

*a Registered Investment Adviser*

**DISCLOSURE BROCHURE**

10/05/2022

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This brochure provides information about the qualifications and business practices of Garrett Wealth Advisory Group, LLC (hereinafter "GWAG" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm at the telephone 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. Additional information about the Firm is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

**ITEM 2. MATERIAL CHANGES**

Material changes relate to Garrett Wealth Advisory Group, LLC policies, practices, or conflicts of interests only. As of January 2021, the following changes occurred:

David Wayne Garrett has a (70%) ownership interest and Brandon Garrett has a (30%) ownership in Garrett Wealth Advisory Group, LLC. We have also updated the number of employees that are employed with Garrett Wealth Advisory Group, LLC.

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## ITEM 4. ADVISORY BUSINESS

Garrett Wealth Advisory Group "GWAG" offers a variety of advisory services, which include financial forth the relevant terms and conditions of the advisory relationship (the "Advisory Agreement planning, consulting, and investment management services.) Prior to GWAG rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with GWAG setting.

GWAG was formed in 2014 and is owned by David Wayne Garrett (70%) and Brandon Garrett (30%). As of December 2021, the firm has \$447,536,192 in discretionary assets under management and \$7,385,146 in assets under advisement. Garrett Wealth Advisory Group, LLC "GWAG" is the entity name for the RIA. GWAG does business as BentOak Capital "BOC" and the brand BentOak Capital was established in 2020.

While this brochure generally describes the business of GWAG, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm's officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on GWAG's behalf and is subject to the Firm's supervision or control.

### FINANCIAL PLANNING AND CONSULTING SERVICES

GWAG offers clients a broad range of financial planning and consulting services, which may include any or all of the following functions:

<input type="checkbox"/> Business Financial Planning	<input type="checkbox"/> Education Planning	<input type="checkbox"/> Personal Financial Planning
<input type="checkbox"/> Cash Flow Analysis	<input type="checkbox"/> Estate Planning	<input type="checkbox"/> Personal Tax Planning
<input type="checkbox"/> Charitable Planning	<input type="checkbox"/> Insurance Analysis	<input type="checkbox"/> Real Estate Analysis
<input type="checkbox"/> Corporate Structure	<input type="checkbox"/> Investment Planning	<input type="checkbox"/> Retirement Planning
<input type="checkbox"/> Corporate Tax Planning	<input type="checkbox"/> Lines of Credit Analysis	<input type="checkbox"/> Manager Due Diligence
<input type="checkbox"/> Cost Segregation Study	<input type="checkbox"/> Mortgage/Debt Analysis	

While each of these services is available on a stand-alone basis, certain of them may also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (described in more detail below).

In performing these services, GWAG is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.,) and is expressly authorized to rely on such information. GWAG may recommend clients engage the Firm for additional related services, its Supervised Persons in their individual capacities as insurance agents or registered representatives of a broker-dealer and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if clients engage GWAG or its affiliates to provide additional services for compensation. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by GWAG under a financial planning or consulting engagement. The recommendations and observations provided in the financial plan are based upon information provided to GWAG. Due to the variable included in GWAG's planning assumptions including: returns, inflation, fiscal and monetary policy, economic data, etc., GWAG's recommendations and opinions are subject to change when warranted. Outside

of economic and financial assumptions, clients are advised that it remains their responsibility to promptly notify the Firm of changes in their financial situation, investment objective, goals, life changing events, and/or any other pertinent information for the purpose of reviewing, evaluating or revising GWAG's recommendations or services.

## **INVESTMENT AND WEALTH MANAGEMENT SERVICES**

GWAG manages client investment portfolios on a fully discretionary basis (please see our Wrap Fee Brochure). In addition, GWAG may provide clients with wealth management services which generally include a broad range of comprehensive financial planning and consulting services as well as discretionary management of investment portfolios.

GWAG primarily allocates client assets among various mutual funds, exchange-traded funds ("ETFs"), individual debt and equity securities, and independent investment managers ("Independent Managers") in accordance with their stated investment objectives.

Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios. Clients may engage GWAG to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, GWAG directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

GWAG tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. GWAG consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify GWAG if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if GWAG determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts. For more information about this service, please refer to our Wrap Fee Brochure.

## **USE OF INDEPENDENT MANAGERS**

As mentioned above, GWAG may select certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager may be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients may also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

GWAG evaluates a variety of information about Independent Managers, which may include the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. GWAG also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

GWAG continues to provide services relative to the discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. GWAG seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

## **LPL SPONSORED PROGRAMS**

GWAG may provide advisory services through certain programs sponsored by LPL Financial LLC (LPL), a registered investment advisor and broker-dealer. Below is a brief description of each LPL advisory program available to GWAG. For more information regarding the LPL programs, including more information on the advisory services and fees that apply, the types of investments available in the programs and the potential conflicts of interest presented by the programs please see the program account packet (which includes the account agreement and LPL Form ADV program brochure) and the Form ADV, Part 2A of LPL or the applicable program.

### **PERSONAL WEALTH PORTFOLIOS PROGRAM (PWP)**

PWP offers clients an asset management account using asset allocation model portfolios designed by LPL. Advisor will have discretion for selecting the asset allocation model portfolio based on client's investment objective. Advisor will also have discretion for selecting third party money managers (PWP Advisors), mutual funds and ETFs within each asset class of the model portfolio. LPL will act as the overlay portfolio manager on all PWP accounts and will be authorized to purchase and sell on a discretionary basis mutual funds, ETFs and equity and fixed income securities.

A minimum account value of \$250,000 is required for PWP. In certain instances, LPL will permit a lower minimum account size.

### **MODEL WEALTH PORTFOLIOS PROGRAM (MWP)**

MWP offers clients a professionally managed mutual fund asset allocation program. GWAG will obtain the necessary financial data from the client, assist the client in determining the suitability of the MWP program and assist the client in setting an appropriate investment objective. The Advisor will initiate the steps necessary to open an MWP account and have discretion to select a model portfolio designed by LPL's Research Department consistent with the client's stated investment objective. LPL's Research Department or third-party portfolio strategists are responsible for selecting the mutual funds or ETFs within a model portfolio and for making changes to the mutual funds or ETFs selected.

### **GUIDED WEALTH PORTFOLIOS (GWP)**

GWP offers clients the ability to participate in a centrally managed, algorithm-based investment program, which is made available to users and clients through a web-based, interactive account management portal ("Investor Portal"). Investment recommendations to buy and sell open-end mutual funds and exchange-traded funds are generated through proprietary, automated, computer algorithms (collectively, the "Algorithm") of Xulu, Inc., doing business as FutureAdvisor ("FutureAdvisor"), based upon model portfolios constructed by LPL and selected for the account as described below (such model portfolio selected for the account, the "Model Portfolio"). Communications concerning GWP are intended to occur primarily through electronic means (including but not limited to, through email communications or through the Investor Portal), although GWAG will be available to discuss investment strategies, objectives or the account in general in person or via telephone.

A preview of the Program (the "Educational Tool") is provided for a period of up to forty-five

(45) days to help users determine whether they would like to become advisory clients and receive ongoing financial advice from LPL, FutureAdvisor and GWAG by enrolling in the advisory service (the “Managed Service”). The Educational Tool and Managed Service are described in more detail in the GWP Program Brochure. Users of the Educational Tool are not considered to be advisory clients of LPL, FutureAdvisor or GWAG, do not enter into an advisory agreement with LPL, FutureAdvisor or GWAG, do not receive ongoing investment advice or supervisions of their assets, and do not receive any trading services.

A minimum account value of \$5,000 is required to enroll in the Managed Service.

## **MANAGER ACCESS SELECT (MAS)**

Manager Access Select provides clients access to the investment advisory services of professional portfolio management firms for the individual management of client accounts. GWAG will assist client in identifying a third-party portfolio manager (Portfolio Manager) from a list of Portfolio Managers made available by LPL. The Portfolio Manager manages client's assets on a discretionary basis. GWAG will provide initial and ongoing assistance regarding the Portfolio Manager selection process.

A minimum account value of \$100,000 is required for Manager Access Select, however, in certain instances, the minimum account size may be lower or higher.

## **SMALL MARKET SOLUTIONS (SMS)**

SMS is a bundled Retirement Plan service offering designed specifically for small employer plans. In this offering, LPL will serve as the 3(38) Investment Manager to the plan and discharge a portion of the non-discretionary functions to GWAG. The client will receive both LPL and GWAG's Firm Brochures, and shall enter into an LPL specific agreement for the 3(38) services and compensation paid to LPL, and a separate GWAG agreement delineating the specific functions performed by and compensation due to GWAG.

## **POTENTIAL CONFLICTS OF INTEREST**

Advisor receives compensation as a result of a client's participation in an LPL program. Depending on, among other things, the type and size of the account, type of securities held in the account, changes in its value over time, the ability to negotiate fees or commissions, the historical or expected size or number of transactions, and the number and range of supplementary advisory and client-related services provided to the client, the amount of this compensation may be more or less than what the GWAG would receive if the client participated in other programs, whether through LPL or another sponsor, or paid separately for investment advice, brokerage and other services.

The account fee may be higher than the fees charged by other investment advisors for similar services. For instance, FutureAdvisor offers direct-to-consumer services similar to GWP. Therefore, clients could generally pay a lower advisory fee for algorithm-driven, automated (“robo”) investment advisory services through FutureAdvisor or other robo providers. However, clients using such direct robo services will forgo opportunities to utilize LPL-constructed model portfolios or to work directly with a financial advisor.

Clients should consider the level and complexity of the advisory services to be provided when negotiating the account fee (or the advisor fee portion of the account fee, as applicable) with GWAG. With regard to accounts utilizing third-party portfolio managers under aggregate, all-in-one account fee structures (including MAS, PWP and the legacy MWP fee structure), because the portion of the account fee retained by GWAG varies depending on the portfolio strategist fee associated with a portfolio, GWAG has a financial incentive to select one portfolio instead of another portfolio.

## RETIREMENT PLAN CONSULTING:

Our firm provides retirement plan consulting services to employer plan sponsors on an ongoing basis. Generally, such consulting services consist of assisting employer plan sponsors in establishing, monitoring, and reviewing their company's participant-directed retirement plan. GWAG may provide investment advisory and consulting services to participant directed retirement plans per the terms and conditions of a *Retirement Plan Services Agreement* between GWAG and the Plan Sponsor. For such engagements, GWAG shall assist the Plan sponsor with the selection of an investment platform from which Plan participants shall make their respective investment choices (which may include investment strategies devised and managed by GWAG), and, to the extent engaged to do so, may also provide corresponding education to assist the participants with their decision-making process. These services shall generally be provided on an unbundled (non-wrap fee) percentage of Plan assets basis as discussed in the *Retirement Plan Services Agreement*, but the GWAG, at its discretion, could also provide certain Plan consulting services on an hourly or fixed fee basis.

As the needs of the plan sponsor dictate, areas of advising could include: investment options, plan structure and participant education. Retirement Plan Consulting services may include:

- Establishing an Investment Policy Statement – Our firm will assist in the development of a statement that summarizes the investment goals and objectives along with the broad strategies to be employed to meet the objectives.
- Investment Options – Our firm will work with the Plan Sponsor to evaluate existing investment options and make recommendations for appropriate changes.
- Asset Allocation and Portfolio Construction – Our firm will develop strategic asset allocation models to aid Participants in developing strategies to meet their investment objectives, time horizon, financial situation and tolerance for risk.
- Investment Monitoring – Our firm will monitor the performance of the investments and notify the client in the event of over/underperformance and in times of market volatility.

In providing services for retirement plan consulting, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITS), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, “Excluded Assets”). All retirement plan consulting services shall be in compliance with the applicable state laws regulating retirement consulting services. This applies to client accounts that are retirement or other employee benefit plans (“Plan”) governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”). If the client accounts are part of a Plan, and our firm accepts appointment to provide services to such accounts, our firm acknowledges its fiduciary standard within the meaning of Section 3(21) or 3(38) of ERISA as designated by the Retirement Plan Consulting Agreement with respect to the provision of services described therein.

## ITEM 5. FEES AND COMPENSATION

GWAG offers services on a fee basis, which may include fixed and/or hourly fees, as well as fees based upon assets under management or advisement. Additionally, certain of the Firm's Supervised Persons, in their individual capacities, may offer securities brokerage services and/or insurance products under a separate commission-based arrangement.

## FINANCIAL PLANNING AND CONSULTING FEES

GWAG may charge a fixed and/or hourly fee for providing financial planning and consulting services under a stand-alone engagement. These fees are negotiable, but generally range

from \$500 to \$20,000 on a fixed fee basis and/or from \$50 to \$300 on an hourly basis, depending upon the scope and complexity of the services and the professional rendering the financial planning and/or the consulting services. If the client engages the Firm for additional investment advisory services, GWAG may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

The terms and conditions of the financial planning and/or consulting engagement are set forth in the Advisory Agreement and GWAG generally requires one-half of the fee (estimated hourly or fixed) payable upon execution of the Advisory Agreement. The outstanding balance is generally due upon delivery of the financial plan or completion of the agreed upon services. The Firm does not, however, take receipt of \$1,200 or more in prepaid fees in excess of six months in advance of services rendered.

## INVESTMENT AND WEALTH MANAGEMENT FEES

GWAG offers investment management services for an annual fee based on the amount of total household assets under the Firm's management. This management fee generally varies in accordance with the following fee schedule:

SWM II, MWP*, & PWP ACCOUNT(S) BALANCE	ADVISORY FEE
Less than \$500,000	1.35%
\$500,001 - \$1,000,000	1.25%
\$1,000,001 - \$2,000,000	1.15%
\$2,000,001 - \$3,000,000	1.00%
\$3,000,001 - \$5,000,000	0.85%
\$5,000,001 - \$7,000,000	0.75%
Over \$7,000,001	Negotiable

**GWP ACCOUNT(S) BALANCE	ADVISORY FEE
All Amounts	.85%
\$500,001 and over	Negotiable



***MAS ACCOUNT(S) BALANCE	ADVISORY FEE
Greater than \$100,000	2.00%

OMP ACCOUNT(S) BALANCE	ADVISORY FEE
Less than \$500,000	1.25%
\$500,001 and over	Negotiable

Beginning in 2019, our custodian LPL Financial reduced and/or stopped charging transaction fees for certain mutual funds and individual equities (including ETFs). As a result of LPL's decision, the total transaction fees paid by the Adviser under the Adviser's Wrap Program decreased and GWAG did not alter its fee schedule as a result of the change.

Client account type is designated by the executed advisory agreement and account opening paperwork. Our SWM II accounts are wrapped portfolio services. Please see the Garrett Wealth Advisory Wrap brochure for additional information.

The annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by GWAG on the last day of the previous billing period. Fees are negotiable, and fee assessed to certain clients may be lower than that stated above based on criteria such as size, complexity of needs, length of relationship etc.

If assets in excess of \$100,000 are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted to reflect the interim change in portfolio value. For the initial period of an engagement, the fee is calculated on a pro rata basis.

In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), GWAG may negotiate a fee rate that differs from the range set forth above.

## **FEES FOR LPL ADVISORY SPONSORED PROGRAMS**

The account fee charged to the client for each LPL advisory program is negotiable, subject to the following maximum account fees:

ADVISORY PROGRAM	MAXIMUM ACCOUNT FEE
MWP	2.83%*
GWP	1.35%**
MAS	2.5%***

\* The MWP account fee consists of an LPL program fee, a strategist fee (if applicable) and an advisor fee of up to 2.00%. Accounts remaining under the legacy fee structure may be charged one aggregate account fee, for which the maximum account fee is 2.50%. See the MWP program brochure for more information.

\*\* GWP Managed Service clients are charged an account fee consisting of an LPL program fee of 0.35% and an advisor fee of up to 1.00%. In the future, a strategist fee may apply. However, LPL Research currently serves as the sole portfolio strategist and does not charge a fee for its services. FutureAdvisor is compensated directly by LPL for its services, including the Algorithm and related software, through an annual sub-advisory fee (tiered based on assets under management by FutureAdvisor, at a rate ranging from 0.10% to 0.17%). As each asset tier is reached, LPL's share of the compensation shall increase and clients will not benefit from such asset tiers.

GWP Educational Tool provides access to sample recommendations at no charge to users. However, if users decide to implement sample recommendations by executing trades, they will be charged fees, commissions, or expenses by the applicable broker or adviser, as well as underlying investment fees and expenses. Account fees are payable quarterly in advance, except that the SMS fee is paid in arrears on the frequency agreed to between client and Advisor.

Excluding GWP and SMS, LPL serves as program sponsor, investment advisor and broker-dealer for the LPL advisory programs. In the Managed Service of GWP, LPL is appointed by each client as custodian of account assets and broker-dealer with respect to processing securities transactions for the accounts. In general, FutureAdvisor, in its capacity as investment advisor, will submit transactions through LPL; however, FutureAdvisor may choose to execute transactions through a broker-dealer other than LPL, subject to its duty to seek to achieve best execution. When securities transactions are effected through LPL, there are no brokerage commissions charged to the account. If FutureAdvisor chooses to execute a transaction through a broker-dealer other than LPL, the execution price may include a commission or fee imposed by the executing broker-dealer. In evaluating whether to execute a trade through a broker-dealer other than LPL, Future Advisor will consider the fact that the account will not be charged a commission if the transaction is effected through LPL.

GWP clients are charged an account fee consisting of an LPL program fee of 0.35% and an advisor fee of up to 1.00%. In the future, a strategist fee may apply. However, LPL Research currently serves as the sole portfolio strategist and does not charge a fee for its services. FutureAdvisor is compensated directly by LPL for its services, including the Algorithm and related software, through an annual sub-advisory fee (tiered based on assets under management by FutureAdvisor, at a rate ranging from 0.10% to 0.17%). As each asset tier is reached, LPL's share of the compensation shall increase and clients will not benefit from such asset tiers.

The Guided Wealth Portfolio Educational Tool provides access to sample recommendations at no charge to users. However, if users decide to implement sample recommendations by executing trades, they will be charged fees, commissions, or expenses by the applicable broker or adviser, as well as underlying investment fees and expenses. Account fees are payable quarterly in advance, except that the SMS fee is paid in arrears on the frequency agreed to between client and Advisor.

The Adviser and LPL may share in the account fee and other fees associated with program accounts. Associated persons of GWAG may also be registered representatives of LPL. Under SMS, LPL serves as investment advisor but not the broker-dealer. Advisor and LPL will share in the advisory portion of the SMS fee. The portion of the SMS fee payable to each entity shall be described in the executed agreements between LPL and client and GWAG and client.

\*\*\* The MAS account fee is comprised of an advisory payout fee, platform/program fee and a manager fee. A MAS account can vary given changes to the fee schedule, a client's account size, model type, and/or strategy implemented through the platform.

## **FEE DISCRETION**

GWAG may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities.

## **ADDITIONAL FEES AND EXPENSES**

In addition to the advisory fees paid to GWAG clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. The Firm's brokerage practices are described at length in Item 12, below.

## **DIRECT FEE DEBIT**

Clients generally provide GWAG and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to GWAG.

## **ACCOUNT ADDITIONS AND WITHDRAWALS**

Clients may make additions to and withdrawals from their account at any time, subject to GWAG's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients may withdraw account assets on notice to GWAG, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. GWAG may consult with its

clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

## **COMMISSIONS AND SALES CHARGES FOR RECOMMENDATIONS**

Clients can engage certain persons associated with GWAG (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with GWAG.

Under this arrangement, the Firm's Supervised Persons, in their individual capacities as registered representatives of LPL Financial LLC ("LPL Financial"), may provide securities brokerage services and implement securities transactions under a separate commission based arrangement. Supervised Persons may be entitled to a portion of the brokerage commissions paid to LPL Financial, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. GWAG may also recommend no-load or load-waived funds, where no sales charges are assessed. Prior to effecting any transactions, clients are required to enter into a separate account agreement with LPL Financial.

Certain investment adviser representatives of GWAG are also associated with LPL Financial as a broker-dealer registered representatives ("Dually Registered Persons"). In their capacity as registered representatives of LPL Financial, certain Dually Registered Persons may earn commissions for the sale of securities or investments products that they recommend for brokerage clients. They do not earn commissions on the sale of the securities or investment products recommended or purchased in advisory accounts through GWAG. Clients have the option of purchasing many of the securities and investment products we make available to you through another broker-dealer of investment adviser.

A conflict of interest exists to the extent that GWAG recommends the purchase or sale of securities where its Supervised Persons receive commissions or other additional compensation as a result of the Firm's recommendation. The Firm has procedures in place to ensure that any recommendations made by such Supervised Persons are in the best interest of clients. For certain accounts covered by the Employee Retirement Income Security Act of 1974 ("ERISA") and such others that GWAG, in its sole discretion, deems appropriate, GWAG may provide its investment advisory services on a fee-offset basis. In this scenario, GWAG may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm's Supervised Persons in their individual capacities as registered representatives of LPL Financial.

## **RETIREMENT PLAN CONSULTING:**

Our Retirement Plan Consulting services are billed on an hourly or flat fee basis or a fee based on the percentage of Plan assets under management. The total estimated fee, as well as the ultimate fee charged, is based on the scope and complexity of our engagement with the client. The maximum hourly fee to be charged will not exceed \$250. Our flat fees range from \$750 to \$10,000. Fees based on a percentage of managed Plan assets will not exceed 0.00%. The fee-paying arrangements will be determined on a case-by-case basis and will be detailed in the signed consulting agreement.

## **ITEM 6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

GWAG does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

## **ITEM 7. TYPES OF CLIENTS**

GWAG offers services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations and business entities.

## **MINIMUM ACCOUNT REQUIREMENTS**

GWAG does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship. Certain Independent Managers may, however, impose more restrictive account requirements and billing practices from the Firm. In these instances, GWAG may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

A minimum account value of \$5,000 is required to enroll in the GWP Service. In certain instances, LPL will permit a lower minimum account size. A minimum account value of \$250,000 is required for the PWP service. In certain instances, LPL will permit a lower minimum account size.

A minimum account value of \$100,000 is required for Manager Access Select, however, in certain instances, the minimum account size may be lower or higher.

## **ITEM 8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

### **METHODS OF ANALYSIS**

GWAG utilizes a combination of fundamental, technical, and cyclical methods of analysis.

Fundamental analysis involves an evaluation of the fundamental financial condition and competitive position of a particular fund or issuer. For GWAG, this process typically involves an analysis of an issuer's management team, investment strategies, style drift, past performance, reputation and financial strength in relation to the asset class concentrations and risk exposures of the Firm's model asset allocations. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, evolving market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that GWAG will be able to accurately predict such a reoccurrence.

Cyclical analysis is similar to technical analysis in that it involves the assessment of market conditions at a macro (entire market or economy) or micro (company specific) level, rather

than focusing on the overall fundamental analysis of the health of the particular company that GWAG is recommending. The risks with cyclical analysis are similar to those of technical analysis.

## **INVESTMENT STRATEGIES**

Prior to developing an investment strategy tailored to each client, GWAG gathers and analyzes detailed information about the client, including goals, existing investments, insurance coverage, sources of income and other assets and liabilities. The Firm then seeks to define the client's investment objectives and risk profile, which together form the basis for the selection and diversification of investments.

Once an initial investment strategy is established, GWAG's portfolio managers continually monitor its clients' portfolios, making changes as needed.

Based on client suitability, risk tolerance, and investment objectives, their assets may be placed in any one or a combination of the following models:

### ***Conservative (Income with Capital Preservation Objective)***

Our most conservative investment objective. Emphasis is placed on generation of current income and long-term preservation of capital. A lower risk level generally means lower overall return expectations. The portfolio is constructed using a blend of open-end mutual funds and exchange-traded funds (ETF's) with special consideration given to each client's portfolio size and tax situation.

### ***Moderately Conservative (Income with Moderate Growth Objective)***

Emphasis is placed on generation of current income with a secondary focus on moderate capital growth. The portfolio is constructed using a blend of open-end mutual funds and exchange-traded funds (ETF's) with special consideration given to each client's portfolio size and tax situation.

### ***Balanced Income (Income with Moderate Growth or Growth with Income Objective)***

Emphasis is placed on maximizing current income and long-term income growth. The portfolio is constructed using a blend of open-end mutual funds and exchange-traded funds (ETF's) with little consideration for tax efficiency.

### ***Moderate (Growth with Income Objective)***

Emphasis is placed on modest capital growth with some focus on generation of current income. The portfolio is constructed using a blend of open-end mutual funds and exchange-traded funds (ETF's) with special consideration given to each client's portfolio size and tax situation.

### ***Moderately Aggressive (Growth Objective)***

Designed to achieve high long-term growth and capital appreciation. There is little focus on generation of current income resulting in a higher risk portfolio. The portfolio is constructed using a blend of open-end mutual funds and exchange-traded funds (ETF's) with special consideration given to each client's portfolio size. Tax sensitivity is generally not a factor.

### ***Aggressive (Aggressive Growth Objective)***

Designed to achieve high long-term growth and capital appreciation. There is no focus on generation of current income resulting in our highest risk portfolio. The portfolio is constructed using a blend of open-end mutual funds and exchange-traded funds (ETF's) with special consideration given to each client's portfolio size. Tax sensitivity is generally not a

factor. It should be noted that each of the above strategies is only available through the SWM II Program as described in our Wrap Fee Brochure.

## **RISK OF LOSS**

### ***Market Risks***

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of GWAG's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that GWAG will be able to predict those price movements accurately or capitalize on any such assumptions.

### ***Mutual Funds and ETFs***

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholder fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holding. The trading prices of mutual fund's shares may differ significantly from the NAV during the periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

### ***Real Estate Investment Trusts (REITs)***

GWAG may recommend an investment in, or allocate assets among, various real estate investment trusts ("REITs"), the shares of which exist in the form of either publicly traded or privately placed securities. REITs are collective investment vehicles with portfolios comprised primarily of real estate and mortgage related holdings. Many REITs hold heavy concentrations of investments tied to commercial and/or residential developments, which inherently subject REIT investors to the risks associated with a downturn in the real estate market. Investments linked to certain regions that experience greater volatility in the local real estate market may give rise to large fluctuations in the value of the vehicle's shares. Mortgage related holdings may give rise to additional concerns pertaining to interest rates, inflation, liquidity and counterparty risk.

### ***Business Development Companies (BDCs)***

GWAG may recommend an investment in, or allocate assets among, various business development companies ("BDCs"), the shares of which exist in the form of publicly traded



securities. BDCs make equity and debt investments in small companies that are in the “start up” phase of development. Many BDCs invest in debt and equity securities of smaller companies that are privately held and lack publicly available information, which inherently subject BDC investors to the risks associated with a speculative market. BDC investors are subject to the risk that a company may default when unable to meet its obligations. The market price of securities issued by a BDC may fluctuate significantly, and BDCs investments may give rise to additional concerns pertaining to interest rates, inflation, and liquidity.

### ***Variable Annuities***

GWAG may recommend an investment in various annuities. Variable annuities are contracts between an insurer and the insured under which the insurer agrees to make periodic payments to the insured after a specified period of time. The payments are variable based upon the performance of a subaccount in the insured’s policy. Variable annuities are long-term retirement investments and are tax-deferred until money is withdrawn from the annuity account. Since variable annuities offer a range of investment options in the subaccounts, including stocks, bonds, and money market instruments, they subject variable annuity investors to the risks associated with market volatility.

### ***Use of Independent Managers***

As stated above, GWAG may select certain Independent Managers to manage a portion of its clients’ assets. In these situations, GWAG continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers’ ability to successfully implement their investment strategies. In addition, GWAG generally may not have the ability to supervise the Independent Managers on a day-to-day basis.

## **ITEM 9. DISCIPLINARY INFORMATION**

GWAG has not been involved in any legal or disciplinary events that are material to a client’s evaluation of its advisory business or the integrity of its management.

## **ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

### **REGISTERED REPRESENTATIVES OF A BROKER/DEALER**

Certain of the Firm’s Supervised Persons are registered representatives of LPL Financial and may provide clients with securities brokerage services under a separate commission-based arrangement. As a result of this relationship, LPL Financial may have access to certain confidential information (e.g., financial information, investment objectives, transactions and holdings) about GWAG clients, even if the client does not establish any account through LPL. If you would like a copy of the LPL Financial privacy policy, please contact GWAG at [info@bentoakcapital.com](mailto:info@bentoakcapital.com). This arrangement is described at length in Item 5.

Certain employees of GWAG are Dually Registered Persons. LPL Financial is a broker-dealer that is independently owned and operated and is not affiliated with GWAG. Please refer to Item 12 for a discussion of the benefits GWAG may receive from LPL Financial and the conflicts of interest associated with receipt of such benefits.



## LICENSED INSURANCE AGENTS

A number of the Firm's Supervised Persons are licensed insurance agents and may offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that GWAG recommends the purchase of insurance products where its Supervised Persons may be entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

## RELATED CERTIFIED PUBLIC ACCOUNTING FIRM

GWAG does not render accounting services to clients. In the event a client requires accounting services, the firm may recommend a certified public accountant. At times, the Firm may recommend the services of the certified public accounting firm of Snow Garrett Williams Certified Public Accountants ("SGW CPAs"). These services are rendered independent of GWAG and pursuant to a separate agreement between the client and the accounting firm. The Firm does not receive any portion of the fees paid by the client to SGW CPAs and does not receive a referral fee in connection with the accounting services that SGW CPAs renders to its clients. However, one of the Firm's Supervised Persons, Wayne Garrett, is a former principal of SGW CPAs and is in receipt of distributions relative to the purchase agreement, as of December 2020. Wayne Garrett will receive distributions until the purchase agreement note is satisfied. This creates a conflict of interest to the extent that the Firm recommends the accounting services of SGW CPAs by virtue of their former affiliation therewith.

## ITEM 11. CODE OF ETHICS

GWAG has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. GWAG's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of GWAG's personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (e.g., initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person with access to this information may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client..

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of

deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact GWAG to request a copy of its Code of Ethics.

## **ITEM 12. BROKERAGE PRACTICES**

### **RECOMMENDATION OF BROKER/DEALERS FOR CLIENT TRANSACTIONS**

GWAG generally recommends that clients utilize the custody, brokerage and clearing services of LPL Financial for investment management accounts.

Factors which GWAG considers in recommending LPL Financial or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. LPL Financial may enable the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by LPL Financial may be higher or lower than those charged by other Financial Institutions.

The commissions paid by GWAG's clients to LPL Financial comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where GWAG determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and responsiveness. GWAG seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker/dealers in return for investment research products and/or services which assist GWAG in its investment decision-making process. Such research generally will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because GWAG does not have to produce or pay for the products or services.

GWAG periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

### **SOFTWARE AND SUPPORT PROVIDED BY FINANCIAL INSTITUTIONS**

GWAG may receive without cost from LPL Financial computer software and related systems support, which allow GWAG to better monitor client accounts maintained at LPL Financial. GWAG may receive the software and related support without cost because the Firm renders investment management services to clients that maintain assets at LPL Financial. The software and support is not provided in connection with securities transactions of clients (i.e., not "soft dollars"). The software and related systems support may benefit GWAG, but not its clients directly. In fulfilling its duties to its clients, GWAG endeavors at all times to put the interests of its clients first. Clients should be aware, however, that GWAG's receipt of economic benefits from a broker/dealer creates a conflict of interest since these benefits may influence

the Firm's choice of broker/dealer over another that does not furnish similar software, systems support or services.

Specifically, GWAG may receive the following benefits from LPL Financial:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

It is important to note that as a result of sales performance, our representatives may have LPL Financial, LLC sponsor a "trip to a sales conference." These sales activities are only as a result of commissionable sales activities by our Investment Adviser Representatives who are dually registered as registered representatives of LPL Financial, LLC. This creates a conflict of interest in where a representative may be incentivized to produce a certain amount of commissionable sales to be offered this sales conference incentive. As a reminder, our firm and its representatives will only offer advise that is in the best interest of our clients.

## **BROKERAGE FOR CLIENT REFERRALS**

GWAG does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

## **DIRECTED BROKERAGE**

The client may direct GWAG in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to "batch" client transactions for execution through other Financial Institutions with orders for other accounts managed by GWAG (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, GWAG may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

## **COMMISSIONS AND SALES CHARGES FOR RECOMMENDATIONS**

As discussed above, certain Supervised Persons in their respective individual capacities are registered representatives of LPL Financial. These Supervised Persons are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless LPL Financial provides written consent. Therefore, clients are advised that certain Supervised Persons may be restricted to conducting securities transactions through LPL Financial if they have not secured written consent from LPL Financial to execute securities transactions through a different broker-dealer. Absent such written consent or separation from LPL Financial, these Supervised Persons are prohibited from executing securities transactions through any broker-dealer other than LPL Financial under its internal supervisory policies. The Firm is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

## TRADE AGGREGATION

Transactions for each client can be effected independently, unless GWAG decides to purchase or sell the same securities for several clients at approximately the same time. GWAG may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among GWAG’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which GWAG’s Supervised Persons may invest, the Firm generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. GWAG does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

In no case shall GWAG enter into agency or principal transactions with a Client or arrange agency cross transactions for any Client.

## VALUATION

GWAG’s process to value client holdings and assess fees based on those valuations are based on the market value assessed by the qualified custodian of the assets. GWAG neither participates in the valuation nor adjusts those valuations.

It is important to note that billing on securities for which no active market exists (excluding non-liquid assets such as partnerships), GWAG shall use Information such as Independent audits or appraisals, as it in good faith deems relevant, to determine the value thereof (in the absence of a readily determinable value, such securities will be valued at purchase prices). CCO shall approve all valuations determined by GWAG or its supervised persons.

## ITEM 13. REVIEW OF ACCOUNTS

### ACCOUNT REVIEWS

GWAG monitors client portfolios on a continuous and ongoing basis while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by the Firm’s

investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with GWAG and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations.

## **ACCOUNT STATEMENTS AND REPORTS**

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from GWAG and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from GWAG or an outside service provider.

## **ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION**

### **CLIENT REFERRALS**

The Firm does not currently provide compensation to any third-party solicitors for client referrals.

## **ITEM 15. CUSTODY**

The Advisory Agreement and/or the separate agreement with any Financial Institution generally authorize GWAG and/or the Independent Managers to debit client accounts for payment of the Firm's fees and to directly remit that those funds to the Firm in accordance with applicable custody rules. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to GWAG.

In addition, as discussed in Item 13, GWAG may also send periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from GWAG.

### **STANDING LETTERS OF AUTHORIZATION**

As a matter of policy and practice, GWAG does maintain custody of advisory client funds, securities or assets with constructive custody by way of Standing Letters of Authorization (SLOA's) and the ability to directly debit fees from a client's account. The SEC issued a no-action letter ("Letter") with respect to Rule 206(4)-2 ("Custody Rule") under the Investment Advisers Act of 1940 ("Advisers Act"). The letter provided guidance on the Custody Rule as well as clarified that an adviser who has the power to disburse client funds to a third party under a standing letter of instruction ("SLOA") is deemed to have custody. As such, our firm has adopted the following safeguards in conjunction with our custodian:

- The client provides an instruction to the qualified custodian, in writing, that includes the client's signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed.

- The client authorizes the investment adviser, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time.
- The client's qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the client's authorization, and provides a transfer of funds notice to the client promptly after each transfer.
- The client has the ability to terminate or change the instruction to the client's qualified custodian.
- The investment adviser has no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the client's instruction.
- The investment adviser maintains records showing that the third party is not a related party of the investment adviser or located at the same address as the investment adviser.
- The client's qualified custodian sends the client, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

## **ITEM 16. INVESTMENT DISCRETION**

GWAG may be given the authority to exercise discretion on behalf of clients. GWAG is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. GWAG is given this authority through a power-of-attorney included in the agreement between GWAG and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). GWAG takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired.

## **ITEM 17. VOTING CLIENT SECURITIES**

### **DECLINATION OF PROXY VOTING AUTHORITY**

GWAG generally does not accept the authority to vote client's securities (i.e., proxies) on their behalf. However, third party money managers selected or recommended by our firm may vote proxies for clients. Therefore, except in the event a third-party money manager votes proxies, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Therefore (except for proxies that may be voted by a third-party money manager), our firm and/or you shall instruct your qualified custodian to forward to you copies of all proxies and shareholder communications relating to your investment assets. Clients receive proxies directly from the financial institutions where their assets are custodied and may contact the GWAG with questions about any such issuer solicitations.

## ITEM 18. FINANCIAL INFORMATION

- GWAG is not required to disclose any financial information due to the following:
- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years