

**Firm Brochure**  
**Part 2A of Form ADV**  
**Item 1 – Cover Page**

**RIA Wealth Advisors, LLC**

**310 West Main Avenue**

**Round Rock, TX 78664**

**Ph (512) 218-7993**

**Fax (512) 218-7997**

This brochure provides information about the qualifications and business practices of RIA Wealth Advisors, LLC (“Adviser”, “us” or “our”). If you have any questions about the contents of this brochure (“Brochure”), please contact us at: (512) 218-7993 or by email at: [john@riaadvisors.com](mailto:john@riaadvisors.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 Adviser is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

March 22, 2024

## **Item 2 - Material Changes**

This Brochure reflects the current advisory activities of RIA Wealth Advisors and is posted on the SEC's public disclosure website ("IAPD") at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov). In the future we will provide new clients with a Brochure before or at the time we enter into an advisory agreement. In the future, we will deliver to our clients, within 120 days of the end of each fiscal year, a free, updated Brochure that either includes or is accompanied by a summary of material changes. Alternatively, we may deliver a summary of material changes that includes an offer to provide a copy of the updated Brochure and information on how our clients may obtain the Brochure.

Currently, our Brochure may be requested by contacting Connie Mack at (281) 501-1791.

The firm has made the following changes since its last annual amendment filing on February 8, 2023:

- The firm has updated its primary office address and phone number. (Cover page)
- John Levee is the Firm's principal owner. (Item 4)
- The firm has updated its services and fees (Items 4 & 5)
- The firm has updated its account minimum. (Item 7)
- The firm has updated its methods of analysis, investment strategies and risk of loss. (Item 8)
- The firm recommends the establishment of an investment account with Fidelity Brokerage Services LLC ("Fidelity") for its portfolio management clients. (Item 12)

## Item 3 - Table of Contents

### Contents

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

## **Item 4 - Advisory Business**

RIA Wealth Advisors, LLC (“RIA Wealth Advisors,” “Adviser” or the “Firm”) is a registered investment adviser with the U.S. Securities and Exchange Commission (“SEC”). RIA Wealth Advisors was organized as a limited liability company in 2020 and is located in Round Rock, TX. John Levee is the Firm’s principal owner.

Adviser provides investment management services to individuals and wealthy individuals on a separate account management basis. Adviser is a fee-based investment management. The Firm does not sell securities on a commission basis. The Firm is not affiliated with any entities that sell financial products or securities. Adviser does not act as a custodian of client assets and the client always maintains asset control.

Adviser generally has discretion of client accounts. Adviser does not have discretion over which brokerage firms to trade with and the resulting commissions to be paid and/or where the account is held in custody and the resulting expenses related to that custodianship.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Any conflicts of interest arising out of the activities of Adviser, or its associated persons, are disclosed in this brochure.

### **Types of Advisory Services**

Adviser provides investment supervisory services, also known as asset management services. Also, on more than an occasional basis, Adviser may furnish advice to clients on matters not involving securities, such as financial planning matters.

As of December 31, 2023, Advisor had \$110,000,340 in client discretionary assets under management and \$17,299 in client non-discretionary assets under management.

### **Tailored Relationships**

The goals and objectives for each client are documented in our client relationship management system. Investment policy statements are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

### **Assignment of Investment Management Agreements**

Agreements may not be assigned without client consent.

### **Types of Agreements**

#### *Investment Management Agreement*

As part of the investment management service, all aspects of the client’s financial affairs are reviewed, and realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis. Adviser periodically reviews a client’s financial situation and portfolio through regular contact with the client which often includes an annual meeting with the client.

The scope of work and fee for an Advisory Service Agreement is provided to the client in writing prior to the start of the relationship. The agreement sets forth the services to be provided, the fees

for the service and the agreement may be terminated by either party in writing at any time.

#### *Financial Planning Agreement*

The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; strategic tax planning; a review of retirement accounts and plans including recommendations; a review of insurance policies and recommendations for changes, if necessary; one or more retirement scenarios; estate planning review and recommendations; and education planning with funding recommendations.

The financial planning may be the only service provided to the client and does not require that the client use or purchase the investment advisory services offered by the Advisor or any of the insurance products or other products and services offered by the associated persons of the Advisor. There is an inherent conflict of interest for the Advisor whenever a financial plan recommends use of professional investment management services or the purchase of insurance products or other financial products or services. The Advisor or its associated persons may receive compensation for financial planning and the provision of investment management services and/or the sale of insurance and other products and services. The Advisor does not make any representation that these products and services are offered at the lowest available cost and the client may be able to obtain the same products or services at a lower cost from other providers. However, the client is under no obligation to accept any of the recommendations of the Advisor or use the services of the Advisor in particular.

#### *Asset Management*

Investments may also include equities (stocks), warrants, corporate debt securities, investment company securities (variable life insurance, variable annuities, and mutual funds shares), and U. S. government securities.

Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds, usually through brokers or fund companies. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Brokerages may charge a transaction fee for the purchase of some funds.

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a fee for stock and bond trades. Adviser does not receive any compensation, in any form, from fund companies.

Initial public offerings (IPOs) are not available through Adviser.

#### *Separate Account Management Platforms*

As part of Adviser's Asset Management Services, Adviser offers access to multiple managers and allocation services through Separate Account Management Platforms. Based on the client's needs and suitability, Adviser may recommend or select a Separate Account Management Platform, to manage all, or a portion of, the client's assets. Each platform includes access to sub-managers.

#### *Wrap Fee Programs*

Adviser does not participate in any wrap fee programs.

#### *Variable Annuity Management Program*

Adviser offers a program offering advisory services to variable insurance products. This service

includes discretionary active management of the Client's sub-accounts of the variable insurance product.

### Termination of Agreements

A Client may terminate any of the aforementioned agreements at any time by notifying Adviser in writing. Clients shall be charged pro rata for services provided through to the date of termination. If the client made an advance payment, Adviser will refund any unearned portion of the advance payment.

Adviser may terminate any of the aforementioned agreements at any time by notifying the client in writing. If the client made an advance payment, Adviser will refund any unearned portion of the advance payment.

Adviser reserves the right to terminate any engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in Adviser's judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded.

## Item 5 - Fees and Compensation

### Investment Management

Adviser bases its fees on a percentage of assets under management. Although the Advisory Service Agreement is an ongoing agreement and constant adjustments are required, the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party. Fees are collected in advance therefore at termination any unearned fees as determined on a pro rata basis for the portion of the quarter completed shall be refunded to the client. The investment management fees are negotiable at the sole discretion of Adviser and fees for comparable services may be available from other sources.

Annualized Investment Management Fees		
Account Value From	Account Value To	Annual Percentage Fee
\$0	\$500,000	1.50%
\$500,001	\$1,000,000	1.35%
\$1,000,001	\$2,000,000	1.25%
\$2,000,001	And above	1.10%

The Variable Annuity Management Program is charged as a percentage of assets under management. The management fee for this program has a maximum charge of 1.50% annually.

### Financial Planning

The fee for a financial plan is predicated upon the facts known at the start of the engagement. The fee range is \$1,500 to \$5,000 and is negotiable. Since financial planning is a discovery process, situations occur wherein the client is unaware of certain financial exposures or predicaments.

In the event that the client's situation is substantially different than disclosed at the initial meeting, a revised fee will be provided for mutual agreement. The client must approve the change of scope in advance of the additional work being performed when a fee increase is necessary.

After delivery of a financial plan, future face-to-face meetings may be scheduled as necessary for up to one month. Follow-on implementation work is billed separately at the rate of \$250 per hour.

## Fee Billing

Investment management fees are billed quarterly, in advance, meaning that we invoice you before the three-month billing period has begun. Payment in full is expected upon invoice presentation. Fees are deducted from the client account to facilitate billing as authorized by the investment management agreement.

## Other Fees

The client will incur fees from brokerages, custodians, administrators, and other service providers. These fees are incurred as a result of managing a client account and are charged by the service provider. The amount and nature of these fees is based on the service provider's fee schedule(s) at the provider's sole discretion. These fees are separate and distinct from any fees charged by Adviser.

Adviser's services are charged on a fee only basis and no associated persons shall earn compensation based on a securities transaction (i.e. commission) including asset-based sales charges or service fees from the sale of mutual funds. Adviser may include mutual funds, variable annuity products, ETFs, and other managed products or partnerships in clients' portfolios. Clients may be charged for the services by the providers/managers of these products in addition to the management fee paid to Adviser. The fees and expenses charged by the product providers are separate and distinct from the management fee charged by Adviser. These fees and expenses are described in each mutual fund's or underlying annuity fund's prospectus or in the offering memorandums of a partnership. These fees will generally include a management fee, other fund expenses and a possible distribution fee. No-load or load waived mutual funds may be used in client portfolios so there would be no initial or deferred sales charges; however, if a fund that imposes sales charges is selected, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund or variable annuity or investment partnership directly, without the services of Adviser. Accordingly, the client should review both the fees charged by the funds and the applicable program fee charged by the Advisor to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

If it is determined that a client portfolio shall contain corporate debt or other types of over the counter securities, the client may pay a mark-up or mark-down or a "spread" to the broker or dealer on the other side of the transaction that is built into the purchase price of the security.

Adviser is a fee-based investment management and financial planning firm. The Firm does not sell securities on a commission basis. However, there are some associated persons who are separately licensed as registered broker-dealer representatives or insurance agents. These individuals will receive commissions as a result of selling securities and insurance products as well as advisory fees for providing advisory services through Adviser. This presents a conflict of interest and gives our supervised persons and incentive to recommend products based on the compensation received rather than the needs of the client. The Firm periodically reviews the recommendations of its supervised persons to ensure recommendations are in the best interest of the client and not based

in whole or part on the compensation received by the supervised person. Clients are under no obligation, contractually or otherwise, to purchase products through these associated persons in their separate capacities. However, if the client freely chooses to implement the plan through such individuals, the investment adviser used will be Adviser, and commissions/fees will be earned in addition to any fees paid for advisory services provided by the Adviser.

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

Fees are not based on a share of the capital gains or capital appreciation of managed securities. However, Adviser may employ certain types of investments that do charge a performance fee in which Adviser does not participate. For these investments, refer to their offering or private placement memorandum for an explanation and amounts of the performance fees. Adviser does not engage in side-by-side management.

## **Item 7 - Types of Clients**

### **Description**

Adviser generally provides investment advice to individuals, pension and profit-sharing plans, trusts, estates, or charitable organizations, corporations, or business entities. Client relationships vary in scope and length of service.

### **Account Minimums**

To open and maintain a portfolio management account, Adviser generally requires that the client represents and warrants that the value of their account initially is at least \$15,000. At Adviser's discretion, we may accept clients with smaller accounts.

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

### **Methods of Analysis**

Security analysis methods may include fundamental analysis, technical analysis and cyclical analysis. The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

### **Investment Strategies**

Strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies).

The primary investment strategy used on client accounts is strategic asset allocation. This means that we use passively managed index and exchange-traded funds as the core investments and then add actively managed funds where there are greater opportunities to make a difference. Portfolios



are globally diversified to control the risk associated with traditional markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement that documents their objectives and their desired investment strategy.

Adviser's strategies do not involve frequent trading.

Strategies may include long-term purchases, short-term purchases, short sales, and margin transactions.

Private placements carry a substantial risk as they are largely unregulated offerings not subject to securities laws.

**Alternative Investments.** Alternative investment products, including real estate investments, notes & debentures, hedge funds and private equity involve a high degree of risk, often engage in leveraging and other speculative investment practices that may increase the risk of investment loss, can be highly illiquid, are not required to provide periodic pricing or valuation information to investors, may involve complex tax structures and delays in distributing important tax information, are not subject to the same regulatory requirements as mutual funds, often charge high fees which may offset any trading profits, and, in many cases, the underlying investments are not transparent and are known only to the investment manager.

Alternative investment performance can be volatile. An investor could lose all or a substantial amount of the investment. Often, alternative investment funds and account managers have total trading authority over their funds or accounts; the use of a single advisor applying generally similar trading programs could mean lack of diversification and, consequently, higher risk. There is often no secondary market for an investor's interest in alternative investments, and none is expected to develop. There may be restrictions on transferring interests in any alternative investment. Alternative investment products often execute a substantial portion of their trades on non-U.S. exchanges. Investing in foreign markets may entail risks that differ from those associated with investments in U.S. markets. Additionally, alternative investments often entail commodity trading, which involves substantial risk of loss.

## **Market, Security and Regulatory Risks**

Any investment with Adviser involves significant risk, including a complete loss of capital and conflicts of interest. All investment programs have certain risks that are borne by the investor which are described below:

### **Market Risks:**

**Competition.** The securities industry and the varied strategies and techniques to be engaged in by Adviser are extremely competitive and each involves a degree of risk. Adviser will compete with firms, including many of the larger securities and investment banking firms, which have substantially greater financial resources and research staffs.

**Market Volatility.** The profitability of Adviser substantially depends upon it correctly assessing the future price movements of stocks, bonds, options on stocks, and other securities and the movements of interest rates. Adviser cannot guarantee that it will be successful in accurately predicting price and interest rate movements.

Adviser's Investment Activities. Adviser's investment activities involve a significant degree of risk. The performance of any investment is subject to numerous factors which are neither within the control of nor predictable by Adviser. Such factors include a wide range of economic, political, competitive, technological, and other conditions (including acts of terrorism and war) that may affect investments in general or specific industries or companies. The securities markets may be volatile, which may adversely affect the ability of Adviser to realize profits.

Material Non-Public Information. By reason of their responsibilities in connection with other activities of Adviser and/or its affiliates, certain principals or employees of Adviser and/or its affiliates may acquire confidential or material non-public information or be restricted from initiating transactions in certain securities. Adviser will not be free to act upon any such information. Due to these restrictions, Adviser may not be able to initiate a transaction that it otherwise might have initiated and may not be able to sell an investment that it otherwise might have sold.

Accuracy of Public Information. Adviser selects investments, in part, on the basis of information and data filed by issuers with various government regulators or made directly available to Adviser by the issuers or through sources other than the issuers. Although Adviser evaluates all such information and data and sometimes seeks independent corroboration when it's considered appropriate and reasonably available, Adviser is not in a position to confirm the completeness, genuineness or accuracy of such information and data, and in some cases, complete and accurate information is not available.

Investments in Undervalued Securities. Adviser intends to invest in undervalued securities. The identification of investment opportunities in undervalued securities is a difficult task, and there are no assurances that such opportunities will be successfully recognized or acquired. While investments in undervalued securities offer the opportunities for above-average capital appreciation, these investments involve a high degree of financial risk and can result in substantial losses. Returns generated from Adviser's investments may not adequately compensate for the business and financial risks assumed.

Small Companies. Adviser may invest a portion of its assets in small and/or unseasoned companies with small market capitalization. While smaller companies generally have potential for rapid growth, they often involve higher risks because they may lack the management experience, financial resources, product diversification and competitive strength of larger companies. In addition, in many instances, the frequency and volume of their trading may be substantially less than is typical of larger companies. As a result, the securities of smaller companies may be subject to wider price fluctuations.

Market or Interest Rate Risk. The price of most fixed income securities move in the opposite direction of the change in interest rates. For example, as interest rates rise, the price of fixed income securities falls. If Adviser holds a fixed income security to maturity, the change in its price before maturity may have little impact on Adviser's performance; however, if Adviser has to sell the fixed income security before the maturity date, an increase in interest rates could result in a loss to Adviser.

Fixed Income Call Option Risk. Many bonds, including agency, corporate and municipal bonds, and all mortgage-backed securities, contain a provision that allows the issuer to "call" all or part of the issue before the bond's maturity date. The issuer usually retains this right to refinance the bond in the future if market interest rates decline below the coupon rate. There are three

disadvantages to the call provision. First, the cash flow pattern of a callable bond is not known with certainty. Second, because the issuer will call the bonds when interest rates have dropped, Adviser is exposed to reinvestment rate risk – Adviser will have to reinvest the proceeds received when the bond is called at lower interest rates. Finally, the capital appreciation potential of a bond will be reduced because the price of a callable bond may not rise much above the price at which the issuer may call the bond.

Inflation Risk. Inflation risk results from the variation in the value of cash flows from a security due to inflation, as measured in terms of purchasing power. For example, if Adviser purchases a 5-year bond in which it can realize a coupon rate of 5%, but the rate of inflation is 6%, then the purchasing power of the cash flow has declined. For all but inflation-linked bonds, adjustable bonds or floating rate bonds, Adviser is exposed to inflation risk because the interest rate the issuer promises to make is fixed for the life of the security.

### Regulatory Risks:

Strategy Restrictions. Certain institutions may be restricted from directly utilizing investment strategies of the type in which Adviser may engage. Such institutions, including entities subject to ERISA, should consult their own advisors, counsel, and accountants to determine what restrictions may apply and whether an investment in Adviser is appropriate.

Trading Limitations. For all securities, instruments and/or assets listed on an exchange, including options listed on a public exchange, the exchange generally has the right to suspend or limit trading under certain circumstances. Such suspensions or limits could render certain strategies difficult to complete or continue and subject Adviser to loss. Also, such a suspension could render it impossible for Adviser to liquidate positions and thereby expose Adviser to potential losses.

Conflicts of Interest. In the administration of client accounts, portfolios and financial reporting, Adviser faces inherent conflicts of interest which are described in this brochure. Generally, Adviser mitigates these conflicts through its Code of Ethics which provides that the client's interest is always held above that of the Firm and its associated persons.

Supervision of Trading Operations. Adviser, with assistance from its brokerage and clearing firms, intends to supervise and monitor trading activity in the portfolio accounts to ensure compliance with Firm and client objectives. Despite Adviser's efforts, however, there is a risk that unauthorized or otherwise inappropriate trading activity may occur in portfolio accounts.

Depending on the nature of the investment management service selected by a client and the securities used to implement the investment strategy, clients will be exposed to risks that are specific to the securities in their particular investment portfolio.

### Security Specific Risks:

Liquidity. Liquidity is the ability to readily convert an investment into cash. Securities where there is a ready market that is traded through an exchange are generally more liquid. Securities traded over the counter or that do not have a ready market or are thinly traded are less liquid and may face material discounts in price level in a liquidation situation.

Currency. Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Limited Liquidity of Interests. An investment in a partnership usually involves substantial restrictions on liquidity and its interests are not freely transferable. There is no market for these

interests and no market should be expected to develop. Additionally, transfers are usually subject to the consent of the general partner at the general partner's sole discretion.

## **Item 9 - Disciplinary Information**

Adviser and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

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

### **Brokerage Affiliations**

Associated persons of Adviser are registered representatives of a broker dealer. They may offer securities and receive normal and customary commissions as a result of securities transactions. A conflict of interest may arise as these commissionable securities sales may create an incentive to recommend products based on the compensation they may earn and may not necessarily be in the best interests of the client. However, clients of Adviser are not required to use the brokerage services offered by the registered representatives associated with Adviser. Adviser does not make any representation that the brokerage services are at the lowest cost available and clients may be able to obtain those services and/or products at a more favorable rate from other brokerages. The brokerage activities provided by these individuals are entirely separate and distinct from the advisory services provided by Adviser.

Adviser mitigates these conflicts through its procedures to review client accounts relative to the client or investors personal financial situation to ensure the investment management service provided is appropriate. Further, Adviser is committed to its obligation to ensure associated persons adhere to the Firm's Code of Ethics and to ensure that the Firm and its associated persons fulfill their fiduciary duty to clients or investors.

### **Insurance Affiliations**

Investment adviser representatives of Adviser may be licensed to sell insurance products through various independent insurance agencies. In some instances, certain investment adviser representatives may sell insurance products through their independently owned insurance agency. In either case, these investment adviser representatives, in their capacity as independent insurance agents, may sell insurance products to advisory clients. These individuals will receive commissions as a result of selling insurance as well as advisory fees for providing advisory services through Adviser. Clients are hereby advised that such commissions and advisory fees are separate and apart from the fees charged by the Firm. Clients are under no obligation, contractually or otherwise, to purchase insurance products through these associated persons in their separate capacities as insurance agents. However, if the client freely chooses to implement the plan through such individuals, the investment adviser used will be Adviser, and commissions/fees will be earned in addition to any fees paid for advisory services provided by the Firm.

### **Alora Consulting, LLC**

Connie Mack Jr., Chief Compliance Officer, is the owner of Alora Consulting, LLC ("Alora"), which offers general lines of Life, Health, Accident, Property, and Casualty Insurance. Certain investment adviser representatives of RIA Wealth Advisors are also insurance agents with Alora.

To the extent insurance products are purchased through our investment adviser representatives by clients, our investment adviser representatives will be paid a commission. See additional information above regarding Insurance Affiliations.

### Clarity Financial, LLC dba RIA Advisors

Clarity Financial LLC, dba RIA Advisors, is an unaffiliated registered investment adviser that provides RIA Wealth with back-office operational services, including daily account reconciliation, asset transfers, billing and other back-office functions. Therefore, RIA Wealth will share your information with RIA Advisors in order to conduct business in this manner. Additionally, Connie Mack Jr. is the Chief Compliance Officer of both RIA Advisors and RIA Wealth. Therefore, RIA Wealth and RIA Advisors share Supervised Persons and, with respect to certain Supervised Persons, also share office space.

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

### Code of Ethics

Adviser has adopted a Code of Ethics which establishes standards of conduct for its supervised persons. The Code of Ethics includes general requirements that such supervised persons comply with their fiduciary obligations to clients and applicable securities laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest and confidentiality of client information. It requires supervised persons to report their personal securities transactions and holdings quarterly to Adviser's Compliance Officer, and requires the Compliance Officer to review those reports. It also requires supervised persons to report any violations of the Code of Ethics promptly to Adviser's Compliance Officer. Each supervised person of Adviser receives a copy of the Code of Ethics and any amendments to it and must acknowledge in writing having received the materials. Annually, each supervised person must certify that he or she complied with the Code of Ethics during that year. Clients and prospective clients may obtain a copy of Adviser's Code of Ethics by contacting the Compliance Officer of Adviser.

### Participation or Interest in Client Transactions

Under Adviser's Code of Ethics, Adviser and its managers, members, officers, and employees may invest personally in securities of the same classes as are purchased for clients and may own securities of the issuers whose securities are subsequently purchased for clients. If an issue is purchased or sold for clients and any of Adviser, managers, members, officers and employees on the same day purchase or sell the same security, either the clients and Adviser, managers, members, officers or employees shall receive or pay the same price or the clients shall receive a more favorable price. Adviser and its managers, members, officers, and employee may also buy or sell specific securities for their own accounts based on personal investment considerations, which Adviser does not deem appropriate to buy or sell for clients.

### Personal Trading

The Chief Compliance Officer of Adviser is Connie Mack. Mr. Mack reviews all employee trades each quarter. His personal brokerage accounts are reviewed by another person on the management team. The employee personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the Firm receive preferential treatment.

## **Item 12 - Brokerage Practices**

### **General**

RIA Wealth Advisors, Inc. recommends the establishment of an investment account with Fidelity Brokerage Services LLC (“Fidelity”) for its portfolio management clients. Fidelity is an independent and unaffiliated broker-dealer who acts as the custodian for client portfolio assets. RIA Wealth Advisors’ recommends Fidelity based on its ability to provide an extensive selection of no-load mutual funds, the efficient reporting of client transactions, and/or the value provided from the combination of commission cost and execution capability. RIA Wealth Advisors’ commission schedule with Fidelity for its client accounts is lower than the commission schedule offered by Fidelity to its retail clients. However, this fee schedule may be higher than those available from other brokers for similar services. To the extent that RIA Wealth Advisors or its employees maintain accounts at Fidelity, they realize the benefits of this favorable commission structure and execution capabilities.

### **Client Directed**

Clients may instruct us to direct all or a portion of the securities transactions for its account to a specified broker or dealer. We will treat the client direction as a decision by the client to retain the discretion that otherwise would have in selecting a broker-dealer to effect transactions and in negotiating transaction fees generally for the client's account. The client who directs us to use a specific broker may pay higher or lower transaction fees such as commissions, commission equivalents, mark-ups, mark-downs, dealer spreads, credits or otherwise, and may receive less or more favorable execution services than if the client did not direct transactions to a particular broker. Any instruction or limitation relating to the selection of broker-dealers must be in writing. Because client-directed trades often cannot be aggregated with non-directed trades, such designations may adversely affect RIA Wealth Advisors’ ability to obtain volume discounts on aggregated orders or to obtain best price and execution by effecting certain transactions directly with the market maker.

### **Trade Aggregation**

When RIA Wealth Advisors trades the same security in more than one client account, we generally attempt to batch or bunch the trades in order to create a block transaction. Generally, buying and selling in blocks helps create trading efficiencies, prompt attention and desired price execution. We will place all or substantially all transactions to purchase or sell common stocks with the client’s “directed” broker, when applicable. (See the discussion entitled, “Directed Brokerage”) Whenever possible, we will attempt to batch or aggregate trades for clients who use the same directed brokers in order to create a “block transaction.” The commission amount and per share commission rate will differ between our clients with directed brokerage relationships due to the dollar value and the size (number of shares) of the trade for each account, and the total relationship between the client and their broker. Because each client differs in portfolio size, investment

objective, equity exposure and the extent of the relationship with their broker, we do not negotiate commission discounts on the block transaction itself

### Soft Dollar Arrangements

Adviser does not receive products or services other than execution (“soft dollar benefits”) from a broker-dealer or third-party for generating commission.

## **Item 13 - Review of Accounts**

### Periodic Reviews

Account reviewers are members of the Firm's Management Team or its registered Investment Adviser Representatives who review accounts not less than once a year. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client. Client accounts are reviewed by the Investment Adviser Representative responsible for the account and the CCO also performs random reviews.

### Review Triggers

Accounts are reviewed annually or more frequently when market conditions dictate. Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's financial or personal situation.

### Regular Reports

Clients receive periodic reports on at least a quarterly basis. The written reports may include account valuation, performance stated in dollars and as a percent, net worth statement, portfolio statement, and a summary of objectives and progress towards meeting those objectives. Clients receive statements of account positions no less than quarterly from the account custodian.

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

### Incoming Client Referrals

Adviser receives client referrals which may come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The Firm does not compensate referring parties for these referrals.

### Client Referrals

Adviser may, via written arrangement, retain third parties to act as solicitors for Advisers' investment management services. All compensation with respect to the foregoing will be fully disclosed to each client to the extent required by applicable law. Adviser will ensure each solicitor is properly registered in all appropriate jurisdictions. All such referral activities will be conducted

in accordance with the Investment Advisers Act, where applicable.

### **Referrals to Third Parties**

Adviser has entered into several agreements where it solicits clients and refers them to third party investment advisers. Adviser will only refer clients to investment advisers that are registered with the Securities and Exchange Commission (SEC) or with the applicable state(s). Currently, Adviser receive a split of management fees that ranges between 15% and 50% of the annual management fee. Adviser is required to present a disclosure to all prospects and clients which details the compensation to Adviser and other general terms of the relationship between the third party and Adviser. Adviser has clients and prospects sign this disclosure and return it to the third-party adviser. The agreement between Adviser and the third-party adviser(s) may be terminated by either party's written notice.

## **Item 15 Custody**

### **Custody Policy**

Adviser does not accept or permit the Firm or its associated persons from obtaining custody of client assets including cash, securities, acting as trustee, provide bill paying service, have password access to control account activity or any other form of controlling client assets. All checks or wire transfer to fund client accounts are required to be made out to/sent to the account custodian.

### **Account Statements**

All assets are held at qualified custodians and the custodians provide account statements not less than quarterly to clients at their address of record. Clients should carefully review such statements for any discrepancies or inaccuracies.

### **Performance Reports**

Clients should compare the information set forth in their statement from Adviser with the statements received directly from the custodian to ensure accuracy of all account transactions.

### **Fee Deduction**

RIA Wealth Advisors is deemed to have custody of the funds and securities as a consequence of its authority to make withdrawals from client accounts to pay its advisory fee. However, a surprise examination is not required because RIA Wealth Advisors has written authorization from each client to deduct advisory fees from the account held with the qualified custodian and the qualified custodian sends accounts statements to clients at least quarterly.

### **Standing Letters of Authority**

RIA Wealth Advisors will be deemed to have custody if you provide us with Standing Letters of Authorization ("SLOA(s)") to withdraw funds from your portfolio account to pay third parties. Notwithstanding that, a surprise examination will not be required as we will adhere to the certain conditions set forth by the Securities and Exchange Commission. Pursuant to the conditions, RIA Wealth Advisors confirms that (1) you provide an instruction to the qualified custodian, in writing,



that includes the your signature, the third party's name, and either the third party's address or the third party's account number at a custodian to which the transfer should be directed; (2) you authorize us, in writing, either on the qualified custodian's form or separately, to direct transfers to the third party either on a specified schedule or from time to time; (3) the qualified custodian performs appropriate verification of the instruction, such as a signature review or other method to verify the your authorization, and that custodian provides a transfer of funds notice to you promptly after each transfer; (4) you have the ability to terminate or change the instruction to the custodian; (5) we have no authority or ability to designate or change the identity of the third party, the address, or any other information about the third party contained in the your instruction; (6) we maintain records showing that the third party is not a related party of RIA Wealth Advisors or located at the same address as RIA Wealth Advisors; and (7) the custodian sends you, in writing, an initial notice confirming the instruction and an annual notice reconfirming the instruction.

## **Item 16 - Investment Discretion**

Adviser contracts for discretionary authority to transact portfolio securities accounts on behalf of clients. Discretionary authority is granted either by Adviser's investment management agreement and/or by a separate limited power of attorney where such document is required. Adviser has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. The Firm's discretionary authority regarding investments may however be subject to certain limitations. These limitations are recognized as the restrictions and prohibitions placed by the Client on transactions in certain types of business or industries. All such restrictions are to be agreed upon in writing at the account's inception.

## **Item 17 - Voting Client Securities**

Adviser will not vote nor advise clients how to vote proxies for securities held in client accounts. The client clearly keeps the authority and responsibility for the voting of these proxies. Adviser does not give any advice or take any action with respect to the voting of these proxies. For accounts subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan fiduciary specifically keeps the authority and responsibility for the voting of any proxies for securities held in plan accounts. Adviser promptly passes along any proxy voting information to the clients or their representatives.

## **Item 18 - Financial Information**

Adviser does not have any financial impairment that will preclude the Firm from meeting contractual commitments to clients. Adviser meets all net capital requirements that it is subject to and Adviser has not been the subject of a bankruptcy petition in the last 10 years.

Adviser is not required to provide a balance sheet as it does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.