

# Wrap Fee Program Brochure

March 28, 2016

## Premier Wealth Advisors Wrap Fee Program

Sponsored By



This brochure provides information about the qualifications and business practices of Premier Wealth Advisors, LLC (hereinafter "PWA" or the "Firm"). If you have any questions about the contents of this brochure, please contact the Firm at the number listed below. The information in this brochure has not been approved or verified by the U.S. Securities and Exchange Commission or by any state securities authority. Additional information about PWA is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). PWA is an SEC registered investment adviser. Registration does not imply any level of skill or training.

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## **Item 2. Material Changes**

In this Item, PWA is required to discuss any material changes that have been made to the brochure since the last annual amendment filed March 25, 2015. PWA does not have any material changes to disclose in this Item.

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### Item 4. Services, Fees and Compensation

The Premier Wealth Advisors Wrap Fee Program (the “Program”) is an investment advisory program sponsored by PWA. PWA (and its predecessor entity, Premier Financial Advisors, Inc.) has been an independent registered investment adviser since 2000. Premier Financial Services, Inc., which is principally owned by John L. Diaz, is the sole owner of the Firm.

This Wrap Brochure describes the business of PWA as it relates to clients receiving services through the Program. Certain sections will also describe the activities of Supervised Persons. Supervised Persons are any of PWA’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on PWA’s behalf and is subject to PWA’s supervision or control.

#### Description of the Program

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The Program is offered as a wrap fee program, which provides clients with the ability to trade in certain investment products without incurring separate brokerage commissions or transaction charges. A wrap fee program is considered any arrangement under which clients receive investment advisory services (which may include portfolio management or advice concerning the selection of other investment advisers) and the execution of client transactions for a specified fee or fees not based upon transactions in their accounts.

Prior to receiving services through the Program, clients are required to enter into a written agreement with PWA setting forth the relevant terms and conditions of the advisory relationship (the “Agreement”). Clients must also open a new securities brokerage account and complete a new account agreement with Charles Schwab & Co., Inc. (“Schwab”), member FINRA/SIPC/NFA, an unaffiliated SEC-registered broker-dealer and FINRA member, or another broker-dealer PWA approves under the Program (collectively “Financial Institutions”).

At the onset of the Program, PWA consults with clients to determine their individual investment objectives, liquidity and cash flow needs, time horizon and risk tolerance, as well as any other factors pertinent to their specific financial situations. After an analysis of the relevant information, PWA assists its clients in developing an appropriate strategy for managing their assets. Clients’ investment portfolios are managed on a discretionary basis by either PWA’s investment adviser representatives or an independent investment manager (collectively “Independent Managers”), as recommended or selected by PWA. PWA and/or the Independent Managers generally allocate clients’ assets among the various investment products available under the Program, as described further in Item 6 (below).

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## Fees for Participation in the Program

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PWA provides investment management services for an annual fee based on the amount of assets under the Firm's management. This fee varies depending upon the value of a client's portfolio and the type of services rendered, based on the following fee schedule:

PORTFOLIO VALUE	ANNUAL FEE
\$100,000 - \$249,999	1.50 – 2.00%
\$250,000 - \$499,999	1.25 – 1.75%
\$500,000 - \$999,999	1.10 – 1.60%
\$1,000,000 - \$2,000,000	1.00 – 1.50%
Next \$3,000,000	0.75 – 1.25%
Next \$5,000,000	0.50 – 1.00%
Next \$10,000,000	0.40 – 0.75%
More than \$20,000,000	0.35 – 0.55%

This fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by PWA on the last day of the previous billing period.

If assets are deposited or withdrawn from an account that exceed 10% of the existing portfolio value after the inception of a billing period, the fee payable with respect to such assets is prorated to reflect the change in portfolio value. For the initial term of an engagement, the fee is calculated on a pro rata basis. In the event the Agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the unearned portion is refunded to the client, as appropriate.

## Fee Discretion

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PWA, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention and pro bono activities.

## Account Additions and Withdrawals

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Clients may make additions to and withdrawals from their account at any time, subject to PWA's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to PWA, subject to the usual and customary securities settlement procedures. However, PWA designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. PWA may consult with its clients about the options and implications of transferring securities. Clients are advised that when

transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

### **Fee Comparison**

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A portion of the fees paid to PWA are used to cover the securities brokerage commissions and transactional costs, as well as any separate advisory fees attributed to the management of its clients' portfolios. A potential disincentive to trade securities may be presented inasmuch as the Firm will pay such brokerage commissions and transactional costs.

Services provided through the Program may cost clients more or less than purchasing these services separately. The number of transactions made in clients' accounts, the commissions charged for each transaction, and other transaction costs determines the relative cost of the Program versus paying for execution on a per transaction basis and paying a separate fee for advisory services. Fees paid for the Program may also be higher or lower than fees charged by other sponsors of comparable investment advisory programs.

### **Fee Debit**

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Clients may grant PWA the authority to directly debit their accounts for payment of the Firm's investment advisory fees. The Financial Institutions that act as qualified custodian for client accounts have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to PWA. Alternatively, clients may elect to have PWA send them an invoice for direct payment.

### **Other Charges**

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In addition to our Program Fee, clients may also incur certain charges (other than transaction costs) imposed by third parties. Such charges may include, but are not limited to, charges imposed directly by a mutual fund, index fund, or exchange-traded fund ("ETF") in the account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), fees imposed by variable annuity providers and disclosed in the annuity contract, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions.

### **Compensation for Recommending the Program**

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PWA has no internal arrangements in place whereby persons recommending the Program are entitled to receive additional compensation as a result of clients' participation.

## Item 5. Account Requirements and Types of Clients

PWA primarily provides its services to individuals, corporations and other business entities.

### No Minimum Account Requirements

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PWA does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship.

## Item 6. Portfolio Manager Selection and Evaluation

PWA acts as the sponsor and sole portfolio manager under the Program. Clients' investment portfolios are managed either directly by PWA or, in limited circumstances, through the use of certain Independent Managers.

### Investment Management and Wealth Management Services

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PWA manages client investment portfolios on a discretionary basis. In addition, PWA may provide clients with wealth management services which generally include a broad range of comprehensive financial planning services as well as discretionary management of investment portfolios.

PWA primarily allocates client assets among mutual funds, exchange-traded funds ("ETFs"), individual debt and equity securities, and to a lesser extent, various Independent Managers, in accordance with the investment objectives of its individual clients. In addition, PWA may also recommend that clients who qualify as accredited investors, as defined by Rule 501 of the Securities Act of 1933, invest in privately placed securities, which may include debt, equity and/or interests in pooled investment vehicles (e.g., hedge funds). Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios.

Clients may also engage PWA to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts, and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, PWA directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

PWA tailors its advisory services to meet the needs of its individual clients and continuously seeks to ensure that client portfolios are managed in a manner consistent with their specific investment profiles. PWA consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other factors relevant to the management of their portfolios. Clients are advised to promptly notify PWA if there are changes in their financial situation or if they wish to place any

limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if PWA determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the firm's management efforts.

### **Use of Independent Managers**

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As mentioned above, PWA may select or recommend certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager are set forth in a separate written agreement between the designated Independent Manager and either PWA or the client. In addition to this brochure, clients also receive the written disclosure documents of the designated Independent Managers engaged to manage their assets. PWA does not receive compensation from any such Independent Managers.

PWA evaluates various information about the Independent Managers it chooses to manage client portfolios. The Firm generally reviews a variety of different resources, which may include the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves, and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposures. PWA also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other related factors.

PWA continues to provide services relative to the discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers by reviewing the summary account statements and trade confirmations produced by the Financial Institutions, as well as other performance information furnished by the Independent Managers and/or other third-party providers. PWA seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

### **Performance-Based Fees and Side-By-Side Management**

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PWA does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

### **Methods of Analysis**

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PWA utilizes a combination of fundamental and technical methods of analysis and further analyzes investments using an asset allocation strategy based on Modern Portfolio Theory ("MPT").



Fundamental analysis involves an evaluation of the fundamental financial condition and competitive position of a particular fund or issuer. For PWA, this process typically involves an analysis of an issuer's management team, investment strategies, style drift, past performance, reputation and financial strength in relation to the asset class concentrations and risk exposures of the Firm's model asset allocations. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, evolving market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific issuer information in determining the recommendations made to clients. Technical analysis may involve the use of mathematical based indicators and charts, such as moving averages and price correlations, to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. A substantial risk in relying upon technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that PWA will be able to accurately predict such a reoccurrence.

MPT is a mathematical based investment discipline that seeks to quantify expected portfolio returns in relation to corresponding portfolio risk. The basic premise of MPT is that the risk of a particular holding is to be assessed by comparing its price variations against those of the market portfolio. However, MPT disregards certain investment considerations and is based on a series of assumptions that may not necessarily reflect actual market conditions. As such, the factors for which MPT does not account (e.g., tax implications, regulatory constraints and brokerage costs) may negate the upside or add to the actual risk of a particular allocation. Nonetheless, PWA's investment process is structured in such a way to integrate those assumptions and real life considerations for which MPT analytics do not account.

### **Investment Strategies**

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Based on its methods of analysis outlined above, the Firm customizes investment recommendations to each client's specific situation and constructs custom allocation portfolios that seek to achieve the specific return and risk goals of each client. To achieve this, PWA combines multiple asset classes in varying proportions to create a diversified portfolio intended to achieve a desired rate of return with the least possible amount of risk for that level of return.

The Firm's investment management strategy strikes a delicate balance among three primary ingredients: the science of managing risk and return (i.e., Modern Portfolio Theory), the art associated with experience and insight, and the reality of managing emotions such as greed and fear. Nowhere is this balance more evident than in the process of designing and executing an investment strategy—whether it is in the steps taken to create an asset allocation, the process for selecting investments, or the considerations for tax-efficient and cost-effective rebalancing.

PWA combines passive management with active strategies. Passive strategies offer the opportunity to deliver exposure to the capital markets at a low cost. Active strategies offer the potential to tap into

flexible Independent Managers with the goal of achieving higher returns than those generally experienced with a passive representation in the markets. By utilizing extensive qualitative and quantitative research, PWA attempts to identify state-of-the-art asset allocation ideas and talented active managers. The Firm then constructs diversified portfolios specifically geared towards each client's goals.

PWA seeks to strike that balance for its clients by utilizing a core/satellite investment strategy that combines index and active investments. At its essence, the core/satellite investment strategy combines aspects of traditional and passive (e.g. core) investment management with active and tactical (e.g. satellite) investment management. Unlike traditional core/satellite strategies which rely exclusively on actively managed products as both the core and satellite, PWA's investment strategy combines index and active investments across asset classes, seeking to create a balance between a strong foundation based on diversified asset allocation and opportunities for risk-controlled, enhanced performance.

### **Risks of Loss**

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#### *General Risk of Loss*

Investing in securities involves the risk of loss. Clients should be prepared to bear potential losses.

#### *Market Risks*

The profitability of a significant portion of PWA's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that PWA will be able to predict those price movements accurately.

#### *Mutual Funds and Exchange-Traded Funds (ETFs)*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

### *Use of Independent Managers*

PWA may recommend the use of Independent Managers. In these situations, PWA continues to do ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, PWA generally does not have the ability to monitor or supervise the Independent Managers on a daily basis.

### **Voting Client Securities**

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PWA is required to disclose if it accepts authority to vote client securities. PWA does not vote client securities on behalf of its clients. Clients receive proxies directly from the Financial Institutions.

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

In this Item, PWA is required to describe the type and frequency of the information it communicates to the Independent Managers managing its clients' investment portfolios.

Clients participating in the Program generally grant PWA the authority to discuss certain non-public information with the Independent Managers engaged to manage their accounts. Depending upon the specific arrangement, the Firm may be authorized to disclose various personal information including, without limitation: names, phone numbers, addresses, social security numbers, tax identification numbers and account numbers. PWA may also share certain information related to its clients' financial positions and investment objectives in an effort to ensure that the Independent Managers' investment decisions remain aligned with its clients' best interests. This information is communicated on an initial and ongoing basis, or as otherwise necessary to the management of its clients' portfolios.

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

In this Item, PWA is required to describe any restrictions on clients' ability to contact and consult with the portfolio managers managing their investment portfolios. Clients can generally contact the Independent Managers managing their portfolios through PWA by providing the Firm with a written request and

identification of the questions or issues to be discussed with the Independent Managers. After receiving the client's written request, PWA, at its sole discretion, may contact the Independent Managers for the client or arrange for the Independent Managers and the client to communicate directly.

### Item 9. Additional Information

#### **Disciplinary Information**

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PWA has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management.

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

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##### *Registered Representatives of a Broker-Dealer*

Certain of PWA's Supervised Persons are registered representatives of First Allied Securities, Inc. ("First Allied Securities"), an unaffiliated SEC-registered broker-dealer and member of FINRA, and may provide clients with securities brokerage services under a separate commission-based arrangement. A conflict of interest exists to the extent that the Firm recommends the purchase of a security and its Supervised Persons receive a portion of the commissions paid to First Allied Securities. PWA has procedures in place to ensure that all recommendations are made in the best interests of clients regardless of any additional compensation earned.

##### *Affiliation with Other Investment Adviser*

Certain of PWA's Supervised Persons, in their individual capacities, are also investment adviser representatives with First Allied Advisory Services, Inc. PWA's Supervised Persons generally do not provide services in this capacity to PWA's advisory clients.

##### *Receipt of Insurance Commission*

Certain of PWA's Supervised Persons, in their individual capacities, are also licensed insurance agents. When appropriate, these Supervised Persons, in their individual capacities, may recommend the purchase of certain insurance products to advisory clients on a fully-disclosed commission basis. A conflict of interest exists to the extent that PWA recommends the purchase of insurance products where its Supervised Persons receive insurance commissions or other additional compensation. As a result PWA has procedures in place to ensure that any recommendations made by such Supervised Persons are in the best interest of its clients.

## Code of Ethics

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PWA and persons associated with PWA ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with the Firm's policies and procedures.

PWA has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("Code of Ethics"). PWA's Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Firm or any of its associated persons. The Code of Ethics also requires that certain of PWA's personnel (called "Access Persons") report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Access Person may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Person) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Access Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by Access Persons to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated above.

Clients and prospective clients may contact PWA to request a copy of its Code of Ethics.

## Account Reviews

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For those clients to whom PWA provides investment management services, PWA monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by one of PWA's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with PWA and to keep PWA informed of any changes thereto. PWA contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. On a quarterly basis or as otherwise requested, clients may also receive written or electronic reports from PWA and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with those they receive from PWA or an outside service provider.

### **Client Referrals**

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PWA does not compensate any unaffiliated third-party for referring clients to the Program.

### **Receipt of Economic Benefit**

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PWA participates in the institutional advisor program offered by Schwab. Schwab offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions.

PWA may receive from Schwab, without cost to PWA, computer software and related systems support, which allow PWA to better monitor client accounts maintained at Schwab. PWA may receive the software and related support without cost because PWA renders investment management services to clients that maintain assets at Schwab. The software and support is not provided in connection with securities transactions of clients (i.e. not "soft dollars"). The software and related systems support may benefit PWA, but not its clients directly. In fulfilling its duties to its clients, PWA endeavors at all times to put the interests of its clients first. Clients should be aware, however, that PWA's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence PWA's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, PWA may receive the following benefits from Schwab through its Schwab Institutional division: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services the Schwab Institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

### **Financial Information**

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PWA is not required to disclose any financial information pursuant to this Item due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;

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- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.



Prepared by:

