

TCI FOUNDATION INC.

ADV Part 2A, Firm Brochure
Dated: May 6, 2019

Contact: Catherine Nichols, Esq.,
Chief Compliance Officer

4011 East Sunrise Drive
Tucson, Arizona 85718
www.tci-foundation.org

This Brochure provides information about the qualifications and business practices of TCI Foundation Inc. If you have any questions about the contents of this Brochure, please contact us at (877) 733-1859 or catherine.nichols@tciwealth.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about TCI Foundation Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to TCI Foundation Inc. as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.

Item 2 Material Changes

There have been no material changes made to TCI Foundation Inc.'s Brochure since our last Annual Amendment filing made on March 30, 2018.

TCI Foundation Inc.'s Chief Compliance Officer, Catherine Nichols, Esq., remains available to address any questions about these amendments, or any other aspect of this Firm Brochure.

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Item 4 **Advisory Business**

- A. TCI Foundation Inc. (the “Registrant”) is a non-profit corporation formed in the state of Arizona on October 3, 2013, which became an SEC registered investment adviser on February 7, 2014. The Registrant is a 501(c)(3) charitable organization, and therefore does not have any “owners.” However, the Registrant is controlled through its Board of Directors, comprised of the following individuals: Henry Peck, Sam Swift, Catherine Nichols and Robert Swift. The Board of Directors has also appointed Scott Bennett to be the Registrant’s Executive Director. The Registrant is under common control with TCI Wealth Advisors, Inc., an SEC registered investment adviser. Both the Registrant and TCI Wealth Advisors, Inc. share the same principal office and place of business.
- B. As discussed below, the Registrant offers education, budget counseling, and personal finance counseling to individuals of modest means (“Participants”) on a pro bono basis. Registrant **does not** provide investment implementation, investment management, or investment supervisory services. Rather, the Registrant intends to educate Participants about financial planning, banking, and finance in general through blogs, classes, forums, meetings, podcasts, PowerPoint, presentations, speakers, videos, online materials, written materials, and other various instructional and training activities.

EDUCATION, BUDGET COUNSELING AND PERSONAL FINANCIAL CONSULTING SERVICES

Registrant provides education, budget counseling, and personal finance counseling services (including tax planning, estate planning, and other non-investment related matters) to Participants who qualify for pro bono services as described in Item 7 below. Prior to engaging the Registrant to provide education, budget counseling, and personal finance counseling services, the Participant will be required to enter into a *Non-Discretionary Limited Consulting Agreement* with Registrant setting forth the terms and conditions of the engagement, and describing the scope of the services to be provided.

In performing its services, Registrant shall not be required to verify any information received from the Participant or from other professionals who provide services to Participant, and is expressly authorized to rely thereon. To the extent requested by a Participant, Registrant shall recommend the services of other professionals for implementation purposes. The Participant is under no obligation to engage the services of any such recommended professional. The Participant retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from the Registrant. **Please Note:** If the Participant engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the Participant agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and **not** the Registrant, shall be responsible for the quality and competency of the services provided.

Please Also Note: It remains the Participant’s responsibility to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Registrant’s previous recommendations and/or services.

MISCELLANEOUS

No Investment Implementation/Independent Managers. The Registrant **does not** provide investment implementation, investment management, or investment supervisory services. Rather, in the event the Participant desires investment supervisory or management services, the Registrant may recommend that the Participant allocate their assets among other investment adviser(s) (the “*Independent Manager(s)*”), based upon the stated investment objectives of the Participant. The terms and conditions under which the Participant shall engage the *Independent Manager(s)* shall be set forth in a separate written agreement between the Participant and the designated *Independent Manager(s)*. Upon engagement of an *Independent Manager(s)* by the Participant, the Registrant shall be relieved of all monitoring and reviewing of *Independent Manager(s)* performance. Factors which the Registrant shall consider in recommending *Independent Manager(s)* include the Participant’s stated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. The Registrant may recommend that the Participant allocate his or her assets entirely to TCI Wealth Advisors, Inc., a related party under common control with the Registrant.

Conflict of Interest: The Registrant is under common control with TCI Wealth Advisors, Inc. The Registrant’s representatives may refer certain Participants to TCI Wealth Advisors, Inc. for advisory/discretionary management services or financial planning advice. Neither the Registrant nor any of its representatives shall receive direct compensation for any referral made to TCI Wealth Advisors, Inc. However, the recommendation by the Registrant’s representatives that a Participant engage the services of TCI Wealth Advisors, Inc. presents a **conflict of interest** as Registrant representatives may receive an indirect economic benefit from any such referral. No Participant is under any obligation to engage the services of TCI Wealth Advisors, Inc. **The Registrant’s Chief Compliance Officer, Catherine Nichols, Esq., remains available to address any questions that a Participant or prospective Participant may have regarding the above conflict of interest.**

Retirement Plan Rollovers – No Obligation / Conflict of Interest. A Participant 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 Participant’s age, result in adverse tax consequences). If the Registrant recommends that a Participant roll over their retirement plan assets into an account to be managed by Registrant’s affiliated investment advisor, TCI Wealth Advisors, Inc., such a recommendation creates a conflict of interest if the Registrant’s affiliate will earn a new (or increase its current) advisory fee as a result of the rollover. **No Participant is under any obligation to roll over retirement plan assets to an account managed by Registrant. The Registrant’s Chief Compliance Officer, Catherine Nichols, Esq., remains available to address any questions that a Participant or prospective Participant may have regarding the conflict of interest presented by such a rollover recommendation.**

Participant Obligations. In performing its services, Registrant shall not be required to verify any information received from the Participant or from other professionals who provide services to Participant, and is expressly authorized to rely thereon. Moreover, each Participant is advised that it remains their responsibility to promptly notify the Registrant

if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising Registrant's previous recommendations and/or services.

Disclosure Statement. A copy of the Registrant's disclosure statement as set forth on Part 2 of Form ADV shall be provided to each Participant prior to, or contemporaneously with, the execution of the *Non-Discretionary Limited Consulting Agreement*.

- C. Although the Registrant **does not** provide investment supervisory or management services, the Registrant shall provide education, budget counseling, and personal finance counseling services specific to the needs of each Participant based on an analysis of the Participant's economic, biographic, familial, and employment status.
- D. The Registrant does not participate in a wrap fee program.
- E. The Registrant does not manage Participant assets.

Item 5 Fees and Compensation

- A. The Registrant **does not** provide investment supervisory or management services.

EDUCATION, BUDGET COUNSELING AND PERSONAL FINANCIAL CONSULTING SERVICES

The Registrant may provide Participants with education, budget counseling, and personal finance counseling services (including tax planning, tax preparation and other non-investment related matters). The Registrant is a non-profit corporation providing its education, budget counseling, and personal finance counseling services on a pro bono basis.

- B. At this time, Registrant does not charge fees for its services. Therefore, no fees are deducted from Participants' assets and Registrant does not bill Participants for services rendered.
- C. Registrant **does not** provide investment supervisory or management services. As such, the Registrant does not typically recommend a broker-dealer/custodian. However, if a Participant requests that the Registrant recommend a broker-dealer/custodian, the Registrant may recommend that Charles Schwab and Co., Inc. ("Schwab") serve as the broker-dealer/custodian for Participant investment management assets. Broker-dealers such as *Schwab* charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions).
- D. The Registrant does not charge fees for its services. The *Non-Discretionary Limited Consulting Agreement* between the Registrant and the Participant will continue in effect until terminated by either party by written notice in accordance with the terms of the *Agreement*.
- E. Neither the Registrant, nor its representatives accept compensation from the sale of securities or other investment products.

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

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

Item 7 Types of Clients

Participants will generally include low to moderate income individuals. Although the Registrant may serve Participants outside these parameters, the Registrant is committed to serving the following individuals:

- Individuals with less than \$100,000 in household income;
- Individuals with less than \$2,000 in savings per month;
- Individuals with less than \$150,000 in total investable assets or net worth; and
- Individuals under forty (40) years old.

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

A. As set forth in Item 4.B above, the Registrant may provide education, budget counseling, and personal finance counseling services that utilize the following methods of security analysis:

- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)

The Registrant may provide education, budget counseling, and personal finance counseling services that utilize the following investment strategies:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

Please Note: Investment Risk. Investing in securities involves risk of loss that Participants should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Registrant) will be profitable or equal any specific performance level(s).

B. The Registrant's recommended methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary recommended investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

- C. Currently, the Registrant may recommend that Participants invest among various individual equity (stocks), debt (bonds), and fixed income securities, mutual funds and/or exchange traded funds ("ETFs").

Item 9 Disciplinary Information

The Registrant has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. The Registrant has a relationship or arrangement with a related person that is material to its advisory business. The Registrant is under common control with TCI Wealth Advisors, Inc., an affiliated SEC registered investment adviser. As discussed more fully in Item 10.D below, this relationship presents a conflict of interest.
- D. The Registrant **does not** provide investment supervisory or management services. Rather, in the event the Participant desires investment supervisory or management services, the Registrant may recommend that the Participant allocate their assets among other investment adviser(s) (the "*Independent Manager(s)*"), based upon the stated investment objectives of the Participant. The Registrant may recommend that the Participant allocate his or her assets to TCI Wealth Advisors, Inc., a related party under common control with the Registrant.

Conflict of Interest. The Registrant is under common control with TCI Wealth Advisors, Inc. The Registrant's representatives may refer certain Participants to TCI Wealth Advisors, Inc. for advisory/discretionary management services or financial planning advice. Neither the Registrant nor any of its representatives shall receive direct compensation for any referral made to TCI Wealth Advisors, Inc. However, the recommendation by the Registrant's representatives that a Participant engage the services of TCI Wealth Advisors, Inc. presents a conflict of interest as Registrant's representatives

may receive an indirect economic benefit from any such referral. No Participant is under any obligation to engage the services of TCI Wealth Advisors, Inc. **The Registrant's Chief Compliance Officer, Catherine Nichols, Esq., remains available to address any questions that a Participant or prospective Participant may have regarding the above conflict of interest.**

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Neither the Registrant nor any related person of Registrant recommends, buys, or sells for Participant accounts, securities in which the Registrant or any related person of Registrant has a material financial interest.
- C. The Registrant and/or representatives of the Registrant and/or related persons *may* buy or sell securities that are also recommended to Participants. This practice may create a situation where the Registrant and/or representatives of the Registrant and/or related persons are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Participants) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons". The Registrant's securities transaction policy requires that an Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. The Registrant and/or representatives of the Registrant and/or related persons *may* buy or sell securities, at or around the same time as those securities are recommended to Participants. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those

securities. Therefore, this situation creates a conflict of interest. As indicated above in Item 11.C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons.

Item 12 Brokerage Practices

- A. Registrant **does not** provide investment supervisory or management services. As such, the Registrant does not typically recommend a broker-dealer/custodian. However, if a Participant requests that the Registrant recommend a broker-dealer/custodian, the Registrant may recommend a broker-dealer/custodian for execution and/or custodial services. Registrant generally recommends that investment management accounts be maintained at *Schwab*.

Factors that the Registrant considers in recommending *Schwab* (or any other broker-dealer/custodian to Participants) include historical relationship with the Registrant, TCI Wealth Advisors, Inc.'s relationship with *Schwab*, financial strength, reputation, execution capabilities, pricing, research, and service.

1. Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a Participant utilize the services of a particular broker-dealer/custodian, Registrant, through its common control relationship with TCI Wealth Advisors, Inc., receives from *Schwab* (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, unaffiliated product/fund sponsor, or vendor) without cost (and/or at a discount) support services and/or products, certain of which assist the Registrant to better service Participants accounts maintained at such institutions. Included within the support services that may be obtained by the Registrant may be investment-related research, pricing information and market data, software and other technology that provide access to Participant account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Registrant in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist the Registrant in managing and administering Participant accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.

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

The Registrant's Chief Compliance Officer, Catherine Nichols, Esq., remains available to address any questions that a Participant or prospective Participant may have regarding the above arrangement and any corresponding conflict of interest.

2. The Registrant does not receive referrals from broker-dealers.

3. The Registrant does not accept directed brokerage arrangements (when a Participant requires that account transactions be effected through a specific broker-dealer) because the Registrant **does not** provide investment supervisory or management services
- B. Registrant **does not** provide investment supervisory or management services. Therefore, the Registrant does not aggregate the purchase or sale of securities for various Participant accounts.

Item 13 Review of Accounts

- A. Registrant provides education, budget counseling, and personal finance counseling services on a pro bono basis and therefore generally does not periodically review Participant accounts or financial plans. Registrant advises Participants that it remains their responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation. All Participants (in person or via telephone) are encouraged to review financial planning issues, with the Registrant on an annual basis, as applicable.
- B. The Registrant may conduct account reviews upon Participant request or the occurrence of a triggering event, such as a change in Participant investment objectives and/or financial situation.
- C. Registrant typically provides Participants with a one-time financial planning report but does not provide Participants with transaction confirmation notices or regular summary account statements because Registrant does not provide investment supervisory or management services.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, the Registrant **does not** provide investment supervisory or management services. However, the Registrant receives indirect economic benefits from *Schwab* through its relationship with TCI Wealth Advisors, Inc. The Registrant, without cost (and/or at a discount), receives support services and/or products from *Schwab*.

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

- B. Neither the Registrant nor any of its representatives or related persons compensates any person other than its supervised persons for referrals.

Item 15 Custody

The Registrant does not have custody of Participant funds or securities. Therefore, the Registrant does not send account statements directly to Participants. Participants should expect to receive account statements directly from the broker-dealer, bank or other qualified custodian if applicable. Participants are encouraged to carefully review those statements.

Item 16 Investment Discretion

The Registrant **does not** provide investment management services and, therefore, does not maintain discretion over Participant accounts.

Item 17 Voting Client Securities

- A. The Registrant does not vote Participant proxies. Participants maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the Participant shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the Participant's investment assets.
- B. Participants will receive their proxies or other solicitations directly from their custodian. Participants may contact the Registrant to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. The Registrant does not charge Participants for services, and therefore does not solicit fees of more than \$1,200, per Participant, six months or more in advance.
- B. The Registrant **does not** provide investment management services and, therefore, does not maintain discretion over Participant accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Compliance Officer, Catherine Nichols, Esq., remains available to address any questions that a Participant or prospective Participant may have regarding the above disclosures and arrangements.

Item 1 Cover Page

A.

Laura Walton

TCI FOUNDATION INC.

ADV Part 2B, Brochure Supplement

Dated: May 3, 2019

Contact: Catherine Nichols, Chief Compliance Officer
4011 East Sunrise Drive
Tucson, Arizona 85718
www.tci-foundation.org

B.

This Brochure Supplement provides information about Laura Walton that supplements the TCI Foundation Inc. Brochure; you should have received a copy of that Brochure. Please contact Catherine Nichols, Esq. Chief Compliance Officer, if you did not receive TCI Foundation Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Laura Walton is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Education Background and Business Experience

Laura Walton was born in 1953. Ms. Walton graduated from the University of Arizona in 1975, with a Bachelor of Science degree in Business Administration. Since March 2014, Ms. Walton has been an investment adviser representative for TCI Foundation Inc.. From January 2014 to May 2018, she was also the Executive Director of TCI Foundation Inc.. Ms. Walton was an investment adviser representative of TCI Wealth Advisors, Inc. from December 2013 to December 2016. Since January 2011, Ms. Walton has been the owner of Fine Line Financial. From January 1997 to September 2009, Ms. Walton was the senior account executive at Madden Media.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

- A. The supervised person is not actively engaged in any other investment-related businesses or occupations.
- B. The supervised person is not actively engaged in any non-investment-related business or occupation for compensation.

Item 5 Additional Compensation

None.

Item 6 Supervision

The Registrant provides investment advisory and supervisory services in accordance with the Registrant's policies and procedures manual. The primary purpose of the Registrant's Rule 206(4)-7 policies and procedures is to comply with the supervision requirements of Section 203(e)(6) of the Investment Advisers Act of 1940 ("Act"). The Registrant's Chief Compliance Officer, Catherine Nichols, Esq., is primarily responsible for the implementation of the Registrant's policies and procedures and overseeing the activities of the Registrant's supervised persons. Should an employee, independent contractor, investment adviser representative, or solicitor of the Registrant have any questions regarding the applicability/relevance of the Act, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a Participant have any questions regarding the Registrant's supervision or compliance practices, please contact Ms. Nichols at (877) 733-1859.

Item 1 Cover Page

A.

Jennifer Edwards

TCI FOUNDATION INC.

ADV Part 2B, Brochure Supplement

Dated: May 3, 2019

Contact: Catherine Nichols, Chief Compliance Officer
4011 East Sunrise Drive
Tucson, Arizona 85718
www.tci-foundation.org

B.

This Brochure Supplement provides information about Jennifer Edwards that supplements the TCI Foundation Inc. Brochure; you should have received a copy of that Brochure. Please contact Catherine Nichols, Esq. Chief Compliance Officer, if you did not receive TCI Foundation Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Jennifer Edwards is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Education Background and Business Experience

Jennifer Edwards was born in 1975. Ms. Edwards graduated from the University of Arizona in 1997, with a Bachelor of Science degree in Family Studies. Ms. Edwards has been an investment adviser representative of TCI Foundation Inc. since January 2016.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

- A. The supervised person is not actively engaged in any other investment-related businesses or occupations.
- B. The supervised person is not actively engaged in any non-investment-related business or occupation for compensation.

Item 5 Additional Compensation

None.

Item 6 Supervision

The Registrant provides investment advisory and supervisory services in accordance with the Registrant's policies and procedures manual. The primary purpose of the Registrant's Rule 206(4)-7 policies and procedures is to comply with the supervision requirements of Section 203(e)(6) of the Investment Advisers Act of 1940 ("Act"). The Registrant's Chief Compliance Officer, Catherine Nichols, Esq., is primarily responsible for the implementation of the Registrant's policies and procedures and overseeing the activities of the Registrant's supervised persons. Should an employee, independent contractor, investment adviser representative, or solicitor of the Registrant have any questions regarding the applicability/relevance of the Act, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a Participant have any questions regarding the Registrant's supervision or compliance practices, please contact Ms. Nichols at (877) 733-1859.

Item 1 Cover Page

A.

Wade M. Smith

TCI FOUNDATION INC.

ADV Part 2B, Brochure Supplement

Dated: May 3, 2019

Contact: Catherine Nichols, Chief Compliance Officer
4011 East Sunrise Drive
Tucson, Arizona 85718
www.tci-foundation.org

B.

This Brochure Supplement provides information about Wade M. Smith that supplements the TCI Foundation Inc. Brochure; you should have received a copy of that Brochure. Please contact Catherine Nichols, Esq. Chief Compliance Officer, if you did not receive TCI Foundation Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Wade M. Smith is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Education Background and Business Experience

Wade M. Smith was born in 1949. Mr. Smith graduated from the University of Redlands in 1971, with a Bachelor of Science degree in Engineering and from California State University at Fullerton in 1976, with a Master degree in Engineering. Mr. Smith graduated from the Defense Systems Management College at Fort Belvoir, VA in 1980, with a Program Management diploma and from UCLA in 1983, with a Master degree in Engineer Management. Mr. Smith has been an investment adviser representative of TCI Foundation Inc. since January 2018. From April 1994 to February 2013, Mr. Smith was a Director within Raytheon Missile Systems.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

- A. The supervised person is not actively engaged in any other investment-related businesses or occupations.
- B. The supervised person is not actively engaged in any non-investment-related business or occupation for compensation.

Item 5 Additional Compensation

None.

Item 6 Supervision

The Registrant provides investment advisory and supervisory services in accordance with the Registrant's policies and procedures manual. The primary purpose of the Registrant's Rule 206(4)-7 policies and procedures is to comply with the supervision requirements of Section 203(e)(6) of the Investment Advisers Act of 1940 ("Act"). The Registrant's Chief Compliance Officer, Catherine Nichols, Esq., is primarily responsible for the implementation of the Registrant's policies and procedures and overseeing the activities of the Registrant's supervised persons. Should an employee, independent contractor, investment adviser representative, or solicitor of the Registrant have any questions regarding the applicability/relevance of the Act, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a Participant have any questions regarding the Registrant's supervision or compliance practices, please contact Ms. Nichols at (877) 733-1859.

Item 1 Cover Page

A.

Scott Bennett

TCI FOUNDATION INC.

ADV Part 2B, Brochure Supplement

Dated: May 3, 2019

Contact: Catherine Nichols, Chief Compliance Officer
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www.tci-foundation.org

B.

This Brochure Supplement provides information about Scott Bennett that supplements the TCI Foundation Inc. Brochure; you should have received a copy of that Brochure. Please contact Catherine Nichols, Esq. Chief Compliance Officer, if you did not receive TCI Foundation Inc.’s Brochure or if you have any questions about the contents of this supplement.

Additional information about Scott Bennett is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Education Background and Business Experience

Scott Bennett was born in 1988. Mr. Bennett graduated from Northern Arizona University in 2011, with a Bachelor of Science degree in Economics. Since May 2018, Mr. Bennett has been the Executive Director of the TCI Foundation Inc. Mr. Bennett has also been a paraplanner of TCI Wealth Advisors, Inc. since April 2016. From June 2012 to April 2016, Mr. Bennett was an account executive at Outfront Media. From August 2011 to June 2012, he was a corps member of City Year.

Mr. Bennett has been a CERTIFIED FINANCIAL PLANNER™ since March 2019. The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 83,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 6 hours, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s Standards of Professional Conduct, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the Code of Ethics and other parts of the Standards of Professional Conduct, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services

at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

- A. The supervised person is not actively engaged in any other investment-related businesses or occupations.
- B. The supervised person is not actively engaged in any non-investment-related business or occupation for compensation.

Item 5 Additional Compensation

None.

Item 6 Supervision

The Registrant provides investment advisory and supervisory services in accordance with the Registrant's policies and procedures manual. The primary purpose of the Registrant's Rule 206(4)-7 policies and procedures is to comply with the requirements of supervision requirements of Section 203(e)(6) of the Investment Advisers Act of 1940 ("*Act*"). The Registrant's Chief Compliance Officer, Catherine Nichols, is primarily responsible for the implementation of the Registrant's policies and procedures and overseeing the activities of the Registrant's supervised persons. Should an employee or investment adviser representative of the Registrant have any questions regarding the applicability/relevance of the *Act*, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a client have any questions regarding the Registrant's supervision or compliance practices, please contact Ms. Nichols at (520) 733-1477.

Item 1 Cover Page

A.

Kyle Goodrich

TCI FOUNDATION INC.

ADV Part 2B, Brochure Supplement

Dated: May 3, 2019

Contact: Catherine Nichols, Chief Compliance Officer
4011 East Sunrise Drive
Tucson, Arizona 85718
www.tci-foundation.org

B.

This Brochure Supplement provides information about Kyle Goodrich that supplements the TCI Foundation Inc. Brochure; you should have received a copy of that Brochure. Please contact Catherine Nichols, Esq. Chief Compliance Officer, if you did not receive TCI Foundation Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Kyle Goodrich is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Education Background and Business Experience

Kyle Goodrich was born in 1980. Mr. Goodrich graduated from Pima Community College in 2012, with Associates of Applied Science degrees in Fire Science and Emergency Medical Technology. Mr. Goodrich has been an investment adviser representative of TCI Foundation Inc. since April 2018. Since August 2006, Mr. Goodrich has also been the fire captain of Golder Ranch Fire District.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

- A. The supervised person is not actively engaged in any other investment-related businesses or occupations.
- B. The supervised person is not actively engaged in any non-investment-related business or occupation for compensation.

Item 5 Additional Compensation

None.

Item 6 Supervision

The Registrant provides investment advisory and supervisory services in accordance with the Registrant's policies and procedures manual. The primary purpose of the Registrant's Rule 206(4)-7 policies and procedures is to comply with the supervision requirements of Section 203(e)(6) of the Investment Advisers Act of 1940 ("Act"). The Registrant's Chief Compliance Officer, Catherine Nichols, Esq., is primarily responsible for the implementation of the Registrant's policies and procedures and overseeing the activities of the Registrant's supervised persons. Should an employee, independent contractor, investment adviser representative, or solicitor of the Registrant have any questions regarding the applicability/relevance of the Act, the Rules thereunder, any section thereof, or any section of the policies and procedures, he/she should address those questions with the Chief Compliance Officer. Should a Participant have any questions regarding the Registrant's supervision or compliance practices, please contact Ms. Nichols at (877) 733-1859.

A.

Cody A. Cassidy

TCI FOUNDATION INC.

ADV Part 2B, Brochure Supplement
Dated: May 3, 2019

Contact: Catherine Nichols, Esq., Chief Compliance Officer
4011 East Sunrise Drive
Tucson, Arizona 85718
www.tciwealth.com

B.

This Brochure Supplement provides information about Cody A. Cassidy that supplements the TCI Wealth Advisors, Inc. Brochure. You should have received a copy of that Brochure. Please contact Catherine Nichols, Chief Compliance Officer, if you did *not* receive TCI Wealth Advisors, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Cody A. Cassidy is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Education Background and Business Experience

Cody A. Cassidy was born in 1986. Mr. Cassidy graduated from the University of Arizona in 2008, with a Bachelor of Arts degree in Communication and in 2010, with a Master degree in Communication. Mr. Cassidy has been a Financial Planning Associate of TCI Wealth Advisors, Inc. since May 2018. Since March 2019, Mr. Cassidy has also been a Financial Planning Associate at TCI Foundation Inc. From January 2017 to May 2018, Mr. Cassidy was the Director of External Relations and Information Systems at the University of Arizona Cancer Center. From July 2015 to December 2016, Mr. Cassidy was the Director of Communications and Public Affairs at the University of Arizona Cancer Center. From October 2010 to July 2015, Mr. Cassidy was the Director of Communications at the Office of the Pima County School Superintendent.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

- A. **Other Investment Adviser Firm.** Mr. Cassidy, also serves as investment adviser representative of TCI Wealth Advisors, Inc., an affiliated SEC registered investment advisor firm. The Registrant's Chief Compliance Officer, Catherine Nichols, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

- B. The supervised person is not actively engaged in any non-investment-related business or occupation for compensation.

Item 5 Additional Compensation

None.

Item 6 Supervision

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Item 1 Cover Page

A.

Kyle T. Larson

TCI FOUNDATION INC.

ADV Part 2B, Brochure Supplement
Dated: May 3, 2019

Contact: Catherine Nichols, Esq., Chief Compliance Officer
4011 East Sunrise Drive
Tucson, Arizona 85718
www.tciwealth.com

B.

This Brochure Supplement provides information about Kyle T. Larson that supplements the TCI Wealth Advisors, Inc. Brochure. You should have received a copy of that Brochure. Please contact Catherine Nichols, Chief Compliance Officer, if you did *not* receive TCI Wealth Advisors, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Kyle T. Larson is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Education Background and Business Experience

Kyle T. Larson was born in 1990. Mr. Larson graduated Summa Cum Laude from The University of Arizona in 2013, with a Bachelor of Science degree in Physiology and a minor in Sports Management. Mr. Larson has been an investment adviser representative of TCI Wealth Advisors, Inc. since November 2015. Since March 2019, Mr. Larson has also been an investment adviser representative of TCI Foundation Inc.. From August 2014 to June 2015, Mr. Larson was a medical scribe at Urological Associates of Southern Arizona and from August 2013 to July 2014, he was a medical scribe at Northwest & Oro Valley Hospitals.

Mr. Larson has been a CERTIFIED FINANCIAL PLANNER™ since November 2018. The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

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- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
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- Ethics – Renew an agreement to be bound by the Standards of Professional Conduct. The Standards prominently require that CFP® professionals provide financial planning services

at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

- A. **Other Investment Adviser Firm.** Mr. Larson, also serves as investment adviser representative of TCI Wealth Advisors, Inc., an affiliated SEC registered investment advisor firm. The Registrant's Chief Compliance Officer, Catherine Nichols, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.
- B. The supervised person is not actively engaged in any non-investment-related business or occupation for compensation.

Item 5 Additional Compensation

None.

Item 6 Supervision

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Item 1 Cover Page

A.

Chad W. Lawyer

TCI FOUNDATION INC.

ADV Part 2B, Brochure Supplement
Dated: May 3, 2019

Contact: Catherine Nichols, Esq., Chief Compliance Officer
4011 East Sunrise Drive
Tucson, Arizona 85718
www.tciwealth.com

B.

This Brochure Supplement provides information about Chad W. Lawyer that supplements the TCI Wealth Advisors, Inc. Brochure. You should have received a copy of that Brochure. Please contact Catherine Nichols, Chief Compliance Officer, if you did *not* receive TCI Wealth Advisors, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Chad W. Lawyer is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Education Background and Business Experience

Chad W. Lawyer was born in 1983. Mr. Lawyer graduated from Scottsdale Community College in 2009, with an Associate degree in Architectural Technology and in 2010, with a Bachelor of Science degree in Public Management. Mr. Lawyer has been an investment adviser representative of TCI Wealth Advisors, Inc. since May 2018. Since March 2019, Mr. Lawyer has also been an investment adviser representative of TCI Foundation Inc. From February 2017 to April 2018, Mr. Lawyer was an associate advisor at CAVU Wealth Advisors. From September 2013 to February 2017, Mr. Lawyer was an associate at Charles Schwab & Co., Inc. From November 2012 to September 2013, Mr. Lawyer was an associate at RANDSTAD.

Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

- A. **Other Investment Adviser Firm.** Mr. Lawyer, also serves as investment adviser representative of TCI Wealth Advisors, Inc., an affiliated SEC registered investment advisor firm. The Registrant's Chief Compliance Officer, Catherine Nichols, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.
- B. The supervised person is not actively engaged in any non-investment-related business or occupation for compensation.

Item 5 Additional Compensation

None.

Item 6 Supervision

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Item 1 Cover Page

A.

Justin R. Rodriguez

TCI FOUNDATION INC.

ADV Part 2B, Brochure Supplement
Dated: May 3, 2019

Contact: Catherine Nichols, Esq., Chief Compliance Officer
4011 East Sunrise Drive
Tucson, Arizona 85718
www.tciwealth.com

B.

This Brochure Supplement provides information about Justin R. Rodriguez that supplements the TCI Wealth Advisors, Inc. Brochure. You should have received a copy of that Brochure. Please contact Catherine Nichols, Chief Compliance Officer, if you did *not* receive TCI Wealth Advisors, Inc.'s Brochure or if you have any questions about the contents of this supplement.

Additional information about Justin R. Rodriguez is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Education Background and Business Experience

Justin R. Rodriguez was born in 1992. Mr. Rodriguez graduated from Arizona State University in 2014, with Bachelor of Science degrees in both Finance and Accountancy. Mr. Rodriguez has been an investment adviser representative of TCI Wealth Advisors, Inc. since May 2018. Since March 2019, Mr. Rodriguez has also been an investment adviser representative of TCI Foundation Inc. From April 2015 to April 2018, Mr. Rodriguez was a registered representative and investment adviser representative with Next Financial Group, Inc. From July 2014 to March 2015, Mr. Rodriguez was a financial analyst with The Boeing Company and from June 2013 to September 2013, he was a financial intern.

Mr. Rodriguez has been a CERTIFIED FINANCIAL PLANNER™ since 2018. The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

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Item 3 Disciplinary Information

None.

Item 4 Other Business Activities

- A. **Other Investment Adviser Firm.** Mr. Rodriguez, also serves as investment adviser representative of TCI Wealth Advisors, Inc., an affiliated SEC registered investment advisor firm. The Registrant's Chief Compliance Officer, Catherine Nichols, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

- B. The supervised person is not actively engaged in any non-investment-related business or occupation for compensation.

Item 5 Additional Compensation

None.

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