

# Disclosure Brochure

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

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Additional information about Nottingham Advisors, Inc. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Contact: Karen Washbon, Chief Compliance Officer 716-633-3800 and [karen.washbon@nottinghamfg.com](mailto:karen.washbon@nottinghamfg.com).

## Item 2. Material Changes

This Item discusses only the material changes that have occurred since Nottingham Advisors filed its annual amendment to Form ADV on March 29, 2024. The Firm updated Item 10 to disclose the following:

As of August 29, 2025, Karen Washbon is the Firm's Chief Compliance Officer (CCO).

Charles Perrillo has been appointed as President & CEO of the Registrant.

There will be times where Supervised Persons of Nottingham Advisors work directly with other affiliates in providing, or soliciting, services to clients of those affiliates. This can be done under the general business name of Nottingham Wealth and or Nottingham Financial Group. When providing services under Nottingham Financial Group, the services are provided by the Firm or its affiliates and the standard of care and services will depend on the affiliate providing the services and the agreement with the client. Where a Supervised Person is involved in soliciting clients with another affiliate, there is a conflict of interest should that Supervised Person or affiliate recommend the services of Nottingham Advisors or if Nottingham Advisors recommend the services of an affiliate. Items 12 and 15 were updated to disclose that Nottingham Trust will have custody of some client assets and that the Firm will receive the internal control report required under the Investment Advisers Act custody rule.

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## Item 4. Advisory Business

Nottingham Advisors (“Firm”), a wholly-owned subsidiary of Community Bank N.A., has been in business as an SEC registered investment adviser since September 1982. Among other services, the Firm offers asset management and investment advisory services through the use of separately managed accounts to individuals, trusts, corporations, foundations, endowments, and pension funds.

As of December 31, 2024, the Firm had \$ 1,651,666,071 in assets under management, \$1,600,101,534 of which was managed on a discretionary basis and \$51,564,537 of which was managed on a non-discretionary basis.

Prior to engaging Nottingham Advisors to provide any of the foregoing investment advisory services, the client is required to enter into a written agreement with Nottingham Advisors setting forth the relevant terms and conditions under which Nottingham Advisors renders its services (the “*Agreement*”). In addition, Nottingham Advisors claims compliance with the Global Investment Performance Standards (“GIPS®”). GIPS is a voluntary set of investment performance measurement standards that seek to provide assurances for investors who want reliable performance metrics based on the principles of fair representations and full disclosure. To claim compliance, an investment firm must demonstrate adherence to comprehensive and rigorous rules governing input data, calculation methodology, composite construction, disclosures, presentation, and reporting.

This Disclosure Brochure describes the business of Nottingham Advisors. Certain sections also describe the activities of the Firm’s Supervised Persons, which refer to Nottingham Advisors’ officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees, and all other persons who provide investment advice on the Firm’s behalf and are subject to the Firm’s supervision.

### Financial Planning and Investment Consulting Services

Nottingham Advisors provides certain advisory clients with a range of financial planning and investment consulting services.

The Firm’s financial planning services include, but are not limited to, retirement planning, insurance needs, tax planning, cash flow forecasts, and estate planning. In addition, Nottingham Advisors’ investment consulting services involve the Firm taking a largely consultative role advising on the management of its clients’ assets, which may include functions such as portfolio construction, risk management assessment and asset allocation optimization, amongst others. Generally, these services are provided pursuant to specialized engagements individually negotiated with Nottingham Advisors’ clients based upon their specific needs and objectives.

In performing its services, Nottingham Advisors is not required to verify any information received from the client or from the client's other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. The Firm will recommend the services of itself and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Nottingham Advisors recommends its own services. Clients remain under no obligation to act upon any of the recommendations made by Nottingham Advisors under a consulting engagement or to engage the services of any such recommended professional, including Nottingham Advisors itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of Nottingham Advisors' recommendations. Clients are advised that it remains their responsibility to promptly notify Nottingham Advisors if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising the Firm's previous recommendations and/or services.

### **Investment Management Services**

The Firm provides discretionary and non-discretionary investment advisory services on a fee basis as discussed at Item 5 below. Before engaging the Firm to provide investment advisory services, clients are generally required to enter into an Investment Advisory Agreement with the Firm setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the fee that is due from the client. To commence the investment advisory process, the Firm will ascertain each client's investment objective(s) and then allocate the client's assets consistent with the client's designated investment objective(s). Once allocated, the Firm provides ongoing supervision of the account(s).

For individual retail (i.e., non-institutional) clients, the Firm's annual investment advisory fee shall generally (exceptions can occur-see below) include investment advisory services, and, to the extent specifically requested by the client, financial planning and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined in the sole discretion of the Firm), the Firm may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

Nottingham Advisors primarily allocates clients' investment management assets among various exchange-traded funds ("ETFs"), mutual funds, individual debt and equity securities, and options, in accordance with its clients' individual investment objectives. In addition, the Firm recommends that certain clients who qualify as "accredited investors," as defined under Rule 501 of the Securities Act of 1933, invest in private placement securities, which includes debt, equity, and/or pooled investment vehicles, when consistent with the clients' investment objectives. Nottingham Advisors also provides advice about any legacy positions or investments otherwise held in its clients' accounts, however, clients should not assume that these assets are being continuously monitored or otherwise advised on by the Firm unless specifically agreed upon.

Nottingham Advisors also renders investment management services to clients relative to their individual employer-sponsored retirement plans, 529 plans, and other products that are not held by the client's primary custodian. In so doing, Nottingham Advisors either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product's provider.

Nottingham Advisors tailors its advisory services to the individual needs of clients. Nottingham Advisors consults with clients on an initial and ongoing basis to develop and maintain an Investment Policy Statement, which determines risk tolerance, time horizon and other factors that may impact the clients' investment needs. Nottingham Advisors ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify Nottingham Advisors if there are changes in their financial situations or investment objectives, or if they wish to impose reasonable restrictions upon the Firm's management

Limitations of Financial Planning and Non-Investment Consulting/Implementation Services. To the extent requested by the client, the Firm will generally provide financial planning and related consulting services regarding matters such as tax and estate planning, insurance, etc. The Firm will generally provide such consulting services inclusive of its advisory fee set forth at Item 5 below (exceptions could occur based upon assets under management, extraordinary matters, special projects, stand-alone planning engagements, etc. for which Firm may charge a separate or additional fee). Please Note: The Firm believes that it is important for the client to address financial planning issues on an ongoing basis. The Firm's advisory fee, as set forth at Item 5 below, will remain the same regardless of whether or not the client determines to address financial planning issues with the Firm. Please Also Note: The Firm does not serve as an attorney, accountant, or insurance agent, and no portion of our services should be construed as same. Accordingly, the Firm does not prepare legal documents or tax returns, nor does it offer or sell insurance products. To the extent requested by a client, we may recommend the services of other professionals for non-investment implementation purpose (i.e., attorneys, accountants, insurance, etc.). The client is not under any obligation to engage any such professional(s). The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Firm and/or its representatives. If the client engages any professional (i.e., attorney, accountant, insurance agent, etc.), recommended or otherwise, and a dispute arises thereafter relative to such engagement, the engaged professional shall remain exclusively responsible for resolving any such dispute with the client. At all times, the engaged licensed professional[s] (i.e., attorney, accountant, insurance agent, etc.), and not the Firm, shall be responsible for the quality and competency of the services provided.

Clients may impose reasonable restrictions or mandates on the management of their account (e.g., require that a portion of their assets be invested in socially responsible funds) if Nottingham Advisors determines,

in its sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

**Custodian Charges-Additional Fees.** As discussed below at Item 12 below, when requested to recommend a broker-dealer/custodian for client accounts, the Firm generally recommends that Schwab serve as the broker-dealer/custodian for client investment management assets. The specific broker-dealer/custodian recommended could depend upon the scope and nature of the services required by the client. Broker-dealers such as Schwab charge brokerage commissions, transaction, and/or other type fees for effecting certain types of securities transactions (i.e., including transaction fees for certain mutual funds, dealer spreads, and mark-ups and mark-downs charged for fixed income transactions, etc.). The types of securities for which transaction fees, commissions, and/or other type fees (as well as the amount of those fees) shall differ depending upon the broker-dealer/custodian. While certain custodians, including Schwab, generally (with exceptions) do not currently charge fees on individual equity transactions (including ETFs), others do. Please Note: there can be no assurance that Schwab will not change its transaction fee pricing in the future. Please Also Note: Schwab may also assess fees to clients who elect to receive trade confirmations and account statements by regular mail rather than electronically.

**Tradeaways.** When beneficial to the client, individual fixed-income and/or equity transactions may be effected through broker-dealers with whom the Firm and/or the client have entered into arrangements for prime brokerage clearing services, including effecting certain client transactions through other SEC registered and FINRA member broker-dealers (in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a “trade-away” fee charged by Schwab). The above fees/charges are in addition to the Firm’s investment advisory fee at Item 5 below. The Firm does not receive any portion of these fees/charges.

### **Sub-Advisory Services**

A sub-advisory relationship occurs when Nottingham Advisors enters into an agreement with an unaffiliated registered investment adviser and/or other financial advisors (“the Delegating Advisor”) to provide discretionary portfolio management on a continuous basis to certain of the Delegating Firm’s clients (each a “Sub-Advisory Client”). For such relationships, Nottingham Advisors will place, per the written agreement between Nottingham Advisors and the Delegating Advisor, orders for the execution of all investment transactions for the Sub-Advisory Clients’ with the broker-dealer(s) or platform(s) specified by the Delegating Advisor, but subject to the disclosures in this Brochure. Nottingham Advisors provides such management consistent with each Sub-Advisory Client’s individual stated goals, objectives and risk tolerances, as provided to Nottingham Advisors by the Delegating Advisor. Sub-Advisory Clients incur fees related to both Nottingham Advisors’ sub-advisory services and the on-going services provided by the Delegating Advisor. Such fees may be higher than a Sub-Advisory client would otherwise pay in the event

they engaged Nottingham directly.

### **Investment Model Services**

Nottingham Advisors licenses investment models to third party investment advisers and turnkey asset management platform (“TAMP”) providers, which enables those third parties to trade their clients’ assets pursuant to the Firm’s investment models.

### **Retirement Plan Consulting Services**

Nottingham Advisors provides various consulting services to qualified employee benefit plans and their fiduciaries. This suite of institutional services is designed to assist plan sponsors in structuring, managing and optimizing their corporate retirement plans. Each engagement is individually negotiated and customized, and includes any or all of the following services: Plan Design and Strategy; Plan Review and Evaluation; Executive Planning & Benefits, Investment Selection, Plan Fee and Cost Analysis, Plan Committee Consultation, Fiduciary and Compliance, and Participant Education.

As disclosed in the Advisory Agreement, certain of the foregoing services are provided by Nottingham Advisors as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). In accordance with ERISA Section 408(b)(2), each plan sponsor is provided with a written description of Nottingham Advisors’ fiduciary status, the specific services to be rendered and all direct and indirect compensation the Firm reasonably expects under the engagement.

**Retirement Rollovers-Potential for Conflict of Interest.** A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer’s plan, if permitted, (ii) roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account (“IRA”), or (iv) cash out the account value (which could, depending upon the client’s age, result in adverse tax consequences). If the Firm recommends that a client roll over their retirement plan assets into an account to be managed by the Firm, such a recommendation creates a conflict of interest if the Firm will earn new (or increase its current) compensation as a result of the rollover. If the Firm provides a recommendation as to whether a client should engage in a rollover or not (whether it is from an employer’s plan or an existing IRA), the Firm is acting as a fiduciary 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. No client is under any obligation to roll over retirement plan assets to an account managed by the Firm, whether it is from an employer’s plan or an existing IRA.

**Use of Mutual and Exchange Traded Funds.** Most mutual funds and exchange traded funds are available directly to the public. Therefore, a prospective client can obtain many of the funds that may be utilized by

the Firm independent of engaging the Firm as an investment advisor. However, if a prospective client determines to do so, he/she will not receive the Firm's initial and ongoing investment advisory services. In addition to the Firm's investment advisory fee described below, and transaction and/or custodial fees discussed below, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses).

**Portfolio Activity.** The Firm has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, the Firm will review client portfolios on an ongoing basis to determine if any changes are necessary based upon various factors, including, but not limited to, investment performance, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when the Firm determines that changes to a client's portfolio are neither necessary nor prudent. Clients nonetheless remain subject to the fees described in Item 5 below during periods of account inactivity.

**Non-Discretionary Service Limitations.** Clients that determine to engage the Firm on a non-discretionary investment advisory basis must be willing to accept that the Firm cannot affect any account transactions without obtaining prior consent to any such transaction(s) from the client. Thus, in the event that the Firm would like to make a transaction for a client's account (including an individual hold holding or in the event of general market correction), and the client is unavailable, the Firm will be unable to effect the account transaction(s) (as it would for its discretionary clients) without first obtaining the client's consent.

**Structured Notes.** The Firm may purchase structured notes for client accounts. A structured note is a financial instrument that combines two elements, a debt security and exposure to an underlying asset or assets. It is essentially a note, carrying counter party risk of the issuer. However, the return on the note is linked to the return of an underlying index or security (such as the S&P 500 Index). It is this latter feature that makes structured products unique, as the payout can be used to provide some degree of principal protection, leveraged returns (but usually with some cap on the maximum return), and be tailored to a specific market or economic view. In addition, investors may receive long-term capital gains tax treatment if certain underlying conditions are met and the note is held for more than one year. Finally, structured notes may also have liquidity constraints, such that the sale thereof prior to maturity may be limited.

**Orion Planning Platform.** The Firm may provide its clients with access to an online platform hosted by "Orion Planning" ("Orion"). The Orion platform allows a client to view their complete asset allocation, including those assets that the Firm does not manage (the "Excluded Assets"). The Firm, in conjunction with the services provided by Orion, may also provide periodic comprehensive reporting services which can incorporate all of the client's investment assets, including a client's Excluded Assets.

The Firm does not provide investment management, monitoring, or implementation services for the Excluded Assets. Therefore, the Firm shall not be responsible for the investment performance of the Excluded Assets. Rather, the client and/or their advisor(s) that maintain management authority for the Excluded Assets, and not the Firm, shall be exclusively responsible for such investment performance. The client may choose to engage the Firm to manage some or all of the Excluded Assets pursuant to the terms and conditions of an Investment Advisory Agreement between the Firm and the client.

**Cash Positions.** The Firm continues to treat cash as an asset class. As such, unless determined to the contrary by the Firm, all cash positions (money markets, etc.) shall continue to be included as part of assets under management for purposes of calculating the Firm's advisory fee. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being no guarantee that such anticipated market conditions/events will occur), the Firm may maintain cash positions for defensive purposes. In addition, while assets are maintained in cash, such amounts could miss market advances. Depending upon current yields, at any point in time, the Firm's advisory fee could exceed the interest paid by the client's money market fund.

**Cash Sweep Accounts.** Certain account custodians can require that cash proceeds from account transactions or new deposits, be swept to and/or initially maintained in a specific custodian designated sweep account. The yield on the sweep account will generally be lower than those available for other money market accounts. When this occurs, to help mitigate the corresponding yield dispersion the Firm shall (usually within 30 days thereafter) generally (with exceptions) purchase a higher yielding money market fund (or other type security) available on the custodian's platform, unless the Firm reasonably anticipates that it will utilize the cash proceeds during the subsequent 30-day period to purchase additional investments for the client's account. Exceptions and/or modifications can and will occur with respect to all or a portion of the cash balances for various reasons, including, but not limited to the amount of dispersion between the sweep account and a money market fund, the size of the cash balance, an indication from the client of an imminent need for such cash, or the client has a demonstrated history of writing checks from the account.

The above does not apply to the cash component maintained within a Firm actively managed investment strategy (the cash balances for which shall generally remain in the custodian designated cash sweep account), an indication from the client of a need for access to such cash, assets allocated to an unaffiliated investment manager and cash balances maintained for fee billing purposes.

The client shall remain exclusively responsible for yield dispersion/cash balance decisions and corresponding transactions for cash balances maintained in any Firm unmanaged accounts.

**Socially Responsible (ESG) Investing Limitations.** Socially Responsible Investing involves the incorporation of Environmental, Social and Governance ("ESG") considerations into the investment due

diligence process. ESG investing incorporates a set of criteria/factors used in evaluating potential investments: Environmental (i.e., considers how a company safeguards the environment); Social (i.e., the manner in which a company manages relationships with its employees, customers, and the communities in which it operates); and Governance (i.e., company management considerations). The number of companies that meet an acceptable ESG mandate can be limited when compared to those that do not, and could underperform broad market indices. Investors must accept these limitations, including potential for underperformance. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by the Firm), there can be no assurance that investment in ESG securities or funds will be profitable, or prove successful. The Firm generally relies on the assessments undertaken by the unaffiliated mutual fund, exchange traded fund or separate account manager to determine that the fund's or portfolio's underlying company securities meet a socially responsible mandate. Client Obligations. In performing its services, the Firm shall not be required to verify any information received from the client or from the client's other professionals and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify the Firm if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising the Firm's previous recommendations and/or services.

**Cybersecurity Risk.** The information technology systems and networks that the Firm and its third-party service providers use to provide services to the Firm's clients employ various controls that are designed to prevent cybersecurity incidents stemming from intentional or unintentional actions that could cause significant interruptions in the Firm's operations and/or result in the unauthorized acquisition or use of clients' confidential or non-public personal information.

In accordance with Regulation S-P, the Firm is committed to protecting the privacy and security of its clients' non-public personal information by implementing appropriate administrative, technical, and physical safeguards. The Firm has established processes to mitigate the risks of cybersecurity incidents, including the requirement to restrict access to such sensitive data and to monitor its systems for potential breaches. Clients and the Firm are nonetheless subject to the risk of cybersecurity incidents that could ultimately cause them to incur financial losses and/or other adverse consequences.

Although the Firm has established processes to reduce the risk of cybersecurity incidents, there is no guarantee that these efforts will always be successful, especially considering that the Firm does not control the cybersecurity measures and policies employed by third-party service providers, issuers of securities, broker-dealers, qualified custodians, governmental and other regulatory authorities, exchanges, and other financial market operators and providers. In compliance with Regulation S-P, the Firm will notify clients in the event of a data breach involving their non-public personal information as required by applicable state and federal laws.

Disclosure Statement. A copy of the Firm's written Brochure and Client Relationship Summary, as set forth on Part 2 of Form ADV and Form CRS respectively, shall be provided to each client prior to, or contemporaneously with, the execution of the Investment Advisory Agreement or Planning and Consulting Agreement.

The Firm participates as a portfolio manager to unaffiliated wrap programs. The Firm neither sponsors, nor recommends, wrap account programs. Under a wrap program, the wrap program sponsor arranges for the investor participant to receive investment advisory services, the execution of securities brokerage transactions, custody and reporting services for a single specified fee. In the event that the Firm is engaged to provide investment advisory services as part of an unaffiliated wrap-fee program, the Firm will be unable to negotiate commissions and/or transaction costs. The program sponsor will determine the broker-dealer through which transactions must be effected, and the amount of transaction fees and/or commissions to be charged to the participant investor accounts. Participation in a wrap program may cost the participant more or less than purchasing such services separately. Higher fees adversely impact account performance.

As of December 31, 2024, the Firm had \$1,600,101,534 in assets under management on a discretionary basis and \$51,564,537 on a non-discretionary basis.

Fee Dispersion. The Firm, in its discretion, may charge a lesser or higher investment advisory fee, charge a flat fee, waive applicable minimum asset or minimum fee levels, waive its fee entirely, or charge fee on a different interval, based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, complexity of the engagement, anticipated services to be rendered, grandfathered fee schedules, employees and family members, courtesy accounts, referrals from existing clients, competition, negotiations with client, etc.). Please Note: As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

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

Nottingham Advisors offers its services on a fee basis, which includes fixed fees and fees based upon a percentage of assets under management.

### **Financial Planning and Investment Consulting Fees**

Nottingham Advisors charges a fixed fee to provide financial planning and/or consulting services. These fees are negotiable, but generally range from \$500 to \$4,000 per quarter, depending upon the level and scope of the services. Prior to engaging Nottingham Advisors to provide financial planning and/or

consulting services, the client is required to enter into the *Agreement* with Nottingham Advisors setting forth the relevant terms and conditions of the engagement.

### Investment Management Fees

Nottingham Advisors provides investment management services for an annual fee based upon the amount of assets being managed by Nottingham Advisors. The annual fee varies between 50 and 100 basis points (0.50% – 1.00%), depending upon the level of assets under management, as follows:

| <u>PORTFOLIO VALUE</u>    | <u>BASE FEE</u> |
|---------------------------|-----------------|
| Up to \$1,000,000         | 1.00%           |
| \$1,000,001 – \$2,000,000 | 0.75%           |
| Above \$2,000,000         | 0.50%           |

Nottingham Advisors' annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by Nottingham Advisors on the last day of the previous quarter. Nottingham Advisors' annual fee is exclusive of and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Nottingham Advisors does not, however, receive any portion of these commissions, fees, and costs.

Clients are advised that a conflict of interest exists for the Firm to recommend that clients engage Nottingham Advisors for additional services for compensation, including rolling over retirement accounts or moving other assets to the Firm's management. Clients retain absolute discretion over all decisions regarding engaging the Firm and are under no obligation to act upon any of the recommendations.

### Sub-Advisory Fees

Nottingham Advisors provides sub-advisory services directly to other advisers for an annual fee. Nottingham Advisors' annual fee is charged to each Sub-Advisory Advisor Client. In certain instances, the primary adviser will collect the advisory fee and share a portion of this with Nottingham Advisors. These fees vary based on the scope of services rendered and the amount of assets to be managed. Nottingham Advisors generally charges its annual fee for these services quarterly, in advance. Nottingham Advisors' annual fee is exclusive of and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the Sub-Advisory Client. Nottingham Advisors does not, however, receive any portion of these commissions, fees, and costs. Sub-Advisory Clients incur fees related to both Nottingham Advisors' sub- advisory services and the on-going services provided by the Delegating Advisor. Such fees may be higher than a Sub-Advisory client would otherwise pay in the event the engaged Nottingham directly.

**Investment Model Services**

For the use of its investment models, Nottingham Advisors typically charges an asset-based fee of 0.35% of the assets that the investment adviser or TAMP manage by using the investment model.

**Retirement Plan Consulting Fees**

Nottingham Advisors charges an asset-based fee to provide clients with retirement plan consulting services. Each engagement is individually negotiated and tailored to accommodate the needs of the individual plan sponsor, as memorialized in the Agreement. These fees vary, based on the scope of the services to be rendered and the amount of assets to be advised on.

Fee Dispersion. The Firm, in its discretion, may charge a lesser or higher investment advisory fee, charge a flat fee, waive applicable minimum asset or minimum fee levels, waive its fee entirely, or charge fee on a different interval, based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, complexity of the engagement, anticipated services to be rendered, grandfathered fee schedules, employees and family members, courtesy accounts, referrals from existing clients, competition, negotiations with client, etc.). Please Note: As result of the above, similarly situated clients could pay different fees. In addition, similar advisory services may be available from other investment advisers for similar or lower fees.

**Fees Charged by Financial Institutions**

Nottingham Advisors may recommend that clients utilize the brokerage, clearing and/or custodial services of a particular broker-dealer for investment management accounts. Nottingham Advisors may only implement its investment management decisions after the client has arranged for and furnished Nottingham Advisors with all information and authorization regarding accounts with the appropriate Financial Institutions. For purposes of this document, Financial Institutions includes any broker-dealer recommended by Nottingham Advisors or directed by the client, trust companies, banks, and other such institutions. Currently, Nottingham Advisors recommends the custody, brokerage and clearing services of Charles Schwab & Co, Inc. through its Schwab Advisor Services division ("Schwab" or "*Financial Institutions*").

Clients incur certain charges imposed by the *Financial Institutions* and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF, which are disclosed in a fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

**Fee Debit**

Nottingham Advisors' Agreement and the separate agreement with any Financial Institutions generally authorize Nottingham Advisors to debit its clients' accounts for the amount of Nottingham Advisors' fee and to directly remit that management fee to Nottingham Advisors. Any Financial Institutions recommended by Nottingham Advisors have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Nottingham Advisors. Alternatively, clients may elect to have Nottingham Advisors send an invoice for payment.

**Fees for Management During Partial Quarters of Service**

For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between Nottingham Advisors and the client continues in effect until terminated by either party pursuant to the terms of the *Agreement*. Nottingham Advisors' fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

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

If assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets will not be adjusted or prorated to account for the number of days remaining in the quarter.

Neither the Firm, nor its representatives accept compensation from the sale of securities or other investment products.

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

Nottingham Advisors is required to disclose whether it accepts performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client. Nottingham Advisors does not accept performance-based fees.

## Item 7. Types of Clients

Nottingham Advisors provides its services to individuals, investment advisers, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations, and business entities.

### Minimum Account Size

Outside Sub-Advisory Clients, Nottingham Advisors generally imposes an initial and ongoing minimum portfolio value of \$100,000. Nottingham Advisors, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention, and *pro bono* activities. Nottingham Advisors only accepts clients with less than the minimum portfolio size if, in the sole opinion of Nottingham Advisors, the smaller portfolio size will not cause a substantial increase of investment risk beyond the client's identified risk tolerance. Nottingham Advisors may aggregate the portfolios of family members to meet the minimum portfolio size.

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

### Methods of Analysis

Nottingham Advisors analyzes investment opportunities based on their fit within a client portfolio. Each investment strategy is constructed within a core/satellite (strategic/tactical) framework. The core of the portfolio seeks to efficiently and cost-effectively replicate market beta, typically 80% of a client's portfolio. The remaining 20% of a client's portfolio is invested through satellite positions, or tactical trades, that are designed to generate returns in excess of the benchmark and/or reduce the overall risk (volatility) of the portfolio.

The satellites, or tactical trades, may be sector, factor, style, country, or region specific, and may incorporate alternative asset classes or hedge currency exposure. They may also be theme based, aimed at generating excess returns above a given benchmark, or used to manage risk. These investment ideas are developed through the fundamental research of Nottingham's Investment Policy Committee (IPC), and may be strategy specific.

## Investment Strategies

Nottingham Advisors offers a number of unique asset allocation strategies using exchange-traded funds (ETFs), within a separately managed account structure. The strategies as of this filing are as follows: Global Equity, Global All-Asset, Global Balanced, and Global Income. Each strategy is managed in-house by the Firm's Investment Policy Committee.

The Global Equity strategy is an equity allocation with a primary investment objective seeking growth of capital. The strategy will generally contain 80-100% equity, and will occasionally incorporate alternative investments.

The Global All-Asset strategy is designed to balance growth of capital with current income. The strategy typically contains 60-80% equity, and 20-40% fixed income, alternatives, and cash. The All-Asset strategy is the Firm's flagship strategy.

The Global Balanced strategy is designed to generate current income within the context of capital preservation. The strategy typically contains 40-60% equities, and 40-60% fixed income, alternatives, and cash.

The Global Income strategy is designed to generate a high level of current income, within the context of capital preservation. The strategy typically contains 65-100% fixed income securities, and may incorporate up to 35% equity and alternatives.

At the time of this filing, Nottingham Advisors has four (4) unique ESG (Environmental, Social, & Governance) focused asset allocation strategies using a blend of exchange-traded funds (ETFs) and active mutual funds, within a separately managed account structure to our offerings. The four strategies are as follows: ESG Global Equity, ESG Global All-Asset, ESG Global Balanced and ESG Global Income. Each strategy is managed in-house by the Firm's Investment Policy Committee.

The ESG Global Equity strategy is an equity allocation with a primary investment objective seeking growth of capital. The strategy will generally contain 80-100% equity, and will occasionally incorporate alternative investments.

The ESG Global All-Asset strategy is designed to balance growth of capital with current income. The strategy typically contains 60-80% equity, and 20-40% fixed income, alternatives, and cash.

The ESG Global Balanced strategy is designed to generate current income within the context of capital preservation. The strategy typically contains 40-60% equities, and 40-60% fixed income, alternatives, and cash.

The ESG Global Income strategy is designed to generate a high level of current income, within the context of capital preservation. The strategy typically contains 65-100% fixed income securities, and may incorporate up to 35% equity and alternatives.

Nottingham also offers a number of unique asset allocation strategies that primarily use actively managed mutual funds, within a separately managed account structure. These strategies collectively form the Nottingham Advisors Select Managers Program (NASMP), which utilizes a best in class active manager approach. The strategies at the time of this filing are as follows: Aggressive Growth, Growth, All-Asset, Balanced, Income, and Fixed Income. Each strategy is managed in-house by the Firm's Investment Policy Committee.

The NASMP Aggressive Growth strategy is an equity allocation with a primary investment objective seeking growth of capital. The strategy will generally contain 80-100% equity, and can incorporate alternative investments, fixed income and cash.

The NASMP Growth strategy is an equity allocation with a primary investment objective seeking growth of capital. The strategy will generally contain 70-90% equity, 10-30% fixed income, alternative investments, and cash.

The NASMP All-Asset strategy is designed to balance growth of capital with current income. The strategy typically contains 60-80% equity, and 20-40% fixed income, alternatives, and cash.

The NASMP Balanced strategy is designed to generate current income within the context of capital preservation. The strategy typically contains 40-60% equities, and 40-60% fixed income, alternatives, and cash.

The NASMP Income strategy is designed to generate current income within the context of capital preservation. The strategy typically contains 20-40% equities, and 60-80% fixed income, alternatives, and cash.

The NASMP Fixed Income strategy is designed to generate current income within the context of capital preservation. The strategy typically contains 0-10% equities, and 90-100% fixed income, alternatives, and cash.

Outside of the Firm's ETF based strategies and NASMP mutual fund based strategies, the Firm also provides clients with portfolio completion strategies that are comprehensive in nature and complement existing portfolio positions. This is done across asset classes and security types.

In terms of asset classes and security types that the Firm utilizes, the primary investment vehicles are ETFs and mutual funds, as discussed above, as well as individual fixed income securities (i.e. U.S. Treasuries, U.S. Agencies, investment grade corporate bonds, and investment grade municipal bonds).

- **Equities** – The Firm utilizes both ETFs and mutual funds.
- **Fixed Income** – The Firm utilizes ETFs, mutual funds, and individual fixed income securities.
- **Alternatives** – The Firm utilizes ETFs and mutual funds.

## **Risks of Loss**

### *General Risk of Loss*

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

### *Market Risks*

The profitability of a significant portion of Nottingham Advisors' recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Nottingham Advisors will be able to predict those price movements accurately.

### *Mutual Funds and ETFs*

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

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

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively-managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

#### *Fixed Income Securities*

Fixed income securities are subject to the risk of the issuer's or a guarantor's inability to meet principal and interest payments on its obligations, price volatility, interest rate risks, credit risks, and market risks. These risks could reduce the yield that an investor receives from his or her portfolio. These risks can occur from fluctuations in interest rates, a change to an issuer's individual condition or industry, or events in financial markets.

#### *Options*

Options allow investors to buy or sell a security at a contracted "strike" price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase or decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

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

Nottingham Advisors may recommend the investment by certain clients in privately placed collective investment vehicles, such as those mentioned under "Alternative Investments," as discussed above. The managers of these vehicles will have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. The hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. The client will receive a private placement memorandum and/or other documents explaining such risks.

### *Management Through Similarly Managed Accounts*

Nottingham Advisors manages certain accounts through the use of similarly managed “model” portfolios, whereby the Firm allocates all or a portion of its clients’ assets among various ETFs, mutual funds and/or securities on a discretionary basis using one or more of its proprietary investment strategies. In managing assets through the use of models, the Firm remains in compliance with the safe harbor provisions of Rule 3a-4 of the Investment Company Act of 1940.

The strategy used to manage a model portfolio may involve an above average portfolio turnover that could negatively impact clients’ net after tax gains. While the Firm seeks to ensure that clients’ assets are managed in a manner consistent with their individual financial situations and investment objectives, securities transactions effected pursuant to a model investment strategy are usually done without regard to a client’s individual tax ramifications. Clients should contact Nottingham Advisors if they experience a change in their financial situation or if they want to impose reasonable restrictions on the management of their accounts.

## **Item 9. Disciplinary Information**

Nottingham Advisors is required to disclose the facts of any legal or disciplinary events that are material to a client’s evaluation of its advisory business or the integrity of management. Nottingham Advisors has no information to disclose in relation to this Item.

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

Nottingham Advisors is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

### **Community Bank N.A.**

Nottingham Advisors is a wholly-owned subsidiary of, and under common control with, Community Bank

N.A. (hereinafter “Community Bank”), a federal banking institution headquartered in DeWitt, New York that provides banking and financial services to retail, commercial and municipal customers. Community Bank is owned and operated by Community Bank Systems, Inc., a publicly-traded bank holding company (NYSE: CBU). Due to this common ownership, an inherent conflict of interest exists in the event Nottingham Advisors recommends Community Bank’s services to its advisory clients. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients’ best interests regardless of any such affiliations.

**Nottingham Investment Services, Inc.**

Nottingham Advisors is under common control with Nottingham Investment Services, Inc. (hereinafter “NISI”), which offers securities, insurance products and advisory services through LPL Financial LLC, an SEC registered investment adviser and broker-dealer and member FINRA/SIPC (hereinafter “LPL”). While LPL is not affiliated in any way with Community Bank or its subsidiaries, certain persons acting on behalf of NISI are also registered representatives of LPL. A conflict of interest exists to the extent Nottingham Advisors recommends these products or services to clients where certain of its affiliated persons are entitled to a portion of the fees or commissions paid to NISI or LPL. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients’ best interests regardless of any such affiliations.

**Services to Clients of Affiliated Investment Advisers**

Nottingham Advisors is under common control with other registered investment advisers (“Affiliated Advisers”). Some Affiliated Advisers use Nottingham Advisors as a sub-advisor for the Affiliated Advisers’ clients. There is a conflict of interest for the Affiliated Adviser to choose Nottingham Advisors as sub-advisor because of the affiliation. Nottingham Advisors will charge fees that are fair to the end client. The Affiliated Advisers will be described on Nottingham Advisors’ Form ADV Part 1 which can be found at [adviser.info.sec.gov](http://adviser.info.sec.gov) or by request. The Firm currently has this type of relationship with Nottingham Wealth Partners, Inc.

The Firm has been engaged by Hand Benefits & Trust Company (“HB&T”), an affiliate of the Firm, to provide a number of consulting services, including research into investment options available to retirement plan clients of HB&T. The Firm’s client is HB&T and to the Firm’s knowledge any fees paid to the Firm come from HB&T’s compensation and does not result in any additional fees to HB&T’s clients. The Firm also expects that HB&T will refer clients to engage the Firm as adviser (either directly or as subadvisor). HB&T’s selection or referral of the Firm to provide the services results in a conflict of interest because of the affiliation between the Firm and HB&T.

**Relationships with Other Affiliated Entities**

Nottingham Advisors is under common control with entities other than discussed above through its owner (“Affiliated Companies”). The Affiliated Companies will refer each other to clients. While there is no direct compensation for the referrals unless otherwise disclosed to clients, there is a conflict of interest for the Affiliated Companies, including Nottingham Advisors, to recommend each other. The Affiliated Companies will be described on Nottingham Advisors’ Form ADV Part 1 which can be found at [adviser.info.sec.gov](http://adviser.info.sec.gov) or

by request.

In addition, there will be times where Supervised Persons of Nottingham Advisors work directly with other affiliates in providing, or soliciting, services to clients of those affiliates. This can be done under the general business name of Nottingham Financial Group. When providing services under Nottingham Financial Group, the services are not provided by the Firm and the standard of care and services will depend on the affiliate providing the services and the agreement with the client. Where a Supervised Person is involved in soliciting clients with another affiliate, there is a conflict of interest should that Supervised Person or affiliate recommend the services of Nottingham Advisors.

## Item 11. Code of Ethics

Nottingham Advisors and persons associated with Nottingham Advisors ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Nottingham Advisors' policies and procedures.

Nottingham Advisors has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("Code of Ethics"). In accordance with Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), its Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by Nottingham Advisors or any of its associated persons. The Code of Ethics also requires that certain of Nottingham Advisors' personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in Nottingham Advisors' Code of Ethics, none of Nottingham Advisors' Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Nottingham Advisors' clients.

Unless specifically permitted in Nottingham Advisors' Code of Ethics, when Nottingham Advisors is purchasing or considering for purchase any security on behalf of a client, no Access Person may affect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Nottingham Advisors is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market

instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds. Nottingham Advisors' Code of Ethics permits Access Persons to participate in maintenance trades for model portfolio updates.

Clients and prospective clients may contact Nottingham Advisors to request a copy of its Code of Ethics by contacting the Firm at the phone number on the cover page of this brochure.

## Item 12. Brokerage Practices

As discussed in Item 5 (above), Nottingham Advisors may recommend that investment management clients utilize the brokerage, clearing and/or custodial services of Financial Institutions.

In the event that the client requests that the Firm recommend a broker-dealer/custodian for execution and/or custodial services, the Firm generally recommends that investment advisory accounts be maintained at Charles Schwab & Co., Inc. ("Schwab"). Prior to engaging the Firm to provide investment management services, the client will be required to enter into a formal Investment Advisory Agreement with the Firm setting forth the terms and conditions under which the Firm shall advise on the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Firm considers in recommending Schwab (or any other broker-dealer/custodian to clients) include historical relationship with the Firm, financial strength, reputation, execution capabilities, pricing, research, and service. Broker-dealers such as Schwab can charge transaction fees for effecting certain securities transactions (See Item 4 above). To the extent that a transaction fee will be payable by the client, the transaction fee shall be in addition to the Firm's investment advisory fee referenced in Item 5 above.

To the extent that a transaction fee is payable, the Firm shall have a duty to obtain best execution for such transaction. However, that does not mean that the client will not pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where the Firm determines, in good faith, that the transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, transaction rates, and responsiveness. Accordingly, although the Firm will seek competitive rates, it may not necessarily obtain the lowest possible rates for client account transactions.

Economic Benefits: Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, the Firm can receive from Schwab (or

another broker-dealer/custodian, investment manager, platform sponsor, fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist the Firm to better monitor and service client accounts. Included within the support services that can be obtained by the Firm can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services (including those provided by unaffiliated vendors and professionals), discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support (including client events), computer hardware and/or software and/or other products used by the Firm in furtherance of its investment advisory business operations. Certain of the benefits that could be received can also assist the Firm to manage and further develop its business enterprise and/or benefit the Firm's representatives.

The Firm's clients do not pay more for investment transactions effected and/or assets maintained at Schwab as the result of this arrangement. There is no corresponding commitment made by the Firm to Schwab, or any other any entity, to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as result of the above arrangement.

ANY QUESTIONS: The Firm's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above arrangements and the corresponding conflicts of interest presented by such arrangements.

**Directed Brokerage.** The Firm recommends that its clients utilize the brokerage and custodial services provided by Schwab. The Firm generally does not accept directed brokerage arrangements (but could make exceptions). A directed brokerage arrangement arises when a client requires that account transactions be effected through a specific broker-dealer/custodian, other than one generally recommended by the Firm (i.e., Schwab). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Firm will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by the Firm. As a result, a client may 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. Please Note: In the event that the client directs the Firm to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through the Firm. Please Also Note: Higher transaction costs adversely impact account performance. Please Further Note: Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

Order Aggregation. Transactions for each client account generally will be effected independently unless Firm decides to purchase or sell the same securities for several clients at approximately the same time. The Firm may (but is not obligated to) combine or “batch” such orders for individual equity transactions (including ETFs) with the intention to obtain better price execution, to negotiate more favorable commission rates, or to allocate more equitably among the Firm’s clients’ differences in prices and commissions or other transaction costs that might have occurred had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. In the event that the Firm becomes aware that a Firm employee seeks to trade in the same security on the same day, the employee transaction will either be included in the “batch” transaction or transacted after all discretionary client transactions have been completed. The Firm shall not receive any additional compensation or remuneration as the result of such aggregation.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker- dealers in return for investment research products and/or services which assist Nottingham Advisors in its investment decision-making process. Such research generally will be used to service all of Nottingham Advisors’ clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client’s portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Nottingham Advisors does not have to produce or pay for the products or services. The support is not provided in connection with securities transactions of clients (i.e., not “soft dollars”).

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

### **Managing Assets at Affiliated Trust**

Nottingham Advisors can be engaged to manage assets that are custodied at Nottingham Trust, a Division of the owner of the Firm, Community Bank N.A. There is a conflict of interest where either party recommends the services of the other. It also results in the Firm having custody of those clients’ assets. The Firm receives an internal control report each year in compliance with the custody rules.

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

Nottingham Advisors receives from the Financial Institutions, without cost to Nottingham Advisors, computer software and related systems support, which allow the Firm to better monitor client accounts maintained at that broker-dealer. The support is not provided in connection with securities transactions of clients (i.e., not “soft dollars”). Nottingham Advisors receives the software and related support without cost because Nottingham Advisors renders investment management services to clients that maintain assets at

the Financial Institutions. The software and related systems support may benefit Nottingham Advisors, but not its clients directly. In fulfilling its duties to its clients, Nottingham Advisors endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Nottingham Advisors' receipt of economic benefits from the Financial Institutions creates a conflict of interest since these benefits may influence Nottingham Advisors' choice of one broker-dealer over another that does not furnish similar software, systems support, or services.

## **Item 13. Review of Accounts**

### **Account Reviews**

Nottingham Advisors monitors the portfolios of its investment management clients as part of an ongoing process while regular account reviews are conducted on at least an annual basis. Such reviews are conducted by one or more of the Firm's investment adviser representatives. All clients are encouraged to discuss their needs, goals, and objectives with Nottingham Advisors and to keep Nottingham Advisors informed of any changes thereto. All investment advisory clients receiving services outside of a subadvisory arrangement are contacted by Nottingham Advisors at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in its clients' financial situations and/or investment objectives.

### **General Reports**

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom Nottingham Advisors provides investment advisory services may also receive reports from Nottingham Advisors from time to time that include relevant account and/or market-related information (e.g., an inventory of account holdings, account performance, etc.). Clients should compare the account statements they receive from their custodian with those they receive from Nottingham Advisors.

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

As referenced in Item 12.A.1 above, the Firm receives indirect economic benefits from Schwab. The Firm, without cost (and/or at a discount), may receive support services and/or products from Schwab

There is no corresponding commitment made by the Firm to Schwab or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

## Client Referrals

Nottingham Advisors is required to disclose any arrangement under which it directly or indirectly compensates a third-party for client referrals. The Firm maintains relationships with several outside parties whereby it provides compensation for client referrals.

In the event a client is introduced to Nottingham Advisors by either an unaffiliated or an affiliated solicitor (also called an “endorser” or “promoter”), the Firm may pay that solicitor a referral fee in accordance with applicable securities laws. If the client is introduced to the Firm by an unaffiliated solicitor, the client will receive a solicitor’s disclosure statement containing the terms and conditions of the solicitation arrangement and any conflicts of interest. With respect to referral fees paid to unaffiliated solicitors, the referral fee will generally result in an additional charge to the client, as disclosed in the solicitor’s disclosure statement provided to clients introduced to Nottingham Advisors by the solicitor. For further clarification, Nottingham Advisors does not typically charge a higher fee than if the client had directly engaged the Firm (unless disclosed otherwise). However, because Nottingham Advisors allows the solicitor to determine the fee the solicitor receives, the Firm’s fee (which includes the solicitor’s fee) , in certain instances, will be higher than if the client engaged Nottingham Advisors directly. This information is more clearly set forth in the solicitor disclosure document. With respect to referral fees paid to affiliated solicitors, the referral fee does not result in any additional charge to the client. Any affiliated solicitor of Nottingham Advisors is required to disclose the nature of his or her relationship to prospective clients at the time of the solicitation.

## Item 15. Custody

Nottingham Advisors’ Agreement and/or the separate agreement with certain Financial Institutions authorize Nottingham Advisors through such Financial Institution to debit the client’s account for the amount of Nottingham Advisors’ fee and to directly remit that management fee to Nottingham Advisors in accordance with applicable custody rules. The Financial Institutions recommended by Nottingham Advisors have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Nottingham Advisors. In addition, as discussed in Item 13, Nottingham Advisors may also send supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from Nottingham Advisors.

In addition, Nottingham Advisors has custody due to clients giving the Firm limited power in a standing letter of authorization to disburse funds to one or more third parties as specifically designated by the client. In such circumstances, the Firm will implement the steps in the SEC’s no-action letter on February 21, 2017 which includes (in summary): i) instruction from the client to the Financial Institution; ii) client authorization to the Firm to direct transfers to the third party; iii) the Financial Institution performs appropriate verification

of the instruction and provides a transfer of funds notice to the client promptly after each transfer; iv) the client has the ability to terminate or change the instruction; v) the Firm has no authority or ability to designate or change the identity or any information about the third party; vi) the Firm will keep records showing that the third party is not a related party of the Firm or located at the same address as the Firm; and vii) the Financial Institution sends the client an initial and annual notice confirming the instruction.

Finally, the Firm's affiliate, Nottingham Trust can have custody over client assets. The Firm receives the internal control report from Nottingham Trust in compliance with the Investment Advisers Act custody rule.

## **Item 16. Investment Discretion**

Nottingham Advisors generally retains the authority to exercise discretion on behalf of clients. Nottingham Advisors is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Nottingham Advisors is given this authority through a power-of-attorney included in the agreement between Nottingham Advisors and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Nottingham Advisors takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Financial Institutions to be utilized.

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

### **Declination of Proxy Voting Authority**

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

## Item 18. Financial Information

Nottingham Advisors is not required to disclose any financial information pursuant to this Item due to the following:

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

