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We are pleased to provide a copy of our current Form ADV Part 2A. Our disclosure brochure, dated 8/28/2015, describes our firm's advisory services, investment professionals, fees, and conflicts, among other things. We will inform you of revisions based on the nature of the information as follows:

1. **Annual Update:** We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes.
2. **Material Changes:** Should a material change in our operations occur, depending on its nature we will promptly communicate this change to clients. "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates – any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

This brochure provides information about the qualifications and business practices of Private Wealth Advisors. If you have any questions about the contents of this brochure, please contact us at 412-931-2700 or [contact@pwaua.com](mailto:contact@pwaua.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Private Wealth Advisors can be found on our Form ADV, Part 1 which is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number known as a CRD number. Our firm's CRD number is 126927.

## **Material Changes**

This Firm Brochure, dated 8/28/2015, is our disclosure document prepared according to the SEC's requirements and rules. The following summarizes new or revised disclosures based on information previously provided in our Firm Brochure dated 6/8/2015:

Joseph A. Scarpo has become the sole owner of Private Wealth Advisors, Inc.

We have also included information under **Other Financial Industry Activities and Affiliations** to reflect that certain employees of Private Wealth Advisors, Inc. are anticipating dual registration under two registered investment advisers.

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## **Advisory Business**

Private Wealth Advisors is a SEC-registered investment adviser with its principal place of business located in Pittsburgh, PA. Private Wealth Advisors began conducting business in 2003.

- President and CEO Joseph A. Scarpo, Jr. is the firm's principal shareholder.

## **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT**

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data gathering process, we determine the client's individual objectives, time horizons, risk tolerance and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated goals, objectives, risk tolerance, as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

Exchange-listed securities	Securities traded over-the-counter
Foreign issuers	Corporate debt securities (other than commercial paper)
Certificates of deposit	Municipal securities
Variable life insurance	Variable annuities
Mutual fund shares	United States governmental securities
Options contracts on securities	Futures contracts on tangibles
Interests in partnerships investing in real estate	Interests in partnerships investing in oil and gas interests

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.

## **FINANCIAL PLANNING**

We provide financial planning services. Financial planning is a comprehensive evaluation of a client's current and future financial state by using currently known variables to predict future cash flows, asset values and withdrawal plans. Through the financial planning process, all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the client.

In general, the financial plan can address any or all of the following areas:

- **PERSONAL:** We review family records, budgeting, personal liability, estate information and financial goals.
- **TAX & CASH FLOW:** We analyze the client's income tax and spending for past, current and future years; then illustrate the impact of various investments on the client's current income tax and future tax liability.
- **INVESTMENTS:** We analyze investment alternatives and their effect on the client's portfolio.
- **INSURANCE:** We review existing policies to ensure proper coverage for life, health, disability and long-term care.
- **RETIREMENT:** We analyze current strategies and investment plans to help the client achieve his or her retirement goals.
- **DEATH & DISABILITY:** We review the client's cash needs at death, income needs of surviving dependents, estate planning and disability income.
- **ESTATE:** We assist the client in assessing and developing long-term strategies, including as appropriate, living trusts, wills, review estate tax and powers of attorney.

We gather required information through in-depth personal interviews. This information includes the client's current financial status, tax status, future goals, returns, objectives and attitudes towards risk. We carefully review documents supplied by the client, including a questionnaire completed by the client, and prepare a written report. Should the client choose to implement the recommendations contained in the plan, we suggest the client work closely with his/her attorney, accountant, insurance agent and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.

We also provide general non-securities advice on topics that may include tax and budgetary planning, estate planning and business planning.

Typically the financial plan is presented to the client within three months of the contract date, provided that all information needed

to prepare the financial plan has been promptly provided.

Financial Planning recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

### **PENSION CONSULTING SERVICES**

We also provide several advisory services separately or in combination. While the primary clients for these services will be pension, profit sharing and 401(k) plans, we offer these services, where appropriate, to individuals and trusts, estates and charitable organizations. Pension Consulting Services are comprised of four distinct services. Clients may choose to use any or all of these services.

*Investment Policy Statement Preparation (hereinafter referred to as "IPS"):* We will meet with the client to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Our firm then prepares a written IPS detailing those needs and goals, including an encompassing policy under which these goals are to be achieved. The IPS also lists the criteria for selection of investment vehicles as well as the procedures and timing interval for monitoring of investment performance.

*Selection of Investment Vehicles:* We assist plan sponsors in constructing appropriate asset allocation models. We will then review various mutual funds (both index and managed) to determine which investments are appropriate to implement the client's IPS. The number of investments to be recommended will be determined by the client, based on the IPS.

*Monitoring of Investment Performance:* We monitor client investments continually, based on the procedures and timing intervals delineated in the Investment Policy Statement. We supervise the client's portfolio and will make recommendations to the client as market factors and the client's needs dictate.

*Employee Communications:* For pension, profit sharing and 401(k) plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), we also provide educational support and investment workshops designed for the plan participants when the plan sponsor engages our firm to provide these services. The nature of the topics to be covered will be determined by us and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will NOT provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

### **AMOUNT OF MANAGED ASSETS**

As of 12/31/2014, we were actively managing \$719,904,000 of clients' assets on a discretionary basis plus \$223,488,000 of clients' assets on a non-discretionary basis.

## **Fees and Compensation**

### **INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT FEES**

Our annual fees for Investment Supervisory Services are based upon a percentage of assets under management and generally range from .20% to 1.25%. All fees are due quarterly, in advance. Most client fees are deducted directly from their accounts. Some clients are billed directly. A service agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

The standard annualized fee for Investment Supervisory Services is charged as a percentage of assets under management, according to the following schedule: 1.25% on the first \$500,000; 1.00% on the next \$500,000; .75% on the next \$500,000; and .65% on the amount greater than \$1,500,000.

Although Private Wealth Advisors has established the aforementioned fee schedule, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of determining the annualized fee.

Discounts, not generally available to our advisory clients, may be offered to family members and friends of associated persons of our firm.

## FINANCIAL PLANNING FEES

Private Wealth Advisors' Financial Planning fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client. For the majority of clients, Financial Planning Services are included with Investment Supervisory Services and therefore not charged separately.

Our Financial Planning fees are calculated and charged on a fixed fee basis (typically ranging from \$500 to \$5,000) depending on the specific arrangement reached with the client.

## PENSION CONSULTING FEES

Private Wealth Advisors' Pension Consulting fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client. We charge an annual fee which ranges from .20% to 1.25% of plan assets depending on the services provided. Client fees may be collected in arrears or in advance and may be invoiced directly to the client or deducted directly from plan assets.

## TRUSTEE FEES

Private Wealth Advisors may collect a Trustee fee which is determined based on the nature of the services being provided and the language provided in the Trust. All fees are agreed upon prior to entering into a contract with any client. Client fees may be collected in arrears or in advance and may be invoiced directly to the client or deducted directly from the Trust.

## BROKERAGE COMMISSIONS AND OTHER FEES

**Commissions and 12b-1 Fees:** Management personnel and other related persons of our firm are licensed as registered representatives of a broker-dealer and/or licensed as insurance agents or brokers. In their separate capacity(ies), these individuals are able to implement investment recommendations for advisory clients for separate and typical compensation (i.e., commissions, 12b-1 fees or other sales-related forms of compensation) which can be realized by the individual or the entity for which they work. This presents a conflict of interest to the extent that these individuals recommend that a client invest in a security which results in a commission being paid to the individuals. Clients are not under any obligation to engage these individuals when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

For more information about affiliated entities and brokerage practices see Item 10 and Item 12 of this brochure.

**Other Advisor Fees:** All fees paid to Private Wealth Advisors for investment advisory services are separate and distinct from the fees and expenses charged by other advisors (including mutual funds and/or ETFs). 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. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

**Custodian fees:** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer. Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

**ERISA Accounts:** Private Wealth Advisors is deemed to be a fiduciary to advisory clients that are employee benefit plans pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Private Wealth Advisors may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees, or conversely, investment advice about products for which our firm and/or our related persons receive commissions or 12b-1 fees, however, only when such fees are used to offset Private Wealth Advisors' advisory fees.

**Limited Prepayment of Fees:** Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

## **Performance-Based Fees and Side-By-Side Management**

Private Wealth Advisors does not charge performance-based fees.

## **Types of Clients**

Private Wealth Advisors provides advisory services to the following types of clients:

Individuals (other than high net worth individuals)	High net worth individuals
Pension and profit sharing plans (other than plan participants)	Charitable organizations
Corporations or other businesses not listed above	State or municipal government entities

## **Methods of Analysis, Investment Strategies and Risk of Loss**

### **METHODS OF ANALYSIS**

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

**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 under priced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

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 and Cyclical Analysis:** We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. In cyclical analysis, a 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.

Technical and cyclical analyses do not consider the underlying financial condition of a company or market. This presents a risk in that a poorly managed or financially unsound company may under perform regardless of market movement.

**Asset Allocation:** Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of equities, fixed income, and cash suitable to the client's investment goals and risk tolerance. Additionally, we incorporate an analysis of current market data and valuations of various market sectors and asset categories to identify investment opportunities as well as pitfalls.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

**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 another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

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 holding(s) less suitable for the client's portfolio.

**Risks for all forms of analysis:** Our securities analysis methods rely 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.

## INVESTMENT STRATEGIES

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, time horizons, among other considerations.

**Long-term purchases:** We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the short-term 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 advantage of short-term gains that could be profitable to a client. Moreover, if our projections are incorrect, a security may decline sharply in value before we make the decision to sell.

**Short-term purchases:** When utilizing this strategy, we purchase securities with the idea 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.

**Options:** 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 investor who sells (or writes) an option contract is obligated to buy or sell an asset at a specific price on or before a certain date. Clients who use this strategy are required to complete Options Trading Agreements prior to execution. The additional risks associated with options investing (including loss of investment) are reviewed in detail with clients at that time.

**Risk of Loss:** Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

## Disciplinary Information

We are 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 personnel have no reportable disciplinary events to disclose.

## Other Financial Industry Activities and Affiliations

Clients should be aware that the receipt of additional compensation by Private Wealth Advisors, its management persons, employees and related parties creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. Private Wealth Advisors endeavors at all times to put the interest of its clients first as part of our fiduciary duty as a registered investment adviser; we take the following steps to address this conflict:

- we disclose to clients the existence of all material conflicts of interest, including the potential for our firm and our employees to earn compensation from advisory clients in addition to our firm's advisory fees;
- we disclose to clients that they are not obligated to purchase recommended investment products from our employees or affiliated companies;
- we collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
- our firm's management conducts regular reviews of client accounts and activities to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
- we require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
- we periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
- we educate 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.

**Registered Representatives:** Management and other personnel of Private Wealth Advisors are separately licensed as registered representatives of PWA Securities, an affiliated broker-dealer. These individuals, in their separate capacity, can effect securities transactions for which they or the affiliated broker-dealer may receive separate, yet customary compensation.

While Private Wealth Advisors and these individuals endeavor at all times to put the interest of the clients first as part of our fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest and may affect the judgment of these individuals when making recommendations.

**Other pooled investment vehicle(s):** The owner of Private Wealth Advisors is a managing member of limited liability companies (LLCs) and general partner to limited partnerships (LPs) formed for investment purposes. As appropriate, our advisory clients may be solicited to invest in such LPs. Related persons of our firm do not receive investment advisory compensation in relation to these investments, but do have a conflict of interest in soliciting client investments. Investors in these partnerships may pay management or other fees to the general partner. These fees are determined prior to investment and disclosed in the partnership documents. General partners or other related persons may also be compensated in other ways in connection with the partnerships.

Because investment in these types of entities may involve certain additional degrees of risk, they will only be recommended to accredited investors when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Related persons of our firm may spend up to 10% of their time on these related activities.

A list of these affiliated entities is specifically disclosed on Schedule D of Form ADV, Part 1. Part 1 of our Form ADV can be accessed by following the directions provided on the Cover Page of this Firm Brochure.

**Insurance Agents:** Management and other personnel of our firm are agents for various insurance companies. As such, these individuals are able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage these individuals when considering implementation of advisory recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

**Real Estate Broker:** Some personnel of Private Wealth Advisors are also officers or employees of PWA Real Estate, LLC, a licensed Real Estate Broker. In their separate capacities, these individuals are licensed as real estate brokers. As such, they can earn separate, yet typical compensation for the sale or rental of real estate properties.

Private Wealth Advisors may recommend PWA Real Estate, LLC to advisory clients in need of such services. The services provided by PWA Real Estate, LLC are separate and distinct from our advisory services, and are provided for separate and typical compensation. There are no referral fee arrangements between our firms for these recommendations. No Private Wealth Advisors client is obligated to use PWA Real Estate, LLC for any services.

**Board Membership:** In 2014, John M. Schneider, Co-Founder and employee of Private Wealth Advisors, Inc. was elected as a non-executive Director for AEHR Test Systems. In addition to his position on the board, Mr. Schneider is a significant shareholder of AEHR Test Systems. Due to Mr. Schneider's insider status, a potential conflict of interest may exist. In order to avoid such potential conflicts of interest, Private Wealth Advisors has adopted policies and procedures to address Mr. Schneider's fiduciary duty as a board member and the Investment Advisor's fiduciary duty to investors. Private Wealth Advisors and all of its affiliates in no way recommend or solicit any securities offered by AEHR Test Systems.

**Dual Registration:** It is anticipated that some personnel of Private Wealth Advisors, Inc. will be dually registered with another investment advisory firm, JMS Capital Group Wealth Services, LLC, pending the registration of the firm.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Private Wealth Advisors and our personnel owe a duty of loyalty, fairness and good faith towards our clients and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Private Wealth Advisors' Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [contact@pwausa.com](mailto:contact@pwausa.com), or by calling us at 412-931-2700.

The owner of Private Wealth Advisors is a managing member of limited liability companies and general partner to limited partnerships formed for investment purposes. As appropriate, our advisory clients may be solicited to invest in such "Affiliated Partnerships". Private Wealth Advisors and our members, officers and employees will devote as much time as we deem necessary and appropriate to manage the Affiliated Partnerships. Private Wealth Advisors and our affiliates are not restricted from forming additional Affiliated Partnerships, entering into other investment advisory relationships or engaging in other business activities, even though such activities may involve substantial time and resources of our firm and our affiliates. Potentially, such activities could be viewed as creating a conflict of interest in that the time and effort of our management personnel and employees will not be devoted exclusively to the business of the Investment Adviser, but could be allocated between other business activities and those of our affiliates.

Investment in Affiliated Partnerships may be recommended to advisory clients if suitable. The Affiliated Partnerships are not required to register as an investment company under the Investment Company Act of 1940 in reliance upon an exemption available to funds whose securities are not publicly offered. The Affiliated Partnerships are managed in accordance with the terms and conditions of the Affiliated Partnerships' offering and organizational documents.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the rare instances where there is a partial fill of a particular batched order, we will allocate the transaction in accordance with our random allocation method in order to not favor any one account over another. All client and employee accounts will be allocated using the same method.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

- No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
- No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
- It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction being implemented for an advisory account when such transaction would produce a benefit to the employee by its relationship to the advisory client transaction.
- Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
- We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
- We have established procedures for the maintenance of all required books and records.
- All clients are fully informed that related persons may receive separate commission compensation when effecting transactions during the implementation process.
- Clients can decline to implement any advice rendered.
- All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- We require delivery of the Code of Ethics to each supervised person of our firm and acknowledgement of its receipt.
- We have established policies requiring the reporting of Code of Ethics violations to our senior management.
- Any individual who violates any of the above restrictions may be subject to termination.



## **Brokerage Practices**

Clients select the broker-dealer and custodian for their accounts. Private Wealth Advisors may recommend and clients may select PWA Securities, an affiliated broker-dealer clearing through Pershing. We may also recommend and clients may select others, including Charles Schwab & Co., as broker-dealer and custodian for their accounts.

**Affiliated Broker-Dealer:** As described in Item 5 and Item 10 of this brochure, PWA Securities is an affiliated broker-dealer. Management and other personnel of Private Wealth Advisors are separately licensed as registered representatives of PWA Securities, an affiliated broker-dealer. These individuals, in their separate capacity, can effect securities transactions for which they may receive separate, yet customary compensation.

While Private Wealth Advisors and these individuals endeavor at all times to put the interest of the clients first as part of our fiduciary duty, clients should be aware that the receipt of additional compensation itself creates a conflict of interest, and may affect the judgment of these individuals when making recommendations.

**Broker-Dealers and Custodians:** Private Wealth Advisors may recommend that clients establish brokerage accounts with certain broker-dealers ("Custodians"). Most client accounts use our affiliated broker-dealer, PWA Securities, which maintains a Clearing Agreement with the Pershing division of BNY Mellon ("Pershing"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Additionally we maintain an Investment Manager Service Agreement with the Schwab Institutional division of Charles Schwab & Co., Inc. ("Schwab"), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Although we recommend that clients establish accounts at these and other custodians, it is the client's decision where to custody their assets.

Custodians provide Private Wealth Advisors with access to their institutional trading and custody services, which are typically not available to retail investors. These services are generally available to investment advisers at no charge to them so long as a minimum amount of business (assets in custody or transaction fees) is transacted with the Custodian. Custodian brokerage services include the execution of securities transactions, custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Custodians are generally compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through a Custodian or settle into Custodian accounts.

Custodians also make available to our firm other products and services that benefit Private Wealth Advisors but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at the Custodian providing the service.

Custodian products and services that assist us in managing and administering our clients' accounts include software and other technology that:

- provide access to client account data (such as trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide research, pricing and other market data;
- facilitate payment of our fees from clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Custodians also offer other services intended to help us manage and further develop our business enterprise. These services may include:

- compliance, legal and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Custodians may make available, arrange and/or pay third-party vendors for the types of services rendered to Private Wealth Advisors. Custodians may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Custodians may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend that clients custody their assets at a particular Custodian, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage

services provided by a Custodian, which may create a potential conflict of interest.

**Soft Dollar Arrangements:** Private Wealth Advisors does not have any soft-dollar arrangements and does not receive any soft-dollar benefits.

**Brokerage for Client Referrals:** Private Wealth Advisors does not recommend broker-dealers to clients based on our interest in receiving client referrals.

**Directed Brokerage:** Private Wealth Advisors does not require or permit clients to direct brokerage.

**Aggregating Transactions (Block or Average-Price Trades):** Private Wealth Advisors will aggregate trades where possible and when advantageous to clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. Aggregating trades allows us to execute trades in a timelier, more equitable manner. No client or account will be favored over another.

The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Private Wealth Advisors to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.

In the rare instances when an order can not be executed in full, we will allocate the transaction in accordance with our random allocation method in order to not favor any one client over another. All client and employee accounts will be allocated using the same method.

Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.

## **Review of Accounts**

**Reviews:** For the underlying securities within Individual Portfolio Management Services accounts we provide continuous and regular supervisory or management services. The accounts and underlying securities in them are monitored by a Consultant and our team of financial analysts. Portfolio reviews may be initiated quarterly, semi-annually or annually based on the needs of the client and as agreed upon by the client and Consultant. The Consultant oversees the review, analysis and preparation of the report and then presents the portfolio review to the client. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. Private Wealth Advisors requires Consultants that review accounts to possess the highest ethical standards and technical abilities necessary to meet the needs of our clients. Generally, this would include a college education and prior business experience. In addition, they are required to obtain FINRA licenses Series 7, General Securities Representative and/or Series 66, Uniform Combined State Law Exam (or equivalent).

**Reports:** Clients receive written monthly statements (or quarterly if there is no monthly activity) and confirmations of transactions directly from the custodian detailing account holdings and all activity within the account, including all contributions, withdrawals and purchase/sell transactions.

## **Client Referrals and Other Compensation**

Private Wealth Advisors' has an agreement with a non-affiliated party whereby this party delivers appointments for a set fee with Employers who sponsor retirement plans which may result in additional business for Private Wealth Advisors, Inc.

It is Private Wealth Advisors' 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.

## **Custody**

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition, our firm is considered to have Custody of client funds where a member of the firm serves as trustee, or co-trustee, for clients' trust accounts. Presently we have a handful of accounts where an advisor serves in this capacity. As a result, these accounts are subject to an annual surprise examination by an independent CPA.

### **Investment Discretion**

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell.

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

### **Voting Client Securities**

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, 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.

Clients will receive their proxies or other solicitations directly from their custodian or transfer agents. We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

### **Financial Information**

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

We are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Private Wealth Advisors has no such financial circumstances to report.

Private Wealth Advisors has not been the subject of a bankruptcy petition.