

**FORM ADV PART 2A
DISCLOSURE BROCHURE**



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Item 1: Cover Page

This brochure provides information about the qualifications and business practices of Big Sioux Financial, Inc. DBA Big Sioux Wealth Management. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at 605-882-4280. 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 Big Sioux Financial, Inc. DBA Big Sioux Wealth Management (CRD #299593) is available on the SEC's website at www.adviserinfo.sec.gov

February 27, 2026

Item 2: Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

Since the last annual amendment filing of this brochure on February 18, 2025, the following changes have been made:

- Item 4, 5 and 10 have been updated to reflect that the Firm is utilizing a turnkey asset management program to provide operational and trading support, and the potential conflicts associated with this service.
 - Item 5 has been updated to reflect the new fee levels for Asset Management.
 - Item 7 has been updated to add an account minimum for new relationships.
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Full Brochure Available

This Firm Brochure being delivered is the complete brochure for the Firm.

Item 3: Table of Contents

Item 1: Cover Page	1
Item 2: Material Changes	2
Annual Update	2
Material Changes since the Last Update	2
Full Brochure Available	2
Item 3: Table of Contents	3
Item 4: Advisory Business	1
Firm Description	1
Types of Advisory Services	1
Client Tailored Services and Client Imposed Restrictions	3
Wrap Fee Programs	3
Client Assets under Management	3
Item 5: Fees and Compensation	3
Method of Compensation and Fee Schedule	4
Client Payment of Fees	6
Additional Client Fees Charged	6
Prepayment of Client Fees	6
External Compensation for the Sale of Securities to Clients	6
Item 6: Performance-Based Fees and Side-by-Side Management	7
Sharing of Capital Gains	7
Item 7: Types of Clients	7
Description	7
Account Minimums	7
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	7
Methods of Analysis	7
Investment Strategy	8
Security Specific Material Risks	8
Item 9: Disciplinary Information	9
Criminal or Civil Actions	9
Administrative Enforcement Proceedings	9
Self- Regulatory Organization Enforcement Proceedings	10
Item 10: Other Financial Industry Activities and Affiliations	10
Broker-Dealer or Representative Registration	10
Futures or Commodity Registration	10
Material Relationships Maintained by this Advisory Business and Conflicts of Interest	10
Recommendations or Selections of Other Investment Advisors and Conflicts of Interest	10
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	11
Code of Ethics Description	11
Investment Recommendations Involving a Material Financial Interest and Conflict of Interest	11
	3

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest	12
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest	12
Item 12: Brokerage Practices	12
Factors Used to Select Broker-Dealers for Client Transactions	12
Aggregating Securities Transactions for Client Accounts	13
Item 13: Review of Accounts	13
Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved	14
Review of Client Accounts on Non-Periodic Basis	14
Content of Client Provided Reports and Frequency	14
Item 14: Client Referrals and Other Compensation	14
Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest	14
Advisory Firm Payments for Client Referrals	14
Item 15: Custody	14
Account Statements	15
Item 16: Investment Discretion	15
Discretionary Authority for Trading	15
Item 17: Voting Client Securities	15
Proxy Votes	15
Item 18: Financial Information	15
Balance Sheet	16
Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients	16
Bankruptcy Petitions during the Past Ten Years	16

Item 4: Advisory Business

Firm Description

Big Sioux Financial, Inc. was founded in 1988. Big Sioux Financial, Inc. DBA Big Sioux Wealth Management ("Big Sioux") was formed and became a Registered Investment Advisor in 2019. Big Sioux Financial, Inc also has a DBA Big Sioux Investments & Insurance that was formed in 2019. Finally, Big Sioux Financial, Inc. owns the entity Reliabank Dakota. David Johnson, Janet Johnson, Ethan Johnson and Reid Johnson are all unregistered majority owners, and will not offer financial advisory services. Dustin Padgett serves as the Division President and is an Investment Advisor Representative for the firm.

Types of Advisory Services

ASSET MANAGEMENT

Big Sioux offers discretionary and non-discretionary asset management services to advisory Clients. Big Sioux will offer Clients ongoing asset management services through determining individual investment goals, time horizons, objectives, and risk tolerance. Investment strategies, investment selection, asset allocation, portfolio monitoring and the overall investment program will be based on the above factors. The Client will authorize Big Sioux discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement.

Discretionary

When the Client provides Big Sioux discretionary authority the Client will sign a limited trading authorization or equivalent. Big Sioux will have the authority to execute transactions in the account without seeking Client approval on each transaction.

Non-discretionary

When the Client elects to use Big Sioux on a non-discretionary basis, Big Sioux will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, Big Sioux will obtain prior Client approval on each and every transaction before executing any transaction.

As part of its advisory services, Big Sioux utilizes the services of an unaffiliated registered investment adviser, GeoWealth Management LLC ("GeoWealth"), which operates a technology platform and turnkey asset management platform ("TAMP"). Under this arrangement, Big Sioux serves as the primary investment adviser to clients and retains overall responsibility for investment advice, client suitability determinations, and supervision of the relationship. GeoWealth provides portfolio management support and operational services, which may include back-office support, trading, report preparation, and billing.

ERISA PLAN SERVICES

Big Sioux provides service to qualified retirement plans including 401(k) plans, 403(b) plans, pension and profit sharing plans, cash balance plans, and deferred compensation plans. Big Sioux may act as 3(21) Fiduciary:

Limited Scope ERISA 3(21) Fiduciary. Big Sioux may serve as a limited scope ERISA 3(21) fiduciary that can advise, help and assist plan sponsors with their investment decisions on a non-discretionary basis. As an investment advisor Big Sioux has a fiduciary duty to act in the best interest of the Client. The plan sponsor is still ultimately responsible for the decisions made in their plan, though using Big Sioux can help the plan sponsor delegate liability by following a diligent process.

1. Fiduciary Services are:

- Provide non-discretionary investment advice to the Client about asset classes and investment alternatives available for the Plan in accordance with the Plan's investment policies and objectives. Client will make the final decision regarding the initial selection, retention, removal and addition of investment options. Big Sioux acknowledges that it is a fiduciary as defined in ERISA section 3 (21) (A) (ii).
- Assist the Client in the development of an investment policy statement ("IPS"). The IPS establishes the investment policies and objectives for the Plan. Client shall have the ultimate responsibility and authority to establish such policies and objectives and to adopt and amend the IPS.
- Provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative for participants who are automatically enrolled in the Plan or who have otherwise failed to make investment elections. The Client retains the sole responsibility to provide all notices to the Plan participants required under ERISA Section 404(c) (5) and 404(a)-5.
- Assist in monitoring investment options by preparing periodic investment reports that document investment performance, consistency of fund management and conformance to the guidelines set forth in the IPS and make recommendations to maintain, remove or replace investment options.
- Meet with Client on a periodic basis to discuss the reports and the investment recommendations.

2. Non-fiduciary Services are:

- Assist in the education of Plan participants about general investment information and the investment alternatives available to them under the Plan. Client understands Big Sioux's assistance in education of the Plan participants shall be consistent with and within the scope of the Department of Labor's definition of investment education (Department of Labor Interpretive Bulletin 96-1). As such, Big Sioux is not providing fiduciary advice as defined by ERISA 3(21)(A)(ii) to the Plan participants. Advisor will not provide investment advice concerning the prudence of any investment option or combination of investment options for a particular participant or beneficiary under the Plan.
- Assist in the group enrollment meetings designed to increase retirement plan participation among the employees and investment and financial understanding by the employees.

Big Sioux may provide these services or, alternatively, may arrange for the Plan's other providers to offer these services, as agreed upon between Advisor and Client.

3. Big Sioux has no responsibility to provide services related to the following types of assets ("Excluded Assets"):
- Employer securities;
 - Real estate (except for real estate funds or publicly traded REITs);
 - Stock brokerage accounts or mutual fund windows;
 - Participant loans;
 - Non-publicly traded partnership interests;
 - Other non-publicly traded securities or property (other than collective trusts and similar vehicles); or
 - Other hard-to-value or illiquid securities or property.

Excluded Assets will **not** be included in calculation of Fees paid to Big Sioux on the ERISA Agreement. Specific services will be outlined in detail to each plan in the 408(b)2 disclosure.

FINANCIAL PLANNING AND CONSULTING

If financial planning services are applicable, a thorough review of all applicable topics including but not limited to, Investments, Qualified Plans, Insurance, and Retirement Income will be reviewed. If a conflict of interest exists between the interests of Big Sioux and the interests of the Client, the Client is under no obligation to act upon Big Sioux's recommendation. If the Client elects to act on any of the recommendations, the Client is under no obligation to effect the transaction through Big Sioux. Financial plans will be completed and delivered inside of thirty (30) days contingent upon timely delivery of all required documentation.

SEMINARS AND WORKSHOPS

Big Sioux holds seminars and workshops to educate the public. The seminars are educational in nature and no specific investment or tax advice is given.

Client Tailored Services and Client Imposed Restrictions

The goals and objectives for each Client are documented in our Client files. Investment strategies are created that reflect the stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities. Agreements may not be assigned without written Client consent.

Wrap Fee Programs

Big Sioux does not sponsor any wrap fee programs.

Client Assets under Management

Big Sioux has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$228,162,927	\$7,014,120	December 31 st , 2025

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

ASSET MANAGEMENT

Big Sioux offers direct asset management services to advisory Clients. Big Sioux charges an annual investment advisory fee based on the total assets under management as follows:

Assets Under Management	Annual Fee
Under \$100,000	1.45%
\$100,001 - \$200,000	1.35%
\$200,001 to \$500,000	1.10%
\$500,001 to \$750,000	1.05%
\$750,001 to \$1,000,000	0.90%
\$1,000,001 to \$3,000,000	0.80%
\$3,000,001 to \$6,000,000	0.70%
Over \$6,000,001	.65%

This is a tiered or breakpoint fee schedule, the entire portfolio is charged the same asset management fee. For example, a Client with \$750,000 under management would pay \$7,875 on an annual basis. $\$750,000 \times 1.05\% = \$7,875$.

The annual fee may be negotiable based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.). If Clients hold Certificate of Deposit assets or Money Market assets they will not count towards AUM fee breakpoints. Fees are billed quarterly in advance based on the amount of assets managed as of the close of business on the last business day of the previous quarter. For Clients who open and fund an account mid-quarter, fees for the partial quarter will be prorated based on the number of days that the Account was open during the period. The initial partial quarter will be billed in arrears and included with the billing for the upcoming full quarter which is billed in advance.

Clients do not pay an additional or separate fee for GeoWealth's services.

American Funds Service Company (AFS)

For accounts that fall under the minimum account size and certain employer plans the following platform is made available through AFS, where clients are invested in portfolios constructed solely of mutual funds managed by American Funds.

Fees for accounts held at AFS shall be a rate of 1.0% annually. The fees will be billed quarterly in arrears. The fees will be calculated by AFS for each quarter period ending the last business day of February, May, August and November and shall be the product of (i) the average daily net asset value of Client assets invested in shares of the Funds through the Program during the quarter; (ii) the number of days in the quarter; and (iii) the rate agreed to by the parties divided by the number of days in

the year. The fee shall be paid within thirty (30) days following the end of the quarter for which such fees are payable.

AFS shall deduct fees from Client accounts to pay Big Sioux.

Lower fees for comparable services may be available from other sources. Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation and without penalty. Clients may terminate advisory services with thirty (30) days written notice. For accounts opened or closed mid-billing period, fees will be prorated based on the days services are provided during the given period. All unpaid earned fees will be due to Big Sioux. Additionally, all unearned fees will be refunded to the Client. Client shall be given prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

ERISA PLAN SERVICES

The annual fees are based on the market value of the Included Assets and will not exceed 1%. The annual fee is negotiable and may be charged as a percentage of the Included Assets or as a flat fee. Fees may be charged quarterly or monthly in arrears or in advance based on the assets as calculated by the custodian or record keeper of the Included Assets (without adjustments for anticipated withdrawals by Plan participants or other anticipated or scheduled transfers or distribution of assets). If the services to be provided start any time other than the first day of a quarter or month, the fee will be prorated based on the number of days remaining in the quarter or month. If this Agreement is terminated prior to the end of the billing cycle, Big Sioux shall be entitled to a prorated fee based on the number of days during the fee period services were provided or Client will be due a prorated refund of fees for days services were not provided in the billing cycle.

The fee schedule, which includes compensation of Big Sioux for the services is described in detail in Schedule A of the ERISA Plan Agreement. The Plan is obligated to pay the fees, however the Plan Sponsor may elect to pay the fees. Client may elect to be billed directly or have fees deducted from Plan Assets. Big Sioux does not reasonably expect to receive any additional compensation, directly or indirectly, for its services under this Agreement. If additional compensation is received, Big Sioux will disclose this compensation, the services rendered, and the payer of compensation. Big Sioux will offset the compensation against the fees agreed upon under the Agreement.

FINANCIAL PLANNING AND CONSULTING

Big Sioux charges an hourly fee for financial planning. Prior to the planning process the Client will be provided an estimated plan fee. Services are completed and delivered inside of thirty (30) days contingent upon timely delivery of all required documentation. Clients may cancel within five (5) business days of signing an Agreement with no obligation and without penalty. If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to Big Sioux. Big Sioux reserves the right to waive the fee should the Client implement the plan through Big Sioux. Fees for financial plans are due upon delivery of the completed plan.

HOURLY FEES

Financial Planning and Consulting Services are offered based on an hourly fee of \$250 per hour.

SEMINARS AND WORKSHOPS

Big Sioux holds seminars and workshops to educate the public. The seminars are educational in nature and no specific investment or tax advice is given. Big Sioux does not charge a fee for attendance to these seminars.

Client Payment of Fees

Investment management fees are billed quarterly in advance. Fees are usually deducted from a designated Client account to facilitate billing. The Client must consent in advance to direct debiting of their investment account.

Fees for financial plans are due upon delivery of the completed plan.

Big Sioux, in its sole discretion, may charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.).

Additional Client Fees Charged

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include mutual fund transaction fees, postage and handling and miscellaneous fees. For more details on the brokerage practices, see Item 12 of this brochure.

Prepayment of Client Fees

Big Sioux does not require any prepayment of fees of more than \$1,200 per Client and six months or more in advance.

Investment management fees are billed quarterly in advance.

Fees for ERISA 3(21) services may be billed in advance.

If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to Big Sioux.

External Compensation for the Sale of Securities to Clients

Mr. Padgett receives external compensation for the sale of securities to clients as a registered representative of Gradient Securities, LLC, a broker-dealer. Approximately 5% of his time is spent in this practice and less than 15% of his total revenue is generated as a registered representative. He will offer clients products from this activity.

This represents a conflict of interest because it gives an incentive to recommend products based on the commission received. As a registered representative, Mr. Padgett does not charge advisory fees for the services offered through Gradient Securities, LLC. This conflict is mitigated by disclosures, procedures, and the firm's fiduciary obligation to place the best interest of the Client first and Clients are not required to purchase any

products or services. Clients have the option to purchase these products through another registered representative of their choosing.

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

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Big Sioux does not use a performance-based fee structure because of the conflict of interest. Performance based compensation may create an incentive for Big Sioux to recommend an investment that may carry a higher degree of risk to the Client.

Item 7: Types of Clients

Description

Big Sioux generally provides investment advice to individuals, high net worth individuals, trusts, estates, or charitable organizations, corporations or business entities. Client relationships vary in scope and length of service.

Account Minimums

In general, we require a minimum asset level of \$100,000 to establish an investment advisory relationship. This minimum account size may be waived at the Firm's discretion.

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

Methods of Analysis

Security analysis methods may include fundamental analysis and technical analysis. Investing in securities involves risk of loss that Clients should be prepared to bear. Past performance is not a guarantee of future returns.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not take into account new patterns that emerge over time.

In developing a financial plan for a Client, Big Sioux's analysis may include cash flow analysis, investment planning, risk management, tax planning and estate planning. Based on the information gathered, a detailed strategy is tailored to the Client's specific situation.

The main sources of information include financial newspapers and magazines, annual reports, prospectuses, and filings with the Securities and Exchange Commission.

Investment Strategy

The investment strategy for a specific Client is based upon the objectives stated by the Client during consultations. The Client may change these objectives at any time by providing written notice to Big Sioux. Each Client executes a Client profile form or similar form that documents their objectives and their desired investment strategy.

Security Specific Material Risks

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks and should discuss these risks with Big Sioux:

- *Market Risk:* The prices of securities held by mutual funds in which Clients invest may decline in response to certain events taking place around the world, including those directly involving the companies whose securities are owned by a fund; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; and currency, interest rate and commodity price fluctuations. Investors should have a long-term perspective and be able to tolerate potentially sharp declines in market value.
- *Interest-rate Risk:* Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- *Inflation Risk:* When any type of inflation is present, a dollar today will buy more than a dollar next year, because purchasing power is eroding at the rate of inflation.
- *Currency Risk:* Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- *Reinvestment Risk:* This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- *Liquidity Risk:* Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- *Management Risk:* The advisor's investment approach may fail to produce the intended results. If the advisor's assumptions regarding the performance of a specific asset class or fund are not realized in the expected time frame, the overall performance of the Client's portfolio may suffer.
- *Equity Risk:* Equity securities tend to be more volatile than other investment choices. The value of an individual mutual fund or ETF can be more volatile than the market as a whole. This volatility affects the value of the Client's overall portfolio. Small- and mid-cap companies are subject to additional risks. Smaller

companies may experience greater volatility, higher failure rates, more limited markets, product lines, financial resources, and less management experience than larger companies. Smaller companies may also have a lower trading volume, which may disproportionately affect their market price, tending to make them fall more in response to selling pressure than is the case with larger companies.

- *Fixed Income Risk:* The issuer of a fixed income security may not be able to make interest and principal payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on its obligation. If a rating agency gives a debt security a lower rating, the value of the debt security will decline because investors will demand a higher rate of return. As nominal interest rates rise, the value of fixed income securities held by a fund is likely to decrease. A nominal interest rate is the sum of a real interest rate and an expected inflation rate.
- *Investment Companies Risk:* When a Client invests in open end mutual funds or ETFs, the Client indirectly bears their proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above or below their net asset value or (ii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. Adviser has no control over the risks taken by the underlying funds in which Client invests.
- *Long-term purchases:* Long-term investments are those vehicles purchased with the intension of being held for more than one year. Typically the expectation of the investment is to increase in value so that it can eventually be sold for a profit. In addition, there may be an expectation for the investment to provide income. One of the biggest risks associated with long-term investments is volatility, the fluctuations in the financial markets that can cause investments to lose value.
- *Trading risk:* Investing involves risk, including possible loss of principal. There is no assurance that the investment objective of any fund or investment will be achieved.

Item 9: Disciplinary Information

Criminal or Civil Actions

Big Sioux and its management have not been involved in any criminal or civil action.

Administrative Enforcement Proceedings

Big Sioux and its management have not been involved in administrative enforcement proceedings.

Self- Regulatory Organization Enforcement Proceedings

Big Sioux and its management have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of Big Sioux or the integrity of its management.

Item 10: Other Financial Industry Activities and Affiliations

Broker-Dealer or Representative Registration

Big Sioux is not registered as a broker- dealer, however, Division President Dustin Padgett is a registered representative of Gradient Securities, LLC, a FINRA/SIPC broker-dealer.

Futures or Commodity Registration

Neither Big Sioux nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Division President, Dustin Padgett has a financial affiliated business as an insurance agent with Big Sioux Financial, Inc. dba Big Sioux Wealth Management. He is also a registered representative with Gradient Securities, LLC. Approximately 5% of his time is spent on these activities. He will offer Clients services from those activities. As an insurance agent and a registered representative, he may receive separate yet typical compensation. Mr. Padgett may also receive certain benefits from Gradient Investments, LLC based on achieving certain production thresholds. See Item 14 for more information.

These practices represent conflicts of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent or registered representative of their choosing.

Recommendations or Selections of Other Investment Advisors and Conflicts of Interest

As discussed in Item 4 above, Big Sioux utilizes the technology platform and turnkey asset management services of Geowealth. Geowealth has a strategic partnership with BlackRock. Because Big Sioux maintains a certain level of assets under management invested in products sponsored by BlackRock, GeoWealth does not currently charge the Firm a separate fee for its platform or sub-advisory services. This creates a potential conflict of interest to the extent that Big Sioux may have an economic incentive to recommend or maintain investments in BlackRock-sponsored products, and an incentive to retain GeoWealth rather than select an alternative service provider that

charges a fee. Big Sioux is a fiduciary and is committed to acting at all times in the best interests of its clients, including when it selects platforms and subadvisors.

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

Code of Ethics Description

The affiliated persons (affiliated persons include employees and/or independent contractors) of Big Sioux have committed to a Code of Ethics (“Code”). The purpose of our Code is to set forth standards of conduct expected of Big Sioux affiliated persons and addresses conflicts that may arise. The Code defines acceptable behavior for affiliated persons of Big Sioux. The Code reflects Big Sioux and its supervised persons’ responsibility to act in the best interest of their Client.

One area which the Code addresses is when affiliated persons buy or sell securities for their personal accounts and how to mitigate any conflict of interest with our Clients. We do not allow any affiliated persons to use non-public material information for their personal profit or to use internal research for their personal benefit in conflict with the benefit to our Clients.

Big Sioux’s policy prohibits any person from acting upon or otherwise misusing non-public or inside information. No advisory representative or other affiliated person, officer or director of Big Sioux may recommend any transaction in a security or its derivative to advisory Clients or engage in personal securities transactions for a security or its derivatives if the advisory representative possesses material, non-public information regarding the security.

Big Sioux’s Code is based on the guiding principle that the interests of the Client are our top priority. Big Sioux’s officers, directors, advisors, and other affiliated persons have a fiduciary duty to our Clients and must diligently perform that duty to maintain the complete trust and confidence of our Clients. When a conflict arises, it is our obligation to put the Client’s interests over the interests of either affiliated persons or the company.

The Code applies to “access” persons. “Access” persons are affiliated persons who have access to non-public information regarding any Clients’ purchase or sale of securities, or non-public information regarding the portfolio holdings of any reportable fund, who are involved in making securities recommendations to Clients, or who have access to such recommendations that are non-public.

Big Sioux will provide a copy of the Code of Ethics to any Client or prospective Client upon request.

Investment Recommendations Involving a Material Financial Interest and Conflict of Interest

Big Sioux and its affiliated persons do not recommend to Clients securities in which we have a material financial interest.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Big Sioux and its affiliated persons may buy or sell securities that are also held by Clients. In order to mitigate conflicts of interest such as trading ahead of Client transactions, affiliated persons are required to disclose all reportable securities transactions as well as provide Big Sioux with copies of their brokerage statements.

The Chief Compliance Officer of Big Sioux is Connie Streff. She reviews all trades of the affiliated persons each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest

Big Sioux does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, affiliated persons may buy or sell securities at the same time they buy or sell securities for Clients. In order to mitigate conflicts of interest such as front running, affiliated persons are required to disclose all reportable securities transactions as well as provide Big Sioux with copies of their brokerage statements.

The Chief Compliance Officer of Big Sioux is Connie Streff. She reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

Item 12: Brokerage Practices

Factors Used to Select Broker-Dealers for Client Transactions

Big Sioux will recommend the use of a particular broker-dealer based on their duty to seek best execution for the client, meaning they have an obligation to obtain the most favorable terms for a client under the circumstances. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is affected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. Big Sioux will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Big Sioux relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by Big Sioux. Big Sioux does not receive any portion of the trading fees.

Big Sioux will recommend the use of Charles Schwab & Co., Inc.

- *Directed Brokerage*
- We require that you direct our firm to execute transactions through Schwab. Not all advisers require their clients to utilize direct brokerage.*Best Execution*
Investment advisors who manage or supervise Client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is effected, the ability to affect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.
- *Soft Dollar Arrangements*
The Securities and Exchange Commission defines soft dollar practices as arrangement under which products or services other than execution services are obtained by Big Sioux from or through a broker-dealer in exchange for directing Client transactions to the broker-dealer. As permitted by Section 28(e) of the Securities Exchange Act of 1934, Big Sioux receives economic benefits as a result of commissions generated from securities transactions by the broker-dealer from the accounts of Big Sioux. These benefits include both proprietary research from the broker and other research written by third parties.

A conflict of interest exists when Big Sioux receives soft dollars. This conflict is mitigated by the fact that Big Sioux has a fiduciary responsibility to act in the best interest of its Clients and the services received are beneficial to all Clients.

Big Sioux utilizes the services of custodial broker dealers. Economic benefits are received by Big Sioux which would not be received if Big Sioux did not give investment advice to Clients. These benefits include: A dedicated trading desk, a dedicated service group and an account services manager dedicated to Big Sioux's accounts, ability to conduct "block" Client trades, electronic download of trades, balances and positions, duplicate and batched Client statements, and the ability to have advisory fees directly deducted from Client accounts.

Aggregating Securities Transactions for Client Accounts

Big Sioux is authorized in its discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and transactions in the same securities for other Clients of Big Sioux. All Clients participating in the aggregated order shall receive an average share price with all other transaction costs shared on a pro-rated basis.

Item 13: Review of Accounts

Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory

Persons Involved

Account reviews are performed annually by the Chief Compliance Officer of Big Sioux.

Account reviews are performed more frequently when market conditions dictate.

Reviews of Client accounts include, but are not limited to, a review of Client documented risk tolerance, adherence to account objectives, investment time horizon, and suitability criteria. Model portfolios utilized by the Firm are reviewed quarterly.

Financial plans generated are updated as requested by the Client and pursuant to a new or amended agreement, Big Sioux suggests updating at least annually.

Review of Client Accounts on Non-Periodic Basis

Other conditions that may trigger a review of Clients' accounts are changes in the tax laws, new investment information, and changes in a Client's own situation.

Content of Client Provided Reports and Frequency

Clients receive written account statements no less than quarterly for managed accounts.

Account statements are issued by Big Sioux's custodian. Client receives confirmations of each transaction in account from Custodian and an additional statement during any month in which a transaction occurs.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest

Mr. Padgett receives external compensation for the sale of securities to Clients as a registered representative of Gradient Securities, LLC, a broker-dealer.

Mr. Padgett may receive certain benefits from Gradient Investments, LLC (and/or its affiliated companies) based on achieving certain production thresholds. These thresholds are not based on the sale of any specific product or specific product type. These incentives include marketing assistance, access to technology, office support, and business trainings and trips. While some of these benefit the client, such as technology and training, some do not. This creates a conflict of interest because it gives an incentive to the representative to meet this threshold. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first. Clients are not required to use Gradient Investments, LLC or any of its affiliated companies.

Advisory Firm Payments for Client Referrals

Big Sioux does not compensate for Client referrals.

Item 15: Custody

Account Statements

All assets are held at qualified custodians, which means the custodians provide account statements directly to Clients at their address of record at least quarterly. Clients are urged to compare the account statements received directly from their custodians to any documentation or reports prepared by Big Sioux.

Big Sioux is deemed to have constructive custody solely because advisory fees are directly deducted from Client's accounts by the custodian on behalf of Big Sioux.

Item 16: Investment Discretion

Discretionary Authority for Trading

If applicable, Client will authorize Big Sioux discretionary authority, via the advisory agreement, to determine, without obtaining specific Client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. If applicable, Client will authorize Big Sioux discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. If however, consent for discretion is not given, Big Sioux will obtain prior Client approval before executing each transaction.

Big Sioux allows Client's to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments. These restrictions must be provided to Big Sioux in writing.

The Client approves the custodian to be used and the commission rates paid to the custodian. Big Sioux does not receive any portion of the transaction fees or commissions paid by the Client to the custodian.

Item 17: Voting Client Securities

Proxy Votes

Big Sioux does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, Big Sioux will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client.

Item 18: Financial Information

Balance Sheet

A balance sheet is not required to be provided because Big Sioux does not serve as a custodian for Client funds or securities and Big Sioux does not require prepayment of fees of more than \$1200 per Client and six months or more in advance.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

Big Sioux has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

Bankruptcy Petitions during the Past Ten Years

Big Sioux has not had any bankruptcy petitions in the last ten year.