



**EAGLE BAY ADVISORS**

*Registered Investment Adviser*

7 World Trade Center  
250 Greenwich Street, 46<sup>th</sup> Floor  
New York, NY 10007

604 C. Hoare  
San Juan, PR 00907

[www.eaglebayfamilyoffice.com](http://www.eaglebayfamilyoffice.com)

(212) 634-7879

This brochure provides information about the qualifications and business practices of Eagle Bay Advisors LLC D.B.A. Eagle Bay Family Office (hereinafter “Eagle Bay” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at this telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at <https://adviserinfo.sec.gov>. The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

**Item 2. Material Changes**

In this Item, Eagle Bay is required to discuss any material changes that have been made to the brochure since the last annual amendment. Since the last annual amendment, no material changes have been made.

This brochure provides information about the qualifications and business practices of Eagle Bay. If you have any questions about the contents of this brochure, please contact the Firm at this telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

**Item 3. Table of Contents**

Item 2. Material Changes.....2

Item 3. Table of Contents.....3

Item 4. Advisory Business.....4

Item 5. Fees and Compensation.....6

Item 6. Performance-Based Fees and Side-by-Side Management.....8

Item 7. Types of Clients.....9

Item 8. Methods of Analysis, Investment Strategies and Risk of Loss.....9

Item 9. Disciplinary Information.....11

Item 10. Other Financial Industry Activities and Affiliations .....11

Item 11. Code of Ethics .....11

Item 12. Brokerage Practices .....12

Item 13. Review of Accounts .....15

Item 14. Client Referrals and Other Compensation.....15

Item 15. Custody.....15

Item 16. Investment Discretion.....15

Item 17. Voting Client Securities .....16

Item 18. Financial Information .....16

**Item 4. Advisory Business**

Eagle Bay is a multi-family office that offers a variety of advisory services, which include investment advisory and family office services. Prior to Eagle Bay rendering any advisory services, clients are required to enter into one or more written agreements with Eagle Bay setting forth the relevant terms and conditions of the advisory relationship (the "Wealth Management Agreement").

Eagle Bay has been an investment adviser that is majority owned by Michael Nelson since June 12, 2015. As of December 31, 2023, Eagle Bay had \$886,838,673 of assets under management, of which \$884,365,175 was managed on a discretionary basis and \$2,473,498 was managed on a non-discretionary basis. While this brochure generally describes the business of Eagle Bay, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm's officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Eagle Bay's behalf and is subject to the Firm's supervision or control.

**Family Office Services**

---

Eagle Bay offers clients a broad range of family office services, which may include any or all of the following functions:

- Business Planning
- Cash Flow Forecasting
- Trust and Estate Planning
- Financial Reporting
- Investment Consulting
- Insurance Planning
- Retirement Planning
- Risk Management
- Charitable Giving
- Distribution Planning
- Tax Planning
- Manager Due Diligence

In performing these services, Eagle Bay is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information. Eagle Bay may recommend clients engage the Firm for additional related services and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if clients engage Eagle Bay or its affiliates to provide additional services for compensation. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by Eagle Bay under the engagement. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Eagle Bay's recommendations and/or services.

### **Investment Advisory Services**

---

Eagle Bay manages client investment portfolios on a discretionary or non-discretionary basis. In addition, Eagle Bay may provide clients with wealth management services which generally/may include a broad range of comprehensive family office services as well as discretionary and/or non-discretionary management of investment portfolios.

Eagle Bay primarily allocates client assets among various mutual funds, exchange-traded funds ("ETFs"), independent investment managers ("Independent Managers") in accordance with their stated investment objectives. In addition, Eagle Bay may also recommend that certain eligible clients invest in privately placed securities, which may include debt, equity and/or interests in pooled investment vehicles (e.g., hedge funds).

Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios. Clients may engage Eagle Bay to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Eagle Bay directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

Eagle Bay tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. Eagle Bay consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify Eagle Bay if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if Eagle Bay determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's

management efforts.

### **Use of Independent Managers**

---

As mentioned above, Eagle Bay may select certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager may be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients may also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

Eagle Bay evaluates a variety of information about Independent Managers, which may include the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. Eagle Bay also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

Eagle Bay continues to provide services relative to the discretionary or non-discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. Eagle Bay seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

Eagle Bay utilizes recognized consultant(s) in the field in assisting in the selection and due diligence of Independent Managers.

### **Item 5. Fees and Compensation**

Eagle Bay offers services on a fee basis, which may include fixed and/or hourly fees, as well as fees based upon assets under management or advisement.

### **Family Office Services**

---

Eagle Bay offers family office services to clients under various fee arrangements that suit a client's needs. Some families opt for a flat annual retainer fee, annual fees based on the value of assets under the Firm's management, project-based fees, and hourly fee arrangements.

These fees are negotiable, but generally range from \$150 to \$1,000 per hour when charged on an hourly basis and between 25 and 150 basis points (0.25% – 1.50%) when based on an asset-based arrangement. The amount of the fee depends upon the scope and complexity of the services and the professional rendering the family office services. Alternatively, the Firm may charge a fixed fee based upon the anticipated hours necessary for a project, in addition to the other factors mentioned above. If the client engages the Firm for additional investment advisory services, Eagle Bay may offset all or a portion of its fees for those services based upon the amount paid for the family office services.

The terms and conditions of the family office services engagement are set forth in the Wealth Management Agreement and Eagle Bay.

### **Investment Management Fees**

---

Eagle Bay offers investment management services for an annual fee based on the value of assets under the Firm's management. This management fee generally varies between 50 and 150 basis points (0.50% – 1.50%) depending upon the size and composition of a client's portfolio and the type of services rendered. The Investment Management Fee is prorated and paid monthly or quarterly in advance based upon the market value of the Assets as recently reported by Independent Managers, custodians or the client. The time between the date of the valuations and the receipt by Eagle Bay of valuation reports generally requires the Firm to use valuations from a previous period to calculate the current period's fees. When certain assets are valued less frequently than monthly, Eagle Bay adjusts the most recent valuation estimates provided to the Firm by any intra- valuation period contributions or withdrawals to or from those assets. In the event the Wealth Management Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), Eagle Bay may negotiate a fee rate that differs from the range set forth above.

### **Fee Discretion**

---

Eagle Bay may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities.

### **Additional Fees and Expenses**

---

In addition to the advisory fees paid to Eagle Bay, clients may also incur certain charges imposed by unaffiliated third parties such as broker-dealers, custodians, trust companies, banks and other financial institutions and Service providers (collectively, "Financial Institutions").

These additional charges may include brokerage commissions, transaction fees, custodial fees, unified managed account fees, reporting service fees, unified managed account platform fees, reporting fees, tax overlay fees, fees for third-party research, due diligence, and other services provided to us, fees attributable to alternative assets, fees charged by the Independent Managers, margin or other borrowing costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer

and electronic fund fees and other fees and taxes on brokerage accounts and securities transactions. The Firm's brokerage practices are described at length in Item 12, below.

### **Direct Fee Debit**

---

Clients generally provide Eagle Bay and/or certain Financial Institutions with the authority to directly debit their accounts for payment of fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Eagle Bay. Alternatively, clients may elect to have Eagle Bay send a separate invoice for direct payment.

### **Account Additions and Withdrawals**

---

Clients may make additions to and withdrawals from their account at any time, subject to Eagle Bay's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients may withdraw account assets on notice to Eagle Bay, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Eagle Bay may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

## **Item 6. Performance-Based Fees and Side-by-Side Management**

### **A. Performance-Based Compensation**

David Neubert may receive performance fees from an outside business activity further described in Item 10. Performance-based fees are based on a share of the capital gains or capital appreciation of the assets of a client. Performance based compensation may create an incentive for the adviser to recommend an investment that may carry more risk to the client.

### **B. Side-by-Side Management**

"Side-by-Side Management" refers to a situation in which the same adviser manages accounts that are billed based only on a percentage of assets under management and at the same time manages other accounts for which fees are performance-based.

David Neubert manages accounts that provide for a performance allocation alongside accounts that do not. Accounts that pay performance-based fees reward David based on the performance in those accounts. As a result, performance-based fee arrangements likely provide a heightened incentive for the adviser to make investments that present a greater potential for return but also a greater risk of loss and that may be more speculative than if only asset-based fees were applied. On the other hand, David will likely have an interest in engaging in relatively safe investments when managing accounts that pay a fee based on a percentage of assets under management.

David Neubert and Eagle Bay are guided by fiduciary principles in the management of conflicts of interest. We are expected to and do always act in the best interests of its clients. As noted above, certain clients of David's outside business activity will pay performance-based fees or investment profit allocations in the form of a performance allocation or carried interest. Such performance-based fees and investment profit allocations may create potential conflicts of interest because David manage clients with such fee arrangements side by-side with clients that we charge a fixed fee based on assets under management.

### **Item 7. Types of Clients**

Eagle Bay offers services to high net-worth individuals and families, trusts, estates, charitable organizations, corporations, and business entities.

#### **Minimum Account Requirements**

---

Eagle Bay does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship. Certain Independent Managers may, however, impose more restrictive account requirements and billing practices from the Firm. In these instances, Eagle Bay may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

### **Item 8. Methods of Analysis, Investment Strategies and Risk of Loss**

#### **Methods of Analysis and Investment Strategies**

---

The core elements of Eagle Bay's investment strategy are:

- determining the appropriate asset allocation for each client; and
- selecting appropriate Portfolio Managers to implement the asset allocation

In general, Eagle Bay's strategy is based on the preservation of capital and generating strong risk adjusted returns through the use of a "multi-manager diversification" strategy. The Firm's outsourced due diligence providers are responsible for the initial screening, interviewing, evaluating, selecting, and allocating assets to the various managers (including mutual fund, ETF, private fund and Independent Managers, together the "Portfolio Managers").

Eagle Bay's Investment Committee utilizes this "multi-style, multi-manager" concept when identifying the most appropriate investment managers to recommend to clients. The outsourced due diligence providers, with periodic oversight of the Investment Committee, monitor the activities and performance of Portfolio Managers to ascertain adherence to stated investment goals and strategies and, based on the foregoing periodic evaluation of the portfolio.

The asset allocation is determined by Eagle Bay's view of the macroeconomic environment and a deep understanding of a client's liquidity needs, risk tolerance and investment expectations. For each client, the asset allocation is further refined and customized based on the specific needs identified. There are no bounds limiting the portfolio customization.

Eagle Bay uses a number of factors including discussions with clients and review of client documents to help assess specific client needs.

## **Risk of Loss**

---

### *Market Risks*

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of Eagle Bay's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that Eagle Bay will be able to predict those price movements accurately or capitalize on any such assumptions.

### *Mutual Funds and ETFs*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

### *Use of Independent Managers*

As stated above, Eagle Bay may select certain Independent Managers to manage a portion of its clients' assets. In these situations, Eagle Bay continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability

to successfully implement their investment strategies. In addition, Eagle Bay generally may not have the ability to supervise the Independent Managers on a day-to-day basis.

#### *Use of Private Collective Investment Vehicles*

Eagle Bay recommends that certain clients invest in privately placed collective investment vehicles (e.g., hedge funds, private equity funds, etc.). The managers of these vehicles have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. Hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. Clients should consult each fund's private placement memorandum and/or other documents explaining such risks prior to investing.

#### **Item 9. Disciplinary Information**

Eagle Bay nor its management persons have not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

#### **Item 10. Other Financial Industry Activities and Affiliations**

This item requires investment advisers to disclose certain financial industry activities and affiliations. David Neubert, in his individual capacity, has started a pooled investment vehicle. We do not recommend this private fund as it is not Mercer rated. However, customers may be disadvantaged due to the time spent by David with this outside business activity.

#### **Item 11. Code of Ethics**

Eagle Bay has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. Eagle Bay's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of Eagle Bay's personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (e.g., initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Eagle Bay to request a copy of its Code of Ethics.

## **Item 12. Brokerage Practices**

### **Recommendation of Broker/Dealers for Client Transactions**

Eagle Bay generally recommends that clients utilize the custody, brokerage and clearing services of National Financial Services LLC ("Fidelity") for investment management accounts.

Factors which Eagle Bay considers in recommending Fidelity, or any other broker-dealer, to clients include their respective financial strength, reputation, execution, pricing, research and service. Fidelity may enable the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Fidelity may be higher or lower than those charged by other Financial Institutions.

The commissions paid by Eagle Bay's clients to Fidelity, or any other broker-dealer, comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where Eagle Bay determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Eagle Bay seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other broker-dealers with whom the Firm and its custodians have entered into agreements for prime brokerage clearing services. Should an account make use of prime brokerage, the Client may be required to sign an additional agreement, and additional

fees are likely to be charged.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker/dealers in return for investment research products and/or services which assist Eagle Bay in its investment decision-making process. Such research generally will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Eagle Bay does not have to produce or pay for the products or services.

Eagle Bay periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

### **Software and Support Provided by Financial Institutions**

---

Eagle Bay may receive without cost from Fidelity, or any other broker-dealer, computer software and related systems support, which allow Eagle Bay to better monitor client accounts maintained at Fidelity. Eagle Bay may receive the software and related support without cost because the Firm renders investment management services to clients that maintain assets at Fidelity. The software and support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The software and related systems support may benefit Eagle Bay, but not its clients directly. In fulfilling its duties to its clients, Eagle Bay endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Eagle Bay's receipt of these benefits from a broker/dealer creates a conflict of interest since these benefits may influence the Firm's choice of broker/dealer over another that does not furnish similar software, systems support or services.

Specifically, Eagle Bay may receive the following benefits from Fidelity, or any other broker-dealer:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

### **Brokerage for Client Referrals**

---

Eagle Bay does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

### **Directed Brokerage**

---

The client may direct Eagle Bay in writing to use a particular Financial Institution to execute some

or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to “batch” client transactions for execution through other Financial Institutions with orders for other accounts managed by Eagle Bay (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Eagle Bay may decline a client’s request to direct brokerage if, in the Firm’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

### **Trade Aggregation**

---

Transactions for each client generally will be effected independently, unless Eagle Bay or the Independent Managers decide to purchase or sell the same securities for several clients at approximately the same time. Eagle Bay may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among Eagle Bay’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which Eagle Bay’s Supervised Persons may invest, the Firm generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Eagle Bay does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

**Item 13. Review of Accounts****Account Reviews**

---

Eagle Bay monitors client portfolios on a continuous and ongoing basis while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by the Firm's Principal. All investment advisory clients are encouraged to discuss their needs, goals and objectives with Eagle Bay and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

**Account Statements and Reports**

---

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are held in custody. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from Eagle Bay and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from Eagle Bay or an outside service provider.

**Item 14. Client Referrals and Other Compensation**

The Firm does not currently provide compensation to any third-party solicitors for client referrals.

**Item 15. Custody**

The Wealth Management Agreement and/or the separate agreement with any Financial Institution generally authorize Eagle Bay and/or the Financial Institutions to debit client accounts for payment of fees and to directly remit those funds to the Firm and/or the Financial Institutions in accordance with applicable custody rules. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Eagle Bay.

In addition, as discussed in Item 13, Eagle Bay may also send periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from Eagle Bay.

**Item 16. Investment Discretion**

Eagle Bay may be given the authority to exercise discretion on behalf of clients. Eagle Bay is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. Eagle Bay is given this

authority through a power-of-attorney included in the agreement between Eagle Bay and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Eagle Bay takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired.

### **Item 17. Voting Client Securities**

Eagle Bay generally does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations.

### **Item 18. Financial Information**

Eagle Bay is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.