

# Rodgers & Associates, Ltd.

## Code of Ethics

Amended and Restated August 15, 2007

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### General

The Code of Ethics is predicated on the principle that Rodgers & Associates, Ltd. (“R&A”) owes a fiduciary duty to its clients. Accordingly, R&A’s Employees must avoid activities, interests and relationships that run contrary (or appear to run contrary) to the best interests of clients. At all times, R&A must:

- ***Place client interests ahead of R&A’s*** – As a fiduciary, R&A must serve in its clients’ best interests. In other words, R&A Employees may not benefit at the expense of advisory clients. This concept is particularly relevant when Employees are making personal investments in securities traded by advisory clients.
- ***Engage in personal investing that is in full compliance with R&A’s Code of Ethics*** – Employees must review and abide by R&A’s Personal Security Transaction and Insider Trading Policies.
- ***Avoid taking advantage of your position*** – Employees must not accept investment opportunities, gifts or other gratuities from individuals seeking to conduct business with R&A, or on behalf of an advisory client, unless in compliance with the Gift Policy below.
- ***Maintain full compliance with the Federal Securities Laws***<sup>1</sup> – Employees must abide by the standards set forth in Rule 204A-1 under the Advisers Act.

Any questions with respect to R&A’s Code of Ethics should be directed to the CCO and/or the CCO’s designee. As discussed in greater detail below, Employees must promptly report any violations of the Code of Ethics to the CCO. All reported Code of Ethics violations will be treated as being made on an anonymous basis.

### Risks

In developing this policy and procedures, R&A considered the material risks associated with administering the Code of Ethics. This analysis includes risks such as:

- One or more employees engage in an excessive volume of personal trading (as determined by the CCO) that detracts from their ability to perform services for clients.
- The personal trading of employees does not comply with the provisions of Rule 204A-1 under the Advisers Act.
- Employees use firm property, including research, supplies, and equipment, for personal benefit.

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<sup>1</sup> “Federal securities laws” means the Securities Act of 1933, the Securities Exchange Act of 1934, the Sarbanes-Oxley Act of 2002, the Investment Company Act of 1940, the Investment Advisers Act of 1940, Title V of the Gramm-Leach-Bliley Act, the Bank Secrecy Act as it applies to funds and investment advisers, and any rules adopted thereunder by the Securities and Exchange Commission or the Department of the Treasury.

R&A has established the following guidelines as an attempt to mitigate these risks.

### **Guiding Principles & Standards of Conduct**

All Employees of R&A will act with competence, integrity, and in an ethical manner, when dealing with clients, the public, prospects, third-party service providers and fellow Employees. The following set of principles frame the professional and ethical conduct that R&A expects from its Employees and consultants:

- Act with integrity, competence, diligence, respect, and in an ethical manner with the public, clients, prospective clients, employers, Employees, colleagues in the investment profession, and other participants in the global capital markets;
- Place the integrity of the investment profession, the interests of clients, and the interests of R&A above one's own personal interests;
- Adhere to the fundamental standard that you should not take inappropriate advantage of your position;
- Disclose the existence of any actual or potential conflict of interest;
- Conduct all personal securities transactions in a manner consistent with this policy;
- Use reasonable care and exercise independent professional judgment when conducting investment analysis, making investment recommendations, taking investment actions, and engaging in other professional activities;
- Practice and encourage others to practice in a professional and ethical manner that will reflect favorably on you and the profession;
- Promote the integrity of, and uphold the rules governing, capital markets;
- Maintain and improve your professional competence and strive to maintain and improve the competence of other investment professionals; and
- Comply with applicable provisions of the federal securities laws.

**R&A HAS ZERO TOLERANCE FOR RETALIATORY ACTIONS AND THEREFORE MAY SUBJECT OFFENDERS TO MORE SEVERE ACTION THAN SET FORTH IN THIS CODE OF ETHICS. IN ORDER TO MINIMIZE THE POTENTIAL FOR SUCH BEHAVIOR, ALL REPORTS OF CODE OF ETHICS VIOLATIONS WILL BE TREATED AS BEING MADE ON AN ANONYMOUS BASIS.**

#### **1. Personal Security Transaction Policy**

Employees may not purchase or sell any security in which the Employee has a beneficial ownership unless the transaction occurs in an exempted security or the Employee has complied with the Personal Security Transaction Policy set forth below.

#### **Reportable and Exempt Securities**

R&A requires Employees to provide periodic reports (See *Reporting* section below) regarding transactions and holdings in any security, as that term is defined in Section 202(a)(18) of the Advisers Act ("Reportable Security"), except that it does not include:

- Direct obligations of the Government of the United States;

- Bankers' acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements;
- Shares issued by money market funds; and
- Shares issued by unit investment trusts that are invested exclusively in one or more open-end funds.

Commodities, futures and options traded on a commodities exchange, including currency futures are not considered securities. However, futures and options on any group or index of securities shall be considered securities.

### **Beneficial Ownership**

Employees are considered to have beneficial ownership of securities if they have or share a direct or indirect pecuniary interest in the securities. Employees have a pecuniary interest in securities if they have the ability to directly or indirectly profit from a securities transaction.

The following are examples of indirect pecuniary interests in securities:

- Securities held by members of Employees' immediate family sharing the same household. Immediate family means any child, stepchild, grandchild, parent, stepparent, grandparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law. Adoptive relationships are included;
- Employees' interests as a general partner in securities held by a general or limited partnership; and
- Employees' interests as a manager/member in the securities held by a limited liability company.

Employees do not have an indirect pecuniary interest in securities held by entities in which they hold an equity interest unless they are a controlling equity holder or they share investment control over the securities held by the entity.

The following circumstances constitute beneficial ownership by Employees of securities held by a trust:

- Ownership of securities as a trustee where either the Employee or members of the Employees' immediate family have a vested interest in the principal or income of the trust;
- Ownership of a vested beneficial interest in a trust; and
- An Employee's status as a settlor/grantor of a trust, unless the consent of all of the beneficiaries is required in order for the Employee to revoke the trust.

### **Investments in Initial Public Offerings ("IPOs")**

No Employee shall acquire, directly or indirectly, any beneficial ownership in an IPO.

## Investments in Limited Offerings<sup>2</sup>

No Employee shall acquire, directly or indirectly, any Beneficial Ownership in any limited offering without first obtaining prior approval of the CCO (or his designee) in order to preclude any possibility of their profiting improperly from their positions on behalf of a client. The CCO shall: (i) obtain from the Employee full details of the proposed transaction (including written certification that the investment opportunity did not arise by virtue of the Employee's activities on behalf of a client; and (ii) determine whether, after consultation with a Portfolio Manager (who has no personal interest in the issuer of the limited offering), clients do not have any foreseeable interest in purchasing such security. A record of such approval by the CCO and the reasons supporting those decisions shall be kept as required in the Records section of this Policy. Please refer to Attachment A for a copy of the Limited Offering Request and Reporting Form.

## Reporting

The CCO has an obligation to identify, with reasonable assurance, any instances of “scalping”, “front-running” or the appearance of a conflict of interest with the trading by R&A clients. Accordingly, each Employee of R&A shall submit the reports described below, for all securities transactions and holdings reportable under this policy.

### *Quarterly Transaction Reports*

Employees shall have all personal securities transactions download into R&A's portfolio management software, Axys. If an employee's trades do not occur through a broker-dealer (e.g., purchase of a private investment fund), or for some other reason cannot be downloaded into Axys, any/all such transactions shall be reported utilizing the *Securities Transaction Online Reporting System* (“STOCS”) provided by our compliance consultants, Adviser Compliance Associates, LLC (“ACA”). STOCS should be accessed via the Internet by navigating to: <http://www.advisercompliance.com> or <https://www.ACAStocks.com>.<sup>3</sup> Employees may enter these trades into the STOCS system contemporaneously as they trade throughout the quarter, or at once at the end of the quarter. Regardless of the methodology or system used, all securities transactions entered into by Employees must be reported to R&A within thirty (30) days of the end of each calendar quarter.

**EMPLOYEES ARE REMINDED THAT THEY MUST ALSO REPORT TRANSACTIONS BY MEMBERS OF THE EMPLOYEE'S IMMEDIATE FAMILY INCLUDING SPOUSE, CHILDREN AND OTHER MEMBERS OF THE HOUSEHOLD, OR IN ANY ACCOUNTS OVER WHICH THE EMPLOYEE HAS DIRECT OR INDIRECT INFLUENCE OR CONTROL.**

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<sup>2</sup> The term “limited offering” is defined as an offering that is exempt from registration under the Securities Act of 1933 pursuant to section 4(2) or section 4(6) or pursuant to Rules 504, 505, or 506 of Regulation D. The term “initial public offering” means an offering of securities registered under the Securities Act of 1933, the issuer of which, immediately before the registration, was not subject to the reporting requirements of sections 13 or 15(d) of the Securities Exchange Act of 1934.

<sup>3</sup> Instructions for using STOCS are provided in the STOCS User Manual, which is available on the STOCS homepage at <https://www.ACAStocks.com>.

### *Initial Holdings Reports*

New R&A Employees are required to report all of their personal securities holdings (both public and private) not later than 10 days after the commencement of their employment. (See Attachment B for a copy of the Initial Holdings Report.) The initial holdings report must be current as of a date not more than 45 days prior to the date the person becomes subject to this Code.

The Initial Holdings Report must contain, at a minimum: (a) the title and type of security, and as applicable the exchange ticker symbol or CUSIP number, number of shares, and principal amount of each Reportable Security in which the Employee has any direct or indirect beneficial ownership; (b) the name of any broker, dealer or bank with which the Employee maintains an account in which any securities are held for the Employee's direct or indirect benefit; and (c) the date the Employee submits the report.

### *Annual Holdings Reports*

Existing Employees are required to provide R&A with a complete list of securities holdings on an annual basis, or on or before February 14<sup>th</sup> (or as otherwise determined by R&A) of each year. The report shall be current as of December 31<sup>st</sup>, which is a date no more than 45 days from the final date the report is due to be submitted. (See Attachment C for a copy of the Annual Holdings Report.)

The Annual Holdings Report must contain, at a minimum: (a) the title and type of security, and as applicable the exchange ticker symbol or CUSIP number, number of shares, and principal amount of each Reportable Security in which the Employee has any direct or indirect beneficial ownership; (b) the name of any broker, dealer or bank with which the Employee maintains an account in which any securities are held for the Employee's direct or indirect benefit; and (c) the date the Employee submits the report.

Because most of this information is tracked in Axys, the process of annual reporting will be facilitated by the CCO. The CCO will distribute aggregate holdings and brokerage account lists along with a copy of the Annual Holdings Report (Attachment C) to all Employees. Employees will be required to sign and date the Annual Holdings Report forms attesting to the accuracy and completeness of the information contained therein. Any necessary amendments or additions to the information, particularly relating to securities accounts for which information is not captured in Axys, should be made on the reports prior to submission by the Employee.

### **Exceptions from Reporting Requirements**

An Employee is not required to submit: (1) a transaction or initial and annual holdings report with respect to securities held in accounts over which the Employee had no direct or indirect influence or control (i.e., any transactions occurring in an account that is managed on a fully-discretionary basis by an unaffiliated money manager and over which such employee has no direct or indirect influence or control), and (2) a transaction report with respect to transactions effected pursuant to an automatic investment plan.<sup>4</sup> The CCO will determine on a case-by-case basis whether an account qualifies for either of these exceptions. In addition, from time to time, the CCO may exempt certain transactions on a fully documented trade-by-trade basis.

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<sup>4</sup> "Automatic investment plan" means a program in which regular periodic purchases (or withdrawals) are made automatically in (or from) investment accounts in accordance with a predetermined schedule and allocation. An automatic investment plan includes a dividend reinvestment plan.

## **Trading and Review**

R&A strictly forbids “front-running” client accounts, which is a practice generally understood to be Employees personally trading ahead of client accounts. Finally, Employees are strictly prohibited from engaging in short-term trades of mutual fund shares, as to avoid even the appearance of market timing activities. The CCO will closely monitor Employees’ investment patterns to detect these abuses.

ACA and the CCO (or his designee) will engage in a post-transaction review process. The reason for the development of a post-transaction review process is to ensure that R&A has developed procedures to supervise the activities of its Employees. The comparison of Employee trades to those of advisory clients will identify potential conflicts of interest or the appearance of a potential conflict.

If R&A discovers that an Employee is personally trading contrary to the policies set forth above, the Employee shall meet with the CCO to review the facts surrounding the transactions. This meeting shall help R&A to determine the appropriate course of action.

The CCO, in his sole discretion, may request at any time that an Employee produce duplicate brokerage statements and/or trade confirmations to support any of the transaction information reported by that Employee via the STOCS system.

## **Reporting Violations and Remedial Actions**

R&A takes the potential for conflicts of interest caused by personal investing very seriously. As such, R&A requires its Employees to promptly report any violations of the Code of Ethics to the CCO. R&A’s management is aware of the potential matters that may arise as a result of this requirement, and shall take action against any Employee that seeks retaliation against another for reporting violations of the Code of Ethics.

If any violation of R&A’s Personal Security Transaction Policy is determined to have occurred, the CCO may impose sanctions and take such other actions as he/she deems appropriate, including, without limitation, requiring that the trades in question be reversed, requiring the disgorgement of profits or gifts, issuing a letter of caution or warning, issuing a suspension of personal trading rights or suspension of employment (with or without compensation), imposing a fine, making a civil referral to the SEC, making a criminal referral, and/or terminating employment for cause or any combination of the foregoing. All sanctions and other actions taken shall be in accordance with applicable employment laws and regulations. Any profits or gifts forfeited shall be paid to the applicable client(s), if any, or given to a charity, as the CCO shall determine is appropriate.

No person shall participate in a determination of whether he or she has committed a violation of this Policy or in the imposition of any sanction against himself or herself.

## **Disclosure**

R&A shall describe its Code of Ethics to clients in Part II of Form ADV and, upon request, furnish clients with a copy of the Code of Ethics. All client requests for R&A’s Code of Ethics shall be directed to the CCO.

## **2. Insider Trading Policy**

Section 204A of the Advisers Act requires every investment adviser to establish, maintain, and enforce written policies and procedures reasonably designed, taking into consideration the nature of such

investment adviser's business, to prevent the misuse of material, nonpublic information by such investment adviser or any person associated with such investment adviser. In accordance with Section 204A, R&A has instituted procedures to prevent the misuse of nonpublic information.

Although “insider trading” is not defined in securities laws, it is generally thought to be described as trading either personally or on behalf of others on the basis of material non-public information or communicating material non-public information to others in violation of the law. In the past, securities laws have been interpreted to prohibit the following activities:

- Trading by an insider while in possession of material non-public information; or
- Trading by a non-insider while in possession of material non-public information, where the information was disclosed to the non-insider in violation of an insider’s duty to keep it confidential; or
- Communicating material non-public information to others in breach of a fiduciary duty.

R&A’s Insider Trading Policy applies to all of its Employees. Any questions should be directed to the CCO and/or his designee.

### **Who Does the Policy Cover?**

This policy covers all of R&A’s Employees as well as any transactions in any securities participated in by family members, trusts or corporations directly or indirectly controlled by such persons. In addition, the policy applies to transactions engaged in by corporations in which the Employee is an officer, director or 10% or greater stockholder and a partnership of which the Employee is a partner unless the Employee has no direct or indirect control over the partnership.

### **What Information is Material?**

Individuals may not be held liable for trading on inside information unless the information is material. “Material information” is generally defined as information for which there is a substantial likelihood that an investor would consider it important in making his or her investment decisions, or information that is reasonably certain to have a substantial effect on the price of a company’s securities.

Advance knowledge of the following types of information is generally regarded as “material”:

- Dividend or earnings announcements
- Write-downs or write-offs of assets
- Additions to reserves for bad debts or contingent liabilities
- Expansion or curtailment of company or major division operations
- Merger, joint venture announcements
- New product/service announcements
- Discovery or research developments
- Criminal, civil and government investigations and indictments
- Pending labor disputes
- Debt service or liquidity problems
- Bankruptcy or insolvency problems
- Tender offers, stock repurchase plans, etc.
- Recapitalization

Information provided by a company could be material because of its expected effect on a particular class of a company’s securities, all of the company’s securities, the securities of another company, or the

securities of several companies. The misuse of material non-public information applies to all types of securities, including equity, debt, commercial paper, government securities and options.

Material information does not have to relate to a company's business. For example, material information about the contents of an upcoming newspaper column may affect the price of a security, and therefore be considered material.

### **What Information is Non-Public?**

In order for issues concerning insider trading to arise, information must not only be material, but also non-public. "Non-public" information generally means information that has not been available to the investing public.

Once material, non-public information has been effectively distributed to the investing public, it is no longer classified as material, non-public information. However, the distribution of non-public information must occur through commonly recognized channels for the classification to change. In addition, the information must not only be publicly disclosed, there must be adequate time for the public to receive and digest the information. Lastly, non-public information does not change to public information solely by selective dissemination.

R&A's Employees must be aware that even where there is no expectation of confidentiality, a person may become an insider upon receiving material, non-public information. Whether the "tip" made to the Employee makes him/her a "tippee" depends on whether the corporate insider expects to benefit personally, either directly or indirectly, from the disclosure.

The "benefit" is not limited to a present or future monetary gain; it could be a reputational benefit or an expectation of a quid pro quo from the recipient by a gift of the information. Employees may also become insiders or tippees if they obtain material, non-public information by happenstance, at social gatherings, by overhearing conversations, etc.

### **Penalties for Trading on Insider Information**

Severe penalties exist for firms and individuals that engage in the act of insider trading, including civil injunctions, treble damages, disgorgement of profits and jail sentences. Further, fines for individuals and firms found guilty of insider trading are levied in amounts up to three times the profit gained or loss avoided, and up to the greater of \$1,000,000 or three times the profit gained or loss avoided, respectively.

### **Procedures to Follow If an Employee Believes that He/She Possesses Material, Non-Public Information**

If an Employee has questions as to whether they are in possession of material, non-public information, they must inform the CCO as soon as possible. From this point, the Employee and CCO will conduct research to determine if the information is likely to be considered important to investors in making investment decisions, and whether the information has been publicly disseminated.

Given the severe penalties imposed on individuals and firms engaging in insider trading, Employees:

- Shall not trade the securities of any company in which they are deemed insiders who may possess material, non-public information about the company.
- Shall not engage in securities transactions of any company, except in accordance with R&A's Personal Security Transaction Policy and the securities laws.

- Shall submit personal security trading reports in accordance with the Personal Security Transaction Policy.
- Shall not discuss any potentially material, non-public information with colleagues, except as specifically required by their position.
- Shall immediately report the potential receipt of non-public information to the CCO.
- Shall not proceed with any research, trading, etc. until the CCO informs the Employee of the appropriate course of action.

### **3. Serving as Officers, Trustees and/or Directors of Outside Organizations**

Employees may, under certain circumstances, be granted permission to serve as directors, trustees or officers of outside organizations by completing Attachment D. These organizations can include public or private corporations, partnerships, charitable foundations and other not-for-profit institutions. Employees may also receive compensation for such activities.

At certain times, R&A may determine that it is in its clients' best interests for an Employee(s) to serve as an officer or on the board of directors of an outside organization. For example, a company held in clients' portfolios may be undergoing a reorganization that may affect the value of the company's outstanding securities and the future direction of the company. Service with organizations outside of R&A can, however, raise serious regulatory issues and concerns, including conflicts of interests and access to material non-public information.

As an outside board member or officer, an Employee may come into possession of material non-public information about the outside company, or other public companies. It is critical that a proper information barrier be in place between R&A and the outside organization, and that the Employee does not communicate such information to other R&A Employees in violation of the information barrier.

Similarly, R&A may have a business relationship with the outside organization or may seek a relationship in the future. In those circumstances, the Employee must not be involved in the decision to retain or hire R&A.

R&A Employees are prohibited from engaging in such outside activities without the prior written approval from the CCO. Approval will be granted on a case by case basis, subject to proper resolution of potential conflicts of interest. Outside activities will be approved only if any conflict of interest issues can be satisfactorily resolved and all of the necessary disclosures are made on Part II of Form ADV.

### **4. Employee Involvement in Litigation or Proceedings**

Employees must advise the CCO immediately if he or she becomes involved in or threatened with litigation or an administrative investigation or proceeding of any kind, is subject to any judgment, order or arrest, or is contacted by any regulatory authority.

### **5. Gifts**

Employees may not accept investment opportunities, gifts or other gratuities from individuals seeking to conduct business with R&A, or on behalf of an advisory client. However, Employees may accept gifts from a single giver in aggregate amounts not exceeding \$100, and may attend business meals, sporting events and other entertainment events at the expense of a giver, as long as the expense is reasonable and both the giver(s) and the Employee(s) are present. Employees must report their receipt of gifts to the CCO by completing Attachment E.

## **Recordkeeping**

R&A shall maintain records in the manner and to the extent set forth below, which records shall be available for appropriate examination by representatives of regulatory authorities or R&A's management.

- A copy of this Policy and any other code which is, or at any time within the past five years has been, in effect shall be preserved in an easily accessible place;
- A record of any violation of this Policy and of any action taken as a result of such violation shall be preserved in an easily accessible place for a period of not less than five years following the end of the fiscal year in which the violation occurs;
- A record of all written acknowledgements (annual certifications) as required by this Policy for each person who is currently, or with the past five years was, an Employee of R&A;
- A copy of each report made pursuant to this Policy by an Employee, including any information provided in lieu of reports, shall be preserved by the Company for at least five years after the end of the fiscal year in which the report is made or the information is provided, the first two years in an easily accessible place;
- A list of all persons who are, or within the past five years have been, required to make reports pursuant to this Policy, or who are or were responsible for reviewing these reports, shall be maintained in an easily accessible place; and
- The Company shall preserve a record of any decision, and the reasons supporting the decision, to approve the acquisition of any limited offering by Employees for at least five years after the end of the fiscal year in which the approval is granted, the first two years in an easily accessible place.

## **Responsibility**

The CCO will be responsible for administering the Code of Ethics. All questions regarding the policy should be directed to the CCO. All Employees must acknowledge their receipt and understanding of the Code of Ethics, as required by Rule 204A-1 under the Advisers Act, upon commencement of their employment and annually thereafter.