THE DISCIPLINARY AND ETHICS COMMISSION

In the Matter of Gregory K. Womack Respondent.	CFP Board Case No. 2023-65253 September 4, 2025

ORDER

Certified Financial Planner Board of Standards, Inc. ("CFP Board") granted Respondent the CFP Board financial planning certification and right to use the CFP Board certification marks**,** including the CFP®, CERTIFIED FINANCIAL PLANNER®, and CFP™ certification marks ("CFP® marks"), on November 19, 1993. (DEC Book at 15.) On October 25, 2022, CFP Board's Disciplinary and Ethics Commission ("Commission" or "DEC") issued an interim suspension order citing settled charges brought against him by the U.S. Securities and Exchange Commission (SEC) in August 2022. (*Id.* at 17-22.)[1]

I. PROCEDURAL HISTORY

On April 14, 2024, Enforcement Counsel filed a Complaint with the Commission alleging grounds to sanction Respondent for violating Rules 2.2A, 2.2B, 4.1, 4.3 and 6.5 of CFP Board's *Rules of Conduct*. The Complaint describes a final judgment entered August 15, 2022, by the federal court in the SEC's lawsuit against Respondent ("Final Judgment") and a separate order entered with Respondent's consent by the Oklahoma Department of Securities on March 2, 2023 ("Oklahoma Order"). Both regulatory actions concern Respondent's conduct in connection with "conservation easement" investments sold to his advisory clients. (*Id.* at 5-424.)

On May 15, 2024, Respondent filed an Answer in which he admitted certain allegations in the Complaint, denied others, and offered various factors that he asserts mitigate against any "unduly excessive" sanction requested by the Complaint. Respondent does not dispute the existence of the SEC and Oklahoma regulatory actions, stating in his Answer that the Oklahoma Order, the Final Judgment, and the underlying complaint filed by the SEC each "speaks for itself." (*Id.* at 425-43.)

On June 26, 2025, a Hearing Panel formed under Article 10 of the *Procedural Rules* convened at CFP Board's headquarters in Washington, DC to hear testimony and consider documents and information relevant to the Complaint. (Transcript of Hearing of Gregory K. Womack, CFP®, June 26, 2025 ("Tr.") at 1.) Enforcement Counsel appeared by video for CFP Board, DEC Counsel appeared for the Commission and for the Hearing Panel, and Respondent appeared by video represented by counsel.

[1] The DEC Book and any exhibits to this Order will not be published under Article 17.7 of the *Procedural Rules*.

In re Gregory K. Womack
CFP Board Case No. 2023-65253
September 4, 2025

The Commission has considered the Hearing Panel's recommendation and issues this final Order.

II. FINDINGS OF FACT

A. Background

Respondent has passed the following securities exams: Series 7 (1994), Series 24 (1995), Series 6 (1988), Series 51 (2004), Series 63 (1988) and Series 65 (2023). (DEC Book at 60.) He has been an investment advisor representative with his own advisory firm since 2000, currently serving as its principal and president. (*Id.* at 61, 196.)

B. SEC Complaint and Final Judgment

On August 8, 2022, the SEC filed a complaint in Oklahoma federal court naming as defendants Respondent, his advisory firm, an entity named GreneCo, LLC ("GreneCo"), and another individual identified as Respondent's 50% co-owner of GreneCo. (*Id*. at 139-51.) The SEC's complaint alleges that from late 2017 through December 2018, the defendants raised approximately $23.3 million from more than 250 investors in four real estate investment offerings managed by GreneCo. (*Id*. at 139-40.) The SEC complaint alleges that Respondent and his co-owner of GreneCo solicited investors to purchase membership units in these offerings, and that the offerings were not—but should have been—registered as securities. (*Id*. at 140.)

According to the SEC's complaint, Respondent recommended one or more of the real estate offerings to his advisory firm's clients without disclosing that he would receive management fees from investors in the offerings. These fees, the SEC's complaint alleges, included a portion of the $472,698 in management fees generated from the investments by eight of his firm's clients. The SEC's complaint alleges that Respondent also failed to disclose that his advisory firm received at least $160,000 directly from GreneCo related to the offerings, and that this contradicted the firm's 2018 Form ADV statement that it "receives no compensation from a client's participation and does not charge a fee for this investment." (*Id.*)

On August 15, 2022, the judge in the SEC's case against Respondent entered the Final Judgment. (*Id.* at 152-58.) The Final Judgment permanently restrains and enjoins Respondent from violating Section 206(2) of the Investment Advisers Act of 1940 and orders him to pay $236,739 in disgorgement of the net profits he received from the conduct alleged in the SEC's complaint, $48,170 in prejudgment interest, and a civil penalty of $145,031. (*Id.*)[2] Respondent consented to

[2] Under 15 U.S.C. §78u(d), a federal district court may impose injunctive relief and civil penalties "upon a proper showing" that this relief is warranted based on the federal securities law violations alleged and may require disgorgement of any unjust enrichment received as a result of those violations. It states, in relevant part:

> (1) Whenever it shall appear to the [SEC] that any person is engaged or is about to engage in acts or practices constituting a violation of any provision of this chapter. . ., it may in its discretion bring an action in the proper district court of the United States to enjoin such acts or practices, and upon a proper showing a permanent or temporary injunction or restraining order shall be granted without bond. . . .
>
> (3) **CIVIL MONEY PENALTIES AND AUTHORITY TO SEEK DISGORGEMENT.—**

the Oklahoma federal court's jurisdiction and to its entry of the Final Judgment without admitting or denying the allegations in the SEC's complaint. (*Id.* at 152.)

C. Oklahoma Order

The Oklahoma securities regulator entered its final order against Respondent and his firm on March 2, 2023. (*Id.* at 159-73.) In the Oklahoma Order, Respondent and his firm consented to the entry of the following findings of fact and conclusions of law, neither admitting nor denying them:

- From 2017 through 2020, Respondent and others—including the advisory firm he owned and controlled—sold unregistered membership interests in real estate investments managed by GreneCo to approximately 285 investors for a total sum of $40 million. (*Id.* at 160-61.) The offerings included a "conservation easement" investment that allowed investors to take flow-through charitable tax deductions if the real estate acquired with their investment funds was donated to a qualified organization. (*Id.* at 161)

- Respondent received approximately $5.6 million of the management fees paid to GreneCo by the issuers of the membership interests, and Respondent's advisory firm received payments from GreneCo for operational expenses, including employee salaries, payroll taxes, benefits, bonuses, supplies and rent. GreneCo's management fee was based on the total amount raised by each issuer from the sale of membership interests to investors. (*Id*. at 163.)

- Respondent failed to disclose his involvement with GreneCo on his Form U4 until the form was amended on February 25, 2019. The February 2019 amendment described GreneCo as a "Real Estate Consulting firm started in 2017" and a "real estate project administration and consulting firm that assists landowners with the undeveloped land." The Form U4 did not disclose that Respondent's involvement with GreneCo was "investment-related" until he amended the form again on April 15, 2020. (*Id*. at 164.)

- The Form ADV Part 2A filed by Respondent's advisory firm was materially false or misleading in describing his and the firm's relationship with the issuers of the investment offerings. The firm's Form ADV Part 2B was false or misleading in its failure to disclose the compensation Respondent received in connection with the investments managed by GreneCo. (*Id.* at 170.)

(A) Authority of commission.—Whenever it shall appear to the [SEC] that any person has violated any provision of this chapter, the rules or regulations thereunder, or a cease-and-desist order entered by the [SEC]. . ., the [SEC] may bring an action in a United States district court to seek, and the court shall have jurisdiction to—

(i) impose, upon a proper showing, a civil penalty to be paid by the person who committed such violation; and

(ii) require disgorgement under paragraph (7) of any unjust enrichment by the person who received such unjust enrichment as a result of such violation.

- Respondent was a fiduciary who owed his investment advisory clients a duty of care and a duty of loyalty. Respondent was obligated to act in his clients' best interests at all times. (*Id.* at 166.)

- Respondent sold the real estate offerings to approximately eight of his firm's clients for a total sum of approximately $1.07 million. In doing so, Respondent failed to act in the clients' best interests because the offerings were unregistered securities and because Respondent failed to fully and fairly disclose his conflicts of interest to the clients. The undisclosed conflicts of interest include the fact that Respondent received a substantial management fee related to the offerings, that the fee was tied to the amount of the investments sold, and that a portion of his advisory firm's rent, salaries and overhead were paid with investor funds. (*Id*. at 167.)

- Respondent violated numerous Oklahoma state securities laws and regulations, including, Sections 1-301, 1-402, 1-501, 1-502, 1-505, 1-406B of the Oklahoma Uniform Securities Act of 2004, and Rules 660:11-7-20, 660:11-7-42 and 660:11-13-2 of the Rules of the Oklahoma Securities Commission and the Administrator of the Department of Securities. (*Id*. at 69-71.)

The Oklahoma Order prohibited Respondent from transacting business in Oklahoma until he passed the Series 65 (passed in March 2023), imposed a $200,000 civil penalty jointly and severally on him and his advisory firm, and placed them in probationary status for a two-year period that ended on March 2, 2025. (*Id*. at 171-72.)

D. The Hearing

At the hearing, Respondent's counsel emphasized how his client took "full responsibility" in addressing "head-on" the regulatory actions against him, resolving both matters within a few months. (Tr. at 15-16.) Respondent testified that he had successfully completed the two-year probation period imposed by the Oklahoma Order and that he had complied with its terms—hiring an external compliance officer, amending all regulatory filings, passing the Series 65, and paying the $200,000 civil penalty. (Tr. at 34.) He says that he has fully paid all regulatory fines imposed on him. (Tr. at 46.)

Respondent says that during the relevant time, he understood that the conservation easement offerings were not "securities" (Tr. at 36). He pointed to written testimony by the attorney who had advised him on the transactions that he (the attorney) also did not view the offerings as securities. (*Id.*; DEC Book at 169.) Respondent says that had he been told that the offerings *were* securities, he would have sought securities attorneys to help with the transactions and would have complied with the law. (Tr. at 37.)

Respondent testified that since 1993, when he was first certified as a CFP® professional, he has never received a client complaint. (Tr. at 39.) He says that none of his clients who purchased the

conservation easement investments here complained about them either. According to Respondent, the investors instead acknowledged the success of the investment. (Tr. at 37-38.)

Asked whether he ever felt that the considerable management fee he received in connection with the conservation easement investment was inappropriate, Respondent said that the investors were being treated fairly and that they received their benefits in the form of tax deductions. He explained that he and his partner paid $250,000 to start the projects, taking on all up-front risk, and that they would have lost a considerable amount of money had the projects failed. Respondent explained that they had to "put aside major reserves [to cover regulatory and audit expenses] to make sure that we can keep this LLC going as long as we need to, and there aren't any cash calls." (Tr. at 50-52.)

The DEC Book for this matter includes two memoranda signed by Respondent, labeled "meeting notes," that memorialize GreneCo's payment requests to two issuers of the conservation easement investments—for $2.85 million and $6.5 million, respectively, to pay "management fees and to pay all other necessary expenses for the formation and the operation" of the issuer. Neither memorandum was sent to investors in the offerings. (*Id.* at 711, 719.) Asked if he ever considered whether the memoranda *should* have been sent to alert investors about how much the owners of GreneCo were being paid, Respondent said that the documents were prepared as a "record for the file," probably based on the advice of his legal counsel. (Tr. at 58-59.) Respondent says that he did not think he was violating his fiduciary duty or engaging in improper conduct by not disclosing these amounts to clients. He says that the conservation easement investments were not considered in the management fees charged by his advisory firm, and that the clients who invested in the offering received their tax deduction. (Tr. at 60.)

While it is the Commission's impression that Respondent does not believe he did anything wrong with respect to the conservation easement investments, the Commission finds Respondent to be genuinely humbled by the experience. (Tr. at 53.) He testified that the circumstances were "a hit to my integrity," that "we tried to do what we thought was right, and at the end, we misstepped… unintentionally, and have corrected everything since." (Tr. at 39.) Respondent read a letter he had prepared for CFP Board in which he acknowledges making mistakes, while adding that those mistakes "were never intentional and aimed solely at benefiting clients." (Tr. at 46).

Respondent also mentioned the personal challenges he faced following the SEC's investigation of him, challenges made worse by a severe car accident he suffered during that time. Respondent says

that, despite these hardships, his commitment to his clients and his firm "remained steadfast and was supported by dedicated staff, family, and friends." (*Id.*)

Respondent requested that any suspension imposed by the Commission be limited to the time he has already "served" under the interim suspension order issued October 25, 2022. (Tr. at 38, 64.) Enforcement Counsel endorsed this request. (Tr. at 28.)

III. DISCUSSION

To impose a sanction on Respondent, the Commission must find grounds for a sanction. Respondent was a CFP® professional at all times relevant to the following grounds for a sanction.

First Grounds for Sanction

Rule 2.2A of CFP Board's *Rules of Conduct* states in relevant part:

> A certificant shall disclose to a prospective client or client the following information:
>
> A. An accurate and understandable description of the compensation arrangements being offered. This description must include:
>
> 1. Information related to costs and compensation to the certificant and/or the certificant's employer, and
>
> 2. Terms under which the certificant and/or the certificant's employer may receive any other sources of compensation, and if so, what the sources of these payments are and on what they are based.

Article 7.2 of the *Procedural Rules* states that a record from a (a) federal, state, local, or foreign governmental agency, (b) self-regulatory organization, (c) other regulatory authority, or (d) court of civil jurisdiction imposing discipline upon Respondent ("Professional Discipline") is conclusive proof of the existence of such Professional Discipline and the facts and violations that serve as the basis for such Professional Discipline. The fact that Respondent has not admitted or denied the findings or allegations contained in the record does not affect the conclusiveness of the proof. Professional Discipline includes a censure, a Finding (as defined in the *Code and Standards*), injunction, undertaking, order to cease and desist, disgorgement, restitution, fine, suspension, bar, or revocation, the temporary or permanent surrender of a professional license or certification in response to a Regulatory action or Regulatory investigation, and statutory disqualification. A record of Professional Discipline includes a settlement agreement, order, consent order, and Letter of Acceptance, Waiver, and Consent.

The State of Oklahoma Department of Securities is a state governmental agency. The Oklahoma Order is a record of Professional Discipline by the state, and Respondent is the subject of that record. The Oklahoma Order establishes the existence of such Professional Discipline for purposes of this disciplinary proceeding and is conclusive proof of the facts and violations that serve as the basis for such Professional Discipline of Respondent. The Oklahoma Order establishes that

Respondent failed to disclose to his eight clients an accurate and understandable description of the compensation that he and his firm received in connection with the clients' conservation easement investments, and how that compensation was determined.

Therefore, there are grounds to sanction Respondent for a violation of Rule 2.2A of the *Rules of Conduct*

Second Grounds for Sanction

Rule 2.2B of the *Rules of Conduct* states that a certificant must disclose to a prospective client or client "[a] general summary of likely conflicts of interest between the client and the certificant, the certificant's employer or any affiliates or third parties, including, but not limited to, information about any familial, contractual or agency relationship of the certificant or the certificant's employer that has a potential to materially affect the relationship."

Under Article 7.2 of the *Procedural Rules*, the Oklahoma Order establishes that Respondent failed to disclose, generally or specifically, his conflicts of interest with clients who invested in the conservation easement offerings, including that Respondent received a substantial management fee that was tied directly to how much they invested, and that a portion of his advisory firm's rent, salaries and overhead were paid with investor funds.

Until February 25, 2019, Respondent also failed to disclose his involvement with GreneCo on his Form U4, and the February 2019 amendment to the form did not disclose that his involvement was "investment-related." Likewise, Respondent failed to adequality disclose in in his firm's Form ADV the conflicts of interest associated with his recommending the offerings GreneCo managed to his firm's clients.

Therefore, there are grounds to sanction Respondent for a violation of Rule 2.2B of the *Rules of Conduct.*

Third Grounds for Sanction

Rule 4.1 of the *Rules of Conduct* states that a certificant must treat prospective clients and clients fairly and provide professional services with integrity and objectivity.

Under Article 7.2 of the *Procedural Rules*, the Oklahoma Order establishes that Respondent failed to treat prospective clients and clients fairly and provide professional services with integrity and objectivity because Respondent: (1) failed to disclose an accurate and understandable description of the compensation arrangements being offered by Respondent and his firm to his eight clients who invested in the conservation easement offerings; (2) failed to disclose a general summary of likely conflicts of interest between him and the clients who invested in the offerings—that Respondent received a substantial management fee tied directly to their investments in the conservation easement investments, and that a portion of his advisory firm's rent, salaries and overhead were paid with investor funds; and (3) sold unregistered securities to his firm's clients.

Therefore, there are grounds to sanction Respondent for a violation of Rule 4.1 of the *Rules of Conduct*.

Fourth Grounds for Sanction

Rule 4.3 of the *Rules of Conduct* states that a certificant must comply with applicable regulatory requirements governing professional services provided to the client.

Under Articles 7.2 of the *Procedural Rules*, the Oklahoma Order establishes that Respondent failed to comply with applicable regulatory requirements when providing professional services to clients. The Oklahoma Order establishes that Respondent violated Oklahoma state laws and regulations, including by breaching the fiduciary duties he owed to eight clients.

Article 7.3 of the *Procedural Rules* states that a record from any court of civil jurisdiction containing a Finding (as defined in the *Code and Standards*) against Respondent in that court that Respondent violated a law, rule, or regulation governing Professional Services, or engaged in conduct involving fraud, theft, misrepresentation, or other dishonest conduct ("Civil Finding"), is conclusive proof of the existence of such Finding and that Respondent engaged in the conduct that led to the Finding.

The Oklahoma federal court that entered the Final Judgment is a court of civil jurisdiction, the Final Judgment is a record from the Oklahoma federal court, and Respondent is the subject of that record. Under Articles 7.2 and 7.3 of the *Procedural Rules*, the Final Judgment's imposition of Profession Discipline against Respondent—in the form of an injunction, disgorgement, and civil penalties—establishes for purposes of this proceeding that Respondent violated the federal securities laws and thus failed to comply with applicable federal regulatory requirements when providing professional services to clients.

Therefore, there are grounds to sanction Respondent for a violation of Rule 4.3 of the *Rules of Conduct*

Fifth Grounds for Sanction

Rule 6.5 of the *Rules of Conduct* states that a certificant must not engage in conduct that reflects adversely on their integrity or fitness as a certificant, upon the CFP® marks, or upon the profession.

The Oklahoma Order is conclusive proof that Respondent breached the fiduciary duty he owed each of his clients by selling them unregistered securities, by failing to fully and fairly disclose that he would receive a substantial management fee tied to their conservation easement investments, and by failing to fully and fairly disclose that a portion of his firm's rent and overhead would be paid from investor funds.

Therefore, there are grounds to sanction Respondent for a violation of Rule 6.5 of the *Rules of Conduct*

IV. THE COMMISSION'S DECISION

Under Article 12.3 of CFP Board's *Procedural Rules*, the Commission's final order must impose a sanction if the Commission finds a violation that warrants a sanction. The Commission has discretion to order a sanction among the applicable sanctions set forth in Article 11.1.

In re Gregory K. Womack
CFP Board Case No. 2023-65253
September 4, 2025

CFP Board has issued non-binding *Sanction Guidelines* to serve as guidance for determining appropriate sanctions. In considering a sanction here, the Commission has considered the following categories of conduct (and recommended sanction) from the *Sanction Guidelines*.

Conduct 5: Breach of Fiduciary Duty (Suspension for at least one year and one day)

Conduct 7: Conflict of Interest (Public Censure)

Conduct 14b: Failure to Disclose Required Information to Client (Public Censure)

Conduct 20d: Misrepresentation to a Client (Public Censure)

Conduct 31: Securities Law Violation (Public Censure)

The Commission has also considered whether there are material aggravating or mitigating factors relevant to determining a sanction in this case. The Commission finds the following factors to be mitigating:

1. Respondent relied on counsel advising on the conservation easement offerings.

2. No client appears to have complained about their investment in the conservation easement offering, and there is no evidence of Respondent having ever received a client complaint during the time he has been certified as a CFP® professional

The Commission finds the following factors to be aggravating:

1. Respondent's conduct involved breaches of fiduciary duty to multiple clients.

2. Respondent's undisclosed conflicts of interest were foreseeable.

3. Respondent's violations involved several investments over a significant period of time.

4. Respondent prepared and signed memoranda detailing the substantial management fees being paid to Respondent by the issuers of his clients' investments but chose not to share that information with his clients.

The Commission has consulted several Case Histories[3] involving undisclosed conflicts of interest, breaches of fiduciary duty, and other circumstances similar in various respects to those presented here—including cases involving an underlying SEC enforcement action that resulted in a cease

[3] Case Histories (referred to as "CHs" or "ACHs") are available on CFP Board's website at https://www.cfp.net/ethics/enforcement/case-history. Case Histories are non-binding decisions involving unique sets of facts that may provide guidance in determining a sanction.

and desist or injunction, disgorgement, and civil penalties for violations of the federal securities laws. Those cases support the imposition of a suspension that can range from one year to several years. *See, e.g.*, Case History 38496 (2023 suspension of one year and one day plus 20 hours continuing education where advisor failed to disclose that he was investing clients in a mutual fund charging 12b-1 fees that financially benefitted the advisor); Case History 29656 (2016 suspension of two years where advisor unlawfully effected private placement transactions by introducing clients to bond investments in exchange for a "finders fee" and failed to disclose material information about the investment); Case History 29246 (2019 suspension of five years where advisor (a) persuaded clients to invest in company (ultimately deemed a Ponzi scheme) that paid the advisor undisclosed referral fees tied to his clients' investment, (b) falsely claimed to have conducted extended extensive due diligence on the company, and (c) continued to solicit clients after learning of the company's default on a promissory note).

The conduct detailed in Case History 29246, in which the CFP® professional received a five-year suspension, is unquestionably more egregious than Respondent's conduct here. Taking into account the facts, violations, and factors discussed above, however, the Commission finds that a multi-year suspension is appropriate in this case, while acknowledging that Respondent's CFP® certification has already been suspended for a significant period of time.

Accordingly, the Commission issues this **Order of Suspension for "Time Served"** (the amount of time that has elapsed since Respondent's October 25, 2022 interim suspension).

SO ORDERED

Disciplinary and Ethics Commission
CFP Board
September 4, 2025.