



**NAVIGATE**  
FINANCIAL PLANNING

## **Code of Ethics**

Pursuant to:

INVESTMENT ADVISERS ACT OF 1940: RULE 204(A)-1

Revised as of 1/31/2023

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## Introduction

Navigate Financial Planning LLC (“NFP”) has adopted this Code of Ethics (the “Code”) setting forth the standards of conduct expected of our personnel and addressing conflicts that arise from personal trading by our personnel. This Code is intended to promote compliance with our fiduciary standards to our clients.

Terms in boldface have special meanings as used in this Code. To understand the Code, you will need to read the definitions of these terms, which are found in the Glossary.

The CCO will review the terms and provisions of this Code at least annually and make amendments, as necessary.

## General Principles of Navigate Financial Planning LLC

The reputation of NFP is of utmost importance, and in order to protect this reputation, we must uphold principles of honesty, integrity, and professionalism. Additionally, because NFP is a fiduciary for our Planning Clients, we have the following general principles:

1. The duty at all times to place the interests of clients first. All Access Persons must scrupulously avoid serving their own personal interest ahead of the interests of the client. In addition, Access Persons must work diligently to ensure that no client is preferred over any other client.
2. Personal transactions in securities by Access Persons must be accomplished so as to avoid even the appearance of a conflict of interest on the part of such personnel with the interest of the clients.
3. **Access Persons** must avoid actions or activities that allow (or appear to allow) a person to profit or benefit from his or her position with NFP at the expense of clients, or that otherwise bring into question the person's independence or judgment.
4. All **Access Persons** are naturally prohibited from engaging in any practice that defrauds or misleads any client or engaging in any manipulative or deceitful practice with respect to clients or securities.

The general principles discussed in this section govern all conduct, whether the conduct is covered by more specific standards and procedures set for below.

NFP expects all **Access Persons** to comply with the spirit of the Code, as well as the specific rules contained in the Code. NFP treats violations of this Code (including violations of the spirit of the Code) very seriously. If you violate either the letter or the spirit of this Code, NFP may take disciplinary measures against you, including, without limitation, imposing penalties or fines, reducing your compensation, demoting you, requiring unwinding of the trade, requiring disgorgement of trading gains, suspending or terminating your employment, or any combination of the foregoing.

## Personal Trading Policies

The following policies and procedures apply to all accounts owned or controlled by an **Access Person** and in which the **Access Person** has, or acquires, any direct or indirect **beneficial ownership**. An **Access Person** is presumed to be a beneficial owner of securities that are held by his or her **immediate family** members sharing the **Access Person's** household. These accounts are collectively referred to as "Reportable Securities." Any account in question should be addressed with the CCO immediately to determine if it is reportable security.

Currently, the only **Access Person** of NFP is [Jacob Stalder], CCO of NFP.

## Exemptions from Reporting Requirements

Rule 204A-1 permits three exceptions to personal securities reporting. No reports are required:

1. With respect to transactions effected pursuant to an automatic investment plan.
2. With respect to securities held in accounts over which the **access person** had no direct or indirect influence or control.
3. *In the case of an advisory firm that has only one **access person**, so long as the firm maintains records of the holdings and transactions that rule 204A-1 would otherwise require to be reported.*

Currently, the only **Access Person** of NFP is Jacob Stalder, CCO of NFP. NFP maintains all records of Jacob Stalder's personal securities transactions for him and his **immediate family** members.

## Non-Reportable Securities

Rule 204A-1 treats all securities as reportable securities, with five exceptions designed to exclude securities that appear to present little opportunity for the type of improper trading that the **access person** reports are designed to uncover:

1. Transactions and holdings in direct obligations of the Government of the United States.
2. Money market instruments — bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments.
3. Shares of money market funds.
4. Transactions and holdings in shares of other types of mutual funds, unless the adviser or a control affiliate acts as the investment adviser or principal underwriter for the fund.
5. Transactions in units of a unit investment trust if the unit investment trust is invested exclusively in unaffiliated mutual funds as defined in Rule 204(A)-1 are exempt from reporting requirements.

## Reporting Requirements

Currently, NFP is exempt from reporting requirements as mentioned in 'Exemptions from Reporting Requirements' above, so long as NFP maintains records of the holdings and transactions of its one **Access Person**, Jacob Stalder and his **immediate family** members.

## Restricted List

Should NFP acquire any insider information (as further explained below), NFP shall maintain a "restricted list" of issuers about which NFP has inside information, and prohibitions on any trading (personal or for clients) in securities of those issuers.

## Principal Transactions

Neither NFP nor any **Access Person** may engage in principal transactions between a proprietary account and a client account.

## Private Placements

No **Access Person** may acquire, directly or indirectly, **Beneficial Ownership** of any security in a private placement without the prior approval of the CCO. Advisory firms with only one **Access Person** would not be required to have that **Access Person** pre-clear these investments.

## Initial Public Offerings

No **Access Person** may acquire, directly or indirectly, **Beneficial Ownership** of any security in an initial public offering without the prior approval of the CCO. Advisory firms with only one **Access Person** would not be required to have that **Access Person** pre-clear these investments.

## Manipulative Practices

Section 9(a)(2) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") makes it unlawful for any person, acting alone or with others, to effect a series of transactions in any security registered on a national securities exchange creating actual or apparent active trading in such security or raising or depressing the price of the security, for the purpose of inducing the purchase or sale of such security by others. Rule 10b-5 under the Exchange Act has been interpreted to prescribe the same type of trading practices in OTC securities.

The thrust of these prohibitions against manipulative trading practices is that no **Access Person** should, alone or with others, for either a client account or a proprietary account:

1. Engage in trading or apparent trading activity for the purpose of inducing purchases or sales by others; or
2. Engage in trading or apparent trading activity for the purpose of causing the price of a security to move up or down, and then take advantage of such price movement by buying or selling at such "artificial" price level.

Of course, buy or sell programs may cause stock prices to rise or fall, and price changes resulting from supply and demand factors are not prohibited. Rather, prohibited activity is where there is a purpose to affect the price of a security artificially through trading or apparent trading, not where such change is an incidental result of a change in supply, demand, or in the intrinsic value of a security.

## Client Priority

Clients, including mutual funds in which NFP serves as Investment Adviser, must always receive the best price, in relation to **Access Person**, on same day adviser directed transactions. **Access Persons** of NFP must first give priority on all purchases and sales of securities to NFP's clients, prior to the execution of transactions for their proprietary accounts, and personal trading must be conducted so as not to conflict with the interests of a client. While the scope of such actions cannot be exactly defined, they would always include each of the following prohibited situations:

- a) Contemporaneously purchasing the same securities as a client without making an equitable allocation of the securities to the client first, on the basis of such considerations as available capital and current positions, and then to the account of the **Access Person**;
- b) Knowingly purchasing or selling securities, directly or indirectly, in such a way as to personally injure a client's transactions;
- c) Using knowledge of securities transactions by a client to profit personally, directly or indirectly, by the market effect of such transactions; and
- d) Giving to any person information not generally available to the public about contemplated, proposed or current purchases or sales of securities by or for a client account, except to the extent necessary to effectuate such transactions.

Exempted from these guidelines are situations where an **Access Person** has an account managed by a professional investment advisor where the: **Access Person** has no discretion over the trades made in that account and/or trades are allocated without the **Access Person's** knowledge.

## Review of Personal Securities Transactions

Confirmations, statements, and other information regarding personal securities transactions and personal account holdings will be reviewed on an ongoing basis to ensure compliance with this policy. Such reviews will be conducted by the CCO and any findings of non-compliance will be documented and corrective actions will be taken.

## Pre-Clearance for Personal Securities Transactions

Pre-clearance shall not be required for personal securities transactions other than initial public offerings and/or private placements.

## Insider Trading

The purpose of the Insider Trading Policy is to educate our **Access Persons** regarding **Insider Trading** and to detect and prevent Insider Trading by any person Access with NFP. The term "**Insider Trading**" is not specifically defined in the securities laws, but generally refers to the use of material, **Non-Public Information** to trade in securities or the communication of material, **Non-Public Information** to others.

## Prohibited Activities

All **Access Persons** of NFP are prohibited from the following activities:

1. trading or recommending trading in securities for any account (personal or client) while in possession of material, **Non-Public Information** about the issuer of the securities; or
2. communicating material, **Non-Public Information** about the issuer of any securities to any other person.

The activities described above are not only violations of these Insider Trading Policies, but also may be violations of applicable law.

## Reporting of Material, Non-Public Information

Any **Access Person** who possesses or believes that she or he may possess material, **Non-Public Information** about any issuer of securities must report the matter immediately to the CCO. The CCO will review the matter and provide further instructions regarding appropriate handling of the information to the reporting individual.

## Penalties for Insider Trading

The legal consequences for trading on or communicating material, **Non-Public Information** are severe, both for individuals involved in such unlawful conduct and their employers. A person can be subject to some or all of the penalties below even if he/she does not personally benefit from the violation. Penalties may include:

- a) civil injunctions
- b) jail sentences
- c) revocation of applicable securities-related registrations and licenses
- d) fines for the person who committed the violation of up to three times the profit gained or loss avoided, whether or not the person actually benefited; and
- e) fines for the **Access Person** or other controlling person.
- f) In addition, NFP's management will impose serious sanctions on any person who violates the Insider Trading Policies. These sanctions may include suspension or dismissal of the persons involved.

## Sanctions

All disciplinary responses to violations of the Code shall be administered by the CCO. Determinations regarding appropriate disciplinary responses will be administered on a case-by-case basis.

## Annual Review

The CCO shall review this Code annually to ensure compliance with the Code and if changes to NFP's practice has changed (i.e. hiring a new **Access Person** or contractor), the Code will be updated accordingly.

# CODE OF ETHICS CERTIFICATION

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By signing this certification, I acknowledge that:

1. I have received a copy of Navigate Financial Planning LLC's Code of Ethics;
2. I have read and understands the information contained in the Code of Ethics; and,
3. I will abide by the Code of Ethics and any subsequent amendments thereto.

I further certify that I have disclosed all legal and disciplinary events for which I am, or have been, personally involved, including information regarding any actions or fines by any Self-Regulatory Organization.

Signed: \_\_\_\_\_ Date: \_\_\_\_\_  
Name: \_\_\_\_\_



## Glossary

**Access Person** - Access person means:

(i) Any of your supervised persons:

(A) Who has access to nonpublic information regarding any clients' purchase or sale of securities, or nonpublic information regarding the portfolio holdings of any reportable fund, or

(B) Who is involved in making securities recommendations to clients, or who has access to such recommendations that are nonpublic.

(ii) If providing investment advice is your primary business, all of your directors, officers and partners are presumed to be access persons.

**Advisory Client** - Any person to whom or entity to which NFP serves as an investment adviser, renders investment advice or makes any investment decisions for a fee is considered to be a client.

**Beneficial Ownership** - Any opportunity, directly or indirectly, to profit or share in the profit from any transaction in securities.

**Chief Compliance Officer** – [Name of CCO]

**Immediate Family** - Any of these people who live in your household: your stepchildren, grandchildren, parents, stepparents, grandparents, brothers, sisters, parents-in-law, sons-in-law, daughters-in-law, brothers-in-law and sisters-in-law, including adoptive relationships.

**Insiders** - The concept of "insider" is broad, and includes all Access Persons of a company. In addition, any person may be a temporary insider if she/he enters into a special, confidential relationship with a company in the conduct of a company's affairs and as a result, has access to information solely for NFP's purposes. Any person Access with the Adviser may become a temporary insider for a company it advises or for which it performs other services. Temporary **Insiders** may also include the following: a company's attorneys, accountants, consultants, bank lending officers and the Access Persons of such organizations.

**Insider Trading** - While the law concerning "**Insider Trading**" is not static, it generally prohibits: (1) trading by an insider while in possession of material, **Non-Public Information**; (2) trading by non-**Insiders** while in possession of material, **Non-Public Information**, where the information was either disclosed to the non-insider in violation of an insider's duty to keep it confidential or was misappropriated; and (3) communicating material, **Non-Public Information** to others.

**Material Information** - Any information that a reasonable investor would likely consider important in making his or her investment decision; or any information that is reasonably certain to have a substantial effect on the price of a company's securities.

Examples of **Material Information** include the following: dividend changes, earnings estimates, changes in previously released earnings estimates, significant merger or acquisition proposals or agreements, major litigation, liquidation problems, and extraordinary management developments

**Non-Public Information** - Information is “non-public” until it has been effectively communicated to the market and the market has had time to “absorb” the information. For example, the information found in a report filed with the Securities and Exchange Commission, or appearing in Dow Jones, Reuters Economic Services, The Wall Street Journal or other publications of general circulation would be considered public.

**Reportable Securities** - means a security as defined in section 202(a)(18) of the Adviser’s Act.