

Item 1 – Cover Page

## **Form ADV Part 2A**

**Reiner Moss Private Access, LLC**  
**200 Sandy Springs Place**  
**Suite 1000**  
**Atlanta, GA 30328**  
**P: 404-531-0018**  
**[www.YourWealth.com](http://www.YourWealth.com)**

**April 2017**

**This brochure provides information about the qualifications and business practices of Reiner Moss Private Access, LLC. If you have any questions about the contents of this Brochure, please contact us at (404) 531-0018 and/or [Holly@YourWealth.com](mailto:Holly@YourWealth.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 Reiner Moss Private Access, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Any references to Reiner Moss Private Access, LLC as a registered investment adviser or its related persons as registered advisory representatives does not imply a certain level of skill or training.**

## Item 2 - Material Changes

This is the initial brochure dated April 2017.

\*\*\*\*\*

At least annually, this section will discuss only specific material changes that are made to the Brochure and provide you with a summary of such changes.

Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our fiscal year, which is December 31st. We may further provide other ongoing disclosure information about material changes as necessary.

Additionally, we will further provide you with a new brochure as necessary based on change or new information, at any time, without charge.

Our brochure may be requested free of charge by contacting Holly Evans Mallory at (404) 531-0018 and/or [Holly@YourWealth.com](mailto:Holly@YourWealth.com). Additional information about Reiner Moss Private Access, LLC is also available via the SEC's website [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The website also provides information about any persons affiliated with Reiner Moss Private Access, LLC who are registered, or are required to be registered, as investment adviser representatives of Reiner Moss Private Access, LLC.

Item 3 - **TABLE OF CONTENTS**

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

#### **Item 4 - Advisory Business**

Reiner Moss Private Access, LLC (hereinafter referred to as “Private Access”) was created in November 2016. The principal owners of Private Access (i.e. own 25% or more) are: MAM, LLC (owned equally by Mitchell Reiner and Matthew Reiner) and Wesley Moss.

Private Access acts as an adviser to accredited investors to have access to private placements and alternative investments where Private Access sources an assortment of private investment opportunities and then will conduct high-level due diligence. Private Access seeks private placements and conducts due diligence on the private placements. Those private placements that pass the due diligence process may be made available to high net worth clients who meet the accredited investor definition as defined in Rule 501 of Regulation D of the Securities Act of 1933.

We will review a client’s financial situation and investment portfolio and present those private placement offerings that are suitable for the client. Private Access reserves the ability to place limitations on the amount and number of private placements in which a client may invest. The purpose of such limitations is to help ensure a client’s portfolio does not become over concentrated in a type of security and inhibit the liquidity needs of the client. The client will ultimately determine whether to invest in any recommended security, and if so, will make the investment directly with the issuer; Private Access will not manage client assets on a discretionary basis.

It is important clients refer to Item 8 - Methods of Analysis, Investment Strategies, and Risk of Loss below for important information about the risks associated with private placements.

Investment recommendations and advice offered by Private Access are not legal advice or accounting advice. You should coordinate and discuss the impact of financial advice with your attorney and/or accountant. You are advised that it is necessary to inform Private Access promptly with respect to any changes in your financial situation and investment goals and objectives, including your investment portfolio and risk tolerance. Failure to notify Private Access of any such changes could result in investment recommendations not meeting your needs.

**Private Access will deliver required disclosures, Private Access client reports, newsletters, and other communications electronically and/or by email, unless the client opts out and requests Private Access to deliver all communications, reports, and required disclosures in hard copy. Delivery will then be executed by the U.S. postal system. The Private Access Investment Advisory Services Agreement or other notification obtains the client’s authorization and agreement for electronic delivery. The client may revoke electronic delivery authorization at any time upon request to Private Access.**

#### **Item 5 - Fees and Compensation**

Fees are negotiable and are not based on a share of capital gains upon or capital appreciation of the funds or any portion of the funds.

Private Access charges an annual maximum fee of \$5,000 for access to due diligence and advice about various private placement and alternative investments reviewed by Private Access. Fees are negotiable and a client's fee will be quoted to them upon execution of the Private Access Investment Advisory Services Agreement. Fees will be based on the client's level of interest in various private placement and alternative investments and the amount of consultation and services anticipated.

Fees are due in full upon execution of the Private Access Investment Advisory Services Agreement. As previously stated, the fee covers the advice, due diligence, and analysis of a client's financial situation and due diligence and analysis of the private placement and alternative investments. The fee is not contingent on a client investing or the amount of investment into any product. The fee and agreement will renew each year unless terminated by either the client or Private Access, consistent with the terms of the Investment Advisory Services Agreement.

In addition to the advisory fees above, you will pay fees, costs, commissions, and/or expenses for the private placement as disclosed in the offering memorandum. Private Access does not share in any fees assessed by the private placements or other third parties involved in the transaction. Private Access's only compensation is as disclosed above.

#### Termination Provisions

You may terminate investment advisory services obtained from Private Access, without penalty, upon notice within five (5) business days after entering into the advisory services agreement with Private Access. Thereafter, you may terminate investment advisory services upon delivery of your written notice to terminate to Private Access. Should termination occur prior to any consultation or Private Access providing or sharing information, a full refund of fees will be issued to the client. In the event termination occurs after a consultation but before Client has made any investment, fees due to RMPA shall be computed as the greater of \$2,500 or on an hourly basis for time expended in service to Client, billed at \$500 per hour, plus any expenses incurred by RMPA for its services to Client, but the fee due RMPA shall not exceed the total annual fee set forth in the Investment Advisory Services Agreement with Client.

### **Item 6 - Performance-Based Fees and Side-By-Side Management**

This section is not applicable to Private Access since Private Access does not charge performance based fees.

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

Private Access's services are offered to high net worth individuals (i.e. clients with a net worth of \$2,000,000 or more) and trusts, estates and charitable organizations, and corporations or other business entities that meet the accredited investor definition.

An accredited investor includes anyone who:

- earned income that exceeded \$200,000 (or \$300,000 together with a spouse) in each of the prior two years, and reasonably expects the same for the current year, OR

- has a net worth over \$1 million, either alone or together with a spouse (excluding the value of the person's primary residence).

On the income test, the person must satisfy the thresholds for the three years consistently either alone or with a spouse, and cannot, for example, satisfy one year based on individual income and the next two years based on joint income with a spouse. The only exception is if a person is married within this period, in which case the person may satisfy the threshold on the basis of joint income for the years during which the person was married and on the basis of individual income for the other years.

In addition, entities such as banks, partnerships, corporations, nonprofits and trusts may be accredited investors. Of the entities that would be considered accredited investors and depending on your circumstances, the following may be relevant:

- any trust, with total assets in excess of \$5 million, not formed to specifically purchase the subject securities, whose purchase is directed by a sophisticated person, or
- any entity in which all of the equity owners are accredited investors.

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

As stated in Item 4, Private Access conducts due diligence on private placements. Due diligence does not guarantee investment success and does not imply Private Access endorses or guarantees any investment. The due diligence process involves a review of business activity, financial statements made available by the product sponsor, review of certain other publicly available information, if any, and review of the operations.

Because of the risk involved in private offerings, Private Access generally recommends clients limit investment into private offerings using the following guidelines. However, certain clients should limit their private investments to a smaller percentage of their investable assets than those listed below depending on their specific circumstances. Further, depending on the net worth and liquidity of the client's portfolio, and their risk tolerance, a client may be able to bear a higher allocation to private offerings than the guideline set forth below.

- Generally, Private Access will recommend that a client not invest more than 15% to 20% of their investable assets in private offerings, and
- Generally, Private Access will recommend that a client invest no more than 15% of a client's investable assets in a single offering.

### Security Type Risks:

The business of investing in securities is highly competitive and the identification of attractive investment opportunities is difficult and involves a high degree of uncertainty.

Private placement investments generally involve various risk factors, including, but not limited to the following. A more in-depth discussion of risks that must be considered is set forth in each investment's offering documents, which will be provided to each client for review and consideration prior to investing.

- Potential for complete loss of principal, meaning that you may lose your entire investment

- Liquidity constraints
- Lack of transparency
- Difficulty obtaining price evaluation
- Limited or no secondary market
- Long term investment commitment
- Inconsistent dividend and distributions
- High internal and operating costs
- Inability to obtain business evaluations and comparisons
- Limited or lack of communications from the private placement issuer or others with respect to business operations

Unlike liquid investments that a client may maintain, private placement investments do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the offering, and acknowledges and accepts the various risk factors that are associated with such an investment.

Investing in alternative and private placement investments involves unique and serious risks an investor must be prepared to bear. It is crucial an investor read the offering memorandum prior to investing for full disclosure of qualification requirements and risks including:

- Operational, economic, market cycles and trends, investment, tax
- Risk of hedge funds, derivatives, and other investment vehicles
- Trading risks such as short selling, performance based fees, limited operating and investment experience, consulting fees, interest and lending fees
- Use of leverage
- Illiquidity or limited liquidity
- Non-existence of or minimal secondary market
- Valuation complexities
- High degree of risk and potential loss of principal
- Tax liability and risks with changes to tax code
- Limited operating and/or investment experience
- Regulatory risks and/or lack of regulation and oversight of the business activity and management.

Typically, private placements are not subject to some of the laws and regulations that protect investors. Private placement memoranda typically are not reviewed by any regulator and may not present the investment and related risks in a balanced light. Private placements are not registered with a regulatory authority.

Private Access does not represent, warrant or imply that the services or methods of analysis used by Private Access can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to major market corrections or crashes. Past performance is no indication of future performance. No guarantees can be offered that your goals or objectives will be achieved.

Further, no promises or assumptions can be made that the advisory services offered by Private Access will provide a better return than other investment strategies.

You are advised investing in securities involves risk of loss, including the potential loss of principal. Therefore, your participation in any of the advisory services offered by Private Access will require you to be prepared to bear the risk of loss and fluctuating performance for any investments you make.

### **Item 9 - Disciplinary Information**

There is no reportable disciplinary information required for Private Access or its management persons that is material to your evaluation of Private Access, its business, or its management persons.

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

The principal owners and members of Private Access are registered under affiliated investment advisers, Capital Investment Advisors, LLC and Wela Strategies, LLC, registered investment advisers registered with the Securities and Exchange Commission. Additionally, the principal owners and members of Private Access are owners of Capital Investment Advisors, LLC and Wela Strategies, LLC. Therefore, Capital Investment Advisors, LLC, Wela Strategies, LLC, and Private Access are under common ownership. Capital Investment Advisors, LLC and Wela Strategies, LLC offer asset management services to their clients. Capital Investment Advisors, LLC and Wela Strategies, LLC offer no services to Private Access, are not involved with the business of Private Access, and do not share in any revenue generated by Private Access.

Capital Accounting & Tax, LLC is a sister company to Private Access owned by Michael Reiner, Wes Moss, Mitch Reiner, and Matt Reiner. It offers accounting and tax services. The accounting business is not a principal business. You are under no obligation to participate in accounting services.

Additional services are offered under the above referenced entities for a fee. Clients of Private Access are under no obligation to participate in additional advisory services or tax or accounting services through those entities. However, if a client engages any of the aforementioned entities for asset management, pension consulting, or accounting or tax preparation services, compensation will be earned by those entities. Conflicts of interest with the services offered by Capital Investment Advisors, LLC and Wela Strategies, LLC are disclosed in each entity's Form ADV Part 2A.

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

Private Access and its associated persons may buy or sell securities identical to those securities recommended to you. Therefore, Private Access and/or its associated persons may have an interest or position in certain securities that are also recommended to you. Private Access and its associated persons will not put their interests before your interest.



Private Access is required to maintain a list of all securities holdings for its associated persons and has developed procedures to supervise the trading activities of associated persons who have knowledge of your transactions and their related family accounts at least quarterly. Further, associated persons are prohibited from trading on non-public information or sharing such information.

Private Access and its associated persons are required to conduct their securities and investment advisory business in accordance with all applicable Federal and State securities regulations.

### **Code Of Ethics**

Private Access has a fiduciary duty to you to act in your best interest and always place your interests first and foremost. Private Access takes seriously its compliance and regulatory obligations and requires all staff to comply with such rules and regulations as well as Private Access's policies and procedures. Further, Private Access strives to handle your non-public information in such a way to protect information from falling into hands that have no business reason to know such information and provides you with Private Access's Privacy Policy. As such, Private Access maintains a code of ethics for its Advisory Representatives, supervised persons and staff. The Code of Ethics contains provisions for standards of business conduct in order to comply with federal securities laws, personal securities reporting requirements, pre-approval procedures for certain transactions, code violations reporting requirements, and safeguarding of material non-public information about your transactions. Further, Private Access's Code of Ethics establishes Private Access's expectation for business conduct. A copy of our Code of Ethics will be provided to you upon request.

### **Item 12 - Brokerage Practices**

Private Access has no relationship with a custodian or broker/dealer.

However, its affiliated companies, Capital Investment Advisors, LLC and Wela Strategies, LLC, have entered into a relationship with:

- Schwab Advisor Services division of Charles Schwab & Co., Inc. ("Schwab");
- National Financial Services, LLC and Fidelity Brokerage Services, LLC (together referred to as "Fidelity") to participate in the Fidelity Institutional Wealth Services ("FIBS") platform;
- TD Ameritrade Institutional.
- Pershing Advisor Solutions ("Pershing"), an affiliate of Pershing, LLC

Units or holdings in private placements typically generally cannot be held in a brokerage account with your other securities holdings. Units or holdings in a private placement is maintained with the private placement and often reported on by the private placement. **As outlined under Item 8 above, private placements and alternative investments often have no liquidity provisions and a secondary market in which to sell your investment may not exist whatsoever.** Because private placements are not regulated, they are not subject to reporting requirements. Please refer to the offering memorandum for guidance on reporting, if any.

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

You will be invited to participate in at least an annual review. Private Access will not provide any reporting or auditing of reports sent to you by any private placement in which you choose to invest.

RMPA undertakes no obligation to continue to perform due diligence on any issuer or private offering after an investment is made by Client in such offering and/or issuer, inasmuch as RMPA cannot guarantee that it will be afforded the ability to obtain current and accurate information on the investment and/or issuer following investment.

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

Private Access does not receive any economic benefit from any private placement in which due diligence is conducted and offerings are made available to you through Private Access.

Private Access does not compensate any person or entity for client referrals.

#### **Item 15 - Custody**

Private Access does not take custody of funds or securities.

#### **Item 16 - Investment Discretion**

Private Access does not take discretionary authority over your investment or additional investment into any private placement. The decision to invest is solely your decision. Investing into any private placement requires your completion of an investment application direct with the private placement issuer or sponsor. Additionally, you will receive an offering memorandum. It is important you read the offering memorandum prior to investing.

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

Private Access does not vote your securities. Unless you suppress proxies, securities proxies will be sent directly to you by the account custodian or transfer agent. You may contact Private Access about questions you may have and opinions on how to vote the proxies. However, the voting and how you vote the proxies is solely your decision.

#### **Item 18 - Financial Information**

Private Access will not require you to prepay any fee in advance of receiving the service and therefore has no disclosure regarding this item.