

# Firm Brochure

(Part 2A of Form ADV)

March 28, 2024

**LIDO**



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(Part 2A of Form ADV)

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## **Lido Advisors, LLC**

(d/b/a Lido, Colorado Financial Management, A Lido Company, and Oakhurst Strategies, LLC)  
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This brochure provides information about the qualifications and business practices of Lido Advisors, LLC (“Lido”). If you have any questions about the contents of this brochure, please contact us at (310) 278-8232 or [compliance@lidoadvisors.com](mailto:compliance@lidoadvisors.com). The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Lido and its investment adviser representatives is also available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Lido is a federally registered investment adviser with the SEC. Registration does not imply a certain level of skill or training and no inference to the contrary should be made.



## Item 2: Material Changes

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Lido has made the following material updates to the Form ADV Part 2A (the “Brochure”) since last annual update on March 31, 2023:

- Updated Item 4 (Advisory Business) to include Lido Administrative Services, LLC, Lido Pay, LLC, and Oakhurst Strategies, LLC.
- Updated Item 6 (Performance-Based Fees and Side-By-Side Management) to clarify performance-based fee practices related to private funds managed by Lido.
- Updated Item 8 (Methods of Analysis, Investment Strategies and Risk of Loss) to expand risk information around options and fund-of-funds type investments.
- Updated Item 10 (Other Financial Industry Activities and Affiliations) to explain Lido’s d/b/a Colorado Financial Management, A Lido Company.
- Updated Items 11, 12, 14, and 15 to remove reference to TD Ameritrade as all TD Ameritrade accounts have been converted over to Charles Schwab.
- Updated Item 14 (Client Referrals and Other Compensation) to include Lido’s client referral arrangement with the Schwab Advisor Network® platform of Charles Schwab & Co.

In addition to these material updates, Lido routinely makes updates throughout the Brochure to clarify the description of its business practices and conflicts of interest, as well as to respond to evolving industry best practices.

Our prospective clients are strongly encouraged to read this Brochure in its entirety prior to engaging Lido for any advisory services.

Pursuant to SEC Rules, Lido will send clients a summary of any materials changes to this Brochure, along with an offer to provide the full Brochure within 120 days of the close of Lido’s fiscal year. Additional information about Lido and its Investment Adviser Representatives (“IARs”) is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



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## Item 4: Advisory Business

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### A. Description of Firm

Lido Advisors, LLC, d/b/a Lido (“Lido”) is an SEC-registered, Los Angeles-based investment advisor founded in 2001<sup>1</sup>. Lido offers a variety of investment advisory and financial-related services, including, but not limited to, investment management and asset allocation, financial planning, family office services, and retirement and estate planning services. Lido offers these services to high-net-worth and ultra-high-net worth individuals, family offices, pensions, defined benefit plans, profit-sharing plans, trusts, estates, charitable organizations, corporations and other types of business entities, and pooled investment vehicles. Lido offers these services directly or through the following affiliated entities or doing business as (“d/b/a”) names (collectively, the “Lido Companies”):

- Colorado Financial Management, A Lido Company, a Lido d/b/a that provides investment advisory services to primarily clients in the Mountain West region of the United States;
- Enterprise Trust and Investment Company (“Enterprise”), a wholly owned California-chartered trust company based in Los Gatos, California, offering trust and fiduciary services to Lido clients and others;
- Lido Administrative Services, LLC (“L-Administrative”), a wholly owned subsidiary of Lido, that provides operational, compliance, legal services, among others, to certain pooled private investment vehicles;
- Lido Pay, LLC (“L-Pay”), a wholly owned subsidiary of Enterprise, that provides for accounting and bill payment services;
- Lido Tax, LLC (“L-Tax”), a wholly owned subsidiary of Lido, provides tax consulting services to Lido clients.
- Oakhurst Strategies, LLC (“Oakhurst Strategies”), a wholly owned subsidiary of an affiliated Lido company and Lido d/b/a name, that provides primarily options-based strategies to institutional clients.

The Lido Companies have more than 30 offices located across the United States including the corporate headquarters in Los Angeles and offices in Boca Raton, Boulder, Chicago, Dallas, Los Gatos, New York City, and San Diego. Lido conducts business in states reflected in its Form ADV Part 1A (copy available upon request or at <https://adviserinfo.sec.gov>). Lido is majority-owned by certain pooled investment vehicles advised by affiliates of Charlesbank Capital Partners LLC, a middle-market private equity firm. Jason Ozur, Chief Executive Officer, Ken Stern, President, Gregory Kushner, Chairman and Founder, and other Lido employees directly or indirectly own the substantial remainder of Lido.

### B. Advisory Services

#### 1. Investment Management

Lido generally utilizes an integrated wealth management approach to seek to help our clients achieve their financial goals while aiming to reduce market risks and manage volatility, though some clients may choose a more limited range of services. To that end, Lido employs select assets for our clients that are intended to be less correlated to one another, which can include a combination of fixed income<sup>2</sup>, equities<sup>3</sup>, cash<sup>4</sup>, foreign securities, American depository receipts, real

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<sup>1</sup> Lido operated as Lido Advisors, Inc., prior to July 1, 2015.

<sup>2</sup> Fixed income includes, but is not limited to, government bonds, municipal bonds, corporate bonds, high-yield bonds, foreign bonds, preferred stocks, certificates of deposit (“CDs”), loans, exchange-traded funds (“ETFs”) based on bond indices, fixed-income mutual funds, short-term fixed-income instruments, structured notes, and certain preferred stocks.

<sup>3</sup> Equities includes, but is not limited to, common stocks, ETFs based on stock indices, equity mutual funds, publicly traded master limited partnerships, and publicly traded royalty trusts, and publicly traded real estate investment trusts (“REITs”).

<sup>4</sup> Cash includes, but is not limited to, money market funds, certain mutual funds or ETFs, or other cash equivalents.



estate debt, hybrid offerings<sup>5</sup>, and alternative investments, such as liquid<sup>6</sup> and non-liquid<sup>7</sup> alternative investments and non-liquid fixed-income investments<sup>8</sup> through certain main strategies, including:

- **Core Equity Strategy** is comprised of equity securities, including, but not limited to, single company stocks, mutual funds, and ETFs, that account for certain geographies, market capitalization, economic cycles, and momentum and fundamental drivers, among other factors, to identify tactical opportunities.
- **“Cap and Cushion”** is an options-based equity strategy that seeks to limit potential losses by employing downside protection and upside participation through options. Lido deploys this strategy and variations of this strategy (which strategy variations, although thematically similar, are materially distinguishable from Cap and Cushion) directly in client accounts and through affiliated private funds (“Lido Private Funds”).
- **Fixed Income** is a strategy that seeks the potential for current income and reduction in risk, such as duration and credit risk, by using various fixed-income securities, including, but not limited to, bonds, mutual funds, and ETFs.
- **Alternative Investments** is a strategy that seeks to provide diversification and can, under the right circumstances, achieve results uncorrelated to equity and fixed-income strategies.
- **The Lido Companies’ Strategies.** Lido also utilizes additional equity- and fixed-income-based strategies that either supplement the above-described strategies or are being employed by other Lido Companies, including those utilized at Enterprise. In those cases, Lido has incorporated oversight of those strategies through its Investment Committee.

Lido manages each Lido client’s managed assets based on the client’s instructions as well as stated goals and objectives. Lido may utilize other independent third-party asset managers (“TPAMs”) and sub-advisors to affect other strategies on behalf of a client. Lido generally manages all client assets on a fully discretionary basis. In exercising full discretionary authority, Lido has decision-making authority to select, without first obtaining client’s authorization:

- the securities to be bought and sold;
- the amounts of securities to be transacted and whether it will be individually, or block traded;
- the broker-dealer through which transactions will be executed; and/or
- the TPAM and/or sub-advisor used to manage the client assets.

Clients can impose reasonable parameters to Lido’s discretionary authority, including but not limited to, restrictions in certain companies or industry sectors or directed brokerage. Clients may also choose to instruct Lido to invest only in a specific strategy or investment offering which may not include a full asset allocation or discretionary management services. In these instances, clients are solely responsible for informing Lido in writing of these parameters, changes to these parameters, or their overall investment goals and objectives. Finally, clients may also direct Lido to execute certain trades or purchase certain investments. In these instances, clients assume full responsibility for these directed trades or investments, including any negative impact these may have on Lido’s strategies employed on their other assets. Lido cannot and does not make any assurance that client directed trades will be timely executed or executed at all.<sup>9</sup> Lido is not responsible for any initial or ongoing due diligence on any directed investment that is not recommended by Lido.

## 2. Asset Allocation Services

At the onset of a typical client relationship, Lido implements its integrated wealth approach and deploys its strategies through an asset allocation plan that aims to balance a client’s overall financial objectives with individual attributes

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<sup>5</sup> Hybrid offerings generally includes merger funds, long-short commodity funds, structured notes, covered options, and other hybrid mutual funds (based on equity volatility).

<sup>6</sup> Liquid alternative investments are investments in exclusively single-sector or commodities ETFs or alternative mutual funds.

<sup>7</sup> Non-liquid alternative investments, which include, but are not limited to, private funds issued by affiliates and non-affiliated third parties (that are typically pooled investment vehicles that are exempt from SEC registration as securities offerings), which include, but are not limited to, hedge funds, fund of funds, real estate funds, managed futures funds, mezzanine funds, private equity funds, venture capital funds, and other types of private pooled investment vehicles, private REITs, private real estate holdings, and oil and gas limited partnerships.

<sup>8</sup> Non-liquid fixed-income investments are defined as longer-term investments in loans secured by first trust deed mortgages, including, but not limited to, first trust deed loans, bridge loans and client-directed family mortgages.

<sup>9</sup> In certain instances, and at its sole discretion, Lido will arrange for clients to open trading accounts at a broker-dealer/custodian on a non-discretionary basis. These non-discretionary accounts are subject to third-party fees, including, but not limited to, commissions and other custodial-related fees. These broker-dealers/custodians will as a general practice provide disclosures concerning these fees directly to clients. Clients should review this information carefully and are encouraged to discuss these fees with Lido and the broker-dealer/custodian.



including risk tolerance, income requirements, liquidity requirements, income taxes, and investment time horizon. Lido accomplishes this by gathering pertinent information from a client during the account opening process through a Client Risk Profile, Investment Policy Statement (“IPS”), or other similar documentation. Clients may also opt for a more limited investment approach that would not necessarily include asset allocation services.

Lido performs the following services in determining and maintaining the appropriate asset allocation plan for clients:

- Analysis of the client’s current financial situation and prior investment experience;
- Assistance in setting goals to determine appropriate time horizons, investment objectives, income taxes, family structure, and amounts needed to accomplish investment goals;
- Analysis of the client’s risk tolerance;
- Selection of appropriate asset classes;
- Investment selection utilizing, as appropriate, mutual funds, equity and fixed income securities, hedged equity and options, private funds, and TPAMs;
- Ongoing monitoring of fund, securities, and manager performance;
- Ongoing portfolio performance analysis; and
- Portfolio modifications and reallocation as appropriate

### **3. Mutual Fund**

Lido serves as investment advisor to the Oakhurst Strategic Defined Risk Fund (“OASDX”), a mutual fund, which seeks capital appreciation while seeking to limit short-term risk using derivatives. Please refer to the OASDX prospectus for more detailed information, a copy of which can be provided upon request.

### **4. TPAMs**

As referenced in Item 1.B.1 above, Lido has the discretion to delegate management of all or part of a client’s assets to TPAMs. Lido provides access to TPAMs through a third-party platform of approved investment managers made available by agreement between Lido and the platform provider, or through an arrangement between Lido and TPAMs.

TPAMs will have discretionary authority over those assets allocated to them and they are authorized to buy, sell, and trade in securities in accordance with the client’s investment objectives, risk tolerance, and time horizon, among other factors. If and when Lido determines that a TPAM is in the client’s best interest, the client or Lido, on the client’s behalf, will enter into a separate and independent advisory relationship with that TPAM. As such, the client will incur fees separate from and in addition to any fees charged by Lido. The TPAM may invoice its fee to the client through Lido or debit the client’s custodial account directly.

Lido continues to monitor TPAMs to ensure their adherence to the philosophy and investment style for which they were selected and will provide recommendations to the client accordingly. Lido will monitor investments in the TPAM accounts, but not to the degree that it does in the accounts that it directly manages. If the client has entered into a direct relationship with the TPAM, only the client can terminate that relationship.

### **5. Sub-Advisory Arrangements**

As referenced above, Lido has the discretion to enter into other sub-advisory arrangements for management of a particular style or strategy desired by and deemed suitable for clients. The sub-advisors can be non-affiliated third parties or affiliates of Lido. When engaging an affiliated sub-advisor, Lido will provide further information concerning these sub-advisors as well as the nature and scope, among other information, of its affiliation.

Lido conducts due diligence on each sub-advisor, which include encompass, among other things, review of its performance returns, management team, and adherence to the guidelines and restrictions of the strategy. In its sole discretion, Lido has the authority to add, replace, or remove any sub-advisor on behalf of a client without the client’s prior consent.

Lido has entered into an agreement with Spearhead Administrative Services, LLC, a registered investment adviser that acts as investment manager for an insurance company, solely in respect of one or more separate investment accounts or sub-accounts, each of which is established by the insurance company for the purpose of supporting certain benefits



payable under one or more variable life insurance policy, variable annuity policy or other variable insurance policy that is characterized under Section 817(d) of the U.S. Internal Revenue Code of 1986, as amended, as a “variable contract” issued by the carrier to the contract owners. Lido acts as sub-advisor to Spearhead, solely in respect of the specified accounts or subaccounts, to provide research, due diligence, investment recommendations and asset allocation recommendations in accordance with the account or sub-account’s stated investment objectives and strategies. See *also* Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) and Item 12 (Brokerage Practices).

## 6. Financial Planning

Lido also offers financial planning services. These services include, but are not limited to, providing advice on the following:

- Investment portfolio analysis and asset allocation;
- Evaluation of outside investment accounts and assessment of overall financial position;
- Insurance and risk management evaluation;
- Estate and retirement planning;
- Cash flow analysis;
- Current and future income needs analysis;
- Legacy strategy;
- Tax awareness<sup>10</sup>;
- Wealth transfer and charitable giving;
- College savings; and
- Family governance and living expense considerations.

To begin the process, Lido generally collects, organizes, and assesses client data including information concerning the client’s lifestyle, risk tolerance, and cash flow, as well as identification of the client’s financial concerns, goals, and objectives. Lido’s primary objective is to assist clients in developing a strategy for successfully managing income, assets, and liabilities to meet their financial goals and objectives.

Lido will provide clients with a comprehensive plan and options of utilizing Lido to implement this plan. Should a client adopt Lido’s plan, Lido will advise on actual or potential conflicts of interest arising from Lido’s use of its own advisory services or strategies. Clients can accept or reject Lido’s financial plan and retain authority and discretion over all implementation decisions. Should the client proceed with Lido’s financial plan, actual or potential conflicts of interest will arise as Lido will likely utilize its own allocations, strategies, products, or services and will receive fees or other monetary benefits as a result. Lido will endeavor to address these conflicts through disclosures and other remediation efforts as the circumstances warrant. A client is under no obligation to utilize Lido’s plan or its services to implement the plan. See *also* Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

In some circumstances, Lido may charge an additional fee for financial planning. Lido’s fee will be negotiated with the client, will vary depending on the specific services contemplated, and will be memorialized under separate agreement. Finally, Lido makes no assurances that its plan will be successful in meeting a client’s financial goals and objectives.

## 7. Family Office Services

Lido also provides a broad range of family office services, which include non-investment related matters, such as a review of estate and tax planning issues. Lido and its investment adviser representatives (“IARs”) do not provide specific estate or income tax advice but will introduce the client to affiliated accountants, attorneys, or consultants, including others at the Lido Companies, or similar unaffiliated professionals. Lido will also work directly with a client’s independent outside advisor as needed. A client who initially engages Lido for consultation services only and later wishes to engage Lido for discretionary investment management services is required to enter into a separate written agreement with Lido for those services, for which Lido will be paid a separate and additional fee based on the client’s assets under management.

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<sup>10</sup> Lido and its representatives do not provide specific estate or income tax advice but will introduce a client to affiliated accountants, attorneys, or consultants, including others at the Lido Companies, or similar unaffiliated professionals.





## 8. Retirement Plan Rollovers

A client or prospective client leaving an employer-sponsored savings plan such as a 401(k) typically has the following options (and can engage in a combination of these options):

- Leave the money in the former employer's plan, if permitted;
- Roll over the assets to the new employer's plan, if one is available and rollovers are permitted;
- Roll over to an IRA; or
- Cash out the account value (which could, depending on the client's age, have adverse tax consequences).

If Lido recommends a client roll over their retirement plan assets to an IRA for which Lido will provide advisory services, such a recommendation creates a conflict of interest if Lido will earn a new fee for managing the assets as a result of the rollover. No client is required to roll over retirement plan assets to an account managed by Lido. See Item 7 (additional information concerning Lido's fiduciary duty).

## 9. Financial-Related Services through Affiliates and Third Parties

Lido does not provide legal, tax, or accounting advice. Lido, however, has arranged for affiliates, including others from the Lido Companies, and third parties, such as independent contractors and other licensed professionals, to provide clients with certain financial-related services that supplement or are complementary to Lido's advisory services. These services include, but are not limited to:

- Bill payment;
- Estate planning;
- Fiduciary and trust services;
- Tax consulting and preparation; and
- Legal advice relating to tax, estate planning, among other financial-related areas.

These financial-related services will incur additional fees that Lido will consider, at its discretion, to be offset by a corresponding credit, in full or in part, against other Lido fees, including, but not limited to, Lido's Asset Management fee or a direct payment, in full or in part, by Lido to these affiliates or certain third parties. Clients will in almost all instances engage directly with Lido affiliates or third parties for these financial-related services. During this process, Lido, its affiliates, or the third parties will provide additional information concerning the nature and scope of the financial-related services, the relevant agreements concerning the provision of such services, and disclosures concerning any actual or potential conflicts.

Enterprise, a California-chartered trust company wholly owned by Lido, provides fiduciary and trust services to Lido clients and others. Enterprise's fees for such services are separate and apart from Lido's fees. Lido's ownership of Enterprise presents a conflict of interest in that Lido's referrals of its clients to Enterprise will likely be influenced by Lido's economic benefit relating to the additional fees charged by Enterprise to Lido clients. This conflict is remediated by disclosure to clients and negotiated lower fees for such services.

Lido Administrative Services, LLC ("L-Administrative"), a wholly owned subsidiary of Lido, provides operational, compliance, and legal services, among others, to certain private funds that are recommended to Lido clients. L-Administrative charges fees for these services, which are paid for by the private funds, either by the funds or the investment managers for those funds. L-Administrative services presents a potential conflict of interest in that although Lido clients do not directly pay for these fees, depending on the terms and conditions for each private fund, these fees may be paid by the private fund, which would then be indirectly borne by Lido clients that are invested in the private fund. This potential conflict of interest is remediated by disclosure to clients.

Lido Pay, LLC ("L-Pay"), a wholly owned subsidiary of Enterprise, provides accounting and bill payment services to Lido clients and others. L-Pay's fees for such services are separate and apart from Lido's fees. Lido's ownership of L-Pay, through Enterprise, presents a conflict of interest in that Lido referrals of its clients to L-Pay will likely be influenced by Lido's economic benefit relating to the additional fees charged by L-Pay to Lido clients. This actual conflict is remediated by disclosure to clients and negotiated lower fees for such services.



Oakhurst Strategies, LLC, a wholly owned subsidiary of an affiliated Lido company and Lido d/b/a, provides primarily options-based strategies to institutional clients, including, but not limited to, other investment advisers. Lido is a sub-advisor of Oakhurst Strategies. There is no advisory relationship between Oakhurst Strategies and clients of other Lido Companies. As most if not all option-based strategies are implemented at Oakhurst Strategies and Lido, there is a conflict of interest relating to execution and allocation of trades. This conflict is addressed through Lido’s allocation policies and procedures, which, among other things, provides for blocking of related trades, if available, reasonable efforts to coordinate trading so that clients of the Lido Companies are isolated by day and time or otherwise rotated with a focus on equitable trading for all clients.

## C. Important Information About All Lido Services

### 1. Gathering Individual Client Information

Lido’s investment advice is customized to each client’s needs, objectives, risk tolerance, and financial goals. At the onset, Lido memorializes a client’s investment objectives, risk tolerance, income, time horizon, and other relevant information in a client’s Risk Profile, IPS, or similar document. The Risk Profile or IPS, together with the information gathered by Lido will be used to determine an investment strategy or financial plan. Notably, non-liquid alternative investments and non-liquid fixed-income investments will only be recommended to clients that meet the specific regulatory qualification thresholds, in addition to certain risk and suitability requirements.

A client is also responsible for promptly notifying Lido in writing of any material changes in the client’s financial situation, investment objectives, risk tolerance, income, time horizon, or any other factor that may impact Lido’s recommended investments.

Lido requires a client to execute certain agreements reflecting the terms and conditions of Lido’s services (collectively, the “Agreement”). The Agreement sets forth the entirety of Lido’s and a client’s relationship and can only be amended or modified in writing upon both Lido’s and the client’s agreement. A Lido IAR will generally meet with his or her assigned clients no less than annually to review their investment goals, life changes, and managed assets and portfolios. Lido IARs are also available during normal business hours to consult with clients.

### 2. Client Relationship

Lido substantially relies on the information provided by the client and that client’s other advisors, such as accountants and lawyers, to provide its services. A client authorizes Lido to rely on this information and Lido will not assume any responsibility for information provided by a client or third parties on behalf of the client. Lido’s relationship with a client is further described in this Brochure, Forms ADV Part 2B, and Form ADV Part 3 (“Form CRS”), which are provided to the client at the onset of the relationship. Lido’s and the client’s relationship will remain in effect until the Agreement is terminated by either Lido or the client. Lido does not participate in any wrap fee programs.

## D. Regulatory Assets Under Management

As of December 31, 2023, Lido manages the following regulatory assets under management:

Type of Account	Regulatory Assets Under Management
Discretionary	\$19,205,264,268
Non-Discretionary	\$451,102,970
Total:	\$19,656,367,238



## Item 5: Fees And Compensation

### A. Advisory Fees

Lido typically charges a percentage rate fee based on a client’s total assets managed by Lido (“Asset Management fee”). Lido enters into other fee arrangements including, but not limited to, fixed fees based on client-specific circumstances, or the advisory service being rendered. The Agreement will reflect all fee arrangements between Lido and the client. Although Lido believes its fees are competitive, the client should be aware that lower fees for comparable services may be available from other sources.

#### 1. Asset Management Fees

Lido’s Asset Management fee is calculated based on an annual percentage that is determined by the client’s total managed asset value, as described below.

Annual Percentage	Managed Asset Amount
1.25%	on account assets under \$2,000,000
1.00%	over \$2,000,000

The applicable Percentage is determined by a client’s total Managed Asset Amount. The Asset Management fee is then calculated using the applicable Percentage multiplied consistently across the Managed Asset Amount. For example, if Lido is managing a client’s total assets of \$3 million (Managed Asset Amount), the applicable Percentage would be 1% and that 1% would be applied to \$3 million. This fee schedule applies only to Lido’s Asset Management fee. Other fees, such as those charged by custodians, TPAMs, or sub-advisors, will be in addition to the Asset Management fee. Clients are charged a minimum Asset Management fee of \$2,500 per quarter (\$10,000 annually). Please note that when a client’s total managed asset amount is less than \$800,000, the minimum fee paid equals more than 1.25% of the managed assets.

Relevant in determining the total Asset Management fee is the market value of the client’s managed assets subject to the fee on the last business day of the prior quarter (or, in the absence of a then-current known market value, the last known market value). Lido determines the client’s total Managed Asset Amount in order to calculate its Asset Management fee. When determining market value of an asset for purposes of calculating the Asset Management Fee, Lido’s policy is as follows:

- For all publicly traded, marketable securities held by the client, Lido will receive daily prices electronically from a third-party provider, which are reconciled with daily prices received by the client’s custodians. Any noted discrepancies are promptly corrected, and the reconciled prices are used for determining market value. The market value of an account includes securities and cash (and cash equivalents) in the account.
- For privately held, hard to value, or illiquid (where no public market or ready access to buyers or sellers) securities, such as Alternative Investments, Lido uses the most recently reported valuation at the end of the billing quarter. Lido relies on reported valuations by the custodian, or third-party or affiliated asset managers or sub-advisors and does not have limited ability to verify the accuracy of the reported valuation accuracy. In rare instances, primarily when a valuation is not readily discerned by any of the aforementioned sources, an internally derived valuation, consistent with Lido’s policies and procedures, will be utilized. Reported valuations for Alternative Investments typically lag other valuations and the last available values will likely differ from the values effective as of the end of the billing quarter.
- Fees are not charged on accrued dividends and interest.

The Asset Management fee is prorated by quarter and is paid per quarter in arrears in four quarter increments. Lido determines the average daily market value (including cash and cash equivalents) of a client’s managed assets on the last day of each quarter and assesses the Asset Management fee based on that average daily balance for each day of that quarter. While Lido does not prorate fees for any addition or withdrawal activity, the fee calculation will include the market value of assets held on margin. Please note, the use of margin in an investment advisory account increases the total market value of the assets, which in turn increases Lido’s asset-based investment management fee. This creates a conflict of interest since there is an incentive for Lido to recommend the use of margin to clients. In addition, the use of margin increases leverage in a client’s account and therefore increases overall risk. To address the conflict and due to the risks



involved, Lido only recommends margin to clients that the firm has deemed suitable, where it is in line with the client’s investment strategy, and the client has the investment experience and ability to fully understand and accept the risks. Please refer to Item 8 below for further information on the risks surrounding margin accounts.

As mentioned above, a \$2,500 minimum Asset Management fee per quarter applies, and the minimum fee is not reduced by fees or other amounts paid to Lido. Lido has discretion to adjust the minimum fee or to waive or adjust the Asset Management fee with respect to any client based on a variety of factors, such as account size, the investment strategy, level and frequency of services desired and provided, anticipated future earning potential or additional assets, related accounts (including, at Lido’s discretion, “householding” of a client’s accounts with a spouse, parents, children, other familial relationships, or affiliated entities), a pre-existing client relationship, account retention, or the broader business relationship between the client and Lido and its affiliates. Lido generally waives or reduces Asset Management fees for employees of Lido and its affiliates, and their friends or relatives. Lido, at its discretion, will provide billing credits against Asset Management fees for professional legal and tax services to qualifying clients. Lower fees for comparable services may be available from other sources.

Finally, should a client begin its relationship with Lido in the middle of the quarter, the Asset Management fee will be prorated for assets held for a partial quarter based on the number of days that the account was open during the quarter. If there is a mid-quarter change to an existing Agreement fee, for example if a client qualifies for a different tier on the fee schedule or negotiates a new fee rate, the new fee rate is applied to the entire quarter. If Lido’s services are terminated prior to the quarter’s end, Lido will prorate the Asset Management fee. See also Item 13 (Review of Accounts).

## 2. Billing Authorization

Clients authorize their custodian to debit Lido’s quarterly Asset Management fees and any Asset Reporting Servicing fees from their managed account(s) as soon as practicable after receipt of an invoice from Lido following the last business day of each calendar quarter. A client may elect to pay Lido’s quarterly fees by check. In such cases, Lido will send the invoice directly to the client. The custodian will issue periodic statements (at least quarterly) to the client that will reflect any fees paid to Lido. Lido will also provide information concerning its fees on a periodic basis. A client is urged to compare the fees reported on the independent custodian’s statements with Lido’s reported information to confirm the accuracy of fees charged. See also Item 13 (Review of Accounts).

## 3. OASDX Fees and Expenses

OASDX fees and expenses are reflected in the below table, which may change from time to time. For more detail concerning OASDX fees and expenses, a copy of the prospectus may be requested from Lido. OASDX Institutional share class is available for investment, these shares require a \$25,000 minimum investment, which may be waived by Lido.

Currently, OASDX is comprised of ETFs and other investments that have their own independent expenses, such as brokerage and other expenses disclosed in the prospectus. These expenses are not reflected in the table below. Lido has agreed to cap its direct expenses to 1.5% of OASDX’s average daily net assets until August 23, 2024.

<b>OASDX Institutional Shares</b>	
Sales Charge (Load)	\$0
Deferred Sales Charge (Load)	\$0
Management Fees	1%
Shareholder Servicing Fee	0.10%
Other Expenses	0.50%
Acquired Fund Fees and Expenses	0.08%
<b>Total Annual Expenses</b>	<b>1.68%</b>



#### **4. Promoter Fees and Referral Arrangements**

Lido utilizes promoters that promote Lido and refer clients to the firm and receive compensation from Lido for the referrals. In addition, from time to time, Lido will work in conjunction with other third-party consultants for the benefit of Lido clients or other individuals or entities. In certain situations, these third-party consultants will share a proportion of their resulting fees with Lido. Such fee-sharing arrangements will likely result in conflicts of interest, depending on, among other things, the circumstances surrounding the engagement, and require approval by Lido's Chief Compliance Officer ("CCO") or designee and disclosure to the counterparty. As with all its fees, Lido retains discretion on its application and amount. See also Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading) and Item 14 (Client Referrals and Other Compensation).

#### **5. Asset Reporting Services Fee**

Lido can, as an accommodation to a client, provide tracking or monitoring services for client assets for which Lido is not providing investment advisory services. Lido will incorporate these unmanaged assets into a customized and comprehensive periodic client report. Lido will typically charge a reduced annual fee of 0.25% for the reporting services on these unmanaged assets, which fee will be included on the Asset Management fee invoice. As with all its fees, Lido retains discretion on its application and amount, and the fees are subject to negotiation.

#### **6. Fixed Management Fees**

Lido generally negotiates a fixed-rate management fee with certain ultra-high-net-worth clients. This fixed fee generally includes other services, such as tax and estate planning, in coordination with a client's advisors, such as lawyers and accountants, and concierge services. Lido's billing schedule varies based on individual client negotiations. Lido will refund any prepaid unearned fees should its relationship with the client end. Lido will either debit a client's investment account directly, as authorized by the client, or invoice the client for payment.

#### **7. Client Consultation and Financial Planning Fees**

Lido offers consultation services, which includes financial planning, typically at a \$500 hourly, negotiated fixed rate, or percentage fee based on applicable client assets. Lido maintains sole discretion as to these rates, which may be higher or lower depending on, among other factors, the complexity of the client's financial situation. Such arrangements will be negotiated with the client in terms of services needed and fees charged and be memorialized under a separate agreement. The fees for these services will vary based on the service required and are negotiable. Lido will either debit a client's investment account directly, as authorized by the client, or invoice the client for payment.

#### **8. IAR Compensation**

A portion of a client's Asset Management fee is allocated to the client's assigned IAR(s). An IAR has an incentive to recommend Lido-affiliated products or services, including those offered by Lido. An IAR has discretion to charge an Asset Management fee lower than reflected in the above-referenced Asset Management fee schedule. As a portion of the client's Asset Management fee is used to compensate the IAR, the IAR has a financial incentive not to reduce the client's Asset management fees, which creates a conflict of interest. Lido addresses this conflict by disclosure, prohibiting IARs from charging fees that are higher than the Asset Management fee schedule, and on a no less than annual basis auditing Asset Management fees. Lido reserves the right to change the method by which it compensates its IAR(s) and other employees.

Consistent with industry practice, Lido also recruits IARs and other employees to join Lido, and likely will enter into compensation arrangements with these employees to facilitate their transition to Lido. The amount paid to an IAR is generally based on the client assets assigned to that IAR and the IAR achieving a certain level of these assets and corresponding Asset Management fees derived from these assets after joining Lido. These compensation arrangements create a conflict of interest for the IAR to maximize Asset Management fees from their assigned clients. The fee percentage that a client pays at their prior advisory firm may remain the same as the fees paid to Lido, but the transfer of the account to Lido will likely contribute to the IAR(s)' ability to receive additional compensation. Lido addresses this conflict of interest by disclosure.



## B. Other Fees and Expenses

Lido's fees do not include third-party fees, such as brokerage, custodial, mutual funds, ETFs, TPAMs, and Alternative Investment-related fees and expenses. The client is also subject to, as applicable, transaction costs, retirement plan administration fees, deferred sales charges on mutual funds initially deposited in the account, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, among other fees, that are not assessed by Lido.

Lido, in certain circumstances and in its sole discretion, will absorb third-party fees, including, but not limited to, fees charged by Alternative Investments, TPAMs, sub-advisors, and other third parties. In those instances, Lido will inform the client. A client should review all Lido and third-party fees charged, in addition to the Lido fees, to understand the full cost of Lido's investment recommendations. Notably, all fees will have a substantial impact on an investment's overall performance and must be accounted for in a client's investment decisions.

### 1. Mutual Fund and ETF Fees

Client assets invested in mutual funds or ETFs will be subject to certain fees and expenses imposed directly by mutual funds and ETFs to their shareholders, which are described in each fund's prospectus. These fees will generally include management fee, other fund expenses, and a distribution fee (e.g., 12b-1 fees). These fees are referred to as a fund's "expense ratio" and are deducted at the mutual-fund level when calculating the fund's net asset value ("NAV"). The deduction of these fees has a direct bearing on the fund's performance. If a mutual fund also imposes sales charges, a client will pay initial or deferred sales, surrender, or redemption charges.

In addition, certain open-end mutual funds offer different share classes with expense ratios and sales/redemption fees that are higher with a typically lower minimum investment (commonly referred to as "Investor Share Class") than other share classes, which can have lower expense ratios and sales/redemption fees but typically require a higher minimum investment (commonly referred to as "Institutional Share Class"). The most beneficial share class – Investor or Institutional – for a client will depend on a number of different factors, including, but not limited to, the duration and amount of a client's investment. Mutual fund expense ratios and sales or redemption fees vary by mutual fund and typically a mutual fund's prospectus will disclose all its fees.

Transaction costs also factor into the overall costs when investing in mutual funds. Such costs can be charged by the broker-dealer for both purchases and redemptions. Some custodians offer certain mutual fund share classes with no transaction costs while charging transaction costs for other mutual fund share classes.

Lido will account for the availability of different share classes and their respective transactional costs, or lack thereof, among other factors, to ascertain the appropriateness of any mutual fund for its clients at all stages of their relationship with Lido, including, but not limited to:

- Lido's initial allocation involving mutual fund-related assets for a client;
- Lido's changes to any allocation involving mutual fund-related assets for a client; and
- Lido's review, assessment, and, if deemed appropriate, changes to a client's pre-existing mutual fund-related holdings at the onset of the client's relationship with Lido.

Although Lido believes that there will seldom be circumstances when Lido does not have access to certain mutual fund share classes with overall lower costs (i.e., when a custodian does not offer that share class or that a minimum investment amount cannot be met), Lido will invest a client in the most economical mutual fund share class that is available at the time of purchase.

### 2. Lido-Affiliated Mutual Fund Fees

Lido does from time to time, at its discretion, invest certain clients in the Oakhurst Strategic Defined Risk Fund ("OASDX"), which is a mutual fund managed by Lido.

Lido earns management fees, among other fees, for advising OASDX. A conflict of interest exists as Lido economically benefits from client investment in this affiliated fund. Lido addresses this conflict through disclosure to its clients investing in OASDX and assessing whether similar strategies can be executed on behalf of the client with similar effect and lower



costs. Lido will waive its Asset Management fee on client assets invested in OASDX. See also Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

### **3. Lido-Affiliated Joint Venture Fees**

Oakhurst Capital Management, LLC (“OCM”), an affiliated joint venture between Lido and an independent, unaffiliated SEC-registered investment adviser, manages certain mutual funds (“OCM funds”) and strategies through SMAs that are utilized by Lido to manage certain of its clients’ assets. Lido is a less than majority owner of OCM, has certain material governance rights, and does not have day-to-day operating authority. As Lido has an ownership interest in OCM, a conflict of interest exists because Lido will benefit economically from Lido client investments in OCM funds. Lido addresses this conflict through disclosure to its clients investing in OCM funds and assessing whether similar strategies can be executed on behalf of the client with similar effect and lower costs. Lido will waive its Asset Management fee on client assets invested in OCM funds. See also Item 11 (Code of Ethics, Participation or Interest in Client Transactions and Personal Trading).

### **4. Alternative Investment Fees**

A client invested in Alternative Investments, such as private funds, is also subject to fees and other expenses as described in the Alternative Investment’s offering materials, many of which will include management fees, performance-based fees, and/or fees to service providers or the sponsors of the private fund. Investments through an advisory account into private funds will generally involve payment of two or more levels of investment management fees: One to Lido at the advisory level and another charged at the fund level for its investment managers and service providers, among others. If the private fund invests in other private funds (i.e., a fund of funds), there will be additional levels of fees. These fees are in addition to Lido’s fees and will in the aggregate reduce the client’s net returns. This conflict of interest is addressed through reduced private fund asset management fees and disclosure. Lido will on many occasions negotiate on its clients’ behalf discounted private fund asset management fees for private funds applicable to Lido clients. Once a client relationship is terminated, the former client is no longer eligible for these discounted private fund management fees.

### **5. Lido-Affiliated Alternative Investment Fees**

Lido, through its affiliates, manages privately offered pooled investment vehicles, including funds focused on hedged equity strategies like the Cap and Cushion strategy, and “feeders” into other third-party privately offered pooled investment vehicles such as private equity, venture capital, and private credit (referred to as “Lido Private Funds”). Generally, investments in Lido Private Funds are exclusively made by clients of Lido. When a Lido client invests in a Lido Private Fund, as disclosed in the fund offering documents, Lido (as the investment manager to the fund) will, in certain instances, waive or reduce certain fund management fees for the client’s investment in the fund, for the period that the client remains a Lido client. In the event that a Lido client relationship is terminated, the client will thereafter continue to accrue Lido Private Fund asset management fees billed to their capital account within the Lido Private Fund, which may increase (generally not exceeding 1.25% annually), in accordance with the Lido Private Fund’s offering and related documents, because the client is no longer a Lido client. Lido Private Funds also charge administrative fees, typically below 0.50%, reflecting the estimated operating costs of these funds. These costs include third-party service provider expenses that would not typically be covered by the fund, as well as an allocation of internal costs. This administrative fee is in addition to Lido’s Asset Management fee. Lido has a financial incentive to recommend Lido Private Funds as Lido will receive compensation from client investments as it serves as the manager of these Lido Private Funds. This conflict of interest is addressed through reduced Lido Private Fund asset management fees and disclosure.

Lido and a Lido principal have an ownership interest in Palladius Capital Management, LLC (“Palladius”), which manages certain real estate-based private funds that Lido recommends to its clients. These ownership interests, which may result in a bias in favor of Palladius, are a conflict of interest, which is remediated by, among other things, negotiated lower management and performance fees and other material, protective rights on behalf of Lido clients.

### **6. Third-Party Asset Manager Fees**

TPAMs will also charge fees in addition to Lido fees. TPAMs should provide disclosures relating to those fees in their respective Form ADV Part 2A, which will be provided at the time of engagement of the TPAM and should be fully read by the client.



## 7. Sub-Advisory Fees

Lido will receive fees for its sub-advisory services to Spearhead, as described in Item 4, payable from the assets of each account or subaccount for which Lido acts as a sub-advisor. Fees are negotiable depending on the needs of the Spearhead client and will be set forth in a fee schedule for the applicable accounts or subaccounts.

## 8. Lido-Affiliated or Third-Party Research Fees

Lido will, in certain instances, charge its clients for specific research services provided by affiliates or third parties that are specifically tailored to certain strategies utilized for its clients, which include, but are not limited to, Chantico Global, LLC (“Chantico Global”) and ESG strategies. Chantico Global’s principal is Lido’s Chief Market Strategist and is a voting member of Lido’s Investment Committee, which is a potential conflict of interest in that Lido is likely to be biased in favor of Chantico Global’s research. The potential conflict of interest is remediated by Lido’s restriction of Chantico Global and its principal from any material involvement in Lido’s use of this research and resulting trades that may arise from it.

## 8. Broker-Dealer/Custodian Fees

Clients will incur brokerage commissions and other execution costs charged by the custodian or executing broker-dealer in connection with transactions for a client’s account. Clients should further understand that all custodial fees and any other charges, fees and commissions incurred in connection with transactions for a client’s account will be paid out of the assets in the account and are exclusive of and in addition to the fees charged by Lido. See also Item 12 (Brokerage Practices).

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

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Lido does not charge fees calculated based on a share of capital gains upon or capital appreciation of an investment, otherwise described as performance-based fees. Lido does not engage in side-by-side management of accounts that are charged a performance-based fee with accounts that are charged another type of fee.

Although Lido generally does not charge performance-based fees for Lido Private Funds, certain third-party managers of the underlying private funds invested in by Lido Private Funds charge performance-based fees. These performance-based fees are in addition to advisory fees charged by the underlying private fund manager, as well as by Lido at the advisory account level, or, as applicable, at the Lido Private Fund level. Further, they are generally in addition to the expenses outlined in the relevant offering documents for both the Lido Private Funds and the underlying funds. Clients should be aware that performance-based fees create a conflict of interest because they provide a financial incentive for the underlying fund manager to pursue gains and select riskier or more speculative investments than they might otherwise choose.

In some instances, Lido may earn such performance-based fees with respect to certain private funds. In the event that occurs, Lido will rebate these fees back to the Lido clients that invested in that fund. Lido has an arrangement with an underlying private fund manager whereby a portion of its fees, including performance-based fees, is shared, at least in part, with the respective Lido Private Fund if certain conditions are met. Performance-based fee arrangements present a conflict of interest regarding other client accounts that are not subject to such arrangements. This is because such arrangements incentivize Lido to recommend investment opportunities that can share in performance-based fees over those that are not. Lido’s policies and procedures aim to ensure that investment decisions are made in the best interests of clients.

## Item 7: Types of Clients

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### A. Clients

Lido offers investment advisory and financial-related services to its clients, which include high-net-worth and ultra-high-net worth individuals, their families, pensions, defined contribution plans, profit-sharing plans, trusts, estates, charitable organizations, corporations and other types of business entities, insurance companies, and pooled investment vehicles.





## B. Client Accounts

Lido generally requires a minimum of \$1 million to open an investment advisory account. Lido reserves the right to waive or adjust this minimum, as well as decline any potential client, for any reason. Lido's client relationship is reflected in the Agreement. See also Item 4 (Advisory Business) and Item 5 (Fees and Compensation).

When Lido provides investment advice to a client, we are deemed a fiduciary under certain federal regulations, and within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way the firm makes money creates conflicts of interest; however, as a fiduciary, Lido and our supervised persons are required to always act in our clients' best interests, which means we must, at a minimum take the following steps:

- Meet a professional standard of loyalty and care when making investment recommendations.
- Always put our clients' interests ahead of our own when making recommendations and providing services.
- Disclose all conflicts of interest and how the Firm addresses such conflicts.
- Adopt and follow policies and procedures designed to help ensure that we give advice and provide services that remain in each client's best interest.
- Charge an advisory fee that is reasonable for our services.
- Not provide, or withhold, any information that could render our advice and/or services misleading.

Clients covered under the Employee Retirement Income Security Act of 1974, as amended ("ERISA") will be provided certain required disclosures to the "responsible plan fiduciary" in accordance with ERISA Section 408(b)(2). These disclosures provide notice setting forth Lido's services and the direct and indirect compensation Lido receives from these services. Lido provides information related to its compensation arrangements in its Brochure and Agreement. These disclosures are collectively designed to enable the ERISA fiduciary to determine the reasonableness of all compensation received by Lido, identify any potential conflicts of interests, and satisfy reporting and disclosure requirements to plan participants.

A client meeting the definition of "qualified client" prior to the definitional change is grandfathered from these new requirements.

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

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### A. Methods of Analysis and Investment Strategies

Lido recommends investment strategies that are informed by a review of the client's investment objectives, risk tolerance, financial situation, and time horizon, among other factors, as identified during consultations with Lido's IARs and other representatives and the client's Risk Profile, IPS, or other similar documentation. Lido analyzes its recommended investments using a combination of qualitative and quantitative information, including, but not limited to, news, financial publications, internal and external research reports, interviews, prospectuses and offering materials, and exchange market data. Lido will also:

- Redistribute investment allocations in order to diversify a client's portfolio and in an effort to reduce risk and increase performance.
- Utilize specific investments to increase sector weighting or dividend potential and employ cash positions in an effort to hedge against market movement.
- Sell positions for reasons that include, but are not limited to, harvesting capital gains or losses, business or sector risk exposure to a specific security or class of securities, overvaluation or overweighting of the position(s) in a client's portfolio, change in the risk tolerance of the client, or any risk deemed unacceptable for the client's risk tolerance.

Lido provides no assurances that these strategies will ultimately meet client objectives. Lido's recommended investments bear risk, some more than others, and a client should be prepared to assume those risks, including the potential for complete loss. See also Item 4 (Advisory Business).



## 1. OASDX

OASDX typically invests in a portfolio of securities that are representative of or designed to replicate, but not intended to match, the S&P 500 Index (“Index”, market capitalization weighted index of the 500 largest U.S. publicly traded companies by market value). OASDX’s investments include ETFs that seek to track the performance of the Index and simultaneously use options on ETFs in combination with U.S. Treasury or other fixed-income securities to enhance OASDX’s potential returns during up markets while seeking to limit losses during down markets.

OASDX will also write call options with strike prices and expiration dates designed to reduce the volatility of OASDX’s investment portfolio and to earn premiums. A call option gives the holder (buyer) the right to purchase a security at a specified price (the exercise price) at any time until a certain date (the expiration date). OASDX will use cash, U.S. Treasury or other fixed income securities, or other collateral like ETFs, to cover the written call options. OASDX is permitted to utilize put options to lower the overall volatility of OASDX’s investment portfolio, to “hedge” or limit the exposure of OASDX’s position.

## B. Material Risks

Lido’s recommended investments, as with all securities, involve the potential for a significant risk of loss, including, but not limited to, complete loss of any initially invested capital or principal. All possible or potential risks associated with investing cannot be identified. A client’s particular risks will depend on the investment strategy and investments held by that client. Lido’s recommendations are subject to various market, currency, economic, political, and business risks, and these investment decisions are not always profitable. Moreover, a client’s initial invested principal could be lost due to these risks. Clients must be prepared to bear these risks and the possibility of total loss for any Lido recommended investment. Lido cannot and does not make any assurance that any recommended investment will successfully meet a client’s expectations.

Before investing, clients should:

- Commit assets that can be invested on a long-term basis, usually a minimum of three to seven years, at times even longer horizons;
- Understand that volatility from investing can occur and recommended investments can fluctuate widely; and
- Understand that over time the client’s assets may be valued more or less than the amount invested.

Lido typically invests for the long term and generally does not engage in daily or high-frequency trading. Nevertheless, TPAMs selected by Lido can employ such strategies, and as a result, such frequent trading can result in increased brokerage and other transaction costs, which may lower an investment’s overall performance and consequently a client’s overall return.

The following is not an exhaustive or complete rendition of all material risks related to Lido’s strategies and allocation practices. Lido has deemed the following asset classes, investment products or structures, or specific strategies to be of particular risk or complexity and has set forth the respective and corresponding material risks below. Lido urges clients to review additional general and specific disclosures, prospectuses and related materials provided by TPAMs, sub-advisors, and other asset managers, and other important supplemental materials provided at the onset of and throughout the course of a client’s relationship with Lido. Lido offers a range of investment strategies, which will vary based on the IAR providing advice to the client. Performance within the same investment objective will vary based on the individual IAR providing the advice to the client.

### 1. General Risks

It is not possible to identify all the risks associated with investing, and the particular risks for a client’s account will depend on the investment strategy and investments held. The following are descriptions of various risks for strategies used by Lido. Not all possible risks are described below.

- **Borrowing/Margin Risk:** Borrowing, or investing using a margin loan, will cost the portfolio interest expense and will exaggerate changes in the net assets and returns of a portfolio. A portfolio can need to liquidate securities at disadvantageous times in order to meet borrowing obligations.



- **Business Risk:** This risk is associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of unprofitability than an electric company, which generates its income from a steady stream of customers who buy electricity regardless of the economic environment.
- **Credit Risk:** The risk that principal and/or interest on a fixed-income investment will not be paid in a timely manner or in full due to changes in the financial condition of the issuer. Generally, the higher the perceived credit risk, the higher the rate of interest investors will receive on their investment.
- **Currency Risk:** Foreign 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.
- **Cyber Security Risk:** With the use of technology to conduct business, a portfolio is subject to operational, information security and related risks. Cyber incidents can result from deliberate attacks or unintentional events, including but not limited to unauthorized access to systems leading to misappropriated confidential data, corrupted data, or operational disruption. A successful circumvention of the security of firm systems could result in loss of data or funds, inability to access systems, damage to a computer or network, and costs of repairs. Cyber security failures by third-party service providers or the issuers of securities in which the client invests have the ability to cause disruptions and financial loss, including the inability to conduct business. In addition to the risks posed to Lido, TPAMs, sub-advisors, and other affiliated and non-affiliated service providers are also subject to cyber security risk, all of which could suffer adverse financial consequences and subsequently negative impact clients.
- **Equity Risk:** Historically, the equity markets have moved in cycles, and the value of equity securities can fluctuate significantly from day-to-day. A public company may report poor results or be negatively affected by industry or economic trends and developments. Consequently, a public company's securities can suffer a price decline in response. These factors contribute to price volatility.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.
- **Foreign Risk:** Investments in foreign securities pose special risks, including currency fluctuation and political risks, and these investments can be more volatile than that of a U.S. company's securities. The risks are generally intensified for investments in emerging markets.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar in the future, because purchasing power is eroding at the rate of inflation.
- **Interest Rate Risk:** The risk that the value of an interest-bearing investment will change due to changes in the general level of interest rates in the market. The market value of a bond fluctuates inversely to the change in interest rates; that is, as interest rates rise, bond prices fall and vice versa. Interest rate risk is commonly measured by a bond's duration; the greater a bond's duration, the greater the impact on price from a change in interest rates. Investors can incur a gain or loss from bonds sold prior to the final maturity date. Many bonds are rated by third-party Nationally Recognized Statistical Rating Organizations (NRSROs), for example, Moody's Investor Services, Inc., or S&P Global Ratings (formerly known as Standard & Poor's Ratings Services). While NRSRO ratings may assist investors to determine the creditworthiness of the issuer, they are not a guarantee of performance. U.S. Treasury bills, notes and bonds are guaranteed by the full faith and credit of the U.S. and therefore are deemed to carry a low risk of default.
- **Issuer Risk:** Issuer risk is the risk that the issuer of a security will default on its obligations to pay the interest or principal on a bond or preferred stock. Changes to the issuer's financial condition or credit rating can cause the value of the security to decline or become worthless.
- **Market Risk:** A security's price can drop for any reason, including reasons independent of the security's underlying assets' perceived value in reaction to tangible and intangible, publicly known and unknown events and conditions.
- **Opportunity Cost Risk:** The risk that an investor can forego profits or returns from other investments.
- **Political and Legislative Risk:** Companies face a complex set of laws and circumstances in each country in which they operate. The political and legal environment can change rapidly and without warning, with significant impact, especially for companies operating outside of the U.S. or those companies who conduct a substantial amount of their business outside of the U.S.
- **Prepayment Risk:** Some types of bonds are subject to prepayment risk. Similar to call risk, prepayment risk is the risk that the issuer of a security will repay principal prior to the bond's maturity date, thereby changing the expected payment schedule of the bonds. Prepayment risk is particularly prevalent in the mortgage-backed bond market, where a drop in interest rates can trigger a refinancing wave. When investors in a bond comprised of the



underlying pool of mortgages receive their principal back sooner than expected, they may be forced to reinvest at prevailing, lower rates.

- **Reinvestment Risk:** The risk that interest and principal payments from a bond will be reinvested at a lower yield than that received on the original bond. During periods of declining interest rates, bond payments may be invested at lower rates; during periods of rising rates, bond payments may be invested at higher rates.
- **War and Geopolitical Conflict Risk:** Investment strategies may be subject to significant geopolitical risks that can arise from conflicts between nations or within regions. One such example is the ongoing conflict between Israel and Gaza. This conflict has led to periodic escalations in violence, resulting in economic sanctions, military actions, and disruptions to normal economic activities in the region. The volatility and unpredictability associated with this conflict may have a direct or indirect impact on the performance of certain investments. Investments with exposure to the Middle East region, including but not limited to, equities of companies operating within or closely with Israel or Gaza, fixed-income securities issued by governments or corporations in this area, or commodities that are sourced from the region, may be particularly susceptible to loss. The conflict can affect market prices, currency values, and the overall economic stability of the region. It may also influence global market sentiment, causing broader market fluctuations.

## 2. Options

Lido utilizes options, in isolation or in combination of other securities, as part of its strategies. Options are complex products, require margin (and borrowing at times), and bear high and material risks:

- **Call / Assignment Risk:** When writing covered call options to produce income for a client's account, there can be times when the underlying stock is "called" (call option contract exercised or assigned) by the investor that purchased the call option. That means the client would be required to sell the underlying security at the exercise (pre-determined) price to that investor. If the security is not already owned, this could require purchasing that security, often via the exercise of a long call owned by the client. If a client is assigned on a short pit, the client may be required to purchase a security for which they do not have the necessary cash for, which could create a temporary margin balance, which will be reduced when the resulting position is sold.
- **Volatility Risk:** As options are prices are derived based on a number of factors, including the price of the underlying security. For this reason, options prices are generally more volatile than the price of the underlying security. For this reason, the vast majority of the "options" trades that we do are "collateralized" in some way to mitigate the volatility of each of the positions of the trade.
- **Margin Risk:** Clients are usually required to open a margin account in order to invest in options, which carries additional risks and would result in margin interest costs to the client.
- **General and Specific Market Risk:** Option positions tend to be adversely affected by company specific issues (the issuer of the underlying security) which can include but are not limited to bankruptcy, insolvency, failing to file with regulatory bodies, being delisted, having trading halted or suspended, corporate reorganizations, asset sales, spin offs, stock splits, mergers, and acquisitions. In addition, market related actions, political issues, and economic issues may adversely affect the option market. These factors could restrict, halt, suspend, or terminate option positions written (sold) or purchased.
- **Valuation Risk:** Changes in value of the option do not always correlate with the underlying security, and the account could lose more than principal amount invested.

Options involve a high degree of risk and are not suitable for all clients. A client should read the current version of the "Characteristics and Risks of Standardized Options", which explains the characteristics and risks of exchange traded options, and which can be obtained from any exchange on which options are traded, at [www.optionsclearing.com](http://www.optionsclearing.com), by calling 1-888-OPTIONS, or by contacting your broker or custodian.

## 3. Alternative Investments

Lido recommends Alternative Investments, including private funds, as an integral part of its overall investment strategy. In making these recommendations, Lido evaluates clients on a number of factors, including, but not limited to, sophistication, risk tolerance and qualifications, investment objectives, and available and investable assets. Lido endeavors to allocate Alternative Investments to clients in a fair and equitable manner, but not all qualifying clients will have an opportunity to invest. A client's Alternative Investments are held at the custodian selected by each Alternative



Investment sponsor or investment manager with Lido's assistance. Alternative Investment performance is typically reported directly by sponsor or manager and is monitored by Lido.

Clients should review all offering materials, including private placement memoranda, if applicable, before investing as these materials provide important information about the investment's terms and conditions, risk factors, and actual or potential conflicts of interest. Lido may also provide additional material to highlight important information concerning the Alternative Investment. Alternative Investments have material risks including the following:

- **Liquidity Risk:** Most, if not all, Alternative Investments do not have a ready, public market for resale. In those instances, a client cannot sell or otherwise dispose of the investment. In instances where a client is provided an opportunity to divest, those opportunities carry significant fees and potential loss in value. In other words, a client will be unable to sell the Alternative Investment without substantial loss, including principal loss.
- **Capital-Deployment Risk:** Certain Alternative Investments, particularly those involving real estate, may not have immediate opportunities to deploy investor capital. Although a client may have invested in the Alternative Investment, that investment may not be immediately utilized because appropriate opportunities may not yet exist or have been identified. As such, a client's investment may not be used until such opportunities are available, which may have an immediate and detrimental impact on a client's overall expected and actual return.
- **Tax Risk:** Many Alternative Investments are structured as limited partnerships. As a result, a client will receive K-1 s reflecting that limited partnership interest. In addition, depending on the nature of the Alternative Investment, these K-1 s may be issued for multiple states, resulting in a client filing tax returns in those states. Finally, a client may be required to file tax filing extensions as these K-1 s may be issued after the tax deadline.
- **Suitability Risk:** Lido may recommend Alternative Investments as part of its overall investment strategy. These investments present unique risks that include but are not limited to, illiquidity, higher fees, volatile performance, heightened risk of loss, limited transparency, special tax considerations, subjective valuations, and limited regulatory oversight. Thus, Lido only recommends these investments to clients that it believes can bear these risks. A client must also meet regulatory requirements to be eligible to make these investments, including minimum net worth and sophistication requirements. Any client investing in an Alternative Investment must carefully review corresponding offering documents to understand, among other things, the terms, conditions, risks, and conflicts of interest of the investment.
- **Performance-Based Fee Incentive Allocation Risk:** Alternative Investments often impose performance-based fees or incentive allocations payable to the fund manager or general partner. Those performance-based fee or incentive allocation structures create an incentive for the managers of these investments to make investment choices that are riskier or more speculative than would be the case in the absence of a performance-based fee/incentive allocation structure. When applicable, the performance-based fee structure could also cause those managers to devote a disproportionate amount of time to manage these investments, and compensation may be larger than it otherwise would have been because the fee and incentive allocation will be based on account performance instead of a percentage of assets under management.
- **Leverage/Hedging Risk:** Certain Alternative Investments employ the use of leverage or hedging, which also creates additional risk. Leverage is the use of debt to finance an activity. Hedging on the other hand occurs when an investment is made to reduce the risk of adverse price movements in a security. For example, hedging is used when one takes an offsetting position in a related security, such as an option or short sale. While leverage or hedging can operate to increase rates of return, it also increases the amount of risk inherent in an investment.
- **"Fund of Funds" Risk:** Lido also recommends Alternative Investments, including "funds of funds" with allocations in private credit, venture capital, hedge funds, private equity, real estate, among others. These investments engage in diverse strategies and come with high costs and significant risks. These risks encompass both general market risks and specific risks tied to each investment's unique strategies. For example, private equity may not achieve their business objectives due to operational failures, management issues, or ineffective business strategies, and real estate investments could have property management risks, such as high tenant turnover, and hedge funds may introduce credit risks and complexities from derivative instruments. It's vital for investors to recognize the possibility of substantial financial loss. Lido strongly advises investors to thoroughly review and understand all strategies and risks outlined in the offering materials for each "fund of funds."

#### 4. First Deed Trusts and Real Property

Lido recommends to certain clients that they consider investments in first trust deeds (whereby the client will lend money to a borrower to purchase real property and in return, receive a deed of trust on the real property until the loan is paid in full). In other cases, Lido will recommend certain Alternative Investments that utilize invested assets to purchase real



property, such as private residences, commercial property, or a combination of both, or first trust deeds. While Lido believes these investments are suitable for certain clients, these investments may have substantial risk. There is no publicly traded securities market for these types of investments. In addition, investments in trust deeds and real estate are not insured by the Federal Deposit Insurance Corporation (FDIC) or any other state or federal agency.

The following outlines the risks specific to First Deed Trusts:

- **Valuation Risk:** The value of the underlying property is appraised as of a specific date. There is no guarantee or assurance that the appraised value reflects a value that a buyer would be willing to pay.
- **Borrower Risk:** The borrower's ability to continue to make payments and repay the loan will depend upon the borrower's financial condition, which could change over time.
- **Default Risk:** Default by the borrower could affect monthly payments. Under extreme cases, it may be necessary to foreclose or take other actions to protect your investment. The total amount received upon foreclosure could be more or less than the total amount invested.
- **Bankruptcy Risk:** If a borrower files a reorganization or full insolvency bankruptcy, the foreclosure process could be stalled. Additionally, investors could incur significant legal fees and costs in attempting to obtain relief. (Relief consists of getting court approval to release the property out of bankruptcy so that the property can be foreclosed upon.) Furthermore, the court could modify the terms of the loan by extending the due date, changing the interest rate and payment structure, or causing the priority of the loan to be subordinated to a bankruptcy court-approved financing plan.
- **Environmental Risk:** Investing in any trust deed investment also is subject to possible loss due to uninsured losses from disasters such as earthquakes, floods, tsunamis, terrorist attacks, etc. Clients should carefully review the risk factors section in the relevant offering documents for complete information.

The following outlines the material risks specific to Real Property:

- **Real Estate Market Risk:** The value of the real estate property is generally appraised upon purchase. Over time, the value of the real estate property can vary widely depending on market conditions. There is no guarantee or assurance that the carried value reflects a value that a buyer would be willing to pay.
- **Foreclosure Risk:** If the real estate investments are obtained by a loan and the borrower is unable at any time to make the loan payments, it may cause the holder of the note to foreclose or take other actions to protect their investment.

Additional risks include economic conditions, neighborhood values, interest rates, the supply of and demand for properties of like kind, the ability of the borrower to obtain necessary alternative financing and certain city, state and/ or federal regulations. Investing in any general real estate investment also is subject to possible loss due to uninsured and unpredictable losses from acts of nature or systemic shocks such as earthquakes, floods, tsunamis, terrorist attacks, and acts of war. These risks are in addition to the principal risks associated with investing in a private investment vehicle, which are outlined in their respective offering materials provided to clients prior to investing.

## Item 9: Disciplinary Information

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Lido is required to disclose all material facts regarding any legal or disciplinary events in the past ten years that it believes would be material to a client's or prospective client's evaluation of Lido or the integrity of its management. Lido does not have any of these legal or disciplinary events and thus has no information to disclose with respect to this Item 9.

## Item 10: Other Financial Industry Activities and Affiliations

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### A. Passive Ownership or Investment Affiliations

- **2012 Lido GST, LLC ("2012 GST")** is a passive, minority owner with certain limited governance rights and participates in the profitability of Lido. 2012 GST and its affiliates are also Lido clients. Additionally, an affiliate of 2012 GST is in the business of loaning monies to, among others, certain funds managed by Oakhurst Advisors, LLC ("Oakhurst"). Either its affiliates or 2012 GST, in their collective capacity as Lido clients, Lido's owner, and



lender, results in significant actual or potential conflicts of interest, including, but not limited to, Lido favoring 2012 GST over other clients or Lido providing preferential or sole access to certain recommended investments. 2012 GST and its affiliates, by virtue of their investment experience, sophistication, risk tolerance, and substantial net worth, can and do invest in certain investments that would not be suitable for all but a few Lido clients. Lido's policies and procedures require that the CCO or the CCO's designee review and approve transactions in these circumstances.

- **William Henry Insurance, Inc. (“WHI”)** is an affiliate of a Lido client and minority owner of Lido. WHI participates in Lido's profitability and has certain limited ownership rights. WHI, however, is not involved in Lido's day-to-day operations. As both a client and Lido owner, there are significant actual or potential conflicts of interest, including, but not limited to, Lido favoring WHI over other clients or Lido providing preferential or sole access to certain recommended investments. WHI and its affiliates, by virtue of their investment experience, sophistication, risk tolerance, and substantial net worth, can and do invest in certain investments that would not be suitable for all but a few Lido clients. Lido policies and procedures require that the CCO or designee review and approve transactions in these circumstances.
- **Lido Investor Holdings, LLC (“LIH”)** is a passive owner of Lido, LIH's managing member is a Lido client and certain LIH members are also Lido clients. LIH participates in Lido's profitability and has certain limited ownership rights. LIH, however, is not involved in Lido's day-to-day operations. As both a client and Lido owner, there are significant actual or potential conflicts of interest, including but not limited to, Lido favoring LIH members over other clients or Lido providing preferential or sole access to certain recommended investments. Lido policies and procedures require that the CCO or designee review and approve transactions in these circumstances.
- **Charlesbank Capital Partners (“Charlesbank”)** has a majority ownership stake, achieved through certain pooled investment vehicles advised by its affiliates, in Lido. Members from Charlesbank serve as directors on Lido's board of directors. Lido Advisors Colossus Master Fund, L.P. – CB III Onshore and Lido Advisors Colossus Master Fund, L.P. – CB III Offshore (together, the “Charlesbank Feeder Fund”), are ‘fund of funds’ that invest in underlying onshore or offshore vehicles related to Charlesbank Credit Opportunities Fund III, Limited Partnership, and Charlesbank Credit Opportunities Fund III Performing Sleeve Limited Partnership (together, the “Underlying Funds”). As a result, an investment in the Charlesbank Feeder Funds involves a direct investment in affiliates of its General Partner (in an investment also managed by affiliates of the General Partner). There is a conflict of interest because Lido has an incentive to recommend the Charlesbank Feeder Fund since it will benefit the Charlesbank Feeder Fund and Charlesbank, and Charlesbank approves compensation arrangements of certain Lido IARs and other Lido employees. Additionally, affiliates of the General Partner, including Charlesbank, will receive fees and other benefits from managing the Charlesbank Feeder Funds' investment in the Underlying Funds. To address these conflicts of interest, Lido will disclose these conflicts to its clients and prospective investors.
- **Constellation Wealth Capital (“CWC”)** is a minority owner of Lido. A member of CWC has an observer seat on Lido's board of directors.
- **Other Passive Investments or Affiliations** – Lido's principals are from time to time introduced to certain investment opportunities from Lido clients, from family members of Lido clients, and from a variety of other sources. The principals conduct their own independent due diligence and obtain approval from Lido's CCO or designee to participate in these investments. Most, if not all, of these investments are deemed too speculative for clients. In instances where Lido believes that the opportunity is suitable for clients, they will establish the criteria for determining suitability and then obtain an indication of interest from those clients prior to any investment by any principals.

## B. Oakhurst Advisors, LLC

- **Oakhurst Advisors, LLC (“Oakhurst”)** is a separate SEC-registered investment adviser that manages illiquid alternatives, namely private funds (“Oakhurst Private Funds”). Lido and certain of its principals have long-standing professional relationships with Oakhurst principals and as a result Lido will, from time to time, recommend Oakhurst Private Funds to clients, which is a conflict of interest. Also, from time to time, Lido's clients or owners present certain investment opportunities to Oakhurst, which has in the past, and may in the future, subsequently invest in the opportunity through an Oakhurst Private Fund. Such opportunities and investments present conflicts of interest in that Lido is likely to be biased in favor of these opportunities and that these Lido clients or owners will benefit when an investment is made. To mitigate these conflicts, Lido provides additional disclosures to Lido clients that identify and describe the conflicts and its efforts to remediate these conflicts,



which may include, but are not limited to, negotiated reductions in fees and balancing the conflicts in light of the opportunities and potential benefit that would not otherwise be available to Lido clients. Lido will continue to monitor this conflict of interest and address as appropriate.

- **Lido’s Relationship to the Oakhurst-affiliated investments’ Bridge Loan Lender:** Oakhurst has obtained in the past, and may obtain in the future, bridge loans from certain clients (“Bridge Loan Lender”) that have and will be used to secure certain underlying assets of Oakhurst Private Funds prior to the Oakhurst Private Fund being opened to other clients for investment. To date, the only Bridge Loan Lender has been an affiliate of 2012 GST, which is a part owner of Lido. For those Oakhurst Private Funds involving the Bridge Loan Lender, the Bridge Loan Lender receives interest during the loan’s duration. Oakhurst makes these interest payments from subsequent investments in the fund. Typically, if the loan is not fully paid by a specific date, the remaining balance is converted into an equity stake in the Oakhurst Private Fund. Oakhurst has provided in the past and will provide in the future due diligence services to the Bridge Loan Lender regarding several investment opportunities unrelated to the Oakhurst Private Funds. Additionally, the Bridge Loan Lender shares in revenues generated by Lido. A conflict of interest exists in that the Bridge Loan Lender has received in the past and likely will receive in the future an investment opportunity and economic benefit unavailable to other clients, and the placement of Oakhurst Private Funds with other clients directly results in the repayment of the portion of the outstanding principal of the loan. Any bridge loans and any use of equity offering proceeds to redeem those loans are specifically disclosed in offering materials relating to Oakhurst Private Fund.
- **Oakhurst operational allocations:** Lido allocates certain administrative and operational services and employees to Oakhurst. Employees include those serving legal and compliance, marketing, investment, and office services, among other functions. Oakhurst is allocated expenses for these services and employees, which are accrued and ultimately reimbursed. Lido and Oakhurst’s arrangement creates potential conflicts of interest based on competing resources devoted to Lido and Oakhurst functions, which creates operational risks. These risks are mitigated through routine supervision and coordination with Lido and Oakhurst management.
- **Lido and Oakhurst Compliance functions:** Lido’s Chief Legal Officer and CCO and Oakhurst’s Chief Legal Officer and CCO are the same individual and many of Lido’s and Oakhurst’s compliance functions are performed by Lido employees that also perform compliance consulting services for Oakhurst. Both entities’ overlapping compliance functions can result in actual or potential conflicts of interest, including, but not limited to, the allocation of resources dedicated to the respective entities’ compliance functions, Lido clients being disadvantaged by the potential bias in favor of Oakhurst, and the relationship between Lido and Oakhurst resulting in potential unidentified compliance risks. Lido will remediate these potential and actual conflicts of interests by policies and procedures, including, but not limited to, requiring disclosures in Lido’s and Oakhurst’s respective Brochures and disclosures reflected in Oakhurst Private Funds offering documents.
- **Palladius Capital Management, LLC (“Palladius”),** an affiliate of Lido and Oakhurst, is a private fund advisor focused on real estate-related assets. Lido offers these private funds to Lido clients as a regular course of business. Lido and Mr. Ozur have ownership interests in Palladius. Specifically, Mr. Ozur holds a minority interest in and a board of director’s seat at Palladius. Mr. Ozur spends less than 5% of his time on these outside business activities. As a result of Lido’s and Mr. Ozur’s ownership interest, Lido has a conflict of interest in that recommending this investment to clients will result in an indirect financial benefit (Lido and Mr. Ozur may receive its share of profits, if any, from the management of this investment). This conflict is remediated by disclosure of this conflict and as noted above, Lido’s practice of assessing the suitability of this and all investments prior to its recommendation.

## C. Affiliates

- **Colorado Financial Management, A Lido Company,** is a Lido d/b/a and result of Lido’s acquisition of Colorado Financial Management, LLC (“CFM”), a SEC-registered investment adviser. Lido withdrew CFM’s registration with the SEC on March 28, 2024, and will continue utilizing CFM’s branding under Lido’s d/b/a under certain circumstances.
- **Enterprise Trust & Investment Company (“Enterprise”)** is a California chartered trust company wholly owned by Lido. Messieurs Ozur, Stern, and Lee, Blair Buick, Lido’s Chief Strategy Officer, and Naseem Anzari, Lido’s Chief Financial Officer, sit on Enterprise’s governing board. Enterprise provides trust-related services, such as trust administration and investment management to trusts and their assets. Lido receives economic benefit from Enterprise’s activities, given its interest in the firm. Further, Lido and its IARs may receive compensation from Enterprise in return for client referrals. Lido’s interest in Enterprise, and the referral arrangements between Enterprise, Lido, and its IARs results in a conflict of interest whereby Lido is incentivized to direct Lido clients to





Enterprise for trust services. To mitigate such potential conflicts of interest, Lido provides specific disclosures of the conflicts to Lido clients prior to engaging Enterprise. Further, Lido will monitor its relationship with Enterprise to determine whether additional disclosure, policies, or procedures are required.

- **IDB Lido Wealth, LLC (“IDB Lido Wealth”)** is a separate SEC-registered investment adviser that is a result of a joint venture between Lido and Israel Discount Bank of New York, a New York-based, New York State chartered bank. Messieurs Ozur, Stern and Lee sit on IDB Lido Wealth’s governing board. IDB Lido Wealth has engaged Lido to perform substantial administrative, operational, and compliance-related functions, among others, and certain Lido IARs are also IDB Lido Wealth IARs. In addition, IDB Lido Wealth will facilitate or offer the Lido Companies-related services, including, but not limited to, investment sub-advisory services, affiliated investment products, and trust and related fiduciary services. As Lido is a part owner of IDB Lido Wealth and has been engaged to perform substantial services for IDB Lido Wealth, the Lido Companies have actual conflicts of interests as the Lido Companies will be predisposed to provide its strategies and affiliated investment products. IDB Lido Wealth’s board of directors monitors these conflicts of interests and in the case of Lido’s sub-advisory relationship, is overseen by the non-Lido directors, which has the sole discretion to terminate the sub-advisory agreement.
- **Lido International Partners, Ltd. (“Lido International”)** is a separate, non-U.S. financial services firm registered with the Dubai Financial Services Authority headquartered in Dubai, United Arab Emirates, that is intended to provide financial-related services and products to non-U.S.-based individuals and entities. Lido International is the result of a joint venture between Lido and an independent and unaffiliated entity. Lido holds its interest in Lido International through a non-U.S. holding company and Messieurs Ozur and Ken sit on the holding company’s governing board. Lido International does not anticipate offering any advisory or financial-related services to any of the Lido Companies clients.
- **Lido Consulting Group, LLC (“Lido Consulting”)** is a wholly owned subsidiary of a Lido affiliate that provides educational programs and networking opportunities in the investment advisory industry. Mr. Kushner and Alyssa Weinberger are officers of Lido Consulting.
- **Lido Tax, LLC (“L-Tax”)** is a separate, affiliated entity that provides tax consulting services, including tax preparation, primarily to Lido clients. L-Tax is majority owned by Lido with a minority interest held by a Lido IAR. Typically, when Lido clients engage L-Tax for services, Lido will provide certain respective clients with an Asset Management fee credit to offset all or a portion of the client’s L-tax consulting services fee. Outside of this fee credit, Lido clients are responsible for all other L-Tax-related fees. As owners of L-Tax, Lido and the Lido IAR receive an economic benefit from L-Tax activities, which results in a conflict of interest whereby Lido is incentivized to direct Lido clients to L-Tax for tax consulting services. In certain instances, such as the amount of assets being managed by Lido, however, Lido clients will not pay fees to L-Tax “out of pocket” for tax consulting services due to Lido’s above-described Asset Management fee credit. L-Tax also sublets office space in Lido’s Boca Raton, Florida office. To mitigate such conflicts of interest, Lido and L-Tax provide specific disclosures to Lido clients prior to engaging L-Tax. Further, Lido will monitor its relationship with L-Tax to determine whether additional policies and procedures are required. Clients may find similar or equivalent services for less at other third-party tax consulting services firms.
- **Oakhurst Capital Management (“OCM”)** is an affiliated, SEC-registered investment adviser that manages mutual funds and separately managed accounts (“SMA”) strategies. OCM is a joint venture between Lido and another independent, unaffiliated entity. Mr. Ozur sits on OCM’s governing board. OCM is less than majority owned by Lido and shares in OCM’s profit or loss. Lido has sub-advisory agreements with OCM for management of certain Lido client assets. Barry Julien, an IAR of OCM and Lido, and OCM’s President, leads OCM’s asset management efforts and has an ownership interest in OCM. OCM manages three mutual funds, Oakhurst Fixed Income Fund (“OHFIX”), Oakhurst Short Duration Bond Fund (“OHSDX”), and Oakhurst Short Duration High Yield Bond Fund (“OHSHX”). OCM will, at times, utilize OCM mutual funds in its SMAs. In addition, from time to time, the OCM mutual funds are recommended to Lido clients for investment. There is a conflict of interest because as owners of OCM, Lido and Mr. Julien receive a benefit from Lido clients’ investments in OCM funds, and from Lido clients’ investments in the OCM SMA strategies since OCM serves as the adviser and receives management fees. In addition, Mr. Julien has additional conflicts of interest as a result of his roles, in certain instances as a fiduciary, at Lido and OCM. To mitigate these conflicts, Lido will not assess an Asset Management fee credit on any OCM managed SMAs or the above-referenced mutual funds. Lido will also monitor Lido’s and Mr. Julien’s conflicts of interest to determine whether any additional policies and procedures are necessary.
- **Lido Administrative Services, LLC (“L-Administrative”)** is a wholly owned subsidiary of Lido and provides operational, compliance, legal services, among others, to certain private funds that are recommended to Lido clients. L-Administrative charges fees for these services, which are paid for by the private funds, either by the funds or the investment managers for those funds. L-Administrative services presents a potential conflict of



interest in that although Lido clients do not directly pay for these fees, depending on the terms and conditions for each private fund, these fees may be paid by the private fund, which would then be indirectly borne by Lido clients that are invested in the private fund. This potential conflict of interest is remediated by disclosure to clients.

- **Lido Pay, LLC (“L-Pay”)** is a wholly owned subsidiary of Enterprise and provides accounting and bill payment services to Lido clients and others. L-Pay’s fees for such services are separate and apart from Lido’s fees. Lido’s ownership of L-Pay, through Enterprise, presents a conflict of interest in that Lido referrals of its clients to L-Pay may be influenced by Lido’s economic benefit relating to the additional fees charged by L-Pay to Lido clients. This actual conflict is remediated by disclosure to clients and negotiated lower fees for such services.

## D. Independent Contractors and Outside Activities

Gina Sanchez, Lido’s Chief Market Strategist, is an independent contractor of Lido, performs various investment and marketing related services for Lido and is the owner and founder of Chantico Global, an investment consulting firm. Ms. Sanchez conducts business through Chantico Global and receives compensation for doing so. Although she devotes as much time to the business and affairs of Lido as is necessary to perform her duties, she also devotes a significant amount of time to performing services for her other outside businesses. The dual roles and additional compensation create conflicts of interests because her obligations to the outside business takes time away from her Lido duties. To address these conflicts of interest, Lido will disclose these conflicts to clients.

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

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### A. Code of Ethics Summary

Lido has adopted a Code of Ethics (“Code”) in compliance with Advisors Act Rule 204A-1. The Code establishes standards of conduct for supervised persons and includes general requirements that supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, potential conflicts of interest and confidentiality of client information. The Code reflects policies reasonably designed to prevent the unlawful use of material, non-public information by Lido or any of its associated persons. The Code also requires that certain of Lido’s personnel (“Access Persons”) report their personal securities assets and transactions and obtain pre-approval of certain investments, including initial public offerings and limited offerings. Other than certain exceptions that are outlined in the Code, Lido’s Access Persons generally may not affect transactions for themselves or for their immediate family members (i.e., spouse, minor children, and adults living in the same household as the Access Person) within three (3) business days before and one (1) business day after any client transaction in the same security.

The Code also requires supervised persons to report any violations of the Code promptly to the CCO. Each supervised person receives a copy of the Code and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code during that year. Lido will provide a copy of its Code of Ethics to any client or prospective client upon request.

Consistent with the Code, the following is a summary of Lido’s potential conflicts of interest. Since inception, Lido has developed close business relationships with entities and individuals deemed to possess certain levels of experience, expertise, and results, among other things. As a general matter, Lido initiates and continues these relationships consistent with its fiduciary duty and, ultimately, to the benefit of its clients. As these relationships develop, deepen, and mature, actual, or potential conflicts of interest develop. Correspondingly, Lido has developed policies and procedures to identify, address, and remediate, to the extent possible, these actual or potential conflicts of interest, which are more fully described in detail below.

**Alternative Investments Allocation Practices.** The Non-Liquid Alternative Investments that Lido recommends are generally considered limited offerings due to a limited aggregate investment amount or total number of investors. In certain instances, there will be more clients interested in investing in these Alternative Investments than available offerings. Lido attempts to allocate client investments to these Alternative Investments fairly and equitably, including, but not limited to, assessing its clients’ overall total allocation to a specific Alternative Investment, reviewing an Alternative Investment’s investor capacity, underlying assets, projected and targeted returns, and risks, in undertaking recommendations to its clients. In addition, as clients’ individual financial wherewithal, sophistication, and risk tolerance



may vary, Lido's allocation recommendations may also be subjective. Not all clients who are interested in investing in Alternative Investments may have an opportunity to do so.

Finally, there may be instances where Lido principals invest in these Alternative Investments. These investments may result in clients not being able to invest due to the above-described limitations.

These situations present potential and actual conflicts of interest. Lido mitigates these potential and actual conflicts by having additional policies and procedures relating to Alternative Investment allocations, including, but not limited to, procedures establishing a defined "queue" arranging clients in chronological order based upon receipt of their investment commitment and consultation with Lido's CCO or designee to identify, discuss, and resolve any conflicts concerning acceptance of clients' investments outside of Lido's queue.

**Soft Dollars and Other Brokerage-related Compensation or Benefits.** From time to time, Lido will enter into soft dollar arrangements whereby brokerage transactions are directed to certain broker dealers in return for investment research products, services, or transition assistance. Although customary, these arrangements give rise to potential conflicts of interest, including the incentive to allocate securities transactional business to broker-dealers based on the receipt of such benefits rather than on a client's interest in receiving the most favorable trade execution. Additionally, Lido generally recommends that clients use Fidelity or Schwab as their custodial broker-dealer. Fidelity and Schwab make available to Lido other products and services that benefit Lido but do not directly benefit clients.

Lido has an incentive to recommend that clients maintain their assets in accounts at Fidelity or Schwab due to the benefit to Lido and the availability of some of the products and services provided, which creates potential conflicts of interest. In order to remediate this potential conflict, Lido conducts best execution analyses on at least an annual basis to determine, among other things, pricing and execution consistency for its clients. Further, Lido has and continues to explore additional custodial platforms in order to decrease any actual or perceived reliance on one custodian. See also Item 12 (Brokerage Practices).

## **B. Participation or Interest in Client Transactions**

Lido prohibits principal transactions or agency cross transactions on behalf of clients. Principal transactions occur where an adviser, acting as principal for its own account, buys securities from or sells securities to any client. Agency cross transactions occur where a person acts as an investment adviser in relation to a transaction in which the adviser, or an affiliate of the adviser, acts as broker for both the advisory client and for another person on the other side of the transaction, which may also be another advisory client. There are circumstances when appropriate where an agency or principal transaction may occur, upon CCO review and approval, typically in certain Private Funds. In those circumstances, Lido will provide pricing and disclosures to the respective clients. In all cases, neither Lido nor its affiliates receive any compensation relating to these principal or cross transactions.

Based upon a client's stated objectives, Lido may, under certain circumstances, recommend the purchase or sale of securities in which Lido or its affiliates have invested personally. These recommendations will only be made to the extent that they are reasonably believed to be in the best interests of the client. Importantly, as part of Lido's fiduciary duty to clients, Lido and its Access Persons will endeavor at all times to put the interests of the clients first and at all times are required to adhere to Lido's Code of Ethics. Lido and its Access Persons also invest personally in certain securities that are purchased for clients, including private funds. Lido's Code contains certain requirements designed to address the potential conflicts that arise with regard to personal trading by Lido or its Access Persons. For example, other than certain exceptions as outlined below, when Lido is purchasing or considering for purchase a security on behalf of a client, no Access Person may knowingly affect a transaction in that security within three (3) business days before and one (1) business day after any client transaction in the same security. The exceptions include: (i) when the Access Person's transaction is aggregated with client transactions and the Access Person receives the same average price as all client participating in such aggregated transaction, (ii) a limited amount of shares of any common stock listed on the Russell 1000 or S&P 500 Indices; (iii) when pre-approved by the CCO or designee; (iv) direct obligations of the Government of the U.S.; (v) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (vi) shares issued by mutual funds or money market funds; and (vii) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.



Finally, Lido permits its Access Persons to buy and sell certain securities for their own accounts and on their own behalf based on personal investment considerations. In order to do so, Access Persons must comply with Lido's Code of Ethics concerning personal securities transactions. Access Persons' personal securities transactions are separate and apart from Lido's trading on behalf of its clients. Access Persons' personal securities transactions are based on Access Persons' investment decisions, Lido's Code of Ethics, and corresponding policies and procedures designed to address and mitigate actual or potential conflicts of interests, including, but not limited to, pre-approval of certain personal securities transactions and quarterly and annual attestations by Access Persons of their securities holdings.

## Item 12: Brokerage Practices

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The following discussion summarizes the material aspects of Lido's practices for the recommendation of custodians and the selection of broker-dealers to execute client transactions.

### A. Selection Criteria

Lido does not maintain physical custody of clients' assets although we are deemed to have custody of client assets where the client has given us authority to debit fees from the client's account. Client assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. The qualified custodians that Lido recommends that clients use are National Financial Services LLC ("NFS"), Fidelity Brokerage Services LLC ("FBS") ("NFS" and "FBS", collectively, "Fidelity"), Charles Schwab & Co., Inc. ("Schwab"), and APEX Clearing, all of which are FINRA registered broker-dealers and members of Securities Investor Protection Corporation (SIPC). Lido is independently owned and operated and not affiliated with any of these broker-dealers. These broker-dealers will hold client assets in a brokerage account and buy and sell securities at Lido's instruction. While Lido recommends that clients use one of these custodians, the client will decide whether to open an account with one of them by entering into an account agreement directly with the selected custodian. Lido may facilitate but does not directly open the custodian account for clients.

Lido will execute transactions for clients through their appointed custodian since these custodians generally do not charge custodian fees so long as transactions for clients are executed through them as broker-dealer. Lido periodically evaluates the commissions charged and the services provided by the custodian and compares those with other broker-dealers to evaluate whether overall best qualitative execution could be achieved by using alternative custodians.

Other factors Lido considers when evaluating its choice of custodian include but are not limited to:

- Ability to trade mutual funds and other investments that Lido determines suitable for a client's portfolio;
- Any custodial relationship between the client and the broker-dealer;
- Quality of customer service and interaction with Lido;
- Discount transaction rates; and
- Reliability and financial stability of the broker-dealer.

For those clients who wish to direct brokerage and select broker dealers/custodians not recommended by Lido, clients should be aware that Lido does not negotiate specific brokerage commission rates with the broker on the client's behalf or seek better execution services or prices from other broker dealers. As a result, the client could pay higher commissions or receive less favorable net prices on transactions for their account than might otherwise be the case, and Lido will have limited ability to ensure that the broker dealer selected by the client will provide best possible execution. See also Item 12 (Brokerage Practices).

#### 1. Fidelity Custodian Arrangement

Lido has an arrangement with Fidelity that provides Lido with Fidelity's "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping, and related services that are intended to support intermediaries like Lido in conducting business and in serving the best interests of their clients but that benefit Lido. Lido is not affiliated with Fidelity.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt



securities transactions). Fidelity enables Lido to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. In certain circumstances, Fidelity does not charge commissions for trades. However, Fidelity's commissions and transaction fees may be higher or lower than those charged by other custodians and broker dealers. As part of the arrangement, Fidelity also makes available to Lido, at no additional charge, certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by Lido within specified parameters. Lido's use of these research and brokerage services may or may not directly or indirectly benefit clients.

Lido also receives certain no-cost services that do not directly benefit clients. As a result, Lido has an incentive to continue to use or expand the use of Fidelity's services, which creates a potential conflict of interest. Based on the foregoing and including, but not limited to, Fidelity's higher level customer service to both the client and Lido, technology capabilities, access to fixed income markets, lower trading costs comparable to its industry peers (and equivalent to our other chosen preferred custodians, Lido reviewed and continues to review this potential conflict at the onset of its relationship with Fidelity and has determined that the relationship consistent with its clients' best interest. A client may, however, pay a commission or transaction fee that is higher than another qualified broker dealer might charge for that same transaction. Lido has determined that the commission or transaction fee is reasonable in relation to the value of the brokerage and research services received.

## 2. Schwab Custodian Arrangement

The following highlights Lido's custodial relationship with Schwab:

- **Client Custody and Brokerage Costs:** For clients' accounts that Schwab maintains, Schwab is compensated by charging the client commissions or other fees on trades that it executes or that settle into the client's Schwab account. Schwab's commission rates applicable to client accounts were negotiated based on a commitment to maintain \$10 million of clients' assets at Schwab. This commitment benefits clients utilizing Schwab because the overall commission rates a client pays may be lower than they would be if Lido had not made the commitment. In certain circumstances, Schwab does not charge commissions for trades. In addition to commissions, Schwab charges custodial clients a flat dollar amount as a "prime broker" or "trade away" fee for each trade that Lido has had executed by a different broker dealer but where the securities bought or the funds from the securities sold are deposited (settled) into the client's Schwab account. These fees are in addition to the commissions or other compensation a client pays the executing broker dealer. Because of this, in order to minimize client trading costs, Lido has Schwab execute most trades for client accounts maintained at Schwab.
- **Products and Services Available to Lido from Schwab:** Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms. They provide Lido and the clients custodied at Schwab with access to its institutional brokerage, trading, custody, reporting and related services many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help Lido manage or administer Schwab-custodied client accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis and at no charge to Lido as long as Lido keeps a total of at least \$10 million of our clients' assets in accounts at Schwab.
- **Services that Benefit Lido's Clients:** Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which Lido might not otherwise have access or that would require a significantly higher minimum initial investment by clients. Schwab's services described in this paragraph generally benefit Lido Schwab-custodied client accounts.
- **Services that Do Not Directly Benefit Lido's Clients:** Schwab also makes available to Lido other products and services that benefit Lido but do not directly benefit Lido clients. These products and services assist Lido in managing and administering our clients' accounts maintained at Schwab. They include investment research, both Schwab's own and that of third parties. Lido can use this research to service all or a substantial number of our client accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that provide access to client account data (such as duplicate trade confirmations and account statements); facilitates trade execution and allocates aggregated trade orders for multiple client accounts; provides pricing and other market data; facilitates payment of our fees from our clients' accounts; and assists with back-office functions, record keeping and client reporting.



- **Services that Generally Benefit Only Lido:** Schwab also offers other services intended to help Lido manage and further develop our business enterprise. These services include educational conferences and events; technology, compliance, legal, and business consulting; publications and conferences on practice management and business succession; and access to employee benefits providers, human capital consultants and insurance providers. Schwab's provision of these services increases Lido's profitability as Lido would typically pay for these services from its operating revenue.

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services. Schwab also discounts or waives certain of its fees for some of these services or will pay all or a part of a third party's fees. Schwab also provides us with other benefits such as occasional business entertainment for our personnel.

Lido benefits from Schwab's services as those services are either little or no cost to Lido. Schwab provides these services at little or no cost as long as Lido maintains at least \$10 million in assets with Schwab. The \$10 million minimum gives Lido an incentive to recommend that a client maintain their account with Schwab. This is a potential conflict of interest. Based on the foregoing and including, but not limited to, Schwab's higher level of customer service to both the client and Lido, lower trading costs comparable to its industry peers and equivalent to our other chosen preferred custodians, Lido believes that its selection of Schwab as a recommended custodian and broker is consistent with the best interests of clients even in light of the low or no-cost services offered by other custodians.

### **3. Apex Clearing Corporation Custodian Arrangement**

Lido has an arrangement with Apex Clearing Corporation ("Apex") that provides Lido with Apex's brokerage and custodial services for primarily Lido Private Funds. Apex's services may also include administrative support, record keeping, and related services that are intended to support these funds. Apex may charge Lido brokerage commissions and other fees for effecting certain securities transactions. Lido is not affiliated with Apex.

### **4. U.S. Bank and Interactive Brokers**

Lido has an arrangement with U.S. Bank, which acts as OASDX's primary custodian, and Interactive Brokers, to effectuate purchases of U.S. Treasury securities and option trades, respectively. U.S. Bank and Interactive Brokers are not affiliated with each other and are independently and separately registered with FINRA as broker-dealers. Both charge brokerage commissions and other fees to Lido (and OASDX) and may also provide services that may also include administrative support, record keeping, and related services that are intended to support OASDX.

### **5. Additional Trading Practices**

In certain circumstances, Lido will "trade away" from its primary custodial relationships to achieve better pricing on behalf of its clients, among other things. In engaging in a broader market for the buying and selling of securities, Lido may or may not achieve better pricing or execution. Lido utilizes its judgment, within reason, to identify circumstances when trading away is more beneficial to its clients. There, however, may be circumstances where Lido fails to achieve these objectives by trading away, resulting in higher costs to the client. Lido seeks to mitigate this possibility by analyzing comparable pricing and best execution by its custodians on a per-trade and annual basis.

### **6. Additional Custodian Benefits**

From time to time, Lido's custodians will provide certain monetary and non-monetary compensation to facilitate the transition of clients ("Transition Assistance Payments") following Lido's acquisition of or merger with another registered investment adviser or the hiring of IARs and the IARs' teams. These Transition Assistance Payments are used only to reimburse Lido with direct or indirect costs relating to moving these clients and their corresponding accounts to a custodian and can include, but not limited to, third-party services utilized to, among other things, complete new custodial account and/or Lido-specific documents, fees relating to transferring client assets, or technology software, hardware, or services. These Transition Assistance Payments present actual conflicts of interest in that Lido may be influenced by the amount of Transition Assistance Payments in determining the custodian to utilize following a merger, acquisition, or hiring of advisors and their teams. These conflicts are remediated through Lido's longstanding relationships with its custodians, its familiarity for the custodian's services, an assessment of the clients' current and future requirements, and disclosure.



## **B. Best Execution**

Except as otherwise provided in the client's investment advisory agreement, Lido has full discretion to place buy and sell orders with or through such brokers-dealers as it deems appropriate. Lido's general policy is to place client trades with Fidelity, Schwab, or Apex, and Lido will continue to do so as long as Lido believes that the brokerage custodian is providing the best overall value for its clients, and they remain competitive in relation to executions and the cost of each transaction ("best execution").

Although Lido will seek, within reason, to achieve the best execution possible for client securities transactions, this does not require Lido to solicit competitive bids and Lido does not have an obligation to seek the lowest available commission cost. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a broker dealer's services, including among other things, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, while Lido will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client transactions. Lido is not required to negotiate "execution only" commission rates; thus, the client may be deemed to be paying for research and related services (i.e., "soft dollars") provided by the broker-dealer which are included in the commission rate.

To ensure that brokerage firms recommended by Lido are conducting overall best qualitative execution, Lido will periodically (and no less often than annually) evaluate its trading process and broker-dealer/custodian selections. Lido's evaluation will consider the full range of brokerage services offered by the broker-dealers, which may include, but is not limited to price, commission, timing, research, aggregated trades, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and settlement processing, use of automation, knowledge of other buyers or sellers and administrative ability.

### **1. Research and Other Soft Dollar Benefits**

Lido selects a broker-dealer in recognition of the value of various services or products, beyond transaction execution, that such broker-dealer provides where, considering all relevant factors, it believes the broker-dealer can provide best execution. Directing advisory clients to a broker-dealer in exchange for services or products provided to the investment adviser other than transaction execution is known as a "soft dollar" arrangement. The amount of compensation paid to such broker-dealer (which may include disclosed markups and markdowns on riskless principal transactions with market-makers if Lido were to conduct such transactions) may be higher than what another, equally capable broker-dealer might charge absent a soft dollar arrangement. Lido has from time to time and on a non-routine basis received soft dollars. The following discussion is intended to provide clients with certain important information regarding these practices, including the potential conflicts of interest that arise under soft dollar arrangements.

The receipt of these services and products benefit Lido, because Lido does not have to produce or pay for the research or other products or services when it obtains such products and services by using client commissions. Although customary, these arrangements present potential conflicts of interest in allocating securities transactional business to broker dealers in exchange for soft dollar benefits, including an incentive to select or recommend a broker dealer based on Lido's interest in receiving the research or other products or services, rather than based on clients' interest in receiving most favorable execution. Additionally, Lido may have an incentive to affect more transactions than might otherwise be the case in order to obtain those benefits. The agreements between Lido and its clients generally authorize Lido to use client soft dollars for a wide range of purposes. The extent of any such potential conflict depends in large part on the nature and uses of the services and products acquired with soft dollars.

Section 28(e) of the Securities Exchange Act of 1934 recognizes the potential conflicts of interest involved in this activity, but generally allows investment advisers to use client commissions to pay for certain research and brokerage products and services under certain circumstances without breaching their fiduciary duties to clients. For these purposes, "research" means services or products used to provide lawful and appropriate assistance to Lido in making investment decisions for its clients. "Brokerage" services and products are those used to effect securities transactions for Lido's clients or to assist in effecting those transactions.

Consistent with obtaining best execution, brokerage transactions have been in the past, and likely will in the future, be directed to certain broker dealers in return for investment research and brokerage products and services which assist Lido in its investment decision-making process. Lido can cause clients to pay commissions that are higher than those that



another qualified broker-dealer might charge to affect the same transaction where Lido determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research services received. Research and other products and services purchased with soft dollars will generally be used to service all of Lido's clients, but brokerage commissions paid by one client can be used to pay for research that is not used in managing that client's portfolio, as permitted by Section 28(e). In other words, there can be certain client accounts that benefit from the research services, which did not make the payment of commissions to the broker-dealer providing the services.

Brokerage services obtained with soft dollars can include, for example, quotation and communication equipment and services, other order management systems that provide trading software or provide connectivity to such software, trade analysis software, on-line pricing services, communication services relating to execution, clearing and settlement, and message services used to transmit orders.

Research and related services furnished by brokers can include, but are not limited to, written information and analyses concerning specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications; recommendations as to specific securities; portfolio evaluation services; financial database software and services; computerized news, pricing and statistical services; and discussions with research personnel, along with hardware, software, data bases and other technical and telecommunication services and equipment utilized in the investment management process. Research received by Lido under such soft dollar arrangements can include both proprietary research (created or developed by the broker dealer) and research created or developed by a third party.

As stated above, Lido recommends that clients establish brokerage accounts with Fidelity or Schwab to maintain custody of clients' assets and to affect trades in their accounts. Fidelity and Schwab are SEC-registered broker dealers and members of FINRA/SIPC. While there is no direct link between the investment advice given to clients and Lido's recommendation to use the custodial or brokerage services of these custodians, certain benefits are received by Lido due to this arrangement. See Item 14 (Client Referrals and Other Important Information).

## **2. Directed Brokerage**

If requested by a client, Lido may accept written directions from a client regarding the use of a particular broker-dealer to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that broker-dealer, and Lido will not seek better execution services or prices from other broker-dealers or be able to "batch" client transactions for execution through other broker-dealers with orders for other accounts managed by Lido (as described below). Lido will have limited ability to ensure the broker-dealer selected by the client will provide best possible execution. As a result, the client could pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Lido may decline a client's request to direct brokerage if, in Lido's sole discretion, these directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers.

## **C. Trade Aggregation and Allocation**

Transactions for each client will be initiated independently unless Lido decides to purchase or sell the same securities for several clients at approximately the same time. Lido performs investment management services for various clients, some of which may have similar investment objectives. Lido will aggregate sale and purchase orders with other clients, including proprietary (employee) accounts that have similar orders being made at the same time, if in Lido's judgment such aggregation is reasonably likely to result in an overall economic benefit to the affected accounts. These benefits can include better transaction prices and lower trade execution costs. Lido can (but is not obligated to) combine or "block" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Lido's clients any differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. If all aggregate orders do not fill at the same price, transactions will generally be averaged as to price and allocated among participating accounts pro rata to the purchase and sale orders placed for each participating account on any given day. If these orders cannot be fully executed under prevailing market conditions, Lido will allocate the securities traded among participating accounts and each similar order in a manner which it considers equitable, taking into consideration, among other things, the size of the orders placed, the relative cash positions of each account, clients' investment objectives, and liquidity of the security.





Currently, Lido advises one mutual fund, OASDX. If Lido launched additional Liquid Alternatives, Lido would aggregate and allocate transactions accordingly.

## **D. Alternative Investment Allocation**

Lido recommends investments in Alternative Investments, including private funds, to certain clients. Generally, these investments are available only to a limited number of sophisticated investors who meet the definitions of “accredited investor” under Regulation D of the Securities Act of 1933, as amended (the “Securities Act”) and “qualified client” under the Investment Advisers Act of 1940 or “qualified purchaser” under the Investment Company Act of 1940. Additionally, private funds are considered “limited offerings” since they only accept a limited amount of funds for investment.

When determining which clients should receive a recommendation to invest in a private fund, Lido considers a number of factors, including but not limited to, a client’s sophistication, risk tolerances and qualifications, investment objectives, and the amount of available assets. Lido’s goal is to allocate in a fair and balanced manner; however, given these differing factors, the allocation of investment opportunities in private funds to clients is mainly subjective and not all qualifying clients will be provided an investment opportunity. Additionally, there are times when Lido Access Persons invest in certain private funds that are recommended to clients. When this occurs, a potential conflict exists and to address the potential conflict Access Persons are required to receive prior written approval by the CCO.

Qualifying clients receiving a recommendation to invest in a private fund must read the offering or private placement memorandum prior to investing to fully understand the risks and potential conflicts pertaining to the private fund investment.

## **E. Brokerage for Client Referrals**

In selecting or recommending broker-dealers, Lido receives client referrals from a broker-dealer, which creates a potential conflict of interest. This is because Lido has an incentive to select or recommend a broker-dealer based on its interest in receiving client referrals rather than on the client’s interest in receiving most favorable execution. To mitigate this potential conflict, Lido reviews and monitors execution and services provided to all clients to help ensure that the client’s accounts are managed as effectively as possible and are receiving best execution.

## **Item 13: Review of Accounts**

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### **A. Periodic Reviews**

Lido’s Chief Investment Officer oversees Lido’s Investment Committee, which comprises members of Lido senior management provides additional oversight over these strategies. Lido reviews client assets and risk profiles on a periodic basis; IARs review client assets not less than annually. Accounts are reviewed for consistency with the investment strategy and other parameters set forth for the account and to determine if any adjustments need to be made.

Financial plans are reviewed only upon request unless Lido is retained to update the plan on a recurring basis.

### **B. Other Reviews and Triggering Factors**

In addition to the periodic reviews described above, reviews also are triggered by changes in an account holder’s reported personal, tax, or financial status. Other events that can trigger a review of an account are material changes in market conditions as well as macroeconomic and company-specific events. Clients are encouraged to promptly notify Lido and its advisory representatives of any changes in the client’s personal financial situation that might affect the client’s investment needs, objectives, risk tolerance, financial profile, or time horizon.



## C. Regular Reports

Custodian account statements are automatically generated by the custodian no less than quarterly and are sent directly from the account custodian to the client. The account statement reports the account positions, activity in the account over the covered period, and other related information, including all additions and withdraws from the account. Clients also receive confirmations following each account transaction unless receipt of confirmations has been waived. These reports are provided in written form sent from the custodian to the client and are also available upon request.

In addition to the regular statements clients receive from their custodian, Lido will provide detailed reports concerning relevant account and/or market-related information. Our client reports will generally consist of: (1) a list of client assets by class that includes the reported purchase date, name of security, number of shares, purchase price per share, current price per share, current market value and unrealized gain/loss; (2) the account performance; and (3) the total market value of the account(s). If a client has more than one account, the accounts are consolidated into one report. Lido reports are provided on at least an annual basis and are based on information received from the custodian or, in some instances, from the client or the client's other agents. Lido does not independently verify the accuracy of such reported information received from the custodian and/or client.

### **Clients are urged to compare the statements received from Lido to those received from the account custodian.**

For clients in private funds, those assets may not appear on their custodian statement (depending on the custodian), but they are included in account reports and statements provided by Lido. Lido's policy for valuing these types of securities is to rely upon the valuations provided by the operator/issuer of the holding. Lido does not independently verify the accuracy of such reported valuation information. There can be times when Lido does not receive an updated valuation prior to Lido sending account statements to clients. When this happens, Lido will report the last known valuation received by the issuer, or depending on circumstances, will provide a fair valuation estimate based on a good faith valuation determined by either Lido, the applicable issuer, or third-party firms. These fair valuations are unaudited and actual values can be higher or lower than the amount reported. See Item 5 (Fees and Compensation).

## Item 14: Client Referrals and Other Compensation

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### A. Economic Benefits Received

As discussed above, from time to time, Lido will enter into soft dollar arrangements whereby brokerage transactions are directed to certain broker dealers in return for investment research products or services which assist Lido in its investment decision-making process. The receipt of these services is deemed to be the receipt of an economic benefit by Lido, and although customary, these arrangements give rise to potential and actual conflicts of interest, including the incentive to allocate securities transactional business to a broker-dealer based on the receipt of these benefits rather than on a client's interest in receiving most favorable execution.

Additionally, Lido generally recommends that clients use Fidelity or Schwab as their custodian and broker of record and certain benefits are received by Lido due to these arrangements. Fidelity and Schwab make available to Lido other products and services that benefit Lido but do not benefit its clients' accounts. Some of these other products and services assist Lido in managing and administering clients' accounts. While as a fiduciary, Lido endeavors to act in its clients' best interests, Lido has an incentive to recommend that clients maintain their assets in accounts at Fidelity or Schwab due to the benefit to Lido and the availability of some of the products and services provided, which create a potential conflict of interest. In order to remediate this potential conflict, Lido conducts best execution analyses on at least an annual basis to determine, among other things, pricing and execution consistency for its clients. Further, Lido has and continues to explore additional custodial platforms in order to decrease any actual or perceived reliance on one custodian.

### B. Compensation for Client Referrals

From time to time, Lido will enter into promoter agreements with both affiliated and unaffiliated individuals and organizations that refer potential clients to Lido.



Where required, these agreements are in writing in accordance with the requirements under Rule 206(4)-1 of the Advisers Act. If a promoter introduces a potential client to Lido, Lido pays that promoter a fee. While the specific terms of each agreement may differ, generally, the compensation will be based upon Lido's engagement of the referred clients and the retention of those clients and calculated using a varying percentage of the fees paid to Lido by those clients. Lido also pays compensation to its employees for their referrals of potential Lido clients, which is disclosed to the referred Lido client. Any fee is paid solely from Lido's Asset Management fee and clients do not pay a higher fee as a result of the payment of referral fees. In accordance with Rule 206(4)-1 of the Advisers Act, promoters introducing a prospective client to Lido (unless specifically exempted in Rule 206(4)-1) are required to prominently disclose the nature of the relationship between such promoter and Lido, whether the promoter is a client or investor of Lido, details on the compensation paid for the promoter activities, and any material conflicts of interest on part of the promoter, among other details.

## 1. Fidelity Custodian Arrangement

Lido participates in the Fidelity Wealth Advisor Solutions® Program (the "WAS Program"), through which Lido receives referrals from Fidelity Personal and Workplace Advisors LLC (FPWA), a registered investment adviser and Fidelity Investments company. Lido is independent and not affiliated with FPWA or any Fidelity Investments company. FPWA does not supervise or control Lido, and FPWA has no responsibility or oversight for Lido's provision of investment management or other advisory services.

Under the WAS Program, FPWA acts as a solicitor for Lido, and Lido pays referral fees to FPWA for each referral received based on Lido's assets under management attributable to each client referred by FPWA or members of each client's household. The WAS Program is designed to help investors find an independent investment advisor, and any referral from FPWA to Lido does not constitute a recommendation or endorsement by FPWA of Lido's particular investment management services or strategies. More specifically, Lido pays the following amounts to FPWA for referrals: the sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed income" assets by FPWA and (ii) an annual percentage of 0.25% of all other assets held in client accounts. In addition, Lido has agreed to pay FPWA an annual program fee of \$50,000 to participate in the WAS Program.

### **These referral fees are paid by Lido and not the client.**

To receive referrals from the WAS Program, Lido must meet certain minimum participation criteria, but Lido may have been selected for participation in the WAS Program as a result of its other business relationships with FPWA and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"). As a result of its participation in the WAS Program, Lido will have a potential conflict of interest with respect to its decision to use certain affiliates of FPWA, including FBS, for execution, custody and clearing for certain client accounts, and Lido may have a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to Lido as part of the WAS Program. Under an agreement with FPWA, Lido has agreed that Lido will not charge clients more than the standard range of advisory fees disclosed in its Form ADV 2A Brochure to cover solicitation fees paid to FPWA as part of the WAS Program. Pursuant to these arrangements, Lido has agreed not to solicit clients to transfer their brokerage accounts from affiliates of FPWA or establish brokerage accounts at other custodians for referred clients other than when Lido's fiduciary duties would so require, and Lido has agreed to pay FPWA a one-time fee equal to 0.75% of the assets in a client account that is transferred from FPWA's affiliates to another custodian; therefore, Lido may have an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of FPWA. However, participation in the WAS Program does not limit Lido's duty to select brokers on the basis of best execution.

## 2. Charles Schwab Custodian Arrangement

Lido receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through Lido's participation in Schwab Advisor Network® ("the Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with Lido. Schwab does not supervise Lido and has no responsibility for Lido's management of clients' portfolios or Advisor's other advice or services. Lido pays Schwab fees to receive client referrals through the Service. Lido's participation in the Service raises potential conflicts of interest described below.

Lido pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a separate one-time Transfer Fee on all accounts that are transferred to another custodian. The Transfer Fee creates a conflict of interest that encourages Lido to recommend that client accounts be held in custody at Schwab. The



Participation Fee paid by Lido is a percentage of the value of the assets in the client's account. Lido pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee and any Transfer fee is paid by Lido and not by the client. Lido has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs Lido charges clients with similar portfolios who were not referred through the Service.

The Participation and Transfer Fees are based on assets in accounts of Lido's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, Lido will have incentives to recommend that client accounts and household members of clients referred through the Service maintain custody of their accounts at Schwab.

## C. Other Compensation

Certain Lido IARs have outside business activities with affiliated and unaffiliated registered investment advisers and other firms. Consequently, these activities create potential and actual conflicts of interest. Please refer to Item 10 for detailed information, including on the conflicts surrounding these activities and how they are addressed, and the respective Lido IAR's Form ADV Part 2B (Supplemental Brochure), which is provided to new clients at the time of engagement.

## D. Testimonials and Endorsements

From time to time, Lido will enter into written agreements with third parties (commonly referred to as "promoters") to provide endorsements<sup>11</sup> and refer clients to Lido for compensation. When engaging such third parties, Lido will comply with the requirements of Rule 206(4)-1 of the Advisers Act, which includes, among other things, ensuring that the promoters are not otherwise disqualified and are providing specific disclosures to prospects and clients regarding the arrangements. Although the specific terms of each agreement may differ, Lido will generally provide compensation to these promoters based on a portion of the Asset Management fee, when a prospective client becomes a client, and the duration of the client relationship with Lido. This type of arrangement creates a conflict of interest since the promoters have an incentive to endorse Lido.

Lido also provides compensation to its employees and affiliates when they refer a new client to the Firm. Although this compensation is not directly tied to new clients' Asset Management fee, a conflict of interest exists as employees and affiliates may be incentivized to refer clients based on the receipt of compensation.

To address these conflicts, disclosures are provided to prospects and clients regarding the third-party promoter arrangements, including information on the compensation paid and any conflicts surrounding the arrangement. Lido also maintains policies and procedures pertaining to third-party promoter arrangements and compensation paid to employees for client referrals.

## Item 15: Custody

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Pursuant to Rule 206(4)-2 of the Advisers Act ("Custody Rule"), Lido is deemed to have custody of client funds, with details outlined in Item 9 of Form ADV Part 1. To mitigate any potential and actual conflicts of interests, Lido will, when possible, maintain client assets with an independent qualified custodian. In certain instances, certain client assets cannot be held by such custodians. In these circumstances, Lido will identify additional necessary procedures, such as annual surprise examinations or causing a Lido Private Fund to have its financial statements audited by an independent public accountant that is registered with, and subject to inspection by, the Public Company Accounting Oversight Board, consistent with its obligations under the Custody Rule.

There are specific situations where Lido may be deemed to have custody of client assets, such as by virtue of its affiliation with Enterprise Trust & Investment Company, and in cases where certain representatives of Lido act as trustees of client

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<sup>11</sup> "Endorsement" means any statement by a person other than a current client or investor in a private fund advised by the investment adviser that: (i) Indicates approval, support, or recommendation of the investment adviser or its supervised persons or describes that person's experience with the investment adviser or its supervised persons; (ii) Directly or indirectly solicits any current or prospective client or investor to be a client of, or an investor in a private fund advised by, the investment adviser; or (iii) Refers any current or prospective client or investor to be a client of, or an investor in a private fund advised by, the investment adviser.



accounts in their personal capacity. In these cases, Lido engages an independent accounting firm to perform appropriate procedures consistent with Lido's regulatory obligations.

Generally, Lido recommends Fidelity, Schwab, or Apex for custodial services, but from time to time, other custodians may be accepted by Lido for custody of client assets. In the case of asset management services utilizing a TPAM, the TPAM may select the custodian.

Notably, in most cases a client's broker-dealer also acts as the custodian of the client's assets for little or no extra cost. Clients should be aware, however, of the differences between having their assets held at a broker-dealer versus at a bank or trust company. Some of these differences include, but are not limited to, custodian costs, trading issues, security of assets, client reporting and technology, and the difference in the Securities Investor Protection Corporation ("SIPC") protection that protects against certain types of loss of cash and securities at a financially troubled SIPC-member broker-dealer versus the protection for cash at a Federal Deposit Insurance Corporation (FDIC) insured banking institution, to the extent provided for under the SIPC or FDIC coverage rules. It is a client's responsibility to monitor their total deposits to determine the extent of their SIPC or FDIC insurance coverage available to them, and Lido does not conduct that monitoring for clients.

Lido will only implement its investment management recommendations after the client has arranged for and furnished Lido with all information and authorization regarding its accounts held at the designated qualified custodian.

Clients will receive statements on at least a quarterly basis directly from the qualified custodian that holds and maintains their assets. Clients are urged to carefully review all custodial statements and compare them to the statements provided by Lido. Lido's statements vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. See also Item 12 (Brokerage Practices).

Lido is deemed to have "custody" of the pooled investment vehicles that Lido advises, e.g. Lido Private Funds, within the meaning of the Custody Rule. Lido provides each investor in Lido Private Funds with audited financial statements within 120 days (or within the required timeframe) following each Lido Private Fund's fiscal year-end to comply with this rule.

## **Item 16: Investment Discretion**

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### **A. Discretionary Authority; Limitations**

Lido performs services generally on a discretionary basis, unless otherwise agreed upon at the inception of the client relationship and memorialized in the Agreement or otherwise subsequently instructed by the client in writing. In exercising its discretionary authority, Lido has the ability to determine the type and quantity of securities to be transacted and whether a client's purchase or sale should be aggregated with those of other clients and traded as a "block". This discretion is to be exercised in a manner consistent with each client's investment objectives, risk tolerance, financial profile, and time horizon. In addition, Lido's authority to trade securities can be limited in certain circumstances by applicable legal and regulatory requirements, as well as Lido's compliance policies and procedures. Clients are permitted to impose reasonable limitations on Lido's discretionary authority, including restrictions on investing in certain securities or types of securities. All limitations, restrictions, and investment guidelines must be provided to Lido in writing and accepted by Lido.

### **B. Limited Power of Attorney**

For discretionary accounts, clients authorize Lido to exercise full discretionary authority on all investment transactions in their designated accounts upon execution of the Agreement. Among other things, the Agreement designates Lido as the client's attorney-in-fact with discretionary authority to conduct investment transactions, including, but not limited to, instructing third parties in furtherance of such authority. Should a client desire to limit Lido's authority, either by designating an account as non-discretionary or with other specific limitations, the client must do so in writing.



## Item 17: Voting Client Securities

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With the exception of OASDX, Lido's policy and practice is to not vote proxies on behalf of its clients and therefore, shall have no obligation or authority to take any action or render any advice with respect to the voting of proxies solicited by or with respect to issuers of securities held in a client's account. Lido may vote proxies for certain former CFM clients under limited circumstances and duration following Lido's acquisition of CFM. Given that Lido may vote proxies for certain clients and not others, this may, under certain circumstances, result in actual conflicts of interest. These conflicts are remediated, in part, as a significant proportion of OASDX's holdings do not generally serve proxies, OASDX has a defined proxy voting policy, and CFM employs, for those select clients, an independent company that recommends proxy voting. For a copy of Lido's proxy voting policy, please contact Lido directly at [compliance@lidoadvisors.com](mailto:compliance@lidoadvisors.com).

Consequently, the client retains the responsibility for receiving and voting all proxies for securities held within the client's account. Lido shall not be deemed to have proxy voting authority solely as a result of providing advice or information about a particular proxy vote to a client unless the account is an ERISA account, and such authority has not been delegated to another named fiduciary in the plan's written documents. Furthermore, in the case of ERISA clients, while Lido generally does not vote proxies for ERISA client accounts, should proxy materials be forwarded on to Lido at the request of the plan sponsor, Lido will strive to vote the proxy in the best interest of the client. A copy of Lido's proxy voting record and policies are available upon written request by the plan sponsor.

Lido typically does not advise or act for clients with respect to any legal matters, including bankruptcies and class actions, for the securities held in clients' accounts.

### A. Proxies Specific to OASDX

Lido invests a majority of OASDX's assets in securities that do not generally serve proxies under the reliance of Section 12(d)(1)(F) of the Investment Company Act of 1940, as amended (the "1940 Act"). In accordance with Section 12(d)(1)(F) of the 1940 Act and as outlined in OASDX's Statement of Additional Information, for any proxy vote with respect to shares of another investment company purchased and held by OASDX under Section 12(d)(1)(F), OASDX will vote such shares in the same proportion as the vote of all other holders of such securities.

Lido expects to choose not to vote proxies in certain situations, such as where Lido deems the cost of voting would exceed any anticipated benefit to OASDX, or where a proxy is received for a security no longer held due to its sale in OASDX's portfolio.

## Item 18: Financial Information

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Lido does not require or solicit prepayment of more than \$1,200 in Asset Management fees per client, six months or more in advance and therefore is not required to provide, and has not provided, a balance sheet. Lido does not have any financial commitments that impair its ability to meet contractual and fiduciary obligations to clients and has not been the subject of a bankruptcy proceeding.