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## **Proxy Voting Policy**

This proxy voting policy is designed to ensure proxies are voted in the clients' best economic interest, when the responsibility for voting client proxies rests with Wacker Wealth Partners, LLC. The Investment Committee is responsible for voting client proxies.

### **Policy**

Wacker Wealth Partners, LLC ("WWP") acts as discretionary investment adviser for various clients, including clients governed by the Employee Retirement Income Security Act of 1974 ("ERISA"). WWP will vote all proxies unless a client (including a "named fiduciary" under ERISA) specifically reserves the right, in writing, to vote its own proxies or to take shareholder action with respect to other corporate actions requiring shareholder actions. WWP will vote all proxies and act on all other actions in a timely manner as part of its full discretionary authority over client assets in accordance with these Proxy and Corporate Action Voting Policies and Procedures ("Policies and Procedures"). Corporate actions may include, for example and without limitation, tender offers or exchanges, and class actions.

When voting proxies or acting with respect to corporate actions for clients, WWP's utmost concern is that all decisions be made solely in the best interest of the client (and for ERISA accounts, plan beneficiaries and participants, in accordance with the letter and spirit of ERISA). WWP will act in a prudent and diligent manner intended to enhance the economic value of the assets of the client's account.

### **Purpose**

The purpose of these Policies and Procedures is to memorialize the policies and procedures adopted by WWP to enable it to comply with its fiduciary responsibilities to clients and the requirements of Rule 206(4)-6 under the Investment Advisers Act of 1940, as amended ("Advisers Act"). These Policies and Procedures also reflect the fiduciary standards and responsibilities set forth by the Department of Labor for ERISA accounts.

### **Procedures**

Alexander Pock, WWP's Director of Investment Operations, is ultimately responsible for ensuring that all proxies received by WWP are voted in a timely manner and in a manner consistent with each client's best interests. Alexander Pock, and in Alexander Pock's absence, Bryan Krill or a designee, serves as the proxy voting coordinator who is responsible for all voting decisions and actual voting of the proxies (the "Proxy Voting Coordinator").

WWP has prepared proxy voting guidelines for certain types of common proxy voting items (see below for our current proxy voting guidelines, "Guidelines"). The Guidelines will be reviewed periodically and updated as necessary to reflect new issues and any changes in WWP's policies on specific issues. WWP will review, and may revise if necessary, its Guidelines. In general, WWP will vote in accordance with its Guidelines, however WWP reserves the right to depart from any of its Guidelines and make a voting



decision on a case-by-case basis. Although many proxy proposals will be covered by our Guidelines, we recognize that some proposals require special consideration and WWP will make a decision on a case-by-case basis in these situations. Where such a case-by-case determination is required, the Proxy Voting Coordinator may, but is not required to, consult with other WWP personnel to determine the appropriate action on the matter.

Unless a client has instructed WWP otherwise, the Director of Investment Operations is also ultimately responsible for ensuring that all corporate action notices or requests which require shareholder action and which are received by WWP are addressed in a timely manner and consistent action is taken across all similarly situated client accounts.

#### **A. Conflicts of Interest**

The Proxy Voting Coordinator will review each proxy proposal for conflicts of interest as part of the overall vote review process. A conflict of interest may exist, for example, (1) if WWP, or one of its affiliates, serves as the investment adviser to the investment company soliciting the proxy, or (2) if WWP, or one of its affiliates, otherwise has a business relationship with (or is actively soliciting business from) either the company soliciting the proxy or a third party that has a material interest in the outcome of a proxy vote. If the Proxy Voting Coordinator has knowledge of a personal conflict of interest (*e.g.*, familial relationship with company management) relating to a particular proxy proposal, the Proxy Voting Coordinator shall disclose that conflict to the Compliance Officer for determination of whether the Proxy Voting Coordinator should be removed from voting on that proposal.

If it is determined that a proxy proposal raises a material conflict between WWP's interests and a client's interest, WWP will resolve such a conflict in the manner described below:

1. Vote in Accordance with the Guidelines. To the extent that WWP has specific Guidelines with respect to the proposal in question, WWP shall vote in accordance with the Guidelines.
2. Shadow Vote the Shares. If WWP has discretion to deviate from or does not have specific guidelines with respect to the proposal in question, WWP may cast the proxies in the same proportion as the other shareholders of the issuer who are not affiliated with WWP, to the extent WWP has available information from the issuer or its agent to permit that form of voting. This form of voting is also known as shadow or mirror voting. To the extent that shadow voting is not available on a timely basis, WWP will abstain from voting the securities held by that client's account; provided, however, that subject to the limitations set forth in Section B, if WWP determines that it is in a client's best interest to cast the proxy, WWP shall forward the proxy voting materials to the client.

#### **B. Limitations**

In certain circumstances, in accordance with a client's investment advisory agreement (or other written directive) or when WWP has determined that it is in the client's best interest, WWP will not vote proxies received. The following are certain circumstances where WWP will limit its role in voting proxies:

1. Client Maintains Proxy Voting Authority: When a client specifies in writing that it will maintain the authority to vote proxies itself or that it has delegated the right to vote proxies to a third party, WWP will not vote the securities and will direct the relevant custodian to



- send the proxy material directly to the client. If any proxy material is received by WWP, it will promptly be forwarded to the client or specified third party.
2. Terminated Account: Once a client account has been terminated with WWP in accordance with its investment advisory agreement, WWP will not vote any proxies received after the termination. However, the client may specify in writing that proxies should be directed to the client (or a specified third party) for action.
  3. Limited Value: If WWP determines that the value of a client's economic interest or the value of the portfolio holding is indeterminable or insignificant, WWP may abstain from voting a client's proxies. WWP also will not vote proxies received for securities which are no longer held by the client's account.
  4. Unjustifiable Costs: In certain circumstances, after performing a cost-benefit analysis, WWP may abstain from voting when the cost of voting a client's proxy would exceed any anticipated benefits to the client of voting on the proxy proposal.
  5. Client Securities: WWP will not vote proxies received for securities not purchased for client by WWP and held by WWP in a client's account as an accommodation to client or until such securities are sold as per agreement or understanding with the client.

### Recordkeeping

In accordance with Rule 204-2 under the Advisers Act, WWP will maintain for the time periods set forth in the Rule: (i) these proxy voting policies and procedures, and all amendments thereto; (ii) all proxy statements received regarding client securities (provided however, that WWP may rely on the proxy statement filed on EDGAR as its records); (iii) a record of all votes cast on behalf of clients; (iv) records of all client requests for proxy voting information; (v) any documents prepared by WWP that were material to making a decision how to vote or that memorialized the basis for the decision; and (vi) all records relating to requests made to clients regarding conflicts of interest in voting the proxy.

WWP will describe in its Part II of Form ADV (or other brochure fulfilling the requirement of Rule 204-3) a summary description of its proxy voting policies and will inform clients how they may obtain the information on how their securities were voted or a copy of WWP's Policies and Procedures by written request addressed to WWP.

Guidelines

<b>Proxy Voting Issue</b>	<b>Vote</b>
1. Issues regarding the issuer's Board entrenchment and anti-takeover measures such as the following:  a. Proposals to stagger board members' terms;  b. Proposals to limit the ability of shareholders to call special meetings;  c. Proposals to require super majority votes;  d. Proposals requesting excessive increases in authorized common or preferred shares where management provides no explanation for the use or need of these additional shares;  e. Proposals regarding "poison pill" provisions; and  f. Permitting "green mail".	Oppose
2. Providing cumulative voting rights.	Oppose
3. "Social issues," unless specific client guidelines supersede, <i>e.g.</i> , restrictions regarding investment in certain countries.	Oppose
4. Election of directors recommended by management, except if there is a proxy fight.	Approve
5. Election of auditors recommended by management, unless seeking to replace current auditors.	Approve
6. Date and place of annual meeting.	Approve
7. Limitation on charitable contributions.	Approve
8. Ratification of directors' actions on routine matters since previous annual meeting.	Approve
9. Limiting directors' liability	Approve
10. Pay directors solely in stocks	Case-by-Case
11. Eliminate director mandatory retirement policy	Case-by-Case
12. Rotate annual meeting location/date	Case-by-Case
13. Stock grants to management and directors	Case-by-Case
14. Allowing indemnification of directors and/or officers after reviewing the applicable laws and extent of protection requested.	Case-by-Case