

BARRETT

ASSET MANAGEMENT

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Form ADV Part 2A

This brochure (“Brochure”) provides information about the qualifications and business practices of Barrett Asset Management, LLC (hereinafter “Barrett”). If you have any questions about the contents of this Brochure, please contact us at (212) 983-5080. 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.

Additional information about Barrett is available on the SEC’s Investment Adviser Public Disclosure website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Barrett is 157047.

Barrett is a registered investment adviser. Registration of an investment adviser with the SEC does not imply any level of skill or training.

Item 2 Material Changes

Pursuant to SEC Rules, we will provide you either: (i) a copy of our Brochure that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Brochure. We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our advisory services, fee structure, business practices and conflicts of interest. Additionally, our current (updated) Brochure will be available to our existing and prospective clients through the Investment Adviser Public Disclosure website.

We have updated Item 4: Advisory business to reflect our new ownership structure as a wholly-owned subsidiary of CI Private Wealth US, LLC, an indirect wholly-owned subsidiary of CI Financial Corp.

We have updated Item 10: Other Financial Industry Activities and Affiliations to reflect our new industry affiliations given the nature of our new ownership structure.

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Item 4 **Advisory Business**

Barrett Asset Management, LLC (“Barrett”) is an SEC-registered investment adviser with its principal place of business located in New York, New York. Although Barrett Asset Management, LLC began conducting business on May 2, 2011, it succeeded Barrett Associates, Inc., which was established in 1937.

Barrett is a wholly-owned subsidiary of CI Private Wealth US, LLC (CI Private Wealth), an indirect wholly-owned subsidiary of CI Financial Corp. (CI or CI Financial) (TSX: CIX; NYSE: CIXX). None of CI Financial or CI Private Wealth has a role in the day-to-day management of Barrett. See additional disclosures in Item 10.

Our firm offers the following investment advisory services:

Portfolio Management Services

Our firm provides investment advisory services in the form of continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Barrett provides investment management primarily through individually managed accounts and assets under advisement. Barrett acts as the investment adviser for two affiliated mutual funds. Account supervision is guided by the stated objectives of the client.

Barrett provides discretionary and non-discretionary portfolio management advisory services. Through personal discussions with clients, goals and objectives based on a client’s particular circumstances are established. Investment advisory services provided to institutional and individual clients are based on the needs and objectives of the client. Identifying clients’ needs and priorities is the first step in the process of designing a portfolio. Whether a client’s objective is growth of capital, income, liquidity or conservation of capital in large part determines the investment program that will be selected. A client’s parameters such as risk tolerance, marginal tax rate, and/or account restrictions, also figure prominently into portfolio construction. Barrett then develops a client’s personal investment guidelines and creates and manages a portfolio based on that policy. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

For the assets under advisement, Barrett makes recommendations to clients regarding those assets, but Barrett does not implement transactions pertaining to these recommendations. Clients retain sole responsibility for accepting or rejecting any or all recommendations.

Barrett also provides clients with a broad range of wealth management services, including financial planning and ongoing investment management. Financial planning includes advice on goal setting, determining risk tolerance, retirement planning, IRA/qualified plan distributions, college funding, cash flow planning, estate and tax planning, insurance analysis, stock options, and charitable giving. On occasion, Barrett also provides advice on non-investment related matters.

Depending on the client’s goals, portfolios can be invested entirely in equities, fixed income, or a combination of both. The firm invests primarily in liquid securities including stocks with market capitalizations typically above \$1 billion, U.S. Treasury fixed income securities, and corporate and municipal bonds. The firm also invests in exchange-traded funds (“ETFs”) and selected mutual funds. We may also employ the use of options, typically to sell options on underlying shares, to increase income. It is possible that we may use other types of options, such as puts to hedge individual positions. Historically, our use of options has been fairly limited, and mostly to write call options. Barrett reviews and may from time-to-time recommend to clients investments in venture capital limited partnerships and pooled investment vehicles. Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client’s stated investment objectives, tolerance for risk, liquidity, and suitability.

Amount of Managed Assets

As of December 31, 2021, we were actively managing \$2,874,235,704 of clients’ assets on a discretionary basis and \$63,100,764 on a non-discretionary basis.

Item 5 Fees and Compensation

The annualized fee for Barrett’s portfolio management services will be charged as a percentage of the market value of assets under management, with a minimum annual fee of \$500, according to the following schedule:

<i>Assets Under Management</i>	<i>Annual Fee</i>
First \$5,000,000	1.25%
Next \$5,000,000	1.00%
Balance	0.75%
Minimum Annual Fee	\$500

Clients may, under certain circumstances, be permitted to hold securities as “unsupervised” assets within the client’s account. Securities held as “unsupervised” will not be under the management of Barrett and will not be included as part of the client’s account for purposes of computing the quarterly fee. Management fees are billed in advance of services provided. Management fees will be based upon the market value of all of the assets in the client’s account, including cash but excluding “unsupervised” assets as of the close of business on the last trading day of the preceding calendar quarter. A minimum annual fee of \$500 may be charged to your account.

Management fees are withdrawn directly from the client’s account or the client will be billed directly as set forth in each client’s investment advisory agreement.

For new advisory accounts, management fees may be pro-rated based on the number of days that the account was open during the quarter.

We may group certain related client accounts for the purposes of determining the account size and/or annualized fee.

Certain legacy client agreements may be governed by fee schedules different from those listed above.

Negotiability of Advisory Fees

While it is the general policy of Barrett to charge fees to its clients in accordance with the fee schedules in effect at the time of executing the investment management agreement, fees are subject to negotiation based upon a number of factors, including, but not limited to: (1) the type of client; (2) pre-existing client relationships or number of other accounts; (3) assets under management or anticipated client additions to assets under management; and (4) the service requirements associated with the account. The above fee schedules are also subject to modification where substantial securities positions are classified as “unsupervised assets” by the client.

Termination of Advisory Relationship

A client's investment management agreement may be terminated by either party upon ten (10) days written notice to the other party. Termination of client agreements shall not affect transactions entered prior to termination. In the event of termination of this service, advisory fees will be pro-rated from the date ten days after Barrett receives written notice of termination from a client through the end of the quarter for which the fee was prepaid. Any prepaid, unearned fees will be promptly refunded. If a client adds substantial assets to their account during a quarter, Barrett may, at its discretion, charge an additional pro rata fee.

Mutual Fund and ETF Fees and Expenses

All fees paid to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund or an ETF directly, without the services of our firm. In that case, the client would not receive the services provided by us which are designed, among other things, to assist the client in determining which mutual fund or funds or ETFs are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and ETFs and the fees charged by us to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided. Clients whose uninvested cash balances are swept into money market funds may also pay similar fees.

Barrett may recommend that its advisory clients invest in a mutual fund for which Barrett serves as investment adviser (an “Affiliated Funds”). Barrett does not charge clients a management fee

on

amounts invested in Affiliated Funds. Affiliated Funds are not considered by Barrett when calculating the value of a client's securities that are under management. To the extent a client's funds are invested in an Affiliated Fund, the client will pay a proportionate share of the advisory fees and other operating expenses of such Affiliated Fund.

Brokerage and Custodian Fees

In addition to advisory fees paid to our firm, clients will also be responsible for all transaction, brokerage, and custodian fees incurred as part of their account management. Please see Item 12 of this Brochure for important disclosures regarding our brokerage practices.

Item 6 Performance-Based Fees and Side-By-Side Management

Barrett does not charge any fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7 Types of Clients

Our firm generally provides discretionary advisory services to individuals, corporations, trusts, estates, charitable organizations, foundations and educational institutions, pension and profit-sharing plans, as well as other types of businesses and institutional clients.

Item 8 Methods of Analysis, Investment Strategies and Risk of Loss

Our portfolio managers, in their individual capacity, may use all or use some of the following methods of analysis to determine which securities to buy, sell or hold:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indication it may be a good time to buy) or overpriced (indicating it may be time to sell). Barrett focuses on industries that it believes have the prospect for growing at a rate greater than that of the overall economy. The investment team evaluates the fundamental characteristics of companies to identify those with strong cash flow and earnings growth as well as the prospects for sustained long-term growth. When purchased at reasonable prices, the team believes these companies should produce strong, absolute and relative performance.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis: We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and to potentially predict future

price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

Charting: In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict when or how long the trend may last and when that trend might reverse.

Cyclical Analysis: In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

Mutual Fund and/or ETF Analysis: We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other funds in the client's portfolio.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the fund or ETF less suitable of the client's portfolio.

Foreign Companies: In general, investment in foreign issuer securities entails additional risks such as limited transparency and accounting overview, varying frequency, availability and quality of financial information, limited enforcement opportunities by US regulators, and limited shareholder rights and/or remedies. Investors should understand that an index fund tracking a specific emerging market or international index generally does not consider or weigh investor protection considerations when investing in a particular security. In addition to a number of considerations when investing in any fund, investors in index funds and other passively-managed funds should understand the potential impact of the fund's passive investing strategy on the investor's exposure to risks in emerging or international markets. For example, an emerging market index fund may seek to track a specific emerging market index, and therefore may invest in all of the securities included in that index or only a sample of those securities. However, the composition of the emerging market index itself generally would not weigh individual securities by investor protection considerations. That is, in index construction, decisions are made on a jurisdiction-wide basis. For example, once jurisdiction is included, individual securities from that jurisdiction are included in the index based on the index provider's specific weighting methodology (i.e., based on market capitalization). The index may or may not weigh the jurisdiction as a whole on the basis of investor risk or other factors in addition to market capitalization. Investors should consider these index construction decisions and the related risks when investing such funds.

Risks for All Forms of Securities Analysis: Our securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing

accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

We use the following strategies in managing client accounts:

Long-Term Purchases: We purchase securities with the intention of holding them in the clients account for a year or longer. We may do this because we believe the securities to be currently undervalued. We may do this because we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-Term Purchases: We purchase securities with the intention of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A risk in a short-term purchase strategy is that, should the anticipated price swing not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss. In addition, this strategy involves more frequent trading than does a longer-term strategy and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Margin Transactions: We can purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash and allows us to purchase stock without selling other holdings.

A risk in margin trading is that, in volatile markets, securities prices can fall very quickly. If the value of the securities in your account minus what you owe the broker falls below a certain level, the broker will issue a “margin call”, and you will be required to sell your position in the security purchased on margin or add more cash to the account. In some circumstances, you may lose more money than you originally invested.

Option Writing: We may use options as an investment strategy. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are calls and puts:

A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires. A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We could use options to speculate on the possibility of a sharp price swing. We could also use options to “hedge” a purchase of the underlying security; in other words, we could use an option purchase to limit the potential upside and downside of a security we have purchased for your portfolio.

We could use “covered calls”, in which we sell an option on a security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

A risk of covered calls is that the option buyer does not have to exercise the option, so that if we want to sell the stock prior to the end of the option agreement, we have to buy the option back from the option buyer, for a possible loss.

We could use a “spreading strategy”, in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

A risk of spreading strategies is that the ability to fully profit from a price swing is limited.

Retirement Rollovers-Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer’s plan, if permitted, roll over the assets to the new employer’s plan, if one is available and rollovers are permitted, roll over to an Individual Retirement Account (“IRA”), or (iv) cash out the account value (which could, depending upon the client’s age, result in adverse tax consequences). If Barrett recommends that a client roll over their retirement plan assets into an account to be managed by Barrett, such a recommendation creates a conflict of interest if Barrett will earn an advisory fee on the rolled over assets. No client is under any obligation to rollover retirement plan assets to an account managed by Barrett.

Enhanced Equity Income

Barrett’s Enhanced Equity Income Strategy utilizes a covered call program designed to maximize cash flow while reducing risk. This is accomplished first by building a portfolio of high quality, large capitalization equities that typically pay dividends higher than the dividend yield of the S&P 500 Index, and then selling out of the money calls to generate additional cash flow. Typically, covered call options are written, out of the money, on a significant portion of the portfolio’s holdings to generate premium income.

We place primary emphasis on the generation of income. Additionally, given that the calls are above the current market price of our underlying stocks, capital appreciation is also incorporated in this strategy. Furthermore, due to the cash flow generated by selling calls, volatility will tend to be less than the overall equity market.

For all strategies:

Clients should understand that investing in any securities, including mutual funds, involves a risk of loss of both income and principal.

Item 9 Disciplinary Information

Barrett is required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management persons have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

CI Financial, through CI Private Wealth or other indirect subsidiaries, also owns other registered investment advisers, tax preparation service companies, and financial services-related companies located in the U.S. and Canada (CI Affiliates). Some CI Affiliates manage or advise private funds, investment companies or other investment vehicles as disclosed in their respective Form ADVs. To the extent that Barrett clients are referred to CI Affiliates additional disclosures will be provided below.

Currently, Barrett operates independently of other CI Affiliates. Certain individuals of Barrett sit on an informal advisory board of CI Private Wealth which was created to inform executive management about business initiatives of the CI Private Wealth business. This advisory board is comprised of business leaders from various of the registered investment advisers owned by CI Private Wealth and does not have the power to control the management of Barrett. Barrett does not have any referral arrangements or other reciprocal arrangements with other CI Affiliates.

In the past CI Affiliates have, and in the future, we expect CI Affiliates will, agree to transition existing clients between one another. When that occurs, the applicable CI Affiliates will disclose such activity to the applicable clients. In addition, from time to time we anticipate a CI Affiliate will refrain from pursuing a potential client in favor of another CI Affiliate. Regardless of whether Barrett is involved in any of the forgoing activities, Barrett will carry out its investment advisory activities, including the exercise of investment discretion and voting rights, independent of other CI Affiliates.

Barrett serves as the investment adviser to the Barrett Growth Fund ("Growth Fund"), a series of the Trust for Professional Managers, a statutory trust organized under the State of Delaware, and is responsible for managing the Growth Fund's portfolio of securities. As investment adviser, Barrett identifies companies for investment, determines when securities should be purchased or sold by the Growth Fund and selects brokers or dealers to execute transactions for the Growth Fund's portfolio. The Trust is an open-end management investment company registered under the Investment Company Act of 1940 ("1940 Act").

The Growth Fund pays Barrett a monthly investment advisory fee at the annual rate of 1.00% of the Growth Fund's average daily net assets.

Barrett also serves as investment adviser to the Barrett Opportunity Fund, Inc. ("Opportunity Fund"), a Maryland Corporation organized and operated as an investment company registered under the 1940 Act. Barrett is responsible for managing the Opportunity Fund's portfolio of securities and identifies companies for investment, determines when securities should be

purchased or sold by the Opportunity Fund and selects brokers or dealers to execute transactions for the Opportunity Fund's portfolio. The Opportunity Fund has a management fee schedule that reduces the management fee as fund assets increase as follows: 0.70% on average daily net assets up to \$1 billion, 0.675% on the next \$1 billion of average daily net assets, 0.65% on the next \$3 billion of average daily net assets, 0.625% on the next \$5 billion of average daily net assets and 0.600% on average daily net assets over \$10 billion.

Clients should be aware that the receipt of additional compensation by Barrett and its management persons or employees creates a conflict of interest that may impair the objectivity of Barrett and these individuals when recommending that our advisory clients invest in an Affiliated Fund. Barrett endeavors at all times to put the interest of its clients first as part of its fiduciary duty as a registered investment adviser and we take the following steps to address this conflict:

- Discloses to clients the existence of all material conflicts of interest, including the potential for Barrett and its employees to earn additional compensation from advisory clients that is separate and distinct from advisory fees paid by the client to Barrett;
- Discloses to clients that they are not obligated to purchase shares in an Affiliated Fund;
- Collects, maintains and documents accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- Conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances; and
- Educates our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

As previously disclosed in Item 5 of this Brochure, Barrett does not charge advisory clients a management fee on amounts invested in Affiliated Funds. Affiliated Funds are not considered by Barrett when calculating the value of a client's securities that are under management.

Item 11 **Code of Ethics, Participation in Client Transactions and Personal Trading**

Code of Ethics

In recognition of Barrett's and the Affiliated Funds' fiduciary obligation to their clients and shareholders, respectively, and Barrett's and the Affiliated Funds' desire to maintain high ethical standards, Barrett and the Affiliated Funds have adopted Codes of Ethics. The Codes are based on the principle that employees owe a fiduciary duty to Barrett's clients and must avoid activities, interests, and relationships that might interfere with making decisions in the best interests of Barrett's clients. Under the Codes, Barrett's employees may buy and sell securities that may be held by client accounts. To address the potential conflict of interest that may arise from such trading, the Codes impose restrictions on persons associated with Barrett and their covered accounts, and contains provisions designed to prevent improper personal trading. They identify conflicts of interest and provide a means to resolve any actual or potential conflict in favor of the client. The Codes require pre-clearance of personal securities transactions; certain blackout periods for personal trading of securities which may be considered for purchase or sale by the Affiliated Funds or other clients of Barrett; prohibitions against personal trading of initial public offerings; and aggregation and allocation of personal transactions according to the Codes' policies. Violations of the Codes are subject to review and could result in severe penalties.

In addition, because of the nature of Barrett's business, employees may be exposed to information, which constitutes "inside information" or material, non-public information. Federal securities laws prohibit the use of such information for financial benefit. Accordingly, Barrett and the Affiliated Funds have also adopted policies in the Codes of Ethics that prohibit the use of material non-public information.

Barrett employees may, from time to time, buy or sell securities that are also recommended to clients. As a general rule, Barrett employees will purchase securities for themselves after Barrett has bought those securities for clients, and Barrett employees will sell securities for themselves after clients have sold those securities. In some instances, the employee may buy or sell a security owned by a client if the share amount is minimal and results in a di-minimis trade.

To review and monitor compliance with these restrictions, a record is kept of all purchases and sales of securities for clients and employees and a reporting system requires all persons associated with Barrett to report, on an ongoing basis, all personal security transactions and holdings, and to notify the compliance officer of any personal conflict of interest relationship which may involve a client or an Affiliated Fund.

Clients and prospective clients can obtain a copy of Barrett's Code of Ethics by directing the request to Barrett by telephone, email, or in writing.

Item 12 Brokerage Practices

Duty to Seek Best Execution

Barrett will endeavor to select those brokers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services which will help Barrett in providing investment management services to clients. Barrett may therefore recommend or use a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was affected.

Barrett's Trading/Proxy Committee takes into consideration the ability of the broker to obtain best execution for the client; the capacity and quality of the research services provided by the broker to Barrett; and the dissemination of information and responsiveness of the broker to the various needs of Barrett's clients. In those accounts where the broker provides custodial services, the performance of those services is also a factor.

Regarding the reasonableness of brokerage commission rates, the Trading/Proxy Committee weighs the cost in relation to the substance and consistency of the research provided. Barrett also evaluates the ability of the broker to communicate changes in market condition, company prospects and the availability of the broker's analysts.

Directed Brokerage

Clients may direct Barrett as to the broker or dealer to be used for their account transactions. In directing the use of a particular broker or dealer, it should be understood that Barrett will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients who do not direct brokerage.

Clients may, if they choose, negotiate commission rates with the registered representative or other representative of the firm they designate. Unless a lower rate has been negotiated by the client on the client's behalf, the client should expect that the designated brokerage firm will charge commissions based upon the firm's established non-discounted commission schedule. Certain clients of Barrett negotiate for and receive commission discounts in varying amounts and, therefore, some clients may pay lower brokerage commission than other clients in similar transactions.

For those clients custodied at Charles Schwab & Co. ("Schwab") that place a trade away from Schwab with the intent of settling that trade in an account at Schwab, a per trade, per account, service charge will be debited to the account involved in the transaction. Charges for failed trades may also apply.

For those clients custodied at Fidelity that place a trade away from Fidelity with the intent of settling that trade in an account at Fidelity, a per trade, per account, service charge will be debited to the account involved in the transaction. Charges for failed trades may apply.

Trade Aggregation and Allocation

Barrett's goal is to treat each account fairly and equitably in aggregating trade orders and allocating executed transactions. Decisions must be made on a basis that is fair and equitable to all client accounts within Barrett, and in accordance with applicable regulatory restrictions and guidelines. In order to minimize execution costs and obtain best execution for clients, Barrett may aggregate orders for its client accounts. When Barrett enters an aggregated order, the allocation of securities among participating clients will be completed prior to the time at which the order is entered. In order to ensure that no client is favored over any other, each client participating in an aggregated order will receive the average share price for the transaction, and each client will share transaction costs on a pro-rata basis based upon the client's level of participation in the order.

Barrett does not aggregate client directed brokerage orders. There is no "step-out" of these orders. Client directed orders go only to the directed broker. A client may pay a different transaction cost if the client has directed Barrett to trade with a particular broker-dealer.

Generally, if an aggregated order is partially filled, each participating client will receive a pro-rated portion of the securities based upon the client's level of participation in the order. If, however, Barrett determines that it is in the best interests of its clients to fill its smallest client orders in their entirety rather than allocating securities on a pro rata basis, the firm may do so; if Barrett bases the allocation on reasons other than the preceding, it will maintain a record of this decision which

includes a description of the reasons that the general allocation policy was not followed.

Allocation of IPOs Among Clients

Barrett provides individualized investment advice based on the investment objectives of each client. Generally, due to their nature and risk, initial public offering (“IPOs”) will not be appropriate for Barrett’s separate account clients. IPOs may, in some instances, be appropriate for the investment companies (registered under the 1940 Act) managed by Barrett that have a greater tolerance for risk. However, if Barrett determines that an IPO is appropriate for separate account clients and if Barrett believes that a sufficient number of shares can be obtained to make a meaningful allocation, separate account clients may be allocated shares in an IPO. If Barrett only receives a partial fill of shares requested in an IPO, Barrett’s partial fill policies will be followed.

Trade Error Policy

Barrett recognizes that client accounts should not be disadvantaged due to trading or operational errors, and/or breaches of certain client directed investment restrictions and guidelines. With respect to trading errors that may occur in client accounts, Barrett intends to place the client in the same position had there been no error. In other words, Barrett will assume any loss that may be incurred with respect to a trading error. In most cases, a gain derived from a trading error is donated to charity by the executing broker. Barrett attempts to correct all trading errors on a prompt basis and in the client’s best interest.

Item 13 Review of Accounts

Reviews

At least one portfolio manager is assigned to each client relationship. Each client account is managed as a unique unit and is reviewed on a continuous basis. Normally, changes in portfolios result from routine reviews; however, current economic considerations or developments within specific industries or companies trigger interim reviews which may lead to timely acquisition or elimination of specific securities for some or all accounts. Account reviews are performed by the following Barrett portfolio managers:

Reviewer	Title
Edwin Wells Beck	Executive Partner, Managing Director & Director of Research
M.L. Graeme Campbell	Executive Partner & Managing Director
Christina Bater	Managing Director
Amy Kong	Chief Investment Officer & Managing Director
John G. Youngman	Managing Director
Owen Gilmore	Associate Managing Director

Reports

Barrett prepares portfolio appraisals reflecting cost and market valuations. The reports are made

available to clients quarterly, or more frequently, and are supplements to written and verbal communications as well as personal meetings. A client may also make arrangements with the account custodian to receive additional reports.

Item 14 Client Referrals and Other Compensation

It is Barrett's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

Barrett and its related persons do not, directly or indirectly, compensate any person for client referrals.

Item 15 Custody

Custody is defined as any legal or actual ability by the firm to access client funds or securities. Since all client funds and securities are maintained with a qualified custodian, Barrett does not take physical possession of client assets. However, under the current SEC rules, the firm is deemed to have constructive custody of certain client assets. Therefore, all management clients are urged to carefully review and compare their quarterly reviews of account holdings and/or performance results received from us to those they receive from their custodian. In the case of discrepancies, please notify us and/or the custodian as soon as possible.

Item 16 Investment Discretion

The investment advisory agreement between Barrett and each advisory client sets forth our discretionary authority to purchase and sell securities on the client's behalf. Barrett generally has discretion as to which securities to buy or sell for the account, and the amount of such securities. The firm's discretionary authority regarding investments may, however, be subject to certain limitations imposed by the client. Certain clients may limit the discretionary authority of Barrett by specifying securities or industries which are not to be purchased or sold on their behalf, and such limitations are noted in their investment policy statement, advisory contract or under separate cover.

Barrett may also, if a client gives us the authorization to make "Limited" or "Discretionary" "Broker Determinations" (as defined in our Investment Management Agreement) and enter orders for the purchase and/or sale of securities for the client with brokers/dealers of Barrett's choice. The latter choice gives Barrett absolute discretion. The former restricts Barrett's discretion to situations in which the client has designated one or more brokers/dealers it wants Barrett to use, but Barrett believes that circumstances exist which make use of the designee impossible or impractical. In such circumstances, Barrett must still make reasonable attempts to contact the client. Only if such attempts fail may Barrett then exercise discretion. If Barrett executes trades under "Limited Discretion", these accounts may necessarily be managed differently than accounts that have granted Barrett "Discretionary" authority, and, as a result, "Discretionary" clients may obtain better execution than "Limited Discretion" clients.

Some existing Barrett clients may operate under the “Limited Discretion” provision. However, this provision is no longer offered to new clients. With respect to making trading determinations (i.e. amount and/or type of securities to be purchased and/or sold), Barrett may, if a client chose to give us “Limited Discretion”, effect purchases and/or sales on behalf of such client if, within a reasonable time, we are unable to contact the client by telephone or other suitable means of communication. If a client chooses to give Barrett “Discretionary” authority, (as defined in our Investment Management Agreement), Barrett may make any purchase and/or sale which, in its best judgment, it deems for the client’s interest.

Item 17 **Voting Client Securities**

Generally, unless otherwise specified in writing by a client and agreed upon by Barrett, Barrett will not vote proxies. If Barrett is called upon to vote proxies (including in connection with the Affiliated Funds), Barrett’s general policy is to vote in a manner that serves the best interests of the client, as determined in its discretion.

In the event that a client and Barrett should agree that Barrett exercise proxy voting authority, Barrett will vote proxies in accordance with the Proxy Voting Policies and Procedures (“Policies”) it has adopted. Barrett’s Policies are designed and implemented in a way that is reasonably expected to ensure that proxy matters are handled in the best interest of clients for whom Barrett has voting authority. While the guidelines included in the Policies are intended to provide a benchmark for voting standards, each vote is ultimately cast on a case-by-case basis, taking into consideration Barrett’s contractual obligations to its clients and all other relevant facts and circumstances at the time of the vote (such that these guidelines may be overridden to the extent the Barrett deems appropriate).

Barrett has a proxy voting committee (the “Proxy Committee”) that is responsible for administering and overseeing the proxy voting process. The Proxy Committee is headed by a chairperson (the “Committee Chairperson”) who is responsible for determining appropriate voting positions on each proxy and whether there are any material conflicts of interest.

Barrett votes proxies solely in the interests of its clients. As a matter of policy, the officers, trustees and employees of Barrett and the Proxy Committee will not be influenced by outside sources whose interests conflict with the interests of Barrett’s clients.

Clients may obtain a copy of our complete proxy voting policies and procedures upon request by directing the request to Barrett by telephone, email, or in writing. Clients may also request, in writing, information on how proxies for his/her shares were voted.

Item 18 **Financial Information**

Barrett has no additional required financial information to report.

BARRETT

ASSET MANAGEMENT

Part 2B of Form ADV: *Brochure Supplement*

Christina A. Bater

**Barrett Asset Management, LLC
90 Park Avenue
New York, NY 10016**

Telephone: 212-983-5080

Facsimile: 212-953-3240

Website Address: www.barrettasset.com

March 31, 2022

This Brochure Supplement provides information about Christina A. Bater that supplements the Barrett Asset Management, LLC Brochure. You should have received a copy of that Brochure. Please contact the firm if you did not receive the Barrett Asset Management, LLC Brochure or if you have any questions about the contents of this Brochure Supplement.

Item 2. Educational Background and Business Experience

Christina A. Bater, Managing Director

Year of Birth: 1962

Education:

State University of New York at Buffalo; BS 1984

Ms. Bater earned the Certified Financial Planner designation in 1992. The program is administered by the Certified Financial Planner Board of Standards Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 100 topics, including stocks, bonds, taxes, insurance, retirement planning and estate planning. In addition to passing the CFP certification exam, candidates must also complete qualifying work experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

Ms. Bater also earned the Retirement Income Certified Professional® (RICP®) designation in 2020. The RICP® designation is awarded by The American College®, a non-profit educator with an 84-year heritage and the highest level of academic accreditation. To receive the RICP® designation, the candidate must complete three courses of study and meet experience requirements of three years of financial services industry experience (an undergraduate or graduate degree from an accredited institution qualifies as one year of business experience). Designees must complete 30 hours of continuing education on a biennial basis as well as adhere to published ethical standards. Individuals who earn a RICP® can provide expert advice on a broad range of retirement topics including income needs and objectives, estate issues, income taxation and other risks to the retirement income planning, Social Security, health insurance and housing decisions. Note: Investors may contact the issuing organization to determine whether their advisor is currently authorized to use the designation and whether they've been disciplined.

Business Background:

Barrett Asset Management, LLC, 2011-Present, Managing Director

CIPW Service Co., 2022- Present

Barrett Associates, Inc., 1988-2011, Managing Director

Jersey City Museum, Jersey City, NJ, 1986-1988

Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. A supervised person is any employee or affiliate who provides investment advice to you. Ms. Bater has no history of any disciplinary events.

Item 4. Other Business Activities

We are required to disclose if any supervised person is actively engaged in any investment related business or occupation. In addition, if a supervised person actively engaged in a business or occupation that provides a substantial source of their income or involves a substantial amount of their time, we also must disclose this. No information is applicable to this Item.

Item 5. Additional Compensation

We must disclose if an economic benefit is provided to a supervised person by someone who is not a client for providing advisory services. No information is applicable to this Item.

Item 6. Supervision

As Executive Partners of Barrett Asset Management, LLC, Edwin Wells Beck and M.L Graeme Campbell are responsible for the overall supervision, formulation and monitoring of investment advice offered to clients. Mr. Beck and Ms. Campbell review and oversee all material investment policy changes and conduct periodic reviews to ensure that client objectives and mandates are being met. They may be contacted at (212) 983-5080.



Part 2B of Form ADV: *Brochure Supplement*

Edwin Wells Beck

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Website Address: www.barrettasset.com

March 31, 2022

This Brochure Supplement provides information about Edwin Wells Beck that supplements the Barrett Asset Management, LLC Brochure. You should have received a copy of that Brochure. Please contact the firm if you did not receive the Barrett Asset Management, LLC Brochure or if you have any questions about the contents of this Brochure Supplement.

Item 2. Educational Background and Business Experience

Edwin Wells Beck, Executive Partner, Managing Director and Director of Research

Year of Birth: 1968

Education:

Princeton University; BA 1991

New York University Graduate School of Business Administration; MBA 1999

Mr. Beck has held the designation of Chartered Financial Analyst (CFA®) since 2005. This designation is offered by the CFA Institute. To obtain the CFA charter, candidates must successfully complete three examinations and gain at least four (4) years of qualifying work experience, among other requirements. In passing these exams, candidates demonstrate their competence, integrity and extensive knowledge in accounting, ethical and professional standards, economics, portfolio management and security analysis.

Business Background:

Barrett Asset Management, LLC, 2011-Present, Managing Director, Director of Research

CIPW Service Co., 2022-Present

Barrett Associates, Inc., 2006-2011, Managing Director

Haven Capital Management, 2001-2006, Vice President

Prudential Securities, 2000-2001, Research Associate

Oppenheimer Capital, 1994-1997, Research Assistant

Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. A supervised person is any employee or affiliate who provides investment advice to you. Mr. Beck has no history of any disciplinary events.

Item 4. Other Business Activities

We are required to disclose if any supervised person is actively engaged in any investment related business or occupation. In addition, if a supervised person actively engaged in a business or occupation that provides a substantial source of their income or involves a substantial amount of their time, we also must disclose this. No information is applicable to this Item.

Item 5. Additional Compensation

We must disclose if an economic benefit is provided to a supervised person by someone who is not a client for providing advisory services. No information is applicable to this Item.

Item 6. Supervision

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BARRETT

ASSET MANAGEMENT

Part 2B of Form ADV: *Brochure Supplement*

M. L. Graeme Campbell

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Website Address: www.barrettasset.com

March 31, 2022

This Brochure Supplement provides information about M. L. Graeme Campbell that supplements the Barrett Asset Management, LLC Brochure. You should have received a copy of that Brochure. Please contact the firm if you did not receive the Barrett Asset Management, LLC Brochure or if you have any questions about the contents of this Brochure Supplement.

Item 2. Educational Background and Business Experience

M. L. Graeme Campbell, Executive Partner and Managing Director

Year of Birth: 1976

Education:

Skidmore College, Saratoga Springs, NY; BS 1998
New York University Stern School of Business; MBA 2005

Ms. Campbell earned the Certified Financial Planner designation in 2008. The program is administered by the Certified Financial Planner Board of Standards Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 100 topics, including stocks, bonds, taxes, insurance, retirement planning and estate planning. In addition to passing the CFP certification exam, candidates must also complete qualifying work experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

Business Background:

Barrett Asset Management, LLC, 2017-Present, Managing Director
CIPW Service Co., 2022-Present
Inverness Counsel, LLC, 2000-2017, Senior Vice President and Director of Wealth Management
Strategic Capital Resources, Inc., 1999-2000, Associate
UBS/PaineWebber, 1998-1999, Registered Sales Associate

Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. A supervised person is any employee or affiliate who provides investment advice to you. Ms. Campbell has no history of any disciplinary events.

Item 4. Other Business Activities

We are required to disclose if any supervised person is actively engaged in any investment related business or occupation. In addition, if a supervised person actively engaged in a business or occupation that provides a substantial source of their income or involves a substantial amount of their time, we also must disclose this. No information is applicable to this Item.

Item 5. Additional Compensation

We must disclose if an economic benefit is provided to a supervised person by someone who is not a client for providing advisory services. No information is applicable to this Item.

Item 6. Supervision

As Executive Partners of Barrett Asset Management, LLC, Edwin Wells Beck and M.L. Graeme Campbell are responsible for the overall supervision, formulation and monitoring of investment advice offered to clients. Mr. Beck and Ms. Campbell review and oversee all material investment policy changes and conduct periodic reviews to ensure that client objectives and mandates are being met. They may be contacted at (212) 983-5080.

BARRETT

ASSET MANAGEMENT

Part 2B of Form ADV: Brochure Supplement

Owen W. Gilmore

Barrett Asset Management, LLC
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Telephone: 212-983-5080

Facsimile: 212-953-3240

Website Address: www.barrettasset.com

March 31, 2022

This Brochure Supplement provides information about Owen W. Gilmore that supplements the Barrett Asset Management, LLC Brochure. You should have received a copy of that Brochure. Please contact the firm if you did not receive the Barrett Asset Management, LLC Brochure or if you have any questions about the contents of this Brochure Supplement.

Item 2. Educational Background and Business Experience

Owen W. Gilmore, Associate Managing Director

Year of Birth: 1986

Education:

Colby College; BA 2008

NYU Stern School of Business; MBA 2016

Mr. Gilmore has held the designation of Chartered Financial Analyst (CFA[®]) since 2013. This designation is offered by the CFA Institute. To obtain the CFA charter, candidates must successfully complete three examinations and gain at least four (4) years of qualifying work experience, among other requirements.

Business Background:

Barrett Asset Management, LLC, 2016-Present, Associate Managing Director

Manning & Napier, 2015, Equity Research Summer Associate

Boston University Investment Office, 2012-2014, Investment Analyst

Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. A supervised person is any employee or affiliate who provides investment advice to you. Mr. Gilmore has no history of any disciplinary events.

Item 4. Other Business Activities

We are required to disclose if any supervised person is actively engaged in any investment related business or occupation. In addition, if a supervised person actively engaged in a business or occupation that provides a substantial source of their income or involves a substantial amount of their time, we also must disclose this. No information is applicable to this Item.

Item 5. Additional Compensation

We must disclose if an economic benefit is provided to a supervised person by someone who is not a client for providing advisory services. No information is applicable to this Item.

Item 6. Supervision

As Executive Partners of Barrett Asset Management, LLC, Edwin Wells Beck and M.L Graeme Campbell are responsible for the overall supervision, formulation and monitoring of investment advice offered to clients. Mr. Beck and Ms. Campbell review and oversee all material investment policy changes and conduct periodic reviews to ensure that client objectives and mandates are being met. They may be contacted at (212) 983-5080.

BARRETT

ASSET MANAGEMENT

Part 2B of Form ADV: Brochure Supplement

Amy Kong

Barrett Asset Management, LLC
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Website Address: www.barrettasset.com

March 31, 2022

This Brochure Supplement provides information about Amy Kong that supplements the Barrett Asset Management, LLC Brochure. You should have received a copy of that Brochure. Please contact the firm if you did not receive the Barrett Asset Management, LLC Brochure or if you have any questions about the contents of this Brochure Supplement.

Item 2. Educational Background and Business Experience

Amy Kong, Managing Director and Chief Investment Officer

Year of Birth: 1981

Education:

Barnard College; BA 2003

Columbia Business School; MBA 2009

Ms. Kong has held the designation of Chartered Financial Analyst (CFA[®]) since 2005. This designation is offered by the CFA Institute. To obtain the CFA charter, candidates must successfully complete three examinations and gain at least four (4) years of qualifying work experience, among other requirements.

Business Background:

Barrett Asset Management, LLC, 2020-Present, Managing Director, Chief Investment Officer

CIPW Service Co., 2022-Present

Fiduciary Trust, 2013-2020, Senior Portfolio Manager

US Trust, 2002-2013, Senior Vice President and Senior Portfolio Manager

Moody's, 2002-2002, Credit Analyst

Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. A supervised person is any employee or affiliate who provides investment advice to you. Ms. Kong has no history of any disciplinary events.

Item 4. Other Business Activities

We are required to disclose if any supervised person is actively engaged in any investment related business or occupation. In addition, if a supervised person actively engaged in a business or occupation that provides a substantial source of their income or involves a substantial amount of their time, we also must disclose this. No information is applicable to this Item.

Item 5. Additional Compensation

We must disclose if an economic benefit is provided to a supervised person by someone who is not a client for providing advisory services. No information is applicable to this Item.

Item 6. Supervision

As Executive Partners of Barrett Asset Management, LLC, Edwin Wells Beck and M.L. Graeme Campbell are responsible for the overall supervision, formulation and monitoring of investment advice offered to clients. Mr. Beck and Ms. Campbell review and oversee all material investment policy changes and conduct periodic reviews to ensure that client objectives and mandates are being met. They may be contacted at (212) 983-5080.

BARRETT

ASSET MANAGEMENT

Part 2B of Form ADV: *Brochure Supplement*

John G. Youngman

**Barrett Asset Management, LLC
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Facsimile: 212-953-3240

Website Address: www.barrettasset.com

March 31, 2022

This Brochure Supplement provides information about John G. Youngman that supplements the Barrett Asset Management, LLC Brochure. You should have received a copy of that Brochure. Please contact the firm if you did not receive the Barrett Asset Management, LLC Brochure or if you have any questions about the contents of this Brochure Supplement.

Item 2. Educational Background and Business Experience

John G. Youngman, Managing Director

Year of Birth: 1968

Education:

Middlebury College; BA 1990

Business Background:

Barrett Asset Management, LLC, 2011-Present, Managing Director

CIPW Service Co., 2022-Present

Barrett Associates, Inc., 2010-2011, Managing Director

Griffin Asset Management, Inc., 1994-2010, Managing Director/Portfolio Manager

Kidder Peabody & Co., 1991-1994, Registered Representative

Item 3. Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. A supervised person is any employee or affiliate who provides investment advice to you. Mr. Youngman has no history of any disciplinary events.

Item 4. Other Business Activities

We are required to disclose if any supervised person is actively engaged in any investment related business or occupation. In addition, if a supervised person actively engaged in a business or occupation that provides a substantial source of their income or involves a substantial amount of their time, we also must disclose this. No information is applicable to this Item.

Item 5. Additional Compensation

We must disclose if an economic benefit is provided to a supervised person by someone who is not a client for providing advisory services. No information is applicable to this Item.

Item 6. Supervision

As Executive Partners of Barrett Asset Management, LLC, Edwin Wells Beck and M.L. Graeme Campbell are responsible for the overall supervision, formulation and monitoring of investment advice offered to clients. Mr. Beck and Ms. Campbell review and oversee all material investment policy changes and conduct periodic reviews to ensure that client objectives and mandates are being met. They may be contacted at (212) 983-5080.