

**Brochure****Form ADV Part 2A****Item 1 – Cover****Page**

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**Brochure Date: March 2024**

This brochure provides information about the qualifications and business practices of Preston Wealth Advisors, LLC ("PWA" or "the Firm"). If you have any questions about the contents of this Brochure, please contact us at (703) 757-0419. Additional information about PWA is also available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

In this brochure, PWA refers to itself as a registered investment adviser. This means that PWA is registered as an investment adviser under the Investment Advisers Act of 1940, as amended (the "Advisers Act"). Registration as an Investment Adviser does not imply any level of skill or training.

The headings in this brochure correspond to the item headings of Form ADV Part 2A.

## **Item 2 – Material Changes**

This section discusses only material changes since the last update of this Brochure. This Brochure was previously updated by PWA in February of 2024.

Since our last annual required filing the following material changes have been made to this disclosure brochure:

### **Item 4 – Advisory Business**

Market subscription indicator services are no longer offered by PWA.

#### *Description of Advisory Services*

Participant Account Management (Discretionary), also known as managing held away accounts or assets, has been added as a service offering by the Firm.

### **Item 5 – Fees and Compensation**

PWA now offers monthly billing.

The fee structure for Participant Account Management (Discretionary), also known as managing held away accounts or assets, has been added to this section.

### **Item 7 – Types of Clients**

Foreign clients are now permissible if approved by the CCO.

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

#### *Investment Strategies*

New portfolios were added, while some portfolios were retired and are no longer included in this section.

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

#### *Compensation to Other Parties for Client Referrals*

PWA has updated its policy pertaining to the utilization of solicitors for client referrals.



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## Item 4 – Advisory Business

Preston Wealth Advisors, LLC (“PWA” or “the Firm”) was organized as a limited liability company under the laws of the State of Delaware on October 16, 2012, and registered with U.S. Securities and Exchange Commission (“SEC”) as an investment adviser pursuant to the U.S. Investment Advisers Act of 1940, as amended (“Advisers Act”) on April 13, 2015.

Currently, Theodore J. Doremus is a 60% owner of PWA, and Gregory D. Mattingly is a 40% owner. The Managing Member, Chief Executive Officer (“CEO”), and Chief Compliance Officer (“CCO”) of PWA is Theodore J. Doremus. The Chief Financial Officer (“CFO”) of PWA is Gregory D. Mattingly.

### **Description of Advisory Services**

PWA provides discretionary and non-discretionary investment advice to individuals, families, and their related entities, such as: trusts, pensions, profit-sharing plans, not-for-profit organizations, other tax-exempt entities, limited liability companies, corporations, and other entities and businesses.

### **Accounts**

PWA utilizes both active and passive asset management strategies, executing specific investment strategies (“Portfolio Strategies”), and may invests the assets under management in – individual stocks, mutual funds (“Investment Funds”), exchange-traded funds (ETFs), debt securities (“Fixed Income,” i.e., US Treasury bills, US Treasury notes, US Treasury bonds, municipal bonds, corporate bonds, etc.), money market securities (i.e., negotiable certificates of deposits (CDs) and more), real estate investment trusts (REITs), investment trusts and alternative investments, inverse funds, and derivatives (i.e., stock options). “Accounts” means both Separate Accounts (as defined below) for private clients and Sub-Advised Accounts (as defined below) where PWA acts as a sub-adviser to another registered investment adviser. As needed, PWA provides investment advice to clients with respect to individual securities.

### **Private Clients**

The Firm’s advisory services to private clients are provided based on individual client needs. This means that when the Firm establishes a separately managed account (each, a “Separate Account”), the Firm will to its best obtain certain information from each client regarding the client’s financial situation, risk tolerance, or investment objective and whether they wish to impose or modify existing investment restrictions. The Firm will not enter into an investment advisory relationship with a prospective client whose investment objectives may be considered incompatible with its investment philosophy or strategies or where the prospective client seeks to impose unduly restrictive investment guidelines.

Each client must appoint PWA as their investment adviser of record on that client’s Separate Account(s) pursuant to an investment advisory agreement (“IAA”). Each Separate Account is managed by PWA and invested in Portfolio Strategies based upon the client’s financial situation, investment objectives, and risk tolerance. These Portfolio Strategies may differ from those offered to Sub-Advised Separately Managed Accounts, defined below.

The client will be responsible for notifying PWA of any updates regarding his, her or its financial situation, risk tolerance, or investment objective and whether he, she or it wishes to impose or modify existing investment restrictions; however, the Firm will attempt to contact the client at least annually to discuss any changes or updates regarding the client’s financial situation, risk tolerance or investment objectives.

The Firm is always reasonably available to consult with clients relative to the status of the related Separate Account(s). Each client has the ability to impose reasonable restrictions on the management of the client assets, including the ability to instruct the Firm not to invest in certain Portfolio Strategies. The Firm may also, upon



request and direction of a client, and without discretion, trade (or hold in the Separate Account) specific security or securities on the client's behalf.

### **Sub-Advised Separately Managed Accounts (“Sub-Advised Accounts”)**

PWA acts as sub-adviser to unaffiliated independent investment advisers (“Independent Advisers”) for all or a portion of the assets of certain Independent Adviser’s (“Sub-Advised Clients”) clients as designated from time to time by the Independent Adviser. Generally, PWA does not have the discretion to allocate Sub-Advised Client assets among the Portfolio Strategies, however, PWA is designated with full power and authority and discretion to buy, sell, or otherwise trade for the Portfolio Strategies selected by the Independent Adviser in the Sub-Advised Accounts. The Independent Adviser: (a) shall be solely responsible for determining the suitability of investing with PWA for Sub-Advised Clients and with respect to the Portfolio Strategy or Portfolio Strategies being pursued by PWA with respect to the various related Sub-Advised Accounts, (b) shall have the sole responsibility for meeting with Sub-Advised Clients, determining their investment objectives, counseling them with respect to investment objectives and strategies and otherwise providing Sub-Advised Clients with personalized investment advice, and (c) shall be responsible for periodically contacting Sub-Advised Clients to determine whether there have been changes in their investment objectives or financial circumstances.

### **Financial Planning Services**

PWA offers financial planning services, which involves preparing a financial plan covering specific or multiple topics which may include investment planning, retirement planning, insurance planning, tax planning, portfolio review, and asset allocation. When providing financial planning and consulting services, the goal of the client's financial planner is to find ways to help the client understand their overall financial situation and help the client set financial objectives.

The Firm also offers consultations in order to discuss financial planning issues when a client does not need a written financial plan. The Firm offers a one-time consultation, which covers mutually agreed upon areas of concern related to investments or financial planning. The Firm also offers “as-needed” consultations, which are limited to consultations in response to a particular investment or financial planning issue raised or request made by clients. Under an “as-needed” consultation, it will be incumbent upon the client to identify those particular issues for which the client is seeking the Firm's advice or consultation on.

Financial Planning services may include recommendations concerning investments, retirement planning, college expense planning, and insurance planning.

The Firm's financial planning and consulting services do not involve implementing any transaction on the client's behalf or the active and ongoing monitoring or management of its investments or accounts. The client has the sole responsibility for determining whether to implement the Firm's financial planning and consulting recommendations. To the extent that a client would like to implement any of the Firm's investment recommendations through the Firm, the client must execute a separate written agreement with PWA and establish an Account.

### **Investment Advisory Services via Portfolio Strategies**

If a Plan fiduciary elects to include any of the PWA Portfolio Strategies as available options for the Plan, then the Plan fiduciary client (or the participant) will direct the allocation of Plan assets among Portfolio Strategies and will be allowed to impose reasonable restrictions upon the management of the Account. PWA will retain discretion to buy, sell or hold investments in the Portfolio Strategies selected by the client, at the sole discretion

of PWA without first consulting with the client. PWA will not have any authority to add or remove Portfolio Strategies to the Plan without the consent of the client.



## **Private Fund Management**

PWA serves as the investment adviser and provides investment management services on a discretionary basis to the GovCon Fund, LP (the “Fund” or the “Fund GP”) and to the GovCon Fund II, LP (the “Fund II” or the “Fund II GP”). The Fund and Fund II rely on an exemption from registration provided by Section 3(c)(1) of the Investment Company Act of 1940, which excludes from the definition of investment company any issuer whose outstanding securities are beneficially owned exclusively by no more than 100 beneficial owners and which is not making and does not at that time propose to make a public offering of such securities.

Prospective investors will be provided with a confidential Private Placement Memorandum (the “Offering Memorandum”), when available, and Limited Partnership Agreement and Subscription Documents that give the details of the investment objectives, risks, fees, and other important information about the Fund or Fund II.

The investment objective of both the GovCon Fund, LP and GovCon Fund II, LP is to seek long-term capital appreciation by making equity, equity-related, and debt investments (“Investments”) in companies that earn a majority of their annual revenues from prime contracts or sub-contracts with the United States federal government (“Portfolio Companies”). The Fund and Fund II intend to focus on Portfolio Companies that qualify for certain contracts that are set aside by government agencies and departments for small businesses.

The Fund and Fund II seek to make debt, equity, and preferred equity Investments into Portfolio Companies that tend to specialize in ‘set-aside’ contracts with the United States federal government (“GovCon Companies”). ‘Set-aside’ contracts are contracts with the United States government that are set-aside for small businesses. Preston Wealth Advisors, LLC, the Investment Manager (“Investment Manager”), recognizes that set-aside contracts have a tendency to be harder to transact, but typically have the same margins and value as ‘full and open’ contracts, which have no restrictions on who can bid on the work (i.e., not limited to small businesses). Due to the characteristic restrictions of set-aside contracts, brokers do not typically prefer to match buyers and sellers of GovCon Companies, which the Investment Manager believes has resulted in the market for GovCon Companies becoming illiquid and has led to depressed valuations of GovCon Companies.

Companies who bid for full and open contracts tend to transact at higher EBITDA and, if such companies do have contracts, such set-aside contracts are often valued as worthless since the acquiring company is typically bigger and cannot keep contracts that have been set aside for small businesses. The most qualified prospective buyers of GovCon Companies oftentimes do not have enough money to finance the transaction or sufficient assets to warrant a loan from a bank. Relatedly, the erratic cash flows of GovCon Companies typically make it harder for GovCon Companies to support the three to five (3- 5) year loan terms typically demanded by the banks, and the majority of banks are unwilling or unable to extend those loan terms either due to lack of interest or the requirements of their banking charter.

## **Participant Account Management (Discretionary)**

The Firm uses a third-party platform to facilitate management of held away assets such as defined contribution plan participant accounts, with discretion. The platform allows us to avoid being considered to have custody of Client funds since we do not have direct access to Client log-in credentials to affect trades. We are not affiliated with the platform in any way and receive no compensation from them for using their platform. A link will be provided to the Client allowing them to connect an account(s) to the platform. Once Client account(s) is connected to the platform, the Adviser will review the current account allocations. When deemed necessary, the Adviser will rebalance the account considering client investment goals and risk tolerance, and in allocations will consider current economic and market trends. The goal is to improve account performance over time, minimize loss during difficult markets, and manage internal fees that harm account performance.



## **Fiduciary Services**

The Firm may enter into an IAA or Sub-Advisory Agreement with the responsible fiduciary (“Plan fiduciary”) of an employee benefit plan (“Plan”) covered by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) under which an unaffiliated investment adviser provides services as an investment adviser concerning certain Plan assets held in an account (“Plan Account”).

## **Non-Discretionary Investment Advice**

PWA provides Plan fiduciary clients with general, non-discretionary investment advice regarding asset classes and investment options, consistent with the Plan’s stated goals. PWA will not have investment discretion or any authority to add or remove investment options or trade securities of the Plan. The client will determine whether or not to implement PWA’s advice and any implementation will be solely the responsibility of the client.

## **Additional Services**

Where PWA provides Investment Advisory Services via Portfolio Strategies or Non-Discretionary Investment Advice, PWA may, upon request of the Plan fiduciary client, also provide some or all of the following “Additional Services.”

## **Investment Selection Services**

PWA will provide the Client with recommendations of investment options consistent with ERISA section 404(c).

## **Investment Due Diligence Review**

PWA will provide the Client with periodic due diligence reviews of the Plan’s reports, investment options, and recommendations.

## **Investment Monitoring**

PWA will assist in monitoring investment options by reviewing investment reports that document investment performance, consistency of fund management, and conformation to the guidelines outlined in the investment policy statement, if the client elects an IPS and PWA will make recommendations to maintain or remove and replace investment options. All documents will be provided to PWA by the plan fiduciary or the plan fiduciary client.

## **Individualized Participant Advice**

PWA will provide one-on-one advice to Plan participants regarding their individual situations.

## **Participant Education**

PWA will provide education services to the Plan participants about general investment principles and the investment alternatives available under the Plan.

## **Participant Enrollment**

PWA will assist in the group enrollment meetings.



## **Due Diligence Review**

PWA will provide clients with periodic due diligence reviews of the Plan's fees and expenses and the Plan's service providers.

PWA provides the above services to the Plan as a fiduciary (within the meaning of Section 3(21) of ERISA) and will act in a manner consistent with the requirements of a fiduciary under ERISA for all services for which PWA is considered a fiduciary under ERISA.

## **1031 Like-Kind Exchange Advisory Services**

PWA provides consulting services to select clients on a non-discretionary basis providing planning and/or implementation of recommendations and decisions associated with 1031 like-kind exchanges arising from the sale of real estate. Like-kind exchange transactions are only appropriate for certain sophisticated investors having a need for this type of specialized real estate and tax transaction.

With the support and expert guidance of an independent third-party, PWA assists clients in evaluating the appropriateness, based on their goals and objectives, of entering into an IRC Section 1031 like-kind exchange related to the future sale of real estate currently owned and the benefits and risks associated with the purchase of fractional ownership interests.

## **Restrictions on Investing**

PWA is an active manager and invests the assets under management with respect to client Accounts in Investment Funds utilizing the Portfolio Strategies as described in Item 8 as well as other proprietary models for Private client accounts. PWA can manage accounts that are not invested in the Portfolio Strategies, such as individual securities purchased directly by the client, when it is in the best interest of the Private client account and by client request. Although PWA generally provides advice only with respect to the Portfolio Strategies, PWA reserves the right to offer advice on any investment product that may be suitable for each client's specific circumstances, needs, goals, and objectives, including individual securities.

## **Wrap Fee Programs**

PWA does not have any clients participating in wrap-fee programs and does not currently have plans of moving any clients to this program.

## **Client Assets Managed by PWA**

As of February 1, 2024, PWA has \$214,569,272 in assets under management (AUM). \$214,569,272 is managed in a discretionary manner and \$0 is managed in a non-discretionary manner.

## **Item 5 – Fees and Compensation**

Advisory fees ("Advisory Fee") are charged by PWA for advisory services to Accounts.

### **Private Clients**

The Advisory Fee charged to a client for Separate Account advisory services is based on a percentage of assets under management, billed in advance (at the start of the billing period) on a quarterly or monthly calendar basis and calculated based on the fair market value of that client's Separate Account as of the last business day of the prior billing period. Fees are prorated (based on the number of days service is provided during the initial billing period) for any Separate Account opened at any time other than the beginning of the billing period. If investment advisory services are commenced in the middle of the billing period, then the prorated





fee for that billing period is based on the value of the Separate Account when services commence and is due immediately and will be deducted from the Separate Account when services commence.

The IAA executed by the client and PWA continues in effect until terminated by either party (*i.e.*, PWA or the client) by providing written notice of termination to the other party. Any prepaid, unearned fees will be promptly refunded by PWA to the client if possible. Fee refunds will be determined on a *pro-rata* basis using the number of days services are provided during the final period.

The Advisory Fee for a client is negotiable based on, among other things, the type of client, the complexity of the client's situation, and the potential for additional account deposits.

In general, for the Firms' investment advisory services, Separate Account clients will be charged the following annual Advisory Fee based upon the amount of assets under management, although a different or lesser amount may be charged at PWA's sole discretion:

#### **Fee Structure for Private Clients**

<u>Assets Under Management (AUM)</u>	<u>Annual Fee</u>
\$0 to \$500,000	1.60%
\$500,000 to \$2,000,000	1.40%
\$2,000,000 to \$5,000,000	1.25%
Over \$5,000,000	1.00%

The actual asset management fee to be charged will be specified in your Investment Advisory Agreement.

The minimum account size in order to establish a relationship with PWA is \$500,000 per household, although lesser amounts are reviewed and accepted at the sole discretion of the Firm. The annual Advisory Fee charged by the Firm will never be more than 2.0% of the client's assets under management. Separate Accounts will not include the use of margin. The Advisory Fee will be deducted from each Separate Account and paid directly to the Firm by the qualified custodian(s) of the Separate Account. Each client will authorize the custodian(s) to deduct the Advisory Fee from its Separate Account(s) and pay such fees directly to the Firm (see *Item 15 – Custody* for more details).

Each client is instructed to review its Separate Account statements received from the custodian(s) to verify that appropriate Advisory Fees are being deducted. The custodian(s) will not verify the accuracy of the Advisory Fees deducted.

Brokerage commissions and/or transaction ticket fees charged by the custodian(s) are billed directly to the client. PWA does not receive any portion of such commissions or fees from the client or the custodian. In addition, a client may incur certain charges imposed by third parties other than PWA in connection with investments made through his, her or its account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the custodian(s). Advisory Fees charged by PWA are separate and distinct from these fees and expenses.

If services are terminated within five business days of executing an agreement for services, services will be terminated without penalty. If terminated after the initial five (5) business days, the client will be responsible for payment of fees for services completed prior to termination of services. If services are terminated mid-period, a prorated fee is charged based on the number of days that services were provided during that period. If an Advisory Fee has been paid in advance, PWA will promptly issue a pro-rated refund to the Client if possible.



### **Sub-Advised Accounts**

For each Sub-Advised Account, PWA receives a sub-advisory fee (“Sub-Advisory Fee”) that will be determined in the Sub-Advisory Agreement between the Independent Adviser and PWA.

The Sub-Advisory Agreement continues in effect until terminated by either party (i.e., PWA or the Independent Adviser) by providing written notice of termination to the other party. Any prepaid, unearned fees will be promptly refunded by PWA to the Independent Adviser if possible. Fee refunds will be determined on a pro rata basis using the number of days services are actually provided during the final period.

The Advisory Fee for Sub-Advised Clients is negotiable with the Independent Adviser based, among other things, on the type of Sub-Advised Clients and the potential for additional account deposits.

In general, for the Firms’ sub-advisory services, Sub-Advised Clients will be charged the following annual Advisory Fee based upon the amount of assets under management in each Independent Adviser Client’s account although a different or lesser amount may be charged in PWA’s sole discretion:

PWA Jefferson National Income	0.50% (Annually)
PWA Jefferson National Moderate Growth	0.50% (Annually)
PWA Jefferson National Total Return	0.50% (Annually)

Typically, the Sub-Advisory Fee will be deducted from each Sub-Advised Account and paid directly to the Firm by the custodian(s) of such Account. Each Independent Adviser Client will authorize the custodian(s) to deduct the Advisory Fee from its Sub-Advised account(s).

Account(s) and pay such fees directly to the Firm. In some cases, the Independent Adviser will pay the Firm directly based on total client AUM. The management fee to be charged and the method of payment will be specified in your client agreement.

The Independent Adviser agrees to direct each Independent Adviser Client to review its Sub-Advised Account statements received from the custodian(s) to verify that appropriate Sub-Advisory Fees are being deducted. The custodian(s) will not verify the accuracy of the Sub-Advisory Fees deducted.

Brokerage commissions and/or transaction ticket fees charged by the custodian(s) are billed directly to the Independent Adviser or the Sub-Advised Clients. PWA does not receive any portion of such commissions or fees. In addition, an Independent Adviser Client’s Account may incur certain charges imposed by third parties other than PWA in connection with investments made through his, her or its account including, but not limited to, mutual fund sales loads, 12(b)-1 fees and surrender charges, variable annuity fees and surrender charges, IRA and qualified retirement plan fees, and charges imposed by the custodian(s). Sub-Advisory Fees charged by PWA are separate and distinct from these fees and expenses.

Either party may terminate services by providing written notice of termination to the other party. There is no penalty or “termination fee” for the termination of services. If services are terminated within five (5) business days of executing an agreement for services with the Independent Adviser, services will be terminated without penalty. If terminated after the initial five (5) business days, the Independent Adviser Client will be responsible for payment of fees for services completed prior to termination of services. If services are terminated mid-period, a prorated fee is charged based on the number of days that services were provided during that period. If the Sub-Advisory Fee has been paid in advance, PWA will promptly issue a pro-rated refund if possible.

### **Private Fund Management**

The GovCon Fund, LP (the Fund) and GovCon Fund II, LP (the Fund II) pay PWA an annual management fee as disclosed below. PWA GovCon Fund, LLC and PWA GovCon Fund II, LCC, the general partner of the Fund and Fund II, and an affiliate of PWA (the “Fund GP” and “Fund II GP”), are also entitled to receive



performance-based fees from certain Fund and Fund II investors based on the Fund and Fund II's investment performance, as further described under Item 6 below.

### **Management Fee**

For Accredited Investors, the Fund and Fund II shall pay the Investment Manager, on a monthly basis in advance, a fee (the "Management Fee") equal to (a) during the Investment Period, 0.25% (a 3.00% annual rate) of the Total Committed Capital of each Limited Partner, and (b) following the expiration or termination of the Investment Period, 0.25% (a 3.00% annual rate) of the unreturned Capital Contributions of each Limited Partner (excluding Capital Contributions with respect to Investments that have been completely written-off).

For investors who are "qualified clients" as defined in Rule 205-3 of the Advisers Act, the Fund and Fund II shall pay the Investment Manager, on a monthly basis in advance, a fee (the "Management Fee") equal to (a) during the Investment Period, 0.167% (a 2.00% annual rate) of the Total Committed Capital of each Limited Partner, and (b) following the expiration or termination of the Investment Period, 0.167% (a 2.00% annual rate) of the unreturned Capital Contributions of each Limited Partner (excluding Capital Contributions with respect to Investments that have been completely written-off).

Management fees are based upon the contributed capital of each limited partner, not their account balance. Management fees are generally not refundable and are deducted from each limited partner's capital account monthly in advance. PWA may agree to a waiver or variation of the management fee in its sole discretion with respect to certain limited partners.

### **Participant Account Management (Discretionary)**

This fee will be assessed and billed quarterly, and paid in advance. Specifically, the exact amount charged is determined by the account value at the end of the quarter. In either case, if the Adviser only manages your assets for part of a quarter, the charge will be prorated. The advisory fee is a tiered fee and is calculated by assessing the percentage rates using the predefined levels of assets and applying the fee to the account value as of the last day of the previous quarter, resulting in a combined weighted fee. For example, an account valued at \$2,000,000 would pay an effective fee of 1% with the annual fee being \$20,000 (a quarterly fee of \$5,000). Investment management fees are generally directly debited on a pro rata basis from client accounts. The exception for this is directly managed held-away accounts, such as 401(k)'s. As it is impossible to directly debit the fees from these accounts, those fees will be assigned to the client's taxable accounts on a pro-rata basis. If the client does not have a taxable account, those fees will be billed directly to the client. Accounts initiated or terminated during a calendar quarter will be charged a prorated fee based on the amount of time remaining in the billing period. An account may be terminated with written notice at least 15 calendar days in advance.

### **Fees for Financial Planning Services**

If financial planning services are requested by clients other than PWA's Private Clients, a separate fee arrangement may be implemented. In these cases, PWA would provide an estimate of the approximate hours needed to complete the requested financial planning services, along with a proposed hourly rate. Clients would pay in advance a mutually agreed upon retainer against which PWA will bill hourly fees against for its financial planning services.

The fees for the financial planning services may be waived by PWA at its sole discretion. Financial planning service fees are included in the Advisory Fee paid by Private Clients and there is no additional charge. To the extent PWA provides a financial planning client with general investment recommendations as part of the financial planning services and that client implements such investment recommendations through the Firm, PWA may waive or reduce the fees for financial planning services.



To the extent PWA desires to engage an outside professional (i.e., attorney, independent investment adviser or accountant) while providing financial planning and consulting services to a client, fees for the services of such outside professional will be in addition to and separate from the fees charged by PWA, and the client will be responsible for the payment of the fees for the services of such an outside professional. In no event will the services of an outside professional be engaged without the client's express approval.

The financial planning services terminate upon delivery of the written financial plan or upon either party providing the other party with written notice of termination. In the event that the financial planning client terminates the financial planning services at any time prior to presentment of the written plan by providing notice to PWA, there will be no penalty or fees due. For financial planning services performed by PWA under an hourly arrangement, the financial planning client will pay the Firm for any hourly fees incurred at the rates described above. In the event that there is a remaining balance of any fees paid in advance after the deduction of fees from the final invoice, those remaining proceeds will be refunded by PWA to the client.

The minimum fee generally charged for financial planning and consulting services provided on an hourly basis is \$500.

### **Fiduciary Services**

With respect to Plan Accounts to which PWA provides Investment Advisory Services via Portfolio Strategies, PWA receives a quarterly investment advisory fee (the "Fee"), in advance, based on the value of the assets in the ERISA Accounts using Portfolio Strategies on the last business day of the prior billing quarter as set forth on the fee schedule to the Agreement. Fees for partial billing periods will be prorated based on the number of days that services were provided during the billing period. In the relevant agreement, the Plan fiduciary client authorizes the Plan's qualified custodian(s) to deduct the Fee from each ERISA Account and to direct such Fee to PWA.

With respect to Non-Discretionary Advisory Services to Plan Accounts, PWA receives a quarterly Fee, payable in arrears, based on the value of Plan assets on the last billing day of the prior billing quarter, as is outlined in the relevant agreement. Fees for partial billing periods are prorated based on the number of days that services were provided during the billing period.

No separate fees are charged by PWA with respect to Additional Services, which services are provided only to clients with which PWA has an agreement to provide Non- Discretionary Advisory Services or Advisory Services via Portfolio Strategies.

### **Fees for 1031 Like-Kind Exchanges**

PWA charges a 1.00% fee for its management of 1031 Like-Kind Exchanges. PWA does not receive compensation from 1031 investment sponsors, brokers, or service providers in connection with these consulting services. As with other fees charged by PWA, PWA mitigates potential conflicts of interest in connection with fees charged for 1031 like-kind exchange advisory services by adhering to the American Institute of Certified Public Accountants ("AICPA") Code of Ethics.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

### **Investment Advisory Services**

Fees charged by PWA, per this agreement, will not be based upon the capital gains or the capital appreciation of client accounts.



## **Private Fund Management**

PWA (through the Fund GP and the Fund II GP) charges Performance-Based Fees Under certain situations. PWA charges performance-based fees to certain investors in the Fund and Fund II who meet the definition of “qualified client” as defined under Rule 205-3 of the Advisers Act (such investors, “Qualified Investors”). As a result, PWA has developed two (2) basic fee schedules for the Fund and Fund II investors. The first fee schedule, illustrated above in Item 5, is applied to non-qualified clients and the second fee schedule is applied to Qualified Investors.

To be considered a qualified client, the client must have at least \$1 million under management with PWA immediately after entering into an advisory contract or PWA must have a reasonable belief that the client has a net worth of more than \$2.1 million at the time the Subscription agreement is executed.

For Qualified Investors, the Fund and Fund II shall pay the Investment Manager, on a monthly basis in advance, a fee (the “Management Fee”) equal to (a) during the Investment Period, 0.167% (a 2.00% annual rate) of the Total Committed Capital of each Limited Partner, and (b) following the expiration or termination of the Investment Period, 0.167% (a 2.00% annual rate) of the unreturned Capital Contributions of each Limited Partner (excluding Capital Contributions with respect to Investments that have been completely written-off).

These clients will also pay the Fund GP or Fund II GP a Performance-Based fee (i.e., carried interest) of 20% of returns obtained after the investors have received 100% return of their invested capital and an approximate 10% preferred rate of return (percentage rates vary from fund to fund and the 10% quote is based on the hurdle set by this specific fund (future fund terms and returns may vary).

As stated above, in addition to the annual fee based on the value of the client's assets under management, PWA, through the Fund GP and Fund II GP, is compensated for asset management services through a performance-based fee. Under this arrangement, the client will be charged a fee contingent upon the performance within the client's account(s). The performance-based fee will be tied to the capital appreciation (i.e., capital gains) within the account as evaluated at the end of each calendar year. The performance-based fee will generally not exceed 20% of the capital appreciation attained within the Fund after the investors have received their preferred return as explained above. For the Firm to receive a performance-based fee, PWA must achieve capital appreciation within the account. The exact fee and fee arrangements may vary or be different than those described above based on the complexity of the client's situation, the number of accounts managed, total assets under management, and other factors specific to the client. The exact fee arrangements for each client will be specified in that client's advisory services agreement with PWA.

The possibility that PWA (through the Fund GP and Fund II GP) may receive performance-based fees creates a potential conflict of interest in that it may create an incentive to make investments that are riskier or more speculative than in the absence of such compensation. Fund investors are provided with clear disclosure as to how such compensation is charged with respect to such investors the risks associated with such compensation prior to investing.

## **Item 7 – Types of Clients**

PWA provides directly, and as a sub-adviser to certain non-affiliated investment advisers, discretionary and nondiscretionary investment advice to individuals, families and their related entities, such as trusts and private foundations, pension and profit-sharing plans, not-for-profit organizations, other tax-exempt entities, limited liability companies, corporations, other entities and businesses, Plan fiduciaries, Private Investment Funds and Registered Investment Company Securities.

## **Foreign Clients**

PWA may work with foreign clients on a limited basis and with the approval of the CCO.



### **Minimum Investment Amounts Required**

There is a preferred minimum account size for Separate Accounts of \$500,000 per household, although lesser amounts may be accepted at the sole discretion of PWA. To reach this account minimum, clients can aggregate all household accounts.

The minimum fee generally charged for financial planning services provided on an hourly basis is \$500, unless otherwise agreed by PWA in its sole discretion.

The minimum investment for Fiduciary Services is \$50,000, unless otherwise agreed by PWA in its sole discretion.

### **Private Fund Management**

The minimum initial investment in the Fund and Fund II is generally \$250,000 although the General Partner may vary or waive the minimum investment in its sole discretion.

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

### **Methods of Analysis**

PWA's methods of analysis include: technical, cyclical, charting, strategic, and quantitative.

#### **Technical**

This form of value analysis focuses on patterns of volume and price fluctuations for a given stock as compared to the activity of the larger, general market indicators. Securities are evaluated for purchase or sale based on an analysis of market statistics such as volume and prices over time as seen on charts, etc. that are believed to establish relational patterns that can predict future movements in the markets. This relative comparison has little to no concern for the company's fundamental structure, production or worth. Technical analysis assumes that all the market factors are known to and considered by all the market's participants, although the market can act in irrational ways. Technical analysis purports to see repeatable patterns in similar market conditions, but any one of many factors may alter the outcome of an otherwise similar situation.

#### **Cyclical**

There are industries in which profits rise and fall on a cyclical basis. As profits of companies follow cyclical patterns, so do their stocks: going up and down, reflecting the current stage of the business cycle. There are a wide variety of industries that can be described as having distinct business cycles: oil and gas, semi-conductors, car-manufacturing, mining, home-building, fertilizer production and many others. Their main feature is that their profits and thus stock prices follow similar rising and falling patterns over the long run. There is no guarantee that historical trends will indicate current cycles.

#### **Charting**

In this type of technical analysis, charts are used to plot price movements, volume, settlement prices, open interest, and other indicators in order to anticipate future price movements. Also, charts of market, security, and economic data are used to help identify the timing of the market moving up or down and to predict how long trends may last and when trends might reverse. A chart is a historical record of price movements. Charting will often reveal patterns that repeat over and over with the same outcome but there is no guarantee in finding these tendencies and patterns or that historical records are an indicator of current or future movements.





## Strategic

This method of analysis involves setting target allocations for various asset classes and periodically rebalancing the portfolio back to the original allocations when they deviate significantly from the initial settings due to differing returns from various assets. In strategic asset allocation, the target allocations depend on factors such as the investor's risk tolerance, time horizon, and investment objectives. These factors may change over time as the parameters change. Strategic asset allocation is compatible with a "buy and hold" strategy and is based on modern portfolio theory, which emphasizes diversification to reduce risk and improve portfolio returns.

## Quantitative

In this type of analysis, mathematical and statistical models are used in an attempt to obtain a more accurate depiction of how different sectors of the market are reacting to market data at any given point in time. Risk for this type of analysis could be that historical patterns or correlations between market data and sector-specific reactions do not always repeat themselves.

PWA selects the mutual funds, stocks, and ETFs contained in its Portfolio Strategies. The main sources of information that PWA uses include:

- Publicly available sources such as newspapers, company press releases, annual reports, and corporate rating services,
- Subscription services such as stockcharts.com, Koyfin, etc.
- Custodial research to help choose specific securities that have lower expense ratios, no transaction fee, no loads or other low-cost comparable options for the Client,
- Research from the third-party providers of PWA's trading models.

## Investment Strategies

### Portfolio Strategies

*\* Due to the tactical nature of these portfolios, the weighting of each sub-strategy may change at the portfolio manager's discretion and without client approval. The same principle is applied to the use of inverse funds.*

**Admiral I** is a 36-stock portfolio derived from the 75-stock Earnings Certain Portfolio, is ideal for clients with smaller accounts or who don't want exposure to a larger group of stocks. The Admiral 1 Portfolio is far more manageable and, importantly, provides nearly identical characteristics and "recession-proof" performance as the Earnings Certain Portfolio—with even more defense on the downside by utilizing PWA's ETF hedge overlay that can include inverse funds, commodities & fixed income. The positions are equally weighted, and this portfolio also contains a 1% weighting to each of the six technology names the PM chooses to utilize to help enhance capital appreciation.

**Admiral II** is a 36-stock portfolio derived from the 75-stock Earnings Certain Portfolio, is ideal for clients with smaller accounts or who don't want exposure to a larger group of stocks. The Admiral II Portfolio is far more manageable and, importantly, provides nearly identical characteristics and "recession-proof" performance as the Earnings Certain Portfolio—with even more defense on the downside by utilizing PWA's ETF hedge overlay that can include inverse funds, commodities & fixed income. The positions are equally weighted, and this portfolio also contains the six technology names the PM chooses to utilize to help enhance capital appreciation. The turnover is minimal and aims to be consistent with risk metrics for a more moderate investor.



**Admiral III** is a 36-stock portfolio derived from the 75-stock Earnings Certain Portfolio, is ideal for clients with smaller accounts or who don't want exposure to a larger group of stocks. The Admiral II Portfolio is far more manageable and, importantly, provides nearly identical characteristics and "recession-proof" performance as the Earnings Certain Portfolio—with even more defense on the downside by utilizing PWA's ETF hedge overlay that can include inverse funds, commodities & fixed income. The positions are equally weighted, and this portfolio also contains the six technology names the PM chooses to utilize to help enhance capital appreciation. The turnover is minimal and aims to be consistent with risk metrics for a more growth-oriented investor.

**Focus 50 Moderate** is a portfolio of 50 stocks that are set to outperform the market over the next 12 months. The stock selection criteria reflect our enduring reliance on earnings estimate revisions. Each of the new additions to the portfolio is hand-picked from a long list of stocks that have a PWA Rank of 1 or 2. Given the best-in-class earnings momentum of stocks with these attributes, we keep them on the portfolio even as their "Rank" changes subsequently. The Focus 50 portfolio is an outstanding starting point for long-term investors to build their portfolios, with exceptional long-term performance. This portfolio is 40% hedged utilizing PWA's ETF hedge overlay that can include inverse funds, commodities & fixed income and aims to outperform a 60/40 index on a 1-, 3- & 5-year time horizon.

**Focus 50 Growth** is a portfolio of 50 stocks that are set to outperform the market over the next 12 months. The stock selection criteria reflect our enduring reliance on earnings estimate revisions. Each of the new additions to the portfolio is hand-picked from a long list of stocks that have a PWA Rank of 1 or 2. Given the best-in-class earnings momentum of stocks with these attributes, we keep them on the portfolio even as their "Rank" changes subsequently. The Focus 50 portfolio is an outstanding starting point for long-term investors to build their portfolios, with exceptional long-term performance. This portfolio is 20% hedged utilizing PWA's ETF hedge overlay that can include inverse funds, commodities & fixed income and aims to outperform an 80/20 index on a 1-, 3- & 5-year time horizon.

**Tactical Hedged Equity** is designed for investors looking to acquire enhanced capital appreciation while mitigating both systematic and non-systematic risk through the incorporation of engineered beta. This portfolio is comprised of three separate strategies running simultaneously. The first portion (19%) of this strategy is comprised of ten diversified stocks that are traded quarterly and integrates specific sectors, industries, or asset classes that display momentum and strong outperformance relative to the benchmark on a long-term basis. However, these positions also display discounted valuations or a return to more historically average valuations multiples over the short-term, making them attractive from both a valuation and momentum perspective. The second portion (54%) of this strategy is comprised of a global sector rotational strategy and incorporates another diversified set of stocks that are traded and strategically re-balanced quarterly. This portion of the portfolio incorporates positions within a multitude of different market sectors, industries, and countries, and requires that each specific sector or industry comprise of less than the overall portfolio to reduce specific segments of non-systematic risk and cross-asset correlation. Equities within this specific sleeve are generally considered low-volatility or low-beta relative to the S&P 500 Index benchmark. The final piece (27%) is invested in a sleeve consisting of, but not limited to, inverse funds, fixed income, and other non-correlating defensive strategies to hedge against market volatility.

**SIMPLE Growth** is a straight-forward portfolio that consists of two of our most popular models – Greatest Hits (74%) and All-Asset ETF (26%). The Greatest Hits model seeks to generate long-term returns in excess of the total return of the S&P 500 Index, with a global portfolio of all-cap stocks. The Greatest Hits model is based on the premise that if a stock is selected by multiple (and independent) PWA models, it may have more characteristics of a stock that has a higher probability of positive future returns than a stock selected by just one model. Due to this allocation, the portfolio can select from any markets and asset classes, removing its limitations to just stocks or bonds. The portfolio can utilize inverse funds and is reconstituted every three months. The PWA Simple Growth portfolio targets the historical risk level of the Dow Jones U.S. Moderate Risk Index and touts a historical downside capture ratio of just 0.22 (or 22% of the S&P 500 Index).





**SIMPLE Moderate** is a straight-forward portfolio that consists of two of our most popular models – Greatest Hits (47%) and All-Asset ETF (53%). The Greatest Hits model seeks to generate long-term returns in excess of the total return of the S&P 500 Index, with a global portfolio of all-cap stocks. The Greatest Hits model is based on the premise that if a stock is selected by multiple (and independent) PWA models, it may have more characteristics of a stock that has a higher probability of positive future returns than a stock selected by just one model. Due to this allocation, the portfolio can select from any markets and asset classes, removing its limitations to just stocks or bonds. This portfolio will also utilize inverse funds and reconstitutes every three months. The PWA Simple Moderate portfolio targets the historical risk level of the Dow Jones U.S. Moderate Risk Index and touts a historical downside capture ratio of just 0.22 (or 22% of the S&P 500 Index).

**SIMPLE Conservative** is a straight-forward portfolio that consists of two of our most popular models – Greatest Hits (39%) and All-Asset ETF (61%). The Greatest Hits model seeks to generate long-term returns in excess of the total return of the S&P 500 Index, with a global portfolio of all-cap stocks. The Greatest Hits model is based on the premise that if a stock is selected by multiple (and independent) PWA models, it may have more characteristics of a stock that has a higher probability of positive future returns than a stock selected by just one model. Due to this allocation, the portfolio can select from any markets and asset classes, removing its limitations to just stocks or bonds. The Portfolio reconstitutes every three months and can include mutual funds that bet against the S&P 500 or other indexes (i.e., inverse funds). The PWA Simple Conservative portfolio targets the historical risk level of the Dow Jones U.S. Moderate Risk Index and touts a historical downside capture ratio of just 0.22 (or 22% of the S&P 500 Index).

**PWA Granny Shots** is designed for investors looking to take advantage of a tactical approach by trading stocks that are expected to capture exposure to the investment themes we favor for the next six-to-twelve months, while the longer-term strategies are designed to capture the exposure for three-to-five years. In this portfolio, we like to take diverse approaches to analysis and investing to maximize our returns. At any time, multiple forces will result in above-par growth for individual companies. Accordingly, we have three tactical portfolios and three strategic/thematic portfolios to take advantage of various economic tailwinds and changes that we think will significantly affect asset prices. We mix ample use of historical relationships with technical analysis and proprietary quantitative tools to try to identify these currents in the economy that we believe will positively affect certain stocks. Our tactical portfolios have an investment horizon of six-to-twelve months. They are taking advantage of observed shorter-term trends in the economy. We also have our strategic portfolios that we think will benefit from more secular changes in the economy. When a stock is selected by more than one of these six methodologies, we add it to our list of "granny shots." This portfolio will also utilize inverse funds and reconstitutes every three months.

**PWA Risk-Managed Granny Shots** is designed for investors looking to take advantage of a tactical approach by trading stocks that are expected to capture exposure to the investment themes we favor for the next six-to-twelve months, while the longer-term strategies are designed to capture the exposure for three-to-five years. In this portfolio, we like to take diverse approaches to analysis and investing to maximize our returns. At any time, multiple forces will result in above-par growth for individual companies. Accordingly, we have three tactical portfolios and three strategic/thematic portfolios to take advantage of various economic tailwinds and changes that we think will significantly affect asset prices. We mix ample use of historical relationships with technical analysis and proprietary quantitative tools to try to identify these currents in the economy that we believe will positively affect certain stocks. Our tactical portfolios have an investment horizon of six-to-twelve months. They are taking advantage of observed shorter-term trends in the economy. We also have our strategic portfolios that we think will benefit from more secular changes in the economy. When a stock is selected by more than one of these six methodologies, we add it to our list of "granny shots." This portfolio utilizes a hedge overlay that can include inverse funds, commodities & fixed income. This portfolio has risk metrics that are characteristic of a growth to aggressive growth investor.



**Earnings Certain** is a 75-position portfolio that seeks to identify the highest quality companies within the S&P 500 based on long-term earnings visibility. To be considered for inclusion, the companies must trade on U.S. exchanges, be above \$5 billion in market capitalization, and have demonstrated an ability to deliver steady earnings per share growth through multiple business cycles. This buy-and-hold portfolio is therefore a collection of companies that have demonstrated steady and highly predictable earnings growth for shareholders over sustained periods of time by being well insulated from boom-or-bust cycles. All stocks must have a trading history going back to at least 12/31/2006 and have a durable brand or economic moats, highly visible contractual revenue, and/or companies whose products remain in demand despite changing consumer tastes, technological innovation, threats of e-commerce, and other rapidly changing environments. The portfolio does not consist of stocks in the financial, insurance, real estate, precious metals, energy, or commodity sectors. During periods of economic contraction, the portfolio manager may allocate a portion of the portfolio in the All-Asset ETF strategy, which is invested in a sleeve consisting of, but not limited to, inverse funds, fixed income, and other non-correlating defensive strategies to hedge against market volatility.

**PWA Admiral Portfolio** is a 50-position portfolio that seeks to identify the highest quality companies within the S&P 500 based on long-term earnings visibility. To be considered for inclusion, the companies must trade on U.S. exchanges, be above \$5 billion in market capitalization, and have demonstrated an ability to deliver steady earnings per share growth through multiple business cycles. This buy-and-hold portfolio is therefore a collection of companies that have demonstrated steady and highly predictable earnings growth for shareholders over sustained periods of time by being well insulated from boom-or-bust cycles. All stocks must have a trading history going back to at least 12/31/2006 and have a durable brand or economic moats, highly visible contractual revenue, and/or companies whose products remain in demand despite changing consumer tastes, technological innovation, threats of e-commerce, and other rapidly changing environments. The portfolio does not consist of stocks in the financial, insurance, real estate, precious metals, energy, or commodity sectors. During periods of economic contraction, the portfolio manager may allocate a portion of the portfolio in the All-Asset ETF strategy, which is invested in a sleeve consisting of, but not limited to, inverse funds, fixed income, and other non-correlating defensive strategies to hedge against market volatility.

**PWA Dividend Portfolio** is a 25-stock portfolio that seeks to identify the highest quality companies within the S&P 500 based on long-term earnings visibility and most importantly generate income through dividends. To be considered for inclusion, the companies must trade on U.S. exchanges, be above \$5 billion in market capitalization, and have demonstrated an ability to deliver steady earnings per share growth through multiple business cycles. This buy-and-hold portfolio is therefore a collection of companies that have demonstrated steady and highly predictable earnings/dividend growth for shareholders over sustained periods of time by being well insulated from boom-or-bust cycles. All stocks must have a trading history going back to at least 12/31/2006 and have a durable brand or economic moats, highly visible contractual revenue, and/or companies whose products remain in demand despite changing consumer tastes, technological innovation, threats of e-commerce, and other rapidly changing environments. The portfolio does not consist of stocks in the precious metals, energy, or commodity sectors. During periods of economic contraction, the portfolio manager may allocate a portion of the portfolio in the All-Asset ETF strategy, which is invested in a sleeve consisting of, but not limited to, inverse funds, fixed income, and other non-correlating defensive strategies to hedge against market volatility.

**PWA Focus Portfolio** is specifically designed for investors looking to acquire enhanced capital appreciation while mitigating systematic and non-systematic risk through the incorporation of asset allocation and fundamental stock strength. This portfolio is a low-trading model of 50 stocks that represent our best long-term recommendations most likely to outperform the market over the next twelve months. Each stock is hand-picked from our list of stocks with the highest rank and then put through a proprietary model that uses trends in earnings revisions to forecast stock price direction. During periods of economic contraction, the portfolio manager may invest a portion of the portfolio in the All-Asset ETF strategy, which is invested in a sleeve consisting of, but not limited to, inverse funds, fixed income, and other non-correlating defensive strategies to hedge against market volatility.



**PWA Little Giants I & II** were designed for investors looking to gain exposure to a smaller, less capital intensive – yet diversified – combination of equities. Each portfolio specifically consists of six large market capitalization, mature, dividend-paying equities that have strong long-term growth prospects within their respective sectors and industries. Each portfolio is re-balanced once a quarter in an effort to bring target allocations back to previously set thresholds, and reduce any unwanted non-systematic risk associated with any one position. The portfolios ultimately seek to achieve elevated long-term capital gains over a long-term time horizon. These portfolios look to outperform the S&P 500 Total Return Index.

**PWA 401(k) Aggressive** is designed for investors who are seeking capital appreciation. This portfolio is designed to help investors fully participate in the growth that the stock market has to offer through both fixed income and equity exposure. The portfolio utilizes both PWA's proprietary blend of technical indicators on the equity side and a buy-and- hold for the fixed income portion. PWA incorporates both domestic and international sector specific ETFs, as well as a full range of commodity, currency, and broad index ETFs in order to seek the best possible return. Investments will be allocated between equities or fixed income based upon an analysis of market conditions. The fixed income portion of the portfolio will be invested in a broad-based Bond Index ETF, such as the BND or AGG for example. The portfolio is rebalanced on a quarterly basis, based on the current outlook for both equities and fixed income. The maximum equity exposure is 100%. Should our indicators signal a bearish quarter, the model will flip from 100% equities to 100% fixed income or cash. If our indicators signal a downtrend in the fixed income space, the portfolio can be moved entirely to cash in order to seek preservation of your principal investment. The strategy seeks to outperform the Standard & Poor's 500 Total Return Index (S&P 500®).

**PWA 401(k) Growth** is designed for investors who are seeking capital appreciation. This portfolio is designed to help investors fully participate in the growth that the stock market has to offer through both fixed income and equity exposure. The portfolio utilizes both PWA's proprietary blend of technical indicators on the equity side and a buy-and-hold for the fixed income portion. PWA incorporates both domestic and international sector-specific ETFs, as well as a full range of commodity, currency, and broad index ETFs in order to seek the best possible return. Outperforming sectors may be overweighted in order to maximize returns. Investments will be allocated between equities and fixed income based upon an analysis of market conditions. The fixed income portion of the portfolio will be invested in a broad-based Bond Index ETF, such as the BND or AGG for example. The bond portion is rebalanced every quarter based on the current outlook for fixed income. The minimum bond exposure will be no less than 10% and the maximum bond exposure will be no more than 70%. If our indicators signal a downtrend in either the equity or fixed-income space, both parts of the portfolio can be moved partially or entirely to cash in order to seek preservation of your principal investment. The strategy seeks to outperform the Standard & Poor's 500 Total Return Index (S&P 500®).

**PWA 401(k) Moderate Growth** is designed for investors who are seeking long-term growth with moderate volatility. This portfolio is built with a focus on providing balanced and varied exposure by investing in both equity and fixed income sectors. The portfolio utilizes both PWA's proprietary blend of technical indicators on the equity side and a buy-and-hold strategy for the fixed income portion. PWA incorporates both domestic and international sector-specific ETFs, as well as a full range of commodity, currency, and broad-based index ETFs in order to seek the best possible return. Outperforming sectors may be overweighted in order to maximize returns. Investments will be allocated between equities and fixed income based upon an analysis of market conditions. The fixed income portion of the portfolio will be invested in a broad-based Bond Index ETF, such as BND or AGG for example. The bond portion is rebalanced every quarter based on the current outlook for fixed income. The minimum bond exposure will be no less than 40% and the maximum bond exposure will be no more than 80%. If our indicators signal a downtrend in either the equity or fixed income space, both parts of the portfolio can be moved partially or entirely to cash in order to seek preservation of your principal investment. The strategy seeks to outperform a blended benchmark of 60% Standard & Poor's 500 Total Return Index (S&P 500®) and 40% Barclays Aggregate Bond Index.



**PWA 401(k) Conservative Growth Strategy** is designed for investors who are seeking moderate capital appreciation combined with current income. This portfolio is built with a focus on fixed income sectors first and equity exposure second. The portfolio utilizes both PWA's proprietary blend of technical indicators on the equity side and a buy-and-hold strategy for the fixed income portion. PWA incorporates both domestic and international sector-specific ETFs, as well as a full range of commodity, currency, and broad-based index ETFs in order to seek the best possible return. Outperforming sectors may be overweighted in order to maximize returns. Investments will be allocated between equities and fixed income based upon an analysis of market conditions. The fixed income portion of the portfolio will be invested in a broad-based Bond Index ETF, such as BND or AGG for example. The bond portion is rebalanced quarterly based on the current outlook for fixed income. The minimum bond exposure will be no less than 70% and the maximum bond exposure will be no more than 90%. If our indicators signal a downtrend in either the equity or fixed-income space, both parts of the portfolio can be moved partially or entirely to cash to seek the preservation of your principal investment. The strategy seeks to outperform a blended benchmark of 70% Barclays Aggregate Bond Index & 30% Standard & Poor's 500 Total Return Index (S&P 500®).

**ETF Tactical Growth** seeks to outperform the S&P 500 Index by selecting high-volume Exchange Traded Funds (ETFs) based on a multi-factor process that focuses on technical and price momentum criteria. We Begin with a starting universe of all ETFs trading on U.S. exchanges. We then remove all leveraged ETFs and eliminate any whose previous month-end price is less than its three-month simple moving average. We then sort the remaining ETFs by trading volume and select the top twenty-five. Finally, we rank the remaining twenty-five ETFs by a multi-factor rating system that includes MPT statistics, technical indicators, and price momentum, and select the top five. In addition, we utilize the All-Asset ETF Model, which seeks capital appreciation by selecting positions in domestic and global equity, credit, commodity, and interest rate markets. The Model follows a data-driven "all asset" approach that combines technical analysis with index price momentum as applied to a diversified universe of ETFs. The process is stated again below:

1. The starting universe is comprised of the following:
  - a. Equities (Domestic, International, Super Sectors\*, and Style Boxes)
  - b. Currencies and Commodities (U.S. Dollar, Japanese Yen, Gold, Commodity Indexes)
  - c. Bonds (Domestic and International, High Grade, and High Yield)
  - d. Inverse Funds (inverse S&P 500, Nasdaq 100, and MSCI EAFE funds)\*\*
2. Sort the starting universe by seven-month exponential price momentum and select the top 10;
3. Sort the remaining ETFs by their two-year correlation to crude oil and select the bottom 5;
4. Reconstitute every seasonal quarter (February, May, August, and November).

**ETF Tactical Moderate** seeks to provide risk-adjusted returns in excess of the S&P 500 Index by selecting the four style box ETF strategies trading below their historical mean. The ETF Tactical Moderate model utilizes an elegantly robust and unique strategy that combines style box rotation with monthly technical indicators. The Model begins with a starting universe of twelve ETF technical strategies (one for each style box ETF) and selects the four strategies furthest from their twelve-month simple moving average. Each market timing strategy is unique to its underlying ETF and can take a long or cash position in any given month. This may create a situation in which cash (or a money market fund) is selected on a monthly basis. The style boxes from which the model selects its four strategies are:

1. Large Cap (Core, Growth, Value, & Equal-Weight)
2. Mid Cap (Core, Growth, Value, & Equal-Weight)
3. Small Cap (Core, Growth, Value, & Equal-Weight)



**ETF Tactical Conservative** is designed for investors looking to mitigate systematic risk, volatility, potential draw-down, and correlation to the market through the inclusion of multiple asset classes. This portfolio is comprised of two separate strategies running simultaneously. The first portion of this strategy comprises 20% of a Tactical Momentum model and incorporates a diversified set of stocks that are traded monthly and integrates specific sectors, industries, or asset classes that display momentum and strong outperformance relative to the benchmark. This section of the portfolio has the ability to go to 100% cash with a bearish signal. The second portion of this strategy is comprised of 80% of Core Equity Conservative and incorporates a host of different traditional counter-cyclical assets such as short-duration and intermediate-term duration treasury bonds, along with alternative non-correlating assets such as gold and precious metals. The equity portion of this portfolio comprises a host of different large-capitalization, mid-capitalization, and small-capitalization securities, to reduce correlation to general domestic equity indices. The portfolio was created with the intention of engineering a beta or systematic risk figure that fluctuates between 0.30 and 0.40. Furthermore, these positions are included based on their reduced co-variance with one another and their prospects for elevated or excessive earnings growth rates in the future. This portfolio ultimately aims to outperform a traditional 60%/40% split of equities and fixed-income securities, respectively.

**ETF Strategic Conservative** is a globally diversified portfolio comprised of index-based ETFs that suit investors with a low risk tolerance and longer-term investment goals. This portfolio is heavily weighted toward fixed income and is our lowest risk portfolio that seeks to minimize potential loss of principal.

**ETF Strategic Moderate** is a globally diversified portfolio comprised of index-based ETFs that suit investors with a moderate risk tolerance and longer-term investment goals. This portfolio is a balanced weighting of fixed income and equities, our moderate portfolio seeks growth while protecting against potential loss of principal.

**ETF Strategic Growth** is a globally diversified portfolio comprised of index-based ETFs that suit investors with a higher risk tolerance and longer-term investment goals. This portfolio is heavily weighted towards equities and seeks the most significant investment growth and may incur larger fluctuations in value.

**PWA Greatest Hits** seeks to generate long-term returns in excess of the total return of the S&P 500 Index, with a global portfolio of all-cap stocks. The Model is predicated on the idea that if a stock is chosen by multiple (and independent) models, it may have more characteristics of a stock with a higher probability of positive future returns than a stock chosen by only one model. This model is purely quant driven which means it follows an unemotional & rules based process. The PWA Greatest Hits Model trades seasonally/quarterly, therefore the turnover is much higher than other PWA portfolios. While only holding 10 stocks at a time, the strategy aims to utilize enhanced diversification among the positions. This can help improve the overall stability and consistency of portfolio returns. Stock investing carries risks such as market volatility, potential loss of principal, and individual stock price fluctuations that can be influenced by company-specific factors.

**Note:**

All market indicator signals for all portfolio strategies are determined based upon mathematical trading models that are licensed by PWA pursuant to a software license agreement with a software provider, through a subscription agreement, or was created by PWA using proprietary market indicators. While PWA will generally trade based upon the signals generated by such models, the Firm may elect not to trade in accordance with the signals if it believes the signals are compromised or otherwise not in the best interest of PWA clients. Trade instructions are sent to the relevant custodian who then executes the trades for the relevant Accounts. PWA does not have control over the custodians and/or broker-dealer's ability to execute these trades.





## **Risk of Loss**

### **Market Risk**

The success of model portfolio activities and a client's portfolio will be affected by general economic and market conditions, such as interest rates, availability of credit, inflation rates, commodity prices, economic uncertainty, changes in laws, trade barrier, currency fluctuations, and controls, as well as national and international political circumstances. These factors may affect the level of volatility of securities prices and the liquidity of investments in client portfolios. Such volatility or illiquidity could impair profitability or result in losses.

### **Increased Regulations**

Events during the past several years and adverse financial results have focused attention upon the necessity to maintain adequate risk controls and compliance procedures. These events have led to increased governmental and self-regulatory authority scrutiny of the financial industry. Various national governments have also expressed concern regarding disruptive effects of speculative trading and the need to regulate the markets in general. Any regulations that restrict the ability to employ, or broker-dealers and counterparties to extend, credit, or restrict trading activities could adversely impact profit potential.

### **Inverse Funds**

PWA may invest in Investment Funds that utilize short sales. Short sales involve a finite opportunity for appreciation, but a theoretically unlimited risk of loss. Short positions are also subject to a "short squeeze" that could lead to accelerating losses for those short that particular security.

### **Potential Concentration**

PWA may invest in Investment Funds that target certain securities in particular market sectors. The lack of diversification may magnify losses from erroneous investment decisions and expose the Investment Funds, and thus the Accounts, to losses from market declines in the sectors in which one (1) or more of the Investment Funds may have substantial exposure.

### **Model Risk Trading**

Decisions for the Portfolio Strategies are determined by utilizing either software trading programs that are licensed by PWA pursuant to a software license agreement with Software Providers or was created by PWA using proprietary market indicators. With respect to Accounts, the model(s) determine when to buy or sell Investment Funds in the Portfolio Strategies. Therefore, the Portfolio Strategies are subject to substantial model risk, *i.e.*, the risk that the model may fail to produce accurate results under certain market conditions.

A technical trading system may underperform other trading methods when fundamental factors dominate price moves within a given market. Because technical analysis generally does not take into account fundamental factors such as supply, demand, and political and economic events (except to the extent they influence the technical data used as input information for the trading program), a technical trading method may be unable to respond to fundamental causation events until after their impact has ceased to influence the market. Positions dictated by the resulting price movements may be incorrect due to the fundamental factors then affecting the market. When fundamental factors dominate the markets, strict application of the trading signals generated by the trading program may cause substantial losses due to its inability to respond to fundamental factors until they have a sufficient effect on the market to create a trend of enough magnitude to generate a reversal of trading signals.

Trading models generally need to be updated regularly as market dynamics shift over time (for example, due to changed market conditions, regulations, investor populations, and changes in underlying economic data) in



order to remain effective. A previously highly successful model often becomes outdated or inaccurate, perhaps without the Software Provider or PWA recognizing that fact before substantial losses are incurred (it being, for example, often difficult to quickly determine whether a factor in a model or unusual market events are responsible for unexpected losses). There can be no assurance that the models utilized by PWA will continue to remain effective.

### **Reliance on Systems, Information Technology, and Third Parties**

In addition to the risks associated with the use of trading models generally, the use of any computer program contains an inherent risk that the software and hardware used or relied upon may malfunction, or contain or develop defects. Such defects could include but are not limited to, design errors, inaccurate data, computer viruses, and vulnerability to hacking and unauthorized access. Such or other defects could result in the execution of unanticipated trades, the failure to execute anticipated trades, the failure to properly allocate trades, the failure to properly gather and organize available data, and/or the failure to take certain risks, mitigating actions or other consequences. Such defects can be extremely difficult to detect, and a defect in the trading programs could go undetected for an extended period or perhaps never be detected. The impact of a defect (or multiple defects) may be compounded over time, resulting in substantial losses. Even if a defect is detected, it may result in substantial losses before it is identified or there has been an opportunity to correct it. Any malfunction or defects in the software or hardware relied upon by PWA could result in substantial losses. PWA's strategies rely heavily on computer hardware and software, online services, and other computer-related or electronic technology and equipment to facilitate trading activities. Electronic trading creates exposures to risks associated with system or component failure, which could result in an inability to enter new orders, execute existing orders or modify or cancel previously entered orders. System or component failure may also result in loss of orders or order priority. If unanticipated events disrupt the operation of any technology or equipment, PWA's investment programs may be severely impaired, causing investors to experience substantial losses or other adverse effects.

Further, PWA does not have control over the custodians and/or broker-dealers who execute the trades for client Accounts. Custodians and/or broker-dealers may, due to communication, technical, or for other reasons, fail to make trades or otherwise manage the Accounts as directed by PWA.

### **Third-Party Data**

In performing its duties, PWA will rely upon the information provided by the Software Provider(s) according to software license agreements and on information provided by other third parties (all such information, the "Third-Party Data"). PWA makes no representations or concerning any Third-Party Data or any derivative information and analyses based on such Third-Party Data, including, but not limited to, any warranty as to the general accuracy, time accuracy, historical accuracy, completeness, integrity, or any other aspect of the Third-Party Data or its content. The software license agreement may be terminated by PWA or by the Software Provider. PWA may not have the ability to pursue its investment strategies in Accounts without Third-Party Data.

### **Risks Related to Mutual Funds**

#### **General**

PWA invests in unaffiliated Mutual Funds and has no control over the management of the Mutual Funds or the securities in which such Mutual Funds invest. These Mutual Funds charge their own management and other fees so that if the Firm invests in them, each Account will bear an additional level of fees and expenses. Mutual Funds have risks associated with the following asset classes in which they invest and may also have unique risks of loss as described in their offering documents.



## **Equity Risk**

Investments in equity securities generally involve a high degree of risk. Prices are volatile and market movements are difficult to predict. These price movements may result from factors affecting individual companies or industries. Price changes may be temporary or last for extended periods. In addition to, or despite the impact of movements in the overall stock market, the value of investments may decline if the particular investments within the portfolio do not perform well in the market. Prices of growth stocks may be more sensitive to changes in the specific company's current or expected earnings than the prices of other types of stocks. Prices of stocks may fall or fail to appreciate regardless of movements in securities markets.

## **Fixed Income Risks**

Investments in fixed income securities represent numerous risks such as credit, interest rate, reinvestment, and prepayment risk, all of which affect their price (i.e., value). These risks represent the potential for a large amount of price volatility. In general, securities with longer maturities are more sensitive to price changes. Additionally, the prices of high-yield, fixed-income securities fluctuate more than high-quality debt issues. Prices are especially sensitive to developments affecting the company's business and to changes in the ratings assigned by rating agencies. Prices are often closely linked with the company's stock prices. High-yield securities can experience sudden and sharp price swings due to changes in economic conditions, stock market activity, large sales by major investors, default, and/or other factors. Developments in the credit market may have a substantial impact on the companies the Firm may invest in and will affect the success of such investments. In the event of a default, the investment may suffer a partial or total loss.

## **Small Capitalization Companies**

Both debt and equity securities of smaller less established companies tend to be more volatile than larger, more established companies. Such volatility could adversely impact client portfolios.

## **Large Company Risk**

Large capitalization stocks can perform differently from other segments of the equity market or the equity market as a whole. Large capitalization companies may be less flexible in evolving markets or unable to implement change as quickly as smaller capitalization companies.

## **Non-U.S. Investments**

Investments in securities (debt, equity, currencies, derivatives, etc.) domiciled outside of the United States expose the portfolio to a number of risks that may not exist in the domestic market alone. Such risks include, among other things; trade balances and imbalances, related economic policies, currency exchange rate fluctuations, imposition of exchange control regulation, withholding taxes, limitations on the removal of funds or other assets, possible nationalization of assets or industries, political difficulties, and political instability in foreign nations.

## **Private Fund – Risk of Loss**

An investment in the Fund and Fund II can involve a high degree of risk, including, without limitation, uncertain returns, market risk, risks associated with Limited Partner default, indemnification risks, illiquidity, possible lack of diversification, lack of management control, tax risks as well as potential conflicts of interest.

The Fund and Fund II, managed by PWA, is an unregistered pooled investment vehicle. There are certain inherent risks associated with investing in private pooled investment vehicles which include but are not necessarily limited to the following:





- Private offerings often are speculative, high-risk, and illiquid investments. An investor can lose his or her entire investment in a private offering.
- Private offerings are generally not subject to the same laws and regulations, which are designed to protect investors, as registered securities offerings.
- Private offerings typically have not been reviewed by a regulator to make sure risks associated with the risks of private investments have been adequately disclosed to prospective investors.
- Private offerings often project higher rates of return, but this is typically because the risks of the underlying private investment are also higher.
- Private offerings are generally illiquid, meaning there are limited opportunities to resell the underlying security of the private placement. Therefore, an investor may be forced to hold the private placement security indefinitely.
- Investors in a private placement offering are usually provided with less disclosure information than they would receive in a public security offering. Consequently, investors know much less about the private placement investment and the people behind it.
- Before investing in a private placement offering, an investor should carefully read and fully understand the subscription agreement and the offering memorandum/private placement memorandum.

### **Reliance on PWA and the Fund GP**

The success of the Fund and Fund II will depend on PWA's and the Fund GP and Fund II GP's ability to implement and manage the Fund and Fund II's investment program and related investments. Fund and Fund II investors will be relying on PWA and the Fund GP and Fund II GP to identify, structure and implement investments consistent with the Fund and Fund II's investment objectives and policies and to conduct the business of the Fund and Fund II. PWA and the Fund GP and Fund II GP have complete discretion to make investment decisions based on their analysis and judgment. The Fund and Fund II's performance could be materially adversely affected if a member of PWA or the Fund GP or Fund II GP was to die, become ill or disabled, or otherwise cease to be involved in the active management of the Fund and Fund II's portfolio.

### **Fund Investment Deal Flow**

The marketplace for investing in private companies is competitive. Intermediation by financial intermediaries has increased, substantial amounts of funds have been dedicated to making investments in the private sector, and the competition for investment opportunities is at historically high levels. Although PWA or the Fund GP and Fund II GP will attempt to make investments on behalf of the Fund and Fund II which meet the Fund and Fund II's overall investment criteria, there is no assurance that such investments can be located in sufficient quantity to allow all of the Fund and Fund II's capital to be invested. Market and other conditions may require the Fund and Fund II to make investments that offer a lower rate of return or involve a higher degree of risk than described herein. There can be no guarantee that PWA's or the Fund GP or Fund II GP's investment decisions with respect to the Fund and Fund II will be profitable.

### **Limited Portfolio Diversification**

The Fund and Fund II intend to participate in a limited number of investments and, as a consequence, the aggregate return of the Fund and Fund II may be adversely affected by the unfavorable performance of even a single investment. Although PWA and the Fund GP and Fund II GP intend to diversify the Fund and Fund II's portfolio to the reasonable extent possible within the confines of the Fund and Fund II's investment strategy, the inability of PWA and the Fund GP and Fund II GP to achieve this objective could adversely affect the performance of the Fund and Fund II. Furthermore, to the extent that the capital raised by the Fund and Fund II is less than the targeted amount, the Fund and Fund II may make fewer investments and thus be less diversified. A downturn of the economy or in the business of any one portfolio company could impact the aggregate returns delivered to the Fund and Fund II's investors.



## **Absence of Liquidity**

The Fund and Fund II's investments will generally be private, illiquid holdings. As such, there will be no public markets for the securities held by the Fund and Fund II and no readily available liquidity mechanism at any particular time for any of the investments held by the Fund and Fund II. In addition, the realization of value from any investments will not be possible or known with any certainty until such investments are sold and the proceeds are subsequently distributed to the Fund and Fund II's investors. Consequently, the Fund and Fund II's investors will bear the economic risks of their investment for the term of the Fund and Fund II with no certainty of return.

## **General Investment Risks**

The types of investments that the Fund and Fund II anticipate making involve a high degree of risk. In general, financial and operating risks confronting the Fund and Fund II's portfolio companies can be significant. While targeted returns should reflect the perceived level of risk in any investment situation, there can be no assurance that the Fund will be adequately compensated for risks taken. A loss of a Fund or Fund II investor's entire investment is possible. The timing of profit realization is also highly uncertain. Losses are likely to occur early in the Fund and Fund II's term, while successes often require a long maturation.

## **Limited Operating History**

Some of the Portfolio Companies the Fund and Fund II may invest in have limited operating histories by which to assess their ability to achieve, sustain and increase revenues or profitability. The financial results of such investments will be affected by many factors, including (i) the ability of the company to successfully identify a market or markets in which there is a need for its products; (ii) the ability of the company to successfully negotiate strategic alliances, licensing and other relationships for product development, marketing, distribution, and sales; (iii) the progress of research and development programs with respect to the development of additional products and enhancements to existing products; (iv) the ability to protect proprietary rights; and (v) competing technological and market developments, particularly companies that have substantially greater resources. There can be no assurance that the companies the Fund and Fund II invests in will be able to achieve and maintain cost-efficient operations or that any of their products or services will achieve a significant level of market acceptance. The development and commercialization of their products or services will require additional development, sales and marketing, and other significant expenditures. The required level and timing of such expenditures will impact their ability to achieve profitability and positive cash flows from operations at the levels projected, or at all. There can be no assurance that any such Portfolio Companies will ever achieve significant commercial revenues or profitability.

## **Reliance on Company Management**

The day-to-day operations of each Portfolio Company will be the responsibility of its own management team. Although the Fund GP and Fund II GP, PWA, and their principals will monitor the performance of the Fund and Fund II's investments and will screen for and, if necessary, recruit capable management, there can be no assurance that such management will be able to operate any such Portfolio Company in accordance with the Fund and Fund II's expectations. In addition, the loss to a Portfolio Company of a member of its management team could be detrimental to the development of the company.

## **No Assurance of Additional Capital**

Even if Fund and Fund II investments are successful in generating revenues and expanding Portfolio Company service offerings, additional financing may be required to continue product and service development, testing, and, ultimately, marketing and other operational activities. Moreover, cash requirements may vary materially due to service development results, service testing results, changing relationships with strategic partners, changes in the focus and direction of research and development programs, competitive and technological



advances of competitors, and other factors. Additional financing may not be available when needed or on acceptable terms. If additional financing is not available, a Portfolio Company may need to delay, scale back or eliminate certain of its product development, marketing, or other activities, or even be forced to cease operations and liquidate.

### **Companies May Default**

In the event the Fund and Fund II make a debt investment, there can be no assurance that the loanee will have sufficient cash flow from operations or capital to satisfy its loan obligations to the Fund or Fund II as they become due. If any such company defaults on its loan obligations to the Fund or Fund II, the Fund and Fund II could experience significant delays and costs in exercising its rights to protect its investment. The Fund and Fund II's ability to obtain payment beyond the realizable value of the Fund and Fund II's collateral may be limited by bankruptcy or similar laws affecting creditor's rights. There can be no assurance that the Fund and Fund II would ultimately collect the full amount owed on a defaulted loan. Following investment, companies may be unable to successfully scale operations and increase revenue as anticipated. As a result, sufficient cash flow may not be generated to service the Fund and Fund II's loan. Consequently, (i) the Fund and Fund II may restructure its loan resulting in the delay of principal repayment, the reduction of fees and/or future interest rates and/or the possible loss of principal or (ii) the Portfolio Company may experience bankruptcy, liquidation, or similar financial distress. The bankruptcy, liquidation and/or recovery process has a number of significant inherent risks for the Fund and Fund II as a creditor. A bankruptcy filing may adversely and permanently affect the Fund and Fund II's investment in that company. If the proceeding is converted to liquidation, the liquidation value of the company may not equal the fair value that was believed to exist at the time of the Fund and Fund II's investment. The duration of a bankruptcy, liquidation, and/or recovery proceeding is also difficult to predict, and a creditor's return on investment can be materially and adversely affected by delays until the plan of reorganization or liquidation ultimately becomes effective. The administrative costs in connection with a bankruptcy proceeding are frequently high and would be paid out of the debtor's estate prior to any return to creditors. There may be circumstances when the Fund and Fund II's debt investments could be subordinated to claims of other creditors or the Fund and Fund II could be subject to lender liability claims. In addition, certain claims that have priority by law (for example, claims for taxes) may be substantial.

### **Competition**

The industries in which the Fund and Fund II invests may be very competitive and involve a high degree of business and financial risk. Companies in which the Fund and Fund II invests will typically have many competitors, from single-office companies to national enterprises. Many of these competitors may have established public images and greater financial strength and personnel resources, each of which could adversely impact any Portfolio Companies' market position, brand recognition, and ability to successfully sell their services and products to potential customers. All of these factors could materially affect the Fund and Fund II's ability to achieve its investment objective.

### **Failure to Make Capital Contributions**

The Fund and Fund II follow a specific timeline with regards to new deals and new investors/investor contributions based on a contractual agreement. During the allotted window of funding, if any Fund and Fund II investor fails to contribute capital when due, and the contributions made by non-defaulting investors and borrowings by the Fund and Fund II are inadequate to cover the defaulted capital contribution, the Fund and Fund II may be unable to pay its obligations when due. As a result, the Fund and Fund II may be subjected to significant penalties that could materially and adversely affect the returns to Fund investors (including non-defaulting investors). If a Fund and Fund II investor defaults, it may be subject to various remedies, which may include the forced sale of the Fund and Fund II investor's interest.



## **Restriction on Liquidity, Transfers of Interests, and Withdrawals**

An investment in the Fund and Fund II involves substantial restrictions on liquidity. Fund and Fund II investors may not liquidate their investment prior to the termination of the Fund and Fund II. Although an investor may attempt to increase their liquidity by borrowing from a bank or other institution, Fund and Fund II interests may not be readily accepted as collateral for a loan. In addition, transfer of a Fund or Fund II interest as collateral or otherwise to achieve liquidity may result in adverse tax consequences to the transferor, and any such transfer is subject to the approval of the Fund GP or Fund II GP.

## **Dilution from Subsequent Closings**

Investors who subscribe for Fund and Fund II interests at subsequent closings will participate in existing investments of the Fund and Fund II, diluting the interest of existing Fund and Fund II investors. Although such investors will contribute their pro-rata share of previously made Fund and Fund II drawdowns (plus any applicable fees), there can be no assurance that such payment will reflect the fair value of the Fund and Fund II's existing investments at the time such additional investors subscribe for Fund and Fund II interests.

## **Dependence on the U.S. Government**

GovCon Companies may derive much of their total net sales from the U.S. Government. GovCon Companies expect to continue to derive most of their sales from work performed under U.S. Government contracts. Those contracts are conditioned upon the continuing availability of Congressional appropriations. Congress usually appropriates funds on a fiscal year basis even though contract performance may extend over many years. Consequently, contracts are often partially funded initially and additional funds are committed only as Congress makes further appropriations. If GovCon Companies incur costs in excess of funds obligated on a contract, they may be at risk for reimbursement of those costs unless and until additional funds are obligated to the contract.

In the event of a shutdown, GovCon Companies may continue to work on unfunded contracts to seek to maintain their projected cost and schedule profiles which GovCon Companies would anticipate being paid when the shutdown ends. Though, GovCon Companies are put at risk of nonpayment. Further, there may be indirect impacts such as the potential diversion of funds from certain departments of the U.S. Government and the fact that the Departments of State and Commerce cease to timely process export licenses. While in recent shutdowns there were procedures in place to process on an emergency basis licenses involving direct support to the military, humanitarian aid, or other similar emergencies, there was a growing backlog of non-emergency applications. GovCon Companies anticipate that this may occur again in any future shutdown. In addition, a budget proposal for future FYs may not be submitted to Congress. If annual appropriations bills are not enacted, the U.S. Government may operate under a continuing resolution, restricting new contract or program starts and additional government shutdowns, which might involve all government agencies.

Termination of multiple or large programs or contracts could adversely affect GovCon Companies' business and future financial performance. Potential changes in funding priorities may afford new or additional opportunities for businesses in terms of existing, follow-on, or replacement programs. While GovCon Companies would expect to compete and be well-positioned as the incumbent on existing programs, they may not be successful or the replacement programs may be funded at lower levels.

## **GovCon Companies May Not Win New Contracts**

GovCon Companies' contracts with the federal government are typically awarded through a competitive bidding process. This competitive bidding process presents a number of risks, including the following:

- GovCon Companies may bid on programs for which the work activities, deliverables, and timelines are vague or for which the solicitation incompletely describes the actual work, which may result in inaccurate



- pricing assumptions;
- GovCon Companies may incur substantial costs and spend a significant amount of managerial time and effort preparing bids and proposals; and
- GovCon Companies may incur the opportunity cost of not bidding on and winning other contracts that they may have pursued otherwise.

Because GovCon Companies contracts are typically for a fixed duration, if they are unable to win a particular new contract, they may be prevented from providing the services that are purchased under that contract for a number of years. If they are unable to consistently win new contract awards, their business and prospects will be adversely affected, and the actual results may differ materially and adversely from those anticipated.

### **GovCon Companies are Dependent on their Reputation**

A significant portion of a GovCon Company's revenue may be derived from services ultimately sold to the U.S. government, either as a prime contractor or as a subcontractor to other contractors engaged in work for the U.S. government. Their reputation and relationship with the U.S. government, and in particular with the branches and agencies with which they most frequently contract, are key factors in maintaining and growing this revenue. Negative press reports or publicity, which could pertain to employee or subcontractor misconduct, conflicts of interest, termination of a contract or task order, poor contract performance, deficiencies in services, reports or other deliverables, information security breaches, business system disapprovals, or other aspects of the business, regardless of accuracy, could harm reputation, particularly with these branches and agencies.

### **Bid Protests**

GovCon Companies may experience additional costs and delays if competitors protest or challenge awards of contracts in competitive bidding. Any such protest or challenge could result in the resubmission of bids on modified specifications, or in termination, reduction, or modification of the awarded contract. It can take a significant amount of time to resolve contract protests and, in the interim, the contracting U.S. federal agency may suspend GovCon Companies' performance under the contract pending the outcome of the protest. In addition, GovCon Companies may protest the contract awards of competitors when they believe it is prudent to do so to protect their rights and interest in the competition. This process requires the time, effort, and attention of management and employees and incurs additional costs.

### **Subcontractor Performance**

GovCon Companies may rely on other companies to perform some of the services that are provided to customers. Disruptions or performance problems caused by the subcontractors could have an adverse effect on the ability as a prime contractor or higher tier subcontractor to meet commitments to customers.

GovCon Companies may have disputes with their subcontractors arising from, among other things, the quality and timeliness of work performed by the subcontractor, customer concerns about the subcontractor, the failure to extend existing task orders or issue new task orders under a subcontract, proper invoicing, cost reasonableness, allocability, allowability, the hiring of each other's personnel, adjustments to the scope of the subcontractor's work, or the subcontractor's failure to comply with applicable law or regulations. Uncertain economic conditions heighten the risk of financial stress of the subcontractors, which could adversely impact their ability to meet their contractual requirements to the GovCon Companies. If any of the subcontractors fail to timely meet their contractual obligations or have regulatory compliance or other problems, the ability to fulfill obligations may be jeopardized. Significant losses could arise in future periods and subcontractor performance deficiencies could result in the termination for default.





## **New Procurement Rules and Regulations**

GovCon Companies continue to experience significant changes to business practices as a result of an increased focus on affordability, efficiencies and recovery of costs, among other items. U.S. government agencies may face restrictions or pressure regarding the type and number of services that they may obtain from private contractors. Legislation, regulations, and initiatives dealing with procurement reform, mitigation of potential organizational conflicts of interest, deterrence of fraud, and environmental responsibility or sustainability could have an adverse effect. Moreover, shifts in the buying practices of U.S. government agencies (such as increased usage of fixed price contracts, multiple award contracts and small business set-aside contracts) could have adverse effects on government contractors. Any of these changes could impair GovCon Companies' ability to obtain new contracts or contract renewals. Any new contracting requirements or procurement methods could be costly or administratively difficult to implement and could adversely affect future revenues, profitability and prospects.

## **Item 9 – Disciplinary Information**

In November 2014 the Florida Office of Financial Regulation alleged a contested technical violation of Florida investment advisor registration requirements. To avoid the expense associated with litigating that issue (and with no admission of a violation), PWA and the individuals agreed to resolve the issue, pay a modest fine and, in return, receive the requested Florida Investment Advisory registrations. The firm's Florida registrations were approved in December 2014.

In September of 2016, the State Corporation Commission of the Commonwealth of Virginia alleged a violation of 21 VAC 5-80-160 A (19) of the Commission's Rule regarding Investment Advisors, requiring supervision of employees and investment advisor representatives. In 2014, after speaking with a local (Virginia) securities attorney, PWA permitted an employee to participate in certain communications to facilitate the purchase, by five (5) PWA clients, of securities issued by a private real estate fund. Although fund disclosures stated that the securities were exempted from registration requirements, the State Corporation Commission of the Commonwealth of Virginia, which regulated PWA during the relevant period, determined that the securities were neither registered with the Division of Securities and Retail Franchising (the "Division") nor exempt from registration. The Division alleged that PWA violated rules requiring investment advisors to maintain "written procedures to supervise the activities of employees and investment advisor representatives that are reasonably designed to achieve compliance with applicable securities laws and regulations." To avoid the expense of litigating that issue (and with no admission or denial of the violation), PWA agreed to resolve the matter, pay a modest fine, and undertake not to violate the Virginia Securities Act in the future. There was no allegation of investor harm or losses in the private real estate fund.

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

PWA is not and does not have a related person that is a broker/dealer, municipal securities dealer, government securities dealer or broker, an investment company or other investment adviser or financial planner, a futures commission merchant, commodity pool operator, or commodity trading advisor, a banking or thrift institution, an accountant or accounting firm, a lawyer or law firm, an insurance company or agency, a pension consultant or a real estate broker or dealer.

PWA is not engaged in any other business activities and offers no other services except those described in this Brochure. However, while PWA does not sell products or services other than investment advice, PWA representatives may sell other products or provide services outside of their role as investment adviser representatives. Theodore J. Doremus, CEO, and CCO is a minority investor in a private placement real estate investment Blue Line Capital, LLC (25% owner). Two (2) of the other three (3) owners in this investment are also existing PWA clients. This ownership interest creates a conflict of interest which is addressed by ensuring that the particular investment meets the suitability and investment objectives of each client solicited.



Theodore J. Doremus, CEO, and CCO is registered as an insurance agent. As such, he may recommend clients purchase disability insurance, life insurance, annuities, or other insurance products. This creates a conflict of interest as the commission of the sale of insurance if done through PWA, would benefit him and the Firm. However, Mr. Doremus personally does not currently charge or receive any commissions as a result of his being registered as an insurance agent. The Firm receives any commission charged.

### **Ownership of Private Fund General Partner**

PWA is the owner of PWA GovCon Fund, LLC which acts as the General Partner of the GovCon Fund, LP, a pooled investment vehicle, and PWA GovCon Fund II, LLC which acts as the General Partner of the GovCon Fund II, LP, a pooled investment vehicle. PWA addresses any conflict of interest by fully disclosing the relationship among the General Partner, PWA, and the Fund and Fund II in the Fund and Fund II's Offering Memorandum. PWA further manages any conflicts of interest by strictly adhering to the investment strategy discussed in the Fund's Offering Memorandum.

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

### **Code of Ethics**

Pursuant to SEC Rule 204A-1, PWA has adopted a written Code of Ethics ("Code") that sets forth standards of conduct and federal securities law requirements applicable to all supervised persons as defined in the Advisers Act. In addition to providing general guidelines overseeing client professional services, the Code stresses the avoidance of actual or perceived conflicts of interest by specifically prohibiting its employees from engaging in certain transactions or activities. The Code also includes ethics policies, prohibitions, and principles for doing business designed to emphasize that supervised persons are in a position of trust with clients. All supervised persons are required to comply with ethical restraints relating to clients and their accounts, including restrictions on giving gifts to and receiving gifts from, clients in violation of the firm's gift policy. Further, employees are required to report all Code violations to the Chief Compliance Officer ("CCO"). Code violations may result in disciplinary action or dismissal. The Code also contains policies involving the safeguarding of proprietary and non-public information by supervised personnel along with restrictions on the use of insider information and the use of non-public information regarding a client.

### **Participation or Interest in Client Transactions**

PWA acts as an investment manager to numerous clients. PWA may give advice and take action with respect to any Accounts it manages that may differ from action taken by the Firm on behalf of other Accounts. PWA is not obligated to recommend, buy, or sell or refrain from recommending, buying, or selling any security that the Firm or its access persons, as defined by rules under the Advisers Act and the U.S. Securities and Exchange Act of 1940, as amended ("1940 Act"), may buy or sell for their own accounts or for the accounts of any other client. PWA is not obligated to refrain from investing in securities held by Investment Funds or Accounts that it manages except to the extent that such investments violate the Code adopted by the Firm.

PWA manages investments for multiple clients and may give them advice or take actions for them or for other separate accounts that is different from the advice PWA provides to any client or actions taken for a client. The Firm is not obligated to buy, sell or recommend to any client any security or other investment that the Firm may buy, sell or recommend for other clients or its (or its employees) own accounts.

Certain PWA officers, members, and employees ("Related Persons") are also clients or investors. PWA may invest client accounts in, among other things, securities in which the Firm or its Related Persons have a financial interest. PWA or its Related Persons may purchase for themselves securities or other investments which one (1) or more clients own, previously owned, or will own in the future. As these situations may represent a potential conflict of interest, PWA has adopted procedures relating to personal securities transactions and insider trading that are reasonably designed to prevent actual conflicts of interest.



PWA, directly or through an affiliate, may manage simultaneously parallel with similar objectives but with differing fees to the Firm. PWA also may similarly manage simultaneously accounts that may hold short positions in a security for which other managed accounts are long. PWA's policy is to manage each account independently and fairly and recognize and seek to control the conflicts of interests inherent in such practices.

### **Personal Trading**

The Code requires all supervised personnel to report their personal securities holdings and transactions and requires the CCO or his designee to pre-approve certain investments, including investments in IPOs. Personnel are required to submit an annual report of brokerage accounts and holdings along with an annual acknowledgment and certification stating that the individual will comply with the Code. In addition, supervised personnel are required to submit quarterly transaction reports that detail the individual's securities transactions for the quarter. These reports or confirmations and statements are submitted to and reviewed by the CCO or his designee.

PWA will provide a copy of its Code of Ethics to any client or prospective client upon request.

## **Item 12 – Brokerage Practices**

As a fiduciary to its Clients, the Firm has a duty to “execute securities transactions for clients in such a manner that the clients’ total costs or proceeds in each transaction are the most favorable under the circumstances.” [*In the Matter of Kidder, Peabody & Incorporated*, Investment Advisers Act Release No. 232 (Oct. 16, 1968).] This obligation generally constitutes the Firm's duty of “best execution” in connection with managing trades and the selection of brokers executing portfolio trades on behalf of the Firm's private client(s). While the Firm is not required to obtain the lowest available commission rate for executing a given trade, it is PWA's fiduciary obligation to use “best efforts” to obtain a reasonable commission rate in relation to the quality of the execution and the value of brokerage services received from the executing broker. Therefore, the Firm has adopted standards with respect to executing broker selection.

In determining which broker will offer best execution, the Firm may consider some or all of the following factors:

- execution capability;
- research capability;
- block trading coverage for particular security;
- commission and pricing structure;
- effective communication;
- responsive personnel;
- ability to position trades (e.g., the trading of odd lots) distribution;
- underwriting capabilities;
- use of electronic efficiencies;
- ability to execute and settle trades efficiently;
- mutual funds offered at minimal transaction costs;
- client custodial relationships;
- client reporting and convenience;
- financial stability; and/or
- general reputation.

As needed, the Firm will monitor and discuss the execution services provided by brokers with the foregoing factors in mind. When a question is raised with respect to a broker's execution of trades for client accounts, senior management of the Firm will assess the quality of the execution received to ensure that client trades receive the best execution as determined by the applicable factors listed above.





Because the Firm does not hold client assets for Accounts, private clients are required to establish custodial accounts with Charles Schwab & Co, a FINRA-registered broker-dealer, Member SIPC (“Schwab”) or Axos Advisor Services, a tradename of Axos Clearing, LLC, an independent Custodian and Member FDIC (“Axos”). Sub-advisory clients may establish custodial accounts with either Schwab, Axos or such other independent custodian(s) as the Firm selects, to maintain custody of clients’ assets and to effect trades for their Sub-Advised Accounts.

The Firm has determined that having Schwab and/or Axos execute trades is consistent with its duty to seek the “best execution” of client transactions. Schwab provides PWA with access to its institutional trading and custody services which are typically not available to Schwab retail investors. These services are generally available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor’s clients’ assets are maintained at Schwab Institutional. For PWA clients’ Accounts maintained in its custody, Schwab generally does not charge separately for the 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. While Axos does not provide the additional services provided by Schwab, it does typically have lower trading costs than Schwab on some investment types, quicker execution time, and the ability to trade more complex strategies.

### **Private Fund Transactions**

Transactions for the GovCon Fund, LP will be placed through the Millennium Trust Company, Truist Bank, EagleBank, and JPMorgan Chase and Co. Transactions for the GovCon Fund II, LP will be placed through Wintrust and Charles Schwab.

PWA has a duty to select custodians based on the best interest of the Fund and Fund II. In this regard, the primary factor in selecting a custodian will be that the services are provided cost-effectively. PWA will not receive traditional “soft dollars” with respect to private fund transactions.

### **Directed Brokerage for Sub-Advisory Accounts**

The Firm generally recommends that Private Clients and Sub-Advised Clients utilize qualified custodian(s) selected by the Firm and the broker/dealer(s) selected by such custodian(s). All Private Clients must use Schwab or Axos, however, Sub-Advised Clients may select the custodian(s) and/or broker-dealer(s) that will be used for their accounts. Sub-Advised Clients directing the use of a particular custodian and/or broker/dealer are advised that (i) the Firm may not be able to obtain the best prices and execution for the transactions, (ii) clients may receive less favorable prices than would otherwise be the case if the client had not designated a particular broker/dealer or custodian, and (iii) a disparity in commission charges may exist between the commissions charged to clients who direct PWA to use a particular broker or dealer versus clients who do not direct the use of a particular broker or dealer. In some circumstances, the Firm may be unable to invest client assets using a particular custodian’s platform and the client will need to designate another custodian or use one of the Firm’s selected custodians. The Firm reserves the right of refusal to trade on certain custodial platforms.

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

An investment adviser receives soft dollar benefits from a broker-dealer when the investment adviser receives research or other products and services in exchange for client securities transactions or maintaining an account balance with the broker-dealer.

PWA does not currently have a soft dollar agreement with a broker-dealer or a third party.



## **Trade Errors**

Currently, all trades are handled by qualified custodians or automated trading programs. As a fiduciary, PWA has the responsibility to instruct the custodians with respect to trading promptly, correctly, and in the best interests of our clients.

In the event any error occurs in the handling of any client transactions due to PWA's actions, or inaction, PWA's policy is to seek to identify and correct any errors as promptly as possible without disadvantaging the client or benefiting PWA in any way.

If the error is a result of an act or omission of a third party, such as a qualified custodian, or broker/dealer or the failure of a trading system, PWA is not responsible but will attempt to obtain correction from the third party responsible.

PWA's policy and practice is to monitor and reconcile all trading activity, identify and attempt to resolve any trade errors made by PWA or its personnel promptly, document each trade error with appropriate supervisory approval and maintain a trade error file.

PWA will maintain a report/file of all trade errors. The following will be documented for each trade error:

1. The client that was affected
2. A description of the error
3. The broker/dealer that was involved (if applicable)
4. The name and/or ticker symbol of the security
5. The transaction date
6. A description of how the error was resolved

The CCO will be responsible for periodically reviewing the trade error report/file to determine that trade corrections are being appropriately handled and to determine if additional policies and procedures need to be implemented or changes need to be made to lessen the frequency or number of trade errors that are occurring.

## **Block Trading and Allocation for Separate Account Clients**

The aggregation or block trading of client transactions allows an adviser to execute transactions in a more timely, equitable, and efficient manner. Typically, the process of aggregating client orders is done in order to achieve better execution, or to negotiate more favorable commission rates, or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently. PWA may aggregate client orders placed for client accounts that are held at a particular custodian for block trading at that custodian. Trades are not aggregated across all custodians. The custodians place the trades through their brokers.

PWA, the custodian or the trading software will calculate the pro-rata share of each transaction included in a block order for client accounts held with a particular custodian and assign the appropriate number of shares. The relevant custodian executes the trades and allocates the appropriate number of shares to the clients' accounts at the average price achieved for the block trade. Neither PWA nor any of the Firm's associated persons receive any additional compensation as a result of block trades.

PWA has implemented a "rotation policy" for trading across custodians so that no custodian or client account is favored. The rotation policy is set such that the order of custodians varies each day. When more than one (1) trader is trading, custodians may be delivered trade instructions at the same time. The rotation of custodians may be changed by PWA in its sole discretion, including without limitation for the following reasons: (i) each custodian is not necessarily traded every day depending on the accounts and portfolios that the accounts are invested in, (ii) third-party connection, internet or any other issue preventing PWA from instructing the



custodian on the trades and/or allocations to be made, (iii) other various issues that may occur, (iv) addition of a custodian or addition of another trader to PWA.

PWA may have clients whose assets are held at a particular custodian that pursue multiple Portfolio Strategies in their Account at that custodian. Some custodians can process block trade orders from PWA for multiple Portfolio Strategies on an aggregated basis, and in those cases, PWA submits block trades for all of the client accounts held at these custodians that wish to trade the same security on the same day, regardless of Portfolio Strategy. For other custodians, PWA cannot effectively submit block trades jointly for multiple Portfolio Strategies that wish to trade the same security. In those cases, PWA submits the trades for each Portfolio Strategy separately and rotates through the Portfolio Strategies in order so no investment program always has its trades placed first.

As a matter of policy, an adviser's allocation procedures must be fair and equitable over time so that no client or group of clients is systematically favored or disfavored. PWA seeks to achieve this goal by use of bunched orders and rotation of trades.

### **Agency Cross Transactions**

PWA's associated persons are prohibited from engaging in agency cross transactions, meaning PWA cannot act as a broker for both the sale and purchase of a single security between two (2) different clients and cannot receive compensation in the form of an agency cross commission or principal mark-up for the trades.

## **Item 13 – Review of Accounts**

### **Account Reviews and Reports**

Private client Separate Accounts are reviewed at least semi-annually. While the calendar is the main triggering factor, reviews can also be conducted upon client request. These account reviews can include investment strategy, risk tolerance, and investment objective reviews, and, if needed, modifying if any of the aforementioned items have changed. Reviews are generally conducted by a registered investment adviser managing the account.

Investments in the Fund are reviewed at least quarterly. While the calendar is the main triggering factor, reviews may be conducted upon request. These reviews include but are not limited to; pipeline, Profit & Loss statement, current contract status, open opportunities, closed deals, variance analysis, balance sheets, account statements, and next quarter's outlook.

For a Financial Planning-only client, the Firm's financial planning services terminate upon the presentation of the written plan. Financial planning services do not include monitoring investments, and therefore, there is no ongoing review of any accounts.

### **Statements and Reports**

The custodian(s) directly provide clients with transaction confirmation notices and, at a minimum, a quarterly account statement. Additionally, PWA may provide position or performance reports to a client upon request.

Financial planning clients do not receive any report other than the written plan originally contracted for and provided by PWA.

Clients are encouraged to always compare any reports or statements provided by PWA against the account statements delivered from the custodian. When a client has questions about its account statement, it should contact the Firm and the custodian preparing the statement.



The Fund will be audited at the end of each fiscal year by an independent certified public accountant. PWA delivers to each investor audited financial statements for the Fund, including an income statement for the year that ended and a balance sheet as of the end of such year, and a statement of changes to such investor's account.

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

### **Client Testimonials**

In accordance with the amended Advisers Act Rule 206(4)-1 (“Marketing Rule”), which replaced rescinded Rule 206(4)-3 (“Cash Payments for Client Solicitations”) on November 4, 2022 (11/4/2022), PWA may utilize client testimonials in its marketing practices and advertisements.

Under Rule 206(4)-1, the SEC defines “testimonial” as the following:

*Testimonial* means any statement by a current client or investor in a private fund advised by the investment adviser:

- i. About the client or investor's experience with the investment adviser or its supervised persons;
- ii. That directly or indirectly solicits any current or prospective client or investor to be a client of, or an investor in a private fund advised by, the investment adviser; or
- iii. That refers any current or prospective client or investor to be a client of, or an investor in a private fund advised by, the investment adviser.

In any instance in which PWA uses client testimonials in any marketing content, it will in accordance with Rule 206(4)-3, provide a disclosure that will be “clearly and prominently” displayed.

### **Compensation for Client Testimonials**

PWA does **not** receive compensation, nor will it pursue any compensation as a matter of company policy, regarding client testimonials. PWA will **not** provide non-cash compensation for client testimonials either.

### **Third-Party Endorsements (Non-Clients)**

In accordance with the amended Advisers Act Rule 206(4)-1 (“Marketing Rule”), which replaced rescinded Rule 206(4)-3 (“Cash Payments for Client Solicitations”) on November 4, 2022 (11/4/2022), PWA may utilize third-party endorsements in its marketing practices and advertisements.

Under Rule 206(4)-1, the SEC defines “endorsement” as the following:

*Endorsement* means any statement by a person other than a current client or investor in a private fund advised by the investment adviser that:

- i. Indicates approval, support, or recommendation of the investment adviser or its supervised persons or describes that person's experience with the investment adviser or its supervised persons;
- ii. Directly or indirectly solicits any current or prospective client or investor to be a client of, or an investor in a private fund advised by, the investment adviser; or
- iii. Refers any current or prospective client or investor to be a client of, or an investor in a private fund advised by, the investment adviser.

In any instance in which PWA uses third-party endorsements in any marketing content, it will in accordance with Rule 206(4)-3, provide a disclosure that will be “clearly and prominently” displayed.



### **Compensation for Third-Party Endorsements (Non-Clients)**

PWA does **not** receive compensation, nor will it pursue any compensation as a matter of company policy, regarding third-party endorsements. PWA will **not** provide non-cash compensation for third-party endorsements either.

### **Compensation from Non-Clients**

PWA does not receive any economic benefit from any party that is not a client except as specifically outlined in this Brochure.

### **Compensation to Other Parties for Client Referrals**

PWA does have active solicitation agreements signed with individuals and financial intermediaries who are minimally affiliated with PWA for solicitation of Accounts.

## **Item 15 – Custody of Assets**

PWA serves as the Investment Manager of the Fund and Fund II and, as such, has access to the Fund and Fund II's assets and holdings. As a result, the Fund and Fund II's accounts are maintained, at all times, with a qualified custodian such as a (1) a state or nationally chartered bank, (2) registered broker/dealer; or (3) other financial institution that provides qualified custodian services and meets requirements for serving as a qualified custodian under federal and state securities laws.

PWA provides all Limited Partners of the Partnership with notice of the qualified custodian that is holding the Fund and Fund II's assets. PWA's affiliated company, PWA GovCon Fund, LLC serves as the General Partner of the Fund that PWA manages, including PWA GovCon Fund II, LLC which serves as the General Partner of Fund II, and as such has access to fund assets and holdings. Subsequently, to comply with SEC custody rules, the Fund and Fund II managed by PWA is annually audited by a Public Company Accounting Oversight Board (PCAOB) registered and inspected independent accounting firm. The audited financial statements are distributed to all investors within 120 days of year-end.

For the Firm's managed accounts, PWA is deemed to have custody of client funds and securities whenever the Firm is given the authority to have fees deducted directly from client accounts. Thus, the Firm has custody of all Accounts. The Firm's investment advisory contracts with its Account clients provide that any custodian(s) designated by the client shall be a "Qualified custodian" as defined in the Rule 206(4)-2 under the Advisers Act (the "Custody Rule"), that the client instructs the custodian(s) to provide account statements to client, with a copy thereof to the Firm, no less frequently than quarterly, which statements shall include: (1) the amounts of each security and all funds in the client's account at the end of the applicable period, and (2) all transactions in the client's account during that period.

## **Item 16 – Investment Discretion**

When providing Advisory services, PWA can provide management services on a discretionary basis. When discretionary authority is granted, the Firm will have the authority to determine the type of securities and the number of securities that can be bought or sold for a client's portfolio without obtaining client consent for each transaction. PWA will be responsible for making decisions regarding the allocation of investments between strategies as well as the timing of buying or selling an investment and the price at which the investment is bought or sold in the portfolios.

If trading authorization is granted to the Firm on a non-discretionary basis, PWA will be required to contact the client prior to implementing changes in the Account, including allocation among investment strategies. Therefore, the client will be contacted and required to accept or reject the Firm's investment recommendations.



If the Firm is unable to reach the client or the client is slow to respond to trading/allocation recommendations request, it can have an adverse impact on the timing of trade implementations and PWA may not achieve the optimal trading price.

Each Account client has the ability to place reasonable restrictions on the types of investments that may be purchased in the Account. The client may also place reasonable limitations on the discretionary power granted to PWA so long as the limitations are specifically set forth or included as an attachment to the IAA or Sub-Advisory Agreement.

### **Private Fund Discretion**

PWA maintains discretionary authority over the trading account of the Fund and Fund II managed by the Firm. PWA will have the authority to determine the type of investments to be bought or sold for the Fund and Fund II portfolios. The Firm's discretionary authority will be granted in the investment management agreement between PWA and the Fund and Fund II.

## **Item 17 – Voting Client Securities**

PWA, as a matter of policy, does not vote proxies on behalf of its asset management clients. PWA's agreements with Account clients provide that PWA shall have no obligation or authority to take any action or render any advice with respect to the voting of proxies solicited by, or with respect to, issuers of securities held by an account and that the client (or the plan fiduciary in the case of an account subject to the provisions of ERISA), expressly retains the authority and responsibility for, and PWA is expressly precluded from, rendering any advice or taking any action with respect to, the voting of any such proxies.

### **Fund Management Services**

PWA will be responsible for voting securities on behalf of the Fund and Fund II, as the investment advisor. When PWA recognizes a conflict of interest with respect to the voting of proxies on behalf of the Fund and Fund II, the Firm will request that the investors in the Fund and Fund II assist with voting. When the Firm votes proxies, the objective is to maximize the value of the investments held in fund portfolios. A copy of the Firm's proxy voting policies and procedures is available upon request.

## **Item 18 – Financial Information**

PWA has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of any bankruptcy proceeding. PWA does not require or solicit prepayment of any fees in advance.

(End)



**Brochure Supplement**

**Form ADV Part 2B**

**Item 1 - Cover Page**



**CRD# 165983  
SEC# 801-81195**

1886 Metro Center Drive  
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**Brochure Date: February 2024**

This brochure supplement provides information about the qualifications and business practices of Theodore J. Doremus ("TJ Doremus"), Gregory D. Mattingly, and Andrew P. Gary. This supplements Preston Wealth Advisors, LLC ("PWA" or "the Firm") accompanying Brochure. If you have any questions about the contents of this Brochure Supplement, please contact TJ Doremus at (703) 757-0419 - Ext. 101.

Additional information about PWA is also available on the SEC's website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

# **Theodore J. Doremus**

**CRD# 4269424**

## **Item 2 - Educational Background and Business Experience**

Theodore James Doremus ("TJ Doremus") received a Bachelor of Science in Political Science from Hampden-Sydney College, where he also played lacrosse for four years.

TJ Doremus co-founded Preston Wealth Advisors, LLC ("PWA") in October of 2012 and currently serves as the firm's Chief Executive Officer and Chief Compliance Officer. Prior to forming PWA, TJ Doremus was a Partner at Preston Wealth Management. He also served as a wealth advisor, from 2000 to 2012, at Lara, Shull & May, LLC – a Virginia based investment firm. In 2003, TJ was named as the first licensed advocate of Protected Tomorrows, an international network of elite independent advisors helping families plan for the futures of special-needs children. He has also contributed to a book with E. Ronald Lara on how to plan for a family member with special needs.

YOB: 1973

## **Item 3 - Disciplinary Information**

In November 2014 the Florida Office of Financial Regulation alleged a contested technical violation of Florida investment advisor registration requirements. To avoid the expense associated with litigating that issue (and with no admission of a violation), the Firm and TJ Doremus along with Gregory Mattingly, agreed to resolve the issue, pay a modest fine and, in return, received the requested Florida Investment Advisory registrations. TJ Doremus was fined \$6,000.

## **Item 4 - Other Business Activities**

### **Insurance Agent**

You may work with your investment adviser representative in his or her separate capacity as an insurance agent. When acting in his or her separate capacity as an insurance agent, the investment adviser representative may sell, for commissions, general disability insurance, life insurance, annuities, and other insurance products to you. As such, your investment adviser representative in his or her separate capacity as an insurance agent, may suggest that you implement recommendations of PWA by purchasing disability insurance, life insurance, annuities, or other insurance products. This receipt of commissions creates an incentive for the representative to recommend those products for which your investment adviser representative will receive a commission in his or her separate capacity as an insurance agent. Consequently, the advice rendered to you could be biased. You are under no obligation to implement any insurance or annuity transaction through your investment adviser representative.

## **Item 5: Additional Compensation**

TJ Doremus does not receive economic benefits from any person or entity other than PWA in connection with the provision of investment advice to clients or portfolio managers.

## **Item 6: Supervision**

TJ Doremus' investment recommendations are overseen by Chief Financial Officer, Gregory Mattingly to ensure compliance with our firm's Code of Ethics. Please contact at (703) 757-0419 – Ext. 102 if you have any questions regarding TJ Doremus' supplement.



## Gregory D. Mattingly, CFP®

CRD# 4907986

### Item 2: Educational Background and Business Experience

Gregory D. Mattingly attended the University of Virginia from August 2001 to May 2005 and earned a Bachelor of Science in Economics. He also attended Georgetown University from August 2008 to May 2009, earning his CFP® designation.

Gregory Mattingly co-founded Preston Wealth Advisors, LLC (“PWA”), along with TJ Doremus, in October of 2012 and currently serves as PWA’s CFO and as the Managing Member of the General Partner of the GovCon Fund, LP. Prior to launching PWA, he was a Partner at Preston Wealth Management, and a Senior Wealth Advisor at Lara Shull & May, LLC for four years. Gregory Mattingly began his career working at Merrill Lynch and Ameriprise Financial.

YOB: 1983

### Professional Designation – Certified Financial Planner™

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

**Education** – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;

**Examination** – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;

**Experience** – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and

**Ethics** – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

**Continuing Education** – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and

**Ethics** – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

### **CFP Acknowledgment**

Gregory D. Mattingly acknowledges his responsibility as a CFP® holder to adhere to the standards that have been established in the CFP Board's Standards of Professional Conduct. If you become aware that Gregory Mattingly's conduct may violate the Standards of Professional Conduct, you may file a complaint with the CFP Board at [www.CFP.net/complaint](http://www.CFP.net/complaint).

### **Item 3: Disciplinary Information**

In November 2014 the Florida Office of Financial Regulation alleged a contested technical violation of Florida investment advisor registration requirements. To avoid the expense associated with litigating that issue (and with no admission of a violation), the Firm and Gregory Mattingly along with TJ Doremus, agreed to resolve the issue, pay a modest fine and, in return, received the requested Florida Investment Advisory registrations. Gregory Mattingly was fined \$6,000.

### **Item 4: Other Business Activities**

Gregory Mattingly is not engaged in any other investment related business, and does not receive compensation in connection with any business activity outside of Preston Wealth Advisors.

### **Item 5: Additional Compensation**

Gregory Mattingly does not receive economic benefits from any person or entity other than PWA in connection with the provision of investment advice to clients or portfolio managers.

### **Item 6: Supervision**

Gregory Mattingly's investment recommendations are overseen by the Chief Compliance Officer, TJ Doremus to ensure they are in compliance with our firm's Code of Ethics. Please contact TJ at (703) 757-0419 – Ext. 101 if you have any questions regarding Gregory Mattingly's supplement.

## **Peter M. Baker**

**CRD# 171749**

### **Item 2: Educational Background and Business Experience**

Peter M. Baker received a Bachelor of Arts in Psychology from Eastern Nazarene College in 1980.

Before joining PWA as a Senior Wealth Advisor, Peter Baker was the Owner, Chief Investment Officer, and Investment Advisor Representative of Catoctin Wealth Management from 2014 to 2023. Prior to founding Catoctin Wealth Management, Peter Baker was a Financial Advisor at Ameriprise Financial for nearly a decade, serving clients there from 2006 to 2014.

YOB: 1958

### **Item 3: Disciplinary Information**

Peter Baker has never been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

### **Item 4: Other Business Activities**

Peter Baker is currently the Owner and Investment Advisor Representative for Catoctin Wealth Management and spends the majority of his time transitioning the clients of his current firm to Preston Wealth Advisors, LLC.

### **Item 5: Additional Compensation**

Peter Baker does not receive economic benefits from any person or entity other than PWA in connection with the provision of investment advice to clients or portfolio managers.

### **Item 6: Supervision**

Peter Baker's investment recommendations are overseen by the Chief Compliance Officer, TJ Doremus, to ensure that they are in compliance with PWA's Code of Ethics. Please contact TJ at (703) 757-0419 – Ext. 101 if you have any questions regarding Peter Baker's supplement.

## **Lucas W. Hodge, MPA**

**CRD# 7353350**

### **Item 2: Educational Background and Business Experience**

Lucas W. Hodge attended Radford University as a double major and received a Bachelor of Science in Political Science and History in 2018. In 2020, Lucas went on to receive a Master in Public Administration (MPA), along with a graduate certificate in Local Government Management, from the School of Public and International Affairs (SPIA) at Virginia Tech where he was a Jerry E. Cox Leadership in Local Government Scholarship recipient. During his time at Virginia Tech, Lucas was invited to speak as a guest lecturer at Virginia Tech's Forum on Social and Political Thought, and was also a guest lecturer for the Peace Studies department at Radford University from 2017 to 2023.

Lucas serves as PWA's Director of Operations, overseeing the day-to-day management of the firm, and is a licensed investment advisor representative. Prior to joining PWA, Lucas was an Operations and Business Development Associate at Mason Investment Advisory Services, Inc. for a year and a half. At Mason, Lucas executed the trading of securities for client portfolios and facilitated the movement of assets for clients, along with supporting the company's newly formed data aggregation practice.

YOB: 1994

### **Item 3: Disciplinary Information**

Lucas Hodge has never been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

### **Item 4: Other Business Activities**

Lucas Hodge has no other business activities outside of PWA.

### **Item 5: Additional Compensation**

Lucas Hodge does not receive economic benefits from any person or entity other than PWA in connection with the provision of investment advice to clients or portfolio managers.

### **Item 6: Supervision**

Lucas Hodge's investment recommendations are overseen by the Chief Compliance Officer, TJ Doremus, to ensure that they are in compliance with PWA's Code of Ethics. Please contact TJ at (703) 757-0419 – Ext. 101 if you have any questions regarding Lucas Hodge's supplement.