



Item 1 – COVER PAGE

## FORM ADV PARTS 2A and 2B\* Brochure and Brochure Supplement

September 2017

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\*This Brochure and Brochure Supplement provide information about the qualifications and business practices of Hutchinson Capital Management Corporation. If you have any questions about the contents of this document, please contact the Firm's Chief Compliance Officer, Steven K. Wilkes, at telephone 415.464.5650. The information in this document has not been approved or verified by the U.S. Securities and Exchange Commission or by any state authority. Additional information about Hutchinson Capital Management Corporation is available on the SEC's website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov).

This Brochure and Brochure Supplement provide information upon which a prospective client may determine whether or not to retain the Firm. You are encouraged to review this Brochure and Supplement regarding the professional background of the Firm's associates for information on the qualifications of the Firm and its employees.

**Item 2 - MATERIAL CHANGES FROM PRIOR FORM ADV PARTS 2A AND 2B**

This updated Form ADV Parts 2A and 2B contains the following changes from the prior version:

- Updated disclosure information regarding client referrals in ADV Part 2A, Item 14.
- Updated information regarding professional personnel in ADV Part 2B.

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## INDEX OF ERISA RELATED DISCLOSURES

Hutchinson Capital Management Corporation provides investment management services to retirement plans governed by the Employee Retirement Investment Security Act (“ERISA”). ERISA regulations require that specific disclosures be made to the ERISA plan fiduciary that is authorized to enter into, or extend or renew, an agreement with the Firm to provide these services. The following Index identifies the disclosures required and the location where plan representatives may find them. It is intended to assist ERISA Plan representatives with compliance with the service provider disclosure regulations under section 408(b)(2) of ERISA. Any questions concerning this guide or the information provided regarding the Firm’s services or compensation should be addressed to the Chief Compliance Officer at the number noted on the cover page of this ADV Part 2A.

<b>Required Disclosure</b>	<b>Location of the Required Disclosure</b>
Description of the services that Advisor will provide to covered ERISA plans	Item 4 of this Form ADV Part 2A and at paragraph 1, 2, 3, 5, 6, and 7 of the client plan’s investment advisory agreement with the Firm.
Statements that the services that Advisor will provide to covered ERISA plans will be as an ERISA fiduciary and registered investment adviser	Item 4 of this Form ADV Part 2A and at paragraph 11 of the client plan’s investment advisory agreement with the Firm.
Description of the direct compensation to be paid to Advisor	Item 5 of this Form ADV Part and at paragraph 12 and the Schedule of Fees of the client plan’s investment advisory agreement with the Firm.
Description of the indirect compensation Advisor might receive from third parties in connection with providing services to covered ERISA plans, if any	Items 5, 6, 12 and 14 of this Form ADV Part 2A
Description of the compensation to be shared between Advisor and any third party or any affiliated entity, if any	Items 5 and 14 of this Form ADV Part 2A.
Compensation that Advisor will receive upon termination of its agreement to provide investment management services, if any	Item 4 of this Form ADV Part 2A.

## **REGISTRATION AND PRINCIPALS**

Hutchinson Capital Management Corporation ("Hutchinson Capital" or "Adviser") is an independently owned and operated SEC Registered Investment Adviser. The Firm is headquartered in Larkspur, California. The Firm has been registered<sup>1</sup> with the SEC since 1995. The principal owners of Hutchinson Capital are:

- Steven K. Wilkes, CEO, Chief Compliance Officer, Portfolio Manager
- Gage T. Houser, President, Chief Financial Officer, Portfolio Manager

## **ASSETS UNDER MANAGEMENT AS OF DECEMBER 31, 2016**

Discretionary Assets – \$ 580,695,913

Non-discretionary Assets – \$ 7,271,761

## **Item 4 - ADVISORY BUSINESS**

### **ADVISORY SERVICES**

Hutchinson Capital provides investment management services and personalized advice for individual, family, trust, retirement plan, and charitable organization clients. We offer integrated investment advisory services, combining asset management with financial planning, under a single client advisory engagement.

#### Investment Management Services

Hutchinson Capital's investment approach focuses on the specific goals, objectives, and needs of clients. Preservation of wealth and growth of capital are objectives common to the vast majority of clients. Clients are typically financially conservative and often are not in a position to re-create their wealth and therefore preservation of capital is of paramount importance. However, the Firm recognizes that each set of circumstances and relationship is unique. While most portfolios are typically invested in the same 20-25 equity positions across client accounts, the asset allocation or mix between stocks, bonds, and cash investments is customized to the specific needs and circumstances of each client. Factors considered in the asset allocation decision include the client's investment objectives, risk tolerance, investment time horizon, liquidity needs (including gifting, home purchase, retirement etc.), and other available resources (including Social Security, real estate, outside investments etc.). For fee-paying clients, an Investment Policy Guideline (IPG) document is prepared by a Hutchinson Capital portfolio manager and signed by the client. The purpose of the IPG is to ensure the prudent management of a client's portfolio by clarifying the client's unique circumstances and objectives. The IPG documents the major goals of the client, the client's current situation, and time horizon, among other factors. Also, the IPG includes a recommended target asset allocation between stocks,

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<sup>1</sup> The use of the term "registered investment adviser" and description of Hutchinson Capital Management Corporation and/or its associates as "registered" does not imply a certain level of skill or training. "Registration" means only that the Firm meets the minimum requirements for registration as an investment advisor and does not imply that the SEC or other regulator guarantees the quality of the services or recommends them.

bonds, and cash. The IPG is reviewed with the client periodically and updated if there are material changes in the client's situation.

The Firm typically invests in individual equity, fixed-income and cash equivalent marketable securities for separately managed accounts. Additionally, for certain accounts and at its discretion the Firm also invests in exchange traded funds and mutual funds. The equity investment approach is characterized as a value style where the Firm invests for the long-term in high quality companies which are temporarily out of favor, in its view. The Firm believes buying companies with depressed stock prices minimizes downside risk and improves the chances of achieving competitive returns. Most client accounts also include some exposure to investment grade fixed income securities using a laddered approach to spread the maturities with the objectives to reduce volatility, provide diversification, and generate income. The Firm has followed the same investment philosophy since it was founded in 1995.

The Firm can accommodate investment restrictions in client portfolios, and these may be documented in the IPG as well. These restrictions are often based upon social, environmental, religious and/or other concerns of clients.

#### Financial Planning Services

Upon client request, Hutchinson Capital provides financial planning services which may include a financial review and analysis of some or all of the following areas:

- Determining Financial Objectives
- Asset Allocation Review
- Retirement Plan Analysis
- Employee Stock Option Analysis
- Education Funding Analysis
- Mortgage/Refinance Evaluation
- Estate Plan Review
- Charitable Planning and Gifting
- Cash Flow Management Review
- Other financial or investment analysis
- Review of Insurance Needs

Financial planning services are provided only in connection with the Firm's investment management services described above.

#### **GENERAL NOTICE**

In performing its services, Hutchinson Capital relies upon the information received from its clients or from their other professional legal and accounting advisors, and is not required to independently verify such information. Clients must promptly notify Hutchinson Capital of any change in their financial situation or investment objectives that would necessitate a review or revision by the Firm's portfolio managers of the client's portfolio and/or financial plan.

#### **FIDUCIARY STATUS**

As a registered investment advisor under the Investment Advisers Act of 1940, Hutchinson Capital acts as a fiduciary in relation to each of its clients. To the extent any client is a retirement plan or other employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA") Hutchinson Capital is considered a "fiduciary".

## **TERMINATION OF AGREEMENT**

Clients or the Firm may terminate the relationship at any time upon written notice to the other party. The Firm does not assess any fees related to termination but will be entitled to all management fees earned up to the date of termination. Any earned investment management fees owed to the Firm will be billed to the client, or where authorized, deducted from the client's account, on a pro rata basis determined on the amount of time expired in the billing period. Any unearned prepaid management fees will be refunded to the client.

For new clients of the Firm, if a copy of this Form ADV Part 2A disclosure statement was not delivered to the client 48 hours or more before the client enters into a written advisory agreement with the Firm, then the client has the right to terminate the agreement without penalty within five (5) business days after entering into the agreement. An investment advisory agreement is considered entered into when all parties to the agreement have signed the agreement. If the client terminates the agreement on this basis, all fees paid by the client will be refunded. However, any transaction costs imposed by an executing broker or custodian for establishing the custodial account or for trades occurring during those five days are non-refundable.

## **Item 5 - FEES AND COMPENSATION**

### **ADVISORY FEES**

Hutchinson Capital is compensated based upon a percentage of assets under management. Neither the Firm nor its employees receive compensation in the form of commissions or other sales charges or services fees for the purchase or sale of client securities or investment products. Typically, investment management fees are paid in advance in quarterly installments at the beginning of each calendar quarter. Assets under management are valued at the close of the market on the last day of the preceding quarter. The current investment management fee schedule is 1.0% per annum of the first \$1,000,000 in assets, plus 0.75% of assets above \$1,000,000 to \$3,000,000, plus 0.5% of assets above \$3,000,000 to \$5,000,000, plus 0.40% of assets above \$5,000,000.

The fees may be negotiated under certain circumstances, at the sole discretion of Hutchinson Capital. For example, clients whose accounts were established under prior fee schedules may be charged according to those schedules or provided a discount based upon the current fee schedule. The Firm may determine based on the circumstances of the overall client relationship that certain accounts of a client may not be charged investment management fees.

Hutchinson Capital generally requires new clients to place a minimum of \$1,000,000 under management. However, the Firm may accept accounts with assets below \$1,000,000 and in these instances fees will be negotiated.

In certain cases clients may request that Hutchinson Capital purchase, maintain, or consolidate preexisting or other securities positions in custodial accounts maintained with the Firm that are not consistent with the Firm's investment strategy. In such cases, Hutchinson Capital will not

charge a fee on such assets, with the specific understanding that these are non-managed assets for which the client is responsible for determining the suitability of maintaining such a position. The Firm will not sell such securities without specific written instructions from the client.

Asset management fees will generally be automatically deducted from the client account on a quarterly basis and details of the fee calculation are shown on an invoice provided in the client's quarterly reports. In some cases, fees will not be automatically deducted and the client will be invoiced on a quarterly basis and pays the Firm by check. For those clients whose fees are automatically deducted, the client will give written authorization to the custodian accounts permitting the Firm to be paid directly from their accounts held by the custodian. In either case, the fee deduction transaction will be shown on the monthly statement the client receives from the custodian. It is the client's responsibility to verify the accuracy of the fee calculation, as the custodian will not determine whether the fee is properly calculated. Clients are advised to regularly check their custodian statements and to compare them to the reports provided by Hutchinson Capital.

In rare instances, Hutchinson Capital may negotiate hourly fees with respect to special projects. An example would be if a client or prospective client requested a more comprehensive review of their overall financial picture and beyond what is provided to most clients.

At no time will Hutchinson Capital accept or maintain custody of a client's funds or securities except for authorized fee deduction.

If assets are deposited into or withdrawn from a client's account after the inception of a billing period, and depending upon the timing or size of such withdrawal or deposit, the fee payable with respect to such assets may not necessarily be adjusted or prorated based on the number of days remaining in the billing period. Accounts initiated or terminated during a calendar month will be charged a prorated fee.

#### **GENERAL FEE DISCLOSURE**

The Firm believes its investment management fees are competitive with the fees charged by other investment advisors in the San Francisco Bay Area for comparable services. However, comparable services may be available from other sources for lower fees than those charged by Hutchinson Capital.

Hutchinson Capital does not sell any financial products such as annuities and insurance and receives no sales commissions on investment products.

#### **CUSTODIAN AND BROKERAGE FEES**

Please see Item 12 below for an explanation of the Firm's brokerage practices. Clients incur certain charges imposed by their custodians such as custodial fees, wire transfer and electronic funds transfer fees, SEC fees etc. Additionally, clients will incur charges by the executing broker-dealer in the form of brokerage commissions and transaction fees on the investment transactions entered into for their account(s). All of these charges, fees and commissions are in

addition to the Firm's investment management fee. Note that the Firm does not receive, directly or indirectly, any portion of these fees charged to the client.

### **MUTUAL FUND AND EXCHANGE TRADED FUND DISCLOSURE**

The Firm typically invests in individual equity, fixed income, and cash equivalent marketable securities. Additionally, for certain accounts and at its discretion the Firm also invests in exchange traded funds as well as individual securities. Further, for accounts below a certain threshold the Firm may, at its discretion, invest in mutual funds that utilize a similar investment strategy as the Firm. Mutual funds incur brokerage and other expenses and their sponsors typically compensate themselves through fees charged directly to the fund. Clients indirectly pay for the expenses and advisory fees charged by the funds in which their assets are invested in addition to the advisory fee charged by Hutchinson Capital.

### **BOND DISCLOSURE**

Clients whose assets are invested in bonds purchased directly from an underwriter or on the secondary market may pay a sales credit or sales concession on the trade (in lieu of a sales commission). The client's custodian may also impose a fee on the transaction as well.

### **Item 6 - PERFORMANCE-BASED FEES and SIDE-BY-SIDE MANAGEMENT**

Hutchinson Capital does not participate in any wrap programs.

### **Item 7 - TYPES OF CLIENTS**

The Firm's clients generally consist of individual, family, trust, retirement plans and charitable organization clients. The Firm has established a \$1,000,000 minimum value of assets for establishing a client relationship with the Firm, although multiple accounts for the same client may be aggregated to meet this minimum. This minimum may be waived in certain circumstances at the discretion of the Firm.

### **Item 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES, RISK OF LOSS**

#### **METHODS OF ANALYSIS**

The Firm's research is proprietary and managed internally by our own team; client funds are never outsourced to third party managers. We target an equity portfolio of only 20-25 individual companies; this level of concentration necessitates an intensive company-specific research process. Our analysis encompasses both quantitative and qualitative assessments of each company's operations. We buy high quality companies in which the stock price has temporarily deviated from our calculation of intrinsic value. An important aspect of this appraisal includes understanding why the stock price has declined below fair value, and whether current management has the inclination and wherewithal to restore value. Companies considered for investment must possess certain financial characteristics and meet our rigorous quality standards. Some of these attributes include strong cash flow generation, limited financial leverage, and an understandable business model. Portfolio positions are continuously monitored for changes in what we have identified as the critical drivers of financial performance. We employ a long-term

buy and hold strategy with low turnover, but there are instances when we sell positions, in whole or in part. Our decision to sell a portfolio holding can occur for several reasons; if the stock reaches our intrinsic value, we may sell all or a portion of it; if the position grows to become larger than 10% of our equity portfolio, we typically will reduce it. If conditions change, and our investment thesis proves invalid or impractical, we will sell it. Because our portfolio is under constant review for quality upgrading, there are instances when we find an alternative idea with higher risk-adjusted return prospects; in such cases, an existing position might be replaced by something superior.

## **INVESTMENT STRATEGY**

The Firm's investment philosophy emphasizes capital preservation while providing competitive risk-adjusted returns.

The equity investment approach is characterized as a value style in that we source investment candidates among companies with stocks trading at a discount to intrinsic value. Stocks trading at such significant discounts are usually out of favor with most other investors, classifying our viewpoint as contrarian.

Most client accounts also include some exposure to investment grade fixed income securities. The objectives being reduced volatility, greater diversification, and income. The Firm does not attempt to forecast interest rates or the tenor of yield curve. Because we don't speculate on interest rates, we employ a laddered investment strategy, whereby we invest equal dollar amounts along the yield curve; this means we buy bonds ranging in maturity from one to ten years.

The asset allocation decision (the mix of cash, stocks and bonds) is an important component in achieving our maximum risk-adjusted returns. This diversification of assets is an important part of the wealth preservation objective. As a result, a majority of clients always own a mix of stocks, bonds, and cash appropriate for their investment objectives.

It should be noted that Hutchinson Capital does not participate in IPOs or purchase non-public securities. Key to our risk management process is investing in publicly traded equities with ample trading liquidity. We generally avoid initiating positions in stocks that would require more than three trading sessions to accumulate a full position.

## **INVESTMENT RISKS**

Investing in financial assets entails the risk of loss of principal and/or unrealized profits. Clients should be prepared to bear losses when investing in securities. Although the Firm attempts to invest in what are deemed to be high quality, well-managed companies, common stock investing can be volatile; stock prices can change rapidly and unpredictably. Furthermore, over short time frames, a portfolio of only 20-25 equities, while providing sufficient diversification, can prove more volatile than a benchmark index comprising 500 or more stocks. Bond prices can also fluctuate with changes in interest rates, inflation expectations and credit quality. As a result, there is the risk of loss in the assets that the Firm manages.

## **Item 9 - DISCIPLINARY INFORMATION**

Neither Hutchinson Capital, nor any of its employees, have any disciplinary history of any kind and consequently, are not subject to any disciplinary disclosures.

## **Item 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

Hutchinson Capital is an independent registered investment advisor, unaffiliated with any other financial institution or securities dealer or issuer. The Firm recommends that clients custody their assets with Charles Schwab & Co., Inc., an SEC registered broker-dealer and member of the Financial Industry Regulatory Authority (“FINRA”) and the Securities Investors Protection Corporation (“SIPC”). Although the Firm recommends that clients custody their investment accounts at Schwab, there is no affiliation with Schwab nor are its brokerage activities supervised by Hutchinson Capital. It should be noted that clients may choose to custody assets at another qualified financial institution.

Although the Firm may refer clients to other professionals such as attorneys or accountants for estate planning, tax or other matters, neither the Firm nor its principals or employees are affiliated with any law or accountancy firm. Accordingly, there are not any conflicts of interest with any outside party.

## **Item 11 - CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING**

Hutchinson Capital, its employees and their immediate families (sometimes collectively “employees”) are permitted to buy and sell securities for their personal investment accounts. The Firm has adopted employee personal trading policies and procedures and a Code of Ethics to govern trading practices on behalf of the Firm itself and its employees. The basic overriding concept in the Firm’s Code of Ethics is that the Firm will always put the client’s interests first and will avoid any actual or potential conflicts of interest between the Firm and those of clients. Employees with access to the Firm’s investment decision-making and trading activities are required to report all personal securities transactions on a regular basis. All personnel are required to abide by the Firm’s personal trading practices and Code of Ethics which governs employee trading practices and specifically prohibits employee trading on the basis of inside information and trading ahead of client orders. Hutchinson Capital’s employee personal trading policies and Code of Ethics are made available to clients and prospective clients upon request.

Employees may trade in the same securities traded for clients. However, it is Firm policy not to give preference to orders for personnel associated with the Firm regarding such trading. Employees may personally invest in the same securities that are purchased for client trading accounts and may own securities that are subsequently purchased for client accounts. From time to time, trading by employees in particular securities may be restricted in recognition of impending investment decisions on behalf of clients. If a security is purchased or sold for client

accounts and employees on the same day, either: 1) employee trades will be aggregated with client trades and employees will pay or receive the same price as client accounts; or 2) the employee trades will be postponed until client trades are completed in that security and the security has been removed from the Firm's Research Focus List. If client and employee transactions in the same security are purchased or sold on different days, it is possible that employees' personal transactions might be executed at more favorable prices than were obtained for clients.

Employees may buy or sell different investments, based on personal investment considerations, which the Firm may not deem appropriate to buy or sell for clients. It is also possible that employees may take investment positions for their own accounts that are contrary to those taken on behalf of clients. Employees may also buy or sell a specific security for their personal account based on personal investment considerations aside from company or industry fundamentals, which are not deemed appropriate to buy or sell for clients. If these securities subsequently appreciate, these personal transactions could be viewed as creating a conflict of interest.

Conversely, employees may liquidate a security position that is held both for their own account and for the accounts of Firm clients, sometimes in advance of clients. This occurs when personal considerations (i.e., liquidity needs for tax-planning, etc.) deem a sale necessary for individual financial planning reasons. If the security subsequently falls in price, these personal transactions could be viewed as a conflict of interest.

All employees are required to comply with all applicable federal and state securities laws, including those governing insider trading. Initial and annual reports of personal holdings are required of all employees, and each must provide quarterly reports of reportable securities transactions. All employee trading and holdings reports are reviewed by the Chief Compliance Officer, or his designee. Employees not complying with the Code of Ethics may be subject to disciplinary actions.

## **Item 12 - BROKERAGE PRACTICES**

### **RECOMMENDATION OF SCHWAB AS CUSTODIAN AND EXECUTING BROKER**

Hutchinson Capital does not direct custody or brokerage transactions to any broker-dealer in exchange for receiving client referrals from that broker-dealer.

The Firm recommends that clients establish brokerage accounts with Schwab, a registered broker-dealer, to maintain custody of client assets and to effect trades for their accounts. Schwab is independently owned and operated and not affiliated with Hutchinson Capital and does not supervise or otherwise monitor Hutchinson Capital's investment management services to its clients. Schwab provides Hutchinson Capital with access to its institutional trading and custody services, which typically are not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a set minimum of the advisor's client assets is maintained in accounts at Schwab, but are

not otherwise contingent upon Hutchinson Capital committing to Schwab any specific amount of business (in the form of either assets in custody or trading). Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Schwab also makes available to Hutchinson Capital other products and services that benefit Hutchinson Capital but may not benefit its clients. Some of these other products and services assist Hutchinson Capital in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitation of trade execution (and allocation of aggregated trade orders for multiple client accounts); providing research, pricing information and other market data; facilitation of payment of Hutchinson Capital's fees from its clients' accounts; and assisting with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Hutchinson Capital's accounts, including accounts not maintained at Schwab. Schwab also makes available to Hutchinson Capital other services intended to help Hutchinson Capital manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services to Hutchinson Capital by independent third parties. Schwab may discount or waive fees it otherwise would charge for some of these services or pay all or a part of the fees of a third-party providing these services to Hutchinson Capital.

Hutchinson Capital's recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Hutchinson Capital of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

### **DIRECTED BROKERAGE**

In a limited number of cases, clients may direct Hutchinson Capital to place all orders for securities transactions with a specific broker-dealer (directed brokerage). In these cases, Hutchinson Capital is not obligated to and will generally not solicit competitive bids for each transaction or seek the lowest commission rates for the client. As such, the client may pay higher commission costs, higher security prices and transaction costs than it otherwise would have had it not directed Hutchinson Capital to trade through a specific broker. In addition, the client may be unable to obtain the most favorable price on transactions executed by Hutchinson Capital as a result of Hutchinson Capital's inability to aggregate/bunch the trades from this account with other client trades.

As a result of the special instruction, Hutchinson Capital may not execute client securities transactions with brokers that have been directed by clients until non-directed brokerage orders are completed. Accordingly, clients directing brokerage may not generate returns equal to clients that do not direct brokerage. Due to these circumstances, there may be a disparity in

commission rates charged to a client who directs Hutchinson Capital to use a particular broker and performance and other differences from other similarly managed accounts. Clients who direct brokerage should understand that similar brokerage services may be obtained from other broker-dealers at lower costs and possibly with more favorable execution.

### **BEST EXECUTION**

Hutchinson Capital is not obligated to obtain the best net price or lowest brokerage commission on any particular transaction. Rather federal law requires investment managers to use their reasonable best efforts to obtain the most favorable execution for each transaction executed on behalf of client accounts.

In selecting broker-dealers, Hutchinson Capital's primary objective is to obtain the best execution. Expected price, giving effect to brokerage commissions, if any, and other transaction costs, are principal factors, but the selection also takes account of other factors, including the execution, clearance and settlement capabilities of the broker-dealer, the broker-dealer's willingness to commit capital, the broker-dealer's reliability and financial stability, the size of the particular transaction and its complexity in terms of execution and settlement, the market for the security, the value of any research and other brokerage services provided by the broker-dealer, and the cost incurred by placing prime brokerage trades in client accounts.

Based upon an evaluation of some or all of these factors, Hutchinson Capital may execute client trades through broker-dealers that charge fees that are higher than the lowest available fees. Hutchinson Capital may select broker-dealers whose fees may be greater than those charged for similar investments if Hutchinson Capital determines that brokerage services and research materials provided by that broker-dealer warrant the payment of higher fees.

Hutchinson Capital reviews transaction results periodically to determine the quality of execution provided by the various broker-dealers through whom Hutchinson Capital executes transactions on behalf of clients.

### **SOFT DOLLAR ARRANGEMENTS AND POTENTIAL CONFLICTS**

Hutchinson Capital is not a party to formal agreements whereby, in exchange for directing commissionable trades to a broker-dealer, it receives research or brokerage services, known as "soft dollar" services and research. "Soft dollars" refers to the use of brokerage commissions on client trades to pay for the soft dollar research or brokerage services received. Soft dollar research and services may include among others, economic and market information, portfolio strategy advice, proxy voting services, industry and company comments, technical data, recommendations, research conferences, general reports, periodical subscription fees, consultations, performance measurement data, on-line pricing, news wire charges, quotation services, computer hardware and software.

Although Hutchinson Capital does not formally participate in soft dollar arrangements, and does not use client brokerage commissions paid to Schwab to acquire research or services, it may receive certain services and research from Schwab by virtue of having its clients custody their

assets with Schwab. In such cases, it is the Firm's policy is to limit its use of soft dollar arrangements to those falling within the safe harbor of Section 28(e) of the Securities and Exchange Act of 1934, as amended. Only *bona fide* research and brokerage products and services that provide assistance to Hutchinson Capital in the performance of its investment decision-making responsibilities are permitted.

### **AGGREGATION OF TRADES AND POTENTIAL CONFLICTS**

Hutchinson Capital may aggregate client orders into a single trade if aggregation appears to be in the best interests of all the clients involved. Trade aggregation usually lowers commissions and may result in a more favorable transaction price than would result with separate execution of each client order. The Firm does not aggregate securities transactions for client accounts unless it believes that aggregation is consistent with its duty to seek best execution and is consistent with the investment objectives and guidelines for the client accounts participating in the trade.

Hutchinson Capital believes that combining trade orders should be advantageous to all clients over the long term. However, it is possible that the average price obtained through aggregation could be less advantageous for a client than if the client had executed the transaction separately and/or had executed the transaction before the other parties to the aggregated trade. The Firm tries to be conscious of this possibility before deciding to aggregate.

When orders are aggregated, the price paid by each account is the average price of the order. Transaction costs are allocated to each client by the client's custodian according to the client's custodial agreement. It is the Firm's policy that trades are not allocated in any manner that favors one group of clients over another over time. Client transactions may be aggregated according to custodial relationship in consideration of "trade away" charges that may be imposed if trades are directed to a non-custodial broker-dealer for execution. Aggregated trades placed with different executing brokers may be priced differently.

Generally, Hutchinson Capital or its owners, officers, employees or affiliated persons may participate in such aggregated orders. There may be circumstances in which transactions on behalf of Hutchinson Capital or its associated persons may not, under certain laws and regulations, be combined with those of some of Hutchinson Capital's clients and in those cases, employees will not effect transactions in that security until after the clients' transactions have been executed.

### **ALLOCATION OF OPPORTUNITIES AND POTENTIAL CONFLICTS**

Because the Firm manages more than one client account, there may be a conflict of interest related to the allocation of investment opportunities among all accounts managed by the Firm. The Firm attempts to resolve all such conflicts in a manner that is generally fair to all of clients over time. Hutchinson Capital may give advice and take action with respect to any of its clients that may differ from advice given or the timing or nature of action taken with respect to any other client based upon individual client circumstances. It is the Firm's policy, to the greatest extent practicable, to allocate investment opportunities over a period of time on a fair and equitable basis relative to all clients. The Firm is not obligated to acquire for any client account

any security that the Firm or its owners, officers, employees or affiliated persons may acquire for their own accounts or for the account of any other client, if in the discretion of the portfolio managers, based upon the client's financial condition and investment objectives and guidelines, it is not practical or desirable to acquire a position in such security for that account.

### **Item 13 - REVIEW OF ACCOUNTS**

Hutchinson Capital reviews each account on an ongoing basis, with an in-depth review performed on a quarterly basis. Each Portfolio Manager reviews the accounts assigned to them. This quarterly review gives particular attention to asset allocation and to position size as compared to the account's investment guidelines. Accounts are also reviewed more frequently as the result of a dramatic change in economic or market conditions or changes in a client's personal or financial circumstances.

Also, on an annual basis, the CEO instructs his designee to review the performance returns of the accounts managed by all Portfolio Managers. The performance returns of equities in individual accounts are compared to the average equity return for all managed accounts. Accounts which materially deviate from designated threshold levels are identified and research is performed to determine reasons for deviation. Any significant findings are documented and reported to the CEO for review.

Portfolio Managers also review accounts when they, acting together as the Investment Committee, conclude that an issue is suitable as a new acquisition or that a present holding should be increased, reduced, or eliminated.

The Firm provides each client with quarterly portfolio appraisal of their accounts. Some clients have additional small accounts for which Hutchinson Capital provides limited service, and for which no reports are provided. The custodians of these accounts provide monthly statements for these accounts.

Hutchinson Capital's reports are reconciled with custodian records. Reports summarize trades and other transactions, give detailed information regarding each position held (e.g. quantity held, cost, current market price, aggregate market value, dividends and interest paid), and itemize the market value of assets under management, which the Firm uses as the basis for calculating fees. Valuations are based on market prices as provided by Hutchinson Capital's custodians or generally accepted information sources such as IDC (Interactive Data Corporation).

Each client also receives quarterly letters reviewing account performance and discussing the Firm's current investment perspective.

### **Item 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

Hutchinson Capital may enter into third party marketing arrangements whereby it pays referral fees to persons or entities that refer clients to the Firm. The marketing arrangements are

consistent with Rule 206(4)-3 of the Investment Advisers Act as amended. Under no circumstances are solicited clients disadvantaged by the payment of such fees. Clients of the Firm whose accounts involve third party marketing arrangements are advised of the arrangement and do not pay higher fees as a result of the arrangement.

Neither Hutchinson Capital nor its employees are paid referral fees by any third party for referring clients to their businesses. The Firm does not direct brokerage transactions to any broker-dealer in exchange for receiving client referrals.

### **Item 15 - CUSTODY**

Hutchinson Capital does not maintain physical custody of client funds or securities. Clients are required to set up their investment accounts with a “qualified custodian,” namely a broker dealer, bank or trust company. Hutchinson Capital is unable to take even temporary possession of client assets for the purpose of transferring them to the client’s account. Each client has a direct relationship with their custodian and is responsible for making deposits to and withdrawals from their account as necessary. The Firm is given the authority to receive payment of its management fees directly from the account, but it is not authorized to make any other withdrawals or to transfer money out of the account to a third party without specific client approval.

### **DISCLOSURES RELATED TO CUSTODIANS**

Schwab acts as the primary custodian and executing broker-dealer for Hutchinson Capital clients. For Hutchinson Capital client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into client accounts that are held with Schwab. In most cases, trade executions for client accounts custodied at Schwab will be made by Schwab to avoid “trade away” charges otherwise imposed for trades executed at other broker-dealers. In cases where a desired security is not available for purchase or sale through the custodial broker, and in light of the Firm’s best execution evaluation, certain executions may be made at a different broker-dealer. Schwab also is also compensated through management fees incurred through its money market funds.

Schwab and the other custodian send account statements directly to the client (or to an independent third party representative designated by the client), no less than monthly, showing all funds and securities held, their current value and all transactions executed in the client’s account, including the payment to Hutchinson Capital of its investment management fees. Clients are advised to review these statements routinely and to compare them to the client account reports prepared by the Firm.

### **Item 16 - INVESTMENT DISCRETION**

The vast majority of Hutchinson Capital’s client accounts are managed on a discretionary basis. Discretionary clients execute Investment Advisory Agreements which gives complete discretion

over the selection and amount of securities to be bought or sold, without obtaining prior specific client consent (except as previously noted in the above disclosure for non-managed assets). The Firm may take action with respect to any of its clients which differs in timing or nature from the action taken with respect to another client and asserts discretion to determine whether an investment is practical or desirable for any particular client. The Firm may acquire securities for one client which is not deemed appropriate for another. The Firm takes into account clients' investment objectives when making investment decisions. This investment discretion may be limited by client Investment Policy Guidelines and by any investment restrictions set by the client.

Note that clients authorize Hutchinson Capital to execute trades in their accounts at the Firm's discretion as provided in the Limited Power of Attorney (LPOA) agreements provided directly by the custodian.

### **Item 17 - VOTING CLIENT SECURITIES**

Most clients have given Hutchinson Capital the responsibility of voting proxies for the securities in their accounts. In accordance with Rule 206(4)-6 of the Investment Advisers Act of 1940, Hutchinson Capital has established proxy voting policies and procedures which state the guidelines that the Firm follows in deciding on the responses to the questions stated on the annual or special proxy ballots that a securities issuer presents. The Firm retains all proxy voting materials, including how individual proxies were voted, in accordance with Rule 204-2 of the Adviser's Act.

A member of the Investment Committee directs the voting of all proxies. The Policy is designed to ensure that proxies are voted in the best interests of the clients. It is intended to fulfill the Adviser's fiduciary obligations, including those set forth for ERISA accounts in DOL Bulletin 94-2, C.F.R. 2509.94-2 (July 29, 1994). The Policy is included in Hutchinson Capital's annual compliance review.

In general, the Policy identifies the best interests of clients with the maximization of shareholder value. Hutchinson Capital ordinarily supports the current management of a company unless they recommend actions which are contrary to the shareholders' interests. In situations where a material conflict of interest cannot be resolved by a good faith effort to follow existing guidelines, the Firm will disclose the nature of the conflict to all clients who may be affected by it. The Firm will seek written consent or instructions on voting.

Hutchinson Capital will send a copy of the Policy to any client who asks for it. The Firm will also supply information to the client on how proxies were voted in that client's portfolio. To protect client confidentiality, the Firm does not disclose its overall voting to any individual client, or to the public.

**Item 18 - FINANCIAL INFORMATION**

Hutchinson Capital does not require or solicit prepayment of its management fees from clients six or more months in advance. There are no adverse conditions related to the Firm's finances that are likely to impair its ability to meet its contractual commitments to its clients. The Firm has not been the subject of a bankruptcy filing in its history.



Item 1 Cover Page

## **FORM ADV PART 2B Brochure Supplement**

Professional Background Information Regarding:

**Steven K. Wilkes, CFA**  
**Gage T. Houser, CFA**  
**Kevin P. Cope, CFA**  
**Stuart J. Crandall, CFP®**  
**William D. Hutchinson, CFA**

700 Larkspur Landing Circle, Suite 126  
Larkspur, CA 94939

Tel: 415.464.5650

[www.hutchinsoncapital.com](http://www.hutchinsoncapital.com)

This brochure supplement provides information about Hutchinson Capital Management Corporation's investment management personnel. It is a supplement to the Hutchinson Capital Management Form ADV Part 2A brochure which was provided to you as well. If you did not receive a copy of the Part 2A brochure, or if you have any questions about the contents of this supplement, please contact Steven K. Wilkes, Chief Compliance Officer at the above number.

Additional information about each of the Firm's registered personnel is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Steven K. Wilkes, CEO, Chief Compliance Officer, Portfolio Manager**

Born: 1966

**Item 2           Educational Background and Business Expertise**

**Education:**

St. Mary's College, Moraga, CA, B.S. Economics, 1989

University of Notre Dame, Indiana, MBA Finance & Investments, 1995

**Business Experience:**

2016 to Present	CEO, Chief Compliance Officer and Portfolio Manager Hutchinson Capital Management, Larkspur, CA.
2010 to 2016	President, Chief Compliance Officer and Portfolio Manager Hutchinson Capital Management, Larkspur, CA.
2003 to 2010	Vice President and Portfolio Manager Hutchinson Capital Management, Larkspur, CA.
1998 – 2003	Vice President and Portfolio Manager Wells Fargo Private Asset Management, San Francisco, CA.
1995 - 1998	Portfolio Manager Leylegian Investment Management, San Francisco, CA.

**Professional Designations:**

Chartered Financial Analyst (CFA)<sup>1</sup>

**Item 3           Disciplinary Information**

Steven K. Wilkes has no legal or disciplinary events.

**Item 4           Other Business Activities**

Mr. Wilkes is not involved in any other business activities.

**Item 5           Additional Compensation**

Mr. Wilkes does not receive any compensation or other economic benefits from any third parties other than Firm clients in connection with his provision of investment advisory services.

**Item 6           Supervision**

Steven K. Wilkes, CEO and Chief Compliance Officer, monitors the investment activities, personal investing activities, and adherence to the Firm's compliance program and Code of Ethics of all personnel on a continuous basis. His supervision relies upon periodic reviews of client portfolios, employee certifications of compliance with company policies and procedures, and review of employee brokerage transactions and holdings and other reviews. Mr. Wilkes'

personal investing activities are monitored by the Firm's Board and the Chief Financial Officer, Gage T. Houser.

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**Gage T. Houser, President, Chief Financial Officer, Portfolio Manager**

Born: 1974

**Item 2 Educational Background and Business Expertise**

**Education:**

University of California, Los Angeles, B.S. Economics, 1996

**Business Experience:**

2016 to Present	President, Chief Financial Officer and Portfolio Manager Hutchinson Capital Management, Larkspur, CA.
2008 to 2016	Vice President, Chief Financial Officer and Portfolio Manager Hutchinson Capital Management, Larkspur, CA.
2004 – 2008	Senior Vice President, Fixed Income Sales HSBC Securities (USA), San Francisco, CA.
2000 – 2004	Vice President, Fixed Income Sales Credit Suisse First Boston, San Francisco, CA.
1997 – 2000	Financial Consultant Merrill Lynch, San Francisco, CA.

**Professional Designations:**

Chartered Financial Analyst (CFA)<sup>1</sup>

**Item 3 Disciplinary Information**

Gage T. Houser has no legal or disciplinary events.

**Item 4 Other Business Activities**

Mr. Houser is not involved in any other business activities.

**Item 5 Additional Compensation**

Mr. Houser does not receive any compensation or other economic benefits from any third parties other than Firm clients in connection with his provision of investment advisory services.

**Item 6 Supervision**

Steven K. Wilkes, CEO and Chief Compliance Officer, monitors the investment activities, personal investing activities, and adherence to the Firm's compliance program and Code of

Ethics of all personnel on a continuous basis. His supervision relies upon periodic reviews of client portfolios, employee certifications of compliance with company policies and procedures, and review of employee brokerage transactions and holdings and other reviews.

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**Kevin P. Cope, Chief Investment Officer, Vice President**

Born: 1964

**Item 2      Educational Background and Business Expertise**

**Education:**

Washington and Lee University, Lexington, VA, B.S. Commerce, B.A. German, 1987

**Business Experience:**

2017 to Present	Chief Investment Officer and Vice President Hutchinson Capital Management, Larkspur, CA.
2015 to 2017	Vice President and Senior Research Analyst Hutchinson Capital Management, Larkspur, CA.
2013 – 2015	Portfolio Manager and Senior Research Analyst Cheyne Capital Management, London, U.K.
2012 – 2013	Research Director CM Capital of Wilton, CT.
2011 – 2012	Financial Advisor Astraeus Wind Energy, Inc. of Eaton Rapids, MI.
2006 – 2011	Portfolio Manager and Senior Research Analyst Cheyne Capital Management, New York, NY.
2001 – 2006	Portfolio Manager and Senior Research Analyst Colonial Fund, LLC, New York, NY.
1996 – 2001	Private Client Services Credit Suisse First Boston, San Francisco, CA.
1995 – 1996	Private Client Services Bear Stearns & Co. Inc. Los Angeles, CA.
1994 – 1995	Private Client Services Credit Suisse First Boston, New York, NY.
1991 – 1994	Institutional Equities Salomon Brothers, New York, NY.
1988 – 1991	Financial Analyst Security Pacific Merchant Bank, New York, NY.

**Professional Designations:**

Chartered Financial Analyst (CFA)<sup>1</sup>

**Item 3      Disciplinary Information**

Mr. Cope has no legal or disciplinary events.

**Item 4      Other Business Activities**

Mr. Cope is not involved in any other business activities.

**Item 5      Additional Compensation**

Mr. Cope does not receive any compensation or other economic benefits from any third parties other than Firm clients in connection with his provision of investment advisory services.

**Item 6      Supervision**

Steven K. Wilkes, CEO and Chief Compliance Officer, monitors the investment activities, personal investing activities, and adherence to the Firm's compliance program and Code of Ethics of all personnel on a continuous basis. His supervision relies upon periodic reviews of client portfolios, employee certifications of compliance with company policies and procedures, and review of employee brokerage transactions and holdings and other reviews.

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**Stuart J. Crandall, Vice President, Portfolio Manager**

Born: 1980

**Item 2      Educational Background and Business Expertise**

**Education:**

Arizona State University, Tempe, AZ, B.S. Management, 2002

**Business Experience:**

2015 to Present	Vice President and Portfolio Manager Hutchinson Capital Management, Larkspur, CA.
2011 – 2016	Senior Financial Advisor (2014-2016) and Associate Advisor (2011-2014) Moss Adams Wealth Advisors LLC, Santa Rosa, CA.
2011 – 2016	Registered Representative Moss Adams Securities & Insurance, LLC, Santa Rosa, CA.
2005 – 2011	Senior Financial Advisor Merrill Lynch, Santa Rosa, CA.

**Professional Designations:**

Certified Financial Planner (CFP®)<sup>3</sup>

**Item 3      Disciplinary Information**

Mr. Crandall has no legal or disciplinary events.

**Item 4      Other Business Activities**

Mr. Crandall is not involved in any other business activities.

**Item 5      Additional Compensation**

Mr. Crandall does not receive any compensation or other economic benefits from any third parties other than Firm clients in connection with his provision of investment advisory services.

**Item 6      Supervision**

Steven K. Wilkes, CEO and Chief Compliance Officer, monitors the investment activities, personal investing activities, and adherence to the Firm's compliance program and Code of Ethics of all personnel on a continuous basis. His supervision relies upon periodic reviews of client portfolios, employee certifications of compliance with company policies and procedures, and review of employee brokerage transactions and holdings and other reviews.

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**William D. Hutchinson, Chairman Emeritus, Solicitor**

Born: 1945

**Item 2      Educational Background and Business Expertise**

**Education:**

Gettysburg College, Gettysburg, PA; B.A., Economics, 1968

**Business Experience:**

2017 to Present	Chairman Emeritus, Solicitor Hutchinson Capital Management, Larkspur, CA.
2016 to 2017	Chief Investment Officer, Chairman Emeritus Hutchinson Capital Management, Larkspur, CA.
1995 to 2016	CEO, Chairman of the Board and Portfolio Manager Hutchinson Capital Management, Larkspur, CA.
1980 – 1995	Vice President and Shareholder Shuman, Schneider & Hutchinson, San Francisco, CA.

**Professional Designations:**

Chartered Financial Analyst (CFA®)<sup>1</sup>  
Chartered Investment Counselor (CIC®)<sup>2</sup>

**Item 3        Disciplinary Information**

William D. Hutchinson has no legal or disciplinary events.

**Item 4        Other Business Activities**

Mr. Hutchinson is not involved in any other business activities.

**Item 5        Additional Compensation**

Mr. Hutchinson does not receive any compensation or other economic benefits from any third parties other than Firm clients in connection with his provision of investment advisory services.

**Item 6        Supervision**

Steven K. Wilkes, CEO and Chief Compliance Officer, monitors the investment activities, personal investing activities, and adherence to the Firm's compliance program and Code of Ethics of all personnel on a continuous basis. His supervision relies upon periodic reviews of client portfolios, employee certifications of compliance with company policies and procedures, and review of employee brokerage transactions and holdings and other reviews.

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<sup>1</sup> Chartered Financial Analyst (CFA): The Chartered Financial Analyst (CFA) charter is a professional designation established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must pass three sequential, six-hour examinations over two to four years. The three levels of the CFA Program test a wide range of investment topics, including ethical and professional standards, fixed-income analysis, alternative and derivative investments, and portfolio management and wealth planning. In addition, CFA charter holders must have at least four years of acceptable professional experience in the investment decision-making process and must commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

To learn more about the CFA charter, visit [www.cfainstitute.org](http://www.cfainstitute.org).

<sup>2</sup> Chartered Investment Counselor (CIC): Since the IAA was founded in 1937, it has always prescribed certain principles of conduct to guide members in the practice of the investment counsel profession. In 1965, the IAA established the Chartered Investment Counselor (CIC) program in order that excellence

and experience in the investment counsel profession might be better recognized. The Charter was designed to recognize the special qualifications of persons employed by IAA member firms whose primary duties are consistent with section 208(c) of the Investment Advisors Act of 1940 (pertaining to the use of the term “investment counsel”), as well as with the professional responsibilities and professional qualifications set forth in Sections I and II of the Association’s Standard of Practice:

- *An investment advisor is a fiduciary and has the responsibility to render professional, continuous, and unbiased investment advice oriented to the investment goals of each client.*
- *To enable a member firm to serve its clientele effectively, its investment and managerial personnel should be individuals of experience, ability, and integrity.*

The CIC program was initially developed in cooperation with the Institute of Chartered Financial Analyst. Today, a key educational component of the program is the requirement that candidates hold the Chartered Financial Analyst (CFA) designation, administered by the CFA Institute (formerly Association for Investment Management and Research). In addition to successful completion of the CFA program, the CIC designation requires candidates to demonstrate significant experience in performing investment counseling and portfolio management responsibilities. At the time the charter is awarded, candidates must be employed by an IAA member firm, must provide work and character references, must endorse the IAA’s Standards of Practice, and must provide professional ethical information. More information about the CIC designation may be found at <http://www.investmentadvisor.org>.

<sup>3</sup>The Certified Financial Planner® (“CFP®”) designation requires the holder to meet education, examination, experience and ethics requirements, and pay an ongoing certification fee. A bachelor's degree (or higher), or its equivalent in any discipline, from an accredited college or university is required. Students are required to complete course training in nine core financial topic areas, sit for a 10 hour CFP Board Certification Examination, acquire three years full-time or equivalent (2,000 hours per year) part-time work experience in the financial planning field and undergo an extensive background check—including an ethics, character and criminal check. To maintain the CFP certification, CFP® professionals must complete 30 hours of continuing education (CE) accepted by CFP Board (including completion of 2 hours of CFP Board approved Ethics CE). More information regarding the CFP® designation may be found at <http://www.cfp.net>.