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**Resolute Capital Advisors LLC Brochure  
Form ADV Part 2A**

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This brochure provides information about the qualifications and business practices of Resolute Capital Advisors LLC. If you have any questions about the contents of this brochure, please contact us at 888-660-8159 x151 or by email at: [jacqueline@rcp-ltd.com](mailto:jacqueline@rcp-ltd.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Resolute Capital Advisors LLC is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Resolute Capital Advisors LLC's CRD number is: 296902.

Jacqueline D. Kuiper, CCO  
Resolute Capital Advisors LLC  
1 Embarcadero Center, Suite 566  
San Francisco, California 94111  
Tel: (888) 660-8159  
Email: [rcp-team@rcp-ltd.com](mailto:rcp-team@rcp-ltd.com)

Registration does not imply a certain level of skill or training.

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## **Material Changes**

Resolute Capital Advisors, LLC (“RCA”) has experienced two material changes over the course of the last year:

- 1) RCA’s Manager is no longer associated with RCA; her role will be fulfilled by a replacement, yet to be named. RCA will amend its Form ADV upon replacement of its Manager; and
- 2) RCA is extending the date to which it has agreed to waive its fees up to and including December 31, 2019.

## **Advisory Business**

### **Description of the Advisor**

RCA is an LLC organized in the State of Delaware. The firm was formed on June 22, 2017 and the principal owner is Tenacity Holdings Irrevocable Trust.

### **Types of Advisory Services**

RCA generally provides advisory services to Pooled Investment Vehicles, and Pooled Investment Vehicles only (otherwise termed “the Funds”). RCA offers the following services to advisory clients/Funds:

#### *Supervisory Services*

RCA offers ongoing advisory services to pooled investment vehicles (the “Funds” and/or “Clients”) based on the goals, objectives, and time horizon of each Client. Supervisory and advisory services include, but are not limited to, the following:

Investment Strategy – ensure conformance to the law, including but not limited to the following:

- °File and maintain current data in form ADV for Client;
- °Ensure adequate disclosures are made via Form ADV Part II or similar (a “brochure”) – of:
  - Sufficient material information needed in order to make informed investment decisions;
  - Potential conflicts of interest (including all material facts of any instance in which a conflict of interest may exist) or participation in or an interest in any Client transaction;
  - The material risks involved with determining the suitability of the investor(s) to the best of the Client’s knowledge and ability;
  - The material and unusual risks of the investment(s);
- °Maintain documentation supporting investment strategy used, along with Client records that demonstrate knowledge of the Client’s investment profile and risk tolerance; and
- °Ensure proper method(s) are used to ascertain suitability.

Risk Tolerance – including reviewing and advising the Client on risk mitigation strategies.

Financial Modeling – including requesting and reviewing, or otherwise becoming familiar with, relevant and current information concerning the Client’s organizational structure and investment objectives.

Regular Portfolio Monitoring – including recommending and selecting third-parties as necessary and beneficial to carry out the duties of the Client.

RCA evaluates the current investments of each Client with respect to its risk tolerance levels and time horizon. Risk tolerance levels are outlined and included in the financial modeling.

RCA strives to provide investment decisions that are made in accordance with the fiduciary duties owed to its Clients and without consideration of RCA’s economic, investment, or other financial interests. To meet its fiduciary obligations, RCA attempts to encourage, among other things, investment practices that systematically offer similar advantages across its Client portfolios.

#### *Scope of Authority*

RCA’s scope of authority includes the following:

Providing advice and making recommendations to the Client;

Monitoring compliance with requisite reporting, disclosures, and record keeping inherent with RCA’s designation as a Registered Investment Adviser; and

Performing any act, engaging in any activity, or executing any agreement necessary or incidental, in RCA’s judgment, which is necessary to the accomplishment of the Adviser’s purposes in accordance with the provisions of its Advisory Agreement and all applicable federal, state, and local laws and regulations.

#### **Services Limited to Specific Types of Investments**

RCA limits its investment advice to real estate funds, oil and gas funds, private equity funds, SPV’s (special purpose vehicles), pooled investment vehicles, venture capital funds, and private placements. RCA offers the same or similar services to all of its Clients.

#### **Assets Under Management**

RCA has the following assets under management (in USD) as of January 1, 2019:

DISCRETIONARY AMOUNTS  
\$201,550,000

NON-DISCRETIONARY AMOUNTS  
\$ 0

#### **Fees and Compensation**

The compensation of RCA for its services shall be calculated as provided below. RCA will not be compensated on the basis of a share of capital gains upon or capital appreciation of the investment and/or funds or any portion of the investment and/or funds of its Clients.

## Supervisory Fees / Percentage of AUM

For the supervisory services provided by RCA under its advisory contracts, a fee equal to 50 basis points or 0.5% (annualized and paid monthly) on each of the principal sums under each of the project note(s) from time to time outstanding will be paid to RCA from each monthly interest payment made by the relevant parent company to the relevant fund under each of the project loan(s). The fee(s) will be passed through to RCA by the fund(s), and the fund(s) agree(s) it will not retain any portion of the fee(s); provided, however, in lieu of applying the fee to RCA's compensation under the advisory agreement(s), RCA may (but is not obligated to) apply all or any portion of the fee to any other expense or liability of the fund or of the parent company; in such case, the amount so applied is not waived by RCA but shall continue to be, and to accrue as, an expense and liability of the fund.

RCA collects its fees in arrears. It does not collect fees in advance. However, through December, 2019, RCA is waiving its fees as to all services.

## Other Advisory Fees

RCA reserves the right to invoice the Client for reimbursement of expenses as reasonable, necessary, and appropriate.

If RCA revises or adjusts the advisory fees for its services, it will send written notification to all Client(s). Client(s) shall be given thirty (30) days' prior written notice of any proposed increase in fees. Any increase in fees shall be accompanied by written amendment or the execution of a new agreement signed by both parties. No fees are based on a percentage of capital gains or appreciation, and no fees shall be "pre-paid."

Clients may terminate the advisory agreement without penalty within five business days of signing the agreement. Thereafter, Clients may terminate the agreement with sixty days' written notice.

Neither RCA nor its executive team members accept any compensation for the sale of securities or other investment products.

The terms of RCA's fees and expenses shall be detailed in the Client advisory agreement and shall match the fees described in the Form ADV and other materials provided to Client.

## Types of Clients

RCA generally provides advisory services to Pooled Investment Vehicles, and Pooled Investment Vehicles only (otherwise termed "the Funds"). RCA does NOT provide advisory services to Individual Investors, Investment Companies, Banks, State or Municipal Government Entities, Insurance Companies, Pension and Profit-Sharing Plans, or Charitable Organizations.

There is no account minimum.

## **Methods of Analysis, Investment Strategies, and Risk of Investment Loss**

### **Methods of Analysis**

RCA employs methods of analysis which include modeling, charting, fundamental analysis, technical analysis, cyclical analysis, and quantitative analysis. These methods are described briefly below.

#### **Charting Analysis**

Charting analysis involves the use of patterns in performance charts. RCA may use this technique to search for patterns used to help predict favorable or adverse conditions which influence the buying and/or selling decisions for a particular security.

#### **Fundamental Analysis**

Fundamental analysis involves the analysis of financial statements to assess the general financial health of companies, as well as the analysis of the company's management and/or competitive advantages.

#### **Technical Analysis**

Technical analysis involves the analysis of past market data; primarily price and volume, which supports the other analysis methods mentioned herein.

#### **Cyclical Analysis**

Cyclical analysis involves the analysis of business cycles, for both the related product and its market, in order to determine favorable conditions for buying and/or selling a security.

#### **Quantitative Analysis**

Quantitative analysis deals with measurable factors as distinguished from qualitative considerations; examples of quantitative factors include the valuation of assets, the cost of capital, and historical projections of sales.

### **Investment Strategies**

RCA uses the above-described general Methods of Analysis in its assessment of the opportunities offered by its Clients. The vetting includes strategic focus on key markets and core products in accordance with necessary areas of expertise of the Client and its offerings.

### **Material Risks Involved**

Investing in securities involves a risk of loss that investors and Funds should be prepared to bear. Additionally, all of the above-stated methods of analysis involve risk. For example, using charting analysis without other methods of analysis would be making the assumption that past performance will be indicative of future performance. This may not be the case. Fundamental analysis concentrates on factors that determine a company's value, its assets, and expected future earnings. This strategy would normally encourage equity purchases in assets that are undervalued or priced below their

perceived value; the risk assumed is that the market will fail to reach expectations of perceived value. Technical analysis attempts to predict a future market price of the asset(s) or direction based on market trends; the assumption is that the market follows discernible patterns upon which predictions can be made, if these patterns can be identified; the risk is that markets do not always follow patterns and relying solely on this method may not work long term. Cyclical analysis assumes that the markets react in cyclical patterns which, once identified, can be leveraged to provide performance; the risk with this strategy is that the markets do not always repeat cyclical patterns.

### **Risks of Specific Securities**

Clients should be aware that there is a material risk of loss using any investment strategy. The investment types undertaken by the Funds are not guaranteed or insured by the FDIC or any other government agency.

Equity investment generally refers to buying an interest in an asset in return for receiving a future payment of earnings and/or dividends, as well as capital gains if the value of the asset increases. The value of equity securities may fluctuate in response to specific situations for each company, industry, market conditions, and general economic environments.

Fixed income investments generally pay a return on a fixed schedule, though the amount of the payments can vary. This includes high yield and investment grade debt and structured products, such as asset-backed securities. In general, the fixed income market is volatile, and fixed income securities carry significant interest rate risk. Fixed income securities also carry inflation risk, liquidity risk, call risk, and credit and default risks for both issuers and counterparties.

Real Estate funds (including REITs – Real Estate Investment Trusts) face several kinds of risk that are inherent in the real estate sector, which historically has experienced significant fluctuations and cycles in performance. Revenues and cash flows may be adversely affected by changes in local real estate market conditions due to changes in national or local economic conditions or changes in local property market characteristics; competition from other properties offering the same or similar services; changes in interest rates and in the state of the debt and equity credit markets; the ongoing need for capital improvements; changes in real estate tax rates and other operating expenses; adverse changes in governmental rules and fiscal policies; adverse changes in zoning laws; the impact of present or future environmental legislation and compliance with environmental laws.

Oil and Gas (Commodities) funds face several kinds of risk that are inherent in the oil and gas sector, which historically has experienced significant fluctuations and cycles in performance. Commodity prices are affected by different risk factors, such as supply, demand, and delivery constraints. Revenues and cash flows may be adversely affected by changes in national and/or international market conditions due to changes in national or international economic conditions or changes in international relations; changes in oil and gas tax incentives and/or tax rates related to investments in oil and gas; adverse changes in governmental rules and fiscal policies; adverse changes in environmental laws; the impact of present or future environmental legislation and compliance with environmental laws.

Oil and gas investment faces the following risks: (1) Political Risk: typically, an oil and gas company is covered by a range of regulations that limit where, when, and how extraction is done. That said, political risk generally increases when oil and gas companies are working on deposits abroad. (2) Geological Risk: many of the easy-to-get oil and gas is already tapped out, or in the process of being

tapped out. Exploration has moved on to areas that involve drilling in less friendly environments. Geological risk refers to both the difficulty of extraction and the possibility that the accessible reserves in any deposit will be smaller than estimated. (3) Price Risk: beyond the geological risk, the price of oil and gas is the primary factor in deciding whether a reserve is economically feasible. Once a project has begun, price risk is a constant companion. (4) Supply and Demand Risk: supply and demand shocks are a very real risk for oil and gas companies. The uneven nature of production is part of what makes the price of oil and gas so volatile. Other economic factors also play into this, as financial crises and macroeconomic factors can dry up capital or otherwise affect the industry independently of the usual price risks. (5) Cost Risk: the more onerous the regulation and the more difficult the drill, the more expensive a project becomes. The combination of uncertain prices due to worldwide production beyond any one company's control involve real cost concerns

Private Equity funds: in addition to the risk associated with hedge funds (which can be highly illiquid, may involve complex tax structures, may invest in risky securities and engage in risky strategies, and are not subject to the same regulatory requirements as mutual funds), there are risks specifically associated with investing in private equity. Capital calls may occur, and the failure to meet capital calls can result in significant adverse consequences, including but not limited to a total loss of investment.

Venture Capital funds invest in start-up companies at an early stage of development in the interest of generating a return through an eventual realization event; the risk is high as a result of the uncertainty involved at that stage of development.

Private placements carry a substantial risk as they are subject to less regulation than are publicly offered securities, the market to resell these assets under applicable securities laws may be illiquid, due to restrictions, and the liquidation may be taken at a substantial discount to the underlying value or result in the entire loss of the value of such assets.

**Past performance is not indicative of future results. Investing in securities involves a risk of loss that the Fund(s) and the Investor(s)/Lender(s) in and to the Fund(s) should be prepared to bear.**

## **Disciplinary Information**

### **Criminal or Civil Actions**

There are no criminal or civil actions to report.

### **Administrative Proceedings**

There are no administrative proceedings to report.

### **Self-regulatory Organization (SRO) Proceedings**

There are no self-regulatory organization proceedings to report.

## **Other Financial Industry Activities and Affiliations**

### **Registration as a Broker/Dealer or Broker/Dealer Representative**

There are no registrations as a broker/dealer or broker/dealer representatives to report.

### **Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests**

Neither RCA nor its representatives are registered as or have pending applications to become either a Pool Operator or Commodity Trading Advisor or an associated person of the foregoing entities.

RCA and/or its representatives may have material relationships to this advisory business that could present a possible conflict of interest. RCA does its best to manage and disclose those potential conflicts.

Material conflicts of interest are disclosed regarding the investment adviser, its representatives or any of its employees or related parties, which could be reasonably expected to impair the rendering of unbiased and objective advice as follows:

Thomas J. Powell acts in various capacities (such as officer, director, executive, member, trustee, trust settlor, or partner, etc.) across various entities that may be related to or affiliated with RCA.

Jacqueline Kuiper acts in various capacities (such as director, executive, counsel) across various entities that may be related to or affiliated with RCA.

Additionally, other principles, management, executives, and/or family members may obtain ownership interests in project sponsors and/or in Funds RCA manages.

### **Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections**

RCA does not utilize nor select third-party investment advisers.

## **Code of Ethics, Participation or Interest in Client Transactions**

### **Code of Ethics**

RCA's Code of Ethics covers the following areas: Fiduciary Standard of Care, Standard of Business Conduct, Prohibition Against Insider Trading, the Avoidance of Self-Dealing, Personal Securities Transactions, Gifts and Entertainment, Reporting Requirements, Confidential Client Information, Security of Information, Privacy Policy, Prohibited Activities, Conflicts of Interest, Confidentiality, Compliance with Laws and Regulations, Certification of Compliance, Reporting Violations, Recordkeeping, Annual Review, and Sanctions. Our Code of Ethics is available free upon request to any client or prospective client.



## **Recommendations Involving Material Financial Interests**

RCA and its associated and/or related persons may have material financial interests in issuers of securities that RCA may recommend for purchase or sale by Clients. For example, RCA's owner(s), executive(s), and/or related persons may have ownership interest(s) in Funds (issuers of securities), parent companies, affiliates, and/or project sponsors that RCA may recommend for purchase or sale.

This presents a conflict of interest in that RCA or its related persons may receive more compensation from investment in a security in which RCA or a related person has a material financial interest than from other investments.

RCA will document any transactions that could be construed as conflicts of interest. RCA acts in the best interest of the Client consistent with its fiduciary duties.

RCA does not recommend specific securities to investors and/or lenders. RCA does not provide investment advice to natural persons.

### **Brokerage Practices**

RCA does not trade Client accounts or recommend broker/custodians.

### **Reviews of Accounts**

Portfolio management accounts are reviewed at least quarterly by Thomas J. Powell, CEO, with regard to Client's respective investment policies and risk tolerance levels.

Additional portfolio management reviews may be triggered by material market, economic, or political events, or by changes in a Client's (or its parent company's) financial situation.

### **Custody**

**RCA does not have custody over the funds and securities invested in pooled investment vehicles that RCA supervises.** RCA does not take custody of investor or lender accounts at any time. Investors and lenders will receive account statements from a third-party administrator and should carefully review those statements for accuracy.

### **Investment Discretion**

RCA provides discretionary and non-discretionary advisory services to Clients. The Advisory Agreement established with each Client shall outline the discretionary authority. Where investment discretion is granted, RCA will generally manage the Client's account. In some instances, RCA's discretionary authority in making these determinations may be limited by conditions imposed by a Client.

## **Financial Information**

### **Balance Sheet**

RCA neither requires nor solicits prepayment of more than \$500 in fees per Client, six months or more in advance, and therefore does not need to include a balance sheet with this brochure.

### **Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients**

Neither RCA nor its management has any financial condition that is likely to reasonably impair RCA's ability to meet contractual commitments to Clients.

### **Bankruptcy Petitions in Previous Ten Years**

RCA has not been the subject of a bankruptcy petition in the last ten years. (RCA has never been the subject of a bankruptcy petition.)

## **Compliance Procedures**

### **Compliance with Laws and Regulations**

RCA has a robust compliance program that has adopted and implemented written policies and procedures reasonably designed to prevent violation of the Investment Advisers Act of 1940 (codified at 17 CFR § 275 et. seq.), per subsection 275.206(4)-7(a).

### **Reporting Violations**

All violations or suspected violations of any relevant laws and regulations shall be reported to the Chief Compliance Officer. As required, any violations will be elevated to the SEC.

### **Compliance Officer Duties**

RCA, in accordance with 17 CFR § 275.206(4)-7(c), has designated an individual (Jacqueline Kuiper) responsible for administering the policies and procedures adopted under subsection 275.206(4)-7(a). Jacqueline Kuiper, as Chief Compliance Officer, has the responsibility for the implementation and monitoring of the firm's advisory agreement policy, practices, disclosures, and recordkeeping. She shall also be responsible for training and education, recordkeeping, and the annual review.

### **Training and Education**

Jacqueline Kuiper, CCO, will perform periodic compliance training and education.

### **Recordkeeping**

RCA, in accordance with 17 CFR § 275.204-2, maintains all such books and records as are required to be maintained by investment advisers.

## **Annual Review**

Jacqueline Kuiper, CCO, shall review, pursuant to subsection 206(4)-7(b), no less frequently than annually, the adequacy of the policies and procedures established pursuant to subsection 206(4)-7(a) of 17 CFR § 275, as well as the effectiveness of their implementation.

## **Anti-Money Laundering (AML) Policy**

It is the policy of RCA to seek to prevent the misuse of the Funds it advises, as well as prevent the use of the organization's personnel for the purpose of money laundering and/or terrorist financing. It is the policy of RCA to prohibit and actively prevent money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities. Team members will receive adequate training on AML.

RCA has adopted and enforced policies, procedures, and controls with the objective of detecting and deterring the occurrence of money laundering, terrorist financing, and/or other illegal activity.

RCA aligns with partners that conduct extensive review(s) of investor/lender information and documentation. Having a customer identification program (CIP) enables RCA or its related entities to form a reasonable belief that it knows the true identity of the lenders/investors to the fund(s) it advises. Know Your Customer/Client (KYC) is a review of investor documentation. After a KYC review is completed by Third Party Administrator "NES," Anti-Money Laundering (AML) screening is completed by NES as well in order to fully verify a lender or investor.

The following pieces of information shall be collected prior to monies entering a Fund:

1. KYC Information – name, address, date of birth, social security number, photo ID, etc.
2. Accreditation – attestation from investor as to how they're accredited.
3. Suitability – questions to determine whether the investment is a "fit," given the investor's level of sophistication, age, investment strategy and preferences, etc.
4. Payment Method – investors can authorize an ACH, fund via IRA, or send a wire.
5. Beneficial Ownership – entities must disclose individuals who directly or indirectly own more than 25% of a legal interest in an entity.

RCA WILL NOT PROVIDE INVESTMENT ADVICE TO OR ADVISE INDIVIDUAL INVESTORS. RCA WILL SOLELY ADVISE FUNDS.

### **Disciplinary Information**

There are no legal or disciplinary events that are material to a Client's evaluation of this advisory business.

### **Supervision**

As the Chief Compliance Officer of RCA, Jacqueline Denise Kuiper supervises all duties and activities of the firm. Jacqueline Kuiper's contact information is on the cover page of this disclosure document. Jacqueline Kuiper adheres to applicable regulatory requirements, together with all policies and procedures outlined in the firm's code of ethics and compliance manual.