Item 1 – Cover Page

ADV BROCHURE, PART 2A

Harmonic Investment Advisors

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December 31, 2022

This Brochure provides information about the qualifications and business practices of Harmonic Investment Advisors ("Harmonic"). If you have any questions about the contents of this Brochure, please contact us at 208-921-8059 and/or Harmonicadvisors.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 or other government agency.

Harmonic is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser. Additional information about Harmonic Investment Advisors (CRD# 148950) is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 – Material Changes

Harmonic Investment Advisors ("Harmonic") ADV Brochure Part 2A, dated December 31, 2022, was prepared according to the SEC's requirements, and replaces the previous disclosure document posted to the SEC's website and dated June 30, 2022. Harmonic provides a copy of our current ADV Brochure Part 2A to all new and prospective clients. Current clients of Harmonic are also offered Harmonic's Brochure ADV Part 2A on an annual basis.

This page will discuss **material changes** made to the Brochure since the last revision. Additionally, pursuant to SEC Rules, Harmonic will ensure that you receive a summary of any material changes to the Brochure and subsequent Brochures within 120 days of the close of our business' fiscal year. Harmonic will also provide other ongoing disclosure information, as necessary, should there be material changes and/or new information.

Material Changes:

James Simmons left Harmonic Investment Advisors in June 2022.

Additional information about Harmonic Investment Advisors is also available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site also provides information about any persons affiliated with Harmonic Investment Advisors who are registered, or are required to be registered, as investment adviser representatives of Harmonic Investment Advisors.

Item 3 – Table of Contents

Item 4 – Advisory Business
Harmonic Investment Advisors (Harmonic) is an Idaho Sub Chapter S Corporation. The firm was founded November 2008 and was Registered as an Investment Adviser in December 2008. Kevin A. Jones owns 100% of the firm.

Harmonic provides investment advice and management to individually managed accounts. Harmonic tailors its investment advisory services to the individual needs of each client. Harmonic relies on receiving accurate information from each client regarding their investment portfolio and financial situation. Information Harmonic considers in providing investment advisory services for clients would include: the clients financial condition, investment objectives, tolerance to risk, investment timeframe and tax status. All of Harmonic's investment decisions will be made in reliance on the information provided by the client, and the client is responsible for ensuring that the information is complete and accurate. Clients are reminded on a quarterly basis to provide any material updates to Harmonic and on an annual basis to update their suitability questionnaire. The information provided by the client will be retained in the clients file and will be updated whenever the client informs Harmonic of changes to the information. Harmonic holds a limited power of attorney to act on a discretionary basis with client funds (See Item 16 – Investment Discretion). Client funds and/or securities are deposited directly into either a brokerage firm or a bank custodial account by the client.

Harmonic's equity investment strategies include: Small Cap Value, Large Cap Value, All Cap Value. Our multi asset strategy isthe Fully Diversified Strategies. See Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss for additional detail.

Harmonic is authorized to enter into any type of investment transaction, using a broad variety of securities that it deems appropriate for each of its clients, pursuant to the terms of the partnership or other account agreement with that client. Harmonic does not currently advise clients on any types of investments other than exchange listed equity and over-the-counter securities including common and preferred equities, equity options, Exchange Traded Funds (ETFs), master limited partnerships (MLPs), foreign issued equities and bonds, warrants, various corporate debt securities (other than commercial paper), commercial papers, certificates of deposit, municipal securities, mutual fund shares, REITs, and United States government securities.

Harmonic cannot assure any client or potential client that Harmonic will achieve the stated investment objectives described within this Brochure.

Harmonic does not participate in any "wrap fee" programs.

As of December 31, 2022, Harmonic managed $17,601,568 in discretionary assets.

Item 5 – Fees and Compensation

One hundred percent of Harmonic's advisory fees come from managing advisory accounts. Harmonic charges individually managed accounts an annual management fee based on a percentage of the market value of assets under management as calculated by Harmonic on the date the fee becomes due and payable. All fees are *subject to negotiation*. Assets under management do not include unmanaged or static assets and therefor will not be included in the management fee calculation. The specific manner in which fees are charged by Harmonic is established in each client's written agreement with Harmonic. Clients may elect to be billed directly for fees or to authorize Harmonic to directly debit fees from the client(s) custodial account(s). Regardless of the fee billing option, clients will always receive a copy of the quarterly invoice for their records; which includes the fee, the formula used to calculate the fee, the time period, the amount of the fee, the custodian. We urge clients to compare this information with the Harmonic management fee listed on the custodial statement. The fees are generally payable in advance at the beginning of each calendar quarter (January 1, April 1, July 1, and October 1).

The fee schedule below describes the current standard fees applied to most new accounts. However, some clients' fees may vary depending on individual circumstances. Harmonic reserves the right to negotiate fees.

Harmonic's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges by custodians, brokers, and other third parties such as: custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts. These are exclusive of and in addition to Harmonic's investment management fee, and Harmonic shall not receive any portion of these expenses.

Item 12 – Brokerage Practices – Soft Dollars - Client Referrals – Directed Brokerage describes in greater detail the factors Harmonic considers in selecting or recommending brokers for transactions and determining the reasonableness of the associated compensation (i.e., commissions).

Harmonic believes its investment management fees are competitive with fees charged by other investment advisers for comparable services. However, lower fees for comparable services may be available from other sources.

HARMONIC'S INVESTMENT STRATEGIES AND MANAGEMENT FEES

HARMONIC'S INVESTMENT STRATEGIES AND MANAGEMENT FEES

EQUITY MANAGEMENT FEES		STRATEGIES
Account Value	**Annual Fee**	**SMALL CAP VALUE EQUITY**
First $1,000,000	0.75%	**LARGE CAP VALUE EQUITY**
Over $2,000,000	Negotiable	**ALL CAP VALUE EQUITY**

INCOME MANAGEMENT FEES		STRATEGIES
Account Value	**Annual Fee**	**CORE FLEXIBLE DURATION**
First $1,000,000	0.40%	
Over $2,000,000	Negotiable	

MULTI ASSET MANAGEMENT FEES		STRATEGIES
Account Value	**Annual Fee**	**FULLY DIVERSIFIED**
First $1,000,000	0.75%	
Over $2,000,000	Negotiable	

Termination of Investment Advisory Services

Individually managed accounts may be terminated without penalty within five business days after the client and Harmonic have entered into the investment management agreement with respect to that account. Accounts may be terminated by the client or Harmonic as stipulated in the investment advisory agreement.. All prepaid but unearned advisory fees for individually managed accounts are refunded to the client after termination of an account.

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

Harmonic does not manage performance-based fee accounts.

Item 7 – Types of Clients

Harmonic generally provides advisory services to Individuals, Pension and Profit-Sharing Plans, Trusts, Estates, Charitable Organizations, and Corporations or Business Entities.

All discretionary clients are required to enter into a written Investment Management Agreement, and under such agreement may be required to provide additional documentation/personal information prior to the establishment of the advisory relationship. Furthermore, Clients should note that all or a portion of the securities in their account may be sold during the management of the account. The client is responsible for all tax liabilities arising from such transactions. Also, depending on market conditions it may take new accounts and/or contributions to existing accounts, six to nine months to be fully invested into the selected strategy.

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

Methods of Analysis - Equity

Harmonic manages several different investment strategies. Each strategy addresses different client needs. Harmonic operates with an investment team approach. The investment management team is responsible for investment strategy, research, sector and security selection, and portfolio construction. Security selection is a team process from start to finish.

Harmonic's equity investment philosophy has been built on the belief that by adhering to sound value practices and employing a disciplined process based on strong fundamental research. Harmonic believes that with this disciplined research approach and sound investment implementation that we can outperform other investment styles over time. In the broadest sense, this means that the investment team must be continuously adaptable to the ever changing economic and investment environment, while constantly testing our investment philosophy on each individual name in the portfolio and sector followed by the investment team. Some strategies that Harmonic offers will take advantage of a variety of inefficiencies in the market. These range from mis-priced stocks, attractively priced equity options and opportunities in convertible fixed income and preferred offerings. Harmonic's Small Cap Value Equity strategy seeks out the unloved (value) and less efficiently researched (smaller cap) segments of the domestic equity markets. Harmonic's Large Cap Value Equity strategy leverages this fundamentally driven value focus into a more global capacity, focusing primarily on mis-priced companies with apparent and sustainable competitive advantages in multiple international marketplaces. As the fortunes of various economic sectors and global regions rise and fall, these opportunities will turn up in different places and at different times. So, by being willing to rotate our focus throughout the economy and by combining that with thorough research of company fundamentals and company management teams, we believe we will be successful on behalf of our clients.

Harmonic's research process entails both a qualitative and quantitative component. From a quantitative perspective, we favor companies trading below their normal valuation ratios in price/earnings, price/sales, price/cash flow, price/book within their industry peer group. Qualitative factors involved in the stock selection process include an analysis of the specific industry, the firm's competitive position within the industry, the quality and depth of management, and catalysts for improving fundamentals. Potential catalysts for change include senior management changes, cost and debt reduction efforts, technology breakthroughs, asset sales, stock buyback plans, new sources of earnings, expansion to new markets, and the ability to raise prices.

Harmonic's portfolios are not built around the benchmark sector weights or individual stocks as we are more focused on finding companies and sectors that we believe are poised for outperformance regardless of the benchmark weightings. Although constantly aware of the benchmark weightings, we do not measure tracking error as a management tool in the decision-making process.

Harmonic has adapted our investment process to accommodate the effects of high frequency trading and elevated levels of volatility. Harmonic's investment process incorporates both technical analysis and fundamental research as part of our decision-making process. As a result, Harmonic has implemented various analysis tools and has introduced investments such as Exchange Traded Funds (ETFs) and Equity Options for certain strategies in an attempt to mitigate some of the volatility affecting today's markets.

Harmonic's trader executes the orders and monitors the markets for investment opportunities and relays the information to our investment management team throughout the day. Harmonic considers this function to be value added due to their experience and knowledge of the markets and ability to execute thinly traded stocks on a best execution basis.

Fully Diversified Strategy

The Fully Diversified Strategy addresses the needs of clients who require asset allocation in addition to active management of securities in the portfolio. Harmonic and the client establish an investment policy statement that places the account in one of six investment objectives. The long-term ("strategic") weightings of growth assets (stocks and commodities) and income assets (bonds and real estate securities) in those investment objectives are: 100%/0%, 80%/ 20%, 60%/40%, 40%/60%, 20%/80%, and 0%/100%.

Harmonic uses Exchange Traded Funds (ETF) and individual securities in managing client accounts. The accounts that hold both growth and income assets will be invested in five different asset classes: bonds, stocks, real estate, commodities, and cash. Harmonic will make small short-term adjustments to each asset class weighting that reflect Harmonic's near-term outlook on the markets; those adjustments range from 90%-110% of the long-term average (strategic) weight. Harmonic will also change the holdings within each asset class to reflect Harmonic's outlook on those specific securities.

Accounts that hold a Large Cap Value ETF with market value over $100,000 may have the ETF replaced with Harmonic's Large Cap Value Equity Strategy (described below). Accounts that hold a Small Cap Value ETF with a market value over $100,000 may have the ETF replaced with Harmonic's Small Cap Value Equity Strategy (described below).

Harmonic's investment process is designed to minimize risk to the portfolios. However, investing in securities involves the risk of loss of capital. Clients are made aware of this fact and should be prepared to bear this risk.

Investment Strategies – Equity

Small Cap Value Equity Strategy

The Small Cap Value equity strategy addresses the needs of clients who want an individual investment manager for specific types of securities. The Small Cap Value equity strategy may be part of a larger diversified portfolio. Harmonic is often provided with an Investment Policy Statement by the client. The goal of this strategy is to outperform the Russell 2000 Value Index over a market cycle. The minimum account size is $100,000.

Harmonic utilizes two complementary processes to identify potential candidates for the portfolio. Both processes utilize a fundamental screen based upon EV/EBITDA, P/E, P/B, P/S, LTD/CAP, etc. Our top-down approach is driven by sectors or industries being out of favor with investors. We will actively seek to identify candidates in those sectors where we feel there will be improvement in the economics. Second, we consistently screen the Russell 2000 based upon the aforementioned criteria. The goal is to start with a subset of 100-200 potential ideas. Individual company analysis is then performed on each company, including not only fundamental analysis, but also the Portfolio Manager's experience assessing valuation. Each company receives a two-year price target as a result of the analysis. Typical expected return to the target is 20%. Portfolios will typically contain 25-40 individual names. Cash levels are driven by the flow of ideas leaving the portfolio against that of new ideas that meet our criteria. Since portfolios are built on a name-by-name basis, sector weights will differ greatly at times from that of the index. Sell decisions are based upon appreciation to the two-year target, discounted to the present. Additionally, if we perceive that the improvement in operations will not progress to our expectation, we will be a seller. In most cases we will scale into and out of positions in 2% increments. Turnover is expected to range 25%-40%.

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Large Cap Value Equity

The Large Cap Value Equity strategy concentrates primarily on companies with market capitalizations in excess of $5 billion.

Harmonic utilizes two complementary processes to identify potential candidates for the portfolio. Both processes utilize a fundamental screen based upon EV/EBITDA, P/E, P/B, P/S, LTD/CAP, etc. Our top-down approach is driven by sectors or industries being out of favor with investors. We will actively seek to identify candidates in those sectors where we feel there will be improvement in the economics. Second, we consistently screen the Russell 2000 based upon the aforementioned criteria. The goal is to start with a subset of 100-200 potential ideas. Individual company analysis is then performed on each company, including not only fundamental analysis, but also the Portfolio Manager's experience assessing valuation. Each company receives a two-year price target as a result of the analysis. Typical expected return to the target is 20%. Portfolios will typically contain 25-40 individual names. Cash levels are driven by the flow of ideas leaving the portfolio against that of new ideas that meet our criteria. Since portfolios are built on a name-by-name basis, sector weights will differ greatly at times from that of the index. Sell decisions are based upon appreciation to the two-year target, discounted to the present. Additionally, if we perceive that the improvement in operations will not progress to our expectation, we will be a seller. In most cases we will scale into and out of positions in 2% increments. Turnover is expected to range 25%-40%.

Harmonic's investment process is designed to minimize risk to the portfolios. However, investing in securities involves the risk of loss of capital. Clients are made aware of this fact and should be prepared to bear this risk
The strategy utilizes the S&P 500. Harmonic requires a minimum investment of $100,000 to open an individually managed account. Harmonic reserves the right to waive this minimum.

All Cap Value Equity

The All Cap Value equity strategy combines the Small Cap Value equity and the Large Cap Value equity strategies into a strategy which varies the average market cap of the portfolio in response to changing market circumstances. The All Cap Value equity strategy was created as an alternative solution or clients who do not have sufficient financial assets to run multiple equity accounts or for whom a more flexible core investment approach is desirable.

The objective of this strategy is to vary the average market cap of the portfolio over a market cycle to take advantage of what Harmonic believes is the greater appreciation potential of small cap stocks early in a bull market cycle and to raise the market cap in the late stages of a market cycle by increasing the average market cap to better preserve portfolio value in the event of a subsequent market decline.

The strategy utilizes the Russell 3000® Index as the benchmark. Harmonic generally requires a minimum investment of $100,000 to open an individually managed account. Harmonic reserves the right to waive this minimum.

Risk of Loss - Equity

Harmonic does not use formally structured risk control software. We believe the inherent focus on value investing and the emphasis on thoroughly researched and high-quality investment ideas aids in the construction of lower risk portfolios. In addition to the inherently lower risk profiles of the stocks of companies we typically invest in, we also adhere to the following rules of thumb:

- We attempt to control risk by ensuring sufficient company and industry diversification. Generally, a sector is not weighted above 25%-30% of the portfolio, and an individual stock is rarely weighted more than 6% of the portfolio.
- The use of internally generated and disciplined research and price-targeting systems helps minimize negative surprises in individual companies.
- Utilizing traditional quantitative and technical trading methods
- Barring an exogenous domestic or global event, such as a terrorist attack or something similar in nature that shocks the markets in unison, Harmonic employs a fifteen percent downside principle for individual investment ideas. In other words, when a stock declines below expectations, typically by a fifteen percent rule of thumb, we re-research the story to reaffirm our commitment. If it is determined that the company will still meet our expectations, we will typically buy more, but if the review does not resolve the pertinent questions, the stock will be sold.

Harmonic's strategy is to invest in individual companies that collectively make up a diversified portfolio. Companies typically have specific risk to their operations that can have an impact on each investment. By performing research in-house and analyzing each company on its own merits, we make every attempt to pinpoint potential risks that may impact the performance of that particular investment. Sometimes those risks become greater over time and if the company does not address them adequately, we make every attempt to either reduce or exit the position.

The Small Cap Value and All Cap Value strategies are, at times, subject to additional risks due to the thinly traded nature of some securities within the market cap range of the Russell 2000™, Russell 2000 Value™, and Russell 3000 Indices. The lack of liquidity in some names within the portfolio can produce more volatility when both purchasing and selling a security; it may also create circumstances where more time is needed to fully execute the respective order. This phenomenon can also be enhanced in times when exogenous events impact the markets in unison. With respect to executing the orders to manage this risk in a more fluid manner please refer to the "Trade Allocations: Equity Accounts" section of this Brochure. Harmonic also attempts to limit the additional liquidity risk by diversifying our investments into companies with higher markets capitalizations and more tradable shares within the Russell 2500™ and Russell 2500 Value™ Indices.

Small value investing tends to have higher volatility especially during periods of severe market decline when investors tend to be more risk averse. The All Cap Value equity strategy seeks to address this issue by capitalizing on the investment potential of small cap value stocks when they are particularly depressed after a bear market cycle and to emphasize larger cap value companies in the later stages of a bull market in order to take advantage of their greater liquidity and reduced volatility. Assessing when an equity market is in its early or late stages is a highly unpredictable effort due to the often emotional and volatile changes in broad investor psychology. Harmonic will make every effort to time this transition successfully, but there is no assurance that Harmonic will be successful in that regard.

The Large Cap Value equity strategy sometimes involves investing in companies domiciled outside the U.S. We typically utilize ADRs when investing in such non-U.S. based companies. Investing in these internationally domiciled companies involves taking on additional country-specific risk. Specifically, the risks associated with investing in non-domestic companies include geopolitical risks, policy changes, currency fluctuations, unexpected government nationalizations, etc. We attempt to control these risks by maintaining a diverse portfolio with limited exposures to any single country or region outside the U.S.

Investment Strategies - Fixed Income

Corporate Bond - Closed

The Corporate Bond Strategy addresses the needs of clients who desire an investment manager that applies a comprehensive strategy to the management of corporate bond portfolios. The Corporate Bond Strategy could be part of a larger diversified portfolio. The goal of this strategy is to generate total return higher than that of the Barclays 1-3 yr. Corporate Bond index.

The Investment Process begins with an analysis of the global economy, including a forecast of the direction and size of interest rate changes. This analysis is extended to a fundamental analysis of the 9 economic sectors. The relative and historical valuation of each sector is also considered.

Whenever possible we will use the fixed income securities of companies that we own in our equity strategies. When bonds of those companies are not available or attractive, fundamental research is conducted on each company in the same manner as our equity strategies.

Harmonic's investment process is designed to minimize risk to the portfolios. However, investing in securities involves the risk of loss of capital. Clients are made aware of this fact and should be prepared to bear this risk

Core Bond

The Core Bond strategy is the most flexible bond strategy offered by Harmonic. The strategy focuses on a total return investment objective using a broad array of fixed income products including, but not limited to, government bonds, U.S. dollar denominated investment grade and high yield corporate bonds, bond derivative products and ETFs. Allocation among these various asset types can vary significantly over time. The strategy has a flexible duration target which is tailored to the needs of each client. As a result, the strategy may use either the Barclays Capital Aggregate Bond Index or the Barclays Capital Intermediate Government/Credit Bond Index as a benchmark.

Fixed Income Risk Controls

Clients should be aware of certain risks involved with investing in fixed income products. Fixed income products bear market risk, interest rate risk, inflation risk, reinvestment risk, and infrequent liquidity and default risk. Markets are cyclical and do not always favor one particular investment. Markets are also subject to central bank activities, and various shocks – domestic or international, financial, political, or regulatory. Interest rates can change unfavorably and may be impacted by the economic cycle. Inflation can reduce the value of bonds and their income. Changes in interest rates and market conditions can make it difficult to find suitable re-investments if bonds mature or are called. At times, bonds of smaller issues may be thinly traded, and a reasonable and fair market price may be difficult to obtain. Lastly, individual bonds (issued by corporations or municipalities) have specific risks to their operations and business models that could adversely affect individual investment.

Harmonic's strategy is to invest in individual bonds that make up a well-diversified fixed income portfolio, often involving more than just one fixed income asset class. From time-to-time Harmonic will also use ETFs to take advantage of market anomalies and that we feel are better done as ETFs instead of individual fixed income securities. By performing in-house research and continuously analyzing markets and individual companies' municipalities we try to highlight potential risks in the near- and long-term. These risks can become greater over time or may not be addressed in an acceptable manner, in which case Harmonic is prepared to develop an informed and quick exit strategy to avoid further downside risk.

Investment Strategies – Multi Asset

Fully Diversified Strategy

The Fully Diversified Strategy addresses the needs of clients who require asset allocation in addition to active management of securities in the portfolio. Harmonic and the client establish an investment policy statement that places the account in one of six investment objectives. The long-term ("strategic") weightings of growth assets (stocks and commodities) and income assets (bonds and real estate securities) in those investment objectives are: 100%/0%, 80%/ 20%, 60%/40%, 40%/60%, 20%/80%, and 0%/100%.

Harmonic uses Exchange Traded Funds (ETF) and individual securities in managing client accounts. The accounts that hold both growth and income assets will be invested in five different asset classes: bonds, stocks, real estate, commodities, and cash. Harmonic will make small short-term adjustments to each asset class weighting that reflect Harmonic's near-term outlook on the markets; those adjustments range from 90%-110% of the long-term average (strategic) weight. Harmonic will also change the holdings within each asset class to reflect Harmonic's outlook on those specific securities.

Accounts that hold a Large Cap Value ETF with market value over $100,000 may have the ETF replaced with Harmonic's Large Cap Value Strategy (described below). Accounts that hold a Small Cap Value ETF with a market value over $100,000 may have the ETF replaced with Harmonic's Small Cap Value Equity Strategy (described below).

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Enhanced Income-Closed

Enhanced Income portfolios will typically have between 25-40 individual holdings depending on market conditions. Initial individual positions in the Enhanced Income strategy are typically in the range of 3% to 5% and seldom exceed 7%. The sector weightings are determined by the number of individual opportunities and the prospect for reaccelerating earnings within the sector, typically not to exceed a maximum of 25%. Portfolios will vary with market conditions, shifting between equity and fixed income investments. The Enhanced Income strategy will utilize various equity options and fixed income options strategies to minimize volatility and provide additional income. This strategy is generally limited to accounts of $300,000 or more.

Harmonic will generally utilize the Barclays Capital Government/Credit Bond Index as the benchmark for this strategy. However, depending on specific client goals and circumstances, Harmonic may use different benchmarks as Harmonic and the client deem appropriate.

Risk of Loss – Multi Asset

Harmonic does not use formally structured risk control software. We believe the inherent focus on value investing and the emphasis on thoroughly researched and high-quality investment ideas aids in the construction of lower risk portfolios. Harmonic utilizes the same risk mitigating practices as the equity and fixed income strategies for the multi asset strategies.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Harmonic or the integrity of Harmonic's management. Harmonic has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

None of Harmonic's representatives are involved in any outside business that would create a conflict of interest with Clients.

Item 11 – Code of Ethics, Participation or Interest in *Client* Transactions & Personal Trading

Harmonic has adopted a Code of Ethics for all supervised persons of the firm which describes the high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among. All supervised persons of Harmonic must acknowledge and adhere to the terms of the Code of Ethics annually, or as amended. A copy of Harmonic's Code of Ethics is available upon request.

To satisfying this policy and applicable laws, officers, and employees of Harmonic may trade for their own accounts in securities which are recommended to and/or purchased for Harmonic's clients. The Code of Ethics is designed to ensure that the personal securities transactions, activities, and interests of the employees of Harmonic will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of Harmonic's clients. In addition, the Code requires pre-clearance of many transactions and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client. Employee trading is continually monitored as required by the Code of Ethics.

It is Harmonic's policy that the firm will not affect any principal or agency "cross" transactions for client accounts. Harmonic will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

Privacy Notice

As a client of Harmonic, you provide us with certain personal information, which may include your social security number, account number(s), income, assets, account transactions, employment information, mailing address and other contact information and other information that we receive from one or more if the following sources: (1)Harmonic's investment advisory agreement; (2) your government issued I.D, or driver's license; (3) information received from you in written, telephonic, or electronic communications with us including your contact information; or (4) information received from your custodian, broker, or financial consultant. We limit the collections and use of personal information to the minimum that we need to deliver quality service and fulfill regulatory requirements.

Access to information about you and your account(s) is restricted to Harmonic employees and to companies that provide necessary services to Harmonic in the ordinary course of business including your custodian, broker, or financial consultant, and certain nonaffiliated third parties. Such parties may include Harmonic's auditors, attorneys, persons, or entities that are assessing Harmonic's compliance with industry regulatory and composite performance construction standards or entities providing software or other technology used in the process of managing client account(s) and/or fulfilling regulatory requirements. At your request, information may be made available to your own accountants, attorneys, and agents entrusted by you for the performance of their duties on your behalf.

Since these entities and individuals need access to the information to service and administer your account(s) with us, the Act and Reg. S-P permit us to share the information. To comply with applicable laws and regulations, Harmonic maintains physical, electronic, and procedural safeguards to protect your personal information. Harmonic does not disclose non-public personal information about clients or former clients to nonaffiliated third parties, except as described previously or permitted or required by law.

Harmonic will notify all current clients of any material changes to our Privacy Notice. If you have any questions regarding this Privacy Notice or want to request a copy of the Privacy Notice, please contact Lisa House.

Item 12 – Brokerage Practices

Harmonic does not maintain custody of its clients' assets although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see *Item 15 – Custody*, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker/dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab) or TD Ameritrade (TDA) registered broker-dealers, member SIPC, as the qualified custodians. Harmonic is independently owned and operated and ***is not*** affiliated with Schwab or TDA. Schwab and TDA will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab or TDA as your custodian/broker, it is ultimately your decision. We do not open the account for you, although we may assist you in doing so. Regardless of your custodian/broker Harmonic can still use other brokers to execute trades for your account as described below

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)

- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below

For our clients' accounts custodied at Schwab or TDA, your account(s) are generally not charge separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab/TDA account. Harmonic does not receive any portion of the fees charged by custodians/brokers.

In addition to commissions, Schwab/TDA charge you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab/TDA account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, to minimize your trading costs, we have Schwab/TDA execute most trades for your account. We have determined that having Schwab and TDA execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

Schwab Advisor Services™ (formerly called Schwab Institutional®) is
Schwab's business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least $10 million of their assets in accounts at Schwab. If our clients collectively have less than $10 million in assets at Schwab, Schwab may charge us quarterly service fees of $1,200. Following is a more detailed description of Schwab's support services:

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting Services That Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:
    - Educational conferences and events
    - Consulting on technology, compliance, legal, and business needs
    - Publications and conferences on practice management and business succession

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our clients collectively keep a total of at least $10 million of their assets in accounts at Schwab. [Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The $10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services.

Additionally, Harmonic may purchase from a broker or allow a broker to pay for certain research and brokerage services, economic and market information, portfolio strategy advice, industry and company comments, technical data, recommendations, general reports (daily, weekly, or monthly), consultations, company performance measurement data, data on issuers, news wire charges, access to analyst conference calls or meetings, access to research conferences, conference call transcripts, order routing systems, order management systems, electronic trade routing systems, analysts' earnings estimates, portfolio management systems, quotation services, computer software, and the like (a "commission sharing" relationship). As of December 31, 2021, Harmonic paid all or a portion of the following services under third party commission sharing arrangements: Sentio, Bloomberg, FTSE Russell and related feeds and entitlements (AMEX, NYSE, NASD, CBOT).

Harmonic may allocate the costs of products used for both research/brokerage and non-research/brokerage purposes, between their research/brokerage and non-research/brokerage uses and use commission sharing arrangements to pay only for the portion allocated to research/brokerage uses. Harmonic may pay a brokerage commission to a broker in excess of that which another broker might charge for the same transaction in recognition of the value of the brokerage or research provided by that broker. In such a case, however, Harmonic determines in good faith that such commission is reasonable in relation to the value of such brokerage or research, viewed in terms of either the specific transaction or Harmonic's overall responsibilities to the portfolios over which Harmonic exercises investment authority. An account may, however, pay higher brokerage commissions than are otherwise available. Additionally, the research and other benefits resulting from Harmonic's brokerage relationship may benefit all accounts managed by Harmonic including both equity and fixed income accounts or Harmonic's operations, including accounts that have directed harmonic to use a broker that does not provide commission sharing services.

Harmonic places client trades through brokerage firms with which it has established commission sharing arrangements. Harmonic's client trading generates credits on behalf of Harmonic with the brokerage firms that in turn, are used to pay for research and brokerage products and research and brokerage services provided by third-party vendors to Harmonic.

Harmonic's relationships with brokerage firms that provide commission sharing services may influence Harmonic's judgment and create conflicts of interest, both in allocating brokerage business between firms that provide commission sharing services and firms that do not, and in allocating the costs of mixed-use products between their research and non-research uses. These conflicts of interest may be particularly influential to the extent that Harmonic uses commission sharing arrangements to pay expenses it would otherwise be required to pay itself.

Brokers that Harmonic selects to execute client securities transactions may from time to time refer clients to Harmonic. This creates a conflict of interest in that Harmonic may have an incentive to refer its clients' brokerage business to brokers to which it might not otherwise direct its brokerage transactions. However, it is Harmonic's policy not to place discretionary trades with brokers in exchange for client referrals, and Harmonic regularly reviews the commission rates paid by its discretionary clients to determine that they are competitive.

Directed Brokerage

If a client directs HIA to use a specific broker (a "directed brokerage account"), it is the client's responsibility to negotiate commission rates and other transaction costs with that broker. HIA is not authorized to, and will not, negotiate such rates and costs. Clients in wrap fee programs should be aware that HIA will cause all transactions for participants in a wrap fee program to be cleared with the sponsoring broker. As a result, HIA treats wrap fee arrangements as directed brokerage accounts. A client that has a directed brokerage account may not obtain rates as low as it might obtain if HIA had discretion to select brokers other than those chosen by the client and the client may not participate in aggregate securities transactions and may trade after such aggregate transactions and receive less favorable execution. Also, certain brokers require that trade orders be sent via non-traditional means rather than more traditional means such as the telephone or a FIX routing network. Trade orders sent via e-mail or fax are subject to error and delay which may adversely impact client trades. As a result, clients who direct their trades to a specific broker should review the broker's trading practices as HIA cannot change the manner in which various broker dealers are willing to accept orders. For fixed income securities, the broker selected by the client may not have available securities that HIA might buy for the client's account if HIA had the discretion to select brokers for that account. Additionally, HIA may not obtain the same prices from directed brokers as it might obtain from brokers that it has the discretion to select.

If a client has chosen a directed brokerage account, the client should periodically review and determine whether in light of all the services provided by the broker, including but not limited to, manager selection, performance measurement and custodial services, the brokerage commissions rate and/or mark-ups or mark-downs charged by the broker (i) are in the best interests of the client, and (ii) if the client is subject to the Employee Retirement Income Security Act of 1974 as amended (ERISA), are for the exclusive purpose of providing benefits to participants and beneficiaries of the client, and will not constitute, or cause the client to be engaged in a "prohibited transaction" as defined in ERISA. A client may choose or change the broker it directs HIA to use at any time on written notice to HIA.

Aggregated Securities Transactions

HIA may aggregate securities purchase and sell orders for a client with similar orders being made at the same time for other accounts managed by HIA or with Personnel. If a client's order is aggregated with other orders, the client will be charged or credited, as the case may be, the average transaction price per share for all securities purchased or sold for that order through a particular broker on the same day. If an aggregate order is executed through more than one broker each client that participates in the order will receive the average price per share calculated for one of those brokers allocated as described in the "Trade Allocations" Section. As a result of HIA's aggregation of orders, the price a particular client pays or receives for the securities purchased or sold may be less favorable to the client than it would be if similar transactions were not being executed concurrently for other accounts.

If the directed broker for a directed brokerage account or the sponsoring broker for a wrap account permits such aggregation without notice, HIA at its discretion may aggregate an order for that account with other orders executed through a broker other than the sponsoring or directed broker. The executing broker then waives any execution costs. This is commonly known as a "step-out." Clients with directed brokerage pay only the commission or fee charged by their broker. They do not pay an additional fee or commission to the executing broker.

HIA can execute step-outs for clients with various brokers but generally does not execute step-outs under the following circumstances:

- HIA does not expect there to be sufficient shares in an aggregate order to allocate to both the discretionary accounts and the directed or wrap accounts that would participate in the order;
- The directed or sponsoring broker with respect to an account does not accept step-outs without notice;
- HIA believes that the directed or sponsoring broker does not have the administrative capabilities to process the step-out efficiently or timely;
- An insufficient number of clients have directed HIA to use a broker or have selected a wrap fee arrangement, so that it is not economically feasible for HIA to aggregate orders for clients who choose that broker or wrap fee arrangement;
- A small order that does not impact the market; and
- The additional costs of executing a step-out offset the advantages of the step-out.

Accounts that do not participate in aggregate orders as described above will trade after aggregate orders and may receive less favorable execution, particularly if market movements work against the client. When an equity order is created and if it contains accounts with directed brokerage agreements, HIA determines the random execution of the order and notes it on the trade order memorandum. Accounts traded after aggregate orders are generally traded on a rotational basis so that no one account is continually advantaged or disadvantaged over other accounts that do not participate in aggregate orders.

Trade Allocations

Allocations of securities purchased or sold in aggregate orders are made in a manner that HIA considers equitable and consistent with its fiduciary obligations to all its clients.

Equity Accounts

Generally, larger capitalization companies are available in such sufficient quantities that HIA can fill most aggregate orders for those securities without the need for different allocation methods. However, because the securities of the smaller capitalization companies often are thinly traded, HIA is not always able to execute enough of these securities to completely fill aggregate orders on the same day. If an order is partially filled, HIA generally allocates the securities purchased or sold either pro rata or randomly, this is done on a rotational basis so that no account is systematically favored over another. The allocation method is selected once the trading desk receives the executions for the day whereby they determine the best method to treat all accounts fairly and equitably. The only reason(s) that HIA would not follow the random or pro-rata allocation methodology in a rotational manner would be:

- The participating accounts have different tax positions;
- The participating accounts have different investment strategies;
- The participating accounts have different risk parameters;
- The commission costs of allocating small quantities of securities to certain participating accounts would be too great;
- The position size requirements of the participating accounts relative to the amount of available securities; and
- The amount of cash in each of the participating accounts.

HIA does not engage in equity principal or agency cross transactions.

Fixed Income Accounts

Generally, United States Government securities purchased for fixed income accounts are available in such sufficient quantities that HIA can fill most aggregate orders for those securities without the need for allocation. However, HIA is not always able to completely fill aggregate orders for corporate and municipal bonds and mortgage-backed securities because those securities trade in secondary and/or auction markets that are subject to limited liquidity, availability and price sensitivity. If an aggregate order for fixed income securities is partially filled, HIA may allocate the securities purchased and sold pro rata based on the participation of each client account in the order. However, when a pro rata allocation would result in inefficient and inappropriate positions for accounts, the order may be allocated on a different basis, provided that, over time, all client accounts receive fair and equitable treatment. Permissible factors for consideration when allocating fixed income securities purchased or sold in an aggregate order on a different basis than pro-rata include:

- The amount by which holdings of the securities in the participating accounts deviate from the targeted portfolio characteristics HIA has established for the account;
- The diversification in the participating accounts with respect to the securities, the issuers of the securities, and the sector to which the securities relate;
- The position size requirements of the participating accounts relative to the amount of available securities; and
- The amount of cash in each of the participating accounts.

From time to time, it may be appropriate for one client or group of clients to purchase a particular security and another client or group of clients to sell the same security. In that event, at the discretion of the portfolio management team, a buy and sell may be placed through the same broker to affect the sale and purchase. It is expected that HIA will rely on the input of various broker dealers to determine the best price to trade this particular block of securities in order to be fair and equitable to all parties. This type of transaction and pricing evaluation is done with a goal to minimize market impact of the transaction and improve the price received by both sides of the trade. A discounted commission or mark-up is negotiated with the broker and the price is fixed between the bid/asked quotations at the time. The trade is placed through a broker. The benefit of a reduced commission or mark-up payable to the broker applies to both the buyer and seller of the security. Such "cross trades" are not made for ERISA accounts.

Item 13 – Review of Accounts

Portfolios are under the continuous review by the portfolio manager for changes in market conditions, individual client circumstances, events affecting a particular security, and changes in the political/economic environment. Additionally, portfolios are reconciled on a month end basis, at minimum, to the position and cash balances of the custodian on record. Harmonic sends quarterly statements to clients detailing assets held in the account, performance, transactions, and fees paid.

Class Action Litigation

Harmonic does not initiate class action claims on behalf of clients. This does not affect the client's eligibility to participate in class action suits. Harmonic does not accept responsibility in matters relating to class actions, including approval of class settlements, bankruptcies or otherwise and will not complete or submit any paperwork on behalf of clients regarding such matter. Depending upon custodial relationships, class action filings may be done by the custodian or the client.

Required Minimum Distribution (RMD)

Harmonic is not responsible for certain functions completed by or with the custodian/broker, i.e., calculation of the required minimum distribution. We recommend that clients consult a qualified tax professional.

Tax Reporting

Harmonic does not offer or provide tax, legal, or accounting advice, nor is Harmonic responsible for tax reporting to clients. Dividends, interest, and capital gains generated in a client's account may be subject to taxation. Implementation of or change to the investment strategy may create a taxable event for the client. Cost basis, as provided by the client or custodian, upon opening a new account with Harmonic is shown on quarterly reports for informational purposes only and should not be used for tax preparation. All tax, legal, or accounting related inquiries should be directed to a qualified tax professions or legal counsel.

Item 14 – Client Referrals and Other Compensation

Harmonic may engage solicitors to whom it pays cash, or a portion of the advisory fees paid by clients referred to it by those solicitors. This practice is disclosed in writing to the client and HIA complies with the other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, to the extent required by applicable law.

Item 15 – Custody

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains their investment assets. Harmonic urges you to carefully review such statements and compare such official custodial records to the account statements that we provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Harmonic receives authority from the client at the time the contract is signed to exercise discretion regarding the selection of securities and the amount thereof to be bought or sold. Nevertheless, a client may impose certain investment restrictions on the client's account by giving Harmonic written notice, and may change those restrictions by written notice, which notice is deemed effective when confirmed received by Harmonic. Such investment restrictions could adversely affect the account's performance. Harmonic reserves the right to reject or terminate a client if it believes the restrictions imposed by the client are so restrictive that the account cannot achieve its stated investment objectives. However, prior to such rejection or termination, the client will be given the opportunity to modify the restrictions.

Item 17 – Voting Client Securities

Harmonic's clients elect (in their respective Investment Management Agreements) whether to delegate proxy-voting authority to Harmonic or to retain proxy-voting responsibility. Harmonic's Proxy Voting Committee, established by Harmonic's Board of Directors, makes voting decisions. The Chief Compliance Officer and the President are committee members.

Harmonic's Compliance Department is responsible for ensuring that these proxy voting procedures are followed and that all required proxy voting records are properly retained.

In general, Harmonic votes proxies based on Harmonic's analysis of the background information of each vote. Proxy votes generally will be cast in favor of proposals that maintain or strengthen the shared interests of shareholders and management, increase shareholder value, maintain, or increase shareholder influence over the issuer's board of directors and management, and maintain or increase the rights of shareholders; proxy votes generally will be cast against proposals having the opposite effect. However, Harmonic will consider both sides of each proxy issue. Consistent with Harmonic's commitment to the maximizing the financial gain of its clients, social considerations will not be considered absent contrary instructions by the client.

Harmonic is required to retain:

- Proxy voting policies and procedures.
- Proxy statements received regarding client securities.
- Records of each vote cast on behalf of clients.
- Records of each written client request for information on how Harmonic voted proxies on behalf of a client.
- Records of each written response by Harmonic to any written or oral client request for information on how Harmonic voted proxies on behalf of the requesting client; and
- Any documents created by Harmonic that are material to making a decision how to vote, or that memorialize the basis for a decision.

Harmonic maintains the following records from the above list:

– Proxy voting policy and procedures
– Written requests from clients

- Written responses to clients
- Decision-making documentation

On-site for a minimum of two years and either on- or off-site for a minimum of five years.

Disclosure to clients and prospective clients is made in Harmonic's Investment Advisor Agreement. Clients must acknowledge receipt of Harmonic's disclosure of these policies when signing their contract

Clients may obtain a copy of Harmonic's complete proxy voting policies and procedures upon request. Clients may also obtain information from Harmonic about how Harmonic voted any proxies on behalf of their account(s).

Item 18 – Financial Information

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

Item 19 – Requirements for State Registered Advisers

Kevin A. Jones, CFA, Principal/Portfolio Manager. B.A. Business Economics/Finance University of California Santa Barbara.

2006-2008: Chief Investment Officer/Chief Operating Officer, D.B. Fitzpatrick & Company
2008-Present Principal/Portfolio Manager, Harmonic Investment Advisor