

ONE DAY IN JULY

One Day In July LLC Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of One Day In July LLC. If you have any questions about the contents of this brochure, please contact us at (802) 503-8280 or by email at: dan@onedayinjuly.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about One Day In July LLC, including information regarding the disciplinary history of One Day In July LLC or its representatives, is also available on the SEC's website at www.adviserinfo.sec.gov. One Day In July LLC's CRD number is: 284335.

77 College St. #3A
Burlington, VT 05401
(802) 503-8280
dan@onedayinjuly.com
<https://www.onedayinjuly.com>

UPDATED: January 29, 2021

ADV Part 2A – One Day In July v.21-01

Item 2: Material Changes

One Day In July LLC (hereinafter, “ODIJ”) filed an annual updating amendment using the Form ADV Part 2A on January 29, 2021. A material change reported by the amendment is that ODIJ no longer offers financial planning services separately from its investment advisory services. Any financial planning ODIJ representatives provide to clients is included within the scope of services provided under the investment advisory contract. ODIJ does not provide these services under a separate contract or charge an additional fee for financial planning. In such cases, clients receive planning attention focused on their specific financial and savings goals within the context of their individual or family circumstances. Often, though not always, the objectives will include maximizing savings and providing cash flow to investments. Clients who request financial planning advice receive planning attention focused on their specific financial and savings goals within the context of their individual or family circumstances. Often, though not always, the objectives will include maximizing savings and providing cash flow to investments. Please see Item 4. B. of this brochure under the heading, *Financial Planning Services*, for further information.

Another change is the revised disclosure that we monitor and rebalance clients’ investments at least annually rather than every four months to one year, as previously disclosed. Please see Item 4.B. under the heading, *Types of Investments*, for further discussion.

An additional material change to the ADV Part 2A is that ODIJ has made inflationary changes to its fee structure. For clients whose accounts are linked to ODIJ for purposes of providing investment advisory services, the fee tranches have changed so that clients with account values between \$0.00 to \$2,100,000 will pay an annual advisory fee of 0.5% of the assets under management that are in that level. Clients with account values between \$2,100,001 and \$20,000,000 will pay an annual advisory fee of 0.25% of the assets under management that are in that level. Previously, the tranches were between \$0.00 and \$2,000,000 and between \$2,000,001 and \$20,000,000. Please see Item 5.A. of this brochure for further information.

Another change is that ODIJ is phasing out the “Launcher” investment program, ODIJ’s investment advisory program for clients with combined holdings of less than \$25,000. This program will no longer be offered to prospective clients.

An additional change reported by the amendment is the disclosure that, in April of 2020, ODIJ obtained a loan through the federal Paycheck Protection Program (PPP). Please see Item 18.B. of this brochure for additional discussion regarding the loan.

Lastly, ODIJ added a disclosure that clients may pay state sales tax on our investment advisory services, although the law in this area continues to evolve. Please see Item 5.C. of this brochure under the heading, *Client Responsibility for Third Party Fees*, for additional information.

The foregoing discusses only material changes since ODIJ’s annual updating amendment on Form ADV Part 2A filed on March 30, 2020.

Item 3: Table of Contents

Item 1: Cover Page	
Item 2: Material Changes.....	2
Item 3: Table of Contents.....	3
Item 4. Advisory Business.....	5
A. Description of the Advisory Firm.....	5
B. Types of Advisory Services.....	5
C. Client Tailored Services and Client Imposed Restrictions.....	9
D. Wrap Fee Programs.....	10
E. Assets under Management.....	10
Item 5: Fees and Compensation.....	11
A. Fee Schedule.....	11
B. Payment of Fees.....	15
C. Client Responsibility for Third Party Fees.....	17
D. Prepayment of Fees.....	18
E. Outside Compensation for the Sale of Securities to Clients.....	18
Item 6: Performance-Based Fees and Side-By-Side Management.....	18
Item 7: Types of Clients.....	18
Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss.....	19
A. Methods of Analysis and Investment Strategies.....	19
B. Material Risks Involved.....	20
C. Risks of Specific Securities Utilized.....	21
Item 9: Disciplinary Information.....	23
A. Criminal or Civil Actions.....	23
B. Administrative Proceedings.....	23
C. Self-regulatory Organization (SRO) Proceedings.....	23
Item 10: Other Financial Industry Activities and Affiliations.....	24
A. Registration as a Broker-Dealer or Broker-Dealer Representative.....	24
B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.....	24
C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests	

D. Selection of Other Advisors or Managers and How This Advisor is Compensated for Those Selections	24
Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading	25
A. Code of Ethics	25
B. Recommendations Involving Material Financial Interests.....	25
C. Investing Personal Money in the Same Securities as Clients	25
D. Trading Securities At/ Around the Same Time as Clients' Securities	25
Item 12: Brokerage Practices	26
A. Factors Used to Select Custodians and/or Broker-Dealers.....	26
1. Research and Other Soft-Dollar Benefits	26
2. Brokerage for Client Referrals	27
3. Clients Directing Which Broker-Dealer and/or Custodian to Use.....	27
B. Aggregating (Block) Trading for Multiple Client Accounts	27
Item 13: Review of Accounts	27
A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews	27
B. Factors That Will Trigger a Non-Periodic Review of Client Accounts.....	28
C. Content and Frequency of Regular Reports Provided to Clients.....	28
Item 14: Client Referrals and Other Compensation	28
A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)	28
B. Compensation to Non - Advisory Personnel for Client Referrals.....	29
Item 15: Custody.....	29
Item 16: Investment Discretion.....	30
Item 17: Voting Client Securities (Proxy Voting).....	30
Item 18: Financial Information	31
A. Balance Sheet.....	31
B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients	31
C. Bankruptcy Petitions in Previous Ten Years	31
Item 19: Requirements for State Registered Advisors	31

Item 4. Advisory Business

A. Description of the Advisory Firm

One Day In July LLC (hereinafter, “ODIJ”) is a limited liability company, an SEC-registered investment advisor. Registration does not imply a certain level of skill or monitoring. The firm was formed in May of 2016, and the principal owner is Daniel Patrick Cunningham.

B. Types of Advisory Services

Investment Advisory Services to Individuals, High Net Worth Individuals, Charitable Organizations, Corporations or Business Entities, Municipal Government Entities, and Pension Plans

ODIJ offers ongoing discretionary investment advisory services based on the individual goals, objectives, time horizon, and risk tolerance of each client. ODIJ obtains a completed Investment Suitability Questionnaire from each client which outlines the client’s current situation (income, risk tolerance, and investment knowledge). ODIJ also gathers information regarding the client’s current employment status, as it is important for assessing investment suitability. ODIJ then constructs a plan to aid in the selection of a portfolio that matches each client's specific situation and goals. The initial plan ODIJ constructs for a client may change over time at ODIJ’s discretion. In general, though not always, significant changes to a portfolio will be discussed with the client prior to alteration.

Portfolio management services include, but are not limited to, the following:

- Investment strategy
- Personal investment policy
- Asset allocation
- Asset selection
- Risk tolerance
- Annual portfolio review
- Environmental investing

ODIJ evaluates the current investments of each client with respect to their risk tolerance levels, goals, and time horizon. ODIJ assists clients to meet personal financial goals such as saving for retirement and paying for higher education. ODIJ also offers its clients an environmental investing service. This service focuses on environmental and low-carbon investments, which are made in business enterprises that have a low carbon footprint or do not traffic in the sale of products that involve carbon, such as oil or coal. Investments are generally, though not always, made in environmental-focused ETFs. The terms of the Advisory Fee (as defined in Item 5 A. of this Brochure) applicable to environmental investing service are identical such terms for other investment advisory services, as detailed in Item 5 of this brochure.

At the outset of its engagement, ODIJ will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Suitability Questionnaire.

ODIJ seeks to ensure that investment decisions are made in accordance with the fiduciary duties owed to its clients and without consideration of ODIJ's economic, investment or other financial interests. To meet its fiduciary obligations, ODIJ attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, ODIJ's policy is to seek fair and equitable allocation of investment opportunities and transactions among its clients to avoid favoring one client over another over time. It is ODIJ's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

Financial Planning Services

ODIJ representatives provide general financial planning advice to clients in the course of providing investment advisory services, to the extent that clients request such advice. In such cases, clients receive planning attention focused on their specific financial and savings goals within the context of their individual or family circumstances. Often, though not always, the objectives will include maximizing savings and providing cash flow to investments. Other areas of focus may include, without limitation, evaluating client resources, identifying financial time horizons and tolerance for risk, review and consideration of issues such as needed cash flow, major purchase decisions, college planning, retirement planning, charitable giving planning, and tax consequences of financial decisions. ODIJ provides implementation strategies to accomplish these objectives. ODIJ recommends that its clients regularly consult with their tax advisors prior to and throughout their engagement of ODIJ with respect to both financial planning strategies and investment of their assets.

ODIJ does not charge an additional fee for providing financial planning services nor does ODIJ provide these services under a separate contract. If ODIJ provides any financial planning services, they are included within the scope of services provided under the investment advisory contract and the cost is included within the Advisory Fee. From time to time, ODIJ refers complex financial planning cases to a third party financial planner. ODIJ does not receive any compensation for these referrals.

Services Provided to Custodian-Linked and Held-Away Accounts

Clients have the option to engage ODIJ to provide investment advisory services to either Custodian-Linked or Held-Away Accounts, or both. A "Custodian-Linked Account" is an Account that is linked to ODIJ through a qualified custodian, such as Charles Schwab, for purposes of executing trades in connection with ODIJ's investment advisory services. A "Held-Away Account" is an Account held by a custodian that is not linked to ODIJ through a qualified custodian for purposes of providing investment advisory services. Held-Away Accounts can include, without limitation, 403(b), 401(a), employer-sponsored and solo 401(k),

457, SIMPLE IRA, SEP-IRA, and 529 Accounts. It should be noted that 529 Accounts may be Custodian-Linked or Held-Away, depending upon whether the Accounts are held by a custodian linked to ODIJ. When clients engage ODIJ to manage Custodian-Linked Accounts, ODIJ will have automatic access to those Accounts for purposes of making trades within, and (except with respect to 529 Accounts) deducting the Advisory Fee from, those Accounts. When clients engage ODIJ to provide services to Held-Away Accounts, clients must grant authorization to ODIJ to access those Accounts through a platform maintained by a third party service provider for the purpose of reviewing Accounts and allocating investments, making securities trades, and performing associated recordkeeping, such as downloading required statements from the Held-Away Accounts. ODIJ will not accept client's login credentials to access their Held-Away Accounts. Once a client grants ODIJ authorization under its investment advisory contract to access Held-Away Accounts, ODIJ will not seek additional consents from the client to effect individual trades. "Held-Away Accounts" are Accounts that are not linked to ODIJ for purposes of providing investment advisory services. Clients who grant access to ODIJ to Held-Away Accounts do not do so for purposes of deducting any portion of the Advisory Fee. Neither the Advisory Fee nor the Plan Fee, (together, the "Fees") are deducted from Held-Away Accounts or from 529 Accounts (regardless of whether they are Custodian-Linked or Held-Away Accounts). Please see Item 5. B and Item 15 of this brochure for additional information regarding payment of the Advisory Fee allocable to Held-Away Accounts and 529 Accounts, as well as Advisory Fee and Plan Fee deduction from Custodian-Linked Accounts other than 529 Accounts.

Free Newsletters, Booklets, and Zoom Webinars

ODIJ publishes an informational newsletter and an environmental investing newsletter at no additional cost to its clients. The newsletters are circulated electronically to clients via electronic mail approximately every few weeks. ODIJ also publishes a paper booklet at no additional cost to clients that is mailed quarterly via United States Postal Service. Additionally, ODIJ periodically offers free educational Zoom Webinars to its clients.

Benefit Plan Consulting

ODIJ provides nondiscretionary investment consulting services to employee benefit plans (the "Plans") including:

- Pension or other employee benefit plans (including 401(k) plans) governed by ERISA; and
- 403(b) tax-sheltered annuity plans.

ODIJ provides such services to the Plans as a section 3(21) limited scope advisor and not a section 3(38) co-fiduciary under the Employee Retirement Income Security Act of 1974 (ERISA). Under this limited level of service, ODIJ (a) does not accept liability in the event of a participant lawsuit and (b) does not exercise discretion over the selection of investment options. A third

party record-keeper, and not ODIJ, provides recordkeeping services to the Plans. The Plan sponsor or its designee has final decision-making authority regarding all investment matters.

ODIJ will work with representatives of the Plan sponsor to provide the following investment consulting services to the Plan:

- Recommending a set of low-fee, diversified investment options for the Plan; Determining the course of action to take on behalf of the Plan with respect to the Plan's investments; and
- Providing limited education and enrollment assistance to Plan participants (specific and individualized investment advice is not provided to Plan participants unless they enter into a separate contract with ODIJ).

ODIJ may present Plan clients with mutual fund model asset allocation portfolios. Each model portfolio is designed to meet a particular investment goal, such as allocations tailored to the retirement of a hypothetical Plan participant by a specific date. Plan clients are not obligated to select from any model asset allocation portfolio offered by ODIJ.

Under the investment consulting agreement between the Plan and ODIJ, we do not have discretionary authority or control over the Plan assets nor discretionary authority or control over administration of the Plan. Advice is provided to the Plan in the form of recommendations to the trustees. Our role is to serve as a consultant to the Plan. The consulting services provided are limited to those assets identified on the executed investment consulting agreement between the Plan and ODIJ.

ODIJ also provides discretionary investment advisory services to Plan participants that enter into a contract with ODIJ. Details regarding these services can be found above under the heading, *Portfolio Management Services to Individuals, High Net Worth Individuals, Charitable Organizations, Corporations or Business Entities, Municipal Government Entities, and Pension Plans.*

Types of Investments

ODIJ generally limits its investment advice to exchange-traded funds (ETFs), corporate bond ETFs, mutual funds, fixed income securities, equity securities, real estate funds (including REITs), treasury bonds and treasury inflation protected/inflation linked bonds, corporate bonds, commodities, or non-U.S. securities. ODIJ primarily recommends a blend of index funds across asset classes, or model asset allocation portfolios comprised of such a blend of index funds, to a majority of its clients but may use other securities as well to help diversify a portfolio when applicable. Due to the fact that representatives of ODIJ operate independently, investment advice provided by representatives may vary from ODIJ's general investment principles.

Funds and investments are carefully selected based upon their costs, tracking error to benchmarks, tax implications, breadth of the securities within the fund, assets under

management, and (where clients have selected ODIJ's environmental investing strategy) the carbon footprint of the business enterprise underlying the investment. While ODIJ generally recommends passively-managed, low-cost ETFs or mutual funds, during the period when a non-Plan client transitions his or her Account(s) to ODIJ, and potentially thereafter, his or her Account(s) may contain non-index fund holdings such as individual stocks, bonds, mutual funds not defined as an index fund, annuities, or other investments. This may be due to the client's preference, taxable gain avoidance, or other reasons such as (with respect to annuities) the inability to trade due to custodian-imposed restrictions. Investments are made subject to the objectives of the client. Within the context of a client's investment plan, his or her portfolio will be rebalanced at least annually to asset class allocation targets, including any contributions and withdrawals. Due to variances in market conditions, asset allocation guidelines are not necessarily strictly followed. Between rebalance dates, cash may accrue in a client's account(s) under management with ODIJ (the "Accounts") as a result of dividends and interest paid. New asset contributions to the Account(s) may reside in cash until the next scheduled rebalance date.

C. Client Tailored Services and Client Imposed Restrictions

ODIJ will tailor a program for each individual client. With respect to Plan clients, ODIJ will work with Plan trustees or other representatives of the Plan to recommend a set of low-fee, diversified investment options for the Plans. Ultimately, the Plan's trustees or other representatives will decide whether to accept or modify the set of investment options ODIJ recommends.

With respect to non-Plan clients, ODIJ will conduct an interview session to get to know the client's specific needs and requirements and develop an initial investment plan that will be executed by ODIJ on behalf of the client. ODIJ may use "model portfolios" together with a specific set of recommendations for each client based on personal restrictions, needs, and targets. ODIJ manages portfolios in the context of each client's financial and other objectives, risk tolerances, and cash flow needs. Clients may impose restrictions on investing in certain securities or types of securities in accordance with their values or beliefs. Portfolios do not follow investment plans exactly. Rather, they are structured using the investment plans as benchmarks and may be modified as clients' needs or objectives change over time. Investment plans may also change over time as a result of discussions between ODIJ and the client without completion of an updated written investment plan or Investment Suitability Questionnaire.

In the course of providing services to clients who are at or nearing retirement age, ODIJ advises clients regarding required minimum distributions ("RMDs") from their tax-qualified retirement Accounts. Any advice that ODIJ provides with respect to RMDs is only applicable with respect to IRAs, 401(k), 403(b), 401(a), 457, or other qualified Accounts that are under management with ODIJ and only for the year or years that they are under management with ODIJ. ODIJ does not have access to information about accounts not under management, or to information about Accounts that are currently under management relating to years or periods before or after they were under management with ODIJ. Clients are urged to speak to their legal and tax advisors

about RMDs from qualified accounts not under management with ODIJ and about RMDs required during any periods that any Accounts were not under management with ODIJ. Where ODIJ provides advice regarding RMDs from Account(s) that were under management for only a portion of a given year, ODIJ must rely upon the client to provide information regarding the Account(s) for the portion of the year that the Account(s) were not under management. ODIJ is not responsible for RMD calculations that are based upon inaccurate or insufficient information provided by the client.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and other administrative fees. ODIJ does not participate in any wrap fee programs.

E. Assets under Management

ODIJ has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Calculated as of:
\$ 352,261,943	\$ 16,498,191	12/31/20

ODIJ’s non-discretionary assets under management include assets of the Plans for which ODIJ serves solely as a consultant and does not have discretionary authority or the ability to execute trades or make any other changes directly with the Plan Accounts.

Item 5: Fees and Compensation

A. Fee Schedule

Individuals, High Net Worth Individuals, Charitable Organizations, Corporations or Business Entities, Municipal Government Entities, and Pension Plans

Assets Under Management in Custodian-Linked Accounts other than 529 Accounts	Annual Advisory Fee
\$0.00 - \$2,100,000	0.50% for assets in this level
\$2,100,001 - \$20,000,000	0.25% for assets in this level
\$20,000,001 - \$100,000,000	0.125% for assets in this level
\$100,000,001 and above	0.0625% for assets in this level

The annual fee for individuals, high net worth individuals, charitable organizations, corporations or business entities, municipal government entities, and pension plans (the “Advisory Fee”) that is allocable to clients’ Custodian-Linked Accounts that are not 529 Accounts is based upon the tranches above. A “tranche” is an assets under management bracket set forth in the left-hand column of the above table.

Assets Under Management in Held-Away Accounts and 529 Accounts	Advisory Fee
\$0.00 and above	0.50%

The Advisory Fee that is allocable to clients’ Held-Away Accounts and 529 Accounts is charged at a flat rate of one half of one percent (0.5%) of the asset value in those Accounts. With respect to both Custodian-Linked Accounts and Held-Away Accounts, ODIJ charges a minimum Advisory Fee of \$550 which is billed in twelve equal monthly installments over the course of a year. The minimum Advisory Fee of \$550 covers services provided to all Accounts in the aggregate.

The Advisory Fee for assets under management between \$0.00 and \$20,000,000 is generally not negotiable, although ODIJ may on rare occasion offer a discount to certain clients with whom we maintain a relationship. Unless granted as a period of uncharged initial months of service, any such discount applies only to the portion of the Advisory Fee allocable to Custodian-Linked Accounts and not to any portion of the Advisory Fee allocable to Held-Away Accounts. In addition, as a marketing promotion, from time to time ODIJ, in its sole discretion, may offer a new client or an existing client a benefit for transferring additional assets to ODIJ for

management. This promotional benefit may be in the form of a cash discount or rebate, or in the form of a one-time travel or vacation reward paid by ODIJ. Lastly, if a client is the grantor or trustee of a trust which is also a client, ODIJ may calculate the Advisory Fee charged to the client and the trust as if the assets of each were included in the assets under management of the other. The Advisory Fee for assets under management above \$20,000,000 may be negotiable.

The client or ODIJ may terminate the investment advisory contract, without penalty, upon five (5) days written notice to the other.

In general, there is a combined Account minimum of \$25,000, which may be waived by ODIJ in its discretion. If the combined Account minimum is waived, then the minimum Advisory Fee will be reduced so that the client does not pay more than three percent (3.00%) annually on assets under management.

The tranche breakpoints of \$2,100,000, \$20,000,000, and \$100,000,000 set forth above shall be adjusted for inflation every three years, and rounded to the nearest \$100,000, based upon the U.S. Department of Labor Bureau of Labor Statistics Consumer Price Index ("Consumer Price Index"). The minimum Advisory Fee of \$550 per year, which is paid in twelve equal monthly installments annually, shall be adjusted for inflation every three years, and rounded to the nearest \$50 based upon the Consumer Price Index. ODIJ made the first adjustment to the tranche breakpoints and Advisory Fee minimums in 2021 and will make the next adjustment in 2024. Such adjustments shall not become effective until at least thirty (30) days following their disclosure on ODIJ's annual updating amendment to the Form ADV Part 2A filed during the first quarter of the year in which they will become effective. Other than increases resulting from inflationary increases, clients shall be given thirty (30) days' prior written notice of any proposed increase in the Advisory Fee. Any increase in the Advisory Fee that is not related to an inflationary increase shall be accompanied by an amendment to the investment advisory contract (or execution of a new one) with signatures from both parties evidencing acceptance of the new fee.

Employee Benefit Plans (401(k) and 403(b) Plans)

Total Assets Under Management	Annual Fee
\$0.00 - \$2,100,000	0.50% for assets in this level
\$2,100,001 - \$20,000,000	0.25% for assets in this level
\$20,000,001 - \$100,000,000	0.125% for assets in this level
\$100,000,001 and above	0.0625% for assets in this level

The annual fee for the Plans (the "Plan Fee"), while based upon the tranches set forth above does entail a minimum Plan Fee of \$550. One-fourth (1/4) of the minimum Plan Fee charged to

the Plan will be billed each quarter. The Plan Fee may be negotiable and ODIJ may offer a promotional discount to Plan clients who meet certain criteria.

There is no Account minimum for the Plans. In the event that a Plan's assets under management are less than \$25,000, the minimum Plan Fee will be reduced so that the Plan will not pay more than three percent (3.00%) annually on assets under management.

The Plan or ODIJ may terminate the investment consulting agreement, without penalty, upon five (5) days written notice to the other. In most cases, if the Agreement is terminated prior to the end of a quarterly billing cycle, ODIJ will not refund a prorated portion of the Plan Fee to the Plan. Because Plan clients are billed every ninety (90) days, in general, the prorated amount not refunded to individual Plan Accounts upon termination of the Agreement will be negligible. Please see below under the heading *Advisory Fee and Plan Fee Calculation – In General* for additional information regarding the Plan Fee and Item 5. B for further information regarding ODIJ's billing procedures.

The tranche breakpoints of \$2,100,000, \$20,000,000, and \$100,000,000 set forth above shall be adjusted for inflation every three years, and rounded to the nearest \$100,000, based upon the Consumer Price Index. The minimum Plan Fee of \$550 shall be adjusted for inflation every three years, and rounded to the nearest \$50, based upon the Consumer Price Index. ODIJ made the first adjustment to the tranche breakpoints and minimum Plan Fee in 2021 and will make the next adjustment in 2024. Such adjustments shall not become effective until at least thirty (30) days following their disclosure on ODIJ's annual updating amendment to the Form ADV Part 2A filed during the first quarter of the year in which they will become effective. Other than increases resulting from inflationary increases, Plan clients shall be given thirty (30) days' prior written notice of any proposed increase in the Plan Fee. Any increase in the Plan Fee that is not related to an inflationary increase shall be accompanied by an amendment to the investment consulting agreement (or execution of a new one) with signatures from both parties evidencing acceptance of the new Plan Fee.

Advisory Fee and Plan Fee Calculation – In General

ODIJ calculates the Advisory Fee and Plan Fee against all assets in the Account(s) or Plan Account(s), unless specifically excluded. Therefore, Advisory Fee and Plan Fee calculations include cash balances, cash invested in money market funds, short-term investment funds, ETFs, mutual funds, the entire market value of margined assets and short positions (if any), and all other investment holdings including, without limitation, any annuities.

Generally, the Advisory Fee is calculated using the value of the assets in the Account(s) after the close of trading on the last day of the applicable billing period.

For the initial monthly fee deduction of the Advisory Fee allocable to Custodian-Linked Account(s), the Advisory Fee will be charged for the full month during which the client's assets are transferred to such Accounts, regardless of the date of such transfer or the date the client

and ODIJ enter into an investment advisory contract. For the initial quarterly deduction of the Advisory Fee allocable to Held-Away Account(s) and 529 Account(s), the Advisory Fee will be charged for the full calendar quarter during which the client's assets are transferred to such accounts regardless of the date of such transfer or the date the client and ODIJ enter into an investment advisory contract.

In the event the client or ODIJ terminates the investment advisory contract prior to the end of the calendar month (with respect to the Advisory Fee allocable to Custodian-Linked Accounts) or the end of the quarter (with respect to the Advisory Fee allocable to Held-Away Accounts) ODIJ no longer bills the client for the partial month or quarter during which it provided investment advisory services to the client. In such cases, the Advisory Fee that is allocable to such periods is not billed to the client's Account(s), provided that either the client or a compliance officer of ODIJ notifies the other in writing of such termination. ODIJ will only consider a client's contract to be terminated if either the client or a compliance officer of ODIJ notifies the other in writing of such termination. Individual investment advisor representatives of ODIJ do not have authority to terminate an investment advisory contract between the client and ODIJ and a client's account will continue to be billed notwithstanding any purported termination by such representative until the client notifies ODIJ in writing of its, her or his desire to terminate the contract.

In general, the Advisory Fee is calculated based upon the dollar amount of the assets in the Account as of the close of trading on the last day of the applicable billing period. On occasion, ODIJ may lose access to a Held-Away Account due to technical issues that are not resolved by the next quarterly billing date. In such cases, ODIJ will charge the client the same dollar amount with respect to the Held-Away Account as it had charged on the previous quarterly billing date for services provided during the quarter in which ODIJ lost access to the Held-Away Account. ODIJ will work with the client to restore access to the affected Held-Away Account. However, if access is not restored by the end of the following quarterly billing cycle, ODIJ will terminate its investment advisory services with respect to that Held-Away Account.

Please see Item 5.B. of this brochure under the heading *Advisory Fee* for information regarding the timing of payment and other billing terms applicable to the Advisory Fee.

In general, where permitted by the custodian, the Plan Fee is billed in advance, calculated based upon the value of assets in Plan Accounts after the close of trading on the last day of the quarter immediately preceding the date of billing, unless the Plan's custodian requires ODIJ to bill the Plan in arrears. In such cases, the Plan Fee is calculated based upon the value of the assets in Plan Accounts after the close of trading on the last day of the current quarter. Additionally, certain custodians do not calculate the Plan Fee based upon the value of the assets in Plan Accounts on the last day of the applicable quarter. Rather, such custodians base the Plan Fee upon the average daily balance of assets in Plan Accounts during the quarter. Plan clients should consult their custodian's terms of service to determine the methodology used by their custodian to calculate the Plan Fee.

In general, for the initial quarterly billing cycle, the Plan Fee is calculated using the value of the assets in Plan Accounts on the date the Plan assets are deposited into Custodian-Linked Accounts and pro-rated through the end of the quarter, except with respect to the minimum Plan Fee. One fourth (1/4) of the minimum Plan Fee will be charged for the initial quarter regardless of the date Plan assets are deposited into Custodian-Linked Accounts.

Certain custodians of Plan Accounts do not prorate the Plan Fee for the initial quarterly billing cycle. In such cases, custodians will pay the Plan Fee for the full quarter to ODIJ. Plan clients should consult their custodian's terms of service to determine whether the custodian will prorate the Plan Fee for the initial quarterly billing cycle.

Please see Item 5.B. of this brochure under the heading *Plan Fee Charged to Employee Benefit Plans (401(k) and 403(b) Plans)* for information regarding the timing of payment and other billing terms applicable to the Plan Fee.

B. Payment of Fees

Advisory Fee Charged to Individuals, High Net Worth Individuals, Charitable Organizations, Corporations or Business Entities, Municipal Government Entities, and Pension Plans

Generally, ODIJ's Advisory Fee is paid monthly in arrears but ODIJ reserves the right to change the periodicity of payment from a monthly basis to a quarterly, semi-annual or annual basis. Any portion of the Advisory Fee that is allocable to a "Held-Away Account" (defined under the heading *Services Provided to Custodian-Linked and Held-Away Accounts*) or a 529 Account is paid on a quarterly basis in arrears. ODIJ shall notify a client in writing of any change to the periodicity of billing of such client's Account(s) at least ten (10) days in advance of the date ODIJ's Advisory Fee is invoiced or deducted, as applicable. Notwithstanding the foregoing, the minimum Advisory Fee is always paid monthly in arrears.

In general, the Advisory Fee will be deducted directly from the Accounts on a pro rata basis, except with respect to any Held-Away Accounts or 529 Account(s).

Except with respect to 529 Accounts, the portion of the Advisory Fee allocable to any Held-Away Account(s) will be deducted directly from a client's taxable brokerage account, if such an account is included among the Accounts. If a taxable brokerage account is not included among the Accounts, the portion of the Advisory Fee allocable to any Held-Away Account(s) will be deducted from a client's IRA, Roth IRA, or SEP-IRA, if such an account is included among the Accounts. Otherwise, if such an account is not included among the Accounts, the portion of the Advisory Fee allocable to any Held-Away Account(s) will be invoiced to the client and paid via check or credit card, subject to a three percent (3%) credit card processing fee.

The portion of the Advisory Fee associated with any 529 Account will be deducted directly from a client's taxable brokerage account if such an account is included among the Accounts.

Otherwise, if a taxable brokerage account is not included among the Accounts, the portion of the Advisory Fee allocable to a 529 Account will be invoiced to the client and paid via check or credit card, subject to a three percent (3%) credit card processing fee.

Except with respect to Held-Away Accounts and 529 Accounts, the Advisory Fee generally will be deducted within fourteen (14) calendar days after the first day of the month immediately following the month that the client's assets are transferred into Custodian-Linked Accounts and again on or about the same day each month thereafter for as long as the contract remains in effect.

The Advisory Fee allocable to a client's Held-Away Account(s) and 529 Account(s) will be deducted from such Account(s) within thirty (30) calendar days after the first day of the quarter immediately following the quarter in which the client and ODIJ enter into an investment advisory contract and again on or about the same day each quarter thereafter for so long as the contract remains in effect.

Occasionally, ODIJ may deduct the Advisory Fee at a later date due to an internal error. Notwithstanding any delayed billing of a client's Account(s), the method used to calculate the Advisory Fee will remain the same and the amount deducted will not be higher or lower as a result of any such delay.

Plan Fee Charged to Employee Benefit Plans (401(k) and 403(b) Plans)

The Plan Fee is billed on a quarterly basis but ODIJ reserves the right to change the periodicity of billing from a quarterly to a monthly, semi-annual, or annual basis. ODIJ shall notify the Plan client in writing of any change to the periodicity of billing of Plan Accounts at least ten (10) days in advance of the date ODIJ's fees are billed. Where permitted by the custodian, the Plan Fee is billed in advance. In such cases, except with respect to the initial billing period, one fourth (1/4) of the annual Plan Fee charged to the Plan will be billed in advance at the beginning of each calendar quarter of each year the investment consulting agreement is in effect. For the initial billing period, the portion of the Plan Fee charged to the Plan will be billed within sixty (60) days after the date the Plan assets are deposited into Custodian-Linked Accounts.

On the applicable billing date, ODIJ will debit the Plan Fee directly from the Plan accounts for which ODIJ provides investment advisory services ("Plan Accounts") through an Automated Clearing House (ACH) billing system set up by a third party record-keeper for the Plan. In general, the minimum Plan Fee is billed in quarterly installments, with the first installment billed within sixty (60) days after the date the Plan assets are deposited into Custodian-Linked Accounts.

After the initial billing period, the Plan Fee generally is calculated using the value of the assets in Plan Accounts after the close of trading on the last day of the quarter immediately preceding the date of billing. Upon termination of the investment consulting agreement, any portion of

the Plan Fee paid in advance will not be refunded. Because Plan clients are billed every ninety (90) days, the prorated amount of the Plan Fee paid in advance and forfeited by individual Plan Accounts upon termination of the Agreement will generally be negligible. Our compensation does not include any third party fees (including brokerage, custodian, or other transactions fees and recordkeeping fees) which will be charged separately to the Plan Accounts.

Certain custodians of Plan Accounts do not permit billing in advance. In such cases, the Plan Accounts will be billed quarterly in arrears at the beginning of the quarter immediately following the quarter in which ODIJ provided investment consulting services to the Plan.

C. Client Responsibility for Third Party Fees

Clients are responsible for the payment of all third party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, recordkeeping fees, etc.). Those fees are separate and distinct from the Fees charged by ODIJ. Please see Item 12 of this brochure regarding broker-dealers and custodians.

Many Plan sponsors have contractual arrangements with third party record-keepers. When ODIJ enters into an investment consulting agreement with a Plan, it may recommend to the trustees that the Plan sponsor engage a particular record-keeper as the Plan's record-keeper. Fees for such services vary and are outlined in the contract between the Plan sponsor and the record-keeper. The Plan record-keeper provides system access for participants, the Plan sponsor and ODIJ and is also responsible for recording daily transactions, producing participant statements, producing Plan sponsor reports and processing loans and distributions. Third party record-keepers may engage affiliates that also provide investment vehicles for 401(k), pension plans, and other retirement products. These affiliates may receive separate fees for their services or they may charge a bundled fee for third party administration, as well as investment management services.

Due to recent changes in the law, the services ODIJ provides to clients residing or domiciled in certain states may be subject to sales tax. States interpretations of the applicability of sales tax to services such as those provided by ODIJ are still evolving and the amount of sales tax that may actually be imposed has not yet been determined. Any such costs are not included in the Fees described in Item 5 A. or B. but will be included as deductions on a client's Account statement if ODIJ's investment advisory services are subject to sales tax. Although state sales tax will be included among the deductions from a client's Account, the statement the client receives from the custodian will not separately identify the amount of the state sales tax.

D. Prepayment of Fees

Fees Charged to Individuals, High Net Worth Individuals, Charitable Organizations, Corporations or Business Entities, Municipal Government Entities, and Pension Plans

The Advisory Fee is paid in arrears. Therefore, clients such as individuals, high net worth individuals, charitable organizations, corporations or business entities, municipal government entities, and pension plans do not prepay the Advisory Fee and ODIJ does not issue any refunds of the Advisory Fee.

Plan Fee Charged to Employee Benefit Plans (401(k) and 403(b) Plans)

Where permitted by the Plans' custodian, Plan Fees are collected in advance on a quarterly basis. Upon termination of the investment consulting agreement, any Plan Fees paid in advance by the Plans will not be refunded. Because Plan clients are billed every ninety (90) days, the prorated amount of Plan Fees collective in advance and forfeited by individual Plan Accounts upon termination of the Agreement will generally be negligible.

Where the custodian of the Plan Accounts does not permit billing in advance, ODIJ will collect the Plan Fees in arrears on a quarterly basis at the beginning of the quarter following the quarter in which ODIJ provided investment consulting services to the Plans. In such cases, Plan Fees are not prepaid and therefore ODIJ will not issue any refunds of Plan Fees.

E. Outside Compensation for the Sale of Securities to Clients

Neither ODIJ nor its supervised persons accept any compensation for the sale of investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

ODIJ is compensated based upon a percentage of assets under management. Therefore, as the amount of assets in an Account increases, so does ODIJ's Advisory Fee or Plan Fee, as applicable. Other than being compensated based upon such increases, ODIJ does not accept performance-based fees or other fees based on a share of capital gains or on capital appreciation of the assets of a client.

Item 7: Types of Clients

ODIJ generally provides advisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals

- ❖ Charitable Organizations
- ❖ Corporations or Business Entities
- ❖ Employee Benefit Plans such as 401(k) or 403(b) Plans (the “Plans”)
- ❖ Municipal Government Entities
- ❖ Pension Plans

Please see Item 5. A. of this brochure for information regarding the minimum Account size required to obtain ODIJ’s advisory services.

Item 8: Methods of Analysis, Investment Strategies, & Risk of Loss

A. Methods of Analysis and Investment Strategies

Methods of Analysis

With respect to non-Plan clients, ODIJ manages all or a portion of the client portfolio using an asset allocation strategy. With respect to Plan clients, ODIJ likewise recommends investment options to Plans based upon an asset allocation strategy. Asset Allocation is a top-down investment strategy that focuses on general movements in the market rather than on performance of individual securities. Due to changes in market conditions, asset allocation guidelines are not necessarily strictly followed. Non-Plan clients’ Portfolios will be rebalanced at least once per calendar year.

Investment Strategies

Returns come from client willingness to withstand ups and downs in the market. Investments are made subject to the objectives of the client, balancing the possibility of return against the level of risk taken. ODIJ equity allocations generally contain large-cap and small-cap US, foreign developed and emerging market equities and US REITs, though allocations may vary depending upon a client’s individual financial circumstances. ODIJ income allocations generally contain bonds of various maturities.

ODIJ uses a predominantly long-term investment strategy designed to capture market rates of both return and risk, but occasionally also uses short-term trading and margin transactions. ODIJ managed portfolios, and Plan investment options ODIJ recommends, consist primarily of passive mutual funds or exchange-traded funds (ETFs). The risks of these broad market indices correlate with the risks of the global equity and bond markets.

Funds are selected based upon their costs, tax implications, breadth of securities, assets under management, and (where clients have selected ODIJ’s environmental investing strategy) the carbon footprint of the business enterprise underlying the investment. While ODIJ generally

recommends passively-managed, low-cost ETFs or mutual funds, during the period when a client transitions an Account(s) to ODIJ, and from time to time thereafter, the Account(s) may contain non-index fund holdings. These may be individual stocks, bonds, mutual funds not defined as an index fund, annuities, or other investments. This may be due to the client's preference, desire to maintain existing positions, avoidance of taxable gain recognition, or other reasons such as (with respect to annuities) the inability to trade due to custodian-imposed restrictions. Individual Account(s) within a client's aggregate household portfolio may have different risk characteristics and may perform differently from the portfolio as a whole.

In certain rare circumstances, with the approval from the client, ODIJ may short a security for a client. These trades generally are meant to offset market movements for a period of time.

Investing in securities involves a risk of loss that all clients should be prepared to bear.

B. Material Risks Involved

Methods of Analysis

Asset allocation analysis entails the risk that the rise and fall of certain securities may not react according to predicted trends. Other factors such as risk tolerance, market timing, portfolio size, investment expenses, etc. may also affect the portfolio performance. In addition, ODIJ cannot always allocate among securities in an optimal manner because selling certain securities would lead to adverse tax consequences.

Investment Strategies

Generally

ODIJ seeks or, with respect to the Plans, recommends investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets, but risks of specific strategies are discussed below. Clients should be aware, however, that there is a material risk of loss using most investment strategies. ODIJ's strategies may have significant tax implications. ODIJ manages portfolios with an awareness of tax consequences, but long-term wealth compounding is our primary consideration. In all cases, ODIJ strongly recommends to its clients that they regularly consult with their tax advisors prior to and throughout their engagement of ODIJ. ODIJ is not responsible for any taxes incurred by sales of securities, annuities, or insurance products. The final redemption price and basis price for annuities and insurance products may vary from the amounts stated in the statement delivered by the insurance carrier.

As discussed elsewhere in this brochure, one of our strategies is discretionary rebalancing of accounts on at least an annual basis. Unfavorable market conditions may by happenstance coincide with the timing of an account rebalance, in which case rebalancing losses may compound. Using the other strategies discussed below, ODIJ seeks to recover any such losses

and to achieve maximum Account value for our clients, although we cannot guarantee full recovery.

Long-term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, political, and regulatory risk.

Short-term trading risks include liquidity, economic stability, and inflation, in addition to the long-term trading risks listed above. Frequent, short-term trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes. Short-term trading generally holds greater risk and clients should be aware that there is a material risk of loss using this strategy.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral. When losses occur, the value of the margin account may fall below the brokerage firm's threshold thereby triggering a margin call. This may force the account holder to either allocate more funds to the account or sell assets in a shorter time frame than desired. Thus, margin transactions can lead to short selling in the event of a margin call, and so the risks associated with short-term trading may also apply to margin transactions.

Investing in securities involves a risk of loss that all clients should be prepared to bear.

C. Risks of Specific Securities Utilized

The use of margin transactions generally holds greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below (leaving aside treasury bonds and treasury inflation protected/inflation linked bonds) are not guaranteed or insured by the FDIC or any other government agency.

Mutual Funds: Investing in mutual funds carries the risk of capital loss ("capital loss" means losing the money the client originally invested) and thus a client may lose money investing in mutual funds. All mutual funds have costs that lower investment returns. The funds can be of bond "fixed income" nature (lower risk) or stock "equity" nature.

Equity investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This type of investment can include corporate and government debt securities, leveraged loans, high yield, and investment grade debt and structured products, such as mortgage and other asset-backed securities, although individual bonds may be the best known type of fixed income security. In general, the fixed income market is volatile and fixed income securities carry interest rate risk. (As interest rates rise, bond prices usually fall, and vice versa. This effect is usually more pronounced for longer-term securities.) Fixed income securities also carry inflation risk, liquidity risk (“liquidity risk” is the risk than an investment may not be able to be sold), call risk (“call risk” means that the issuer of a bond may demand redemption of that bond at an inopportune time), and credit and default risks (“credit and default risks” refer to the risks associated with an issuer not being able to repay part or all of its obligations) for both issuers and counterparties. The risk of default on treasury bonds and treasury inflation protected/inflation linked bonds is dependent upon the U.S. Treasury defaulting on its debt obligations (which is extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal. Risks of investing in foreign fixed income securities also include the general risk of non-U.S. investing described below.

Exchange-Traded Funds (ETFs): An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a one hundred percent (100%) loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance with respect to the fund. Precious metal ETFs (e.g., gold, silver, or palladium bullion backed “electronic shares” and not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector that owns a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, and (3) a significant change in the attitude of speculators and investors. Environmental ETFs may contain significant exposure to certain industries, and lack of exposure to others. This weighting may affect performance adversely. ODIJ does not use inverse, leveraged, or inverse & leveraged ETFs as part of its portfolios.

ETFs have additional risks. Because they are easy to trade, trading risk could result. ODIJ tries not to trade ETFs frequently and hence minimizes trading risk. Liquidity and shutdown risk could occur if an ETF shrinks substantially as a fund, making it difficult if not impossible for ODIJ to sell a position or avoid incurring a tax liability for the investor in the case of shutdown risk. Authorized participants create liquidity so that ETF funds may function; if they fail in their duty to create liquidity, the ETF may be adversely affected. If the market price and the net asset value of the ETF diverge, there may be risk of loss when these values converge. ETF providers may have conflicts of interest, particularly if they create the index their own ETF tracks.

Real estate funds (including REITs) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance.

Revenues and cash flows may be adversely affected by: changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; and the impact of present or future environmental legislation and compliance with environmental laws. ODIJ generally invests in index funds that own publicly traded REITs. As such, the REITs make specific investments in a wide range of properties, and the index fund owns portions of many REITs at the same time.

Commodities are tangible assets used to manufacture and produce goods or services. Commodity prices are affected by different risk factors, such as disease, storage capacity, supply, demand, delivery constraints, and weather. Because of those risk factors, even a well-diversified investment in commodities can be uncertain.

Non-U.S. securities present certain risks such as currency fluctuation, political and economic change, social unrest, changes in government regulation, differences in accounting, and the lesser degree of accurate public information available.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that all clients should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker-Dealer or Broker-Dealer Representative

Neither ODIJ nor its representatives are registered as, or have pending applications to become, a broker-dealer or a representative of a broker-dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither ODIJ nor its representatives are registered as or have pending applications to become either a futures commission merchant, commodity pool operator, or commodity trading advisor or an associated person of the foregoing entities.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

There are no relationships or arrangements that are material to ODIJ's advisory business or to ODIJ's clients that ODIJ or any of its management persons have with any related person.

D. Selection of Other Advisors or Managers and How This Advisor is Compensated for Those Selections

ODIJ does not utilize nor select third party investment advisors. All assets are managed by ODIJ management and all advice is rendered by ODIJ advisors.

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

A. Code of Ethics

ODIJ has a written Code of Ethics that covers the following areas: prohibited purchases and sales, insider trading, personal securities transactions, exempted transactions, prohibited activities, conflicts of interest, gifts and entertainment, confidentiality, service on a board of directors, compliance procedures, compliance with laws and regulations, procedures and

reporting, certification of compliance, reporting violations, compliance officer duties, training and education, recordkeeping, annual review, and sanctions. ODIJ's Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

ODIJ may recommend that clients buy or sell securities in which a related person to ODIJ or ODIJ has a material financial interest. This may provide an opportunity for representatives of ODIJ to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting from the same recommendations they provide to clients. Although such transactions have the potential to create a conflict of interest, it is ODIJ's policy not to permit transactions that are motivated by, or result in, an actual conflict of interest. ODIJ will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold. ODIJ has an affirmative duty of utmost good faith to act solely in the best interest of its clients.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of ODIJ may buy or sell securities for themselves that they also recommend to clients. As described above in Item 11.B, these transactions have the potential to create a conflict of interest; however, it is ODIJ's policy not to permit transactions that are motivated by, or result in, an actual conflict of interest. ODIJ personnel will not engage in "front running" client Accounts. ODIJ personnel understand that ODIJ has an affirmative duty of utmost good faith to act solely in the best interest of its clients. Please see Item 11.B. for information regarding ODIJ's practices and procedures to address potential conflicts which apply to those that may arise in connection with personal trading.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of ODIJ may buy or sell securities for themselves at or around the same time as clients. As described in Item 11B. these transactions have the potential to create a conflict of interest; however, it is ODIJ's policy not to permit transactions that are motivated by, or result in, an actual conflict of interest. ODIJ will never engage in trading that operates to the client's disadvantage if representatives of ODIJ buy or sell securities at or around the same time as clients. Please see Item 11.B. and C. for further information regarding ODIJ's practices and procedures to address potential conflicts which apply to those that may arise when representatives of ODIJ buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker-Dealers

Custodians and/or broker-dealers will be recommended based on their relatively low transaction fees and access to mutual funds and ETFs. Clients will not necessarily pay the lowest commission or commission equivalent, and ODIJ may also consider the market expertise and research access provided by the broker-dealer and/or custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences, and other resources provided by the brokers that may aid in ODIJ's research efforts. ODIJ will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer and/or custodian.

For each Plan client that expresses an interest in changing custodians, ODIJ will review several custodians and select the one that provides the highest level of service at the most optimal pricing for the Plan's accounts.

Plan clients who wish to retain ODIJ's investment consulting services without changing the Plan's custodian may do so. In such cases, the Plan's custodian may or may not be a custodian ODIJ recommends.

ODIJ does not make these recommendations to individual participants of a Plan that has not entered into an investment consulting agreement with ODIJ.

For clients other than Plan clients, ODIJ recommends Schwab Institutional, a division of Charles Schwab & Co., Inc. ("Schwab") to serve as the custodian and broker-dealer of clients' investment accounts that are not 529 accounts. With respect to clients' 529 Accounts, ODIJ recommends my529 (formerly known as the Utah Educational Savings Plan) to serve as custodian and broker-dealer of those accounts.

1. Research and Other Soft-Dollar Benefits

While ODIJ has no formal soft dollars program in which soft dollars are used to pay for third party services, ODIJ may receive research materials published by Schwab in connection with ODIJ's recommendation of Schwab as custodian for its clients' account. These research materials describe current market trends and updates. ODIJ does not rely on these research materials in making investment decisions on behalf of its clients and ODIJ does not have any incentive to recommend a broker-dealer based on receiving this research. ODIJ's receipt of this research will not result in higher commissions charged to the client. In addition, ODIJ receives certain economic benefits from Schwab Advisor Services, a division of Schwab ("Schwab Advisor Services"), which are derived from ODIJ's brokerage recommendation of Schwab. These benefits are described in further detail under Item 14A of this brochure.

ODIJ does not receive any research or soft dollar benefits from my529 in connection with its recommendation of my529 as a broker-dealer and custodian.

2. Brokerage for Client Referrals

ODIJ receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker-Dealer and/or Custodian to Use

ODIJ will permit clients to direct it to execute transactions through a specified broker-dealer when the transactions are to occur within clients' Held-Away Accounts (as defined in Item 4.B. of this brochure). Unless a client's Account is a Held-Away Account generally ODIJ will not permit a client to direct brokerage.

If a client directs brokerage, this may result in higher commissions, which may result in a disparity between free and directed accounts; and trades for the client and other directed accounts may be executed after trades for free accounts, which may result in less favorable prices, particularly for illiquid securities or during volatile market conditions. Not all investment advisors allow their clients to direct brokerage.

B. Aggregating (Block) Trading for Multiple Client Accounts

ODIJ does not aggregate or bunch the securities to be purchased or sold for multiple clients. This may result in less favorable prices, particularly for illiquid securities or during volatile market conditions.

Item 13: Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

All client Accounts for which ODIJ's investment advisory services are provided on an ongoing basis are reviewed at least annually by a Compliance Auditor at ODIJ. All Accounts are assigned to this Compliance Auditor reviewer. Accounts for which investment advisory services are provided are reviewed within the context of the client's investment objectives, risk tolerance levels, and suitability of investment options.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

More frequent reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client for whom ODIJ's investment advisory services are provided on an ongoing basis will receive a report at least quarterly detailing the client's Account, including assets held, asset value, the calculation of certain fees, and (if the report relates to a Custodian-Linked Account, the amount of ODIJ's Fees). This written report will come from the custodian of the Custodian-Linked Account or Held-Away Account, as applicable.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

ODIJ receives access to Schwab's institutional trading and custody services, which are typically not available to Schwab's retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, 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 ODIJ client Accounts maintained in Schwab's custody, the custodian generally does not charge separately for custody services but is compensated by Account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab Accounts.

Schwab also makes available to ODIJ other products and services that benefit ODIJ but may not benefit its clients' Accounts. These benefits may include national, regional or ODIJ specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of ODIJ by Schwab Advisor Services' personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist ODIJ in managing and administering

clients' Accounts. These include software and other technology (and related technological training) that provide access to client Account data (such as trade confirmations and Account statements), facilitate trade execution, provide research, pricing information and other market data, facilitate payment of ODIJ's Fees from its clients' Accounts (if applicable), and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of ODIJ's Accounts. Schwab Advisor Services also makes available to ODIJ other services intended to help ODIJ manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance, and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to ODIJ by independent third parties. Schwab Advisor Services 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 ODIJ. ODIJ is independently owned and operated and not affiliated with Schwab.

The benefits ODIJ receives from Schwab Advisor Services are derived from ODIJ's brokerage recommendation of Schwab. Schwab does not charge ODIJ separately for these services. They are received as a result of ODIJ's participation in Schwab's platform. The benefits do not create a conflict of interest as they are comparable to the benefits ODIJ would receive from Schwab's competitors if ODIJ recommended any of those competitors to serve as the custodian of clients' Accounts. If such benefits were greater than those of the industry standard, it could result in a platform that is more costly to ODIJ's clients. However, Schwab has consistently matched the pricing of its competitors, which indicates that the benefits ODIJ receives are consistent with market norms.

ODIJ does not receive any economic benefits from my529 in connection with its recommendation of my529 as a broker-dealer and custodian of clients' 529 Accounts.

B. Compensation to Non - Advisory Personnel for Client Referrals

ODIJ does not directly or indirectly compensate any person who is not advisory personnel for client referrals.

Item 15: Custody

For the investment advisory services ODIJ offers, the custodian of the client's investment assets will be agreed to by the client in the account agreement or other account opening documentation. Although ODIJ does not serve as the qualified custodian of any client's

Account(s), there is one circumstance under which ODIJ will be deemed to have custody of a client's assets under applicable securities' laws.

When ODIJ deducts the Advisory Fee or Plan Fee from a client's Custodian-Linked Accounts on a monthly or quarterly basis, ODIJ will be deemed to have limited custody of the client's assets. In all cases, ODIJ must have a general written authorization from the client to make the foregoing deductions. Once ODIJ has obtained such authorization from the client, ODIJ will not seek additional consents each time it deducts Fees. Clients will receive all Account and Plan Account statements quarterly from the qualified custodian of the Account or Plan Account and they should carefully review those statements.

Item 16: Investment Discretion

ODIJ provides discretionary investment advisory services to all of its investment advisory clients except the Plans. The investment advisory contract established with each investment advisory client sets forth the discretionary authority for trading. Where investment discretion has been granted, ODIJ generally manages the client's Account(s) and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the Account(s), the total amount of the securities to be bought or sold, what securities to buy or sell, or the price per share. In some instances, ODIJ's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to ODIJ). Notwithstanding the foregoing authority, ODIJ does not have authority to withdraw cash, securities or funds from a client's Account without the client's permission, and will never suggest or recommend doing so to a client. Any such withdrawals must be initiated, approved and requested by the client.

ODIJ does not accept discretionary authority to manage Plan Accounts and does not have the ability to effect purchases and sales of securities within Plan Accounts under the investment consulting agreement with the Plan. See Item 4. B. under the heading, *Benefit Plan Consulting*, for further information about ODIJ's nondiscretionary investment consulting services to the Plans.

Item 17: Voting Client Securities (Proxy Voting)

ODIJ will not ask for, nor accept, voting authority for client securities. Clients will receive proxies directly from the issuer of the security or the custodian. Clients should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

A. Balance Sheet

ODIJ does not require prepayment of more than \$1,200 in Fees per client, six (6) months or more in advance. Therefore, a balance sheet for ODIJ's most recently completed fiscal year is not attached to this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither ODIJ nor its management expects that current financial conditions will render ODIJ unable to meet contractual commitments to clients. However, due to economic uncertainty arising out of the COVID-19 pandemic, which has affected nearly all industries across the country, ODIJ found it necessary in April of 2020 to request a loan under the Paycheck Protection Program (PPP), which Congress created on March 27, 2020 when it enacted the Coronavirus Aid, Relief, and Economic Security (CARES) Act. The PPP is administered by the U.S. Small Business Administration. ODIJ used the loan proceeds to support its ongoing operations. In particular, ODIJ used the PPP loan funds to pay the salaries and wages of ODIJ employees, including certain employees who perform advisory functions, during the eight-week term of the loan. ODIJ also applied the PPP loan proceeds to lease and utility payments, as well as other operating expenses of ODIJ during the eight-week period ending in June of 2020. To demonstrate his commitment to the financial well-being of ODIJ, Dan Cunningham, the owner of the firm, resolved to continue to work full-time for ODIJ but not take any salary or other compensation from the firm in 2020.

C. Bankruptcy Petitions in Previous Ten Years

ODIJ has never been the subject of a bankruptcy petition.

Item 19: Requirements for State Registered Advisors

This Item 19 does not apply to ODIJ.