

WRAP FEE PROGRAM BROCHURE

**SEC form ADV Part 2A-
Appendix 1**

PERSONAL CAPITAL ADVISORS CORPORATION

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This Wrap Fee Program Brochure (“brochure”) provides information about the qualifications and business practices of Personal Capital Advisors Corporation. If you have any questions about the contents of this brochure, please contact us at (855) 855-8005 or by e-mail at service@personalcapital.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.

Personal Capital Advisors Corporation is a registered investment advisor with the Securities Exchange Commission (“SEC”). Any reference to the advisory services refers to Personal Capital Advisors Corporation. SEC Registration does not imply a certain level of skill or training.

Additional information about Personal Capital Advisors Corporation also is available on the SEC’s website www.adviserinfo.sec.gov or Personal Capital Advisors Corp’s website at www.personalcapital.com.

FEBRUARY 23, 2018

Item 2 | **Material Changes**

The following material changes have occurred since the publishing of Personal Capital Advisors' SEC Form ADV Part 2A other-than-annual update on April 21, 2017.

- > January 2018: See updated ADV Part 1, Schedule A - Control Persons.

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Item 4 | **Services, Fees and Compensation**

Founded in March 2010, Personal Capital Advisors Corporation (hereinafter, “Personal Capital Advisors”) is an investment advisor registered with the U.S. Securities and Exchange Commission (the “SEC”). Personal Capital Advisors provides investment management services to its Clients (individually, a “Client”).

Personal Capital Advisors combines cutting edge technology, with objective financial advice from financial advisors who act in the best interest of our clients. We charge one all-inclusive fee for our Advisory Services.

Personal Capital Advisors Corporation is a subsidiary of Personal Capital Corporation (“Personal Capital”), formed in October 2009. The web, mobile, tablet, and personal financial management software portion of the Advisory Service is delivered through Personal Capital Corporation.

Assets under Management: As of January 31, 2018, Personal Capital Advisors managed approximately \$6.4 billion of client assets on a discretionary basis.

> **Advisory Services**

- > Ongoing discretionary investment management
- > Automatic rebalancing
- > Tax optimization and tax loss harvesting, as applicable
- > Collaboration with CPA and Estate Planning Professionals
- > Portfolio personalization, as applicable
- > Financial planning
- > U.S. equity portfolio equal weighting, as applicable
- > Custody services included at no additional charge
- > Securities transaction costs included at no additional charge
- > Assigned personal financial advisor
- > Unaffiliated, qualified custodian used
- > Minimum relationship size: \$100,000

Personal financial advisors are available during business hours and may be reached via telephone, email, video, online chat or in person at our offices. Advice is based on each client’s financial situation typically evidenced by accounts that clients have linked through Personal Capital’s financial aggregation service, as well as detailed information about personal circumstances such as age, investment time horizon, risk tolerance, expectations, goals, investment restrictions, etc.

> Fees and Compensation

Personal Capital Advisors charges a single fee based on the value of the Client's assets under management. The single fee includes portfolio management, trading commissions, and custody services. Fees are calculated and deducted on a monthly basis in arrears. The daily market value of the assets under management is used to calculate the fee.

Clients are required to establish brokerage accounts at a qualified custodian ("Broker" or "Brokers") identified by Personal Capital Advisors. All identified Brokers are member firms of FINRA and SIPC. The currently identified Broker is:

Pershing Advisor Solutions LLC
One Pershing Plaza, 4th Floor, Jersey City, NJ 07399
www.pershing.com/ria/index.html

All Client assets are held in custody at the above listed Broker. Pershing is not affiliated with Personal Capital Advisors.

The Client authorizes Personal Capital Advisors to debit the advisory fee directly from the Client's investment account. If insufficient cash is available to pay such fees, securities in an amount equal to the balance of unpaid fees will be liquidated to pay for the unpaid balance.

Personal Capital Advisors reserves the right to reduce its advisory fee at its discretion, including for promotional events that may result in complimentary or reduced advisory fees for new clients, and /or to our current clients for referrals. The fee rate also has been reduced for personnel (including employees and consultants) of Personal Capital Advisors and its affiliates. These reductions apply to members of the same households, and Personal Capital Advisors may include former employees and consultants. All fee errors will be corrected immediately upon discovery and any errors over \$10 will be communicated to the client.

In determining whether to establish an account, a Client should be aware that the overall cost to the Client of Advisory Services may be higher or lower than the Client might incur by purchasing separately the types of securities available through the Advisory Services. In order to compare the cost of the Advisory Services with unbundled services, the Client should consider the turnover rate in Personal Capital Advisors' investment strategies, trading activity in the account, standard advisory fees, and brokerage commissions that would be charged at other broker-dealers and investment advisers.

Annual Investment Advisory Fee Schedule	
First \$1 Million	0.89%
FOR CLIENTS THAT INVEST \$1 MILLION OR MORE	
First \$3 Million	0.79%
Next \$2 Million	0.69%
Next \$5 Million	0.59%
Over \$10 Million	0.49%

> Other Fees and Expenses

All fees paid to Personal Capital Advisors, for Advisory Services are separate and distinct from the fees and expenses charged by pooled investment vehicles, e.g., exchange traded funds, mutual funds, closed-end investment companies or other managed investments to their investors. The specific fees and expenses are described in each fund's Prospectus or other offering document.

In addition to the aforementioned, there may be other costs assessed, that are not included in the Advisory Services fees, such as costs associated with exchanging currencies, wire transfer fees, or other fees required by law.

Item 5 | Account Requirements and Types of Clients

Personal Capital Advisors primarily provides investment advisory services to:

- > Individuals
- > High-net worth individuals

Personal Capital Advisors Advisory Services has a minimum relationship size of \$100,000. The minimum values may be reduced or waived at Personal Capital Advisor's discretion.

Clients who invest below \$200,000 are part of the Personal Capital Advisor's Investment Service group, which is designed for individuals who are ready to build their investment plan. In addition to access to Personal Capital's free tools, Clients have access to a team of advisors who will assist in planning their investment goals. Investment Service Clients will normally have portfolios consisting of exchange-traded funds with goals of diversification and tax efficiency.

Clients who invest between \$200,000 and \$1 million are part of the Firm's Wealth Management group, which is designed for investors who need a long-term financial plan. Wealth Management Clients are given a comprehensive financial plan to help address retirement, college planning and tax optimization needs. They are offered a dedicated financial advisor and a customized portfolio of individual securities and exchange-traded funds designed to meet their goals.

Clients who invest at least \$1 million or more are part of the Personal Capital Advisor's Private Client group, which is designed for high net worth investors who want a robust financial plan along with personalized service and portfolio management to meet their lifestyle goals. Private Clients have access to personal financial advisors and Certified Financial Planners, private banking services, legacy and estate planning and family tiered billing with reduced fees for assets over a certain level. Private Client portfolios offer a blend of individual securities and bonds, as well as exchange traded funds.

Item 6 | **Portfolio Manager Selection and Evaluation**

> In House Portfolio Management

Personal Capital Advisors does not utilize outside portfolio managers. All accounts are managed by our in-house professionals.

> Investment Committee

Personal Capital Advisor's Investment Committee acts as portfolio manager(s) for this wrap fee program. This may create a conflict of interest in that other investment advisory firms may charge the same or lower fees than Personal Capital Advisors for similar services.

> Advisory Business

Personal Capital Advisors offers its Clients an array of investment strategies (called "Personal Strategies"). A Client's assets are managed within a given Personal Strategy® based upon the Client's overall investment objectives.

A Personal Strategy® is a comprehensive investment portfolio. It is focused on achieving the Client's financial goals, and is designed to grow with the Client over time. Portfolios in a Personal Strategy® can be

customized for a Client's needs or wants. Personal Strategy asset allocations go beyond basic stock and bond portfolios. They invest globally, primarily utilizing individual equities and ETFs. Our unique Smart Index Weighting approach adds further diversification and potential return by ensuring exposure to all areas of the U.S. stock market while avoiding being overweight to high-risk segments. Personal Capital Advisors believes that asset allocation is the most important investment decision. The goal-based nature of a Personal Strategy means the Client's asset allocation is continuously linked to their evolving situation, thereby maximizing the likelihood of long-term success.

> Performance Based Fees and Side by Side Management

Personal Capital Advisors does not charge performance-based fees (i.e. fees calculated based on a share of capital gains upon or capital appreciation of the assets or any portion of the assets of an advisory client). Client fees are based solely upon assets under management. Personal Capital does not engage in side-by-side management.

> Methods of Analysis, Investment Strategies and Risk of Loss

Personal Capital Advisor's investment analysis emphasizes asset allocation research and portfolio diversification techniques over individual security analysis.

Personal Capital Advisor's security analysis methods include:

- > **Sampling and screening** relevant baskets of securities, or indices, in order to select the desired security attributes.
- > **Correlation analysis** – evaluating the historical relationship of two securities or market segments movement in relation to each other.
- > **Fundamental analysis** – evaluating securities based upon historical and projected financial performance.
- > **Cyclical analysis** – determining the desirability of an issue based upon the status of an issue within the price cycle the security or similar securities have followed historically.

Personal Capital Advisors also offers a Socially Responsible Personal Strategy that systematically screens U.S. companies based on their actions in three key areas: Environmental, Social, and Governance. Company ratings in all three categories are provided by industry leader Sustainalytics.

All investments involve risk. Personal Capital Advisors does not guarantee the results of the advice given. Significant losses can occur by investing in any security, or by following any strategy, including those recommended or applied by Personal Capital Advisors.

> Voting Client Securities

In the absence of specific voting guidelines from the client, Personal Capital Advisors will vote proxies in a manner that it believes is in the best interest of its clients, and votes all proxies from a specific issuer the same way for each client.

Personal Capital Advisors will generally vote consistent with the opinion of the management of the issuer but may vote otherwise if it is deemed in the best interest of our Clients to do so. Clients are permitted to vote their own proxies by "opting out" of proxy voting services during the account opening process; or at any time, by submitting a request in writing to Personal Capital Advisors. If a client chooses to "opt out", they do so on an "all or none" basis, and agree to respond to their own proxies independently of Personal Capital Advisors Corporation.

Personal Capital Advisors endeavors to maintain relevant and appropriate proxy records as part of the Personal Capital Advisor's Policy & Procedures. An investor may obtain a complete copy of Personal Capital Advisors' Proxy Policy & Procedures by contacting their Financial Advisor in writing and requesting such information. The Client may also request in writing from their Financial Advisor information concerning the manner in which proxy votes have been cast on behalf of the Client during the prior annual period. Such information will be provided in writing as soon as practicable.

Item 7 | **Client Information Provided to Portfolio Managers**

Client information is shared with the Investment Committee (Portfolio Manager(s) for Personal Capital Advisors wrap fee program).

Item 8 | **Client Contact with Portfolio Managers**

We do not restrict a client's ability to contact or consult with the Investment Committee, subject to availability of time.

Item 9 | **Additional Information**

> **Disciplinary Information**

Personal Capital Advisors has no pending or prior legal or disciplinary events that are material to a client's evaluation of Personal Capital's advisory business or management.

> **Other Financial Industry Activities**

Personal Capital Advisors Corporation is an independent investment advisor, unaffiliated with any other financial institution or securities deal or issuer. Personal Capital Advisors does not have any related parties, nor does it or its employees have any affiliation to a broker dealer or futures/commodities merchant.

> **Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Personal Capital Advisors has adopted a Code of Ethics designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940. The Code establishes rules of conduct for all employees of Personal Capital Advisors and is designed to educate all employees regarding Personal Capital Advisor's ethical standards and prohibition of fraudulent, deceptive or manipulative conduct.

The Code is based upon the principle that Personal Capital Advisors and its employees have a fiduciary duty to Personal Capital Advisor's clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with Personal Capital Advisors and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

Our Code of Ethics includes prohibitions against the use of material non-public information. Employees are prohibited from trading for themselves or others while in possession of material nonpublic information (NPI) as well as communicating NPI to anyone else. The Code also covers protecting the confidentiality of client information.

The Code of Ethics also covers restrictions on personal securities transactions of employees. Officers or employees of Personal Capital Advisors are permitted to invest in the same securities (with limitations and pre-clearance requirements) that are purchased on behalf of clients for their personal investment considerations. Personal Capital Advisors also reserves the right to disapprove any proposed transaction that may have the appearance of improper conduct. Personal Capital Advisors does not foresee a conflict of interest due to the liquidity and depth of the markets in which these securities trade. Clients should be aware that this potential conflict of interest exists.

The full text of Personal Capital Advisors Code of Ethics policy is available upon request.

> Review of Accounts

Personal Capital Advisors utilizes leading edge portfolio management software in concert with the Client's Advisor to monitor and manage Clients accounts on a continual basis. Exception reporting is monitored by a member of the Investment Committee. Deviation from an account's determined asset allocation parameters and the addition or removal of a specific security from the designated model portfolio may trigger periodic rebalancing.

Personal Capital Advisors provides Clients on-line access to their financial information. In addition, Personal Capital Advisors provides a detailed monthly report to each client, as well as brokerage account statements and confirmations from our designated Broker (Pershing). Clients are urged to periodically compare statements prepared by Personal Capital Advisors and the Broker (Pershing) with regard to activity, holdings and valuations.

> Client Referrals and Other Compensation

There are periods during which Personal Capital Advisors offers 3 months of free advisory service for existing clients who refer new clients to Personal Capital Advisors. When the referred client signs up and begins trading, both the existing client and referred client receive 3 months of investment management for free. Personal Capital Advisors may have other periodic promotional events that may result in offering various items, including technology products.

Personal Capital Corporation, (Parent Company), offers an Affiliate Marketing Program ("AMP") for web-based authors and participates in co-registration

agreements with financial institutions, where the participants are compensated for each person who uses their webpage to register with Personal Capital and link at least \$100,000 in new investable assets to Personal Capital's Free Financial Dashboard.

As a result of these arrangements participants may financially benefit from referring potential users to Personal Capital, which may cause a conflict of interest. There are no additional fees or costs charged to investors by participants or Personal Capital as a result of the AMP or the co-registration programs.

> Financial Information

Personal Capital Advisors is required to disclose any financial condition that is reasonably likely to impair our ability to meet contractual commitments to Clients.

Personal Capital Advisors is not subject to any financial commitment that impairs its ability to meet contractual and fiduciary commitments to its clients.

PERSONAL CAPITAL®

This communication and all data are for informational purposes only and do not constitute a recommendation to buy or sell securities. You should not rely on this information as the primary basis of your investment, financial, or tax planning decisions. You should consult your legal or tax professional regarding your specific situation. Third-party data is obtained from sources believed to be reliable. However, PCAC cannot guarantee that data's currency, accuracy, timeliness, completeness or fitness for any particular purpose. Certain sections of this commentary may contain forward-looking statements that are based on our reasonable expectations, estimate, projections and assumptions. Forward-looking statements are not guarantees of future performance and involve certain risks and uncertainties, which are difficult to predict. Past performance is not a guarantee of future return, nor is it necessarily indicative of future performance. Keep in mind investing involves risk. The value of your investment will fluctuate over time and you may gain or lose money.



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