Item 1: Cover Page

ADV Part 2A of Form ADV Investment Advisor Brochure

Arbor Capital Management, Inc.

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March 27, 2023

This Form ADV Part 2A ("Brochure") provides information about Arbor Capital Management Inc. and its business for the use of clients and prospective clients. If you have any questions about the contents of this Brochure, please contact us at the number listed above. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration of an investment advisor and does not imply any certain level of skill or training.

Additional information about our firm is available on the SEC's website at: www.adviserinfo.sec.gov.

Item 2. Material Changes

Arbor Capital Management Inc. is required to advise clients and prospective clients of any material changes to our Firm Brochure (“Brochure”) from our last annual update dated March 8, 2022.

Clients will receive an annual summary of any material changes to this and subsequent Brochures no later than April 30 which is 120 days after our fiscal year-end. At that time, we will offer a copy of our most current Firm Brochure. We will also promptly provide ongoing disclosure information about material changes, as necessary.

Please note that we do not have to provide this information to a client or prospective client who has not received a previous version of our Brochure.

Material Changes:

None.

Item 3. Table of Contents

Item 4. Advisory Business

Firm Description

Arbor Capital Management Inc. ('we," "us," "our," or "Arbor") a State of Alaska Corporation, was formed in November of 1997. Our principal owners are Matthew Kolesky, Ty Schommer, and Kirby Houchin.

Types of Advisory Services

Arbor offers a variety of advisory services to our clients including investment strategies, asset allocation, asset selection, creation of a personal Investment Policy Statement ("IPS"), and regular portfolio monitoring rebalancing.

Investment Management Services

We work with you to identify your investment goals and objectives as well as risk tolerance in order to create an initial IPS designed to complement your financial goals and objectives. We then construct a portfolio based upon your IPS and customized to your particular circumstances, which may include, but not be limited to: mutual funds, equities, bonds, fixed income, debt securities, ETFs, real estate, digital assets, REITs, and government securities. securities as appropriate. Our investment management services are offered on a discretionary basis, which you grant to us through a written agreement. This allows us to execute transactions in your account(s) without requiring your permission to do so. Non-discretionary investment management services will be considered on a case-by-case basis. Once we have implemented your IPS we will review and rebalance your account(s) as necessary and in line with your IPS.

Financial Planning and Consulting Services

Financial Planning and Consulting involves accumulating and organizing information about your current and desired financial status and identifying your specific goals and objectives. We accomplish this through interviews and the completion of a data-gathering questionnaire. Takeaways may include recommendations of asset allocation and specific security selection as well as cash flow models. Financial Consulting does not include legal or tax advice, nor does it grant us discretionary power over your financial accounts.

Financial Consulting services are provided outside our investment management services and will vary. These services will be described in a separate written agreement.

Sub-Advisory Services – Digital Asset Separate Account Management

Arbor offers digital asset separate account sub-advisory services to unaffiliated investment advisers through Arbor Digital – a separate division of Arbor. In these cases, the third-party adviser ("TPA") selects Arbor to manage separate accounts overseen by the TPA. Our agreement is with the TPA, not with the end client, and the TPA retains the discretionary authority to hire us, as well as to terminate our services. The TPA is responsible for determining that Arbor's digital asset allocations are appropriate for the TPA's client and for ongoing monitoring and reporting of our management in light of the end-client's needs.

Client-Tailored Relationships

As a fiduciary to all our clients, Arbor always act's solely in your best interest. Arbor offers the same suite of services to all clients. However, specific client financial plans and their implementation are dependent upon the individual client's Investment Policy Statement (IPS), or substantially similar materials, which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

You may impose restrictions related to investing in certain securities or types of securities in accordance with your values or beliefs. However, if the restrictions prevent us from properly servicing your account(s), or if the restrictions would require Arbor to deviate from our standard suite of services, we reserve the right to end the relationship.

TPA's may impose reasonable restrictions related to specific digital assets, however as noted above, if these restrictions prevent Arbor from properly servicing the sub-advised account(s), we reserve the right to end the relationship.

Important Information for Retirement Investors

When we recommend that you rollover retirement assets or transfer existing retirement assets (such as a 401(k) or an IRA) to our management, we have a conflict of interest. This is because we will generally earn additional revenue when we manage more assets. In making the recommendation, however, we do so only after determining that the recommendation is in your best interest. Further, in making any recommendation to transfer or rollover retirement assets, we do so as a "fiduciary," as that term is defined in ERISA or the Internal Revenue Code, or both. We also acknowledge we are a fiduciary under ERISA or the Internal Revenue Code with respect to our ongoing investment advisory recommendations and discretionary asset management services, as described in the advisory agreement we execute with you. To the extent we provide non-fiduciary services to you, those will be described in the advisory agreement.

Participation in Wrap Fee Programs
We do not offer or participate in a Wrap Fee Program.

Assets Under Management
As of December 31, 2022, we managed $275,496,678 of client assets on a discretionary basis, and $6,327,718 on a non-discretionary basis.

Item 5. Fees & Compensation

Investment Management Fees

Assets Under Management	Annual Fee
$0 - $499,000	1.25%
$500,000 - $999,999	1.10%
$1,000,000 - $1,999,999	1.00%
$2,000,000 and above	0.85%

The fees shown above are our standard fee schedule. These fees are negotiable, and the final fee schedule is attached as Exhibit II of our Investment Advisory Contract. Excluding accounts holding digital assets, fees are paid quarterly in advance. Accounts holding digital assets are billed monthly in arrears. For account(s) terminated mid period, refunds are given on a prorated basis, based on the number of days remaining in a quarter at the point of termination. For digital asset accounts opened mid-month, fees will be prorated and based on the number of days remaining in the billing month. You may terminate our services at any time by providing 10 days written notice.

All advisory fees are withdrawn directly from your account(s) pursuant to written authorization contained within our advisory agreement with you.

Financial Planning and Consulting Fees

We may perform services for you where the price of the service is based upon the amount of time to complete the service times an hourly rate. The time is rounded to the tenth of an hour. The rate per hour depends upon the level of complexity of the service, experience and expertise of the personnel used to do the work. This negotiable rate would normally not exceed $250 per hour. The tasks and services to be performed are described in the written agreement with us that also includes the hourly rate, an estimate of time to complete the project, and the procedure for refund or partial billing if the engagement is terminated before completion. If the engagement is terminated before completion, any completed work product deliverables will be provided if completed and paid for. Financial Planning and Consulting fees are billed monthly in arrears and are payable directly by check.

TPA Fees

Fees for our management services to TPAs are billed monthly arrears. Our maximum annual rate is 1%. Our fees are negotiable and the specific terms and conditions are described in the TPA agreement. Our agreements with TPAs also specify that, if the TPA intends to pay our fee from the TPA's end-client assets, the TPA is authorized to do so. The actual impact of our fees on those paid by TPA end-clients is determined by the TPA's agreement with its own clients and is entirely separate from the TPA's agreement with Arbor. This means that some TPA end-clients may pay the TPA additional fees to cover the costs of Arbors services, and some may not.

Compensation for our services will be calculated as set forth in the agreement between us. We may modify the terms of any agreement by providing written changes to you for signature. While we strive to maintain competitive fees, the same or similar services may be available form other firms at higher or lower fees. For purposes of determining the value of separately managed accounts, we rely on the values provided by your account custodian. Your custodian provides information about pricing services through direct communication with you.

Other Fees

Your account(s) may incur other fees and expenses in addition to the fees described above. These fees are separate from, and in addition to, Arbor's fees. They may include trade commissions, platform fees and custodial or transaction fees, and are paid directly to the custodians, or brokers as disclosed to you by account agreements, trade confirmations, and prospectuses. Your custodian provides detailed notice to you of the service fees applicable to your accounts. Client assets may be invested in mutual funds, including open-end and closed-end mutual funds and exchange-traded funds, as well as other types of pooled investment vehicles, which generally pay an investment management fee, separate from our advisory fees, to another investment adviser.

Please see Item 12 - Brokerage Practices, for additional information and disclosure related to other costs you may incur.

Outside Compensation
Neither Arbor nor any of our supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Item 6. Performance-Based Fees & Side-By-Side Management

We do not charge advisory fees based on a share of the capital appreciation of funds or securities in client's accounts.

Item 7. Types of Clients & Account Requirements

We provide services to the following types of clients:

- Individual and high net worth individuals
- Pension and profit-sharing plans
- Trusts, Estates, and Charitable Organizations
- Corporations/Business Entities

Minimum Account Size
We do not impose a minimum account size on new or existing client accounts.

Item 8. Methods of Analysis, Investment Strategies & Risk of Loss

Methods of Analysis
Arbor's methods of analysis include fundamental analysis, technical analysis, and cyclical analysis.

Fundamental analysis involves the analysis of financial statements, the general financial health of the asset, and/or the analysis of management or competitive advantages. Specifically, fundamental analysis concentrates on factors that determine an asset's value and expected future earnings. This strategy would normally encourage purchases in assets that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis involves the analysis of past market data; primarily price and volume and attempts to predict a future asset price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling an asset. It assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

Qualitative Analysis (generally applicable to our digital asset strategies) is the use of non-quantifiable methods to evaluate investment or business opportunities and makes decisions. This is different from quantitative analysis, which relies on a company's income statement, balance sheet and other quantifiable metrics.

In addition to the above, our analysis for digital assets also focuses on the following:

- On-Chain analysis which includes:
  - Transaction Volume
  - Wallet Address Statistics
  - Exchange Flows
  - Ownership Details - Concentration and Time Held

- Protocol and Product Adoption including:
  - User, wallet, and transaction growth rates
  - Hash Rates
  - Staking Percentage

- Community and developer strength

Investment Strategies

Traditional Assets
We are focused on long term investment strategies. Our core tenants are wealth preservation, diversification, and growth. Our strategies also consider alignment with client goals with appropriate risk adjusted returns. Once your allocation decision has been made, we employ both passive (index) strategies, along with active management. Our goal is to create the most appropriate risk/return profile, at the most efficient operating expense and tax cost, for your unique goals, objectives, and constraints.

Index investors typically benefit from lower expenses, turnover, and tax costs. Active investors pay more overhead, but the assumption is that the added costs more than pay for themselves over time, because managed funds should outperform after fees. There is substantial research indicating that most active managers do not achieve sustainable outperformance over time. Given the additional cost and complexity of many active management strategies, we believe the decision to include them (and how to do so most effectively) is critical.

In our view, there can be benefits to both strategies that aren't necessarily mutually exclusive. There are many factors to consider including your comfort with complexity, and the liquidity of your investments.

The higher your performance expectations, the more important it is to think carefully about potential costs, due diligence requirements, and the reporting needs that tend to come with complex investments. We see our job as taking responsibility for such evaluations and for determining which mix of approaches is most likely to serve you well over time.

Digital Asset Strategies
Our strategies for digital assets focus on diversification of assets within the Gemini exchange platform. Generally, digital asset portfolios will consist of specific weightings that are selected based on their core tenants:

Store of Value: Bitcoin started as the first digital asset whose early ambition and use case as a decentralized peer-to-peer version of electronic cash has expanded and matured. Within our portfolio Bitcoin acts as scarce digital gold & store of value, an inflation hedge, and an uncorrelated asset.

Platforms and Protocols**:** Ethereum serves as the first digital smart contract platform. Ethereum aims to be technology that is home to digital money, global payments, and applications. As competitors come to market our portfolio will look to capitalize.

Decentralized Finance**:** Digital assets specific to protocols looking to create a global, open alternative to the current financial system, opening financial services and products to anyone with an internet connection. Services include insurance, borrowing and lending, asset management, savings, and derivatives; and is expanding as use-cases continue to evolve.

Utility: Digital assets with hybrid value accrual mechanism - Economic and Loyalty/Rewards. Owning these digital assets allows investors to participate in the protocol's economic growth as well as it's loyalty and discount programs attached to its products and services.

Risk of Loss
Arbor generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, we utilize margin transactions and options writing. Margin transactions and options writing generally hold greater risk of capital loss and clients should be aware that there is a chance of material risk of loss using any of those strategies. In addition, as suitable and appropriate, we may recommend digital assets for a client portfolio. Digital assets are extremely volatile/speculative and subject to a variety of additional risks; they can lose some, or all of their value, and are not covered by FDIC or SIPC insurance. Please see below for additional information related to the risks of specific securities we use, including the section titled**: Risks Associated with Cryptocurrencies, Tokens, and Other Digital Assets Generally.**

Past performance is not a guarantee of future returns. Investing in securities/digital assets involves a risk of loss that you should be prepared to bear.

While we may purchase individual stocks and bonds for clients, in most cases we invest in exchange traded funds ("ETFs") or mutual funds to obtain exposure to equities, fixed income markets, foreign securities, commodities, real estate, natural resources, and other asset classes. While we describe the risks of ETFs generally, the other risks described below will in most cases also apply to the underlying assets of a specific ETF or mutual fund.

Exchange-Traded Funds. Exchange-traded funds ("ETFs") are funds bought and sold on a securities exchange that attempt to track the performance of a specific index (e.g. S&P 500), a commodity, or a basket of assets such as a set of technology-focused, country-specific, or other sector-specific stocks. The risks of owning an ETF generally reflect the risks of owning the underlying securities they are designed to track, although lack of liquidity in an ETF could result in its value being more volatile than the underlying securities. ETFs have management fees that increase their costs. ETFs are also subject to other risks, including: (i) the risk that their prices may not correlate perfectly with changes in the underlying index; and (ii) the risk of possible trading halts due to market conditions or other reasons that, in the view of the exchange upon which an ETF trades, would make trading in the ETF inadvisable.

Common Stocks and Equity-Related Securities. Prices of common stock react to the economic conditions of the company that issued the security, industry and market conditions, as well as other factors, and may fluctuate widely. Investments related to the value of stocks may rise and fall based on an issuer's actual and anticipated earnings, changes in management, the potential for takeovers and acquisitions, and other economic factors. Similarly, the value of other equity-related securities, including preferred stock, warrants and options, may also vary widely.

Small- and Mid-Cap Securities. Securities of small-cap issuers may present greater risks than those of large-cap issuers. For example, some small- and mid-cap issuers often have limited product lines, markets, or financial resources. They may be subject to high volatility in revenues, expenses and earnings. Their securities may be thinly traded, may be followed by fewer investment research analysts and may be subject to wider price swings and thus may create a greater chance of loss than when investing in securities of larger-cap issuers. The market prices of securities of small- and mid-cap issuers generally are more sensitive to changes in earnings expectations, to corporate developments and to market rumors than are the market prices of large-cap issuers.

Foreign Securities. The securities markets of many foreign countries, including emerging countries, have substantially less trading volume than the securities markets of the US, and securities of some foreign companies are less liquid and more volatile than securities of comparable US companies. As a result, foreign securities markets may be subject to greater influence by adverse events generally affecting the market, by large investors' trading significant blocks of securities, or by large dispositions of securities, than US markets. Further, many foreign governments are less stable than the US. There can be no assurance that any significant, sustained instability would not increase the risks of investing in the securities markets of certain countries. While we typically gain exposure to foreign markets through ETFs, funds, or similar pooled vehicles rather than investing directly in foreign securities, the limited liquidity of some foreign markets may affect our ability to acquire or dispose of securities at a price and at the time we think is advisable. We may also obtain exposure to foreign markets through debt securities with multi-national banks. These securities pose the risks associated with domestic fixed income securities, as well as the risks posed by foreign securities. Overseas investments are subject to fluctuations in the value of the dollar versus the local currency of the investment's originating country. This is also referred to as exchange rate risk.

Fixed Income Securities. Prices of fixed income instruments (e.g. bonds) can exhibit volatility and change daily. Fixed income investments present numerous risks, including credit, interest rate, reinvestment and prepayment risk, all of which affect price. For instance, an increase in interest rates will generally cause the price of bonds to go down. If the security is held to maturity and the issuer does not default, the client should receive the face amount of the bond at the maturity date, as well as stated interest payments while the bond is held. In this case, the change in price prior to maturity may not affect the client. If the client sells prior to maturity, however, the investor would likely experience a loss. Where a client's fixed income exposure is to bond funds or fixed income ETFs, the fund or ETF does not itself "mature," although different issues held by the fund/ETF will mature and will experience price fluctuations. Investors are therefore highly dependent on the manager's ability to accurately anticipate the impact of rate changes and to appropriately manage the portfolio to achieve both adequate returns and reasonable risk. The US has experienced a prolonged period of historically low interest rates; future rate increases could have a material negative impact on the value of current fixed income holdings. In addition, the value of fixed income securities may decline in response to events affecting the issuer, its credit rating or any underlying assets backing the instruments. For corporate bonds prices may be especially sensitive to developments affecting the company's business and to changes in the ratings assigned by rating agencies. The prices of high-yield, fixed income securities fluctuate more than high-quality debt issues. High-yield securities can experience sudden, sharp price swings due to changes in economic conditions, stock market activity, large sales by major investors, default, or other factors. In the event of a default, the investment may suffer a partial or total loss.

Alternative Strategy Mutual Funds/ETFs. Certain mutual funds or ETFs invest primarily in alternative investments and/or strategies. Investing in alternative investments and/or strategies may not be suitable for all investors and involves special risks, such as risks associated with commodities, real estate, leverage, selling securities short, the use of derivatives, potential adverse market forces, regulatory changes and potential illiquidity. There are special risks associated with funds that invest principally in real estate securities, such as sensitivity to changes in real estate values and interest rates, and price volatility because of the fund's concentration in the real estate industry.

Options/Derivatives: Purchasing a long option gives the buyer the right, but not the obligation, to buy or sell a particular security at a specified price before the expiration date of the option. When an investor writes (or sells) an option, if the buyer exercises the option prior to expiration, the investor is obligated to deliver to the buyer of the option a specified number of shares, a pre-determined price per share, or the calculated money difference. The seller receives a premium in exchange for writing the option. The potential loss on short (naked) call options is hypothetically unlimited and this is not a strategy we employ (we generally limit our options activity to writing covered calls), but may be used by ETFs, funds, or third party managers we select. Options are wasting assets and expire on pre-determined dates. Commission charges for option transactions may be higher than those assessed for other assets, such as individual equities.

Market Liquidity Risks. The value of securities held in client accounts that are traded on exchanges and the risks associated with holding these positions vary in response to events that affect asset markets in general. Market disruptions such as those that occurred in 1987, in 2001, 2008, and the "Flash Crash" in May 2010 (the biggest one-day point decline, 998.5 points, on an intraday basis in Dow Jones Industrial average history) could lead to violent price swings in securities held within client portfolios and could limit the ability to buy or sell securities. Liquidity risks can result in substantial losses.

Volatile Markets*.* Securities prices can be highly volatile. Many things influence prices, including interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs, government policies, and national and international political and economic events. Clients are also subject to the risk of failure of any of the exchanges on which their positions trade or of its clearinghouses.

Short Selling. We do not typically employ short selling in our client portfolios but funds or ETFs purchased for clients may use short selling. We may also use short funds or ETFs on a limited basis in client portfolios. Short selling involves selling securities which are not owned and borrowing them for delivery to the purchaser, with an obligation to replace the borrowed securities at a later date. Short selling allows the investor to profit from declines in market prices to the extent such decline exceeds the transaction costs and the costs of borrowing the securities. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost to the client of buying those securities to cover the short position. There can be no assurance that the securities necessary to cover a short position are available for purchase at or near prices quoted in the market. Purchasing securities to close out the short position can itself cause the price of the securities to rise further, thereby exacerbating the loss.

Risks Associated with Cryptocurrencies, Tokens, and Other Digital Assets Generally

As appropriate and suitable, we may recommend cryptocurrencies, tokens, or other digital assets ("Tokens"). As a new technological development, investing in digital assets is subject to different risks in addition to those traditionally associated with the trading of assets as indicated above. These Tokens are highly speculative and can lose some, or all of their value, are not covered by FDIC or SIPC insurance.

Protocol and Governance Risk. Tokens are a relatively recent technological innovation. Bitcoin is widely considered to be the first popular Token and was invented in 2009. Other Tokens in which we may invest were created after Bitcoin. There can be no assurance that the Token industry will continue in its current form. Tokens are generally created and supported by an underlying blockchain or protocol, such as the Bitcoin Protocol or the Ethereum Protocol. Any malfunction, malicious attack, breakdown or abandonment of the network may have an adverse effect on the Token's protocol or network which could lead to loss of value of the Token. Moreover, advances in cryptography, or technical advances such as the development of quantum computing, could present risks to the Tokens by rendering ineffective the cryptographic consensus mechanism that underpins a Token's protocol. There can be no assurance that changes or developments in Token protocols will not adversely impact your Account. The protocols on which Tokens are based are generally open source (permissionless) software. Any user can download the software, modify it and then propose that users and miners of a specific Token adopt the modification. When a modification is introduced and a substantial majority of users and miners consent to the modification, the change is implemented and the Token's protocol and network remains uninterrupted. However, if less than a substantial majority of users and miners consent to the proposed modification, and the modification is not compatible with the software prior to its modification, the consequence would be what is known as a "fork" (i.e., "split") of the Token's network (and the Blockchain), with one prong running the pre-modified software and the other running the modified software. The effect of such a fork would be the existence of two versions of the Token's network running in parallel, but with each version's Token lacking interchangeability.

Custodial and Exchange Risk. The trading of Tokens is fragmented across several different exchanges. These exchanges are targets for distributed denial of services attacks (referred to as "DDoS Attacks") and other hacking attempts. Certain Token exchanges have experienced trading disruptions due to fraud, failure, security breaches and DDoS Attacks. In 2014, Mt. Gox, based in Japan and the then-largest Bitcoin exchange, was hacked and over $450 million worth of Bitcoin was stolen, causing Mt. Gox to file for bankruptcy protection. In 2016, Bitfinex, an exchange based in Hong Kong, reported that approximately $65 million worth of Bitcoin had been stolen during a security breach. In 2018, Coincheck, an exchange based in Japan, reported that approximately $400 million worth of NEM tokens were stolen during a security breach. There can be no assurance that your Account Tokens will not be adversely affected by an attack on a Token exchange. Client accounts will hold Tokens in one or more digital "wallet" that Arbor, in its sole discretion, deems appropriate for any such Token. These wallets or accounts will be held at a qualified custodian. Storage of a Token in the digital wallet generally represents the public address associated with the underlying Blockchain, which is known as the "public key." In order to transfer a Token to or from the digital wallet, the controller of the wallet must also have the unique, private numerical code, often referred to as the "private key." To the extent a private key in respect of any Token is lost, destroyed, accessed by a third party or otherwise compromised and no backup of the private key is accessible, the Account or its custodian will be unable to transfer the Token held in the public wallet address associated with that private key. Consequently, such Tokens will effectively be lost, which could adversely affect the value of your portfolio. The custodian may periodically store Tokens in "hot wallets" which are connected to the internet to facilitate transactions in Tokens. Tokens stored in "hot wallets" may be more susceptible to theft or compromise than Tokens stored in other digital wallets. There can be no assurance the Token storage process will not be compromised.

Regulatory Uncertainty. Regulation of Tokens and Token trading continues to evolve in the United States and foreign jurisdictions. Regulatory actions could negatively impact Tokens in various ways, including, for purposes of illustration only, through a determination that one or more Tokens are regulated financial instruments or securities that require registration or licensing. Regulators, including state, federal, or foreign regulators, as well as state and federal agencies, may also determine that trading or transacting in Tokens is an activity requiring licensing or is otherwise subject to regulation under existing law. State and federal regulators may also assert that a Token or Token trading is being conducted unlawfully under interpretations of existing law and may take action at any time to freeze or stop Tokens from being released or traded, and regulators may assert criminal or civil claims against Token companies or Token trading participants, without notice. The basis for regulatory claims can include anti-money laundering or anti-terrorist financing regimes. There can be no assurance that Tokens in which we invest will not be adversely affected by increases in regulatory activity concerning particular Tokens or Token exchanges or trading platforms.

Unanticipated Risks. Cryptographic tokens and digital assets are new and still largely untested. In addition to the risks outlined in this Brochure, there are other risks associated with the purchase of Tokens that Arbor is unable to anticipate. Such risks may further materialize as unanticipated variations or combinations of the risks discussed in this Brochure.

Item 9. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of our firm, or the integrity of our management. In 2011 we failed to update our disclosure materials to reflect changes in the company's ownership structure. The inaccurate disclosure materials were provided to clients and prospective clients. We also failed to renew our company's notice filing and investment advisor representative state registrations. In 2013, we agreed to a Consent Order with the State of Alaska and paid penalties to the state totaling $7,000.

Item 10. Other Financial Industry Activities & Affiliations

Neither Arbor nor any of our management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.

Neither Arbor nor any of our management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

Neither Arbor nor any of our management person have any material relationships to our advisory business that would present a possible conflict of interest.

Arbor does not utilize nor select other advisors or third-party managers. All assets are managed in-house.

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

To fulfill our responsibilities as a fiduciary, we have adopted a Code of Ethics (the "Code"). The Code incorporates the following general principles that all employees are expected to uphold: (1) putting the clients' interest first at all times; (2) conducting all personal securities transactions in such a manner to be consistent with the Code and to avoid any actual or potential conflict of interest or any abuse of an employee's position of trust and responsibility; (3) not taking inappropriate advantage of their position; (4) treating all client information as confidential, and (5) maintaining independence in the investment decision-making process.

In addition to guidelines with regard to personal trading, the Code also addresses and governs the giving and receiving of gifts and entertainment, service on outside boards of directors and other outside business activities. Our personnel are required to certify to compliance with the Code on a periodic basis.

Please contact us at the telephone number or email address listed on the first page of this Brochure if you would like to receive a full copy of our Code of Ethics.

Conflicts Related to Arbor or its Employees Trading for Their Own Account.

Investments by Arbor or its employees, for their own accounts, in securities that are also held in client accounts could give the perception of interfering with our fiduciary duty of making decisions which are in the best interest clients and could otherwise have a disadvantageous effect on the values, prices or trading strategies of client portfolios. Our personal trading policy has been developed to address this particular conflict by requiring all employee transactions be executed either along with the client block (for managed accounts of employees) or after all client trading has been completed for the day.

Item 12. Brokerage Practices

Recommendation of a Broker / Custodian; Factors Considered in our Recommendations

Arbor does not maintain custody of your assets, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account to pay our fees or to direct funds to third parties you authorize (see Item 15—Custody, below). In all cases, client assets must be held with a "qualified custodian," generally a broker-dealer or a bank. Although we occasionally work with other broker/dealers and custodians, we recommend Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, as the qualified custodian for all traditional assets and Gemini Custody ("Gemini") for clients investing in or holding digital assets.

We are independently owned and operated and are not affiliated with either Schwab or Gemini. Both custodians will hold your assets in a brokerage account and buy and sell securities/assets as we instruct them to. While we recommend you use Schwab or Gemini, you will decide whether to do so and will open your account by entering into an account agreement directly with them. We don't open the account for you, though we assist you with the process and handle the administrative aspects.

For our traditional assets, when considering whether the terms Schwab provides are overall most advantageous to you when compared with other available providers and their services, we take into account a range of factors, including:

- Combination of transaction execution services and asset custody services, generally without a separate fee for custody
- Capability to execute, clear, and settle trades
- Capability to facilitate transfers and payments to and from accounts
- Breadth of available investment products
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services and willingness to negotiate prices
- Reputation, financial strength, security and stability
- Prior service to us and our clients
- Services delivered or paid for by Schwab
- Availability of other products and services that benefit us, as discussed below

Schwab's Brokerage and Custody Costs

Schwab generally does not charge clients separate for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab is also compensated by earning interest on the uninvested cash in Schwab's Cash Features Program or on any margin balance maintained in Schwab accounts, and from other ancillary services.

Most trades no longer incur commissions or transaction fees, though there are exceptions. Schwab discloses its fees and costs to clients and we take those costs into account when executing transactions on your behalf. Schwab charges you a flat dollar amount as "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds form the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account.

Certain mutual funds and ETFs are also made available for no transaction fee; as a result many confirmations show "no commission" for a particular transaction. Typically, the custodian (but not Arbor) earns additional remuneration from such services as recordkeeping, administration, and platform fees, for the funds and ETFs on their no-transaction fee lists. This additional revenue to the custodian will tend to increase the internal expenses of the fund or ETF. Arbor selects investments based on our assessment of a number of factors, including liquidity, asset exposure, reasonable fees, effective management, and low execution cost. Where we choose a no-transaction fee fund or ETF, it is because it has met our criteria in all applicable categories.

Products and Services Available to Arbor from Schwab

Schwab Advisor Services™ is Schwab's business serving independent investment advisory firms like Arbor. They provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), some of which are not typically available to Schwab retail customers. Certain retail investors, though, may be able to get institutional brokerage services form Schwab without going through us or another advisor. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services are generally available on an unsolicited basis (we don't have to ask for them) and at no charge to us. Following is a more detailed description of Schwab's support services.

Schwab's Services that Benefit Clients

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. These services generally benefit you and your account.

Schwab's Services that do not Directly Benefit Clients

Schwab also makes available to us other products and services that benefit us but do not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts and operating our firm. They include investment research, both Schwab's own and that of third parties. We use this research to service all or a substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provides access to client account data
- Facilitates trade execution and the allocation of blocked orders for multiple accounts
- Provide pricing and other market data
- Facilitate payment of Arbor's fees directly from your account, if authorized in your advisory agreement
- Assistance with back-office functions, recordkeeping and client reporting

Schwab's Services that Generally Benefit Only Us.

Schwab also offers other services intended to help us manage and further develop our business enterprise, a number of which we make no use of (such as access to employee benefits providers and marketing consulting) but which are available. While we don't generally take advantage of these services, they include:

- Consulting on technology and business needs
- Consulting on legal and related compliance needs
- Educational conferences and events
- Publications and conferences on practice management, business management, and industry data
- Occasional business entertainment of our personnel

Schwab provides some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab also discounts or waives its fees for some of these services or pays all or a part of a third party's fees. If you did not maintain your account with Schwab, we would be required to pay for these services from our own resources. The software, technology, and account access Schwab provides create an operational and compliance benefit for Arbor that does not necessarily translate directly into a client benefit. While we believe that Schwab is quite competitive and provides good value to our clients overall, the efficiencies provided to Arbor create an incentive for us to recommend Schwab over other custodians, even though other custodians offer similar services and support. In some cases, this means that clients could pay more for custody and execution through the custodian we recommend than through others. This is a conflict of interest which we mitigate through disclosure. We also review the capacities and costs of Schwab regularly to ensure that our clients are receiving quality executions and competitive pricing, as well as more intangible service benefits.

Special Circumstances

We may assist some of our clients with opening and maintaining brokerage accounts for which we have ongoing reporting and monitoring responsibility only; we do not exercise brokerage or investment discretion over these accounts ("non-discretionary accounts"). Although the client maintains sole trading decision-making authority, Arbor may place specific transactions as an accommodation for these clients at their request.

Directed Brokerage

Because we execute your investment transactions through the custodian holding your assets, we are effectively requiring that you “direct” your brokerage to your custodian, absent other specific instructions as discussed below. Because we are not choosing brokers on a trade-by-trade basis, we may not be able to achieve the most favorable executions for clients and this may ultimately cost clients more money. Not all investment advisers require directed brokerage.

We do not use, recommend, or direct activity to brokers in exchange for client referrals. Although not a normal business practice for Arbor, as agreed, we may permit clients to direct us to use brokers other than the custodian holding your assets. If we agree to accommodate your request to do this, we will likely have little or no ability to negotiate commissions or influence execution price, and you will also not benefit from any trade aggregation we may implement for other clients. This may result in greater costs to you.

Aggregated or Block Transactions

We routinely aggregate client transactions with those of other client accounts at the same custodian. This results in client trades being executed and billed at the same price. The flat commission rate we have negotiated with Schwab will be applied to each account participating in the transaction; for other custodians, the current commission schedule will apply and a discount may or may not be available for executing a block trade.

When we choose to place a block transaction, we issue instructions to purchase a particular number of shares or face amount of a security or digital asset and all participating clients and their pro-rated portion of the block are known at the time of the transaction. We generally trade in liquid securities and partial allocations are not a concern under normal market conditions. However, should we not receive the full amount requested, or if multiple executions are required, the following apply:

- If the full amount we requested is not obtained (and we determine to stop trading), we will pro-rate the purchased shares/digital assets equally across all participating accounts. However, if employee transactions are included in the block and only a partial fill is completed, employee transactions are excluded (per our Code) until all client trades are completed.
- If multiple fills occur to complete the full block, then all purchases are averaged to price and each participating client receives their full allocation at that average price.

For investors holding digital assets, the current custodial/exchange infrastructure does not allow for aggregated transactions. Consequently, we are not currently able to execute any block trades for clients holding digital assets.

Research and Other Soft Dollar Benefits
We do not have any traditional “soft dollar” arrangements in place, in which we agree to direct a certain amount of commission dollars to a specific custodian in exchange for research or other services. Rather, the services described in this Item 12 are made available to us simply because we maintain client accounts on the custodian platform.

Many of these services generally may be used to service all or a substantial number of Arbor's accounts, including accounts not maintained at custodian.

The availability to Arbor of the foregoing products and services is not contingent upon Arbor committing to the custodian any specific amount of business (assets in custody or trading commissions). In some cases, clients could pay more for custody and execution through the custodian we recommend than through others. We review the capacities and costs of custodian regularly to ensure that our clients are receiving quality executions and competitive pricing, as well as more intangible service benefits.

As part of our fiduciary duty to our clients, we endeavor at all times to put the interest of our clients first. We want our clients to be aware that the receipt of the above benefits and services from our custodian(s) creates a conflict of interest, as this could indirectly influence our choice of either broker-dealer for custody and brokerage services. Arbor reviews its choice of custodians on an annual basis to reaffirm the health of each entity, the quality of executions and the additional services provided by the custodian. We believe our selection of Schwab (for traditional assets) and Gemini (for digital assets) as custodians and brokers is in the best interest of our clients because of the scope, quality, and price of their services.

Best Execution

As indicated above, we typically require that clients open brokerage/custodial accounts at custodians not affiliated with us – typically Schwab for traditional assets and Gemini for digital assets. We are not compensated directly for recommending custodians to clients, though we may receive indirect economic benefits from those custodians as outlined above. The criteria for recommending a custodian include reasonableness of commissions and other costs of trading, ability to facilitate trades, securities lending needs, access to client records, computer trading support and other operational considerations. These factors will be reviewed from time to time to ensure that the best interests of our clients are upheld.

In seeking "best execution" for clients, the key factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into account the full range of services, including execution capability, technological processes used for submitted trades and other valuation services.

Item 13. Review of Accounts

The primary advisor for specific client accounts conducts regular reviews to confirm the accounts are in line with the specific client's IPS/Risk Tolerance levels. In addition, Matthew Kolesky and Ty Schommer, Arbor's two principals, review all client accounts at least quarterly to confirm they are within IPS parameters for each client.

Digital Asset accounts are reviewed bi-monthly by Matthew Kolesky, Marc Nichols, and Kirby Houchin.

More frequent account reviews may be triggered by material market, economic or political events, or by changes in a client's financial situation (such as retirement, termination of employment, divorce, or inheritance.)

All Arbor clients will receive a quarterly statement from the custodian of record which will include, but not be limited to: all transactions for the period, current balance, current securities holdings and fee deductions. Upon specific request, Arbor will provide additional comprehensive reports and related reviews of your portfolio holdings.

For sub-advised Digital Asset accounts, reporting details will be reflected in the TPA Agreement. But no less than quarterly.

Item 14. Client Referrals & Other Compensation

Schwab Advisor Network®

Through July of 2021 Arbor received client referrals from Charles Schwab & Co., Inc. ("Schwab") through our participation in Schwab Advisor Network® ("the Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with us. Schwab does not supervise Arbor and has no responsibility for our management of clients' portfolios or our other advice or services. While we are no longer participating in this Service, we will continue to pay Schwab fees for clients referred through the Service. Our participation in the Service may raise potential conflicts of interest described below.

For all clients referred through the Service, Arbor pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by us is a percentage of the fees the client owes or a percentage of the value of the assets in the client's account, subject to a minimum Participation Fee. We pay Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to us quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by us and not by the client. We have agreed not to charge clients referred through the Service fees or costs greater than the fees or costs we charge clients with similar portfolios who were not referred through the Service.

Arbor generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees we generally would pay in a single year. Thus, we will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees are be based on assets in accounts of our clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, we will have incentive to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit our fees directly from the accounts.

For accounts of Arbor's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from our clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, we may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. Arbor nevertheless acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for our other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers. For this reason, and for asset management services exclusive of digital assets, we generally have all clients fill out a Prime Broker form in case we can get a better fill or obtain securities not offered through Schwab.

SmartAsset Advisors LLC Referrals

We also receive referrals from SmartAsset Advisors LLC ("SmartAsset"), an unaffiliated SEC registered investment advisor. Through its parent company, Financial Insight Technology, Inc., SmartAsset offers an online tool allowing consumers interested in financial planning services to be connected with financial advisors offering financial planning advice. SmartAsset does not supervise Arbors advisory activities and has no responsibility for the advice we offer to referred clients. We pay SmartAsset a flat monthly fee for each referred client. This monthly fee is based on the value of the investable assets of the referred client pursuant to a tiered fee schedule. We do not charge clients referred through SmartAsset any fees or costs higher than our standard fee schedule as noted in Item 5 of this brochure. All clients referred to us from SmartAsset will receive the SmartAsset Disclosure and Acknowledgement Form.

Item 15. Custody

All client funds and securities are maintained with a qualified custodian; we don't take physical possession of client assets. You will receive account statements and transaction confirmation notices directly from your Custodian at least quarterly, which you should carefully review. We urge you to carefully compare the Custodian's account statements with the periodic data you receive from us and to notify us promptly of any discrepancies.

We have the ability to deduct our advisory fees directly from your accounts based on your written authorization to do so, and this ability is technically considered "custody" but doesn't require separate reporting or a surprise audit of Arbor. In addition, in some cases clients execute standing letters of authorization ("SLOAs"), which are written directives from the client authorizing us to initiate payments from their custodial accounts to client-specified third parties. Although SLOAs are client-initiated and client-authorized, our ability to facilitate the payments covered by the SLOAs is considered "custody" under SEC guidance and requires us to report that we have custody over these account assets on our ADV 1A. To the extent the SLOAs comply with certain conditions, however, including that clients have the right to terminate the SLOA, and that the qualified custodian will confirm the status of the SLOA annually directly with the client, Arbor is not subject to a surprise custody audit.

Item 16. Investment Discretion

As indicated in Item 4, above, we provide discretionary and non-discretionary investment management services (as requested and accepted). Our authority is detailed in the written agreement between us. Discretionary authority allows us to execute transactions in your account(s) without getting your prior approval. Unless we have been given discretionary authority for your account(s), all transactions are executed on a non-discretionary basis, meaning we will confirm each transaction with you prior to execution.

Item 17. Voting Client Securities

Arbor does not have any authority to and does not vote proxies on behalf of any advisory clients. You retain responsibility for receiving and voting proxies for any and all securities maintained in your accounts. If you request, we will provide information or our professional insight into various matters related to your proxies.

Item 18. Financial Information

Arbor does not require nor solicit prepayment of more than $1,200 in fees per client, six months or more in advance.

Arbor does not have any financial commitment that impairs our ability to meet contractual and fiduciary commitments to our clients. In addition, neither Arbor nor its management persons have been the subject of a bankruptcy proceeding.