

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



## **POST OAK PRIVATE WEALTH ADVISORS**

ADVISORY, CONSULTING & INVESTMENT MANAGEMENT

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July 2, 2019

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This brochure provides information about the qualifications and business practices of Post Oak Private Wealth Advisors. Being registered as a registered investment adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at (281) 580-2100. 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 POST OAK PRIVATE WEALTH ADVISORS  
(CRD #159293) IS AVAILABLE ON THE SEC'S WEBSITE AT  
[WWW.ADVISERINFO.SEC.GOV](http://WWW.ADVISERINFO.SEC.GOV)**

## **Item 2: Material Changes**

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### **Annual Update**

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

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### **Material Changes since the Last Update**

Since the last update on January 25, 2019, the following changes have occurred:

- Assets under management have been updated in Item 4.
  - The brochure has been modified to reflect updated compliance language.
  - The firm is seeking SEC registration.
  - Services for additional platforms have been added.
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### **Full Brochure Available**

This Firm Brochure being delivered is the complete brochure for the Firm.

## Item 3: Table of Contents

### Form ADV – Part 2A – Firm Brochure

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## **Item 4: Advisory Business**

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### **Firm Description**

RMW Advisors, LLC dba Post Oak Wealth Advisors (“we”, “us”) is a Texas limited liability company formed in October 2011. It was subsequently registered as a Texas investment adviser. In July 2019 the firm was registered with the SEC. Robert Wyrick is the managing member of the firm.

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### **Types of Advisory Services**

#### PORTFOLIO MANAGEMENT

We offer discretionary and non-discretionary management on individualized portfolios for our clients. We work with each client to formulate an individualized portfolio based upon his/her objectives, time frame, risk parameters and other investment considerations. We use marketable securities that may include bonds, common stock (equities), options and treasury bonds. (Additional information about securities used their risks can be found under Item 8.) Our investment philosophy is to use principals of value, safety and quality to seek investment options globally. We place heavy emphasis on risk control, believing that avoiding losses allows appreciation potential of equities to be realized.

#### Discretionary

When the Client provides us discretionary authority the Client will sign a limited trading authorization or equivalent. We will have the authority to execute transactions in the account without seeking Client approval on each transaction.

#### Non-Discretionary

When the Client elects to use us on a non-discretionary basis, we will determine the securities to be bought or sold and the amount of the securities to be bought or sold. However, we will obtain prior Client approval on each and every transaction before executing any transaction. Each portfolio is designed to meet your individual needs, stated goals and objectives. Additionally, you have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

#### SEI Managed Accounts Solutions

Post Oak Private Wealth Advisors offers discretionary management services through a program sponsored by SEI Investments Management Corp (SIMC). SIMC has developed a standard managed account solutions (“MAS”), which program includes SEI’s distribution focused strategies, an integrated managed account solutions providing a tax overlay service (“Tax Management”) and a Goals Based Investing managed account solutions, consisting of MAS and Tax Management portfolios invested in accordance with SEI’s goals-based investment solutions and, may, in the future, develop additional managed account solutions (collectively, the “Managed Account Solutions”). Under this program, SIMC acts as a co-investment advisor to the Investor, along with Post Oak Private Wealth Advisors, pursuant to a tri-party investment management agreement executed among SIMC, Post Oak Private Wealth Advisors and each Investor investing assets into the Managed Account Solutions (the “Tri-party Agreement”). For each Managed Account Solutions, SIMC is responsible for developing managed account portfolios designed to be invested in accordance with a stated investment objective (the “Managed Account Portfolios”). For each Managed Account Portfolio, other than the Managed Account Portfolios implementing distribution-focused strategies (the “DFS Portfolios”), SIMC is solely responsible for screening, reviewing and selecting the various money managers and/or individual mutual funds and Other Assets available for selection by Advisors and their Investors designed to meet the specific

Managed Account Portfolio's stated investment objective or goal. For each DFS Portfolio, SIMC is responsible for selecting the SEI Funds and/or Other Assets underlying each DFS Portfolio and actively managing each Investor Account invested in a DFS Portfolio in accordance with the portfolio's investment objectives.

### **SEI Mutual Fund Models Program and SEI Funds**

Post Oak Private Wealth Advisors offers discretionary management services through a program sponsored by SEI Investments Management Corp (SIMC). SIMC has developed various model mutual fund asset allocation portfolios (the "Mutual Fund Models") designed to be invested in accordance with a stated investment objective or goal (the "Mutual Fund Models Program"). SIMC currently develops its Mutual Fund Models through two underlying programs, described in various SEI literature as either SEI's Institutional Mutual Fund models or SEI's Goals Based Investing models and, may in the future, develop additional mutual fund model programs. Each Mutual Fund Model's underlying portfolio allocation is generally comprised exclusively of mutual funds in the SEI family of funds ("SEI Funds"), which are each advised by SIMC. Pursuant to the Mutual Fund Models Program, SEI will make available its various Mutual Fund Models to Post Oak Private Wealth Advisors who, in turn, may assist Investors in determining into which Mutual Fund Models to invest their assets.

### **CO-ADVISOR ARRANGEMENT**

Post Oak Wealth Advisors may offer Clients the Morningstar Managed Portfolios program ("Program"). This Program is a discretionary investment advisory program offered by Morningstar Investment Services, Inc. ("MIS"), a federally registered investment advisor. MIS will delegate certain services to Post Oak Wealth Advisors such as assisting each Client in completing a questionnaire and other applicable account opening forms, determining suitability, meeting with the Client at least annually to obtain any changes in their financial situation and acting as liaison between MIS and the Post Oak Wealth Advisors Client. For these services, Post Oak Wealth Advisors will receive a portion of the fee paid by each Client participating in this Program. Post Oak Wealth Advisors will deliver the MIS Overview (Form ADV Part 2A and 2B), Privacy Notice and MIS' affiliate's ADV Part 2A and 2B, if applicable.

### **FINANCIAL PLANNING**

Financial Planning services typically focus on one or more specific areas such as financial and cash management, risk management, financial issues relating to divorce or death of a family member, insurance planning, estate planning, tax issues, retirement planning, educational funding, goal setting, or other needs identified by the client or by our review of the client's financial circumstances. Through discussion with the client and/or questionnaires, we will collect pertinent data; identify goals, objectives, financial concerns and potential solutions. We will present the client with a written analysis. Following the conclusion of the consulting services, we may make recommendations regarding implementation of the financial strategies discussed.

Clients are not obligated to follow any recommendations we may make or to implement any recommendations through us.

### **THIRD PARTY MANAGERS**

When deemed appropriate for the Client, we may recommend that Clients utilize the services of a Third Party Manager (TPM) to manage a portion of, or your entire portfolio. All

TPMs that we recommend must either be registered as investment advisers with the Securities and Exchange Commission or with the appropriate state authority(ies).

After gathering information about your financial situation and objectives, an Associated Person of our firm will make recommendations regarding the suitability of a TPM or investment style based on, but not limited to, your financial needs, investment goals, tolerance for risk, and investment objectives. Upon selection of a TPM(s), we will monitor the performance of the TPM(s) to ensure their performance and investment style remains aligned with your investment goals and objectives.

In such circumstances, Post Oak Private Wealth Advisors receives solicitor fees from the TPM. We act as the liaison between the Client and the TPM in return for an ongoing portion of the advisory fees charged by the TPM. We help the Client complete the necessary paperwork of the TPM, provides ongoing services to the Client. Ongoing services include but are not limited to:

1. Meet with the Client to discuss any changes in status, objectives, time horizon or suitability;
2. Update the TPM with any changes in Client status which is provided to Post Oak Private Wealth Advisors by the Client;
3. Review the statements provided by the TPM; and
4. Deliver the Form ADV Part 2, Privacy Notice and Solicitors Disclosure Statement of the TPM to the Client.

Post Oak Private Wealth Advisors will provide the TPM with any changes in Client status as provided to us by the Client and review the quarterly statements provided by the TPM. Post Oak Private Wealth Advisors will deliver the Form ADV Part 2, Privacy Notice and Solicitors Disclosure Statement of the TPM. Clients placed with TPM will be billed in accordance with the TPM's Fee Schedule which will be disclosed to the Client prior to signing an agreement. This is detailed in Item 10 of this brochure.

#### SEMINARS AND WORKSHOPS

Post Oak Private Wealth Advisors holds seminars and workshops to educate the public on different types of investments and the different services they offer. The seminars are educational in nature and no specific investment or tax advice is given.

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#### **Client Tailored Services and Client Imposed Restrictions**

Our services are individualized to each client. However, we generally do not allow clients to place restrictions on the types of securities held in their accounts.

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#### **Wrap Fee Programs**

Post Oak Private Wealth Advisors does not sponsor any wrap fee programs.

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#### **Client Assets under Management**

As of July 2, 2019, we manage \$100,813,846 in client assets on a discretionary basis and monitor \$1,298,627 with Third Party Investment Advisers.

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### **Item 5: Fees and Compensation**

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#### **Method of Compensation and Fee Schedule**

##### PORTFOLIO MANAGEMENT SERVICES

We offer Advisor Managed Portfolios with separate management fee and transaction charges. As such, in addition to an account management fee described below for advisory services, you will also pay separate per-trade transaction charges.

Post Oak Private Wealth Advisors charges an annual investment advisory fee based on the total assets under management as follows:

<b>Custodian Reported Value of Account</b>	<b>Management Fee</b>	<b>Monthly Fee</b>	<b>Negotiated Fee</b>
Up to \$1,000,000	1.50%	0.125%	
\$1,000,000 to \$2,000,000	1.35%	0.1125%	
\$2,000,000 to \$3,000,000	1.20%	0.1%	
\$3,000,000 to \$5,000,000	1.0%	0.083%	
\$5,000,000 +	0.85%	0.071%	

The management fee is calculated and collected monthly in arrears. At the conclusion of the last trading day of each month, we download the value of your account from its custodian. We use this value to calculate our management fee. We then debit our management fee from your account. Your management fee is negotiable based on account size, services offered and individual client circumstances.

The management fee is exclusive of brokerage commissions, transaction fees, and other related costs and expenses that are incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to our management fee and we do not receive any portion of these commissions, fees, and costs. For more information about our recommended brokerage practice please see Item 12.A.

A client may terminate the Investment Management Agreement for any reason at any time and, within the first five (5) business days after signing the contract, without any cost or penalty. Thereafter, the contract may be terminated at any time by giving ten (10) days written notice. Upon termination, fees will be prorated for the number of days that services were rendered on the Account's valuation as of the termination date. The written notice of termination must be sent to Post Oak Private Wealth Advisors, 1200 Smith St., Suite 1600, Houston, TX 77002. Upon our receipt of written notice of termination, the client will be charged a prorated amount of the management fee based on the number of days services were provided during the termination month. For example, if there are 30 days in a month and the service was cancelled 15 days into the month, the client will be charge 50% of the monthly management fee. (15 divided by 30 equals 50%)

#### SEI Managed Account Solutions and SEI Mutual Fund Models Program

For the SEI Managed Account Solutions program Post Oak Private Wealth Advisors charges an annual investment advisory fee based on the total assets under management as follows:

<b>Assets Under Management</b>	<b>Post Oak Private Wealth Advisors Annual Fee</b>	<b>Post Oak Private Wealth Advisors Quarterly Fee</b>
Up to \$1,000,000	1.00%	0.250%
\$1,000,001 to \$2,000,000	0.90%	0.225%
\$2,000,001 to \$3,000,000	0.80%	0.200%
\$3,000,001 to \$4,000,000	0.70%	0.175%
\$4,000,001 to \$5,000,000	0.60%	0.150%
Over \$5,000,000	0.50%	0.125%

The annual fee may be negotiable.



SIMC's advisory fee schedule for MAS range from .10% to 1.25%. Certain Clients may receive a fee discount, at the sole discretion of SIMC. These fees may be higher or lower than those charged by other investment advisors for similar services. SIMC may pay a portion of this fee to the portfolio manager acting as the account's Overlay Manager or retain the fee itself if it is serving as the Overlay Manager.

To the extent a Client's assets in MAS are invested in SEI Funds, SIMC and its affiliates will earn fund-level fees on those assets, as set forth in the applicable Fund's prospectus but SIMC will offset the fees set forth above on MAS assets invested in any SEI Fund.

#### Fees for SEI Funds

Each SEI Fund pays an advisory fee to SIMC that is based on a percentage of the portfolio's average daily net assets, as described in the mutual fund's prospectus. From such amount, SIMC pays the sub-advisor(s) to the fund. SIMC's fund advisory fee varies, but it typically ranges from .10% - 1.50% of the portfolio's average daily net assets for its advisory services. Affiliates of SIMC provide administrative, distribution and transfer agency services to all of the portfolios within the SEI Funds, as described in the SEI Funds' registration statements. These fees and expenses are paid by the SEI Funds but ultimately are borne by each shareholder of the SEI Funds. If a Client invests in a model available through the Mutual Fund Models Program, the Client will be charged the expense ratios of each of the SEI Funds included in the applicable model. Clients may have the option to purchase certain SEI investment products, including the SEI Funds, that SIMC recommends through other brokers or agents not affiliated with SIMC. Clients may also pay custody fees to SEI Private Trust Company ("SPTC") when their assets are custodied at SPTC. These fees will vary depending on the account balance and trade activity in the account. Clients can refer to their account application for specific information on SPTC custody fees.

Post Oak Private Wealth Advisors receives compensation as a result of a Client's participation in SIMC's programs. For assisting Clients in selecting appropriate Mutual Fund Models, Managed Account Portfolios or Custom Portfolios in accordance with the terms of Post Oak Private Wealth Advisors' advisory agreement and, if applicable Triparty Agreement, with such Clients and providing on-going account services, Post Oak Private Wealth Advisors will receive a fee payable from the Client's Account assets. Post Oak Private Wealth Advisors' fee will be calculated quarterly on the Client's Account balance and payable quarterly in arrears net of any income, withholding or other taxes. Post Oak Private Wealth Advisors' fee is separate from and in addition to SIMC's Investment Management Fee described above. Post Oak Private Wealth Advisors' fee and SIMC's Investment Management fee will be deducted by SPTC directly from the Client's account. Post Oak Private Wealth Advisors does not have the ability to directly deduct their advisory fee from the client account.

Clients may terminate their account within five (5) business days of signing the Investment Advisory Agreement with no obligation. For accounts closed mid-quarter, Post Oak Private Wealth Advisors will be entitled to a pro rata fee for the days service was provided in the final quarter. Client shall be given thirty (30) days prior written notice of any increase in fees. Any increase in fees will be acknowledged in writing by both parties before any increase in said fees occurs.

## CO-ADVISOR FEES

### **Morningstar Investment Services, Inc.**

Post Oak Wealth Advisors may offer Clients the Morningstar Managed Portfolios program ("Program"). This Program is a discretionary investment advisory program offered by Morningstar Investment Services, Inc. ("MIS"), a federally registered investment advisor. The Program is available to Clients through an arrangement MIS has with Post Oak Wealth Advisors. MIS will receive compensation for their investment advisory services provided under the Program as a percentage of assets. In addition, MIS will delegate certain services to Post Oak Wealth Advisors such as assisting each Client in completing a questionnaire and other applicable account opening forms, determining suitability, meeting with the Client at least annually to obtain any changes in their financial situation and acting as liaison between MIS and the Post Oak Wealth Advisors Client. For these services, the Post Oak Wealth Advisors will receive a portion of the fee paid by each Client participating in this Program. Program fee is charged quarterly either in advance based on the prior period's ending balance or in arrears based on the average daily balance for the applicable period. The fee will be disclosed to the Client in the Investment Advisory Agreement.

### **Mutual Fund Strategies (including the Active/Passive Strategies)**

The standard fee schedule for the Mutual Fund Strategies is:

	<b>First \$500K</b>	<b>Next \$500K</b>	<b>Next \$1MM</b>	<b>Over \$2MM</b>
MIS Fee	0.40%	0.35%	0.30%	0.20%
Post Oak Wealth Advisors	1.10%	1.05%	1.00%	0.90%
Total fee	1.50%	1.40%	1.30%	1.10%

Annual Minimum MIS Net Fee: \$200

Minimum Investment: \$50,000

### **ETF Strategies**

The standard fee schedule for the ETF Strategies is:

	<b>First \$1MM</b>	<b>Next \$4MM</b>	<b>Thereafter</b>
MIS Fee	0.30%	0.25%	0.20%
Post Oak Wealth Advisors	1.10%	1.00%	0.90%
Total fee	1.40%	1.25%	1.10%

Annual Minimum MIS Fee: \$150

Minimum Investment: \$50,000

### **Stock Basket Strategies**

The standard fee schedule for the Stock Basket Strategies is:

	<b>First \$1MM</b>	<b>Next \$4MM</b>	<b>Thereafter</b>
MIS Fee	0.55%	0.50%	0.45%
Post Oak Wealth Advisors	1.10%	1.00%	0.90%
Total fee	1.65%	1.50%	1.35%

Annual Minimum MIS Fee – Custom: \$1,375

Annual Minimum MIS Fee – Strategist: \$550

Minimum Investment – Custom: \$250,000

Minimum Investment – Strategist: \$100,000

## FINANCIAL PLANNING AND CONSULTING

Post Oak Private Wealth Advisors charges a fixed fee of no more than \$5,000 for financial planning. Prior to the planning process the Client will be provided an estimated plan fee.

Services are completed and delivered inside of thirty (30) days contingent upon timely delivery of all required documentation.

Fees for financial plans are due upon delivery of the completed plan.

Client may cancel within five (5) business days of signing Agreement with no obligation and without penalty. If the Client cancels after five (5) business days, any unpaid earned fees will be due to Post Oak Private Wealth Advisors. Post Oak Private Wealth Advisors reserves the right to waive the fee should the Client implement the plan through Post Oak Private Wealth Advisors.

### THIRD PARTY MANAGERS

Post Oak Private Wealth Advisors has entered into a Solicitor Agreement with Manning & Napier Advisors, LLC (Manning & Napier). Manning & Napier is a Registered Investment Advisor registered with the Securities and Exchange Commission that provides investment portfolio advice and supervisory services.

Manning & Napier offers is a provider of discretionary portfolio management services. The fee will be disclosed to the Client in the Investment Advisory Agreement and are negotiable. Client will pay Post Oak Private Wealth Advisors 0.25% annually for accounts managed by Manning & Napier.

Manning & Napier fee for these services will be based on a percentage of assets under management as follows:

Tier 1 – for accounts with a market value less than \$500,000 the annual fee schedule is:

1.25% of the first	\$250,000
1.00% of the market value in excess of	\$250,000
Minimum account size of	\$250,000
Minimum annual fee of	\$3,125

Tier 2 – for account at or over \$500,000 the annual fee schedule is:

0.85% of the first	\$2,000,000
0.60% of the market value in excess of	\$2,000,000

Exeter Trust Company

Assets Under Management	Annual Fee
First \$3 million	1.25%
Next \$3 million	1.0%
Next \$4 million	0.80%
Over \$10 million	0.50%

\*Minimum fee of \$400 per year.

Fees will be paid quarterly in advance. Fees pro-rata for the period from the Commencement Date through the first three-month billing date shall be billed within 60 days after the Commencement Date; and thereafter fees shall be billed on a calendar quarter basis within 60 days after reaching each three-month billing date.

### **Morningstar Investment Services, LLC**

Post Oak Private Wealth Advisors may offer clients the Morningstar Managed Portfolios program ("Program"). This Program is a discretionary investment advisory program offered by Morningstar Investment Services, LLC ("MIS"), a federally registered investment advisor. MIS will delegate certain services to Post Oak Private Wealth Advisors such as assisting each client in completing a questionnaire and other applicable account opening forms, determining suitability, meeting with the client at least annually to obtain any changes in their financial situation and acting as liaison between MIS and the Post Oak Private Wealth Advisors client. For these services, Post Oak Private Wealth Advisors will receive a portion of the fee paid by each client participating in this Program. Post Oak Private Wealth Advisors will deliver the MIS Overview (Form ADV Part 2A and 2B) and Privacy Notice.

For these services, the Post Oak Private Wealth Advisors will receive a portion of the fee paid by each client participating in this Program. Program fee is charged quarterly in advance based on the prior period's ending balance for the applicable period. The fee will be disclosed to the client in the Investment Advisory Agreement.

### **Account Minimums**

The following schedules reflects the annual Total Fee that will be charged to Participating Clients quarterly. The base pricing schedule listed below reflects the maximum amounts that may be charged to each Participating Client:

#### **Mutual Fund Strategies**

Account Assets	MIS Annual Fee	Post Oak Private Wealth Advisors Annual Fee	Total Annual Fee
First \$500k	0.40%	1.10%	1.50%
Next \$500k	0.35%	1.05%	1.40%
Next \$1MM	0.30%	1.00%	1.30%
Over \$2MM	0.20%	0.90%	1.10%

Annual Minimum MIS Advisory Fee: \$200

#### **Select Stock Basket Strategy**

Account Assets	MIS Annual Fee	Post Oak Private Wealth Advisors Annual Fee	Total Annual Fee
First \$1MM	0.55%	1.10%	1.65%
Next \$4MM	0.50%	1.10%	1.60%
Thereafter	0.45%	1.10%	1.55%

Annual Minimum MIS Advisory Fee (Custom Series): \$1,375

Annual Minimum MIS Advisory Fee (Strategist Series): \$550

#### **ETF only Strategies**

Account Assets	MIS Annual Fee	Post Oak Private Wealth Advisors Annual Fee	Total Annual Fee
First \$1MM	0.30%	1.10%	1.40%
Next \$4MM	0.25%	1.10%	1.35%
Thereafter	0.20%	1.10%	1.30%

Annual Minimum MIS Advisory Fee: \$150

To compensate Post Oak Private Wealth Advisors for performing the services described, each participating client will be charged an annual fee on a quarterly basis ("Advisory Firm Fee"). The Advisory Firm Fee charged for a specific Participating Client Account will be reflected in the Account opening documentation.

## SEMINARS AND WORKSHOPS

Post Oak Private Wealth Advisors does not charge a fee for attendance to these seminars.

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### **Client Payment of Fees**

Investment management fees are debited monthly in arrears, meaning that we debit you after the billing period. Fees are usually deducted from a designated Client account to facilitate billing. The Client must consent in advance to direct debiting of their investment account.

Fees for financial plans are due upon delivery of the completed plan.

Post Oak Private Wealth Advisors, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with Clients, etc.).

If a client is utilizing a TPM, they pay the TPM's investment advisory fees. Prior to signing an investment advisory agreement, the method of payment will be disclosed in the TPM's Form ADV Part 2.

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### **Additional Client Fees Charged**

Custodians may charge transaction fees on purchases or sales of certain mutual funds, equities, and exchange-traded funds. These charges may include mutual fund transaction fees, postage and handling and miscellaneous fees.

For more details on the brokerage practices, see Item 12 of this brochure.

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### **Prepayment of Client Fees**

Post Oak Private Wealth Advisors does not require any prepayment of fees.

If the Client cancels after five (5) business days, any unearned fees will be refunded to the Client, or any unpaid earned fees will be due to Post Oak Private Wealth Advisors.

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### **External Compensation for the Sale of Securities to Clients**

Investment Advisor Representatives of Post Oak Private Wealth Advisors receive external compensation sales of investment related products such as insurance as licensed insurance agents. From time to time, they will offer clients services from those activities. Less than 1% of their compensation is from external compensation.

This represents a conflict of interest because it gives an incentive to recommend products based on the commission received. As an insurance agent, Investment Advisor Representatives do not charge advisory fees for the services offered through insurance carriers. This conflict is mitigated by disclosures, procedures, and Post Oak Private Wealth Advisors' fiduciary obligation to place the best interest of the Client first and Clients are not required to purchase any products or services. Clients have the option to purchase these products through another insurance agent of their choosing.

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

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### **Sharing of Capital Gains**

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client) or provide side by side management.

## Item 7: Types of Clients

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### Description

We offer our services to individuals, institutions, pension and profit sharing plans, trusts, estates, and corporations or other business entities. We require a minimum account size of \$50,000 for our portfolio management services. We may aggregate related accounts in the same household to meet account minimums. Also account minimums may be negotiated, reduced or waived at our discretion.

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

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### Methods of Analysis

We use various methods of security analysis to help us manage client investment account(s). These may include one or more of the following:

**Fundamental Analysis** - Fundamental analysis is a technique that attempts to determine a security's value by focusing on underlying factors that affect a company's *actual* business and its future prospects. The analysis is performed on historical and present data. On a broader scope, one can perform fundamental analysis on industries or the economy as a whole. The term refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

**Technical Analysis** - Technical Analysis is a method of evaluating securities by analyzing statistics generated by market activity, such as past prices and volume. Technical analysts do not attempt to measure a security's intrinsic value, but instead use charts and other tools to identify patterns that can suggest future activity.

We use various sources of information to help us manage your investment account(s). These include:

- Financial newspapers and magazines
- Research materials prepared by others
- Corporate rating services
- Annual reports, company financial statements, prospectuses and filings with the Securities and Exchange Commission
- Company press releases
- Financial news media, including televised and Web-based
- Contact with investment company representatives

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### Investment Strategy

We use several types of securities in our clients' accounts. These securities may include, but are not limited to, the following: Bonds and other corporate debt instruments; Exchange Traded Funds; Mutual Funds such as Large Cap Growth, Large Cap Value, Mid Cap Growth, Mid Cap Value, Small Cap Growth, Index, Leveraged, Inverse and Small Cap Value; Government Debt instruments including Treasury Bills and Municipal securities; Stocks; Preferred Stock; High Yield Debt; Domestic Fixed Income; Options; Money Market Funds and Cash.

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### Security Specific Material Risks

All investments bear different types and degrees of risk and **investing in securities involves risk of loss that clients should be prepared to bear**. While we use investment strategies that are designed to provide appropriate investment diversification, some

investments have significantly greater risks than others. Obtaining higher rates of return on investments entails accepting higher levels of risk. Recommended investment strategies seek to balance risks and rewards to achieve investment objectives. A client needs to ask questions about risks he/she does not understand, we would be pleased to discuss them.

We strive to render its best judgment on behalf of our clients. Still, we cannot assure or guarantee clients that investments will be profitable or assure that no losses will occur in an investment portfolio. Past performance is an important consideration with respect to any investment or investment adviser but is not a reliable predictor of future performance. We continuously strive to provide outstanding long-term investment performance, but many economic and market variables beyond its control can affect the performance of an investment portfolio.

An investment could lose money over short or even long periods. A client should expect his/her account value and returns to fluctuate within a wide range, like the fluctuations of the overall stock and bond markets. A client's account performance could be hurt by:

- **Stock market risk:** The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.
- **Interest rate risk:** The chance that bond prices overall will decline because of rising interest rates.
- **Manager risk:** The chance that the proportions allocated to the various securities will cause the client's account to underperform relevant to benchmarks or other accounts with a similar investment objective.
- **International investing risk:** Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, as well as regulatory and financial reporting standards, that differ from those of the U.S.
- **Active management fees risk:** Active management strategies that involve frequent trading generate higher transaction costs that diminish the fund's return. In addition, the short-term capital gains resulting from frequent trades often have an unfavorable income tax impact when such funds are held in a taxable account.
- **Leveraged and inverse fund risks:** A number of factors may hinder a leveraged or inverse fund's ability to achieve correlation with its benchmark index, including fees, expenses, transaction costs, use of margin or other leveraged investment techniques, index rebalancing, and other factors described in the prospectus. The effects of leverage and compounding, however, are the two primary reasons why the return of an index over the specified rebalancing period does not translate into the return of a leveraged or inverse fund held for *longer* than the rebalancing period (and, remember, a leveraged or inverse fund does not typically *attempt* to track an index over any period longer than the rebalancing period, which is most commonly

one day). Compounding and leverage are likely to have a significant effect on long-term performance, whether positive or negative. This is one reason why a leveraged or inverse fund that closely tracks the daily performance of an index will not necessarily track the long-term performance of that index. When held for longer than one day, a leveraged or inverse fund that seeks to achieve a multiple of the daily return of a benchmark index can even have negative performance over a period in which the benchmark index achieved positive returns. This divergence tends to be particularly pronounced in volatile markets, but can also occur in relatively "flat" markets.

- **Options Risk:** Like other securities - including stocks, bonds, and mutual funds - options carry no guarantees, and a person must be aware that it is possible to lose all of the principal he/she invests, and sometimes more. As an option holder, a person risks the entire amount of the premium he/she paid pay. But as an options writer, a person takes on a much higher level of risk. For example, if a person writes an uncovered call, he/she faces unlimited potential loss, since there is no cap on how high a stock price can rise. However, since initial options investments usually requires less capital than equivalent stock positions, a potential cash losses as an options investor are usually smaller than if someone bought the underlying stock or sold the stock short. The exception to this general rule occurs when an option is used to provide leverage: Percentage returns are often high, but it is important to remember that percentage losses can be high as well.

## **Item 9: Disciplinary Information**

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### **Criminal or Civil Actions**

Post Oak Private Wealth Advisors and its management have not been involved in any criminal or civil action.

### **Administrative Enforcement Proceedings**

Post Oak Private Wealth Advisors and its management have not been involved in administrative enforcement proceedings.

### **Self-Regulatory Organization Enforcement Proceedings**

Post Oak Private Wealth Advisors and its management have not been involved in legal or disciplinary events that are material to a Client's or prospective Client's evaluation of Post Oak Private Wealth Advisors or the integrity of its management.

## **Item 10: Other Financial Industry Activities and Affiliations**

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### **Broker-Dealer or Representative Registration**

Post Oak Private Wealth Advisors is not registered as a broker- dealer and no affiliated representatives of Post Oak Private Wealth Advisors are registered representatives of a broker-dealer.

### **Futures or Commodity Registration**

Neither Post Oak Private Wealth Advisors nor its affiliated representatives are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or a commodity trading advisor.



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**Material Relationships Maintained by this Advisory Business and Conflicts of Interest**

Managing Member Robert Wyrick has a financial affiliated business as an insurance agent with RMW Advisors, LLC dba Post Oak Private Wealth Advisors. Approximately 5% of his time is spent on this activity. He may offer Clients services from this activity. As an insurance agent, he may receive separate yet typical compensation.

This practice represents a conflict of interest because it gives an incentive to recommend products based on the commission amount received. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to place the best interest of the Client first and the Clients are not required to purchase any products. Clients have the option to purchase these products through another insurance agent of their choosing.

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**Recommendations or Selections of Other Investment Advisors and Conflicts of Interest**

Post Oak Private Wealth Advisors solicits the services of TPM's to manage Client accounts, when appropriate. In such circumstances, Post Oak Private Wealth Advisors receives solicitor fees from the TPM. Post Oak Private Wealth Advisors acts as the liaison between the Client and the TPM in return for an ongoing portion of the advisory fees charged by the TPM. Post Oak Private Wealth Advisors is responsible for:

- helping the Client complete the necessary paperwork of the TPM;
- providing ongoing services to the Client;
- updating the TPM with any changes in Client status which is provide to Post Oak Private Wealth Advisors by the Client;
- reviewing the quarterly statements provided by the TPM; and
- delivering the Form ADV Part 2, Privacy Notice and Solicitors Disclosure Statement of the TPM to the Client.

Clients placed with TPM will be billed in accordance with the TPM's fee schedule which will be disclosed to the Client prior to signing an agreement. When referring Clients to a TPM, the Client's best interest will be the main determining factor of Post Oak Private Wealth Advisors.

These practices represent conflicts of interest because Post Oak Private Wealth Advisors is paid a Solicitor Fee for recommending the TPM and may choose to recommend a particular TPM based on the fee Post Oak Private Wealth Advisors is to receive. This conflict is mitigated by disclosures, procedures and the firm's fiduciary obligation to act in the best interest of his Clients. Clients are not required to accept any recommendation of TPM given by Post Oak Private Wealth Advisors and have the option to receive investment advice through other money managers of their choosing.

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

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**Code of Ethics Description**

Our Code of Ethics establishes ideals for ethical conduct upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

Our Code of Ethics covers all supervised persons and it describes its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions

relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended.

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**Investment Recommendations Involving a Material Financial Interest and Conflict of Interest**

We do not have a material interest in any securities.

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**Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest**

Our owner, Mr. Wyrick, may, from time to time, buy or sell for his own accounts securities that are the same as, similar to, or different than those that his clients purchase or sell. Differences can arise due to variations in personal goals, investment horizons, risk tolerance, and the timing of purchases and sales. The securities traded are typically broadly traded, large scale securities (not penny stocks) and/or mutual funds in which proprietary trades will not affect market prices. Nonetheless, client transactions will precede those orders placed for any proprietary trades. Mr. Wyrick is aware of his fiduciary duty to his clients and the prohibitions against the use of any insider information. We keep records of all associates' proprietary trading activities and make them available to regulators to review on the premises. Whenever we deem that there may appear to be a conflict of interest, we will inform affected clients of the holdings involved prior to placing any orders.

It is our policy that we will not affect any principal or agency cross securities transactions for client accounts. We will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

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**Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest**

Post Oak Private Wealth Advisors does not maintain a firm proprietary trading account and does not have a material financial interest in any securities being recommended and therefore no conflicts of interest exist. However, affiliated persons may buy or sell securities at the same time they buy or sell securities for Clients. In order to mitigate conflicts of interest such as front running, affiliated persons are required to disclose all reportable securities transactions as well as provide Post Oak Private Wealth Advisors with copies of their brokerage statements.

The Chief Compliance Officer of Post Oak Private Wealth Advisors is Robert Wyrick. He reviews all employee trades each quarter. The personal trading reviews ensure that the personal trading of affiliated persons does not affect the markets and that Clients of the firm receive preferential treatment over associated persons' transactions.

## Item 12: Brokerage Practices

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### Factors Used to Select Broker-Dealers for Client Transactions

Post Oak Private Wealth Advisors Post Oak Private Wealth Advisors may recommend the use of a particular broker-dealer such as TD Ameritrade Institutional is a Division of TD Ameritrade, Inc., Member FINRA/SIPC ("TD Ameritrade"), an unaffiliated SEC-registered broker-dealer and FINRA member or may utilize a broker-dealer of the Client's choosing. Post Oak Private Wealth Advisors will select appropriate brokers based on a number of factors including but not limited to their relatively low transaction fees and reporting ability. Post Oak Private Wealth Advisors relies on its broker to provide its execution services at the best prices available. Lower fees for comparable services may be available from other sources. Clients pay for any and all custodial fees in addition to the advisory fee charged by Post Oak Private Wealth Advisors.

Post Oak Private Wealth Advisors participates in the TD Ameritrade Institutional program. TD Ameritrade is an independent SEC-registered broker-dealer and is not affiliated with Post Oak Private Wealth Advisors. TD Ameritrade offers to independent investment Advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Post Oak Private Wealth Advisors receives some benefits from TD Ameritrade through its participation in the program. (Please see the disclosure under Item 14).

- *Directed Brokerage*

In circumstances where a Client directs Post Oak Private Wealth Advisors to use a certain broker-dealer, Post Oak Private Wealth Advisors still has a fiduciary duty to its Clients. The following may apply with Directed Brokerage: Post Oak Private Wealth Advisors inability to negotiate commissions, to obtain volume discounts, there may be a disparity in commission charges among Clients and conflicts of interest arising from brokerage firm referrals. The firm may be unable to achieve most favorable execution of client transactions, and this practice may cost clients more money.

- *Best Execution*

Investment advisors who manage or supervise Client portfolios have a fiduciary obligation of best execution. The determination of what may constitute best execution and price in the execution of a securities transaction by a broker involves a number of considerations and is subjective. Factors affecting brokerage selection include the overall direct net economic result to the portfolios, the efficiency with which the transaction is affected, the ability to effect the transaction where a large block is involved, the operational facilities of the broker-dealer, the value of an ongoing relationship with such broker and the financial strength and stability of the broker. The firm does not receive any portion of the trading fees.

- *Soft Dollar Arrangements*

"Soft dollars" are defined as a form of payment investment firms can use to pay for goods and services such as news subscriptions or research. When an investment firm gives its business to a particular brokerage firm, the brokerage firm in return can agree to use some of its revenue to pay for these types of services. We may receive some benefits from TD Ameritrade Institutional that include assistance with practice management and assistance with the management of client accounts, including but not limited to:

- a) receipt of duplicate client confirmations;

- b) receipt of duplicate client statements;
- c) access to a trading desk serving investment adviser firm participants exclusively, and providing research, pricing information, and other market data;
- d) access to the investment advisor portion of their web sites which includes practice management articles, compliance updates, and other financial planning related information and research materials (including, for example, rating reports on individual companies from Standard and Poor's or other sources);
- e) access to other vendors (such as insurance or compliance providers, software providers or providers of research or other materials) on a discounted fee or free basis through discounts arranged by the custodians;
- f) permitting us to access an electronic communication network for client order entry and to access clients' account information and which may otherwise assist us with our back-office functions, including recordkeeping and client reporting; and
- g) conferences that our associated persons may attend (with no registration fees) and receive education on issues such as practice management, marketing, investment theory, financial planning, business succession, regulatory compliance, and information technology.

Participation in the custodian's programs also provides access to certain mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. The benefits received through participation in the custodian's programs may depend upon the amount of transactions directed to, or amount of assets placed in custody with TD Ameritrade Institutional. Generally, many of these services may be utilized to service all or a substantial number of clients' accounts. Educational, research, or other services provided by custodian or mutual fund companies may benefit all of our clients, or only some.

- *Brokerage for Client Referrals*

We do not receive client referrals or any other incentive from any custodian or any third party.

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### **Aggregating Securities Transactions for Client Accounts**

Generally, we will aggregate orders with respect to the same security purchased for different clients. When orders are aggregated, each participating account receives the average share price for the transaction and bears a proportionate share of all transaction costs, based upon each account's participation in the transaction, subject to our discretion depending on factual or market conditions. Clients participating in block trading may include proprietary or related accounts. Such accounts are treated as client accounts and are neither given preferential nor inferior treatment versus other client accounts. Allocations of orders among client accounts must be made in a fair and equitable manner.

## **Item 13: Review of Accounts**

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### **Schedule for Periodic Review of Client Accounts or Financial Plans and Advisory Persons Involved**

Mr. Wyrick reviews the general holdings of the firm's portfolios on a bi-weekly basis. In addition to these reviews, Mr. Wyrick meets with clients on an annual basis to discuss and review their accounts.

Financial plans generated are updated as requested by the Client and pursuant to a new or amended agreement, Post Oak Private Wealth Advisors suggests updating at least annually.

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### **Review of Client Accounts on Non-Periodic Basis**

Additional reviews are conducted periodically depending on market conditions, economic or political events, or by changes in a client's financial situation (such as retirement, termination of employment, physical move or inheritance).

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### **Content of Client Provided Reports and Frequency**

Clients receive quarterly statements from their custodian. We urge clients to carefully review such statements. In addition to the quarterly statements from the account custodians, each client receives online access to his or her account through TD Ameritrade's website, which contains account holdings and balance information.

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

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### **Economic Benefits Provided to the Advisory Firm from External Sources and Conflicts of Interest**

Post Oak Private Wealth Advisors receives a portion of the annual management fees collected by the TPM(s) to whom Post Oak Private Wealth Advisors refers Clients.

This situation creates a conflict of interest because Post Oak Private Wealth Advisors and/or its Investment Advisor Representative have an incentive to decide what TPMs to use because of the higher solicitor fees to be received by Post Oak Private Wealth Advisors. However, when referring Clients to a TPM, the Client's best interest will be the main determining factor of Post Oak Private Wealth Advisors.

As disclosed under Item 12 above, Post Oak Private Wealth Advisors participates in TD Ameritrade's institutional customer program and Post Oak Private Wealth Advisors may recommend TD Ameritrade to Clients for custody and brokerage services. There is no direct link between Post Oak Private Wealth Advisors' participation in the program and the investment advice it gives to its Clients, although Post Oak Private Wealth Advisors receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Post Oak Private Wealth Advisors participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Post Oak Private Wealth Advisors by third party vendors.

TD Ameritrade may also have paid for business consulting and professional services received by Post Oak Private Wealth Advisors' related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Post Oak Private Wealth Advisors but may not benefit its Client accounts. These products or services may assist Post Oak Private Wealth Advisors in managing and administering Client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Post Oak Private Wealth Advisors manage and further develop its business enterprise. The benefits received by Post Oak Private Wealth Advisors or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to Clients, Post Oak Private Wealth Advisors endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Post Oak Private Wealth Advisors or its related persons in and of itself creates a conflict of interest and may indirectly influence the Post Oak Private Wealth Advisors' choice of TD Ameritrade for custody and brokerage services.

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#### **Advisory Firm Payments for Client Referrals**

We do not pay for client referrals or use solicitors.

### **Item 15: Custody**

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#### **Account Statements**

All client funds, securities and accounts are held at third-party custodians. We do not take possession of a client's securities. However, the client will be asked to authorize us with the ability to deduct fees directly from the client's account. This authorization will be to deduct our management fee only. A client may object to the deduction of our fees from the Account by notifying us at the address or telephone number shown on each billing invoice or by notifying client's custodian. The client's custodian shall also send a quarterly statement indicating the amount of fees withdrawn from the client's Account.

Clients should receive quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. We urge clients to carefully review such statements.

### **Item 16: Investment Discretion**

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#### **Discretionary Authority for Trading**

If applicable, Client will authorize us discretionary authority, via the advisory agreement, to determine, without obtaining specific Client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. If applicable, Client will authorize us discretionary authority to execute selected investment program transactions as stated within the Investment Advisory Agreement. If however, consent for discretion is not given, we will obtain prior Client approval before executing each transaction.

We allow Client's to place certain restrictions, as outlined in the Client's Investment Policy Statement or similar document. Such restrictions could include only allowing purchases of socially conscious investments. These restrictions must be provided to us in writing.

The Client approves the custodian to be used and the commission rates paid to the custodian. We do not receive any portion of the transaction fees or commissions paid by the Client to the custodian.

## **Item 17: Voting Client Securities**

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### **Proxy Votes**

Post Oak Private Wealth Advisors does not vote proxies on securities. Clients are expected to vote their own proxies. The Client will receive their proxies directly from the custodian of their account or from a transfer agent.

When assistance on voting proxies is requested, Post Oak Private Wealth Advisors will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client.

## **Item 18: Financial Information**

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### **Balance Sheet**

A balance sheet is not required to be provided because Post Oak Private Wealth Advisors does not serve as a custodian for Client funds or securities and Post Oak Private Wealth Advisors does not require prepayment of fees of more than \$1,200 per Client and six months or more in advance.

### **Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients**

Post Oak Private Wealth Advisors has no condition that is reasonably likely to impair our ability to meet contractual commitments to our Clients.

### **Bankruptcy Petitions during the Past Ten Years**

Post Oak Private Wealth Advisors has not had any bankruptcy petitions in the last ten years.