandler addresses the conflicts.

Importantly, clients should review both the fees charged by mutual funds and ETFs 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. Except for the two Mutual Fund Clients, Chandler is not affiliated with any mutual funds or ETFs, does not share in the fees charged by mutual funds and ETFs, does not participate in the investment decisions regarding the portfolios of mutual funds and ETFs and is not liable with regard to such investments.

The fees and related expenses charged by mutual funds and ETFs can be found in the respective fund's prospectus and statement of additional information, which should be read carefully before investing.

**Short Term Idle Cash Investment:** Chandler may move some or all of the non-invested cash in a client's account to a money market mutual fund that may generate an interest return. If the cash is invested through a

mutual fund, there may be times when an affiliate of the client's custodian may be the manager of such fund and would receive separate management fees from the mutual fund. Chandler is not affiliated with any such custodian, does not share in that fee, does not participate in the investment decisions of the mutual fund portfolio and is not liable with regard to such investments.

**Custodian and Broker Fees and Expenses:** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker-dealers, including, but not limited to, any transaction charges imposed by a broker-dealer that effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Brochure for additional information.

From time to time, Chandler may recommend a custodian to clients who do not have an existing custodial relationship established. Among others, Chandler may recommend Union Bank, Bank of New York/Mellon, US Bank, Wells Fargo, Bank of America or Charles Schwab & Co. Some of these custodians may offer special pricing for institutional clients of Chandler. Chandler does not receive any compensation from the custodians we may refer our clients to. The rates offered will depend on the size of the assets or type of account. Clients retain full discretionary authority over the selection of the custodian to be used.

**Valuation Policy:** For all publicly traded securities held in clients' accounts, Chandler receives daily prices electronically from a third party provider, which are reviewed internally on a monthly basis by designated investment personnel. When it is believed that the price provided is not correct or for times when the third party does not provide a price, Chandler will obtain pricing from a different third party pricing source. This creates a conflict of interest since this practice could incentivize the designated investment personnel to select a pricing source that reflects a higher price per share for the security. To address this conflict, Chandler maintains detailed written policies and procedures regarding valuation of clients' securities, which includes among other things, a list of approved third party pricing vendors used by Chandler and reviews of price changes by the CIO and CCO.

For any security in a Mutual Fund Client's portfolio that needs to be fair valued, the portfolio manager or Chandler's CCO will immediately notify the Mutual Fund Client's CCO and follow the respective Fund's valuation policies and procedures. Further detail regarding the valuation policies and procedures of the Mutual Fund Clients is in the Funds' prospectus and statement of additional information.

#### **ITEM 5D: PREPAID FEES**

**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.

**Fees for ML's Manager Account Services Program** are billed quarterly in advance. For a complete description of the fee arrangement, including billing practices and account termination provisions, clients should review the respective sponsors' Wrap Fee Program Brochure or other applicable disclosure document(s).

#### **ITEM 5E: COMPENSATION FOR THE SALE OF SECURITIES OR INVESTMENT PRODUCTS**

Chandler is not affiliated with any broker-dealers or mutual fund companies, and therefore we do not receive any compensation for the purchase or sale of securities or investment products used in client accounts.

### **ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

Chandler does not charge performance-based fees (*i.e.*, fees calculated based on a share of capital gains on or capital appreciation of the client's assets or any portion of the client's assets).

Consequently, we do not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee (such as assets under management).

### **ITEM 7 TYPES OF CLIENTS**

Chandler provides advisory services to the following types of clients:

- State, local or other municipal government entities
- Healthcare institutions

- Higher education institutions
- Charitable organizations
- Pension and profit sharing plans (other than plan participants)
- Registered Investment Companies
- Individuals (other than high net worth individuals) only through Wrap and Dual Contract programs
- High net worth individuals
- Corporations or other business entities not listed above

As disclosed above in Item 5A of this Brochure, we have established certain initial minimum account asset requirements to maintain an account, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

## ITEM 8      METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

### ITEM 8A: METHODS OF ANALYSIS & INVESTMENT STRATEGIES

#### METHODS OF ANALYSIS

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

- **Fundamental Analysis.** We attempt to measure the intrinsic value of a security or a market sector by looking at broad economic and financial factors (including the overall economy, industry conditions, and the market's valuation of the security or market sector) to identify securities or market sectors that we believe are fairly valued or undervalued.

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.

- **Technical Analysis.** We analyze past market movements and may occasionally apply that analysis to choose the price at which we wish to purchase or sell a given security. While we may seek a specific price for a security, technical analysis is never the main determinant of our purchase or sell process.

A risk in using technical analysis is that the methods or models we use may not result in the best price of a given day.

- **Quantitative Analysis.** We use quantitative analysis that may include mathematical analysis in an attempt to identify the impact of interest rate changes on individual securities and portfolios of securities. The results of our quantitative analysis are taken into consideration in the decision to buy or sell securities and in the management of portfolio characteristics.

A risk in using quantitative analysis is that the methods or models used may be based on assumptions that prove to be incorrect.

- **Qualitative Analysis.** We use qualitative analysis to evaluate individual securities, focusing on other non-quantifiable factors, such as quality of management, not readily subject to measurement, and incorporate that analysis into our security selection process.

A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

- **Asset Allocation.** We generally focus on identifying an appropriate allocation of securities, maturities, market sectors and yield curve positioning suitable for the client's investment goals and risk tolerance.

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

- **Mutual Fund and/or ETF Analysis.** In selecting mutual funds and ETFs for Global Asset Allocation portfolios, we look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We monitor the funds and ETFs in an attempt to determine if they continue to follow their stated investment strategy.

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

### **Risks for all forms of analysis**

Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell as well as other purchased or 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.

## **FIXED INCOME PORTFOLIO MANAGEMENT INVESTMENT STRATEGIES**

We believe that a conservative, risk-averse approach to fixed income management will provide both steady incremental outperformance, and low relative volatility.

The disciplined process we employ in an effort to realize this philosophy is generally grounded in four key decisions:

- Constraint of portfolio duration within a narrow range relative to the benchmark in order to limit exposure to market risk
- Strategic allocations to key sectors to add value relative to the benchmark
- Active management of term structure to add value in different yield curve environments
- Security selection based on rigorous credit and relative value analysis and broad diversification of non-government issuers.

Within our fixed income strategy, we use the following sub-strategies in managing client accounts, provided that such sub-strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

- **Duration Constraints.** We adhere to a discipline of generally maintaining duration within a narrow band around benchmark duration in order to limit exposure to market risk. Our portfolio management team rebalances client portfolios to their current duration targets on a periodic basis.

The risk of constraining duration is that the client may not participate fully in a large rally in bond prices.

- **Sector Allocation.** We allocate client assets to various sectors of the fixed income market, including US Treasury obligations, federal agency securities, corporate notes, mortgage-backed securities and others, based on our quantitative and qualitative analysis in order to manage client exposure to a given sector and to provide exposure to sectors we believe have good value.

The risk of sector allocation is that clients may not participate fully in an increase in value in any specific sector.

- **Security Selection.** A proprietary credit evaluation process drives our security selection process. The system uses both internally and externally generated credit research to evaluate securities we are considering for purchase. Based on research we conduct internally, our Credit Committee selects securities for our Approved list. The ultimate decision to purchase or sell a security is based on the firm's

evaluation of the current price for the security.

The risk of security selection is that the methods of analysis employed will not provide accurate measurement of the risk association with each individual security.

- **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 sub-strategy when:
  - we believe the securities to be well valued, 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 analysis is incorrect, a security may decline sharply in value before we make the decision to sell.

## **GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT INVESTMENT STRATEGIES**

We invest in Global Asset Allocation portfolios for clients with certain objectives and risk tolerances. This strategy begins with assumptions that the firm develops about the expected long term performance of various asset classes including domestic and foreign stocks and bonds, real estate, commodities, cash and others. Based on the expected returns and risk characteristics of these asset classes, we prepare an asset allocation suitable for the individual client's objectives and risk tolerances. The investment vehicles that we currently employ for this strategy are mutual funds or exchange-traded funds (ETFs) that are designed to track market returns and volatilities.

The mutual funds or ETFs will be selected on the basis of any or all of the following criteria: the fund's performance history; the industry sector in which the fund invests; the track record of the fund's manager; the fund's investment objectives; the fund's management style and philosophy; and the fund's management fee structure. Portfolio weighting between funds and market sectors will be determined by each client's individual needs and circumstances.

Once the client's portfolio is in place, we rebalance it each quarter to the client's target allocation. On an annual basis, at a minimum, we review the costs and performance of our selected investment vehicles to ensure the funds or ETFs are performing as we expect.

The risks of this strategy include (1) that our analysis of long term return expectations will not be correct; (2) that the portfolios will not be properly rebalanced; (3) that the investment vehicles we employ will not track market returns and volatility as we expect. Detailed information on the risks associated with the investments made by the mutual funds or ETFs, will be outlined in each fund's prospectus.

### **ITEM 8B: MATERIAL RISKS**

**Risk of Loss.** Securities investments are not guaranteed and a client may lose money on their investments. We ask that each client work with us to help us understand their tolerance for risk. Investors should be aware that investment prices may fluctuate as the securities are affected by economic and other factors. As a result, the value of your investment may increase or decrease. Bonds held to maturity will return the full par or face value amount to the bondholder at maturity (absent a default); however, those sold prior to maturity are subject to gain or loss depending on the market price at the time of sale.

The investment strategies for the two Mutual Fund Clients are very similar to strategies offered to other clients and have similar risks. Full details on the investment objectives and risks pertaining to the two mutual funds are outlined in the Funds' prospectus and statement of information. It is important for potential mutual fund shareholders to fully read these documents prior to investing.

For risks specific to a particular method of analysis or investment strategy, please see Item 8A above.

For risks specific to a particular type of security, please see Item 8C below.

## ITEM 8C: RISKS ASSOCIATED WITH PARTICULAR TYPES OF SECURITIES USED

### RISKS ASSOCIATED WITH FIXED INCOME SECURITIES

Chandler specializes in investment grade fixed income portfolio management. Despite the generally conservative nature of many fixed income investments, there are a variety of risks associated with fixed income investing.

Fixed income securities represent monies lent by investors to corporate and government institutions. Risks vary according to the type of fixed income investment purchased along with the general level of interest rates in the economy.

The risks most commonly associated with fixed income securities are:

- **Market Risk:** The price of the security may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances.

- **Interest Rate Risk:** The risk that the value of an interest-bearing investment will change due to changes in the general level of interest rates in the market. The market value of a bond fluctuates inversely to the change in interest rates; that is, as interest rates rise, bond prices fall and vice versa.

Interest rate risk is commonly measured by a bond's duration; the greater a bond's duration, the greater the impact on price of a change in interest rates. Investors may incur a gain or loss from bonds sold prior to the final maturity date.

- **Credit Risk:** The risk that principal and/or interest on a fixed income investment will not be paid in a timely manner or in full due to changes in the financial condition of the issuer. Generally, the higher the perceived credit risk, the higher the rate of interest investors will receive on their investment.

Many bonds are rated by a third party Nationally Recognized Statistical Rating Organization (NRSRO), for example, Moody's Investor Services or Standard & Poor's Inc. While ratings may assist investors to determine the creditworthiness of the issuer, they are not a guarantee of performance.

- **Reinvestment Risk:** The risk that interest and principal payments from a bond will be reinvested at a lower yield than that received on the original bond. During periods of declining interest rates, bond payments may be invested at lower rates; during periods of rising rates, bond payments may be invested at higher rates.
- **Call Risk:** The risk that a bond will be called by its issuer. A callable bond has a provision which allows the issuer to purchase the bond back from the bondholders at a predetermined price. Generally, issuers call bonds when prevailing rates are lower than the cost of the outstanding bond. Call provisions allow an issuer to retire high-rate bonds on a predefined call schedule.
- **Prepayment Risk:** Some types of bonds are subject to prepayment risk. Similar to call risk, prepayment risk is the risk that the issuer of a security will repay principal prior to the bond's maturity date, thereby changing the expected payment schedule of the bonds.

Prepayment risk is particularly prevalent in the mortgage-backed bond market, where a drop in interest rates can trigger loan holders to pre-pay their mortgages. When investors in a bond comprised of the underlying pool of mortgages receives his or her principal back sooner than expected, they may be forced to reinvest at prevailing, lower rates.

- **Liquidity Risk:** The risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimize a loss. Liquidity risk is typically reflected in a wide bid-ask spread or large price movements.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Opportunity Cost Risk:** The risk that an investor may forego profits or returns from other investments.



## RISKS ASSOCIATED WITH MUTUAL FUNDS AND ETFs

As discussed in further detail in Item 4B above, Chandler also offers a Global Asset Allocation strategy to clients seeking to attain balanced returns. This strategy provides exposure to various equity, fixed income and other asset classes through investments in indexed or actively managed mutual funds, and exchange traded funds (“ETFs”).

With the exception of the Mutual Fund Clients, Chandler is not affiliated with any such mutual fund or ETF company, does not share in any fees charged by a mutual fund or ETF and does not participate in any investment decisions relating to the management of a mutual fund or ETF portfolio.

### Mutual Funds

A mutual fund is a company that pools money from many investors and invests the money in different securities or assets based on the investment strategy or goals of the particular fund. Each share of a mutual fund represents an investor’s proportionate ownership of the fund’s holdings and the income those holdings generate.

The risks most commonly associated with mutual funds are:

- **Market Volatility:** Investment returns will fluctuate and are subject to market volatility, so that a client’s shares, when redeemed or sold, may be worth more or less than their original cost. Past performance is no guarantee of future results.
- **Tracking Error for Index Funds:** Index mutual funds seek to track the returns of a market benchmark such as the S&P 500 index, by holding the same securities or a representative sample. A risk of using index mutual funds is that the fund may not be able to track its benchmark closely creating the potential for lower returns than the benchmark.
- **Lack of Control/Transparency:** Clients typically are not given the exact make-up of a fund’s portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.
- **Price Uncertainty:** With an individual stock, a client can obtain real-time pricing information with relative ease by either checking financial websites or by calling a broker. With a mutual fund, the price at which a client purchases or redeems shares will typically depend on the fund’s NAV, which the fund might not calculate until many hours after a client has placed their order. Mutual funds generally calculate their NAV at least once per business day.
- **International Risk:** Chandler invests in Mutual Funds offered by US based fund companies that invest in non-US companies and markets, which entail additional risks. Non-US markets may be more volatile due to a variety of factors including, less liquidity, transparency and oversight of companies or assets. Values of non-US investments may fluctuate due to changes in currency exchange rates. Non-US companies are also subject to risks that come with political and economic stability that may affect their respective countries. These risks may be greater in emerging market countries.

### Exchange-Traded Funds (ETFs)

ETFs are investment funds that trade on stock exchanges much like stocks and will fluctuate in market value. ETFs also may trade at prices above or below the ETFs net asset value. Brokerage commissions and ETF expenses will reduce returns. Additionally, frequent trading of ETFs could significantly increase commissions and other costs such that they may offset any savings from low fees or costs.

Equity based ETFs are subject to risks similar to those of stocks and fixed income ETFs are subject to risks similar to those of bonds.

The risks most commonly associated with ETF securities are:

- **Market Volatility:** Investment returns will fluctuate and are subject to market volatility, so that a client’s shares, when redeemed or sold, may be worth more or less than their original cost. Past performance is no guarantee of future results.
- **Tracking Error for Index ETFs:** Index ETFs seek to track the returns of a market benchmark such as S&P 500 index, by holding the same securities or a representative sample. A risk of using index ETFs is that the fund may not be able to track its benchmark closely creating the potential for lower returns than the benchmark.

- **Lack of Control/Transparency:** Clients typically are not given the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.
- **Liquidity Risk:** The risk stemming from the lack of marketability of an investment that cannot be bought or sold quickly enough to prevent or minimize a loss. Liquidity risk is typically reflected in a wide bid-ask spread or large price movements.
- **International Risk:** Chandler invests in ETFs offered by US based fund companies that invest in non-US companies and markets, which entail additional risks. Non-US markets may be more volatile due to a variety of factors including, less liquidity, transparency and oversight of companies and assets. Values of non-US investments may fluctuate due to changes in currency exchange rates. Non-US companies are also subject to risks that come with political and economic stability that may affect their respective countries. These risks may be greater in emerging market countries.

Chandler does not represent, guarantee or imply that the services or methods of analysis employed by us can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

## **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. Neither our firm nor our Management Persons have any reportable disciplinary events to disclose.

## **ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations, except as described below.

As described in Item 4 and 5 above, Chandler serves as the investment manager to two Mutual Fund Clients. There are times when Chandler will recommend one or both of these mutual funds to Chandler clients, which creates a conflict of interest that is mainly due to the fact that Chandler receives a benefit since they are paid a management fee by the Mutual Fund Clients. Importantly, as part of Chandler's fiduciary duty to clients, Chandler and its representatives will endeavor at all times to put the interests of the clients first, and recommendations will only be made to the extent that they are reasonably believed to be in the best interests of the client. Additionally, the conflicts presented by this practice are disclosed to clients in writing at the time of entering into an advisory agreement through delivery of this Disclosure Brochure and other written disclosure document(s). Clients are not obligated to implement recommended transactions through Chandler, and have the option to decline such recommendation. Please also refer to Items 7, 8, 11, 12, & 17 for further information.

## **ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

### **ITEM 11A: CODE OF ETHICS**

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.

Chandler 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.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement), an initial public offering and certain other securities. Our Code also provides

for oversight, enforcement and recordkeeping provisions.

Chandler's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are periodically reminded that such information may not be used in a personal or professional capacity.

Our Code of Ethics is distributed to all supervised persons of Chandler whenever revisions are made or no less frequently than annually, at which time all employees are required to provide a written acknowledgement and attestation of their intent to abide by Chandler's Code provisions.

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 [Compliance@chandlerasset.com](mailto:Compliance@chandlerasset.com), or by calling us at 858-546-3737.

#### **ITEM 11B: PRINCIPAL TRADING AND AGENCY CROSS TRADING**

Chandler and individuals associated with our firm are prohibited from engaging in principal transactions. Chandler and individuals associated with our firm are prohibited from engaging in agency cross transactions.

#### **ITEM 11C: PERSONAL TRADING**

Chandler 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, any related person(s) may have an interest or position in a security(ies) which may also be recommended to a client.

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. It is also designed to help prevent employees from benefiting from transactions placed on behalf of advisory clients.

For additional information on how we address the conflicts of interest that arise in connection with personal trading, please see Item 11D below.

#### **ITEM 11D: PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

From time to time, Chandler will aggregate trades for our self or our employees with client transactions, including Mutual Fund Clients, 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 aggregated order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be excluded in such a pro-rata allocation.

Because the situations outlined above 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:

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. No principal or employee may benefit from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any IPO, private placement investments and certain other securities by related persons of the firm.
5. We maintain a list of 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 designee.

6. We have established procedures for the maintenance of all required books and records.
7. Clients may decline to implement any advice rendered, except in situations where our firm is granted discretionary authority.
8. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
9. We require delivery and acknowledgement of the Code of Ethics by each supervised person (as defined by the Code) of our firm.
10. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
11. Any individual who violates any of the above restrictions may be subject to sanctions, which may include termination of employment.

## **ITEM 12      BROKERAGE PRACTICES**

### **ITEM 12A: BROKER-DEALER SELECTION, COMPENSATION & TRADE AGGREGATION**

#### **FIXED INCOME & GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT**

Chandler requires discretionary clients to provide us with written authority to determine broker-dealer selection and commission costs that will be charged to these clients for transactions placed in their account(s).

Broker-dealers are selected by Chandler on the basis of best execution, a combination of most favorable price and the quality of execution. In selecting a broker to execute a transaction for a client, Chandler may consider a variety of other factors, including (but not limited to) the following:

- the broker-dealer's capital depth;
- the broker-dealer's market access;
- the nature of the security or instrument being traded;
- the size and type of transaction;
- the nature and character of the markets for the security or instrument to be purchased or sold;
- the desired timing of the transaction;
- the execution, clearance and settlement capabilities of the broker-dealer selected and others considered;
- the reputation and perceived soundness of the broker-dealer and others considered;
- Chandler's knowledge of any actual or apparent operational problems with the broker-dealer; and
- the reasonableness of the commission for specific transactions.

While Chandler generally seeks competitive commission rates and dealer spreads, it may not necessarily pay the lowest commission. Transactions may involve specialized services on the part of the broker-dealer and thereby justify higher commissions than would be the case with other transactions requiring more routine services.

In regard to commission rates paid, Chandler's fixed income transactions are generally executed by the broker-dealer on a net basis, which means the execution costs (e.g., commissions) are included in the purchase or sale price of the security. Equity and ETF transactions will be charged commissions.

#### **FIXED INCOME PORTFOLIO MANAGEMENT IN WRAP FEE OR SUB-ADVISORY PROGRAMS**

##### **Managed Accounts Select Program**

Chandler participates in the Schwab Institutional ("SI") services program offered to independent investment advisers by Charles Schwab & Company, Inc. (Schwab), a FINRA registered broker-dealer unaffiliated with Chandler. Wrap fee clients participating in this program are required to utilize Schwab as the custodian for their assets managed within the program. As part of the SI program, Chandler receives benefits that it would not

receive if it did not offer investment advice (See the disclosure under Item 12A.1 of this Brochure).

Chandler arranges for all securities transactions in wrap program accounts to be executed through the sponsoring party, subject to best execution considerations described above. If Chandler determines that best execution considerations require trading with brokers other than the sponsoring party, clients may incur additional trading costs. These costs are a factor in Chandler's best execution analysis.

Chandler has established a prime brokerage account relationship with Schwab through which it may purchase fixed income products directly from third parties for clients and maintain custody at Schwab. In this situation, Chandler will select those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of brokerage costs, commissions and mark-up/mark-downs is based on the broker-dealer's ability to provide professional services, competitive execution, and other services that will help Chandler in providing investment management services to clients. Thus, for fixed income transactions, Chandler may request that it be provided with written authority to determine the broker-dealer to use for client fixed income transactions and the costs that will be incurred by clients for these transactions. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

Client trades in fixed income securities may be aggregated with transactions for other advisory clients to achieve better pricing and commission costs. Fixed income trades will be allocated on a pro-rata basis in the best interest of the client as set forth in Chandler's policy and procedures manual.

#### **Envestnet Separately Managed and Unified Managed Accounts Programs**

Chandler participates as a separate account manager in Envestnet's Separately Managed Accounts (SMA) and Unified Managed Accounts (UMA) Programs offered to independent investment advisers by Envestnet Asset Management, Inc., an SEC registered investment adviser unaffiliated with Chandler. SMA and UMA Program clients are required to utilize Charles Schwab & Company, JP Morgan, Pershing Advisor Solutions, or Fidelity as the custodian for their assets managed within the program.

Chandler arranges for all securities transactions in SMA and UMA program accounts through the sponsoring party subject to best execution considerations described above. If Chandler determines that best execution considerations require trading with brokers other than the sponsoring party or client custodian, clients may incur additional trading costs. These costs are a factor in Chandler's best execution analysis.

#### **Folio Dynamix Advisory Services Program**

Chandler participates as a separate account manager in the Folio Dynamix Advisory Services Program ("Folio Dynamix Program") offered to independent advisers by FDX Advisors Inc. ("FDxA"), an SEC registered investment adviser unaffiliated with Chandler. Clients participating in this program typically will be required to custody their assets managed within the program with a designated custodian.

For example, clients participating in the Folio Dynamix Program through Cetera Investment Management LLC and/or certain other affiliated investment adviser entities under common control (individually referred to as a Cetera Adviser and collectively as Cetera Advisers) are required to custody their program assets with Cetera Investment Services LLC as clearing broker or with a third party clearing broker mutually acceptable to Cetera Adviser, FDxA and Chandler.

Generally, Chandler arranges for all securities transactions in Folio Dynamix Program accounts through the sponsoring party subject to best execution considerations described above. If Chandler determines that best execution considerations require trading with brokers other than the sponsoring party or client custodian, clients may incur additional trading costs. These costs are a factor in Chandler's best execution analysis.

#### **Mutual Fund Clients' Transactions**

For transactions for the portfolios of the Mutual Fund Clients, Chandler places trades with brokers that the Firm believes can provide best execution and in accordance with each Fund's written policies and procedures regarding brokerage selection and soft dollars. Additional information regarding brokerage selection is outlined in the Funds' prospectus and statement of additional information and should be read carefully prior to investing.

## **ITEM 12A.1: RESEARCH AND OTHER SOFT DOLLAR BENEFITS**

Chandler's soft dollar policy prohibits us from entering into third party soft dollar arrangements. The term Soft dollars generally refers to arrangements whereby a discretionary investment adviser is allowed to pay for and receive research, research-related or execution services from a broker-dealer or third-party provider, in addition to the execution of transactions, in exchange for the brokerage commissions from transactions for client accounts.

As disclosed in Item 4D of this Brochure, clients participating in the Schwab Managed Account Select wrap fee program are required to utilize Schwab as the custodian of their assets being managed within that program. Although participating clients are required to establish accounts at Schwab, it is the client's decision to custody assets with Schwab. Chandler is independently owned and operated and not affiliated with Schwab.

Schwab Institutional provides Chandler with access to its institutional trading and operations services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors at no charge to them so long as a specified minimum, generally \$10 million, of the advisor's clients' account assets are maintained at Schwab Institutional.

These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit Chandler but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that:

- provide access to client account data (such as trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide research, pricing and other market data;
- facilitate payment of our fees from clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- compliance, legal and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Chandler. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest. However, Chandler has a fiduciary responsibility to always place client interests before our own and will only recommend Schwab to clients where we believe it would be beneficial to those clients.

Additionally, when placing trades with brokers, there are times when Chandler places certain trades with a third party broker that is providing brokerage and research services to us ("Research Broker"). Brokerage and research services provided by Research Brokers can include, among other things, effecting securities transactions and performing services incidental thereto (such as clearance, settlement and custody) and

providing proprietary research (i.e., created by the Research Broker). The research can pertain to the economy, industries, sectors of securities, individual companies, statistical information, political and/or developments, credit and risk measurement, and/or performance analysis. In selecting a broker for trade placement, Chandler can place transactions with Research Brokers that charge commissions/transaction costs/mark-ups that are in excess of that which another broker might have charged for effecting the same transaction, in recognition of the value of the brokerage and/or research services provided by the broker. This practice is commonly referred to as “soft dollars” and is permissible under Section 28(e) of the Securities Exchange Act of 1934, so long as certain conditions are met. In some cases, the research provided by Research Brokers is not utilized by Chandler and in other cases, it can be used in servicing any or all of our clients. In other words, there can be certain client accounts that benefit from the research services, which did not make the payment of commissions/transaction costs/mark-ups to the Research Broker providing the services. This is allowed under Section 28(e); however the receipt of brokerage and research services from any broker executing transactions for our clients will not result in a reduction of our customary and normal research activities. Also, the receipt of this type of research can be deemed to be the receipt of an economic benefit by us, and although customary, creates a conflict of interest between Chandler and our clients. Therefore, we are providing these disclosures as we believe clients should understand the issues surrounding soft dollars. In addition, we only place trades where we feel best execution can be obtained, taking into consideration all factors surrounding the transaction and not just research received.

### **ITEM 12A.2: BROKERAGE FOR CLIENT REFERRALS**

Chandler does not direct brokerage in exchange for client referrals.

### **ITEM 12A.3: DIRECTED BROKERAGE**

Chandler’s policy and practice is not to accept advisory clients’ instructions for directing client’s brokerage transactions.

### **ITEM 12B: AGGREGATING CLIENT TRADES**

Order aggregation is the process of adding together or “blocking” orders to purchase and sell the same security as one large order. Chandler will aggregate or “block” trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, including Mutual Fund Clients and in some cases, employees and other proprietary accounts so long as transaction costs are shared equally and on a pro-rata (or other fair and reasonable) basis between all accounts included in any such block.

Block trading may allow us to execute trades in a timelier, more equitable manner, at a better overall price.

Chandler may aggregate trades for itself or for its associated persons with client trades, providing that the following conditions are met:

- 1) Chandler’s policies for the aggregation of transactions shall be fully disclosed in this Form ADV Part 2A and separately to Chandler’s existing clients (if any) and the broker-dealer(s) through which such transactions will be placed;
- 2) We will not aggregate transactions unless aggregation is consistent with our duty to seek best execution and the terms of Chandler’s investment advisory agreement with each client for which trades are being aggregated;
- 3) No participating account will be favored over any other account; each account that participates in an aggregated order will participate at the average price for all the aggregated order, with transaction costs shared pro-rata, when applicable, on each account’s participation in the transaction;
- 4) Chandler will enter aggregated orders into Charles River, our Order Management System (“OMS”), specifying the participating accounts and how we intend to allocate the order among those accounts;
- 5) If the aggregated order is filled in its entirety, it will be allocated among participating accounts in accordance with the allocations entered into the OMS; if the order is partially filled, it will be allocated pro-rata based on the allocations entered into the OMS;
- 6) If the security is purchased from multiple dealers at different prices and is to be allocated among multiple accounts, it will be allocated using a weighted average method;

- 7) Allocations for an aggregated order should constitute no less than 0.50 of 1% (50 basis points) of a selected portfolio. If a proposed allocation would amount to less than 0.50 of 1% (50 basis points) of the selected portfolio, it may be allocated to a more appropriate account different from that specified in the OMS as long as all client accounts receive fair and equitable treatment and the reason for the different allocation is explained in a manner consistent with the procedures listed in number 8 herein;
- 8) Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the OMS if all client accounts receive fair and equitable treatment and the reason for the different allocation is explained in writing and is approved in writing by appropriate supervisory personnel no later than one hour after the opening of the markets on the trading day following the day the order was executed;
- 9) Chandler will receive no additional compensation of any kind as a result of the proposed aggregation;
- 10) Individual investment advice and treatment will be accorded to each advisory client.
- 11) Chandler's books and records will separately reflect, for each client account, the orders of which are aggregated, the securities held by, and bought and sold for that account.
- 12) Funds and securities for aggregated orders are clearly identified on Chandler's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.

There may also be times when Chandler does not aggregate trades when we have an opportunity to do so. Portfolio managers may choose not to aggregate trades in the following situations:

- **Non-discretionary clients:** An advisory client electing not to grant investment discretionary authority to Chandler is advised that trades done in his/her account may be executed subsequent to trades effected in discretionary accounts due to the additional time involved in obtaining the required client approval prior to executing any trade in such non-discretionary client accounts. Consequently, we may not be able to aggregate these trades with other discretionary trades which may result in a difference in the price per share/bond of a given security and the commission rates paid.
- **Client direction:** While rare, an advisory client may choose not to have their trades aggregated or may have cash flow needs that prevent Chandler from aggregating a trade with other pending orders. Consequently, we may not be able to aggregate these client trades with other client trades which may result in a difference in the price per share/bond of a given security and the commission rates paid.
- **Portfolio Manager's discretion:** Portfolio managers may choose to trade certain strategies at the same time while waiting to trade others. The timing of the trades and determination of which strategy to trade is dependent on market conditions.

Additionally, not all portfolio managers will trade their client accounts at the same time and there may be timing differences for trades executed by different portfolio managers. Accordingly, we may not be able to aggregate all trades executed independently by our different portfolio managers, which may result in a difference in the price per share/bond of a given security and the commission rates paid.

## ITEM 13 ACCOUNT REVIEWS

### ITEM 13A: PERIODIC ACCOUNT REVIEWS

#### FIXED INCOME & GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT

While the underlying securities within client accounts are continually monitored and reviewed at least monthly 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, liquidity requirements, credit analysis or the market, political or economic environment.

These accounts are reviewed by our Chief Investment Officer and Portfolio Managers.



## **WRAP FEE PROGRAMS**

Program clients should refer to the selected Sponsor's Wrap Fee Program Brochure and, if applicable, the independent advisor's disclosure document for information regarding reviews performed by the sponsor or independent advisor and the frequency of reviews conducted on the client's Program account(s).

## **CONSULTING SERVICES**

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 client's account representative.

### **ITEM 13B: OTHER REVIEWS**

Chandler reviews accounts on a periodic basis as described above in Item 13A of this brochure.

### **ITEM 13C: REPORTING**

## **FIXED INCOME & GLOBAL ASSET ALLOCATION PORTFOLIO MANAGEMENT**

In addition to the monthly account statements that non-wrap clients receive from their custodian and confirmations of transactions that they receive from the executing broker-dealer, we provide written monthly reports summarizing account performance, balances and holdings, transactions, income earned and cash flow expected for the next 365 days.

## **WRAP FEE PROGRAMS**

Program clients should refer to the selected Sponsor's Wrap Fee Program Brochure and, if applicable, the independent advisor's disclosure document for information regarding the content and frequency of reports provided by the sponsor or independent advisor to the client, if any. Chandler does not send any reports or account statements to wrap fee program clients.

## **CONSULTING SERVICES**

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

## **ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION**

### **ITEM 14A: OTHER COMPENSATION**

As outlined in Item 12A of this Brochure, certain indirect economic benefits are received by Chandler for clients that custody their assets with Schwab. While Chandler and its employees endeavor at all times to put the interest of our clients first, clients participating in the Schwab wrap programs should be aware that receipt of this indirect additional compensation creates a potential conflict of interest. However, Chandler has a fiduciary responsibility to always place client interests before our own and will only recommend Schwab to clients where we believe it would be beneficial to those clients.

### **ITEM 14B: CLIENT REFERRALS**

Chandler's policy and practice is not to enter into arrangements to pay referral fees to independent persons or firms ("Solicitors") for introducing clients to us. Compensation paid to certain related persons of Chandler may take into consideration an overall assessment of predetermined objectives in addition to other defined criteria. Notably, this firm practice does not impact the advisory fees paid to Chandler by any client.

## **ITEM 15 CUSTODY**

Chandler does not take custody or possession of the funds or securities that a client has placed under our

management. Each client shall appoint a Qualified Custodian (“custodian”) to take and have possession of their assets. The fees expressed in the “Fees and Compensation” section (Item 5A) of this Brochure do not include fees a client will incur for custodial services.

From time to time, Chandler may recommend a custodian to clients who do not have an existing custodian relationship established. Among others, Chandler may recommend (in alphabetical order) Bank of America, Bank of New York/Mellon, Charles Schwab & Co., Union Bank, US Bank or Wells Fargo. Some of the above mentioned custodians may offer special pricing for institutional or municipal clients of Chandler. Chandler does not receive any compensation from the custodians we may refer our clients to. The rates offered by the custodian may be based on the size of the portfolio or type of account opened. Client retains full discretionary authority over the selection of the custodian to be used.

### **Direct Debiting of Fees**

Although Chandler does not take custody or possession of the funds or securities that a client has placed under its management, Chandler is deemed by the SEC to have custody of those accounts where fees are debited directly from the client’s custodian bank account. 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 and holdings within the account during the reporting period, in addition to any advisory fees paid.

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 account statements directly to our clients on a monthly basis. While Chandler makes every effort to provide accurate statements, we urge our clients to carefully compare the information provided on our statements to statements provided by their custodian in order to ensure that all account transactions, holdings and values are correct and current.

## **ITEM 16 INVESTMENT DISCRETION**

Generally, clients hire us to provide discretionary asset management services. We may provide our services on a non-discretionary basis, if requested by a client.

Our discretionary authority includes the ability to do the following without first obtaining approval from the client:

- Determine the security to buy or sell;
- Determine the amount of the security to buy or sell; and
- Determine the price at which to buy or sell the security;

Clients give us discretionary authority when they sign a discretionary client agreement with our firm, and may limit this authority by giving us written instructions. Such limitations are typically outlined in a client’s investment policy statement and may include restrictions on maturity or ratings, issuer or sector concentration limitations, among others. Clients may also change/amend such limitations by once again providing us with written instructions. Chandler reserves the right to decline acceptance of any client account.

## **ITEM 17 VOTING CLIENT SECURITIES**

### **ITEM 17A: PROXY VOTING**

We vote proxies for the securities held in all client accounts, including Mutual Fund Clients; however, all clients retain the right to vote their own proxies should they choose to do so. Clients can exercise this right by instructing us in writing to not vote proxies in their account and instructing their custodian to send proxies directly to their attention.

We will vote proxies in the best interests of our clients and in accordance with our established policies and

procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Nicole Dragoo, our Chief Compliance Officer, by telephone, email, or in writing. Clients may request, in writing, information on how proxies for their shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for their account(s), we will promptly provide such information to the client.

Chandler is required to present to the Board of Trustees, at least annually, their proxy voting policy and a record of each proxy voted by the Firm on behalf of the two Mutual Fund Clients, including a report on the resolution of all proxies identified by us as involving a conflict of interest. Information regarding how proxies are voted relating to portfolio securities of the two Mutual Fund Clients is outlined in the Funds' prospectus and statement of additional information.

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

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact Nicole Dragoo by telephone, email, or in writing.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). You can also instruct us on how to cast your vote in a particular proxy contest by contacting Nicole Dragoo by mail at 6225 Lusk Boulevard, San Diego, CA 92121 or by email at [Compliance@chandlerasset.com](mailto:Compliance@chandlerasset.com). These requests must be made in writing.

#### **ITEM 17B: WHERE CLIENT RETAINS RIGHT TO VOTE PROXIES**

For accounts where we do not vote proxies, Chandler 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; and
- 3) 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**

#### **ITEM 18A: FINANCIAL STATEMENT REQUIREMENT**

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.

#### **ITEM 18B: FINANCIAL CONDITION**

Chandler has no financial conditions to disclose that would impair its ability to meet contractual and fiduciary obligations to clients.

**ITEM 18C: BANKRUPTCY DISCLOSURE**

Chandler has never been the subject of a bankruptcy petition.