

Part 2A Appendix 1 of Form ADV

**ITEM 1. Cover Page**

Oppenheimer Asset Management Inc.  
85 Broad Street  
New York, NY 10004

December 1, 2021

This wrap fee program brochure (the “Brochure”) provides information about the qualifications and business practices of Oppenheimer Asset Management Inc. If you have any questions about the contents of this brochure, please contact please contact Brian Roth at [Brian.Roth@opco.com](mailto:Brian.Roth@opco.com).

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities authority.

Additional information about Oppenheimer Asset Management Inc. is available on the SEC’s website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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

**Item 2. Material Changes**

The annual update for the year 2020 was filed on March 24, 2021 and included the change from quarterly to monthly billing. This update reflects a name change to certain advisory programs

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A summary of any material changes to this and subsequent Brochures will be provided to you within 120 days of the close of our business' fiscal year. We may also provide you with additional updates or other disclosure information at other times during the year in the event of any material changes to our business.

You may request the most recent version of this brochure by contacting Brian Roth at [Brian.Roth@opco.com](mailto:Brian.Roth@opco.com).

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#### **Item 4. Services, Fees and Compensation.**

Oppenheimer Asset Management Inc. (“OAM”) is a registered investment adviser and an affiliate of Oppenheimer & Co. Inc. (“Oppenheimer”), a registered investment adviser, a registered broker-dealer and a member of the New York Stock Exchange, Inc. and the Financial Industry Regulatory Authority, Inc.

OAM offers a number of advisory programs that are described in this brochure. Services include discretionary and non-discretionary programs. The advisory programs described in this brochure are called wrap fee programs because a number of services are provided by OAM and Oppenheimer for a fee and transaction costs are not incurred for transactions executed by Oppenheimer.

The structure of our advisory programs entails certain conflicts of Interest as discussed below.

Oppenheimer receives 12b-1 fees as a result of investments in certain mutual funds. Mutual funds generally offer multiple share classes, some of which do not result in 12b-1 fees. Any 12b-1 fees paid to Oppenheimer attributable to fund shares held in your advisory account will be credited back to clients by the firm on a monthly basis for those days that the account is managed. The payment of 12b-1 fees presents a conflict of interest for OAM and Oppenheimer and provides an incentive to recommend investments based on the compensation received from the receipt of 12b-1 fees, rather than on a client’s needs or the existence of a less expensive share class even when a client is eligible for a lower-cost share class of the same fund. The firm mitigates this conflict by crediting back 12b-1 fees to the client.

OAM advisory programs make available mutual funds which offer various classes of shares, including shares generally designated as Class A shares or other classes that pay 12b-1 fees, and certain shares classes that do not pay 12b-1 fees. In other instances, a mutual fund may offer only classes that pay 12b-1 fees, but another similar mutual fund may be available that offers share classes that do not pay 12b-1 fees. It is generally more expensive for a client to own shares that pay a 12b-1 fee. By offering 12b-1 share classes as well as non-12b-1 share classes, a conflict of interest exists for OAM, Oppenheimer and Financial Advisors because there is a financial incentive for the Financial Advisor to recommend a more expensive 12b-1 fee paying share class even when a client is eligible for a lower-cost share in the same or a comparable mutual fund. The firm mitigates this conflict by crediting back to the client 12b-1 fees received. Certain funds pay Oppenheimer a system support or networking fee per client account. Oppenheimer retains these fees.

Cash balances in all programs sponsored by OAM that are held at Oppenheimer are invested automatically in certain participating banks in the Advantage Bank Deposit Program (the “ABD Program”). Oppenheimer receives a fee from each deposit bank. The amount of the fee paid to Oppenheimer will affect the interest rate paid on Deposit Accounts. To the extent more of the fee paid is retained by Oppenheimer the interest rate paid to clients on Deposit Accounts will be less.

The ABD Program is significantly more profitable to Oppenheimer than money market fund sweep vehicles. The fee payable to Oppenheimer may be as high as 5% of the household balances invested in the ABD Program. Oppenheimer retains fees earned on cash deposits for accounts in the ABD Program. OAM also charges an advisory fee on those cash balances. OAM earns advisory revenue on cash balances invested in the ABD Program and Oppenheimer earns administrative fees paid by bank participants for administration. Clients in non-discretionary advisory programs should compare their non-discretionary advisory programs to a brokerage account that does not charge a fee to the Client on cash balances or to a money market mutual fund. Oppenheimer does receive administrative fees in the ABD Program in brokerage accounts. For certain programs in which OAM exercises investment discretion, OAM determines the level of cash in the account. This creates a conflict of interest for Oppenheimer and OAM we are paid both the advisory fee and the bank administration fee. OAM believes this conflict is mitigated due to the fact that OAM employees that exercise discretion over an account do not receive a portion of the bank administrative fee. Money market mutual funds are available as alternative solutions to the ABD program. However, the client or the client’s Financial Advisor must request access to these funds for advisory

accounts as all cash held in advisory accounts is currently invested automatically in the ABD Program. Money market mutual funds also have different risk and return profiles than the ABD Program, including that most money market funds do not qualify for FDIC insurance. Clients should consult with their Financial Advisor to compare money market mutual funds with the ABD program.

OAM's advisory fee is charged on all assets in an advisory account including cash in advisory accounts custodied at Oppenheimer, for which Oppenheimer also receives the ABD fee. When OAM exercises discretion, OAM can determine the level of cash in the account.

#### OAM as Fiduciary to You

As a registered investment adviser under the Investment Advisers Act of 1940 (the "Advisers Act"), OAM has an obligation to act as a fiduciary according to legal standards set forth under the Advisers Act, certain state laws and common law in the way that we provide advisory services to you.

#### What does it mean to act as a Fiduciary?

- We need to act in your best interests.
- We need to place your interest ahead of our own.
- We must disclose material facts about our advisory programs.
- We design our advisory programs to avoid conflicts of interest.
- If there is a potential for a conflict, we disclose the conflict to you.
- Your Financial Advisor monitors your Account on a semi-annual basis.

Our recommendations to you are based on our investment due diligence process and our understanding of your investment goals and risk tolerance.

- We will not engage in principal trading (trades between your accounts and our proprietary accounts) without your consent.
- We will disclose the fees that you pay and compensation that we receive.

The programs in this brochure charge a "wrap fee". Each program consists of the following services:

- Investment services of OAM and your Financial Advisor.
- Trading, execution and settlement through Oppenheimer
- Custody through Oppenheimer
- Client reporting

#### Fees

The fees we charge are negotiable and may differ from client to client based on a number of factors including the type and size of the account and the range of client related services to be provided to the Account and may differ for a client depending on the program selected. The maximum fee and minimum account size for each program are set

forth in the table below. The minimum annual fee for an account in any program is \$250. The minimum fee will not apply if the account is at least \$50,000 or advisory accounts in a client's household are at least \$250,000.

OAM Advisory Program Minimums and Maximum Fees			
Program Name	Minimum Account Size	Fees	
<b>OIA</b>	Tax Exempt Bond Laddered Portfolio: \$125,000 Tax Exempt Short Duration Cash: \$500,000 - \$2,000,000 High Yield: \$250,000 Short Duration Cash Management: \$500,000 All other OIA accounts: \$150,000	Tax Exempt Bond Laddered Portfolio: 0.50% Tax Exempt Short Duration Cash: 0.50% High Yield: 1.00% High Yield Tax Exempt: 1.25% Tax Exempt Bond Laddered Portfolio: 0.50% All other OIA accounts: 0.80%	
<b>OIA Retirement</b>	Tax Exempt Bond Laddered Portfolio: \$125,000 Tax Exempt Short Duration Cash: \$500,000 - \$2,000,000 High Yield: \$250,000 Short Duration Cash Management: \$500,000 All other OIA accounts: \$150,000	0.80% *High Yield Tax Exempt is not available for retirement accounts	
<b>STAR</b>	Account must meet manager minimum	Equity/Balanced Managers: 2.25% Fixed Income Managers: 0.50%	
<b>STAR Retirement</b>	Account must meet manager minimum	2.25%	
<b>UMA</b>	UMA Flex: \$10,000 - \$2,000,000 UMA Research: \$10,000 - \$500,000	Equity/Balanced Managers: 3.00% Fixed Income Managers: 0.80% Mutual Funds: 1.75% CEFs, ETFs and ETF Managers: 1.50%	
<b>UMA Retirement</b>	UMA Flex: \$10,000 - \$500,000 UMA Research: \$10,000 - \$500,000	2.70%	
<b>PAS Flex</b>	\$10,000	1.50%	
<b>PAS Flex Retirement</b>	\$10,000	1.50%	
<b>PAS Research</b>	\$5,000	1.75%	
<b>PAS Research Retirement</b>	\$5,000	1.75%	
<b>Offshore PAS</b>	\$10,000	2.00%	
<b>Portfolio Enhancement Program (PEP)</b>	Minimum account size \$1,250,000	<b>PEP</b>	
		<b>Units</b>	<b>Monthly Fee</b>
		0.5	\$1,000
		1	\$1,850
		1.5	\$2,700
		2	\$3,600
		2.5	\$4,400
		3	\$5,000
		3.5	\$5,700
		4	\$6,200
			<b>Annual Fee</b>
			\$12,000
			\$22,200
			\$32,400
			\$43,200
			\$52,800
			\$60,000
			\$68,400
			\$74,400

Fees for accounts in are adjusted on a prorated basis for each addition to or withdrawal of \$10,000, netted on a daily basis..

The fees charged for advisory programs may differ from what it would cost to purchase these services separately. In addition to the fee, clients pay dealer markups or markdowns in principal transactions with broker dealers other than Oppenheimer, or commissions charged by broker dealers other than Oppenheimer, ADR agency processing fees, odd lot differentials, Exchange or SEC fees, transfer taxes and any other charges imposed by law, or any mutual fund expenses including redemption charges. Assets held in cash at accounts custodied at Oppenheimer will be invested at certain participating banks in the Advantage Bank Deposit Program. Shareholders in mutual funds and ETFs bear their proportionate share of the expenses of the mutual fund and ETF.

Financial Advisors of Oppenheimer receive a portion of the fee paid by their clients in the advisory programs. The amount of this compensation may be more than what the Financial Advisor would receive if the client participated in other programs or paid separately for investment advice, brokerage and other services. A Financial Advisor may therefore have a financial incentive to recommend a particular advisory program over other programs or services. Oppenheimer Branch Managers review each new advisory account for suitability.

Fees are billed monthly in advance. You will receive a pro rata refund of fees if you terminate your account before the end of a month. You should contact your Financial Advisor or Branch Office Manager to initiate the refund process.

#### Discounting

Financial Advisors can charge a client up to the maximum fee for each program. Financial Advisors receive less than their standard payout when accounts are priced below certain levels. This creates an incentive for Financial Advisors to price accounts at or above certain levels. All assets held at Oppenheimer (including brokerage assets) that are part of your client relationship may be used by your Financial Advisor to determine pricing for your advisory accounts.

#### Suitability of an Asset Based Fee

You may pay more or less in an OAM wrap fee program than you might otherwise pay if you purchased the services separately. Several factors will affect whether your costs are more or less in a wrap program as compared to a brokerage or other type of advisory program including the following:

- Size of the portfolio
- Trading activity in the Account
- Whether a third party manager (STAR or UMA) uses Oppenheimer's trading and execution services or trades through other broker dealers

Your advisory fee will not be reduced if

- Your account has low or no trading activity
- Your third party manager elects to trade away from Oppenheimer
- You decide not to follow our investment advice in a nondiscretionary program or
- You decide not to access reports provided in the program

The Programs in this brochure generally are designed for

- Clients who want to implement a medium to long term investment plan

- Clients who seek and plan to use the advice of an investment professional either in non-discretionary programs or discretionary programs
- Clients who prefer the consistency of fee based pricing
- Clients who want investment advice, custody, trading and execution services and performance reporting in an all-inclusive program rather than buying these services separately

The fee structures for these programs may not be appropriate for Clients who have the following expectations

- A short term investment horizon
- Expect to maintain high levels of cash or money market funds
- Clients who want to hold and maintain highly concentrated positions
- Clients who expect to make continuous withdrawals

Certain strategies are available in several programs. The fees you pay will vary depending on the program you select and the structure of the program (unified managed account or dual contract). A manager's strategy may also be available in a mutual fund that is available in the PAS mutual fund program.

#### Selection of Advisory Program

Oppenheimer Financial Advisors provide retirement plan clients with information about various advisory programs offered by Oppenheimer and OAM. No representative of Oppenheimer or OAM provides individualized advice to retirement plan clients based on the particular needs of the plan regarding the selection of an advisory program. The selection of an advisory program is made by the retirement plan's Responsible Plan Fiduciary.

#### Trade Execution Cost through other Broker Dealers

Your wrap fee includes the cost of portfolio transactions executed through Oppenheimer.

Your third party manager may choose to execute trades through other broker dealers. These trades are called "step out trades". You may be charged commissions or other trading costs (such as mark ups) by the other broker dealers executing the trades. Trading costs may be embedded into the price of the security transaction executed in your account. Generally fixed income securities transactions will be executed on a principal basis through broker-dealers other than Oppenheimer. The third party manager is responsible for monitoring that any additional commissions or mark ups charged to you when they decide to step out trades are consistent with their best execution obligations. If your third party manager does not execute trades through Oppenheimer and does not take action to ensure that you do not incur additional costs, the selection of that manager may not be a cost effective option for you. OAM includes in the Portfolio Review provided to clients the names of managers that trade away for specific strategies and additional costs that would be incurred on a representative \$100,000 account.

Advisory fees may be calculated based upon a different data feed than that used to generate account statements. The data feed will differ in its treatment of factors such as accrued interest and trades pending settlement.

#### Services

##### Oppenheimer Investment Advisers – the OIA Program

Oppenheimer Investment Advisers ("OIA"), a division of OAM, provides discretionary fixed income advisory services through the OIA wrap fee program.



OAM has entered into a sub-advisory agreement with Principal Street Partners, LLC (“Principal Street”) in which OAM retained Principal Street to act as the sub-advisor to the separate account clients of OAM’s discretionary management services for its high yield tax exempt strategy.

OIA also manages accounts that are not in the OIA program. There are no differences in the way fixed income accounts are managed between accounts in the OIA or other wrap programs and accounts that are not in OIA.

#### OIA-Retirement Plan

OAM is the sponsor of an OIA program for retirement plans that are governed by the Employee Retirement Income Security Act of 1974, as amended (“ERISA”) and IRAs. The program is called OIA-Retirement Plan. The OIA-Retirement Plan program offers the same services as the OIA program. .

#### Unified Managed Account Program

OAM is the sponsor of the Unified Managed Account (“UMA”) program. Investment managers available through UMAs include managers who provide model portfolios but do not exercise investment discretion over their strategies and other sub-managers that exercise limited or shared investment discretion over their strategies (including OIA). Accounts may include one or more investment strategies, mutual funds or exchange-traded funds (“ETFs”). OAM acts as overlay portfolio manager for UMA accounts and exercises investment discretion with respect to model portfolio strategies. The maximum fees set forth in the table above include the fee payable to OAM for overlay portfolio management and fees to UMA discretionary investment managers and sub-managers.

In addition to portfolio management services, the UMA program offers asset allocation services, custody and execution services through Oppenheimer, performance reporting and ongoing monitoring of portfolio managers.

Certain investment managers are available through UMAs at fees that are higher or lower than the fees indicated above. The list of managers with higher or lower fees is available upon request. Clients are informed if they have selected a manager with a higher or lower fee.

OAM has created UMA portfolios with designated managers, ETFs and /or mutual funds which are called OAM Research (“OAM Research”) Portfolios. OAM has discretion to change the allocations within an OAM Research Portfolio and to change the managers, ETFs or mutual funds in an OAM Research Portfolio. Clients also may select their own allocations in UMAs which are called “Flex Portfolios.” Within a Flex Portfolio, clients may select managers, ETFs or mutual funds among the managers, ETFs and mutual funds that are available in UMAs. Clients may change the allocations, managers, ETFs or mutual funds in a Flex Portfolio at their discretion. If you select a UMA Flex Portfolio you acknowledge that the program includes a choice of managers, mutual funds and ETFs. Managers, ETFs and mutual funds in the OAM Research Portfolio and Flex Portfolios may be selected from a group of eligible managers, funds and ETFs. Some managers, funds and ETFs are on OAM’s Focus List. Managers, funds and ETFs on the Focus List are subject to a higher level of initial and ongoing review by OAM.

Certain UMA managers provide OAM with updates to their model portfolios after such managers have traded their discretionary client accounts. This order of execution results in OAM clients receiving less favorable execution than discretionary clients of such UMA managers in certain instances.

#### Unified Managed Account Program - Retirement Plan

OAM is the sponsor of a UMA program for retirement plans that are governed by ERISA and IRAs. The program is called UMA-Retirement Plan. The UMA-Retirement Plan program offers the same services as the UMA program

but with a different fee structure. Clients pay a separate fee to investment managers that they select. No additional fee will be paid for any portfolio managers or UMA managers selected by the client that are affiliated with OAM.

#### Strategic Asset Review – STAR Program

OAM is the sponsor of the Strategic Asset Review (“STAR”) program. In the STAR program, OAM offers consulting services including identification and monitoring of portfolio managers and performance reporting. Oppenheimer provides custody and execution services. Clients in the STAR program enter into portfolio management agreements directly with the portfolio management firms that they select at fees negotiated by the client. OAM does not have authority to select portfolio managers for clients in the STAR program. Clients in the STAR program may select portfolio managers that OAM does not recommend.

OAM has instructed third party managers that if transactions are executed on an agency basis through broker dealers other than Oppenheimer, any additional transaction costs must be disclosed to OAM. OAM includes in the Portfolio Review provided to clients the names of managers that trade away for specific strategies and additional costs that would be incurred on a representative \$100,000 account.

Some investment managers that participate in the STAR programs place nearly all client trades with firms other than Oppenheimer and some investment managers place their trades for certain strategies with firms other than Oppenheimer. Clients should review the manager’s Form ADV Part 2A and inquire about the investment manager’s trading practices and consider any additional trading costs that may be incurred if a particular manager is selected. Clients should contact their investment adviser if they would like to obtain more specific information regarding stepped out trades and the amount of commissions or other costs, if any, a client incurred as a result of those transactions.

#### STAR-Retirement Plan Program

OAM is the sponsor of the STAR program for retirement accounts (“STAR-Retirement Plan”). The STAR-Retirement Plan program offers the same services as the STAR program but with a different fee structure. Clients pay separate fees to the portfolio managers that they select.

#### Portfolio Advisory Services Program

OAM is the sponsor of the Portfolio Advisory Services (“PAS”) Flex program and the PAS Research (“PAS Research”) program.

In the PAS Flex program OAM assists clients in developing asset allocation strategies and identifying mutual funds that appear to be compatible with clients’ investment objectives and provides performance reporting. Clients in the PAS Flex program select mutual funds from those available in the program and may choose mutual funds that OAM has not identified for the client. OAM does not exercise investment discretion in the selection of mutual funds for a client’s PAS Flex account.

OAM also offers an offshore version of PAS for non-U.S. investors to invest in offshore funds. The offshore PAS program is offered only outside of the United States to persons who are not U.S. persons as defined under Regulation S adopted under the Securities Act of 1933.

In the PAS Research program, OAM offers pre-constructed portfolios of mutual funds (“funds”) that are designed to provide asset allocation strategies for clients. OAM monitors the funds in these portfolios and exercises investment discretion to change the allocations or the funds, if appropriate. The PAS Research program also provides performance reporting. Execution of fund transactions and custody services are provided by Oppenheimer.

In addition to the PAS or PAS Research fee, clients may pay charges imposed by law or by any fund including redemption charges.

Some mutual fund companies offer advisory share classes that generally have a lower expense ratio than class A shares. OAM will inform Financial Advisors when advisory classes are available in the program as practicable.

#### PAS Flex and PAS Research – Retirement Plan

OAM is the sponsor of a PAS program for retirement plans and IRA accounts (“PAS Flex-Retirement Plan”) and a PAS Research program for retirement plans (“PAS Research -Retirement Plan”). The PAS-Retirement programs offer the same services as each respective non-retirement PAS programs.

#### Portfolio Enhancement Program and Put Hedged Portfolio Enhancement Program

OAM is the sponsor of the Portfolio Enhancement program (“PEP”) and the Put Hedged Portfolio Enhancement program (“Put Hedged PEP”). The PEP program is a discretionary advisory program that uses the sale of broad based index options to enhance the return on a portfolio of securities. Options are sold for up to 40 (or more) trading day periods with strike prices significantly apart from current market levels. The strike price is the specified price on an option contract at which the option may be exercised. The portfolio of securities is held at a separate brokerage account at Oppenheimer. In the Put Hedged PEP program, a far out of the money put is purchased to establish a floor on possible losses should the Standard & Poor’s 500 Index decline by a large amount. A far out of the money put is one whose exercise price is well below the market price of the underlying stock. As part of its strategy PEP sells uncovered options. Selling uncovered options involves a high degree of risk and is not suitable for all investors. In some cases losses can be unlimited. Suitability requirements include financial sophistication and the ability to withstand a loss of equity. The Options Clearing Corporation (“OCC”) Disclosure Document entitled “Characteristics and Risk of Standardized Options” and the supplement titled “Special Statement for Uncovered Option Writers” is provided to investors for additional information on risk of options. The PEP and Put Hedged PEP programs also provide execution and custody services through Oppenheimer.

The fees for PEP and Put Hedged PEP are set forth in the table in item 4.

The monthly fee increases by increments of \$1,000 per unit for unit amounts greater than four units.

Participants in the PEP and Put Hedged PEP programs must meet Oppenheimer’s uncovered suitability requirements, complete Oppenheimer’s Option Application and have a net worth of \$3 million with a minimum account size of \$1.25 million of released collateral. PEP and Put Hedged PEP involve a high degree of risk. Clients in these programs should be financially sophisticated and able to withstand loss of equity.

### **Item 5. Account Requirements and Types of Clients**

OAM’s wrap fee program clients include individuals, pension and profit sharing plans, trusts, charitable organizations, business and government entities and endowments.

To enroll in any of the programs covered in this brochure except for PEP and Put Hedged PEP programs, you must complete an investment questionnaire with the assistance of your Financial Advisor. You would then enter into the Advisory Agreement which would govern the terms of your existing and future advisory accounts for the programs covered in that agreement. The PEP and Put Hedge PEP programs have separate agreements and require additional documentation. You also will be required to execute a brokerage agreement with Oppenheimer.

Minimum Account Sizes:

The minimums are set forth in the table in item 4.

## Item 6. Portfolio Manager Selection and Evaluation

The selection and review of funds and strategies is described in the table below:

	<b>Portfolio Manager Selection and Evaluation</b>	<b>Monitoring and Review</b>
<b>Mutual Funds/ETFs Eligibility</b>	Operational standards, minimum asset levels, accessible in third party databases, length of performance history	Operational standards, minimum asset levels, accessible in third party databases, length of performance history
<b>Separate Account Manager Eligibility</b>	Quantitative and Qualitative standards used including a review of firm history, asset breakdown, investment team, investment philosophy, investment process, and regulatory history. Qualitative and Quantitative analysis of historical performance.	Quantitative and Qualitative standards used including a review of firm, asset levels, investment process changes, and an analysis of ongoing performance.
<b>Separate Account and Mutual Funds Focus</b>	Quantitative and Qualitative standards used including a review of firm history, asset breakdown, investment team, investment philosophy, investment process, trading infrastructure, compliance infrastructure, historical portfolio holdings, client service capability, risk evaluation, and historical performance.	Analysis of market performance and impact on portfolios, ongoing Qualitative and Quantitative review of performance, Qualitative review of standards used including firm history, asset breakdown, investment team, investment philosophy, investment process, and regulatory updates.
<b>*Certain managers in the STAR program are available in the program as an accommodation for Financial Advisors whose clients use managers not reviewed in the STAR program. An initial limited review is performed on these managers and a limited review is done on an annual basis.</b>		

### Affiliated Managers

Certain affiliated managers are available in the UMA program. Affiliated managers are not on the Focus List and are not reviewed or recommended by the Consulting Group of OAM. Affiliated managers are not available in the Research portfolio.

Portfolio managers may participate in other wrap fee programs that are sponsored by firms other than OAM and may manage institutional and other accounts that are not part of a wrap fee program. In the event that an investment manager wishes to purchase or sell a security for accounts in various programs, the investment manager would have to determine whether it would achieve best execution by aggregating all client transactions into a block trade that would be executed through one broker-dealer rather than effecting similar transactions through a number of different broker-dealers.

OAM uses a proprietary desktop computer application called Portfolio Guidance and Analysis (“PGA”) to support its suitability review process for the UMA, UMA Research, UMA-Retirement Plan, UMA Research-Retirement Plan, STAR, STAR Retirement Plan, PAS Flex, PAS Research, PAS Flex and PAS Research Retirement Plan, OIA and OIA-Retirement programs. Before enrolling in one of these programs, clients complete a risk tolerance questionnaire. Clients also complete a new account form prior to establishing a brokerage account with Oppenheimer. A client’s answers to questions about their risk tolerance, expectations for withdrawals and

investment goals are scored. The scores in the clients risk profile are used to determine whether proposed managers and/or funds for the client fall within pre-specified ranges of risk.

OAM provides clients with access to a Portfolio Review (“PR”) that includes performance as well as risk evaluation for advisory accounts. Performance is measured on a total return, net basis and presented inclusive of reinvested dividends (after the deduction of management and other fees).

The PR is made available to clients and is prepared on a “trade date” basis, reflecting holdings as of the day transactions are executed. OAM clients receive monthly account statements from Oppenheimer which report holdings on a “settlement date” basis, which is typically two business days (or less) after the trade date. Market values in the PR include fixed income accrued income, which is not included in the Oppenheimer account statement.

#### Standards Used to Calculate Performance

Performance Composites – We make available profiles of strategies and mutual funds on the Focus List. These profiles include past performance information. Composites that we provide may be prepared by us for the strategy in the UMA program from the third quarter of 2016 and prior (or later date when the manager joined the UMA program).

For periods prior to third quarter of 2016 we use the managers’ performance composite that they calculate for accounts managed with the same strategy. We do not independently verify the performance information provided by managers but only use performance information that is either GIPS compliant and verified or included in the manager’s financial statements. Performance results achieved in the UMA program will differ from the managers’ performance of their other accounts.

OAM also performs a holdings based analysis of client accounts. Holdings-based information for all strategies is loaded into our performance attribution and risk system. The returns generated by this system are compared to the composite performance provided by the portfolio managers on a quarterly basis.

Clients may impose reasonable restrictions on investing in certain securities and types of securities. Accounts are managed to meet individual client needs and objectives and tax situations.

Investment strategies and funds are assigned a risk category rating. The responses to the risk tolerance questionnaire are used to determine an appropriate manager or strategy that is consistent with the client’s stated risk tolerance. The risk category ratings were developed to reflect investors’ expectations of risk and reward from conservative to aggressive.

#### Review of Client Accounts

The Client Services department of OAM performs the following reviews with respect to OIA, STAR and PAS accounts:

##### Average Price Control Accounts Reconciliation

A daily review is performed to reconcile block trades versus customer allocations in the trading control accounts. The purpose of the review is to identify and correct any differences and to determine that average prices are received when appropriate.

##### OMS Capacity Discrepancy Report

OMS Capacity Discrepancy Report is a daily report that monitors the capacity of all order management system trades. The purpose of the report is to identify any trades not executed in an agency capacity so that they can be corrected.

#### FINET to Portfolio System Reconciliation

A daily comparison of cash and security positions is made between the books and records of the firm as applicable and the portfolio system to ensure proper calculation of performance and billing. This reconciliation allows for the identification of positions, account switches or account closes.

#### Daily Performance Review

Daily performance returns are reviewed and compared to other account returns under the same portfolio manager to look for outliers. The portfolio holdings and activity for outlying accounts may be examined to verify the performance return.

#### Reorganization/Tender Notices

A daily review of all notifications regarding corporate reorganization and tenders for managed accounts. The purpose of the review is to identify and respond to these notifications with the instructions of the portfolio manager within the specified time frame.

#### Daily Cash Additions/Withdrawals

A daily review of a books and records generated report to identify cash activity in managed accounts. The purpose of the report is to identify cash additions and withdrawals greater than \$5,000 so that the portfolio manager can be notified. Accounts may be reviewed on other than a periodic basis if the account has an allocation to money market funds.

Clients have access to quarterly written performance reports regarding their account. Clients also receive a monthly custodian statement from Oppenheimer for accounts that are custodied at Oppenheimer.

OIA portfolio managers review accounts on a daily basis utilizing the accounting/performance system and analytical system. Accounts are screened daily for cash flow and account balance information. Portfolios are screened bi-weekly for quantitative statistics including average duration, coupon and ratings information. OIA performance is reviewed internally on a quarterly basis.

#### Factors Prompting Review of Client Accounts Other than a Periodic Review

Accounts may be reviewed more frequently as a result of any of the following:

- Cash balance that needs to be reinvested
- Sales of a security in the account
- Buying a security to replace a sold security or to utilize cash in the account
- Reviewing the duration of the account
- Reviewing overall credit quality of the account

Portfolios are reviewed as market conditions dictate for total return and interest rate sensitivity.

Clients may receive a Portfolio Review of their accounts. The report lists holdings, performance of the account and comparisons to relevant indexes.

### Proxy Voting

OAM has engaged Glass Lewis & Co. Inc. (“Glass Lewis”) to provide research and advice on shareholder voting. OAM has reviewed and adopted Glass Lewis guidelines on proxy voting. Glass Lewis will submit its recommended vote to OAM and OAM will have the opportunity to accept or override the recommendation. OAM may consult with Glass Lewis for matters that are decided on a case by case basis.

Unless a client directs otherwise, OAM or the UMA Discretionary Sub- Manager in the UMA program will be authorized to take action and render advice with respect to the voting of proxies for securities held in an account. OAM will not vote proxies for securities held in a PAS Flex or a STAR account. For the STAR program, proxy voting is agreed to between the client and the third party manager on a manager by manager basis.

Unless a client directs otherwise, OAM will not send annual reports, proxy statements and other materials issued by portfolio companies in which a client’s assets are invested.

Clients may request information on how OAM has voted proxies for their accounts and may request OAM’s Proxy Voting Policies and Procedures by contacting:

Oppenheimer Asset Management Inc.  
85 Broad Street, New York, NY 10004  
Attn: Proxy Voting Department  
212-885-4828

Clients must specifically request that OAM vote their proxies. If OAM does not have authority to vote client securities, clients will receive their proxies directly from their custodian.

As a general matter, OAM refrains from participating in class action matters and also refrains from submitting proofs of claims on behalf of its clients.

### **Item 7. Client Information Provided to Portfolio Managers**

The client’s Confidential Profile and a copy of the client’s advisory agreement are sent to the portfolio manager before the portfolio manager accepts the account. If a client communicates any change in financial circumstances that would affect the management of the account, that information will be provided to the portfolio manager.

### **Item 8. Client Contact with Portfolio Managers**

Clients may request contact with their portfolio managers by first contacting their Financial Advisor. Discussions with a client’s portfolio manager may include the client, the portfolio manager and a representative of OAM.

### **Item 9. Additional Information**

#### Disciplinary Information

On March 11, 2013, OAM and its affiliate, Oppenheimer Alternative Investment Management, LLC (“OAIM”), without admitting or denying the findings, consented to the issuance of an administrative order (the “Order”) with the Securities and Exchange Commission (“SEC”). Also on March 11, 2013, OAM entered into an Assurance of Discontinuance (“AOD”) with the Attorney General of the Commonwealth of Massachusetts (“MA AG”) based on the same conduct that was the subject of the Order. The Order and the AOD concerned misrepresentations and omissions to investors and prospective investors about the asset value of one of the assets in a fund of private equity funds. The Order and the AOD found that while the written policies and procedures of OAM and OAIM required



the compliance department to review and approve marketing materials, those procedures did not require a review of portfolio manager valuations and accordingly were not reasonably designed to ensure that valuations were determined in a manner consistent with written representations to investors. The SEC found that OAM and OAIM willfully violated, and were censured and ordered to cease and desist from future violations of Sections 17(a)(2) and 17(a)(3) of the Securities Act of 1933 (the “Securities Act”) and Section 206(4)-7 and Section 206(4)-8 of the Investment Advisers Act of 1940 (the “Advisers Act”) and Rules 206(4)-7 and 206(4)-8 thereunder. The MA AG found that OAM and OAIM violated M.G.L.c. 93A. As per the terms of the Order and the AOD, OAM and OAIM paid a total of \$2,269,098 in disgorgement to investors who invested in the fund between October 2009 through June 2010, paid a civil penalty of \$617,579 to the SEC, paid a penalty of \$132,421 to the Commonwealth of Massachusetts and OAM and OAIM retained an independent consultant to conduct a review of their valuation policies and procedures.

On March 11, 2019, OAM and Oppenheimer & Co Inc. (“Oppenheimer”) became subject to an order (the “Order”) with the Securities and Exchange Commission (“SEC”). The Order arose out of recommendations or purchases made by Oppenheimer or OAM for advisory clients during the period from January 1, 2014 through August 15, 2018 ( the “Relevant Period”) of mutual fund share classes that charged 12b-1 fees instead of lower cost share classes of the same funds for which clients were eligible. During the Relevant Period, Oppenheimer and its Financial Advisors received 12b-1 fees for advising clients to invest in or hold such mutual fund share classes. Oppenheimer and OAM self-reported to the SEC the violations discussed in the Order pursuant to the SEC’s Division of Enforcement’s Share Class Selection Disclosure Initiative. Pursuant to the Order, Oppenheimer and OAM were censured and agreed to (i) pay \$3,528,377 consisting of disgorgement of \$3,169,123 and prejudgment interest of \$359,254, (ii) cease and desist from committing or causing any violations and future violations of Sections 206(2) and 207 of the Investment Advisers Act of 1940 (the “Advisers Act”) and (iii) distribute the amount of \$3,528,377 to affected investors during the Relevant Period. Oppenheimer and OAM also undertook to (i) review and correct as necessary all relevant disclosure documents concerning mutual fund share class selection and 12b-1 fees, (ii) evaluate whether existing clients should be moved to a lower cost share class and move clients as necessary, (iii) evaluate, update if necessary and review the effectiveness of implementation of policies and procedures so that they are reasonably designed to prevent future violations of the Advisers Act in connection with disclosures regarding mutual fund share class selection.

OAM is one member of a diversified financial services company. OAM has affiliates that are subject to both civil and regulatory legal actions. Each affiliate is identified in our ADV Part 1 in Section 7A and these actions are disclosed in the affiliate’s ADV as well as other regulatory filings and notices. As a result, regulatory action involving an affiliate in the future may result in a material adverse effect on the business or operations of that affiliate.

#### Code of Ethics, Participation or Interest in Client Transaction and Personal Trading

OAM has adopted a written Code of Ethics pursuant to Rule 204A-1 under the Investment Advisers Act of 1940. A copy of the Code of Ethics will provided upon request to any client or prospective client. The purpose of the Code of Ethics is to set forth standards of conduct expected of advisory personnel and address conflicts, such as front running, that arise from personal trading by advisory personnel. The Code of Ethics addresses these conflicts as follows:

1. Certain advisory personnel with access to the securities trading of advisory clients are deemed as “access persons”;
2. These access persons of the adviser are required to certify that they are in compliance with the Code of Ethics on an annual basis;
3. Access persons are also required to provide compliance personnel with brokerage accounts through which they conduct personal trading, and



4. Access persons are required to obtain written pre-clearance by compliance personnel of all personal securities transactions (other than certain exceptions to this requirement as defined in the Code of Ethics).

OAM and certain of its affiliates are engaged or may engage in investment activities for separate accounts for individuals and institutions or for their own accounts. These various accounts may from time to time purchase, sell or hold certain investments which are also being purchased, sold or held by other client accounts of OAM. For client accounts of OAM pursuing the same investment strategy, OAM will seek to allocate investments among these accounts on an equitable basis, taking into account such factors as the relative amounts of capital available for new investments. OAM and its officers and employees devote as much of their time to the activities of its clients as OAM deems necessary and appropriate. Please contact Brian Roth at Brian.Roth@opco.com for a copy of this code.

Oppenheimer acts as the placement agent for the sale of interests in collective investment vehicles for which subsidiaries of OAM serve as investment adviser or general partner.

Oppenheimer, a registered broker-dealer that is affiliated with OAM and which effects transactions on an agency basis on behalf of its clients and as principal for its own account in those securities in which it makes a market, may, on occasion, act as broker for an advisory client of Oppenheimer or OAM on one side and a client for whom it (or its affiliates) does not act as investment adviser on the other side of a securities transaction.

Oppenheimer may take positions or actions that are contrary to the interests of clients of OIA.

All clients are advised through clauses in the advisory contract that Oppenheimer is a broker-dealer and may have a position or interest in securities which are recommended and purchased for their accounts. In their capacity as registered representatives of Oppenheimer, Financial Advisors may indirectly receive a portion of client commissions paid to Oppenheimer as well as other compensation paid to OAM.

Albert Lowenthal, Chairman and Bryan McKigney, President of OAM, are registered representatives of Oppenheimer but generally do not function in that capacity.

#### Other Financial Activities and Affiliations

OAM's advisory programs are offered to clients by Financial Advisors of Oppenheimer.

OAM is the managing member of several subsidiaries that act as investment adviser to registered investment companies and other pooled investment vehicles. These investment companies and pooled investment vehicles pay performance fees as well as management fees. To the extent that OAM includes an allocation to alternative investments in the asset allocation advice it gives to clients, OAM may have a material conflict of interest in recommending an asset class that will pay greater compensation to OAM or its affiliates than other asset classes. Financial Advisors receive a portion of the management fee and incentive fee paid by collective investment vehicles to subsidiaries of OAM and have a financial incentive to recommend those collective investment vehicles.

Portfolio managers or their affiliates that participate in OAM advisory programs may have other business relationships with Oppenheimer such as institutional trading or investment banking. OAM does not consider any such relationships when determining whether or not to recommend a portfolio manager or mutual fund for one of its advisory programs.

OAM is an affiliate of Oppenheimer & Co. Inc., a registered broker dealer and full service investment firm as well as a registered investment adviser. Oppenheimer provides services such as investment banking, equity research, institutional sales, municipal finance and debt capital markets. Oppenheimer Trust Company, an affiliate of Oppenheimer, provides trust services to high net worth individuals, not for profit organizations and businesses. Oppenheimer Trust Company recommends OAM advisory programs or products of OAM to its trust clients.

### Research

Oppenheimer has procedures in place to avoid improper communications between Oppenheimer research employees and employees of other Oppenheimer departments including Financial Advisors of Oppenheimer. Oppenheimer Asset Management employs Strategists that provide research to asset management affiliates and to third parties and may also be distributed by our affiliated broker dealer.

### Investment Banking

In order to prevent the improper use of material, non-public information from one part of Oppenheimer to another, Oppenheimer has created “information barriers” or “information walls” around each department that holds this information. Each business unit that regularly holds customer confidential information (such as investment banking) is on the “Private Side” of the information wall. In contrast, each business unit that does not hold confidential information is on the “Public Side” of the wall. Financial Advisors of Oppenheimer are considered to be on the “Public Side” of the wall. Employees on the Private Side of each information wall are prohibited from providing any material, non-public information to employees on the Public Side of the information wall.

Regulatory requirements prohibit Private Side investment banking personnel who are in possession of material, non-public information from discussing a pending transaction with individuals on the Public Side (or employees on the Private Side who do not have a “need to know”). Only those employees directly involved in or necessary to the due diligence process of an investment banking transaction are permitted to be brought “over the wall.”

### Client Referrals and Other Compensation

Portfolio managers that participate in the various UMA or STAR programs and mutual funds that are available in the PAS Flex and PAS Research programs do not pay any fees to OAM or Oppenheimer for participating in these programs. Certain portfolio managers and advisers or distributors of mutual funds available in OAM advisory programs pay for or reimburse for various costs relating to client and prospective client meeting sales and marketing materials and educational training and sales meetings held with Financial Advisors of Oppenheimer and personnel of OAM. These portfolio managers and affiliates of mutual funds also pay for the cost of reasonable entertainment in connection with OAM sponsored or client related events.

The funds available in the PAS Flex and PAS Research programs also may be purchased by clients in their brokerage accounts but are sold with the applicable sales charge.

Certain fund companies pay Oppenheimer a fee for systems support or networking fee with respect to mutual fund shares sold to clients in their Oppenheimer brokerage and advisory accounts. These payments are made by the fund manager for each client account in that fund. Oppenheimer retains these fees.

OAM pays cash compensation for client referrals in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940. Compensation paid is a percentage of the assets under management or a percentage of the fee payable by the referred clients and may be paid as long as the client maintains an advisory account with OAM.

For more information about the ABD program see item 4.

Oppenheimer also compensates third parties for client referrals. Compensation paid is a percentage of the fee payable by the referred clients and includes fees paid for OAM advisory programs.

Employees of OAM and Oppenheimer and their affiliates receive reduced fees on their advisory accounts.

### Compensation to Financial Advisors

If you invest in one of the programs covered in this brochure, a portion of the fees payable to OAM in connection with your account is allocated on an ongoing basis to your Financial Advisor. The rate of compensation we pay Financial Advisors with respect to advisory accounts may be higher than the rate we pay Financial Advisors with respect to transaction based accounts or if you paid separately for investment advice, brokerage and other services. Your Financial Advisor therefore may have a financial incentive to recommend one of the programs described in this brochure instead of other products or services.

Your Financial Advisor may agree to charge you a fee less than the maximum fee described in this brochure. The amount of the fee you pay for your advisory program is a factor in determining the compensation that is paid to your Financial Advisor. As a result, Financial Advisors have an incentive not to reduce fees. If your fee rate is below a certain threshold for advisory programs, your Financial Advisor will get credit for less than the full amount of your fee in the firm's calculation of his or her compensation. Financial Advisors have an incentive not to reduce fees below that threshold.

### Brokerage Practices

OIA and its advisory affiliates refer to employees who perform investment advisory services as "Portfolio Managers" or "investment adviser representatives." Portfolio Managers that deliver their services with the assistance of other Portfolio Managers are referred to as a "Group." The Investment Grade Tax Exempt Group manages separate accounts for clients of OIA with the investment objective of investment grade tax exempt fixed income. The Investment Grade Tax Exempt Group provides investment advisory services to their clients with the assistance of the members of the Group but without the assistance of portfolio managers of other Groups. The Taxable Group manages taxable fixed income strategies for clients of OIA and for clients of Oppenheimer Investment Management LLC, an advisory affiliate. The Portfolio Managers of the Taxable Group deliver their services with the assistance of the members of the Group but without the assistance of portfolio managers of other Groups.

OIA will utilize electronic trading platforms that seek to obtain a best price from a number of disclosed and undisclosed platform participants. OIA will enter both purchase and sale transactions in the same security on the same day. While it does not intend to engage in cross transactions, since it selects counterparties based on the best bid or offer, it may result in opposite direction trades being executed with the same counterparty.

The Groups allocate investments among client accounts in a fair and equitable manner. A variety of factors (to the extent applicable in each instance) will be considered in making such allocations. These factors include, in no particular order:

- (1) Investment objectives or strategies for particular accounts
- (2) Tax considerations of an account
- (3) Risk or investment concentration parameters for an account
- (4) Supply or demand for a security at a given price level
- (5) Size of available investment
- (6) Cash availability and liquidity requirements for accounts
- (7) Regulatory restrictions
- (8) Account ramp-up
- (9) Minimum investment size of an account and
- (10) Relative size of account.

Investments may not be allocated to one client account over another based on any of the following considerations:

- (1) To favor one client account at the expense of another

- (2) To generate higher fees paid one client account over another or to produce greater compensation to the advisory entity
- (3) To develop or enhance a relationship with a client or prospective client and
- (4) To compensate a client for past services or benefits provided to the advisory entity or to induce future benefits or services.

The Groups will not aggregate client transactions unless they believe that aggregation is consistent with their duty to seek best execution (which includes best price) for its clients and is consistent with clients' investment advisory agreements. Each account that participates in an aggregated order will participate at the same prices for all transactions of the respective Group in that security on a given day with all transaction costs shared on a pro rata basis. Transactions for advisory accounts that are custodied at Oppenheimer may be aggregated with transactions for accounts that are custodied at other custodians. It is often not possible to receive the same price or time of execution in multiple transactions in an aggregated order. Therefore such aggregated order may be executed in one or more transactions at varying prices and each client's order that is custodied at Oppenheimer will receive the average price for the day with respect to such transactions. Transactions for accounts that are custodied at custodians other than Oppenheimer cannot receive the average price of transactions executed at different times. OAM will not receive any additional compensation as a result of an aggregated order.

Oppenheimer as a broker-dealer receives remuneration, compensation or other consideration for directing customer orders for securities to particular market centers for execution. Such consideration, if any, may take the form of credits against fees due such market centers, monetary payments, research, reciprocal agreements for the provision of order flow, products or services or other items of remuneration.

Oppenheimer as a broker-dealer may also receive payment for routing the options orders to designated broker/dealers or market centers for execution. Compensation may be in the form of a per contract cash payment. The source and amount of any compensation received in connection with options transactions and any additional information concerning the options order flow payments will be furnished upon written request.

Cash balances in advisory accounts custodied at Oppenheimer will be invested at certain participating banks in the ABD Program. Oppenheimer receives a fee from each deposit bank. The amount of the fee paid to Oppenheimer will affect the interest rate paid on Deposit Accounts. To the extent more of the fee paid is retained by Oppenheimer the interest rate paid to clients on Deposit Accounts will be less. For more information about the ABD program, see item 4.

Clients may request a copy of the most recent *Report on Oppenheimer & Co. Inc.'s Description of the System and the Suitability of the Design and Operating Effectiveness of its Controls Related to Its Custody Services* (prepared pursuant to Statement on Standards for Attestation Engagement No. 18) by contacting Brian Roth at [Brian.Roth@opco.com](mailto:Brian.Roth@opco.com).