



## Part 2A of Form ADV Brochure

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This Brochure (“Brochure”) provides information about the qualifications and business practices of BOK Financial Private Wealth, Inc. If you have any questions about the contents of this Brochure, please contact us at (303) 539-0100 or via email at [bokprivatewealthinc.com](mailto:info@bokprivatewealthinc.com). The information in this 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 BOK Financial Private Wealth, Inc., is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Note: While BOK Financial Private Wealth, Inc. may refer to itself as a “registered investment adviser” or “RIA”, you should be aware that registration itself does not imply any level of skill or training.

### **Item 2: Material Changes**

This Brochure dated March 2024, is an updated document, based on the Firm’s last Brochure dated March 2023.

- Assets Under Management were updated to reflect totals as of December 31, 2023.
- Removed BOK Financial Insurance, Inc., as the firm was sold as of December 1, 2023.
- The San Antonio office address has been updated.
- The Fort Worth office address has been updated.

### Item 3. Table of Contents

1.	Cover Page	1
2.	Material Changes	2
3.	Table of Contents	3
4.	Advisory Business	4
5.	Fees and Compensation	6
6.	Performance-Based Fees and Side-By-Side Management	8
7.	Types of Clients	8
8.	Methods of Analysis, Investment Strategies and Risk of Loss	8
9.	Disciplinary Information	9
10.	Other Financial Industry Activities and Affiliations	9
11.	Code of Ethics Participation Interest in Client Transactions & Personal Trading	10
12.	Brokerage Practices	11
13.	Review of Accounts	13
14.	Client Referrals and Other Compensation	13
15.	Custody	14
16.	Investment Discretion	14
17.	Voting Client Securities	14
18.	Financial Information	15

## Item 4. Advisory Business

### **Advisory Firm Description**

BOK Financial Private Wealth, Inc. (the “Firm”) is a registered investment adviser and a Colorado corporation with offices in Colorado, Texas, Arizona and Oklahoma that offers investment management services, investment supervisory services, and makes available financial planning services through its affiliate BOKF, NA. The Firm combines intellectual rigor and a disciplined process to provide customized investment management services to high-net-worth individuals, trusts, estates, pension and profit-sharing plans and other legal entities. The Firm was founded in 1996 as The Milestone Group, Inc. and in August 2012 was acquired by BOK Financial Corporation, a financial holding company headquartered in Tulsa, Oklahoma. In July 2019, CoBiz Wealth, LLC, a registered investment adviser founded in 1975 and wholly owned subsidiary of BOK Financial Corporation, was merged with and into The Milestone Group, Inc. and the Firm was rebranded to BOK Financial Private Wealth, Inc.

### **Advisory Firm Services**

The Firm manages advisory accounts primarily on a discretionary basis. The Firm’s investment management and supervisory services generally includes recommendations regarding cash, money market instruments, mutual funds, debt instruments, equity securities and public or private partnerships. The Firm considers each client’s unique financial objectives and circumstances to tailor advisory services to that client’s individual needs and personalize our portfolio management services so that each client has a customized investment plan. As part of this investment plan, clients may impose some restrictions on investing in certain securities or types of securities. Security level restrictions may not be applied for purchased or held mutual funds, exchange traded funds, separately managed accounts or other third-party investment products. Investment strategies are guided by a deep knowledge of our clients’ current situation and future plans. The Firm’s strategies are able to adapt to our clients’ changing needs and are periodically reassessed throughout the year. On a case-by-case basis, the Firm will manage non-discretionary advisory accounts.

The Firm may provide portfolio management services to wrap fee programs for which it would receive a portion of the wrap fee for the services provided. There are no material differences in how wrap fee accounts are managed.

The Firm provides fiduciaries of 401(k) plans and other types of qualified retirement plans with objective setting, criteria for selecting appropriate asset classes, and assists in the specific asset selection. In addition, asset allocation strategies for ERISA Defined Contribution Plans will be tailored to meet the requirements of the plan and to satisfy fiduciary obligations. The Firm will provide Plan Fiduciaries with support and assistance in explaining the Plan to the Plan Participants and providing some basic information to Plan Participants regarding asset classes and asset allocation.

### Sub Advisor Services

Adviser may engage an outside Sub-adviser to perform investment management services in a separately managed account (SMA) for a portion of Client’s managed assets. Adviser will monitor all Sub-Adviser performance. Specific services and fees related to Sub-Adviser services

for the Separately Managed Account will be available in the Sub-Adviser's current disclosure document, which will be provided upon request.

#### Account Minimums

The Firm recommends a minimum of \$2.5 million in liquid assets to start or maintain an account. Accounts that do not meet the recommended level may not receive the full benefits of the Firm's typical investment strategies due to limitations on diversification and other considerations including transaction costs. At the Firm's discretion, it may accept new investment management relationships below the recommended minimum criteria. A Managing Director of the Firm must approve any exceptions to the minimum requirements. The Firm may consider the termination of accounts falling below this minimum after discussing this decision with the client and providing a written notice to the client.

#### Assets under Management

As of December 31, 2023, the Firm managed \$2,818,673,188 in assets on a discretionary and non-discretionary basis.

#### Wealth Advisory Services and Financial Planning

Wealth Advisory Services include the Firm offering advice in the following areas:

- Investment advice for illiquid investments
- Estate planning
- Cash management
- Debt management
- Business exit planning

These services are generally provided under a Wealth Advisory Services Agreement with the Firm for a fee.

Financial planning services may be provided to you through the Firm's affiliate BOKF, NA. In the event financial planning services are provided, there will be no charge, unless separately agreed to and, the following will be offered:

- Reviewing and prioritizing your goals and objectives.
- Developing a summary of your current financial situation, including a net worth statement, cash flow summary, and insurance analysis.
- Completing a retirement planning assessment, including financial projections of assets required at estimated retirement date.
- Identifying tax planning strategies to optimize financial position.
- Presenting a written financial plan that will be reviewed in detail with you. It will contain recommendations designed to meet your stated goals and objectives, supported by relevant financial summaries.
- Developing an action plan to implement the agreed upon recommendations.
- Referral to other professionals, as required, to assist with implementation of the action plan.

In order to ensure that the financial plan contains sound and appropriate recommendations, it is your responsibility to provide complete and accurate information regarding pertinent aspects of your personal and financial situation including objectives, needs and values, investment statements, powers of attorney, insurance policies, employment benefits, retirement benefits, and relevant legal agreements. This list is not all-inclusive and any other relevant information should be disclosed in a timely manner. It is the client's responsibility to ensure that any material changes to the above noted circumstances are disclosed to the Firm as your financial planner on a timely basis since they could impact the financial planning recommendations.

Financial planning services provided by a BOK Financial CFP® professional will be performed in accordance with CFP® Board's Statement of Professional Conduct as outlined at [www.cfp.net](http://www.cfp.net) and all applicable federal and state rules and regulations.

A copy of the Firm's privacy policy notice and a written disclosure statement that meet the requirements of Rule 204-3 of the Investment Advisers Act of 1940, as amended ("Adviser Act"), shall be provided to each client prior to or in conjunction with the execution of the Firm's Wealth Master Services Agreement.

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

Investment management services are available on a discretionary basis; though non-discretionary accounts may be accepted on a case-by-case basis. The Firm calculates its investment management fees as a percentage of total assets under management. Ongoing account management fees are typically prorated and paid quarterly in arrears, based upon, the average daily balance of the assets during the preceding calendar quarter, not to exceed 1.00% per annum with breakpoints applying to relationships exceeding \$1 million. Firm's fees may be negotiable at Firm's discretion.

For advisory services offered for fees based upon a percentage of assets under management, the Master Services Agreement authorizes the Firm, through Financial Institution(s), to deduct fees from the client's assets for the Firm's fee and to directly remit that management fee to the Firm in accordance with applicable custody rules. Financial Institution(s) shall include, but are not limited to, any custodian or broker-dealer recommended by the Firm, custodian or broker-dealer directed by the client, trust companies, separate account managers, banks, etc. The Financial Institution(s) recommended by the Firm have agreed to provide a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to the Firm.

With the exception of any wrap fee program, the management fee is exclusive of, and in addition to, brokerage commissions, transaction fees, custodian fees, mutual fund expenses, separately managed account (SMA) fees and other related costs, which shall be incurred by the client. The Firm shall not receive any portion of these commissions, fees, and costs. Please see Item 12 for more information on brokerage practices

For the initial quarter that investment management services are rendered, the management fee shall be calculated on a pro-rata basis. The Master Services Agreement between the Firm and the client will continue in effect until terminated by either party pursuant to the terms of the Master Services

Agreement. The Firm's fee shall be prorated through the date of termination based on the number of days in the calendar quarter during which the Master Services Agreement was in effect.

#### Wealth Advisory and Financial Planning Services

Financial planning services are available to clients with an existing investment advisory account generally at no additional charge as part of the Firm's suite of services. Wealth Advisory Service consulting fees are based on the nature and level of services required. Mutually agreed upon fees may be fixed or hourly. Clients using only the Firm's wealth advisory or financial planning services will typically pay an initial upfront fee and an annual recurring fee for ongoing services provided. Clients utilizing the Firm's investment management services with enhanced financial planning requirements under a separate Financial Planning Agreement will typically pay quarterly financial planning fees in arrears.

#### Specialized Investment Management & Research Services

Mutually agreed upon fees may be fixed or hourly and are generally based on rates varying from \$200-\$500 per hour. Fees are usually billed each quarter and not more than six months in advance of services provided.

#### Account Aggregation Service

As a part of its Wealth Advisory Services, the Firm offers account aggregation services to consolidate client assets held at unaffiliated financial institutions; which provides the Firm and its clients with a more comprehensive understanding of a clients' net worth. The Firm may charge a fee for this service, billed quarterly in arrears. The amount of the fee depends on the complexity of the clients' requirements.

#### Sub-Advisor Fees

Sub-Advisor fees will vary based on the chosen Sub-Advisor. The annual management fee will be based on the amount of assets managed by the Sub-Advisor and charged quarterly. The fees will be paid according to the management agreement of the chosen Sub-Advisor and all fees will be payable directly to the Sub-Advisor.

The Firm engages Cavanal Hill Investment Management, Inc., ("CHIM"), an affiliate of the Firm, to provide sub-advisory services to certain Firm clients. Firm clients will not pay any additional CHIM advisory fees under the arrangement.

The client may terminate the management agreement with the Sub-Advisor based on the terms of the agreement and any unearned fees will be refunded or credited against amounts due.

#### Fee Deductions

Ongoing account management fees are generally payable quarterly in arrears, based on the average daily balance of the assets during the preceding calendar quarter. Account management fees are directly deducted from client account on a quarterly basis unless alternative arrangements are agreed upon between the Firm and the client.

At the Firm's discretion, special fee arrangements may be negotiated for family groups, whereby various accounts are bundled to meet asset level fee breakpoints. Existing clients are subject to

advisory fees in effect at the time they enter into the advisory relationship with the Firm. Therefore, fee rates may differ among clients.

The Firm's accounting, reporting, and billing systems use pricing information provided by various sources including client custodians. However, the Firm primarily uses prices provided by Charles Schwab & Co, Inc. ("Schwab"). This information is used to report valuations, calculate performance returns for client portfolios and to assess management fees. Because the Firm uses different pricing sources, the Firm's statements may have slightly different prices as those provided by the account's custodian for certain securities such as municipal bonds, some corporate bonds, or other difficult-to-price securities. When preparing the Firm's reports, precedence will be given to Schwab valuations if and when discrepancies exist between custodians. Clients are encouraged to compare the account statements provided to them by the custodian with the Firm's reports.

#### Other Fees

Investments in mutual funds, exchange-traded funds and other investment company assets are subject to additional advisory and other fees and expenses. These fees and expenses are described in the prospectuses of those funds, and are paid for by the funds, but are ultimately borne by the client.

#### Timing of Fees and Obtaining Fee Refunds

All services may be terminated by the client verbally with their adviser or by either party in writing. The Firm will provide the client with a written confirmation when a client verbally terminates their relationship with the Firm. Investment management fees will be based on the average daily balance of the investment management account, pro-rated to the termination date. Wealth advisory, financial planning, project, or hourly fees paid in advance, if any, will be pro-rated to the date of termination specified, and any unearned portion will be refunded or credited against amounts due.

#### Additional Compensation

The Firm and its employees do not accept compensation for the sale of securities or other investment products. See Item 14: Client Referrals and Other Compensation for additional information.

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

The Firm does not charge any performance fees.

### **Item 7: Types of Clients**

The Firm may manage assets for a broad and diverse client base that could include individuals, corporations, trusts, foundations, institutional clients, families, pension plans, profit sharing plans and similar entities.

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

Depending on client financial needs, risk tolerance and special circumstances, the Firm will help clients choose the appropriate investment objective and asset class mix generally defined by the client exposures to equities and bonds. Client assets are managed by a team of the Firm's investment professionals. The investment selection options for client portfolios are professionally

developed by BOKF, NA's Strategic Investment Advisors ("SIA") group. SIA provides the research and analytics that build the foundation for investment services for all BOK Financial affiliates.

The Firm manages each investment objective primarily by: (1) diversifying capital to several asset classes (primarily U.S. and foreign stocks, bonds and specialized investments), usually through individual securities and/or mutual funds and exchanged-traded funds ("ETFs"); (2) rebalancing to target allocations; and (3) generally seeking to limit what the Firm deems as unnecessary portfolio expenses. In addition, the Firm will consider fundamental valuations, the current macro-economic climate, market sentiment and other factors to adjust asset class allocations over time. The asset classes the client may hold are exposed to investment risk that may include the loss of principal invested.

**Public Health Emergencies Risk:** The outbreak of respiratory disease caused by the coronavirus COVID-19 has had a severely adverse impact on the economies of many nations, individual companies and the market in general. The Adviser cannot predict the likelihood of occurrence or the impact of similar pandemics, epidemics or other public health emergencies in the future on the U.S. markets as well as other economies, or individual securities or other financial instruments the Adviser may invest in on behalf of its clients.

#### **Item 9: Disciplinary Information**

The Firm and its employees have not been involved in any investment-related legal or disciplinary events in the past 10 years that would be material to a client's evaluation of the Firm or its personnel.

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

Certain Firm management persons and employees are also employees, management persons, executive officers, directors, or registered representatives of BOKF, NA, CHIM, or BOK Financial Securities, Inc. Neither the Firm nor any of its employees are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or are an associated person of the foregoing entities. The Firm has established policies and procedures to address conflicts of interest and address the SEC's requirements on principal and affiliated trading. The Firm has also established restrictions within its Code of Ethics that reflect its fiduciary responsibilities.

The following is a description of relationships or arrangements that are important to the Firm's advisory business and provides the client with the Firm's and its personnel's affiliations:

#### Related Relationships

The Firm is a wholly owned subsidiary of BOK Financial Corporation ("BOKF Corp"), a financial holding company. BOKF Corp offers wealth management and trust services through BOKF, NA ("BOK Financial"), various bank subsidiary Cavanal Hill Investment Management, Inc., and the Firm, each an SEC registered investment adviser. BOKF Corp offers additional insurance, investment and financial services and products through its subsidiary BOK Financial Securities, Inc., a broker/dealer, member FINRA/SIPC, and SEC registered investment adviser, which offers advisory services under its trade name BOK Financial Advisors.

#### Affiliated Bank

Trust and fiduciary services are provided by BOKF, NA through its banking divisions: Bank of Albuquerque, Bank of Oklahoma, Bank of Texas and BOK Financial. The Firm has entered into a Services Agreement with BOK Financial. The agreement covers financial planning, manager research and due diligence, custody, administration and operational services. Services provided by BOK Financial in conjunction with the Services Agreement are handled via allocations between BOK Financial and the Firm. Certain employees of the Firm are dually employed by the Firm and BOK Financial.

#### Investment Advisor or Financial Planner

BOK Financial Securities, Inc. is a dual registered broker/dealer and investment advisor (dba: BOK Financial Advisors - "BOKFA") and an affiliate of the Firm. BOKF, NA is a national banking association affiliate that may also provide advisory and financial planning services to its clients. Cavanal Hill Investment Management (CHIM) is a registered investment advisor affiliate of the Firm, CHIM includes a diverse and experienced team of full-time professional portfolio managers, offering the Firm's clients access to fixed income and equity security inventories often available to institutional-level investors. The Firm may utilize CHIM as a sub-advisor when the Firm believes it is in the best interest of such clients.

#### Broker-Dealer, Municipal Securities Dealer, or Government Securities Dealer

BOK Financial Securities, Inc. is a registered broker-dealer, municipal securities dealer, and member FINRA/SIPC. Cavanal Hill Distributors, Inc. ("CHD") a registered broker-dealer, member FINRA, is the distributor for the Cavanal Hill Funds. BOK Financial Securities, Inc. and CHD are wholly-owned subsidiaries of BOK Financial Corporation and affiliates of the Firm. The Firm does not affect client transactions through BOK Financial Securities, Inc. or CHD.

#### Insurance Company or Agency

BOSC Agency, Inc. is an affiliate of the Firm.

#### Investment Company or Other Pooled Investment Vehicle

The Cavanal Hill Funds are an investment company registered under the Investment Company Act of 1940. The Cavanal Hill Funds are managed by CHIM and are compensated for the provision of advisory and administrative services to the funds. In addition, BOKF, NA is compensated for providing custody and shareholder services.

As required, any affiliated investment advisers and broker-dealers are specifically disclosed in Section 7.A. on Schedule D of Form ADV, Part 1, which can be accessed by following the directions provided on the cover page of this Brochure.

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

The Firm has adopted a Code of Ethics that sets forth the standards of conduct expected of its access persons and requires compliance with applicable securities laws. In accordance with Section 204A of the Advisers Act, the Firm's Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Firm or any of its access persons. The Code of Ethics also requires that all access persons report their personal securities

holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings. Clients or prospective clients may contact the Firm to request a copy of its Code of Ethics.

The Firm and its access persons are permitted to buy or sell securities that it also recommends to clients consistent with the Firm's policies and procedures.

#### Trade Errors

The Firm has a legal and fiduciary obligation to ensure that clients are not disadvantaged by trade errors. A trade error is an error in the placement, execution or settlement of a client's trade. When a trade error occurs, the Firm will work with all relevant parties in the trading process to promptly correct the error while ensuring it does not disadvantage the client. The correction of a trade error may generate a gain or a loss, which is ultimately isolated from a client's account. A trade error gain is typically not paid to the Firm. Most trade errors are processed in a separate trade error account, and the client's portfolio is not impacted by the error activity.

#### Potential Conflict of Interest – Affiliate Referral Arrangements

The Firm may refer a client to an affiliate when the client specifies a need for a financial service offered by such affiliate. The Firm's advisers will evaluate the benefits of using both affiliated and unaffiliated resources and will always be driven by solutions in the best interest of its clients. Where a referral is made, the Firm's employees may be compensated for these referrals. This fee may range from a nominal amount to a percentage of the anticipated revenue for the account over a set period of time. These payments are not added to a client's fees, but are deducted from the revenue received by BOKF, NA, the Firm or the affiliate.

### **Item 12: Brokerage Practices**

#### Selecting Custodians and Broker-Dealers

Unless client directs otherwise, the Firm will recommend where investment management accounts will be custodied. When recommending custodians to clients, the Firm considers their financial strength, reputation, execution, pricing, research and service.

The Firm will arrange for the execution of securities transactions through broker-dealers that the Firm reasonably believes will provide best execution. In seeking best execution, the determinative factor is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services including the value of research provided, execution capability, commission rates and responsiveness of the broker. Although the Firm will seek competitive commission rates, it may not necessarily obtain the lowest possible commission rates for account transactions. The Firm generally does not execute individual bond transactions at the clients' custodian. As a result, custodians may charge clients trade-away fees. The Firm believes the benefit of price or execution quality received from trading away from the custodian outweighs the additional transaction fee incurred.

### Research and Other Soft Dollar Benefits

The Firm participates in the service program offered by various custodians. The economic benefits derived from participation in the service program can include: receipt of duplicate client confirmations and bundled duplicate client confirmations and statements. In addition, the client has access to a trading desk servicing these participants exclusively; access to block trading, which provides the ability to aggregate securities transactions and then allocate the appropriate shares to the client's account. Benefits also include access to an electronic communication network for client entry, account information, receipts of compliance publications, and access to mutual funds generally requiring a significantly higher minimum initial investment or available only to institutional investors. These benefits received through participation in these custodial programs do not depend upon the amount of transactions directed to the custodians.

The custodians also make available to the Firm, other products and services that benefit the Firm but may not benefit clients' accounts. Some of these other products and services assist the Firm in managing and administering client's account which include software and other technology that provide access to client account data (such as trade confirmations and account statements); facilitate trade execution (and allocation of aggregated trade orders from multiple client accounts); provide research, pricing information and other market data; facilitate payment of Firm's fees from its clients' accounts; and assist with back-office functions, recordkeeping and client reporting.

With respect to any brokerage commissions charged by executing broker/dealers, the Firm will regularly and continuously review such charges within the foregoing criteria and such other comparative standards which it may regard as pertinent for the purpose of evaluating the reasonableness of such commissions. As permitted by law, and specifically by provisions of Section 28(e) of the Securities Exchange Act of 1934, the Firm may cause its clients to pay a broker/dealer an amount of commission for executing a portfolio transaction order on behalf of its clients which is more than the commissions other broker/dealers would have charged for effecting such a transaction. To do so, the Firm must determine in good faith that the higher commissions are reasonable in relation to the value of the brokerage and research services provided by the executing broker/dealer viewed in terms of either a particular transaction or the Firm's overall responsibilities to its other clients.

### Directed Brokerage

A Client may direct the Firm to use a particular broker-dealer to execute some or all transactions for the client's account. The Firm reserves the right to decline and/or terminate the engagement if such arrangements cannot be accommodated. In such event, client will negotiate terms and arrangements for the account with that broker-dealer, and the Firm will not seek better execution services or prices from other broker-dealers or be able to aggregate client transactions for execution through other broker-dealers with orders for other accounts managed by the Firm. As a result, client may pay higher commissions, transaction costs, spreads, or receive less favorable net prices on transactions than would otherwise be the case.

### Trade Aggregation

The Firm generally manages client accounts according to their individual directives. However, under certain circumstances, it may be beneficial to aggregate client orders for a specific security. The Firm may but is not obligated to combine or aggregate client trades.

### Trade Allocations

The Firm manages accounts for numerous clients that invest in the same or similar securities. Although most securities used in the Firm's investment strategy are highly liquid and readily available, certain municipal bonds or other fixed income securities may occasionally have capacity constraints. The Firm attempts to allocate investment opportunities among clients in a fair and equitable manner. Performance is never a factor in the Firm's decision to allocate securities to a client's account.

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

### Account Reviews

Account reviews are performed annually by the Firm. More frequent reviews may be triggered by various factors including portfolio model changes, changes in client investment objectives, account deposits, account withdrawals and market changes. Clients receive account statements from their custodian at least quarterly. Clients should review these statements carefully as they are the official records for their account.

The Investment Committee oversees the review of client accounts and is responsible for developing and implementing the Firm's investment strategy. The Investment Committee includes an experienced group of the Firm's senior leaders.

### Non-Discretionary Account Review Frequency

When accepted, the Firm's Private Wealth Advisors review non-discretionary accounts on a regular basis; however, they first receive permission from clients before implementing trades.

Clients are advised that it remains the client's responsibility to inform the Firm of any changes in client investment objectives, risk tolerance and/or financial situation. Client (in person or via telephone) is encouraged to comprehensively review financial planning issues, investment objectives and account performance (as applicable) with the Firm on an annual basis.

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

### Referral Sources

The Firm may enter arrangements where it will pay an unaffiliated promoter or an employee a fee for referring a prospect, who subsequently becomes a client of the Firm.

Unaffiliated solicitors receiving a referral fee may provide an incentive for the referrer to act in his or her own best interest. To address this conflict of interest, unaffiliated solicitors are required to provide all prospective clients with a separate written disclosure document that fully informs the client regarding the nature of the relationship between the solicitor and the Firm and any fees to be paid.

Affiliates of the Firm may receive compensation from the Firm where one of its representatives introduces a client to the Firm resulting in a client relationship. Such a fee will be paid in accordance with Rule 206(4)-3 of the Act. Affiliate employees are required to disclose the status of their relationship with the Firm at the time of the solicitation or referral.

All referral fees are paid solely in accordance with a written agreement between the solicitor and the Firm, will not result in any additional charge to the client. Referred clients should be aware of inherent conflicts of interest between client and the Firm with respect to the solicitation arrangement described above.

**Item 15: Custody**

The Firm is not a qualified custodian and does not generally have custody of client assets. In situational instances, clients of the Firm have entered into a custodial agreement with BOK Financial, thus the Firm is deemed to have custody by virtue of its affiliation with BOK Financial, and the Firm is subject to a surprise audit. The Firm's clients use their custodians to provide custody, trading and other services as it relates to their agreement with the Firm. Different custodians offer higher or lower trading costs and overall service offerings differ from custodian to custodian. In the event client assets are maintained by BOK Financial, the Firm will obtain a report of the internal controls relating to the custody of those assets from an independent public accountant registered with and subject to regular inspection by the Public Company Accounting Oversight Board. At least quarterly, clients should receive statements from the qualified custodian that holds and maintains their assets. The Firm will typically provide client with quarterly performance reports.

**Item 16: Investment Discretion**

Investment management and investment supervisory services are offered on a discretionary basis and on a non-discretionary basis, case-by-case. For discretionary accounts, the Firm is authorized to implement recommendations without contacting the client. For non-discretionary accounts, the Firm seeks approval from the client for each recommended course of action.

Prior to providing investment management services, the Firm requires that client enter into a formal Master Service Agreement and Investment Management Statement of Service that sets forth the terms and conditions under which the Firm will manage client assets. In addition, clients must sign a separate custodial/clearing agreement with their chosen custodian. Both the Firm's Master Service Agreement and Investment Management Statement of Service and the custodial/clearing agreement may authorize the custodian to debit client account for the Firm's investment management fee and, if applicable, other wealth advisory, financial planning, or tax-related consulting fees. Fees are directly remitted to the Firm.

**Item 17: Voting Client Securities**

Clients may request the Firm vote proxies by executing a Proxy Voting Addendum. Should the Firm be delegated the responsibility to vote proxies, as a matter of policy and as a fiduciary to our clients, proxies are voted in the best economic interest of the client accounts.

The Firm has engaged the services of a third party to provide and implement its proxy voting guidelines and to vote client proxies, if applicable. The third party shall do extensive research on all proxy questions and vote client proxies according to the Firm's proxy voting guidelines. The relationship with the third party will assist the Firm to ensure proxy voting decisions are made in the best interest of clients and avoid any conflicts of interest that

could otherwise exist due to business or personal relationships that the Firm maintains with persons who may have an interest in the outcome of certain votes.

Clients may contact the Firm to request information about how proxies for securities in their accounts were voted. Clients generally are not able to direct the Firm's vote in a particular solicitation.

**Item 18: Financial Information**

The Firm does not charge any fees for any client more than six months in advance. The Firm is unaware of any financial condition that is likely to impair its ability to meet its contractual commitments to its clients. The Firm has not been the subject of a bankruptcy petition.

BOK Financial Private Wealth, Inc.'s Chief Compliance Officer, Mark Marrone, remains available to address any questions regarding this Part 2A of Form ADV brochure.