

**Item 1. INTRODUCTION**

Confluence Investment Management LLC ("Confluence") is registered with the U.S. Securities and Exchange Commission ("SEC") as an investment adviser. Clients and prospective clients should be aware that services and fees differ between investment advisers and broker-dealers and it is important for retail investors to understand the differences. Free tools are available to research advisory firms at [investor.gov/CRS](http://investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisers and investing.

**Item 2. RELATIONSHIPS AND SERVICES****What investment services and advice can you provide me?**

**Services:** Confluence offers portfolio management and advisory services focused on an array of equity strategies, asset allocation strategies, balanced strategies, alternative and sector strategies. Our services are offered primarily through your financial advisor ("your Financial Advisor") and the account you maintain with your broker-dealer, bank, investment advisory firm or other financial institution ("your Financial Institution"). Confluence does not custody or take possession of your assets. Your Financial Advisor works with you to examine your current financial situation and financial goals, to understand your risk tolerance and investment time horizon, and to develop your overall financial plan/investment strategy. As part of your overall strategy, you (or your Financial Advisor) may utilize one or more Confluence strategies with respect to a portion of the assets at your Financial Institution. Confluence also offers services directly to clients.

Confluence offers its services on either a discretionary or a non-discretionary basis. In a discretionary account (typically referred to as a separately managed account), at the outset of the contractual relationship, Confluence is granted the authority by you to determine the securities or other assets to purchase or sell in the account. This discretion will remain in effect unless revoked by you or your Financial Advisor. Confluence will monitor your separately managed account and will purchase and sell securities and other assets in the account consistent with the investment strategy or strategies selected by you (or your Financial Advisor on your behalf) as part of your overall investment plan (subject to any reasonable restrictions provided in writing to Confluence).

In a non-discretionary account, Confluence makes recommendations to your Financial Advisor or Financial Institution concerning securities and other assets, but Confluence does not have the authority to implement such recommendations. Rather, you (or your Financial Advisor or Financial Institution on your behalf) have the sole authority to determine whether securities or other assets in your account are purchased or sold in accordance with Confluence recommendations. Accordingly, Confluence is not involved in the selection of the Financial Institutions through which transactions are implemented. Non-discretionary accounts also include those for which Confluence supervises the securities or other assets in the account, without any discretionary authority.

**Requirements to open and maintain an account:** Confluence generally requires discretionary separately managed accounts to have a minimum account value of \$100,000 (\$200,000 in the case of balanced equity strategies and \$50,000 for asset allocation strategies), private wealth accounts (which are generally high net worth individuals) to have a minimum account value of \$500,000, and institutional accounts to have a minimum account value of \$5 million.

**Additional Information:** Additional information on relationships, fees and services can be found in the Confluence Form ADV, Part 2A (items 4-7) which is available on our website at [confluenceinvestment.com/our-firm/compliance](http://confluenceinvestment.com/our-firm/compliance).

**Conversation Starter** - Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

**Item 3. FEES, COSTS, CONFLICTS AND STANDARD OF CONDUCT****What fees will I pay?**

**Principal Fees and Costs:** Confluence fees for discretionary accounts are based on a percentage of the value of the assets in your separately managed account for which we are providing services, and the specific percentage amount is based upon the investment strategy selected and the amount of assets in your separately managed account. Confluence fees for non-discretionary model portfolio recommendations are based on a percentage of the value of the overall assets at the Financial Institution with respect to which our recommendations are made. A general fee schedule for discretionary investment management services is included in the Confluence Form ADV 2A (Item 5). The actual percentage amount you pay may be lower than that shown on the schedule, depending on the

arrangements with your Financial Institution and Financial Advisor. You can obtain the specific fee that you pay from your Financial Advisor. Confluence retains full authority to negotiate the fees it charges for discretionary and non-discretionary advisory services. Confluence fees are generally payable quarterly in advance, but certain accounts may be billed in arrears.

Confluence's fees are exclusive of brokerage commissions, wrap program fees, transaction fees, custodial fees, deferred sales charges, exchange fees, SEC fees, transfer taxes, wire transfer, electronic fund fees, and other related costs and expenses which are incurred by the client from custodians, brokers, third-party advisors, and other third parties.

**Additional Information:** You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying. Additional information can be found in the Confluence Form ADV, Part 2A (Items 5-6) which is available on our website.

**Conversation Starter** - Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?

## **Conflicts and Standard of Conduct**

### **What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have?**

When Confluence acts as your investment adviser, we are required to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. For example, for those discretionary accounts for which we also have discretion to select broker-dealers to execute transactions, Form ADV, Part 2A (Item 12 - Brokerage Practices (Research and Other Soft Dollar/Commission Sharing Benefits)) describes the conflict of interest we have with respect to broker-dealers that provide us research and brokerage services. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Confluence has adopted a Code of Ethics describing its standards of business conduct, potential conflicts of interest, and fiduciary duties.

**Conversation Starter** - How might your conflicts of interest affect me, and how will you address them?

**Additional information:** Additional information on conflicts of interest can be found in our Form ADV, Part 2A (Items 7,8,10,11, and 12) which is on our website at [confluenceinvestment.com/our-firm/compliance](http://confluenceinvestment.com/our-firm/compliance).

**How do your financial professionals make money?** Confluence sales personnel are compensated based on a portion of the fees paid to Confluence for advisory services, creating a conflict in that they have an incentive to recommend higher fee-generating products. Other Confluence personnel are compensated based on individual performance and growth of the business.

## **Item 4. DISCIPLINARY HISTORY**

### **Do you or your financial professionals have legal or disciplinary history?**

Confluence and its financial professionals have not been subject to any disciplinary events by regulators nor is it a party to any legal events that are material to client evaluation of our advisory business. You can visit [Investor.gov/CRS](http://Investor.gov/CRS) for free and simple search tools to research us and our financial professionals.

**Conversation Starter** - As a financial professional, do you have any disciplinary history? For what type of conduct?

## **Item 5. ADDITIONAL INFORMATION**

If you have any questions about our services or if you wish to request a copy of the relationship summary, please contact us at 314-743-5090 or [compliance@confluenceim.com](mailto:compliance@confluenceim.com). Additional information is also available on the SEC's website at [adviserinfo.sec.gov](http://adviserinfo.sec.gov).

**Conversation Starter** - Who is my primary contact person? Is he or she a representative of an investment adviser or broker-dealer? Who can I talk to if I have concerns about how this person is treating me?