

PWA Financial

Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of PWA Financial. If you have any questions about the contents of this brochure, please contact us at (877) 576-4248 or by email at: mc@pwafinancial.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about PWA Financial is also available on the SEC's website at www.adviserinfo.sec.gov. PWA Financials' CRD number is: 165369

503 E Washington Ave. Suite 1B,
Newtown, PA 18940
(215) 710-0737 (phone)
(877) 576-7242 (fax)
www.pwafinancial.com
mc@pwafinancial.com
kc@pwafinancial.com

Registration does not imply a certain level of skill or training.

Version Date: 02/21/2024

Item 2: Material Changes

The material changes in this brochure from the last annual updating amendment of PWA on 03/01/2023, are described below. Material changes relate to PWA's policies, practices or conflicts of interest.

- PWA has added Selection of Other Adviser services and fees. (Items 4, 5, 8, 10, and 14)
- PWA has replaced TD Ameritrade as custodian with Charles Schwab & Co., Inc., due to its acquisition of TD Ameritrade. (Items 4, 12 and 14)

Item 3: Table of Contents

Item 1: Cover Page	
Item 2: Material Changes.....	2
Item 3: Table of Contents.....	3
Item 4: Advisory Business.....	6
A. Description of the Advisory Firm.....	6
B. Types of Advisory Services	7
C. Client Tailored Services and Client Imposed Restrictions	7
D. Wrap Fee Programs	8
E. Amounts Under Management	8
Item 5: Fees and Compensation.....	8
A. Fee Schedule	8
B. Payment of Fees	9
C. Clients Are Responsible for Third Party Fees.....	10
D. Prepayment of Fees.....	10
E. Outside Compensation for the Sale of Securities to Clients	10
Item 6: Performance-Based Fees and Side-By-Side Management	10
Item 7: Types of Clients	10
Item 8: Methods of Analysis, Investment Strategies, and Risk of Investment Loss.....	11
A. Methods of Analysis and Investment Strategies.....	11
B. Material Risks Involved	11
C. Risks of Specific Securities Utilized.....	12
Item 9: Disciplinary Information	14
A. Criminal or Civil Actions.....	14
B. Administrative Proceedings.....	14
C. Self-regulatory Organization (SRO) Proceedings	14
Item 10: Other Financial Industry Activities and Affiliations	14
A. Registration as a Broker/Dealer or Broker/Dealer Representative	14
B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor	14
C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests	14
D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections.....	15
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	15
A. Code of Ethics	15
B. Recommendations Involving Material Financial Interests.....	15
C. Investing Personal Money in the Same Securities as Clients	16
D. Trading Securities At/ Around the Same Time as Clients' Securities	16

Form ADV 2A Version: 2/21/2024

Item 12: Brokerage Practices	16
A. Factors Used to Select Custodians and/or Broker/Dealers	16
B. Aggregating (Block) Trading for Multiple Client Accounts.....	17
Item 13: Reviews of Accounts.....	17
A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews	17
B. Factors That Will Trigger a Non-Periodic Review of Client Accounts	17
C. Content and Frequency of Regular Reports Provided to Clients	17
Item 14: Client Referrals and Other Compensation.....	18
A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes) 18	
B. Compensation to Non – Advisory Personnel for Client Referrals	19
Item 15: Custody	19
Item 16: Investment Discretion.....	19
Item 17: Voting Client Securities (Proxy Voting)	19
Item 18: Financial Information.....	20
A. Balance Sheet.....	20
B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients	20
C. Bankruptcy Petitions in Previous Ten Years	20

Item 4: Advisory Business

A. Description of the Advisory Firm

PWA Financial is a Limited Liability Company organized in the state of Pennsylvania. The firm was formed in January 2013, and the principal owners are Michael David Carlucci and Kenneth Charles Coniglio.

PWA Financial is a financial advisory services firm located in the Newtown-Yardley area of Lower Bucks County Pennsylvania offering investment management and strategic planning services for moderate to high-net-worth individuals, their families, and their businesses throughout the Delaware Valley.

PWA Financial believes that effective investment management starts with a comprehensive client profiling process designed to clearly identify each individual's goals, time horizon, tolerance for risk and prior investment experience. Once an investor profile is developed a simple Investment Policy Statement is created, which after being agreed upon, becomes the foundation for the investment process.

PWA Financial incorporates the traditional "Modern Portfolio Theory" of Asset Allocation and the Efficient Frontier in executing each client's investment policy. Portfolios are built using traditional publicly traded investment instruments such as: individual common stock, Government and Agency Bonds, Corporate Bonds, Municipal Bonds, Mutual Funds – closed and open ended, and Exchange Trade Funds (ETF).

The firm believes that true diversification will often incorporate the use of non-traditional and alternative asset classes for certain clients. These products will include publicly and non-publicly traded: long/short and hedged equity strategies, managed futures products, opportunistic fixed income, REITS, and separately managed accounts.

All client advisory relationships are fee based and the firm offers a variety of traditional proprietary SMA (separately managed accounts) including: All Cap Value, Large Cap Growth, and Global Allocation strategies, and most are offered in equity as well as balanced versions. The firm utilizes the services of outside sub-advisors for the management of certain specialized investment strategies. The firm also offers managed mutual fund strategies which can be incorporated for accounts as small as \$5,000 in value.

The firm's primary custodian will be Charles Schwab & Co., Inc. ("Schwab"). Schwab will be responsible for all custody services, monthly account statements and client billing, and year-end tax reporting. All performance reporting will be provided through Evestnet/Tamarac.

B. Types of Advisory Services

PWA Financial (hereinafter “PWA”) offers the following services to advisory clients:

Investment Supervisory Services

PWA offers ongoing portfolio management services based on the individual goals, objectives, time horizon, and risk tolerance of each client. PWA creates an Investment Policy Statement for each client, which outlines the client’s current situation (income, tax levels, and risk tolerance levels) and then constructs a plan to aid in the selection of a portfolio that matches each client’s specific situation. Investment Supervisory Services include, but are not limited to, the following:

- Investment strategy
- Asset allocation
- Risk tolerance
- Personal investment policy
- Asset selection
- Regular portfolio monitoring

PWA evaluates the current investments of each client with respect to their risk tolerance levels and time horizon. PWA will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. Risk tolerance levels are documented in the Investment Policy Statement, which is given to each client.

Selection of Other Advisers

PWA may direct clients to third-party investment advisers. Before selecting other advisers for clients, PWA will verify that all recommended advisers are properly licensed, notice filed, or exempt in the states where PWA is recommending the adviser to clients.

Services Limited to Specific Types of Investments

PWA generally limits its money management to mutual funds, equities, bonds, fixed income, debt securities, ETFs, REITs, private placements, and government securities. PWA may use other securities as well to help diversify a portfolio when applicable.

C. Client Tailored Services and Client Imposed Restrictions

PWA offers the same suite of services to all of its clients. However, specific client financial plans and their implementation are dependent upon the client Investment Policy Statement which outlines each client’s current situation (income, tax levels, and risk tolerance levels) and is used to construct a client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients may impose restrictions in investing in certain securities or types of securities in accordance with their values or beliefs. However, if the restrictions prevent PWA from

properly servicing the client account, or if the restrictions would require PWA to deviate from its standard suite of services, PWA reserves the right to end the relationship.

D. Wrap Fee Programs

A wrap fee program is an investment program where the investor pays one stated fee that includes management fees, transaction costs, fund expenses, and any other administrative fees. PWA does not participate in any wrap fee programs.

E. Amounts Under Management

PWA has the following assets under management:

Discretionary Amounts:	Non-discretionary Amounts:	Date Calculated:
\$232,450,738.00	\$0.00	December 2023

Item 5: Fees and Compensation

A. Fee Schedule

Investment Supervisory Services Fees

Total Assets Under Management	Annual Fee
\$1 - \$499,999	1.90%
\$500,000 - \$999,999	1.50%
\$1,000,000 - Above	1.00%

**PWA will consider tier pricing on an exception basis*

Lower fees for comparable services may be available.

These fees are negotiable depending upon the needs of the client and complexity of the situation, and the final fee schedule is attached as Exhibit II of the Investment Advisory Contract. Fees are paid monthly in advance, and clients may terminate their contracts with thirty days' written notice. Advisory fees are withdrawn directly from the client's accounts with client written authorization.

Refunds are given on a prorated basis, based on the number of days remaining in a month at the point of termination. Fees that are collected in advance will be refunded based on the prorated amount of work completed up to the day of termination within the month terminated. The fee refunded will be the balance of the fees collected in advance minus

Form ADV 2A Version: 2/21/2024

the daily rate* times the number of days in the month up to and including the day of termination. (*The daily rate is calculated by dividing the monthly AUM fee by the number of days in the termination month). Clients may terminate their contracts without penalty, for full refund, within 5 business days of signing the advisory contract.

Because client fees will be withdrawn directly from client accounts, this advisor must:

(A) Possess written authorization from the client to deduct advisory fees from an account held by a qualified custodian. (B) Send the qualified custodian written notice of the amount of the fee to be deducted from the client's account. (C) Send the client an itemized invoice including any formulae used to calculate the fee, the time period covered by the fee, and the amount of assets under management on which the fee was based.

Selection of Other Advisers Fees

PWA may direct clients to third-party investment advisers. PWA will receive its standard fee on top of the fee paid to the third-party adviser. The fees shared are negotiable and will not exceed any limit imposed by any regulatory agency. The notice of termination requirement and payment of fees for third-party investment advisers will depend on the specific third-party adviser selected.

PWA may specifically direct clients to Haverford Trust, Philadelphia, PA. The annual fee schedule is as follows:

Total Assets	PWA's Fee	Haverford's Fee	Total Fee
\$0 - \$2,000,000	1.00%	1.00%	2.00%
\$2,000,001 - \$3,000,000	1.00%	0.75%	1.75%
\$3,000,001 - \$20,000,000	1.00%	0.50%	1.50%

B. Payment of Fees

Payment of Investment Supervisory Fees

Advisory fees are withdrawn directly from the client's accounts with client written authorization. Fees are paid monthly in advance.

Payment of Selection of Other Advisers Fees

Fees for Haverford Trust are withdrawn directly from the client's accounts with the client's written authorization or may be invoiced and billed directly to the client; clients may select the method in which they are billed. Fees are paid quarterly in arrears

C. Clients Are Responsible for Third Party Fees

Clients are responsible for the payment of all third-party fees (i.e., custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by PWA. Please see Item 12 of this brochure regarding broker/custodian.

D. Prepayment of Fees

PWA collects fees in advance. Fees that are collected in advance will be refunded based on the prorated amount of work completed at the point of termination and the total days during the billing period. Fees will be deposited back into client's account within fourteen days.

The fee refunded will be the balance of the fees collected in advance minus the daily rate* times the number of days in the month up to and including the day of termination. (*The daily rate is calculated by dividing the monthly AUM fee by the number of days in the termination month).

E. Outside Compensation for the Sale of Securities to Clients

Neither PWA nor its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or services fees from the sale of mutual funds.

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

PWA does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7: Types of Clients

PWA generally provides management supervisory services to the following types of clients:

- ❖ Individuals
- ❖ High-Net-Worth Individuals
- ❖ Trusts, Estates, or Charitable Organizations
- ❖ Corporations or Business Entities

Minimum Account Size

There is no account minimum.

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

A. Methods of Analysis and Investment Strategies

Methods of Analysis

PWA's methods of analysis include charting analysis, fundamental analysis, technical analysis, and cyclical analysis.

Charting analysis involves the use of patterns in performance charts. PWA uses this technique to search for patterns used to help predict favorable conditions for buying and/or selling a security.

Fundamental analysis involves the analysis of financial statements, the general financial health of companies, and/or the analysis of management or competitive advantages.

Technical analysis involves the analysis of past market data; primarily price and volume.

Cyclical analysis involved the analysis of business cycles to find favorable conditions for buying and/or selling a security.

Investment Strategies

PWA uses long term trading, short term trading, short sales, margin transactions, and options writing (including covered options, uncovered options, or spreading strategies). **Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.**

B. Material Risks Involved

Methods of Analysis

Charting analysis strategy involves using and comparing various charts to predict long and short-term performance or market trends. The risk involved in solely using this method is that only past performance data is considered without using other methods to crosscheck data. Using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case.

Fundamental analysis concentrates on factors that determine a company's value and expected future earnings. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

Technical analysis attempts to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these

patterns can be identified then a prediction can be made. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance. The risks with this strategy are two-fold: 1) the markets do not always repeat cyclical patterns and 2) if too many investors begin to implement this strategy, it changes the very cycles they are trying to take advantage of.

Investment Strategies

Long term trading is designed to capture market rates of both return and risk. Frequent trading, when done, can affect investment performance, particularly through increased brokerage and other transaction costs and taxes.

Short term trading, short sales, margin transactions, and options writing generally hold greater risk and clients should be aware that there is a material risk of loss using any of those strategies.

Selection of Other Advisers: Although PWA will seek to select only money managers who will invest clients' assets with the highest level of integrity, PWA 's selection process cannot ensure that money managers will perform as desired and PWA will have no control over the day-to-day operations of any of its selected money managers. PWA would not necessarily be aware of certain activities at the underlying money manager level, including without limitation a money manager's engaging in unreported risks, investment "style drift" or even regulator breach or fraud. In monitoring and analyzing the third-party advisers, PWA uses benchmarking analysis, assessing whether the adviser's performance has met, exceeded, or fallen short of comparable benchmarks (e.g., Russell 2000, S&P 500, etc.), together with comparison against any stated benchmarks the adviser has set for itself.

Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

C. Risks of Specific Securities Utilized

PWA generally seeks investment strategies that do not involve significant or unusual risk beyond that of the general domestic and/or international equity markets. However, it will utilize short sales, margin transactions, and options writing. Short sales, margin transactions, and options writing generally hold greater risk of capital loss and clients should be aware that there is a material risk of loss using any of those strategies.

Mutual Funds: Investing in mutual funds carries the risk of capital loss. Mutual funds are not guaranteed or insured by the FDIC or any other government agency. You can lose money investing in mutual funds. All mutual funds have costed that lower investment returns. They can be of bond "fixed income" nature (lower risk) or stock "equity" nature (mentioned above).

Equity investment generally refers to buying shares of stocks by an individual or firms in return for receiving a future payment of dividends and capital gains if the value of the stock increases. There is an innate risk involved when purchasing a stock that it may decrease in value and the investment may incur a loss.

Treasury Inflation Protected/Inflation Linked Bonds: The Risk of default on these bonds is dependent upon the U.S. Treasury defaulting (extremely unlikely); however, they carry a potential risk of losing share price value, albeit rather minimal.

Fixed Income is an investment that guarantees fixed periodic payments in the future that may involve economic risks such as inflationary risk, interest rate risk, default risk, repayment of principal risk, etc.

Debt securities carry risks such as the possibility of default on the principal, fluctuation in interest rates, and counterparties being unable to meet obligations.

Stocks & Exchange Traded Funds (ETF): Investing in stocks & ETF's carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Investments in these securities are not guaranteed or insured by the FDIC or any other government agency.

Hedge Funds are not suitable for all investors and involve a high degree of risk due to several factors that may contribute to above average gains or significant losses. Such factors include leveraging or other speculative investment practices, commodity trading, complex tax structures, a lack of transparency in the underlying investments, and generally the absence of a secondary market.

REITs have specific risks including valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Private placements carry a substantial risk as they are largely unregulated offerings not subject to securities laws.

Precious Metal ETFs (Gold, Silver, Palladium Bullion backed "electronic shares" not physical metal): Investing in precious metal ETFs carries the risk of capital loss.

Long term trading is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various other types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

Short term trading risks include liquidity, economic stability and inflation.

Short sales risks include the upward trend of the market and the infinite possibility of loss.

Margin transactions use leverage that is borrowed from a brokerage firm as collateral.

Options writing involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market.

Past performance is not a guarantee of future returns. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

A. Criminal or Civil Actions

There are no criminal or civil actions to report.

B. Administrative Proceedings

There are no administrative proceedings to report.

C. Self-regulatory Organization (SRO) Proceedings

There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

A. Registration as a Broker/Dealer or Broker/Dealer Representative

Neither PWA nor its representatives are registered as or have pending applications to become a broker/dealer or as representatives of a broker/dealer.

B. Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

Neither PWA nor its representatives are registered as or have pending applications to become a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor.

C. Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

Christopher McNesby is a Registered Representative at Private Client Services, Variable Annuity Trails. . From time to time, he will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a

registered investment adviser. PWA Financial always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients always have the right to decide whether or not to utilize the services of any representative of PWA Financial in such individual's outside capacities.

Christopher McNesby is a licensed insurance agent. From time to time, he will offer clients advice or products from those activities. Clients should be aware that these services pay a commission and involve a conflict of interest, as commissionable products conflict with the fiduciary duties of a registered investment adviser. PWA Financial always acts in the best interest of the client; including the sale of commissionable products to advisory clients. Clients always have the right to decide whether or not to utilize the services of any representative of PWA Financial in such individual's outside capacities.

D. Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

PWA directs clients to third-party investment advisers. Clients will pay PWA its standard fee in addition to the standard fee for the advisers to which it directs those clients. The fees will not exceed any limit imposed by any regulatory agency. PWA will always act in the best interests of the client, including when determining which third party investment adviser to recommend to clients. PWA will ensure that all recommended advisers are exempt, licensed or notice filed in the states in which PWA is recommending them to clients.

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

A. Code of Ethics

We have a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.

B. Recommendations Involving Material Financial Interests

PWA does not recommend that clients buy or sell any security in which a related person to PWA or PWA has a material financial interest.

C. Investing Personal Money in the Same Securities as Clients

From time to time, representatives of PWA may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of PWA to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. PWA will always document any transactions that could be construed as conflicts of interest.

D. Trading Securities At/Around the Same Time as Clients' Securities

From time to time, representatives of PWA may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of PWA to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. PWA will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Item 12: Brokerage Practices

A. Factors Used to Select Custodians and/or Broker/Dealers

Custodians/broker-dealers will be recommended based on PWA's duty to seek "best execution," which is the obligation to seek to execute securities transactions for a Client on terms that are the most favorable to the Client under the circumstances. The client will not necessarily pay the lowest commission or commission equivalent, and PWA may also consider the market expertise and research access provided by the payment of commissions, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers to aid in the research efforts of PWA. PWA will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian. PWA recommends Charles Schwab & Co., Inc. ("Schwab") Member FINRA/SIPC and Haverford Trust, Philadelphia, PA.

1. Research and Other Soft-Dollar Benefits

PWA does not receive products or services other than execution ("soft dollar benefits") from a broker-dealer or third-party for generating commissions, but does receive additional economic benefits described in Item 14.

2. Brokerage for Client Referrals

PWA receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

3. Clients Directing Which Broker/Dealer/Custodian to Use

PWA will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a particular broker-dealer.

B. Aggregating (Block) Trading for Multiple Client Accounts

PWA maintains the ability to block trade purchases across accounts. Block trading may benefit a large group of clients by providing PWA the ability to purchase larger blocks resulting in smaller transaction costs to the client. Declining to block trade can cause more expensive trades for clients.

Item 13: Reviews of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Client accounts are reviewed continuously by Michael David Carlucci and/or Kenneth C. Coniglio. The chief advisors are instructed to review clients' accounts with regards to their investment policies and risk tolerance levels. All accounts at PWA are assigned to these reviewers.

B. Factors That Will Trigger a Non-Periodic Review of Client Accounts

Reviews may be triggered by material market, economic or political events, or by changes in client's financial situations (such as retirement, termination of employment, physical move, or inheritance).

C. Content and Frequency of Regular Reports Provided to Clients

Each client of PWA's advisory services provided on an ongoing basis will receive a monthly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian.

Item 14: Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

PWA may receive revenue for rental of excess office space.

Schwab provides PWA with access to Schwab' institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab. Schwab includes 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. For PWA client accounts maintained in its custody, 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 PWA other products and services that benefit PWA but may not benefit its clients' accounts. These benefits may include national, regional or PWA specific educational events organized and/or sponsored by Schwab. Other potential benefits may include occasional business entertainment of personnel of PWA by Schwab personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Other of these products and services assist PWA 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, if applicable), provide research, pricing information and other market data, facilitate payment of PWA's fees from its clients' accounts (if applicable), 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 PWA's accounts. Schwab also makes available to PWA other services intended to help PWA 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, and human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to PWA by independent third parties. Schwab 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 PWA. PWA is independently owned and operated and not affiliated with Schwab.

B. Compensation to Non – Advisory Personnel for Client Referrals

PWA will enter into written arrangements with third parties to act as solicitors for the Adviser's investment management services. All compensation with respect to the foregoing will be fully disclosed to each Client to the extent required by applicable law.

Item 15: Custody

When it deducts fees directly from client accounts at a selected custodian, PWA will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements that are required in each jurisdiction, and they should carefully review those statements for accuracy.

Item 16: Investment Discretion

For those client accounts where PWA provides ongoing supervision, the client has given PWA written discretionary authority over the client's accounts with respect to securities to be bought or sold and the amount of securities to be bought or sold. Clients that grant PWA discretionary authority over accounts may not impose limitations or restrictions. Details of this relationship are fully disclosed to the client before any advisory relationship has commenced.

The Investment Advisory Contract established with each client sets forth the discretionary authority for trading and clients must execute a limited power of attorney in connection with granting discretionary authority.

Item 17: Voting Client Securities (Proxy Voting)

PWA will accept voting authority for client securities in certain cases. When PWA does accept voting authority for client securities, it will always seek to vote in the best interests of its clients. PWA does not maintain preapproved voting guidelines but relies on the investment committee to determine the appropriate course of action in voting client securities that is in the best interest of the client. Clients may direct PWA on how to vote client securities by communicating their wishes in writing or electronically to PWA. When voting client proxies the investment committee will always hold the interests of the clients above its own interests.

Clients may obtain a complete copy of the proxy voting policies and procedures by contacting PWA in writing and requesting such information. Each client may also request, by contacting PWA in writing, information concerning the manner in which proxy votes have been cast with respect to portfolio securities held by the relevant client during the prior annual period. Clients can send written requests to the Chief Compliance Officer at mc@pwafinancial.com

Form ADV 2A Version: 2/21/2024

Item 18: Financial Information

A. Balance Sheet

PWA does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

B. Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

Neither PWA nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

C. Bankruptcy Petitions in Previous Ten Years

PWA has not been the subject of a bankruptcy petition in the last ten years.