



# Form ADV, Part 2A, Appendix 1 Wrap Fee Program Brochure September 21, 2016

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This Part 2A, Appendix 1 Wrap Fee Program Brochure (Wrap Fee Program Brochure) is effective September 21, 2016 and provides information about the qualifications and business practices of BOK Financial Advisors (BOKFA).

If you have any questions about the contents of this Wrap Fee Program Brochure, please contact the Compliance Department at 1-877-781- 6889.

The information in this Wrap Fee Program Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about BOKFA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

BOKFA is an investment adviser registered with the SEC. Registration as an investment adviser with the SEC does not imply a certain level of skill or training.

**IRS Circular 230 Disclosure:** BOKFA, its affiliates, agents and employees are not in the business of providing tax, regulatory, accounting or legal advice. This brochure and any tax-related statements provided by BOKFA are not intended or written to be used, and cannot be used or relied upon, by any such taxpayer for the purpose of avoiding tax penalties. Any such taxpayer should seek advice based on the taxpayer's particular circumstances from an independent tax advisor.

Securities, insurance and advisory services offered through BOK Financial Securities, Inc., member FINRA/SIPC and a subsidiary of BOK Financial Corporation. Services may be offered under our trade name, BOK Financial Advisors. **NOT FDIC INSURED | NO BANK GUARANTEE | MAY LOSE VALUE**

## Material Changes

This section discusses specific material changes that have been made to our Wrap Fee Program Brochure dated July 25, 2016 and provides you with a summary of such changes.

Changes to our Wrap Fee Program Brochure since July 25, 2016:

- On September 9, 2016, BOKF, NA ("BOKF"), an affiliate of BOK Financial Securities, Inc., entered into a consent decree (the "Consent Decree") with the Securities Exchange Commission (the "SEC"). BOKF neither admitted nor denied the findings of the Consent Decree. This matter relates to BOKF's relationship with Christopher Brogdon, who has been accused by the SEC of violating antifraud provisions of the federal securities laws. BOKF served as indenture trustee and dissemination agent for several conduit municipal bond offerings for which Mr. Brogdon's entities acted as borrower since 2000. The Consent Decree states that BOKF, primarily through the actions of a former employee, allowed Mr. Brogdon to perpetuate his fraud by failing to perform disclosure and notice obligations it owed to bondholders. BOKF agreed to pay disgorgement of \$984,200.73 of the fees it collected from its work with Mr. Brogdon. Additionally, BOKF also agreed to pay interest totaling \$83,520.63 and a penalty of \$600,000. BOKF has also undertaken to enhance its policies, procedures and training in order to prevent such an event from occurring again.

We will provide you with a new Part 2A, Appendix 1 Wrap Fee Program Brochure (Wrap Fee Program Brochure) as necessary based on SEC Rules or at your request, at any time, without charge.

Our Wrap Fee Program Brochure may be requested by contacting your BOKFA Advisor or by calling 1-877-781-6889.

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## Services, Fees and Compensation

### *About BOKFS/BOKFA*

BOK Financial Securities, Inc., d/b/a BOKFA Advisors (BOKFA) is an investment adviser registered with the Securities and Exchange Commission (SEC), as well as a registered broker-dealer and member of the Financial Industry Regulatory Authority (FINRA), the Securities Investor Protection Corporation (SIPC) and the Municipal Securities Rulemaking Board (MSRB). BOK Financial Securities, Inc. (BOKFS) is also an affiliate of BOKF, NA and Cavanal Hill Investment Management, Inc. (CHIM) and a wholly-owned subsidiary of BOK Financial Corporation (BOK Financial), the holding company of BOKF, NA. BOKFS (formerly BOSC, Inc.) has been registered as an investment adviser with the SEC since January, 1997.

BOKFS is the brokerage affiliate of our principal owner, BOK Financial Corporation, and has locations associated with BOKF, NA under the banking names of: Bank of Arizona, Bank of Albuquerque, Bank of Arkansas, Colorado State Bank and Trust, Bank of Kansas City, Bank of Oklahoma, and Bank of Texas. BOKFS also offers investments, insurance and advisory services inside Ciera Bank locations throughout the Dallas area. BOKFS is also licensed as an insurance agency in some states under the names BOK Financial Securities, Inc., BOSC Agency, Inc. and BOSC Insurance Services. As an institutional and public finance firm, BOKFS serves the financial needs of individuals, corporations, government agencies, foundations, municipalities and institutional clients nationwide. It has a strong history in providing institutional investments, investment banking, public finance and tax exempt leasing services. BOK Financial is a publicly traded stock (BOKF) on the NASDAQ exchange.

BOKFA offers a variety of investment advisory services to clients which are discussed in more detail below.

In this document, BOK Financial Securities, Inc. is referred to as “BOKFS” when describing its activities as a broker-dealer. BOK Financial Advisors is the name used in association with advisory activities (including sponsoring the wrap fee programs) and may be referred to as “BOKFA,” “we,” “us,” or “our” throughout this document. “You” or “your” refers to our current or prospective clients.

### *Assets Under Management*

As of June 30, 2016, BOKFA had \$ 568,342,033 in assets under management in 1682 accounts. This includes \$170,841,010 managed on a discretionary basis (930 accounts) and \$397,501,023 managed on a non-discretionary basis (752 accounts).

### *About Pershing*

Pershing, LLC (Pershing) is a wholly owned subsidiary of The Bank of New York Mellon Corporation (BNY Mellon) and a member of FINRA, the New York Stock Exchange (NYSE), and SIPC. Many of our advisory accounts are custodied at Pershing. Pershing also provides clearing, recordkeeping and reporting services for these accounts. Pershing is a *qualified custodian* as defined under Rule 206(4)-2 of the Investment Advisers Act of 1940 (Advisers Act).

## MANAGED ACCOUNT PROGRAMS

### **Customized Portfolio Solutions (CPS) Program**

The Customized Portfolio Solutions Programs (CPS Programs) are a discretionary fee-based investment management solution offering you a choice of investment programs. The CPS Programs include the Mutual Fund/Exchange Traded Fund Wrap Fee Program (MF/ETF Wrap Fee Program); Separately Managed Account Wrap Fee Program (SMA Program); Portfolio Managers’ Directed Wrap Fee Program (PM Directed Program) and the Advisor Directed Wrap Fee Program (Advisor Directed). Clients are not limited to just one CPS Program.

Each prospective client shall complete an Investment Profile Questionnaire to help us identify the appropriate CPS Program based on their investment and financial objectives, long-range goals, constraints, risk tolerance levels, investment time horizons, liquidity needs, and restrictions.

For all CPS Programs, you will:

- Complete an Investment Profile Questionnaire or similar document
- Receive and agree to an Investment Proposal with BOKFA, which identifies your selected investment strategy
  - This may not be required for Advisor Directed Program accounts
- Sign a BOKFA Client Agreement which designates whether you are providing discretionary trading authority to your BOKFA Advisor or the Firm
- Open a securities brokerage account with Pershing or other approved qualified custodian and deposit assets
- Receive a copy of our Form ADV, Part 2A Wrap Fee Program Brochure and other related documents

### **Client Obligations**

In performing our services, we are not required to verify any information you or your other professionals provide to us, and we are authorized to rely on the information you provide. It remains your responsibility to promptly notify us if there is a change in your financial situation or investment objectives. This is one reason we recommend meeting with your BOKFA Advisor in person at least one time per year.

### **Mutual Fund/Exchange Traded Fund Wrap Fee Program**

The MF/ETF Wrap Fee Program is a computer model-based system that systematically rebalances client accounts to maintain target allocations and remove the emotion from investing. The MF/ETF Wrap Fee Program is professionally managed by an experienced team of investment managers that monitor target allocations and changing market conditions. BOKFA is the investment adviser for this program with models created by the Strategic Investment Advisors (SIA). SIA provides the research and analytics that build the foundation for investment services within BOK Financial. Asset allocation research, manager selection and oversight, and market analysis conducted by the group is utilized by the various areas of Institutional Wealth, the Private Bank and BOK Financial Advisors to deliver sophisticated investment solutions for Wealth Management clients. The opportunity to impose restrictions on the accounts you have in this program is very limited. The mutual funds in this program are no-load or load-waived funds so you do not pay a commission or sales charge in addition to the wrap fee charged for this program.

### **Separately Managed Account Wrap Fee Program**

The SMA Wrap Fee Program is an actively managed investment account that is managed by an affiliated or non-affiliated investment management firm (an SMA Manager) that offers clients access to customized investment solutions tailored to their unique needs. The SMA Program offers clients the ability to impose reasonable restrictions on their account (including requesting that the manager sell certain individual securities for tax planning purposes) and flexibility in developing a customized portfolio across diversified investment disciplines and strategies.

Information about affiliated and non-affiliated SMA Managers is contained in the SMA Manager's Form ADV, Part 2A and other related documents, which you should receive and review in association with the selection of an SMA Manager.

In the SMA Program, the Client Agreement is between you and BOKFA. There is no direct agreement between you and the SMA Manager. In the SMA Program, you are providing authority to the SMA Manager for discretionary trading of your account(s) and the authority to vote proxies for your investments. Your taxes and tax status may not be taken into account by the SMA Manager you choose. If this is important to you, you should seek an SMA Manager and strategy that takes your personal tax situation into account.

### **Portfolio Managers' Directed Program (PM Directed)**

The PM Directed program is an actively managed investment account that may be invested in any combination of our wrap fee or non-wrap fee programs. The PM Directed Program accounts may have investments that are managed directly by BOKFA; invested in one or more SMA accounts with affiliated or non-affiliated SMA Managers; or invested in our MF/ETF Wrap Program. You may choose to have multiple accounts and multiple investment

strategies in this program.

The PM Directed Program is most appropriate for high net worth clients with a minimum of \$500,000 to invest. These clients generally have a long-term relationship with our affiliated bank, BOKF, NA, and rely on their portfolio managers and financial advisors to handle many of the decisions related to their financial affairs.

The PM Directed Program provides the most flexibility to you and the most discretion to BOKFA. This program will also take into account your tax status and situation when managing your account.

#### **Advisor Directed Wrap Fee Program (Advisor Directed)**

The Advisor Directed program may be either actively or passively managed but will still be based on the goals and risk tolerance information you provide to your BOKFA Advisor. Your BOKFA Advisor will choose investment options in a wrap fee program and your BOKFA Advisor will update your investment options as needed throughout the year. Your BOKFA Advisor will have limited investment discretion over your account(s) in this program. This program will rely on the same investment strategies available in the other CPS Programs mentioned throughout the Form ADV but will provide more flexibility since your BOKFA Advisor is not required to use only the investment strategies available in the other CPS Programs.

#### **Investment Strategies**

The following investment strategies are available in the CPS Programs. The investment strategy you choose is selected based on the goals and risk tolerance information you provide when answering your Investment Profile Questionnaire.

All advisory programs offered by BOKFA are built primarily around the following investment strategies. This does not mean that all accounts invested in an "Income Conservative" investment strategy will have the same investments as other accounts with the same strategy. Our accounts are tailored to fit your financial profile and will vary based on the manager you choose as well as your individual financial needs.

- **Income-Conservative:** The Income Conservative portfolio emphasizes income and protection. This portfolio should be considered if you seek high current income with preservation of capital and liquidity and are unwilling to accept significant fluctuations in value.
- **Income:** The Income portfolio emphasizes income and protection while retaining an equity component to help outpace inflation. This portfolio should be considered if you need additional current income from your investments and a potential hedge against inflation.
- **Income with Growth:** The Income with Growth portfolio seeks to provide income with a moderate level of long-term capital growth. This portfolio should be considered if you are seeking above-average income returns and are willing to accept fluctuations in value.
- **Balanced:** The Balanced portfolio seeks to provide high total return over the long-term through capital appreciation and current income. This portfolio should be considered if you seek both a reasonable level of income and long-term growth of capital and are willing to accept a moderate level of risk and return.
- **Growth with Income:** The Growth with Income portfolio seeks long-term capital appreciation and growth of income. This portfolio should be considered if you seek long-term growth of capital with moderate volatility and have the ability to withstand moderate fluctuations to achieve potentially higher returns.
- **Growth:** The Growth portfolio seeks long-term capital appreciation with minimal need for income. This portfolio should be considered if you have moderately high expectations for a return on your investments and can tolerate market downturns and volatility for the possibility of achieving greater long-term gains.

- **Growth Aggressive:** The Growth Aggressive portfolio seeks a high level of capital appreciation, without regard to current income. This portfolio should be considered if you seek to maximize long-term growth of capital and can tolerate high degrees of fluctuation for the possibility of higher returns.

### *SMA Manager Investment Strategies*

For clients in the SMA program, BOKFA will help choose the appropriate SMA Manager based on your unique needs and investment strategy. SMA Managers' investment styles vary across asset classes, industries, and geographical areas and include the following:

Equity	Balanced	Fixed Income
Growth	Equity-Oriented	Total Return
Income Growth	(Value, Income or Growth)	U.S. Government
Market Driven	Fixed Income Oriented	Intermediate Term
Global	(Value or Growth)	Municipal
Technology	Global	International
Value	Socially Responsible	Utility
Small Cap	Multi-Discipline	
Large Cap		
Real Estate		
Mid Cap		
International		
Socially Responsible		
Multi-Discipline		

### *Fees and Compensation*

#### **Program Fees**

CPS Program fees will be charged on a "wrap fee" basis, which means you pay an annual fee that covers investment advisory services and transaction costs. (See Wrap Fee Pricing Compared to Alternative Options.) The Program Fee includes the Advisory Fee (fees paid to BOKFA) as well as the fees charged by the manager (SMA or other). Your Program Fee covers transaction, brokerage, clearing, recordkeeping, custody, and sponsor fees. A portion of the Advisory Fee is kept by BOKFA and a portion is paid to your BOKFA Advisor.

The Annual Program Fee is calculated based on the value of assets held in your account. New accounts are billed on a pro-rata basis from the date the account is activated through the end of the billing period. An account is considered activated when either: a) your BOKFA Advisor decides a significant dollar amount of assets have been deposited in your account; or b) when 90% of your account's anticipated assets are deposited in your account. The fair market value of assets is determined in good faith by Pershing (i.e., the closing price of each security on the principal exchange on which it is traded or, if not listed, by consulting other exchange or valuation services).

#### **Pricing for the Mutual Fund/ETF Wrap Program**

Account Value	Maximum Annual Program Fee
\$0 to \$999,999	1.75%
\$1,000,000 to \$2,999,999	1.45%
\$3,000,000 to \$4,999,999	1.25%
\$5,000,000 and above	1.00%

Fees are deducted **monthly in arrears** for the MF/ETF Wrap Fee Program and are based on the average daily



balance in your account during the previous month. The deduction will show as one fee on your Pershing statements. You and your BOKFA Advisor may also choose a flat fee that is not “tiered”. You and your Financial Advisor will choose which option is best for you.

### ***Pricing for SMA Program***

**SMA Manager Fees.** If you choose one or more managers in the SMA Program, you will pay fees to the SMA Manager in addition to our Advisory Fee. SMA Manager fees vary by manager and typically range from 0.30% (30 basis points) to 1% (or 100 basis points). Account minimums also differ by SMA Manager and typically range from \$100,000 to \$500,000. Some account minimums are as low as \$50,000 and as high as \$5 million. You should always receive and review the SMA Manager’s Form ADV so that you are aware of the total fees you will be paying. One of the advantages of investing with us is that most SMA Managers would require significantly higher minimum account balances if you invest with them directly. The fees paid to the SMA Managers may be more or less than they charge other investment advisers.

#### **Equity SMA Accounts**

<b>Account Value</b>	<b>Maximum Annual Program Fee</b>
\$0 to \$999,999	2.50%
\$1,000,000 to \$2,999,999	2.25%
\$3,000,000 to \$4,999,999	1.90%
\$5,000,000 and above	1.75%

#### **Fixed Income SMA Accounts**

<b>Account Value</b>	<b>Maximum Annual Program Fee</b>
\$0 to \$999,999	1.75%
\$1,000,000 to \$2,999,999	1.50%
\$3,000,000 to \$4,999,999	1.40%
\$5,000,000 and above	1.25%

Fees are deducted **quarterly in advance** for the SMA Program and are based on the account value as of the last business day of the previous quarter. The deduction will show as one fee on your Pershing statements.

You and your BOKFA Advisor may also choose a flat fee that is not “tiered”. You and your Financial Advisor will choose which option is best for you.

### ***Pricing for the PM Directed Program***

<b>Account Value</b>	<b>Maximum Annual Program Fee</b>
\$0 to \$999,999	1.15%
\$1,000,000 to \$2,999,999	1.05%
\$3,000,000 to \$4,999,999	0.80%
\$5,000,000 and above	0.65%

Fees are deducted **monthly in arrears** for the PM Directed Program and are based on the average daily balance in your account during the previous month. The deduction will show as one fee on your Pershing statements. You and your BOKFA Advisor may also choose a flat fee that is not “tiered”. You and your Financial Advisor will choose which option is best for you.

### ***Pricing for the Advisor Directed Program***

<b>Account Value</b>	<b>Maximum Annual Program Fee</b>
\$0 to \$999,999	1.55%
\$1,000,000 to \$2,999,999	1.25%
\$3,000,000 to \$4,999,999	1.05%
\$5,000,000 and above	0.80%

Fees are deducted **monthly in arrears** for the Advisor Directed Program and are based on the average daily balance in your account during the previous month. The deduction will show as one fee on your Pershing statements. You and your BOKFA Advisor may also choose a flat fee that is not “tiered”. You and your Financial Advisor will choose which option is best for you.

### ***Other Fee Information***

Program fees are negotiable at our sole discretion. You may pay more or less than other clients depending upon certain factors, including the type and size of your account, historical or anticipated transaction activity, and the range of services provided to you. The total relationship assets with BOKFA and its affiliates will also be a factor. Employees of BOKFA and its affiliates are eligible for lower management fee arrangements for their personal accounts, as allowed by law. BOKFA reserves the right to negotiate and charge different types or rates of advisory fees for different accounts. Clients that have accounts with an affiliate of BOKFA may pay less if the account(s) are transferred to BOKFA to allow them to stay in-line with the fees they paid historically. This may also be true for firms acquired by BOKF, NA or an affiliate. Once their accounts join the BOKFA platform, they may pay less than other BOKFA clients to stay in-line with the fees they paid in the past.

Unless a flat fee is chosen, asset-based advisory fees are calculated based on an incremental pricing schedule. For example, the fee for an account valued at \$1,500,000 in the MF/ETF Wrap Fee Program will be calculated as follows:

First \$999,999 in assets charged at 1.75%
+ Next \$500,001 in assets charged at 1.45%
<b>= Total Annual Program Fee</b>

The Annual Program Fee will be divided by four for quarterly fee deductions from your account and by twelve for monthly fee deductions from your account.

For all programs, you may make deposits and withdrawals at any time, subject to maintenance of the account minimum. No adjustment will be made for appreciation or depreciation in the market value of an account during the billing period. You may see percentages shown as “basis points” in some documents you receive. To explain, 1% is equal to 100 basis points (bps), so for example 0.75% is equal to 75 bps and 1.75% is equal to 175 bps.

A percentage of the fees you pay for the CPS Program you choose (including the SMA program) will be retained

by BOKFA, who will in turn pay a portion to your BOKFA Advisor. The fact that different programs charge different fees and SMA Managers charge differently for their services does present a conflict of interest. It is possible a similar investment management style may be offered at a lower price in BOKFA's program or in other programs provided by different investment advisers. It is also possible that your BOKFA Advisor may recommend an investment program or SMA Manager that has a higher payout to BOKFA than others that are available. This may not be in your best interest. At all times, BOKFA and its Advisors strive to present only recommendations that are in your best interest and that we believe will help you work toward your financial goals.

### **Custody, Clearing and Reporting Services**

Accounts in CPS are custodied at Pershing who provides clearing, record keeping and reporting services for our advisory accounts. Pershing is a "qualified custodian" as defined under Rule 206(4)-2 of the Investment Advisers Act of 1940 (Advisers Act), and they will provide regular statements on all accounts. These services are included in the Program Fee for wrap accounts, and you do not pay extra for them. BOKFA is considered to have custody of the cash and securities in the PELP partnerships but not with other programs described throughout this brochure. A required surprise audit is conducted each year on the assets in the Private Equity Limited Partnership (PELP) accounts by an outside auditor.

**Client Statements.** The reports and statements provided to you will differ based on the CPS Program you have chosen. For example, if you choose an SMA Manager on the Pershing platform you receive different quarterly reports than if you chose the Mutual Fund/ETF Wrap or PM Directed Programs. In all cases, you will receive quarterly account statements from Pershing.

### ***Termination of Client Agreements***

You may end your managed account relationship with us without penalty at any time. BOKFA does not impose termination fees. If you end this relationship or close any of your accounts, any fees you paid in advance that are unearned by us will be promptly refunded to you. Fees will be calculated on a pro-rata basis for the calculation of refunds or additional fees that may be due BOKFA, if the account is closed within the billing period. You will be responsible for termination fees imposed by Pershing (or an SMA Manager), if applicable. (See *IRA/ERISA Account Fees*)

We reserve the right to terminate, at our sole discretion, any client account that we feel has engaged in excessive, extreme or unsuitable trading. (Managed accounts are not designed for client directed trading.) These advisory accounts are not designed for day trading or other extreme trading activity, including excessive (or client directed) options trading or trading in mutual funds based on market timing. We may also terminate any account that we feel no longer meets our compliance requirements. Should the account be terminated due to the death of the account holder, fees will stop being charged as of the date of death. Fees paid in advance beyond this date will be refunded. Transactions may occur in discretionary accounts until the Advisor is notified of the account holder's death.

**Other Items.** Trade confirmations and prospectuses are sent to the client account managers (i.e., your Advisor or SMA Manager) and not to you for most CPS Programs. You will receive monthly or quarterly statements showing all transactions effected in your account but not the individual trade confirmations and prospectuses. You should always review your statements to be sure all deposits and withdrawals were authorized by you. The fees you pay for participation in the CPS program will appear on your Pershing statements. Trade confirmations and prospectuses for the Advisor Directed Program will be sent to you even though the BOKFA Advisor has discretion on the account(s).

### ***Wrap Fee Pricing Compared to Alternative Options***

A "wrap fee program" is one where you pay one combined fee for your advisory and management services as well as trading, execution and custody fees. The fees are "wrapped" into one total fee. You may pay more or less than if you purchase the services separately. For accounts with little trading activity, for example, you may pay more

than if you choose a non-wrap investment advisory program or a brokerage account with no investment advisory fee. For accounts with a high level of trading, you may pay less in a wrap fee program than in a traditional brokerage account.

The percentage of the fee paid to your BOKFA Advisor may be more than he/she would receive if you participated in a non-wrap advisory program or if you paid separately for investment advice, brokerage (including execution costs) and other services. Thus, your BOKFA Advisor may have a financial incentive to recommend one of the CPS Programs outlined in this Wrap Fee Program Brochure.

### *Additional Expenses You May Pay Including Brokerage and Other Transaction Costs*

#### **Mutual Fund Fees**

Mutual fund shareholders will pay a pro-rata share of the fund's advisory, administrative, distribution and shareholder servicing fees. Distribution and shareholder servicing fees may be referred to as service fees, 12b-1 fees or trail commissions (collectively "trails"). BOKFS does receive trails for the mutual funds that pay them if they are held in your account. These fees are in addition to the advisory fees BOKFA receives. You do not pay other commissions or sales charges on the mutual funds in your advisory account(s). BOKFS does not receive 12b-1 fees or trail commissions for IRA or ERISA accounts.

If you intend to hold mutual funds for an extended period of time, you may find it more economical to buy fund shares that do not charge 12b-1 or service fees. You may be able to purchase mutual funds directly from a mutual fund family without incurring our advisory fee. If buying directly from a mutual fund family, you may incur front- or back-end sales charges, and you will not receive our management experience and guidance.

#### **ETF Fees**

Exchange-traded funds (ETFs) incur a separate management fee, typically 0.20% to 0.40% of the fund's assets on an annual basis. Individual ETFs may have higher or lower expense ratios. These fees are assessed by the ETF and not by BOKFA. This fee is in addition to our on-going advisory fee and may result in higher fees to you if you choose an SMA Manager or advisory program that invests in ETFs.

#### **Cavanal Hill Fund Fees**

Your account may be invested in the Cavanal Hill Funds. BOKFA and certain of its affiliates receive fees for providing services to the Cavanal Hill Funds. Please refer to the section below entitled "**Investment Companies and Pooled Investment Vehicles**" for more information about these service and fee arrangements. A full description of the Cavanal Hill Funds and their fees and expenses are available in each fund's prospectus. The prospectus for each may be viewed at <http://www.cavanalhillfunds.com>.

If your account has balances that "sweep" to a money market fund daily, the default money market fund is a Cavanal Hill Fund. These sweep funds do pay a percentage (in basis points) to BOKFS, the introducing broker/dealer which presents a conflict of interest. Other money market funds are available for you to choose, some of which do not pay a fee to BOKFS. Ask your Advisor for other options that may be available.

#### **IRA/ERISA Account Fees**

IRA and certain ERISA accounts will be subject to the following fees imposed by Pershing:

Account Type	Annual Maintenance Fee	Termination or Transfer Fee
Traditional IRA, Roth IRA, Coverdell Education Savings Accounts, and IRS Model 5305 SEP Accounts	\$40.00	\$75.00
Mutual Fund Only IRA, Mutual Fund Only Roth IRA	\$10.00	\$75.00

SAR-SEP/Prototype SEP, SIMPLE IRA,		
Qualified Retirement Plans	\$50.00	\$75.00

A fee of \$50.00 will apply for conversions to a Mutual Fund Only Traditional IRA from a Traditional IRA or conversions to a Mutual Fund Only Roth IRA from a Roth IRA.

### Administrative Fees

Certain administrative fees charged by Pershing are passed on to you as separate charges that are not covered by the Program Fee. Currently there is a paper delivery surcharge for statements and confirms of up to \$1.00 per document. This charge may be adjusted to reflect changes in postage or other cost factors.

Some fees charged by Pershing to you may be “marked-up” by BOKFS and that mark-up will be paid to BOKFS. We feel these fees are still within normal industry practices. These include items such as:

- Account transfer fees
- Fed fund wire fees
- IRA custodial fees
- Stop payment and returned check fees
- Inactive account fees
- Mandatory reorganization fees
- Tax lot fees
- Foreign received and deliver fees

You may also pay for administrative and transaction fees not related to the management of your account(s). These include such fees as charges for returned checks or wires sent at your request that are not related to the opening or servicing of your account. All charges outlined in this section are subject to change without prior notice.

Other fees that may not be covered by the Program Fee include:

- Certain dealer markups and odd-lot differentials
- Taxes
- Exchange fees charged to clients to offset fees we pay to exchanges and/or regulatory agencies on certain transactions
- Other charges imposed by law with regard to any transactions in the account (not commissions)
- Offering concessions and related fees for purchases of public offerings of securities as more fully disclosed in the prospectus
- Execution expenses associated with trades affected by broker-dealers other than Pershing\*

**\*NOTE:** If an SMA Manager is permitted to trade away from Pershing (our chosen wrap fee custodian), because it feels Pershing cannot provide best price or execution under the circumstances, you may incur transaction fees, commissions and/or other costs and fees in addition to the wrap fee charge. You should review all materials available from the SMA Manager you choose so you understand the program, its terms, conditions and fees. BOKFA believes these fees are still within normal industry practices and are not excessive.

### Trading Practices

Certain CPS Programs may participate in “block” or “aggregated” trading allowing us to combine multiple orders for shares of the same securities purchased for advisory accounts we manage. We will combine orders for accounts held at the same custodian and in the same CPS Program only. When block trading, we will distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. When we combine orders, each participating account pays an average price per share for all transactions. It does not reduce your transaction costs or fees. If a block order is only

partially executed (filled), we allocate the order to all participating accounts on a pro rata basis. No account or type of account will be given preferential treatment in the allocation of aggregated orders. BOKFA is not obligated to utilize block or aggregated trading and may not do so in all circumstances.

The following CPS programs and strategies participate in block trading: Fixed income trades for the PM Directed Program and the CHIM SMA strategies for equity and fixed income.

### *Account Statements*

You will receive statements directly from Pershing regarding the activity in your account(s) on at least a quarterly basis. In addition, certain accounts receive “consolidated” statements combining the activity in multiple accounts held at Pershing or other custodians from BOKFA. The information provided on your consolidated statements is a convenience for you and is believed to be reliable; however you should always compare the information on the consolidated statement(s) to the statement(s) you receive directly from your custodian.

### *Account Requirements and Types of Clients*

The CPS Programs are most appropriate for clients who want investment management solutions but are not interested in being involved in day-to-day investment selections. BOKFA generally imposes a minimum account size of \$10,000 for Mutual Fund/ETF Wrap Fee Program accounts, \$100,000 for SMA Program accounts, and \$1,000,000 for PM Directed Program accounts. BOKFA may, in its sole discretion, accept clients with smaller accounts or aggregate the accounts of family members to meet the minimum average account size or to apply a higher breakpoint. The account minimum may be waived at our discretion. Account minimums differ by SMA Manager and typically range from \$100,000 to \$500,000. Some account minimums for SMA Managers are as low as \$50,000 and some as high as \$5 million.

Account minimums are designed to be set at a dollar amount that makes it economically feasible for you to participate in the CPS Program.

### *Types of Clients*

The CPS Programs are available to individuals, trusts, corporate entities, pension and retirement plans, IRA accounts, and others.

### *Portfolio Manager Selection and Evaluation*

The MF/ETF Wrap Fee Program is managed by the Strategic Investment Advisors (SIA), a team of seasoned portfolio managers from BOK Financial. The SMA Program involves the utilization of non-affiliated or affiliated SMA Managers for the management of your account. Cavanal Hill Investment Management (CHIM) is an SMA Manager option available under the SMA Program and is an affiliated adviser. The PM Directed Program utilizes the expertise of The Private Bank, a specialized investment management and oversight group within BOKF, NA, with individuals appropriately licensed through BOKFA.

We do not verify the accuracy of performance information provided to you by affiliated or non-affiliated investment managers, nor do we verify its accuracy or compliance with presentation standards. We also do not hire a third party to verify performance calculations. Performance information may be calculated in different manners by different investment managers, thus the information you receive may not be calculated on a uniform or consistent basis between managers.

### *MUTUAL FUND/EXCHANGE TRADED FUND WRAP FEE PROGRAM DESCRIPTION*

The MF/ETF Wrap Fee Program is a computer model-based system that systematically rebalances client accounts to maintain target allocations and remove the emotion from investing. The MF/ETF Wrap Fee Program is professionally managed by SIA which monitors target allocations and changing market conditions.

The MF/ETF Wrap Fee Program employs both a passive and active investment approach with allocations using selected ETFs and mutual funds that represent multiple asset classes and styles. After establishing the initial

asset allocation mix, client accounts will be reallocated, or rebalanced if allocation percentages remain the same, in accordance with the then current asset allocation recommendations for a particular strategy. Resulting allocation changes are directed by BOKFA on a discretionary basis, without prior notice to the client.

Because the MF/ETF Wrap Fee Program is a computer model-based system, BOKFA's ability to tailor the program is limited; however, clients may impose reasonable restrictions on investing in certain securities or types of securities to the extent the model can accommodate these requirements. Clients with specific investment restrictions or requirements must first communicate this information to their BOKFA Advisor, in writing, in order to determine if the request(s) can be accommodated.

This program will invest in a large number of mutual funds or ETFs with some holding only a small percentage of your overall portfolio.

### *Methods of Analysis*

In reviewing and/or managing investment options for you, we utilize a two-prong approach to the research of securities for inclusion in the MF/ETF Wrap Program. Mutual funds in the Program are selected through a screening process that is conducted on a quarterly basis.

### **Selection Process**

The initial universe for mutual funds is the Morningstar mutual fund database, with the universe limited to include those fund families that currently have a selling agreement with BOKFS or an established business relationship with BOKFA. We may pursue selling agreements with fund companies that meet our criteria but for which we do not yet have a business relationship.

Our screening process checks such quantitative areas as the fund's history, manager tenure, amount of assets under management, ranking compared to other funds in their peer category and the five and tenyear performance of the fund as compared to others in their peer category. Qualitative areas we may review include the investment philosophy of the fund and any legal or compliance issues they may have had in the past.

### **Ongoing Monitoring/Due Diligence**

Our screening process is run at least annually to ensure the funds chosen still meet the criteria chosen by SIA.

### **Removal Process**

Mutual funds that no longer meet our criteria over a period of time will be removed. You have the opportunity to retain the mutual fund in your account(s), if you choose, by signing a letter with your BOKFA Advisor. We will no longer manage that asset and will move it into a separate, non-advisory account.

### **SEPARATELY MANAGED ACCOUNT PROGRAM DESCRIPTION**

SMA Program accounts offer individual investors access to customized investment solutions that can be tailored to their unique needs. Similar to a mutual fund, clients will pay fees to the SMA Manager for its services in managing their investments. Unlike a mutual fund, a separately managed account is a portfolio of individually owned securities managed for a specific investor. In an SMA Program account, you own your own securities and they are segregated from other investors. The SMA Program offers clients the ability to impose reasonable restrictions on their account (including requesting that the manager sell or hold certain securities for tax planning purposes) and flexibility in developing a customized portfolio across diversified investment disciplines and strategies.

### **SMA Strategies**

The SMA strategies vary by SMA Manager and in scope. Because the list of SMA Managers and strategies may change on a regular basis, there is not a specific list provided. Before you invest in our SMA Program, you should receive and read the SMA Manager's Form ADV and related documents. This will help you understand the fees they charge as well as how they invest your money.



### **SMA Manager Selection and Evaluation**

The purpose of the SMA Manager selection and evaluation process is to ensure the exercise of reasonable care, skill and caution in selecting an SMA Manager strategy. This process establishes the scope and terms of the delegation and the review of SMA Managers' investment decisions and performance for adherence to our required standards.

SMA Managers and their strategies are selected through a screening process that is reviewed on an on-going basis.

### **Selection Process**

The initial universe of SMA Managers is the list included on the Pershing PMAS Command List. Our screening process checks such areas as the manager's disciplinary history, manager tenure, amount of assets under management, ranking compared to others in their peer category and the five and ten year performance as compared to others in their peer category. Qualitative areas we may review include the investment philosophy of the manager and any legal or compliance issues the advisor may have had in the past.

Some smaller, newer SMA Managers may not meet all of the criteria listed above but may be deemed appropriate for inclusion in the SMA Program. Any such SMA Managers will be reviewed through a qualitative selection process to ensure the exercise of reasonable care, skill and caution. This process will include a review of historical performance, risk attributes, manager tenure, the length of history for the investment strategy, performance relative to a benchmark and relevant peer category, among other factors but may not meet the size limitations imposed above or have five or ten year performance records. Further, we will review the investment team, the investment philosophy, and the process and methodology used for ongoing portfolio management. We seek to include only those SMA Managers for which we believe in the investment management firm's ability to effectively manage the SMA on behalf of our clients. Cavanal Hill, an affiliated SMA Manager, is evaluated and monitored in the same manner as other SMA Managers but is chosen even though it may not meet the size limitations or have five and ten year performance track records.

### **On-Going Monitoring Process**

Our screening process will be run at least annually to ensure each SMA Manager continues to meet our criteria.

### **Removal Process**

An SMA Manager that no longer meets our criteria over a period of time will be removed. You have the opportunity to retain the SMA Manager for your account(s), if you choose, by signing the required client agreement directly with the SMA Manager. The account will not remain with BOKFA.

### ***PORTFOLIO MANAGER DIRECTED WRAP PROGRAM DESCRIPTION***

The PM Directed Program is an actively managed investment account that may be invested in any combination of our CPS Programs. The PM Directed Program accounts may have investments that are managed directly by our portfolio managers; invested in one or more SMA accounts with affiliated or non-affiliated SMA Managers; or invested in our MF/ETF Wrap Program. You may have multiple accounts and multiple investment strategies if you choose this Program.

### **Methods of Analysis**

BOKFA portfolio managers and BOKFA Advisors have access to various research databases, technology and internally and externally prepared analysis and research reports to guide their investment decisions. Portfolio construction is based on a portfolio manager search and selection process; a disciplined security selection process; and portfolio risk management.

### **Selection Process**

Portfolio managers are chosen for their years of experience in the investment and banking fields and are all employees of BOKF, NA. They are not selected based on the rankings and quantitative criteria used in other selection processes, nor do we calculate the performance record of these individuals. "BOKFA Advisors" may



include different individuals within BOKFA and BOKF, NA including trust officers, wealth advisors, client advisors, portfolio managers, and investment adviser representatives.

### **On-Going Monitoring Process**

Account performance is monitored against other accounts with similar objectives and related benchmarks. Accounts that have performance numbers considered to be an “outlier” will be monitored more closely to ensure no undue risks are being taken.

Should accounts in this program have performance not in line with other accounts with similar investment objectives (outliers), a more seasoned individual may be assigned to the accounts.

### ***ADVISOR DIRECTED PROGRAM DESCRIPTION***

The Advisor Directed program may be either actively or passively managed but will still be based on the goals and risk tolerance information you provide to your Advisor. The Advisor will choose investment options in a wrap fee program and your Advisor will update your investment options as needed throughout the year. Your Advisor will have limited investment discretion over your account(s) in this program. This program will rely on the same investment strategies available in the other CPS Programs mentioned throughout the Form ADV but will provide more flexibility between you and your Advisor.

### **Methods of Analysis**

Portfolio managers and BOKFA Advisors have access to various research databases, technology and internally and externally prepared analysis and research reports to guide their investment decisions. Portfolio construction is based on a security selection process taking into account your investment objectives, goals, and financial risk tolerance.

### **Selection Process**

BOKFA Advisors are chosen for their years of experience in the investment and banking fields and are all employees of BOKF, NA. They are not selected based on the rankings and quantitative criteria used in other selection processes, nor do we calculate the performance record of these individuals.

### **On-Going Monitoring Process**

Account performance is monitored against other accounts with similar objectives as well as related benchmarks.

Should accounts in this program have performance not in line with other accounts with similar investment objectives (outliers), a more seasoned individual may be assigned to the accounts.

### **Other Information Applicable to All Programs**

We may, from time to time, take temporary defensive positions that are inconsistent with a program’s description as we attempt to respond to adverse market, economic, political, or other conditions. In such instances, the program may not achieve its investment objective. At any time, up to 100% of the assets may be invested in cash equivalents, cash, or money market funds, including Cavanal Hill money market funds.

### ***Affiliated Managers***

BOKFA may choose Cavanal Hill Investment Management (CHIM) to manage some SMA Program accounts. This creates a conflict of interest. Other CPS accounts are managed directly by BOKFA or by non-affiliated SMA Managers. BOKFA has an incentive to recommend investment products where the entire client fee is retained by us and our affiliates. Thus, BOKFA and our affiliates will receive higher total compensation than if you choose a non-affiliated manager. For more information about these potential conflicts of interest and how BOKFA addresses them, please see “**Additional Information Other Financial Industry Activities and Affiliations**” and “**Code of Ethics, Participation or Interest in client Transactions and Personal Trading**” below.

Cavanal Hill, an affiliated SMA Manager, is evaluated and monitored in the same manner as other SMA Managers but is chosen even though it may not meet the size limitations or have five and ten year

performance track records. All strategy performance is reviewed by the Strategic Investment Advisors (SIA), a due diligence committee within BOKF, NA.

### **BOKFA Managers**

Because BOKFA acts as the sponsor and investment adviser of our wrap fee programs, and is also a broker-dealer (BOKFS) for your accounts, there is a conflict of interest. BOKFA understands we owe you a fiduciary duty and that your interests come first. With that in mind, we strive to choose the program and investment manager that best fits your needs regardless of the compensation received by BOKFA or our affiliates.

BOKFA offers discretionary advisory services through CPS. This means you delegate investment discretion (through a limited power of attorney) to us over your CPS account(s). A limited power of attorney does not give us authorization to withdraw funds (other than for payment of your fees) or to send funds to any place other than your address of record without your signature.

If you choose the PM Directed Program, your portfolio manager and BOKFA Advisor will have full investment discretion over your account(s). This means they may choose the investment managers that will select your investments; open new accounts in the program without your signature; and have withdrawals issued at your request to be sent to your address of record. This may also mean the portfolio managers and BOKFA Advisors will have the ability to choose affiliated managers to select your investments, thus causing a conflict of interest. The investment discretion you allow under the PM Directed Program gives your portfolio manager and BOKFA Advisor the same authority they currently have over managed accounts with The Private Bank.

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

We do not charge performance-based fees or conduct side-by-side management for any accounts in our CPS Programs. BOKFA does have accounts that are charged performance-based fees in its two private equity limited partnerships (PELPs). The PELPs are closed to new investors. BOKFA is considered to have custody of the cash and securities in the PELP partnerships but not with other programs described throughout this brochure. A surprise audit is conducted each year on these assets by an outside auditor.

### **Risk of Loss**

Investing in securities involves the risk of loss, including the principal amount invested, and you should be prepared to bear this loss. Because of these risks, the value of the securities held in CPS Programs will fluctuate. The more risk you are comfortable with in your portfolio, the more susceptible to these risks your investments will be. If you have a very conservative portfolio, many of these risks will not be applicable to your investments, although you may still face the possible loss of some of your principal. No CPS Program or investment strategy is guaranteed to be successful or profitable.

- **Alternative Strategy Mutual Funds.** Certain mutual funds available invest primarily in alternative investments and/or strategies. Investing in alternative investments and/or strategies may not be suitable for all investors and involves special risks, such as risks associated with commodities, real estate, leverage, selling securities short, the use of derivatives, potential adverse market forces, regulatory changes and potential illiquidity. There are special risks associated with mutual funds that invest principally in real estate securities, such as sensitivity to changes in real estate values and interest rates and price volatility because of the fund's concentration in the real estate industry. These types of funds tend to have higher expense ratios than more traditional funds. They also tend to be newer with less of a track record.
- **Business Risk.** These are risks associated with a particular industry or company. A company or industry may need to go through a lengthy process before realizing a profit or may be particularly affected by political events in foreign countries. A utility company, for example, generates income from a steady stream of customers who need its product, no matter what the economy is like.
- **Closed-End Funds.** Closed-end funds may not be readily marketable. In an effort to provide investor liquidity, the funds may offer to repurchase a certain percentage of shares at NAV on a periodic basis. Clients may be unable to liquidate all or a portion of their shares in these types of funds.

- **Credit Risk.** The risk that the issuer of a security, or the counterparty to a contract, will default or otherwise become unable to honor a financial obligation. Credit risk is generally higher for non-investment grade securities. The price of a security can be adversely affected prior to actual default as its credit status deteriorates and the probability of default rises. Credit risk includes the risk that performance may be affected by political and economic factors at the state, regional or national level, including budgetary problems and declining tax bases.
- **Currency Risk.** Fluctuations in the value of the dollar against the currency of the investment's originating country will cause fluctuations in the price of the investment. This may also be referred to as exchange rate risk.
- **Exchange Traded Funds (ETFs).** ETFs are typically investment companies legally classified as open-end mutual funds or unit investment trusts (UITs). They differ from traditional mutual funds, since ETF shares are listed on a securities exchange and can be bought and sold throughout the trading day. ETF shares may trade at a discount or premium to their net asset value (NAV). The difference between the bid price and the ask price is often referred to as the "spread," and the spread varies over time based on the ETF's trading volume and market liquidity. Some ETFs are registered under the Investment Company Act of 1940 like more traditional mutual funds, but some do not.
- **Exchange Traded Notes (ETNs).** An ETN is a senior unsecured debt obligation designed to track the total return of an underlying market index or other benchmark. ETNs may be linked to a variety of assets such as commodity futures, foreign currency or equities. ETNs are similar to ETFs because they too are listed on an exchange and can be bought or sold throughout the trading day. But an ETN does not have an NAV and trades at the prevailing market price. The repayment of principal, interest (if any), and the payment of any returns at maturity or upon redemption are dependent upon the ETN issuer's ability to pay. The ETN may be traded on the secondary market and the trading price may be adversely affected if the issuer's credit rating is downgraded. The index or asset class for performance replication in an ETN may or may not be concentrated in a specific sector, asset class or country and therefore carry specific risks associated with that sector or asset class.
- **Income Risk.** Income risk involves the possibility that the Fund's yield will decrease due to a decline in interest rates.
- **Inflation Risk.** With inflation, a dollar today will not buy as much as a dollar next year. Purchasing power is eroded at the rate of inflation.
- **Interest Rate Risk.** Fluctuations in interest rates may cause investment prices to fluctuate. For example, there is an inverse relationship between the yields on bonds and interest rates. When interest rates rise, the yields on bonds you own may become less attractive, causing market values to decline.
- **Investment Risk.** Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by BOKFA) will be profitable or equal any specific performance level(s).
- **Issuer Specific Risk.** The value of a security may decline for a number of reasons which directly relate to the issuer, such as management performance, earnings and sales trends, investor perceptions, financial leverage and reduced demand for the issuer's goods or services.
- **Leveraged and Inverse ETFs, ETNs, and Mutual Funds.** Leveraged ETFs, ETNs and mutual funds, are designed to provide a multiple of the underlying index's return, typically on a daily basis. These products are different from and can be far riskier than a traditional ETF, ETN or mutual fund. These products are designed to replicate the performance of the underlying index but they may not be able to exactly replicate because of underlying fund expenses and other factors. In highly volatile markets with large positive and negative swings, return distortions are magnified over time. To accomplish their objectives, these products use a range of strategies, including swaps, futures contracts and other derivatives. These products may have higher expense ratios and be less tax-efficient than more traditional ETFs, ETNs and mutual funds.
- **Liquidity Risk.** Liquidity refers to the ability to readily convert the investment into cash. A money market account is highly liquid but turning your real estate into cash will take more time and have some costs associated with the transaction. Thus real estate is not considered a liquid investment.

- **Market Risk.** The risk that the market value of a security may move up and down, sometimes rapidly and unpredictably. This type of risk is caused by external factors independent of the security's underlying circumstances. Examples include political, economic and social conditions that may trigger market events. This is particularly applicable to foreign investments.
- **Options.** Certain types of option trading are permitted in order to generate income or hedge a security held in the account. The types of option trading generally permitted include the selling (writing) of covered call options or the purchasing of put options on a security held in the account. The use of options involves additional risks. The risks of covered call writing include the potential for the market to rise sharply. If this happens, the security may be called away and the account will no longer hold the security. The risk of buying long puts is limited to the loss of the premium paid for the purchase of the put if the option is not exercised or otherwise sold by the account.
- **Prepayment/Call Risk.** The risk that the principal repayment of a security will occur at an unexpected time. Prepayment risk is the chance that the repayment of certain types of securities (e.g., asset-backed securities, mortgage-backed securities and collateralized mortgage obligations) will occur sooner than expected. Call risk is the possibility that during periods of falling interest rates, a bond issuer will "call" — or repay — their high-yielding bonds before the bond's maturity date. Changes in prepayment/call rates can result in greater price and yield volatility. Prepayments/calls generally accelerate when interest rates decline. When mortgage and other obligations are pre-paid, a Fund may have to reinvest in securities with a lower yield. In this event, the Fund would experience a decline in income — and the potential for taxable capital gains. Further, with early prepayment, a Fund may fail to recover any premium paid, resulting in an unexpected capital loss. Prepayment/call risk is generally low for securities with a short-term maturity, moderate for securities with an intermediate-term maturity, and high for securities with a long-term maturity.
- **Reinvestment Risk.** This is the risk that proceeds received in the future from investments may need to be reinvested at a potentially lower rate of return or interest rate. This risk relates primarily to fixed income securities.

### *Voting Client Securities*

For clients with accounts in the Mutual Fund/ETF and the Portfolio Manager Directed programs, unless otherwise agreed to by you and BOKFA, you delegate through your advisory agreement the sole discretion to vote client security proxies to BOKFA at the commencement of your advisory relationship. For clients with accounts in the SMA program, you direct the SMA Manager to vote your proxies. You generally will not be able to direct BOKFA or your SMA Manager on how to vote in a particular proxy voting situation.

For clients with accounts in other programs, the proxies will be directed to you, the client, and should be voted at your discretion. BOKFA and its Advisors do not provide guidance on how you should vote a particular proxy.

It is the policy of BOKFA, that absent compelling reasons why a proxy should not be voted, all proxies relating to client securities should be voted. As a matter of policy and as a fiduciary to our clients, proxies are voted in the best interests of the client accounts. The determination of the interest of a client account in a proposal presented by proxy is the effect that the proposal could have on the current or future value of the investment, if any. In most cases, the default vote is to vote in line with management's request.

Caval Hill Investment Management monitors and votes proxies related to BOKFA for the Mutual Fund/ETF and Portfolio Manager Directed wrap-fee programs unless you have retained this authority. Caval Hill Investment Management does this on behalf of BOKFA and maintains all appropriate documentation required by the SEC. You may obtain a more complete description of our proxy voting policies and procedures upon request. You may also obtain information from us about how proxies were voted on your behalf.

Certain ERISA accounts may have the option of choosing to vote their own proxies. If this selection is made at account opening, the money manager will be directed to send all proxy materials directly to the client. It will then be the client's choice regarding how and when to vote. BOKFA Advisors will not provide guidance on these.

## **Client Information Provided to SMA Managers**

BOKFA collects certain nonpublic personal identifying information about you from information you provide on investor questionnaires, applications and other forms as well as communications with our authorized representatives. We also collect information about your account and related transactions.

We do not disclose the nonpublic personal information we collect about you to anyone except to service our business relationship with you, to market possible services that may be of interest to you through BOKFA or our affiliates, and as required by law. Our privacy policy, which may be amended from time to time, is provided in Exhibit A.

Information that is material to the management of your account(s) is shared with your investment managers. This may include your risk tolerance, investment objectives, financial information as it relates to the account you are opening, your name, address, Social Security number, etc. Different investment managers may require different information.

## **Client Contact with Portfolio Managers**

You may contact your portfolio manager or BOKFA Advisor at BOKFA, within reason, at any time. Direct contact with your SMA Managers may be limited and is based on their policies. Further details are available in your SMA Manager's Form ADV.

## **Additional Information**

### *Disciplinary Information*

BOKFS (formerly known as BOSC, Inc.) or its management persons have been found to have been involved in violation of rules of an applicable self-regulatory organization (SRO) or other regulator and received a fine of more than \$2,500. Details of these disciplinary events are provided below:

- On September 9, 2016, BOKF, NA ("BOKF"), an affiliate of BOK Financial Securities, Inc., entered into a consent decree (the "Consent Decree") with the Securities Exchange Commission (the "SEC"). BOKF neither admitted nor denied the findings of the Consent Decree. This matter relates to BOKF's relationship with Christopher Brogdon, who has been accused by the SEC of violating antifraud provisions of the federal securities laws. BOKF served as indenture trustee and dissemination agent for several conduit municipal bond offerings for which Mr. Brogdon's entities acted as borrower since 2000. The Consent Decree states that BOKF, primarily through the actions of a former employee, allowed Mr. Brogdon to perpetuate his fraud by failing to perform disclosure and notice obligations it owed to bondholders. BOKF agreed to pay disgorgement of \$984,200.73 of the fees it collected from its work with Mr. Brogdon. Additionally, BOKF also agreed to pay interest totaling \$83,520.63 and a penalty of \$600,000. BOKF has also undertaken to enhance its policies, procedures and training in order to prevent such an event from occurring again.
- On October 21, 2015, FINRA signed an Acceptance, Waiver and Consent (AWC) issued to BOSC. BOSC consented to the AWC without admitting or denying the findings. FINRA's Department of Market Regulation reviewed BOSC's compliance with FINRA rules governing markup/markdown during the period from July 1, 2013 through September 30, 2013. As a result of its reviews, the Department of Market Regulation determined that BOSC violated NASD Conduct Rules 2440, IM-2440-1 and IM-2440-2, and FINRA Rule 2010. During the review, BOSC bought or sold corporate bonds to or from customers and failed to buy or sell such bonds at a price that was fair, taking into consideration all relevant circumstances, including market conditions with respect to each bond at the time of the transaction, the expense involved and that the firm was entitled to a profit. The transactions resulted in a censure; a fine to BOSC of \$12,500 and restitution for eight transactions totaling \$4873.96 (including interest). The fine was paid by BOSC to FINRA on 11/10/2015 and the restitution to clients was sent on 11/23/2015.

- On June 18, 2015, the SEC filed an order instituting administrative and cease-and-desist proceedings against BOSC (the "Order"). BOSC consented to the Order without admitting or denying the findings. This matter involves violations of an anti-fraud provision of the federal securities laws in connection with BOSC's underwriting of certain municipal securities offerings. The SEC found that BOSC conducted inadequate due diligence in certain offerings and, as a result, failed to form a reasonable basis for believing the truthfulness of certain material representations in official statements issued in conjunction with those offerings. This resulted in BOSC offering and selling municipal securities on the basis of materially misleading disclosure documents. As a result, the SEC has found that BOSC willfully violated Section 17(a)(2) of the Securities Act. The violations were self-reported by BOSC to the SEC pursuant to the Division of Enforcement's Municipalities Continuing Disclosure Cooperation Initiative. BOSC paid civil money penalty of \$250,000.00 to the SEC. In addition, BOSC has agreed to retain an independent consultant, approved by the SEC, to conduct a review of BOSC's policies and procedures as they relate to municipal securities underwriting due diligence. The independent consultant shall prepare a written report of its findings and submit it to the SEC, which shall include the independent consultant's recommendations for changes in or improvements to BOSC's policies and procedures. All agreed-upon recommendations from the independent consultant shall be adopted by BOSC within 90 days of the date of the report. The independent consultant shall submit a final certification, in writing, to the SEC of BOSC's compliance with the required undertakings no later than 365 days from June 18, 2015. The final certification showing compliance with the required undertakings was submitted to the SEC on June 16, 2016.
- On or about January 10, 2012, the Financial Industry Regulatory Association (FINRA) resolved a proceeding against BOSC. The allegations related to this regulatory action involved MSRB Rules G-17 and G-30(a). The FINRA alleged that BOSC sold municipal securities for its own account to a customer at an aggregate price (including any markup) that was not fair and reasonable, taking into consideration all relevant factors, including the best judgment of the broker, dealer or municipal securities dealer as to the fair market value of the securities at the time of the transaction and of any securities exchanged or traded in connection with the transaction, the expense involved in effecting the transaction, the fact that the broker, dealer or municipal securities dealer is entitled to a profit, and the total dollar amount of the transaction. Without admitting or denying the findings, BOSC consented to the described sanctions and to the entry of finding. The Firm was censured and was fined \$75,000 and required to pay \$25,141 in interest in restitution to investors.
- On or about April 29, 2009, the Financial Industry Regulatory Association (FINRA) resolved a proceeding against BOSC. The allegations related to this regulatory action involved SEC Rule 17a-3, NASD Rules 2110, 3010, 6230(a), L6230(c)(8), MSRB Rules G-8(a), G-14, G-17, G-27, G-27(a), G-27(c), and G-30(a). The FINRA alleged that BOSC purchased municipal securities for its own account from a customer and/or sold municipal securities for its own account to a customer at an aggregate price (including any markdown or markup) that was not fair and reasonable, taking into consideration all relevant factors, including the best judgment of the broker, dealer or municipal securities dealer as to the fair market value of the securities at the time of the transaction and of any securities exchanged or traded in connection with the transaction, the expense involved in effecting the transaction, the fact that the broker, dealer or municipal securities dealer is entitled to a profit and the total dollar amount of the transaction. The Firm failed to show correct terms and conditions on municipal securities transaction memoranda for the account of the firm executed with a customer other than a broker or dealer, by failing to include time stamps that showed the date and time of receipt and failing to include certain terms and conditions (to identify the orders as day, limit, market or good-till-cancelled orders). The Firm failed to enforce its written supervisory procedures that prohibited markdowns/markups on zero-coupon municipal securities in excess of four percent of the principal amount invested. The Firm failed to report information regarding purchase and sale transactions effected in municipal securities to the real-time transaction reporting system (RTRS) in the manner prescribed by Rule G-14, RTRS Procedures, and the RTRS Users manual. The Firm failed to report such transactions within 15 minutes of time of trade to an RTRS Portal. The Firm failed to report to the Trade Reporting and Compliance Engine (TRACE) the correct time of trade execution for TRACE-eligible securities transactions and failed to report TRACE-eligible securities transactions within 15 minutes of the time of execution. This conduct constitutes separate and distinct violations of NASD



Rule 6230(a) and a pattern or practice of late reporting without exceptional circumstances is a violation of NASD Rule 2110. The firm Failed to show the correct execution time on memoranda of TRACE-eligible transactions for the account of the Firm executed with another broker or dealer. The Firm's Supervisory system did not provide for supervision reasonably designed to achieve compliance with applicable securities laws, regulations, NASD Rules and MSRB Rules concerning municipal bond fair pricing, municipal securities trade reporting and TRACE reporting. Without admitting or denying the allegations, BOSC consented to the described sanctions and to the entry of findings. The Firm was censured, fined \$80,000, required to pay \$18,402, plus interest, in restitution to investors and to revise its written supervisory procedures regarding municipal bond fair pricing, municipal securities trade reporting and TRACE reporting within 30 business days of acceptance of the Acceptance, Waiver and Consent (AWC).

### *Other Financial Industry Activities and Affiliations*

BOKFA engages in a number of financial industry activities and is affiliated with other firms in the financial industry. Following is a description of material relationships and affiliations that are important to us and to you. In each category, the relationships and affiliations are identified and material conflicts of interest are discussed.

**Broker-Dealer.** The principal business of BOKFS is that of a general securities broker-dealer, government securities seller and municipal securities underwriter. BOKFS is a registered broker-dealer, member FINRA and SIPC. Many of our principal executive officers, investment committee members, and the individuals who determine general investment advice may also be registered representatives with the broker-dealer. In this capacity, these registered representatives may recommend investments and insurance products outside of CPS for which they receive reasonable and customary compensation. The opportunity to receive additional compensation for effecting securities transactions or selling insurance products outside of CPS or purchasing securities in CPS that pay additional compensation to us or our affiliates (e.g., 12b-1 fees, etc.) represents a conflict of interest. Other conflicts of interest are disclosed throughout this brochure.

A BOKFA Advisor may have an economic incentive for recommending CPS. The amount of the incentive may be more than what the BOKFA Advisor would receive if you participated in other programs offered by BOKFA; paid separately for investment advisory services, brokerage, and other services; or invested in other types of investments; therefore, the BOKFA Advisor would have a financial incentive (a conflict of interest) to recommend CPS over other offerings or services.

**Investment Company or Other Pooled Investment Vehicle.** BOKFS serves as the distributor and principal underwriter to each of the Cavanal Hill Mutual Funds pursuant to a Distribution Agreement with the CH Funds and receives certain fees for its services. Shares in each CH Fund are sold on a continuous basis by BOKFS, and BOKFS has agreed to use appropriate efforts to solicit purchases. Customers purchasing shares of CH Funds may include officers, directors, or employees of BOKFS and its affiliates. For the provision of distribution and shareholder services, BOKFS will receive 12b-1 and shareholder servicing fees from CH Funds.

Cavanal Hill Investment Management serves as the investment adviser and administrator to the CH Funds. CHIM receives investment advisory and administrator fees for the services it provides to the CH Funds. In addition, BOKF, NA (under the name Bank of Oklahoma) serves as CH Fund's custodial bank and also provides shareholder services to CH Funds. BOKF, NA receives custody and shareholder services fees for these services. The CH Funds are managed, and transactions are executed, side-by-side with CPS accounts. CH Fund and client accounts are afforded equal treatment in investment management, transaction, and allocation decisions.

CH Funds are included as investments in some client accounts and certain CH Funds serve as the sweep vehicle for CPS accounts in the PM Directed Program. In this instance, CH Funds, CHIM, and its affiliates, would earn the aforementioned fees in addition to the fees charged to the client for participation in the CPS Program. A more detailed description of the available CH Funds and other fees and expenses are available in each fund's prospectus. This presents a conflict of interest since not all clients are eligible to purchase the sweep funds offered by CH Funds and BOKFA and its affiliates will earn fees in addition to those charged to you directly for your participation in the PM Directed Program.

**Investment Company or Other Pooled Investment Vehicle.** BOK Equity, LLC is the manager of the private equity funds described in this brochure. It is owned by BOK Capital Services, and a wholly owned subsidiary of BOK Financial Corporation.

**Investment Adviser or Financial Planner.** Cavanal Hill Investment Management is a registered investment adviser affiliate of BOKFA. BOKFS will receive compensation if BOKFA or one of its representatives introduces a client to CHIM. Such a fee will be paid in accordance with Rule 206(4)-3 of the Advisers Act and any state or other regulatory requirements. BOKFA employees are required to disclose the status of their relationship with CHIM at the time of the solicitation or referral. For more information on referral and solicitation arrangements, see the "Client Referrals and Other Compensation" section of this Wrap Fee Program Brochure.

**Investment Adviser or Financial Planner.** The Milestone Group (Milestone) is a registered investment adviser affiliate of BOKFA and is a wholly-owned subsidiary of BOK Financial Corporation.

**Investment Adviser or Financial Planner.** BOK Financial Asset Management, Inc. is an SEC registered investment adviser and a full-service retirement and pension planning firm. BOK Financial Asset Management is a wholly owned subsidiary of BOKF, NA. BOK Financial Asset Management operated under the name MBM Advisors prior to December 6, 2015.

**Investment Adviser or Financial Planner.** Stepstone Group LP (Stepstone) is a registered investment adviser with the SEC. BOKFA and Stepstone are related parties through a common, indirect control person, George Kaiser.

**Banking or Thrift Institution.** BOK Financial Corporation, a financial holding company, owns all of the capital stock of BOKFS. BOKF, NA is the wholly-owned national banking association subsidiary of BOK Financial Corporation. Customers of BOKF, NA may also be customers of BOKFA.

The BOKFA account documents and other communications with customers clearly disclose that investments made through BOKFA are not obligations of, or guaranteed by, BOKFS, BOKFA or any bank affiliate and investments made through BOKFA are not deposits of any bank or insured by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. In addition, all investments may lose money, and you are not guaranteed a profit. Some employees of BOKFA are also employees of or registered with our affiliates.

**Insurance Company or Agency.** Some BOKFA Advisors are licensed to sell insurance products through BOSC Agency, Inc. or BOK Financial Securities, Inc., affiliated insurance agencies. Fixed insurance products are not included in CPS program accounts although some programs may allow for the inclusion of variable annuity investments. Variable annuities allowed in the CPS Program will typically be of the "no load" variety. Properly licensed individuals may present insurance products to you that they believe will meet your financial objectives and liquidity needs. If purchased, these individuals will receive reasonable and customary commissions outside of any advisory fees they earn on your CPS Program accounts.

**Municipal Advisors.** BOK Financial Securities, Inc. is registered as a municipal advisor with the SEC and the MSRB.

**Sponsor or Syndicator of Limited Partnerships.** BOKF Equity LLC (BOKF Equity) is an affiliate of BOKFA. BOKF Equity is the general partner and manager of private equity limited partnerships, Private Equity Limited Partnership I ("PELP I") and Private Equity Limited Partnership II ("PELP II"). Clients of BOKF, NA were solicited by BOKF Equity to invest in PELP I and PELP II. Clients of BOKFA were not solicited to invest in either PELP I or PELP II. BOKFA serves as the non-discretionary investment advisor to PELP I and PELP II and receives fees for this service. Both limited partnerships are closed to new investors.

No affiliated limited partnerships are included as investment options under the CPS Programs.

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



BOKFA has adopted a Code of Ethics describing its standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to prohibitions on insider trading, restrictions on the acceptance of gifts and the requirement to report certain gifts and personal securities trading, among other things. All employees of BOKFA must acknowledge the terms of the Code of Ethics annually. BOKFA will provide a free copy of its Code of Ethics to clients and prospective clients upon request.

BOKFA anticipates that securities may be purchased or sold in CPS accounts in which BOKFA, its employees and affiliates, and clients, directly or indirectly, also own. BOKFA employees are required to follow BOKFA's Code of Ethics in conducting their personal securities transactions. Subject to satisfying this policy and applicable laws, officers, directors and employees of BOKFA may trade for their own accounts in securities that are also recommended to and/or purchased for BOKFA clients.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of employees of BOKFA will not interfere with (i) making decisions in the best interest of clients, and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that such securities would not materially interfere with the best interest of BOKFA's clients.

Because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is monitored under the Code of Ethics in an effort to prevent conflicts of interest between BOKFA and its clients. Employees are prohibited from trading in such a manner that their personal trades result in a better price than that of their clients, should they both transact business in the same security on approximately the same day. If this occurs, the client will receive the better price. Supervised persons are prohibited from placing a personal securities transaction (that will also be offered to clients) before offering the investment opportunity to clients.

### **Principal Transactions**

BOKFS, as broker-dealer and as principal, buys securities for itself from, or sells securities it owns to, its non-advisory clients. We will not act as principal in a transaction involving advisory accounts participating in CPS Programs. Transactions initiated by non-affiliated SMA Managers may be executed from time to time on a principal basis by BOKFA consistent with the SMA Manager's reliance on SEC "No Action" guidance.

### **Best Execution**

As an SEC registered introducing broker-dealer, BOKFS routes most orders through Pershing for its advisory clients. We are obligated to seek best execution pursuant to our fiduciary duty as an SEC registered investment adviser and under FINRA Conduct Rule 2320 for all trades executed. Better executions may be available via another broker-dealer based on such factors as volume, order flow and the market making activity of Pershing. We endeavor to put the interests of our advisory clients first but you should be aware that the receipt of economic benefits by BOKFS (or its related persons) creates a conflict of interest. Affiliated and non-affiliated SMA Managers may not be restricted to Pershing for their transactions. In some programs, fixed income transactions will be done away from Pershing. Advisor Directed accounts will be custodied at Pershing and all transactions will be executed at Pershing.

### **Review of Accounts**

BOKFA Advisors will review your accounts at least once every calendar year. The typical review will consist of performance review reporting, including evaluation of any changes in your investment philosophy, objectives and risk tolerance. This evaluation may require changes to your current portfolio and investment plan. Should market or other circumstances warrant, or you request, more frequent account reviews may be conducted.

We rely on you to provide accurate information on the Investment Profile Questionnaire (or similar document) and to provide updates when changes to your financial situation or investment objectives occur. You will make the final decision with respect to the investment strategy and CPS Program, often after reviewing several options

provided by your BOKFA Advisor. We shall periodically contact you to request updated information or confirm the information we have on file, and we rely on you to provide us this information.

### *Client Reporting*

At a minimum, clients will receive quarterly account statements from Pershing. Pershing will provide quarterly statements that include a summary of account activity and an inventory of holdings. The statements for taxable accounts include a summary of realized gains, dividends, interest and Program Fees deducted from your account(s). Clients should always review their statements for unauthorized withdrawals. Quarterly performance statements may be prepared by Lockwood or by your SMA Managers. These are provided as additional information, but they do not replace the quarterly account statements you receive from Pershing. Because your fees for most programs are based on your average daily balance (and not the account value listed on your statement as of the end of the billing period), you will notice differences in the account values. Fees for accounts in the SMA programs are based on the account value as of the last business day of the previous quarter and not the average daily balance.

The average daily balance is defined as: “The average amount that exists in an account over a period of time. The number is calculated by adding the daily balances over a period of time and dividing by the total number of days in that period.” (InvestorWords.com) The average daily balance is often seen as a more accurate reflection of the total funds in your account when calculating the total fees for a billing period.

### *Client Referrals and Other Compensation*

**Referrals to BOKFA.** You may have been introduced to BOKFA by either a non-affiliated, affiliated, or employee solicitor, and we may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Advisers Act and any state or other regulatory requirements. The referral fee shall be paid solely from the Program Fee and shall not result in any additional charges to you. If you are introduced to BOKFA by a non-affiliated solicitor, they should provide you with a copy of the BOKFA solicitor’s disclosure statement containing the terms and conditions of the referral arrangement, including compensation. Any affiliated or employee solicitor of BOKFA shall disclose the nature of the relationship to prospective clients at the time of the referral and provide all prospective clients with a copy of BOKFA’s solicitor’s disclosure statement at or prior to the time a client agreement is executed.

BOKFA does not receive client referrals from Pershing.

**Mutual Fund Fees.** BOKFA may retain all or a portion of any 12b-1 and shareholder servicing fees paid by mutual funds held in your account(s). No 12b-1 fees will be kept by BOKFA with respect to assets in an ERISA or IRA account of a client.

**BOKFA Referrals to Cavanal Hill Investment Management.** In addition, BOKFA and Cavanal Hill Investment Management have entered into a Solicitation Agreement where CHIM agrees to pay BOKFA a fee for the referring, soliciting and ongoing client servicing of CHIM clients. The fee is based on CHIM’s revenues attributable to the client account placed with them. This is a revenue sharing fee that continues until the client is no longer a client of CHIM. The fee will be paid in accordance with relevant regulatory requirements, including Rule 206(4)-3 of the Advisers Act, and any state or other regulatory requirements.

A conflict of interest exists because BOKFA is incented to refer its clients to an affiliate, who in turn shares the revenues associated with the referred account with BOKFA. You are under no obligation to use CHIM as an SMA Manager and may decline to do so at any time by telling your BOKFA Advisor. BOKFA may refer you to other Investment Managers in addition to, or instead of, CHIM.

**Other Referrals.** Employees of BOKF, NA and BOKFA may introduce clients to other services offered within BOKF, NA or its affiliates. As a result of this referral, the employee may receive a fee. This fee may range from a nominal amount (\$20) to a percentage of the anticipated revenue for the account over a set period of time. These

payments are not added to your fees, but are deducted from the revenue received by BOKF, NA, BOKFA or an affiliate. These referral payments are paid as allowed according to banking regulations and do not affect the fees you pay BOKFA.

**Intercompany Payments between Affiliates.** BOKFA and its affiliates make certain intercompany payments to compensate each other for performing various administrative services. These may be amended or terminated at any time and are outlined in service agreements between the various affiliates.

**Other Compensation.** BOKFS earns commissions as a registered broker/dealer and your BOKFA Advisor will earn commissions for investment and insurance products they sell to you outside of your managed account(s). You may have accounts that pay commissions to your BOKFA Advisor (in their role as a registered representative) and BOKFS that are not considered a “wrap fee,” “managed” or “advisory” account. Your BOKFA Advisor and BOKFS will not earn commissions on transactions in your wrap fee accounts other than the 12b-1 fees outlined in this Wrap Fee Brochure.

**Conflicts of Interest.** Since different products pay different commissions or advisory fees, BOKFA and its Advisors may be incented to recommend products based on the compensation we receive, rather than recommending the products and services that are best for you. BOKFA endeavors at all times to place your interests ahead of its own and to take into account your personal investment objectives, goals, risk tolerance and other important financial information before recommending one or more products or services. Ultimately the choice of which product you purchase is your decision unless you and your BOKFA Advisor choose to participate in a program described in this brochure, which provides discretionary trading authority to your Advisor or a money manager.

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

BOKFA does not participate in soft dollar benefits. Although our affiliate, Cavanal Hill Investment Management, does participate in soft dollar benefits for some of its transactions and clients, they will not engage in this activity for clients of BOKFA, regardless of Cavanal Hill’s role in placing the trades. This exclusion is not applicable to clients that choose Cavanal Hill Investment Management for their SMA Manager.

The BOKFS clearing arrangement with Pershing does provide BOKFS, BOKFA and its Advisors with certain benefits. These benefits include access to custody of securities, trade execution, clearance and settlement of transactions as well as receipt of duplicate client statements and confirmations; research related products and tools; access to block trading; the ability to have advisory fees deducted directly from client accounts; access to an electronic network for client order entry and account information; access to mutual funds with no transaction fees; and to certain institutional money managers. We do not feel that the charges you pay for the services provided by Pershing are higher than you would pay at other full-service brokerage firms. It is possible that you could purchase the same investments we recommend elsewhere (through brokers or agents unaffiliated with us) without these services at the same, higher or lower costs to you. It is also possible that BOKFS may choose to remain with Pershing as a clearing firm because of these services even though it may increase our costs. BOKFS follows the regulatory requirements for best execution and believes Pershing provides above average execution to its clients and remains well within the industry norms for pricing.

#### *Financial Information*

BOKFA does not require or solicit prepayment of more than \$1,200 in fees per client more than six months in advance; therefore, a balance sheet is not being provided. We have not been the subject of a bankruptcy petition at any time.

### **Business Resumption**

The BOKFA Business Resumption Plan has been developed in order to respond and recover should a disaster occur at one or more of our offices. The plan is designed for all of our business units to be able to resume business with the least amount of interruption to the many valuable services, which we provide to our customers.

Our plan outlines the actions BOKFA will take in the event of a building, city-wide, or regional incident, including relocating technology and operational personnel to pre-assigned alternate regional facilities. Technology data processing can also be switched to an alternate regional data center.

All BOKFA operational facilities are equipped for resumption of business and are regularly tested. Our recovery time objective for business resumption, including those involving a relocation of personnel or technology, is typically three (3) business days. This recovery objective may be negatively affected by the unavailability of external resources and circumstances beyond our control.

In the event of a significant business interruption, customers may call the toll-free contact numbers listed on our website, [securities.bokfinancial.com](http://securities.bokfinancial.com)

## **Client Personal Information**

## FACTS

### WHAT DOES BOK FINANCIAL SECURITIES DO WITH YOUR PERSONAL INFORMATION?

#### WHY?

Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.

#### WHAT?

The types of personal information we collect and share depend on the product or service you have with us. When you are no longer our customer, we may continue to share your information as described in this notice.

#### This information can include:

- Information we receive from you on applications or other forms
- Information about your transactions with us, our affiliates and others
- Information we receive from a consumer reporting agency

#### HOW?

All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons BOK Financial Securities chooses to share; and whether you can limit this sharing.

REASONS WE CAN SHARE YOUR PERSONAL INFORMATION	DOES BOK FINANCIAL SECURITIES SHARE?	CAN YOU LIMIT THIS SHARING?
<b>For our everyday business purposes —</b> such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	<b>YES</b>	<b>NO</b>
<b>For our marketing purposes —</b> to offer our products and services to you	<b>YES</b>	<b>NO</b>
<b>For joint marketing with other financial companies</b>	<b>NO</b>	<b>We do not share</b>
<b>For our affiliates' everyday business purposes —</b> information about your transactions and experiences	<b>YES</b>	<b>NO</b>
<b>For our affiliates' everyday business purposes —</b> information about your creditworthiness	<b>NO</b>	<b>We do not share</b>
<b>For our affiliates to market to you</b>	<b>YES</b>	<b>YES</b>
<b>For non-affiliates to market to you</b>	<b>NO</b>	<b>We do not share</b>

### OTHER IMPORTANT INFORMATION:

- **Nevada customers** — In response to Nevada law, we are providing this notice to you. You may be placed on our internal Do Not Call list by following the directions in the To Limit Direct Marketing section.

For more information contact us at **1-877-781-6889** or submit the Opt Out notice to us via US Mail. You may also contact the **Bureau of Consumer Protection, Office of the Nevada Attorney General, 555 E. Washington St., Suite 3900, Las Vegas, NV 89101; 702-486-3132** or by email at **BCPINFO@ag.state.nv.us**

- **Do Not Call Policy.** This privacy policy constitutes BOK Financial Securities' Do Not Call Policy under the Telephone Consumer Protection Act for all consumers. BOK Financial Securities maintains an internal Do Not Call list. Do Not Call requests will be honored within 30 days and will be effective for at least five years from the date of the request. No telemarketing calls will be made to residential or cellular phone numbers that appear on the BOK Financial Securities' Do Not Call list. You may continue to receive marketing information in regular account mailings and statements, when you visit us online or at an ATM. You may also be contacted to service your account or participate in surveys. If you

have an assigned advisor or team, they may continue to contact you to assist you in managing your portfolio or account relationship.

- For clients of BOK Financial Securities and advisors also affiliated with a bank, credit union or other financial institution: If your account was opened in our offices located at a non-affiliated financial institution, such as a bank, thrift or credit union, and that financial institution decides to enter into a relationship with a new financial services provider, we may share your information with the new financial services provider so that your account can continue to be serviced.

### TO LIMIT OUR SHARING

- Call **1-877-781-6889**
- Mail the opt-out form provided

#### Please note:

If you are a *new* customer, we can begin sharing your information 30 days from the date we sent this notice.

However, you can contact us at any time to limit our sharing. To limit our direct marketing to you by mail or telephone, call 1-877-781-6889 or return the opt-out form provided.

### QUESTIONS?

Who is providing this brochure? BOK Financial Securities and its affiliates and BOKF, NA dba Institutional Investments, Bank of Oklahoma.

WHAT WE DO	
<b>How does BOK Financial Securities protect my personal information?</b>	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. Our online environment uses security technologies that meet or exceed regulatory requirements to control access to your personal information.
<b>How does BOK Financial Securities collect my personal information?</b>	<p><b>We collect your personal information, for example, when you</b></p> <ul style="list-style-type: none"> <li>• seek advice about your investments</li> <li>• open an investment advisory or brokerage account</li> <li>• tell us about your investments or retirement needs</li> </ul> <p>We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.</p>
<b>Why can't I limit all sharing?</b>	<p><b>Federal law gives you the right to limit only</b></p> <ul style="list-style-type: none"> <li>• sharing for affiliates' everyday business purposes—information about your creditworthiness</li> <li>• affiliates from using your information to market to you</li> <li>• sharing for non-affiliates to market to you</li> </ul> <p>State laws and individual companies may give you additional rights to limit sharing.</p>
<b>What happens when I limit sharing for an account I hold jointly with someone else?</b>	Your choices will apply to everyone on your account.

DEFINITIONS	
<b>Affiliates</b>	<p><b>Companies related by common ownership or control. They can be financial and non-financial companies. Our affiliated companies include:</b></p> <ul style="list-style-type: none"> <li>• Financial institutions</li> <li>• Banks</li> <li>• Investment advisers</li> <li>• Trust companies</li> </ul>
<b>Non-affiliates</b>	<p><b>Companies not related by common ownership or control. They can be financial and non-financial companies.</b></p> <ul style="list-style-type: none"> <li>• BOK Financial Securities does not share personal information with non-affiliates so they may market to you</li> </ul>
<b>Joint Marketing</b>	<p><b>A formal agreement between non-affiliated financial companies that together market financial products or services to you.</b></p> <ul style="list-style-type: none"> <li>• BOK Financial Securities does not have joint marketing agreements with non-affiliated financial companies</li> </ul>

Securities, insurance and advisory services offered through BOK Financial Securities, Inc., member FINRA/SIPC and a subsidiary of BOK Financial Corporation. Services may be offered under our trade name, BOK Financial Advisors. **NOT FDIC INSURED | NO BANK GUARANTEE | MAY LOSE VALUE**

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MAIL-IN OPT-OUT FORM					
Please complete all information legibly so we may update our records. If information is missing, we may be unable to honor this request.					
<b>Mark any/all you want to limit:</b> <input type="checkbox"/> Do not allow your affiliates to use my personal information to market to me. <input type="checkbox"/> Please add me to BOK Financial Securities' Do Not Call list.					
Name		<b>Mail to:</b> BOK Financial Securities Attn: Operations P.O. Box 2300, Plaza Tulsa, OK 74192-0002			
Address line 1					
Address line 2					
City, State, Zip					
Pershing Account #		or Social Security #			
Phone	Signature		Date		