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## **FORM ADV PART 2A BROCHURE**

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SEC File # 801-71860  
FIRM CRD #154828**

March 12, 2019

This brochure provides information about the qualifications and business practices of Focused Wealth Management, Inc. If you have any questions about the contents of this brochure, contact us at 845-691-4035. 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 Focused Wealth Management, Inc. is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Focused Wealth Management, Inc. is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

## Item 2 Material Changes

The purpose of this Item 2 is to disclose material changes that have been made to this Brochure since the last annual update of this Brochure.

The last annual update of this Brochure was dated March 26, 2018. Since its last annual update, there have been no material changes made to this Brochure.

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## Item 4 Investment Advisory Business

Established in 2010 by Managing Director, Philip J. DeAngelo, Focused Wealth Management, Inc. ("FWM"), offers several different advisory services to Individuals, Charities, Municipal Entities, Corporations, Trusts, Institutions, Not-for-Profits, Public and Private Endowments, Pension Funds, Foundations and Contingency Funds.

### Financial Advisors Program

FWM provides investment advisory services through a program offered by Securities America Advisors, Inc. ("SAA"), a SEC registered investment adviser. The Financial Advisors Program (FAP) is a *wrap-fee*<sup>1</sup> program providing investment advisory services, custody, execution, and clearing services for one inclusive fee. These services are all included in the stated investment management fee. In addition, clients will pay the ticket charges for discretionary and non-discretionary trades made in their account, though the client's ticket charge may be reimbursed at the firm's discretion.

FWM will assist the client in establishing an FAP Account with SAA. A complete description of the FAP investment services and related fees are described in the FAP Wrap Fee Brochure, which will be presented to each client prior to or at the time an FAP Account is established.

All brokerage transactions in this program will be processed by Securities America, Inc. ("SAI"), a registered broker-dealer, and then cleared and held custody with National Financial Services, LLC ("NFS"). SAA has also entered into agreements with various insurance companies that allow for the management and valuation of client variable annuity accounts within SAA's FAP program. At no time will FWM, SAA or SAI have possession or act as custodian of client accounts.

### Focused Wealth Wrap Fee Program

The firm also provides similar portfolio management services as a sponsor of a proprietary wrap fee program. Within the FWM Wrap Fee Program, accounts are continuously monitored by Focused Wealth's Investment Management Committee.

Please refer to FWM's Wrap Fee Program Brochure (Form ADV Part 2A Appendix 1) for complete details on FWM's Wrap Fee Program.

### FWM Wrap Fee Program

The program primarily consists of Exchange Traded Index Funds, individual equities, individual bonds and similar types of investments. Focused Wealth's fee is based on a percentage of the client's assets under firm management. Where the account incurs certain brokerage-related costs, such costs are absorbed by FWM and paid to the brokerage firm from a specified portion of the Wrap Fee Program fee. Participating accounts will be held with a qualified custodian and may be subject to additional charges not covered by the wrap fee arrangement.

## **Other Investment Management Services**

In addition to offering investment management via one of the wrap fee programs mentioned above, FWM also offers investment advisory services outside of a wrap fee program to clients on a discretionary and non-discretionary basis.

FWM will assist the client in establishing an account with the qualified custodian or variable annuity company. Clients may place reasonable restrictions and investment guidelines on transactions in certain types of securities or industries. At no time will FWM act as custodian of any client account, nor will the firm have access to a client's funds and/or securities.

## **Recommendation of Type of Investment Management Service**

Regardless of whether the client's assets are managed via one of the wrap fee programs mentioned above or outside of a wrap fee program, the firm's investment management strategy is implemented in conjunction with client's investment objectives, risk tolerance level, liquidity needs, tax and/or legal implications and other concerns where applicable. FWM receives a portion of the wrap fee charged through one of the wrap fee programs for the services it provides through the program.

## **Financial Planning**

FWM also offers financial planning services in the form of written or oral, comprehensive or modular financial plans. A comprehensive plan can include, but is not limited to, the areas of retirement planning, estate planning, insurance planning and analysis, education planning and analysis, long term care planning and analysis and benefit plan analysis. Fees for financial plans can be either hourly or fixed, at the client's discretion. At the initial meeting, for which there is no charge, FWM will gather information from the client regarding his/her current financial situation, goals and objectives. If the client elects to proceed with a written or oral plan and selects an hourly fee, FWM will inform the client of the estimated hours it will take to complete the service. Terms and conditions will be agreed to in writing.

## **Consultations/Ongoing Consultations**

Clients not wishing to purchase a financial plan may also contract with the firm for consultations on any topic of interest to them. Fees will be charged on an hourly basis. The client and FWM will jointly determine how many hours are required to complete the requested consultation services.

Clients desiring more than two consultations on financial planning, investment or other matters may contract with FWM for ongoing consultation services. These services will be provided on a semi-annual basis, renewable on each six-month anniversary date if the client elects to do so. The associated person will provide the client with an estimate of the hours needed during the six month contract period to complete the requested services; the client will also assist in determining the time required.

Clients desiring ongoing consultations on 401(k), qualified or other benefit plans will be charged on a percentage of assets under management. This fee is negotiable based upon the complexity of the client's situation and the actual services provided.

## **Newsletters**

FWM sends out a monthly and annual newsletters to clients reviewing market conditions and performance of the respective prior month and year.

FWM prepares a market commentary periodically which is sent out to clients and posted to FWM's website. The firm also contributes articles to financial news websites.

All newsletters are provided free of charge to clients.

As of January 31, 2019, FWM managed \$826,765,097 in discretionary regulatory assets under management.

We also manage \$205,596,131 in client assets on a non-continuous basis.

[<sup>1</sup>] *Wrap Fee*: Any one fee charged for a bundle of services, including brokerage, management, and administrative costs.

## **Item 5 Fees and Compensation**

### **ASSET MANAGEMENT PROGRAM FEES**

#### **Financial Advisors Program**

The annual management fee charged for this service will be negotiated with each client, with 2% being the maximum management fee that may be charged to clients. Fees for fee-based accounts are charged monthly in advance based on daily average value and are automatically deducted from the client's account, as authorized by the client in writing. Fees for linked 401k accounts are charged quarterly in advance based on the value at the end of the quarter, and may either be deducted from the client's account or be invoiced. SAA retains up to 15 basis points (0.15%) of the annual management fee for FAP accounts.

#### **Focused Wealth Wrap Fee Program**

Clients participating in the FWM Wrap Fee Program are charged up to 2% annually, as detailed in the client agreement. Fees for fee-based accounts are charged monthly in arrears based on the month end value and are automatically deducted from the client's account, as authorized by the client in writing. For linked 401k accounts, fees are charged monthly in advance based on the end of quarter value, and may either be deducted from the client's account or be invoiced.. Wrap fee program fees include Focused Wealth's management fee and cover certain brokerage-related costs. Clients are encouraged to review Appendix 1 of this brochure for further information related to this program.

## **Other Investment Management Services**

The annual management fee charged for this service will be negotiated with each client based upon the complexity of the client's financial situation, the complexity of the services provided and the dollar amount of assets under management. The maximum annual fee charged for this service will be 2% annually. FWM will quote an exact percentage to clients for services being provided. The fee will be charged quarterly in advance based on the quarter end value and will be automatically deducted from the client's account as authorized in writing by the client.

## **Additional Fee Disclosure**

Where clients may incur additional expense (that are not covered by the wrap fee) from brokerage-based activities, clients should be aware that all custodial and execution fees remain separate and distinct from those fees charged by FWM for its asset management services.

All fees paid to FWM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or variable annuities to their shareholders (FWM clients). These fees and expenses are described in each fund's and annuity's prospectus. With respect to mutual fund investments, these fees will generally include a management fee, other fund expenses, and a possible distribution or trailer fee. With respect to variable annuities, these fees may include sales loads, surrender charges, administrative expense charges, insurance charges for death benefits, guaranteed lifetime withdrawal benefits and/or other insurance-related expenses as described in the variable annuity's prospectus. If the fund or annuity imposes sales charges, a client may pay an initial or deferred sales charge.

Clients should note that persons providing investment advice on behalf of our firm are registered representatives with SAI, a securities broker-dealer, and a member of the Financial Industry Regulatory Authority and the Securities Investor Protection Corporation. In their capacity as registered representatives, these persons receive compensation in connection with the purchase and sale of securities or other investment products, including asset-based sales charges, service fees or 12b-1 fees, or holding, of mutual funds. Compensation earned by these persons in their capacities as registered representatives is separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice to advisory clients on behalf of our firm who are registered representatives have an incentive to recommend investment products based on the compensation received rather than solely based on your needs. Persons providing investment advice to advisory clients on behalf of our firm can select or recommend, and in many instances will select or recommend, mutual fund investments in share classes that pay 12b-1 fees when clients are eligible to purchase share classes of the same funds that do not pay such fees and are less expensive. This presents a conflict of interest. You are under no obligation, contractually or otherwise, to purchase securities products through any person affiliated with our firm who receives compensation described above.

FWM firm receives 12b-1 fees in connection with mutual funds for advisory client accounts. This compensation is separate and in addition to our advisory fees. This practice presents a conflict of

interest because we have an incentive to recommend mutual funds for which we receive 12b-1 fees rather than solely based on your needs. We can select or recommend, and in many instances will select or recommend to our advisory clients, mutual fund investments in share classes that pay 12b-1 fees when clients are eligible to purchase share classes of the same funds that do not pay such fees and are less expensive. This presents a conflict of interest. You are under no obligation, contractually or otherwise, to purchase securities products through our firm.

Clients should review both the fees charged by the mutual funds and variable annuities and the advisory fees charged by FWM to fully appreciate the total amount of fees to be paid by the client. All National Integrity contracts sold after July 1, 2011 cannot be charged a management fee, pursuant to National Integrity Life Insurance Companies policy change.

Clients have the option to purchase investment products that FWM recommends through other brokers or agents that are not affiliated with FWM; however, such purchases would be made without the benefit of the extensive experience and tailored advice FWM provides to clients through the various asset management services it offers.

FWM and/or the client may terminate the account agreement, in whole or in part, at any time with written notice. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess shall be refunded. The Client's advisory agreement with FWM is non-transferable unless consented-to in writing by the client.

## **Insurance**

Certain persons providing investment advice on behalf of our firm are licensed as independent insurance agents. These persons will earn commission-based compensation for selling insurance products, including insurance products they sell to you. Insurance commissions earned by these persons are separate and in addition to our advisory fees. This practice presents a conflict of interest because persons providing investment advice on behalf of our firm who are insurance agents have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. You are under no obligation, contractually or otherwise, to purchase insurance products through any person affiliated with our firm.

## **Financial Planning**

If the client elects to proceed with a written or oral plan and selects an hourly fee, the representative of record will inform the client of the estimated hours it will take to complete the service at a rate not to exceed \$150 per hour. The hourly rate is negotiable based upon the complexity of the client's situation and the actual services provided. These factors are also considered when estimating the hours needed to complete the requested services.

The firm's hourly fee will be negotiated and agreed upon by the parties in advance. Hourly fee-based clients are billed on a monthly basis upon completion of the work performed.

FWM may charge a fixed fee for comprehensive financial planning services that will range from \$100



to \$1,000 per plan depending upon the complexity of the client's financial situation and the actual services to be provided. Fixed fees may be negotiated in advance based on the sole discretion of the firm.

Whether hourly or fixed, all fees will be disclosed to the client prior to any services being provided. For hourly fees, clients will be billed for the actual time expended. If less time is needed than the original estimate, the client will be charged for the actual time expended by the associated person. Either FWM or the client may terminate services by providing written notice to the other party, and the notice will be effective upon receipt. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess shall be refunded.

### **Consultations/Ongoing Consultations**

The hourly rate for consultations/ongoing consultations will not exceed \$150 per hour and is negotiable based upon the complexity of the client's situation and the actual services to be provided. All fees will be disclosed to the client prior to any services being provided. For consultation services that will be completed with one or two meetings, payment is due at the time the agreement for services is signed. Both parties may terminate services by providing written notice to the other party, and the notice will be effective upon receipt. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess shall be refunded.

Clients desiring ongoing consultations on 401(k), qualified or other benefit plans will be charged on a percentage of assets under management. This fee is negotiable based upon the complexity of the client's situation and the actual services provided. The fee will be billed quarterly in arrears and will generally not exceed \$25,000 per quarter. Fees will be disclosed to clients prior to any services being provided. Both parties may terminate services by providing written notice to the other party, and the notice will be effective upon receipt. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess shall be refunded.

## **Item 6 Performance-Based Fees and Side by Side Management**

As FWM's advisory services do not incorporate performance fees or the offering of any additional investment services, side-by-side management does not apply to those services rendered by FWM.

## **Item 7 Types of Clients**

FWM provides investment advisory services to Individuals, Charities, Municipal Entities, Corporations, Trusts, Institutions, Not-for-Profits, Public and Private Endowments, Pension Funds, Foundations and Contingency Funds. FWM requires its investment management clients to maintain a minimum account size of \$25,000. This minimum account size remains negotiable, under certain circumstances, and at the sole discretion of the firm.

SAA's recommended minimum investment amount for establishing and maintaining an FAP Account is \$25,000. Exceptions may be granted to these minimums upon request.

The firm's sponsored Wrap Fee program requires participating accounts to maintain a minimum of \$25,000 at all times. Exceptions may be made on a limited basis.

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

FWM utilizes a fully integrated and comprehensive Investment Manager and Investment Product search to identify, select, and monitor the best-in-class asset managers, exchange traded funds (ETF's) for each asset class and style to be represented. This is conducted quarterly.

The process begins by utilizing proprietary and quantitative screening methodology designed to narrow the field of investment choices to only those Funds and ETF's meeting standards set by the firm's Investment Selection and Monitoring Committee. Factors considered in this analysis may include:

- Trading platform availability: Investment Managers or ETF's must trade with no loads and should use a common trading platform to eliminate transaction costs and wiring fees.

Correlation to style or peer group: Investment Managers or ETF's should consistently correlate to its stated investment style.

- Performance relative to a peer group: The product's performance is evaluated against its peer group's average annualized return for 1-, 3- and 5-year periods and, in addition; take into account year-by-year performance.
- Performance relative to assumed risk: The Investment Manager's portfolio or ETF's risk will be evaluated against its peers and the overall market the manager is attempting to represent
- Manager tenure: The Investment Manager should have several years managing the fund or a fund with similar investment characteristics.
- Assets under management: The Investment Manager must meet minimum assets under management size within each asset class.
- Stability of the organization: The firm looks for stable and consistent management; the same portfolio management team should be in place for at least two years.

The Committee then further reviews the funds, ETFs or asset managers by applying additional analytical and subjective measures to narrow its investment recommendations for each investment style.

Other variables considered in this analysis may include:

- Growth in assets the previous two quarters and one year
- Shifting from its designated style
- Name recognition
- Other statistical risk measurements
- Review of analyst's commentary

Recommended funds, ETF's and other securities are placed on a formal Investment Product Selection

List outlining all the statistical data utilized in the selection of those securities. It is then distributed to FWM for use in the selection of securities for their clients.

The Suitability of the investment products and investment managers will be monitored on a quarterly basis and it is at the Committee's discretion to take corrective action by replacing a manager, ETF or security if deemed appropriate.

FWM utilizes a fully integrated and comprehensive Investment Holding search to identify, select, and monitor individual equity, fixed income, and options positions. This is conducted quarterly. Both proprietary and quantitative screening methodology is used to identify investment choices to only those equity and fixed income holdings meeting standards set by the firm's Investment Selection and Monitoring Committee. Factors considered in this analysis may include quantitative analysis of a company's balance sheet, income statement, management effectiveness, liquidity and solvency, profitability, price volatility, credit rating, and review of analyst's commentary. Other factors considered include an overall macro environment risk assessment including market and economic conditions, legislative risks, and competition evaluation. In the evaluation of fixed income holdings, factors considered include evaluations of the underlying company, credit ratings provided by various rating agencies, and maturity of issuance including duration or interest rate sensitivity assessment.

The Suitability of the equity, fixed income, and options holdings will be monitored on a quarterly basis and it is at the Committee's discretion to take corrective action by replacing a security if deemed appropriate.

**Risk of Loss:** Investing in securities involves a certain amount of risk of loss that clients should be prepared to bear. Where short term trading methods are employed, the cost of more frequent trades can often incur more expense than that of a more conservative or long term purchase approach. Questions regarding these risks and/or increased costs may be directed to the firm and its representatives.

## Item 9 Disciplinary Information

Rule 206(4)-4 of the Investment Advisers Act of 1940 requires investment advisers to provide clients with disclosures as to any legal or disciplinary activities deemed material to the client's evaluation of the adviser. Please note, neither the firm nor its personnel have any disciplinary, regulatory, criminal, civil, or otherwise reportable history to disclose at this time.

## Item 10 Other Financial Industry Activities and Affiliations

FWM's investment adviser representatives are also registered representatives with Securities America, Inc., ("SAI"), a FINRA registered broker/dealer. Through this arrangement, registered representatives may purchase or sell securities for SAI client accounts for additional commission based compensation.

Clients should note that the firm and its representatives receive additional compensation from mutual fund sales loads and 12(b)-1 distribution fees made through SAI. Additionally, they may receive

additional compensation from variable annuity sales or trail commissions made through SAI or other firms for various variable annuity investments. Please refer to Item 5 - Fees and Compensation for more information around this practice and the conflict of interest it creates.

Investment adviser representatives serve as separately licensed insurance agents and, as such, are involved with the sale and servicing of life and health insurance products on behalf of various insurance providers. If a client elects to purchase insurance products through representatives associated with FWM, these individuals will be compensated by the provider on a commission basis.

Clients can engage FWM to effect insurance transactions on a commission basis. The recommendation that a Client purchase an insurance commission product presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend investment products based on commissions received, rather than on a particular Client's need. No Client is under any obligation to purchase any commission products. Clients are reminded that they may purchase insurance products recommended by FWM through other, non-affiliated insurance agents.

FWM is affiliated with Investivist, LLC as a result of common control. FWM and Investivist, LLC do not share client information or solicit clients on behalf of each other. FWM may utilize Investivist's proprietary technology for client education and goal based portfolio asset allocation.

The firm maintains a fiduciary obligation to place its clients' interests first. However, clients should be aware that the receipt of additional compensation itself can create a conflict of interest, and may affect the judgment of this individual when making investment recommendations. In order to properly handle such potential conflicts of interest, the firm has adopted a Code of Ethics. Please see Item 11 (below) for further discussion related to the firm's Code of Ethics.

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

Pursuant to Rule 204(A)-1 of the Investment Advisers Act of 1940, FWM has adopted a Code of Ethics that sets forth the basic policies of ethical conduct for all managers, officers, and employees of the firm. The Code of Ethics describes the firm's fiduciary duties and obligations to clients, and sets forth its practice of supervising the personal securities transactions of employees who maintain access to client information.

The firm, and related persons of the firm, including but not limited to, FWM's investment adviser representatives, may invest in the same securities (or related securities, e.g., warrants, options or futures) that FWM or any of its related persons recommend to clients. Some of these investments may be placed at, or about the same time as, the placement of client securities transactions. This presents a conflict of interest, as the firm and its related persons may be incented to benefit from client transactions by placing their own interests ahead of those of the firm's clients. FWM requires that client transactions in Reportable Securities (as this term is defined in the Code of Ethics) be placed ahead of those of the firm or its related persons. Such transactions remain under strict supervision and subject to regular review by the firm's compliance staff.

The firm's investment adviser representatives are also registered representatives of Securities America, Inc., FINRA member broker-dealer. In their capacity as registered representatives, these personnel may sell securities and receive commissions for the sale of such securities. This creates an incentive for the representative, in his or her capacity as an investment adviser representative, to recommend securities products based on the compensation received rather than on the client's needs. The representative may also be incented to trade heavily in client accounts. However, all trading is supervised to ensure adherence to each client's investment objectives and goals.

A copy of the firm's Code of Ethics is available upon request.

## **Item 12 Brokerage Practices**

FWM maintains the investment discretion to place transactions and select brokers without prior approval of clients. Accordingly, the firm seeks to obtain the most favorable net results for client's price, execution quality, services and commissions. FWM does not allow clients to direct brokerage to broker-dealers other than the custodians typically used by the firm for trade execution. Not all advisers require clients to direct brokerage to the brokerage firm typically used by the adviser. As discussed below, the firm has a fiduciary duty to seek best execution and act in the clients' best interests.

FWM maintains a fiduciary duty to seek best execution pricing for client transactions. While best execution is difficult to define and challenging to measure, there is some consensus that it does not solely mean the achievement of the best price on a given transaction. Rather, it appears to be a collective consideration of factors concerning the trade in question. Such factors include the security being traded, the price of the trade, the speed of the execution, apparent conditions in the market, and the specific needs of the client. FWM evaluates on a monthly basis whether clients are receiving best execution with the broker-dealers currently being used when placing client securities transactions.

FWM is able to aggregate client orders in equities including ETFs, fixed income, funds, and options trades held within a certain custodian. FWM seeks to always aggregate orders when it has the opportunity to do so within each respective custodian. FWM also seeks to enter trades in a single "block trade" when it has the opportunity to do so seeking uniform pricing within executions in a same security trade. Not doing so may result in the client obtaining less favorable execution price than if multiple orders for shares of the same security were combined into a single "block trade". As stated above, FWM maintains a fiduciary duty to seek best execution for client transactions and conducts periodic reviews of the execution it receives in placing client securities transactions.

FWM does not receive any research, products, client referrals, or other services from a broker-dealer or third party in connection with client-based securities transactions (i.e. no soft dollars).

FWM may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to

maintain custody of clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of the Advisor's clients. Schwab provides FWM with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Compared to Schwab's retail client services, Schwab's Advisor Services Division's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, 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 than Schwab's retail clients.

For FWM client accounts maintained at Schwab, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to FWM other products and services that benefit FWM but may not benefit its clients' accounts. These benefits include national, regional or FWM specific educational events organized or sponsored by Schwab Advisor Services. Other products and services assist FWM in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of FWM fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of FWM accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to FWM other services intended to help FWM manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to FWM by independent third parties. Schwab Advisor Services 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 FWM. While, as a fiduciary, FWM endeavors to act in its clients' best interests, FWM may recommend that clients maintain their assets in accounts at Schwab which may be based in part on the benefit to FWM of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

The firm generally executes trades through National Financial Services, ("NFS"), TD Ameritrade, or Charles Schwab, with whom clients also custody assets. The firm may also recommend that clients hold accounts with other broker-dealers, as appropriate, based on the client's specific needs. Not all



advisers recommend the use of a particular broker-dealer. By directing brokerage to NFS, TD Ameritrade, or Charles Schwab, the firm may be unable to achieve most favorable execution of client transactions, and this practice may cost the clients more money.

### **Trade Errors & Corrections**

From time-to-time FWM may make an error in submitting a trade order on your behalf. When trade errors are identified and corrected after settlement, the client will be "made whole" (i.e. the client is in as good or better position than prior to the trade), which includes the payment of interest or reimbursement for margin interest for the time period the client's funds were tied up. Trade errors resulting in a loss or unfavorable result for the client will, to the extent possible, be "undone" and then re-billed correctly. However, in many instances this is not possible due to the nature of the account type. In those situations, generally the client is awarded a billing credit, which reduces the next invoice(s) for the amount of the error.

Except as described below, erroneous trades that result in a benefit to the client (for example, failed to sell a security in a timely manner, security price subsequently increases and then position is sold, resulting in more gain for the client) will generally not be "undone". However, because this could result in undesirable tax consequences for the client, each such case will be reviewed with the client. When trade errors are identified and corrected prior to settlement (i.e. no Client funds were at risk), FWM will work with the executing broker and their custodian to determine whether they or the executing broker will retain any resulting gain or absorb any resulting loss as a result of the correction of the trade error. Generally, if related trade errors result in both gains and losses in your account, they may be netted.

Where TD Ameritrade is the custodian, TD Ameritrade will donate the amount of any gain to the Michael J. Fox Foundation for Parkinson's Research Care of: Focused For Fox. If a loss occurs, FWM will pay for the loss.

### **Research and Other Soft Dollar Benefits**

FWM does not have any soft dollar arrangements.

### **Economic Benefits**

FWM will be eligible for funds paid from Schwab to reimburse technology costs. These funds are received if and when FWM holds a certain threshold of Assets with Schwab and may give FWM an incentive to recommend that you maintain your account with Schwab based on our interest in receiving this benefit rather than based in on your interest in receiving the best value in custodial services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients.

## **Item 13 Review of Accounts**

The firm's investment modules are reviewed daily by a member of the Investment Management Committee. Investment Accounts are monitored on a quarterly or annual basis depending on the

Client. Reviews are completed by FWM's Investment Management Committee. Accounts will be reviewed more frequently as necessary to respond to significant changes in client circumstances or changes in market conditions. Triggering factors to warrant more in depth review could include the following;

- Awareness of a change in investment objective
- Change in market conditions
- Change in employment status
- Re-balancing of assets to maintain proper asset allocation
- Other activity discovered as the account is normally reviewed.

FWM periodically reviews reports provided to the client and contacts the client at least annually to review the client's financial situation and objectives. As a result of this contact, the firm may communicate information to the third party investment adviser as necessary. Clients are encouraged to notify FWM of any changes in their financial situation, investment objective or account restrictions.

Clients will receive written brokerage or custodial statements each month.

## **Item 14 Client Referrals and Other Compensation**

FWM has entered into written agreements with a third-party for the solicitation of advisory clients, through which FWM compensates the soliciting party for client referrals. The terms of these written arrangements are disclosed to the referred client in a Solicitors Disclosure Statement provided to the client by the solicitor at the time of solicitation, along with a copy of this FWM brochure, in compliance with Rule 206(4)-3 of the Advisers Act. FWM has a solicitors agreement with Vision Consultants, LLC. Individuals associated with this solicitor may provide client referrals to FWM for a fee.

Our firm receives economic benefit from Schwab in the form of the support products and services made available to our firm and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described above in Item 12 – Brokerage Practices. The availability of Schwab's products and services is not based on our firm giving particular investment advice, such as buying particular securities for our clients.

FWM may recommend/require that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of the Advisor's clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA account holder. [Advisor Firm] is independently owned and operated and not affiliated with Schwab. Schwab provides [Advisor Firm] with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services.



Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, 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.

FWM does not receive any other economic benefit from a non-client for the provision of advisory services to the firm's clients.

## **Item 15 Custody**

Other than the client authorized direct deductions of fees from accounts, FWM does not maintain or accept custody\* of client funds or securities.

\*Custody means holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them. *Rule 206(4)-2 Investment Advisers Act of 1940.*

## **Item 16 Investment Discretion**

FWM maintains limited discretionary authority over the selection and amount of securities to be bought or sold in client accounts, as well as the broker or dealer to be used to place such transactions, without obtaining prior consent or approval from clients. However, these purchases or sales may be subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by the firm.

Discretionary authority will only be authorized upon full disclosure to the client. The granting of such authority will be evidenced by the client's execution of an agreement containing all applicable limitations to such authority. All discretionary trades made by FWM will be in accordance with each client's investment objectives and goals.

FWM does maintain client accounts in which they do not exercise discretion and all recommendations can only be executed with the consent or approval of the client. These purchases and/or sales are also subject to specified investment objectives, guidelines, or limitations previously set forth by the client and agreed to by the firm.

## **Item 17 Voting Client Securities**

FWM will not vote, nor advise clients how to vote, proxies for securities held in client accounts. Clients may contact FWM with questions regarding a particular solicitation; however, the client maintains the authority and responsibility for the voting of these proxies. The firm and its clients agree to this by contract. Clients will receive such proxies or other similar solicitations directly from the transfer agent or other third party designee where applicable.

## **Item 18 Financial Information**

Under Rule 206(4)-4 of the Investment Advisers Act of 1940, investment advisers are required to disclose certain information about their business practices that might serve as material to the client's decision in choosing an investment adviser.

As of the date of this filing, FWM does not require the payment of more than \$1,200 in fees six months or more in advance or maintain any financial hardships or other conditions that might impair its ability to meet its contractual obligations to clients.