



Vistica Wealth Advisors, LLC
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This Form ADV Part 2A Brochure (“brochure”) provides information about the qualifications and business practices of Vistica Wealth Advisors, LLC. If you have any questions about the contents of this brochure please contact us at (760) 854-4003 or by e-mail to jeff@visticawa.com. Vistica Wealth Advisors, LLC is a registered investment advisor. Registration of an investment adviser does not imply any level of skill or training. 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 Vistica Wealth Advisors, LLC is available on the SEC’s website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Vistica Wealth Advisors, LLC is 147297.

Item 2 – Material Changes

Since our last annual update dated March 14, 2022, we have made the following material changes to this brochure:

- Item 8 has been updated to contain disclosures regarding the manner in which we construct environmental, social, and governance (“ESG”) conscious portfolios for our clients and a discussion of the specific risks related to ESG portfolios.
- Item 12 has been updated with information about our offering of Flourish Cash, a cash management aggregator system.

It is our goal that this brochure accurately represents our business practices, services, and fees. We encourage you to review this document and contact us with any questions.

We will update this brochure and disclose in this Item 2 the occurrence of any material changes with respect to our business in accordance with applicable law. All current clients will receive a Summary of Material Changes to this and subsequent brochures within 120 days of the close of our fiscal year and certain additional updates regarding changes with respect to our firm and our business practices as they may occur. Updated information concerning these changes and copies of our updated brochure will be provided to you free of charge. A Summary of Material Changes is also included within our brochure found on the SEC’s website at www.adviserinfo.sec.gov. You can obtain additional information about our firm by searching for us on the foregoing website by our firm name or by our unique IARD/CRD number (147297).

Currently, our brochure may be requested by contacting Jeff Vistica, Managing Principal and Chief Compliance Officer, at (760) 854-4003 or by e-mail to jeff@visticawa.com.

VISTICA WEALTH ADVISORS, LLC
Part 2A of Form ADV – Firm Brochure

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Item 4 – Advisory Business

- A** Vistica Wealth Advisors, LLC (“Vistica Wealth,” “we,” “our,” “us,” and/or “firm”) is a California limited liability company registered as an investment advisor with the SEC. Our principal place of business is located in Carlsbad, California. The principal owner of Vistica Wealth is the Jeffrey and Lily Vistica Trust. Jeffrey “Jeff” Vistica serves as the Managing Principal and Chief Compliance Officer of our firm.
- B** We offer a wide range of investment advisory services to our clients (“you,” “your,” and “client”). A description of each of our advisory services is set forth below.

Investment Management Services:

When you engage us for these services we will provide you with a broadly diversified portfolio that is customized to your unique investment objectives and needs. In designing your portfolio, we focus on achieving optimal asset allocation and providing structured and ongoing portfolio management and supervision to the accounts you designate. Within each asset class, we primarily recommend investments in an assortment of index funds and other “passive” products.

Vistica Wealth will work with you to determine your investment objectives and investor risk profile and will prepare a written investment policy statement (“IPS”) which will guide our ongoing management of your account. As part of this process, we will use investment and portfolio allocation software to evaluate alternative portfolio designs which align with your unique investment profile. We will also evaluate your existing investments in view of your IPS and work with you to develop a plan to transition from your existing portfolio holdings to the desired portfolio of investments. Vistica Wealth will then continuously monitor your investments and overall asset allocation strategy and hold review meetings with you periodically throughout our relationship as necessary and appropriate.

Vistica Wealth will manage your portfolio on a discretionary basis according to your IPS. This means that you will be required to authorize our firm and our investment advisor representatives to implement our investment recommendations directly within your account without obtaining your specific consent prior to each transaction.

We will typically create a portfolio of no-load mutual funds and may implement the desired investment strategy through the use of certain model portfolios which align with your IPS. We will allocate your assets among various investments, taking into consideration the overall management style you have selected for your account. Vistica Wealth primarily recommends securities portfolios consisting of passively managed asset class and indexed mutual funds, such as the mutual funds sponsored by Dimensional Fund Advisors (“DFA”). DFA sponsored mutual funds follow a passive asset class investment philosophy with low holdings turnover. Consequently, the DFA fund fees are generally lower than fees and expenses charged by other types of funds.

Vistica Wealth may also recommend public real estate investment trusts (“REITs”) and commodities index funds where the client desires to include real estate and/or commodities in their asset allocation strategy. We also offer investment portfolios which take into consideration certain environmental, social, and governance (“ESG”) factors in their construction.

Client portfolios may also include some individual equity securities in situations where disposition of these securities would present an overriding tax implication or the client has specifically requested that they be retained for a particular reason. These situations will be specifically identified in the client’s IPS.

Vistica Wealth may also recommend fixed income portfolios to investment management clients consisting of managed accounts of individual bonds. Vistica Wealth will request discretionary authority from you to manage fixed income portfolios, including the discretion to retain a third-party fixed income manager to handle related trading functions. Vistica Wealth will prepare a Fixed Income IPS for any client qualifying for separate fixed income portfolio services.

Pursuant to its discretionary authority, Vistica Wealth will retain a fixed income securities manager. The fixed income securities manager will be provided with the discretionary authority to invest client assets in fixed income securities consistent with the client’s Fixed Income IPS. The manager will also monitor the account for changes in credit ratings, security call provisions, and tax loss harvesting opportunities (to the extent that the manager is provided with cost basis information). The manager will obtain our consent prior to the sale of any client securities.

On an ongoing basis, Vistica Wealth will answer any inquiries you may have regarding the status of your investments and monitor the performance of your accounts. Vistica Wealth will periodically, but at least annually, review your investment policy and risk profile and initiate a discussion with you regarding the re-balancing of your accounts to the extent appropriate. Where a third-party manager is retained, Vistica Wealth will act as a co-advisor, providing the underlying third-party manager with any updated client financial information or account restrictions necessary for the manager to provide sub-advisory services to your account and monitoring the performance of third-party managed portfolio.

In addition to managing your investment portfolio, at your request, we may consult with you and provide you with financial planning services related to various financial topics, including, without limitation, income and estate tax planning, business sale structures, college financial planning, retirement planning, insurance analysis, personal cash flow analysis, and establishment and design of retirement plans and trust designs.

Employee Benefit Plan Services:

Vistica Wealth also provides advisory services to participant-directed employee retirement benefit plans. Vistica Wealth will analyze the plan's current investment platform and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. Vistica Wealth will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles.

Vistica Wealth will recommend changes in the plan's investment vehicles as may be appropriate from time to time. Vistica Wealth generally will review the plan's investment vehicles and investment policy as necessary. The client makes all ultimate investment decisions with respect to our investment recommendations and is responsible for investment implementation.

For certain retirement plans, Vistica Wealth also works in coordination and support with Buckingham Strategic Partners, LLC ("BSP"), formally known as BAM Advisor Services, LLC. Retirement plan clients will engage both Vistica Wealth and BSP. BSP will provide the client additional discretionary investment management services and will exercise discretionary authority to select the investments made available to plan participants and maintain the plans' investments according to the goals and investment objectives of the plan.

Vistica Wealth will continue to work with plans to monitor plan investments, provide fiduciary plan advice including regular considerations of the goals and objectives of the plan, and provide participant education services to the plan.

Financial Planning Services:

Vistica Wealth also provides advice in the form of financial planning services. Clients will receive a written financial plan which includes a set of financial recommendations designed to assist the client in achieving their stated financial goals and objectives. Various types of additional reports or financial analysis may be provided to the client as part of these services. The types of reports provided to clients will vary depending upon the nature of the services requested.

In general, the financial analysis or report will address one or more of the following financial topics:

- **PERSONAL:** Management of family records, budgeting, personal liability, net worth tracking, estate information, and financial goals.
- **PROFESSIONAL PRACTICES:** Managing cash flow expectations, debt structuring, transition planning and office space lease vs. buy decisions.
- **EDUCATION:** 529 plans and planning to meet ongoing educational needs of dependents

- **SPECIAL NEEDS:** Determining an estimate of lifetime support, document circles of support and letter(s) of intent to protect the financial and life management needs of family members with special needs.
- **TAX & CASH FLOW:** Income tax, spending analysis and debt/credit planning.
- **DEATH & DISABILITY:** Projection of anticipated cash needs at death, disability, and long-term care expenses.
- **RETIREMENT:** Analysis of strategies and scenarios to help the client meet his or her retirement planning objectives.
- **INVESTMENTS:** Analysis of investment strategies and their impact on a portfolio.

Vistica Wealth gathers required information through in-depth personal interviews. Information gathered includes the client's current financial status, future goals, and attitudes towards risk. Related documents supplied by the client are carefully reviewed and various types of written reports may be prepared by Vistica Wealth. Should a client choose to implement the recommendations in the report(s), we suggest the client work closely with his/her independent attorney, accountant, and/or insurance agent.

The client always makes the ultimate investment decision. Where we are not engaged for investment management services, the implementation of our financial planning and consulting recommendations and the monitoring of investment is the responsibility of the client. Clients are never required to engage us for these additional services.

- C** We construct portfolios to match with each client's unique risk tolerance, financial objectives, and investment needs. We believe that our use of low-fee, tax-efficient funds better enables our clients to meet their financial goals. Once an individual client's investment policy is established, we are disciplined about rebalancing the investments.
- D** We do not participate in any wrap-fee programs.
- E** We manage \$124,982,908 of client assets on a discretionary basis and \$0 of client assets, on a non-discretionary basis. These amounts were calculated as of December 31, 2021.

Item 5 – Fees and Compensation

- A** Fees for Investment Management Services:
In consideration for our investment management services, clients pay us an annual asset-based fee which is calculated as a percentage of the market value of the assets placed under our management. The fee will be equal to the agreed upon rate per annum, billed quarterly in arrears on a pro rata basis, in accordance with the below fee schedule.

[CONTINUED ON THE FOLLOWING PAGE]

INVESTMENT MANAGEMENT FEE SCHEDULE

Assets Under Management	Annual Fee	Charged Quarterly
On the first \$750,000	1.00%	0.2500%
On the next \$750,000	0.85%	0.2125%
On the next \$1,000,000	0.70%	0.1750%
On the next \$1,000,000	0.55%	0.1375%
On the next \$2,000,000	0.40%	0.1000%
On all amounts thereafter	0.25%	0.0625%

All accounts for members of the client’s family (husband, wife, and dependent children) or related businesses may be assessed fees based on the total balance of all related family accounts. We reserve the right to amend our advisory fees but only upon 30-days prior written notice to each client. The costs of financial planning services requested by investment management clients are generally covered within the foregoing asset-based fees, however, we reserve the right to charge additional hourly fees where the client presents more complex financial planning needs. These additional hourly fees are described below under “Fees for Financial Planning Services.”

For purposes of determining the market value of your account, securities, mutual funds, and other instruments traded on a market for which actual transaction prices are publicly reported shall be valued at the last reported sale price on the principal market in which they are traded. The market value will be construed to equal the sum of the values of all assets in your account, adjusted by any margin debit. Fees for partial billing periods at the commencement or termination of an investment management agreement (“IMA”) will be billed or refunded on a pro rata basis contingent on the number of days the account was open during the quarter. Quarterly fee adjustments for additional assets received into the account during a quarter or for partial withdrawals will also be provided to clients on the above pro rata basis.

In connection with our delivery of investment management services to clients, we have contracted with BSP for services that include trade processing, collection of advisory fees, record maintenance, report preparation, marketing assistance, and research. Vistica Wealth has also contracted with BSP for sub-advisory services with respect to clients’ fixed income accounts. Vistica Wealth pays a fee for BSP services based on management fees paid to Vistica Wealth on accounts which use BSP’s services. The fee paid by Vistica Wealth to BSP consists of a portion of the fee paid by clients to Vistica Wealth and varies based on the total client assets participating in BSP through Vistica Wealth. These fees are not separately charged to advisory clients. The specific manner in which fees are charged by Vistica Wealth is established in a client’s written agreement with our firm.

Fees for Employee Benefit Plan Services:

In consideration for our employee benefit plan services, clients pay an annual asset-based fee which is calculated as a percentage of the market value of the assets on which we advise. The fee (including any fees charged by BSP, where applicable) will be equal to the agreed upon rate per annum, billed quarterly in arrears on a pro rata basis, in accordance with the below fee schedule.

RETIREMENT PLAN FEE SCHEDULE

Assets Under Management	Vistica 3(21) Advisory Fee	BSP 3(38) Investment Management Fee	Total Fee
On the first \$1,000,000	0.70%	0.20%	0.90%
On the next \$4,000,000	0.45%	0.15%	0.60%
On the next \$5,000,000	0.25%	0.08%	0.33%
On amounts over \$10 million	0.15%	0.05%	0.20%

These fees are calculated and charged in the same manner as set out above with respect to our investment management services.

Fees for Financial Planning Services:

Stand-alone financial planning fees are typically calculated and charged on a flat fee basis ranging from \$3,500 to \$10,000 per engagement, but may be higher or lower depending on complexity of the engagement and the specific arrangement reached with the client. Up to 100% of the agreed upon fixed fee for these services may be due and payable to us upon your signing of a financial planning agreement with our firm. Any earned by unpaid fixed fees are due in full upon our delivery to the client of our written financial planning recommendations. Planning fees may be adjusted, negotiated, and quoted in advance for unique or complex situations.

Under certain circumstances, clients may wish to engage us for special personal or business financial consulting projects. The fee for such services will be agreed upon on a fixed fee basis or at our hourly rate. Our typical hourly rate is \$325, but may be higher in some situations based the complexity of the engagement and other factors.

B Billing Process:

Vistica Wealth will typically directly deduct its investment management fees directly from the client's account held at the independent custodian. Clients may provide written limited authorization to Vistica Wealth and/or its designated service provider, BSP, to withdraw advisory fees from the account. Clients are advised that payment of investment

management fees by direct fee deduction may result in the liquidation of the client's securities if there is insufficient cash in the account to pay our fees when due.

Vistica Wealth will send you an invoice showing the amount of its investment management fees, the value of your assets on which the fee was based, and the specific manner in which the fee was calculated. You bear the responsibility for verifying the accuracy of our fee calculations. The custodian of your assets will separately send an account statement to you at least quarterly, reflecting all holdings and transactions in your account for the period, including the amount of any investment management fees paid to our firm. Clients are encouraged to review the account statements provided by the custodian carefully upon receipt. In limited circumstances, we may agree to traditional billing of our investment management fees. In a traditional billing arrangement, we will send a written invoice to you and payment of our fees is due within three (3) days of the date shown on our invoice. Fees paid by traditional billing are payable to us by check or money order.

Hourly and fixed fees for stand-alone financial planning services are paid to us by check or money order.

C Fees and Costs Not Covered by Our Advisory Fees:

Vistica Wealth's advisory fees are exclusive of customary brokerage commissions, transaction fees, and custodial fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain additional miscellaneous charges imposed by custodians, brokers, third party money managers, and other third parties such as third party money manager advisory fees, custodial charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes charged in connection with the client's brokerage account and securities transactions. In addition, should the client invest in mutual funds and/or exchange traded funds ("ETFs") also separately charge internal management fees which are disclosed in a fund's prospectus. These fees will generally include a management fee and other fund expenses. All fees paid to Vistica Wealth for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. Such charges, fees, and commissions are exclusive of and in addition to Vistica Wealth's fees, and Vistica Wealth shall not receive any portion of these commissions, fees, and costs.

D Our Termination Policies:

You have the right to terminate our advisory relationship without penalty within five (5) business days after entering into written agreement for any of our services. Thereafter, either party may terminate the advisory relationship at any time, for any reason, upon thirty (30) days' written notice to the non-terminating party. Following termination, any prepaid, unearned fees will be promptly refunded to you and any earned but unpaid fees shall become immediately due and payable to our firm. For asset-based fee arrangements, fees will be pro-rated based on the number of days services were provided. For fixed fee engagements, any pro-rated refund or fee due shall be calculated based on our binding good

faith determination of the number of hours expended and/or the value of the services provided through the date of termination.

- E** We are a fee-based investment advisory firm paid on a percentage of client assets managed, fixed fees, and/or hourly fees by our clients. No supervised person associated with us receives or accepts any compensation for the sale of any securities or investment products. We believe this method of compensation minimizes conflicts of interest and best aligns with our fiduciary duty to you.

However, from time-to-time persons associated with our firm who are licensed to sell insurance may earn a commission or fee from the sale of certain insurance products to clients. Vistica Wealth and its associated persons will only sell insurance products to clients where suitable and appropriate and in line with our fiduciary duty to you. Clients are advised that the fees paid to us or our associated persons for investment advisory services are separate and distinct from any commissions or fees earned by the firm or its insurance licensed associated persons for selling insurance products to clients. If requested by a client, we will disclose the amount of commissions expected to be paid.

The receipt of insurance related commissions by any individual associated with our firm presents a conflict of interest. As such, we will only transact insurance related business with clients when fully disclosed, suitable, and appropriate. Clients are informed that they are under no obligation to use any individual associated with our firm for the purchase of insurance products or services. Clients may use any insurance firm or agent they choose for purchase of these products and services.

Rollover Recommendations

As part of our investment advisory services to you, we may recommend that you roll assets from your employer's retirement plan, such as a 401(k), 457, or ERISA 403(b) account (collectively, a "Plan Account"), to an individual retirement account, such as a SIMPLE IRA, SEP IRA, Traditional IRA, or Roth IRA (collectively, an "IRA Account") that we will manage on your behalf. We may also recommend rollovers from IRA Accounts to Plan Accounts, from Plan Accounts to Plan Accounts, and from IRA Accounts to IRA Accounts. When we provide any of the foregoing rollover recommendations we are acting as fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code ("IRC"), as applicable, which are laws governing retirement accounts.

If you elect to roll the assets contained in your tax-advantaged retirement account to an account that is subject to our management, we will charge you an asset-based fee as set forth in the advisory agreement you executed with our firm. This creates a conflict of interest because it creates a financial incentive for our firm to recommend the rollover to you (*i.e.*, receipt of additional fee-based compensation). You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the

rollover, you are under no obligation to have the assets in any rollover account managed by our firm. Due to the foregoing conflict of interest, when we make rollover recommendations, we operate under a special rule that requires us to act in your best interests and not put our interests ahead of yours.

Under this special rule's provisions, we must:

- meet a professional standard of care when making investment recommendations (give prudent advice);
- never put our financial interests ahead of yours when making recommendations (give loyal advice);
- avoid misleading statements about conflicts of interest, fees, and investments;
- follow policies and procedures designed to ensure that we give advice that is in your best interests;
- charge no more than a reasonable fee for our services; and
- give you basic information about conflicts of interest.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of a rollover.

Note that an employee will typically have four options in this situation:

1. leaving the funds in your employer's (former employer's) plan;
2. moving the funds to a new employer's retirement plan;
3. cashing out and taking a taxable distribution from the plan; or
4. rolling the funds into an IRA rollover account.

Each of these options has positives and negatives. Because of that, along with the importance of understanding the differences between these types of accounts, we will provide you with a written explanation of the advantages and disadvantages of both account types and the basis for our belief that the rollover transaction we recommend is in your best interests.

As an alternative to providing you with a rollover recommendation, we may instead take an entirely educational approach in accordance with the U.S. Department of Labor's Interpretive Bulletin 96-1. Under this approach, our role will be limited only to providing you with general educational materials regarding the pros and cons of rollover transactions. We will make no recommendation to you regarding the prospective rollover of your assets and you are advised to speak with your trusted tax and legal advisors with respect to rollover decisions. As part of this educational approach, we may provide you with materials

discussing some or all of the following topics: the general pros and cons of rollover transactions; the benefits of retirement plan participation; the impact of pre-retirement withdrawals on retirement income; the investment options available inside your Plan Account; and high level discussion of general investment concepts (*e.g.*, risk versus return, the benefits of diversification and asset allocation, historical returns of certain asset classes, etc.). We may also provide you with questionnaires and/or interactive investment materials that may provide a means for you to independently determine your future retirement income needs and to assess the impact of different asset allocations on your retirement income. You will make the final rollover decision.

Item 6 – Performance-Based Fees and Side-By-Side Management

We do not charge any performance-based fees for our services, nor do we engage in side-by-side management of accounts.

Item 7 – Types of Clients

We provide investment advice to the following types of clients:

- businesses;
- individuals;
- high net worth individuals;
- pension and profit-sharing plans; and
- trusts, estates or charitable organizations.

Because each client is unique, we encourage involvement in the planning and processes involved in the management of their accounts. Such involvement does not have to be time consuming, however we want our clients to remain informed and have a sense of security about their investments.

Vistica Wealth generally requires a minimum advisory fee of \$7,500 for investment management services and \$5,000 for employee benefit plan services.

Complete fixed income portfolio management of individual fixed income securities generally requires a minimum investment of \$400,000, although individual bonds may be purchased in certain circumstances. Vistica Wealth otherwise does not require a minimum account size.

These minimum account fees may be negotiable under certain circumstances.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

- A** Our services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. Vistica Wealth's investment approach is firmly rooted in the

belief that markets are “efficient” over periods of time and that investors’ long-term returns are determined principally by asset allocation decisions, rather than market timing or stock picking. Vistica Wealth typically recommends diversified portfolios of securities consisting primarily of passively managed asset class mutual funds. We most commonly utilize a selection of broadly-traded open end mutual funds and/or conservative fixed income securities to implement our investment strategies within client accounts. Vistica Wealth may also utilize ETFs to represent particular market sectors, where appropriate.

In support of our investment strategy, we receive research from BSP and from other consultants, including economists affiliated with DFA. Vistica Wealth utilizes DFA mutual funds in client portfolios. DFA mutual funds follow a passive asset class investment philosophy with low holdings turnover. DFA also provides us with historical market analysis, risk/return analysis, and continuing education to Vistica Wealth.

Although all investments involve risk, Vistica Wealth’s investment advice seeks to limit risk through broad diversification among asset classes and, as appropriate for particular clients, direct investment in conservative fixed income securities to represent the fixed income asset class. Vistica Wealth’s investment philosophy is designed for investors who desire a buy and hold strategy. Frequent trading of securities increases brokerage and other transaction costs that Vistica Wealth’s strategy seeks to minimize.

In addition to mutual funds, ETFs, and fixed income securities, clients may hold or retain other types of assets as well, and Vistica Wealth may offer advice regarding those various assets as part of its services. Advice regarding such assets will generally not involve asset management services, but may help to more generally assist the client in the management of their overall financial affairs.

Where the client wishes us to implement a portfolio of investments that takes into consideration ESG factors, the same investment strategy, analyses, and considerations used in creating our typical portfolios are applied, with the addition of positive and negative investment screens. We will recommend the use of ESG conscious passively managed index or index-like funds provided through DFA or other similar index fund providers in building the client’s portfolio of investments. BSP has created Sustainability Portfolios and Socially Responsible portfolios which we may utilize within this subset of client accounts.

Sustainability Portfolios seek to utilize DFA or other index fund providers which screen for holdings of companies that:

- Reduce resource consumption: Sustainable companies are efficient in their use of natural resources — particularly non-renewable resources and energy that contribute to global climate change.

- Reduce emissions of toxins and pollutants: Companies that remit harmful chemicals, break environmental laws, or show wanton disregard for local environments are not performing sustainably.
- Implement proactive environmental management systems and initiatives: Embedding environmental thinking into the business structure maximizes sustainability thinking at every point, rather than only after the fact.
- Help customers achieve sustainability: Thinking beyond the walls of the company to design products that reduce the environmental impacts during product use is a key aspect of sustainability.

Socially Responsible Portfolios seek to utilize DFA or other index fund providers which screen for holdings of companies that do not:

- Earn at least 20% of their total business revenue through the production and/or sale of military weapons and/or weapons of mass destruction.
- Engage in certain for-profit business activities in or with the Republic of Sudan.
- Earn at least 15% of their total business revenue through the production and/or sale of tobacco or alcohol products.
- Earn at least 20% of their total business revenue from gambling activities.
- Manufacture pharmaceuticals, abortive agents, or contraceptives, or are involved in stem cell research or abortions.
- Earn at least 15% of their total business revenue from the rental, sale, distribution or production of pornographic materials or the ownership or operation of adult entertainment establishments.
- Are for-profit health care providers.
- Have had major recent controversies relating to child labor infractions in the U.S. or abroad.

Vistica Wealth will communicate with clients any updates to BSP's ESG portfolios as well as provide ongoing evaluations of the underlying ESG funds selected for the client's account to ensure consistency of each fund's portfolio with the client's investment preferences, ESG concerns, and overall financial goals and objectives.

Vistica Wealth's strategies do not utilize securities that we believe would be classified as having any unusual risks, and we do not recommend frequent trading, which can increase brokerage and other costs and taxes.

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, Vistica Wealth relies on an analysis of the client's financial objectives, current and estimated future resources, and tolerance for risk. To derive a recommended asset allocation, Vistica Wealth may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any other methods used to make projections into the future, there are several risks associated with this method,

which may result in the client not being able to achieve their financial goals. They include the following:

- the risk that expected future cash flows will not match those used in the analysis;
- the risk that future rates of return will fall short of the estimates used in the simulation;
- the risk that inflation will exceed the estimates used in the simulation; and
- for taxable clients, the risk that tax rates will be higher than was assumed in the analysis.

B We will use our best judgment and good faith efforts in rendering services to our clients. However, we cannot warrant or guarantee any particular level of account performance, or that an account will be profitable over time. Not every investment decision or recommendation made by us will be profitable. Clients assume all market risk involved in the investment of their assets and understand that investment decisions and recommendations made for the account are subject to various market, currency, economic, political and business risks.

All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

We utilize mutual funds and ETFs that may include funds invested in domestic and international equities, including REITs, corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization, and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation, and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in Vistica Wealth's investment strategies funds are the U.S. and International small capitalization and small capitalization value funds, emerging markets funds, and commodity futures funds. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds utilized by Vistica Wealth may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity, and price volatility. These risks may be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses managing assets within each applicable sector.

Nothing in this Agreement shall relieve us from any responsibility or liability we may have under state or federal statutes.

Except as may otherwise be provided by law, we are not liable to clients for:

- Any loss that a client may suffer by reason of any investment decision made or other action taken or omitted in good faith by us with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use;
- Any loss arising from our adherence to a client's instructions; or
- Any act or failure to act by a custodian of a client's account.

It is the responsibility of each client to give us complete information and to notify us of any changes in their financial circumstances or goals.

- C As referenced above, we generally recommend a passive investment approach based on the science of the capital markets, rather than speculation and market timing, using primarily passive mutual funds and other index-based mutual funds.

Certain funds may have a greater or unique risk of loss. While not an exhaustive list, the following specific risks associated with the certain funds utilized by Vistica include:

Interval Funds:

Vistica may recommend that clients invest in one or more funds structured as non-diversified, closed-end management investment companies, registered under the Investment Company Act of 1940 ("interval fund"). Investments in an interval fund involve additional risk, including lack of liquidity and restrictions on withdrawals. For example, during periods outside of the specified repurchase offer window(s), investors may be unable to sell their shares of the interval fund. There is no assurance that an investor will be able to tender shares when or in the amount desired, and the fund can suspend or postpone repurchases. Therefore, there is no guarantee that investors may sell their shares at any given time or in the desired amount. As interval funds may expose investors to liquidity risk, Vistica will work with clients to understand the liquidity constraints of any interval funds. Due to the additional risk, these funds may only be utilized when consistent with a client's investment objectives, individual situation, suitability, tolerance for risk and liquidity needs.

Alternative Funds:

Vistica may recommend clients invest in one or more funds structured as an alternative fund registered under the Investment Company Act of 1940 ("alternative fund"). Certain

alternative funds recommended by Vistica may employ the use of risky investments, including derivatives, options, futures, and/or short sales due to the increased exposure to a particular asset group, hedging, and leverage. Due to this fact, there is additional risk in investing in an alternative fund, including the risk that losses may exceed the net assets of the fund. The net asset value of a fund while employing leverage will be more volatile and sensitive to market movements.

ESG Funds:

In addition to risks of investment in equity or fixed income markets (which are fully described in each mutual fund or ETF prospectus), Vistica Wealth makes clients aware that ESG investing comes with additional risks. Each ESG fund purchased and the use of an ESG strategy generally may limit the number of investment opportunities available, and as a result, at times, may result in underperformance of individual funds or portfolios relative to other investment or portfolios that are not subject to ESG screens. For example, a sustainability fund may decline to purchase or underweight its investment in certain securities due to sustainability impact considerations when other investment considerations would suggest that a more significant investment in such securities would be advantageous. Further, a fund may also overweight its investment in certain securities due to sustainability impact considerations when other investment considerations would suggest that a lesser investment in such securities would be advantageous. In addition, a fund may sell or retain certain securities due to sustainability impact considerations when it is otherwise disadvantageous to do so. The sustainability impact considerations or social responsibility screens applied by a fund provider may also cause a fund's industry allocation to deviate from that of funds without these considerations and of conventional benchmarks.

A fund provider such as DFA may also not be able to assess the sustainability impact of each company eligible for purchase by a fund. For example, DFA may not be able to determine an overall sustainability impact score for each company based on the sustainability considerations because the third-party service providers may not have data on the entire universe of companies considered or may not have information with respect to each factor considered as a sustainability impact consideration. Furthermore, "sustainability" is not uniformly defined, and there are significant differences in interpretations of what it means for a company to meet sustainability criteria. Vistica Wealth's assessment of a company's sustainability impact may differ from assessments made by other funds, managers, or investors. As a result, there is no guarantee that the portfolio's investments will reflect the sustainability considerations of any particular investor.

Item 9 – Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of our firm, or the integrity of our management. We have no information to disclose applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Our firm and our associated persons are not registered, nor do they have an application pending to register, as a broker-dealer, futures commission merchant, commodity pool operator, or commodity trading advisor or representative of any of the foregoing.

Individually Licensed Insurance Agents:

Jeff Vistica, managing principal of Vistica Wealth, in his individual capacity, is an agent for various insurance companies. As such, Mr. Vistica will be able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients. This arrangement presents a conflict of interest with clients, insofar as it may create a financial incentive for Mr. Vistica to recommend the purchase of certain insurance products to clients. Mr. Vistica and Vistica Wealth will only recommend such products when they are in the client's best interests. Clients are not under any obligation to engage Mr. Vistica or any other individual associated with the firm when considering implementation of insurance recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

Buckingham Strategic Partners, LLC:

As described above in Item 4, Vistica Wealth may exercise discretionary authority provided by a client to select an independent third-party investment manager for the management of portfolios of individual fixed income securities. Vistica Wealth selects BSP for such fixed income management. Vistica Wealth also contracts with BSP for back-office services and assistance with portfolio modeling. Vistica Wealth has a fiduciary duty to select qualified and appropriate managers in the client's best interest and believes that BSP effectively provides both the back office services that assist with its overall investment advisory practice and fixed income portfolio management services. The management of Vistica Wealth continuously makes this assessment. While Vistica Wealth has a contract with BSP governing a time period for back-office services, Vistica Wealth has no such fixed commitment to the selection of BSP for fixed income management services and may select another investment manager for clients upon reasonable notice to BSP.

Valiant Partners:

Vistica Wealth Advisors, LLC additionally does business under the assumed business name *Valiant Partners*. Valiant Partners offers investment advisory services focused on financial concerns unique to clients having special needs children, including investment advice and financial planning regarding care and related funding, assessment of the availability of government support programs and benefits, retirement planning and estate planning for special needs persons and their caretakers, education planning, tax and cash flow planning, death and disability planning, and other specialized financial planning needs.

Succession Agreement:

As a fiduciary, Vistica Wealth has certain legal obligations, including the obligation to act in clients' best interests. Vistica Wealth maintains a Business Continuity and Succession Plan and seeks to avoid a disruption of service to clients in the event of an unforeseen loss of key personnel, due to disability or death. To that end, Vistica Wealth has entered into a succession agreement with Buckingham Strategic Wealth, LLC effective December 8, 2015.

Vistica Wealth can provide additional information to any current or prospective client upon request to Jeff Vistica, Managing Principal, at jeff@visticawa.com.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

- A** Vistica Wealth has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. Vistica Wealth Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth Vistica Wealth's practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with Vistica Wealth may buy or sell securities for their personal accounts identical or different than those recommended to clients. It is the expressed policy of Vistica Wealth that no person employed by the firm shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, Vistica Wealth requires that anyone associated with the firm with access to advisory recommendations provide annual securities holding reports and quarterly transaction reports to a firm principal. Vistica Wealth also requires such access persons to receive approval from a firm principal prior to investing in any IPOs or private placements (limited offerings).

Vistica Wealth's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. Vistica Wealth requires that all individuals must act in accordance with all applicable federal and state regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

Vistica Wealth will provide a complete copy of its Code of Ethics to any client or prospective upon request.

- B-D** It is Vistica Wealth's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Vistica Wealth will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be

deemed to have occurred if a security is crossed between an affiliated private fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor, or any person controlled by or under common control with the investment advisor, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an advisor is dually registered as a broker-dealer or has an affiliated broker-dealer.

We will disclose to clients any material conflict of interest which could reasonably be expected to impair the rendering of unbiased and objective advice.

Item 12 – Brokerage Practices

- A** Our clients' assets are held by independent third-party custodians. Vistica Wealth arranges for the execution of securities transactions with the assistance of Buckingham Strategic Partners, LLC (*i.e.*, "BSP"). Through BSP, Vistica Wealth participates in the Schwab Advisor Services ("SAS") program offered to independent investment advisors by Charles Schwab & Company, Inc. ("Schwab"), the Fidelity Institutional Wealth Services ("FIWS") program offered to independent investment advisors by Fidelity Brokerage Services, LLC ("Fidelity"), and the TD Ameritrade Institutional ("TDA") services program offered to independent investment advisors by TD Ameritrade Institutional, a division of TD Ameritrade, Inc. ("TD Ameritrade"). Schwab, Fidelity, and TD Ameritrade are unaffiliated SEC-registered broker dealers and members FINRA/SIPC.

The Schwab, Fidelity, or TD Ameritrade brokerage program will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. Vistica Wealth regularly reviews these programs to ensure that its recommendation is consistent with its fiduciary duty. These trading platforms are essential to Vistica Wealth's service arrangements and capabilities, and Vistica Wealth may not accept clients who direct the use of other brokers. As part of these programs, Vistica Wealth receives benefits that it would not receive if it did not offer investment advice.

As Vistica Wealth will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid in these situations, clients must direct Vistica Wealth as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that Vistica Wealth will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. Not all investment advisers require clients to direct the use of specific brokers.

Vistica Wealth will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager retained by Vistica Wealth on client's behalf by designating the portfolio manager with trading authority over

client's brokerage account. Clients will be provided with the Disclosure Brochure (Form ADV Part 2) of the portfolio manager.

SAS, FIWS, and TDA do not generally charge clients a custody fee and are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts held at the brokers. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker. While Vistica Wealth will not arrange transactions through other brokers, the authority of the fixed income portfolio manager includes the ability to trade client fixed income assets through other brokers.

Vistica Wealth does not have any arrangements to compensate any broker dealer for client referrals. Vistica Wealth does not maintain any client trade error gains. Vistica Wealth makes clients whole with respect to any trade error losses incurred by clients caused by Vistica Wealth. Vistica Wealth does not have any arrangements to compensate any broker dealer for client referrals.

- B** Vistica Wealth generally does not aggregate any client transactions in mutual fund or other securities. Client accounts are individually reviewed and managed, and transaction costs are not saved by aggregating orders in almost all circumstances in which Vistica Wealth arranges transactions. BSP, in the management of fixed income portfolios, will aggregate certain transactions among client accounts that it manages, in which case a Vistica Wealth client's orders may be aggregated with an order for another client of BSP who is not a Vistica Wealth client. See BSP's Form ADV Part 2 for more information.

Additionally, Vistica Wealth offers a cash management aggregator system called Flourish Cash. Flourish Cash is a service offered by an unaffiliated third-party, Stone Ridge Securities, LLC, a registered broker-dealer and FINRA member. A Flourish Cash account is a brokerage account whereby the cash balance is swept from the brokerage account to deposit accounts at one or more third-party banks that have agreed to accept deposits from customers of Stone Ridge Securities, LLC. Stone Ridge Securities LLC is an indirect, wholly owned subsidiary of Massachusetts Mutual Life Insurance Company. Please refer to the applicable disclosures provided separately by Stone Ridge Securities upon account opening. Vistica Wealth receives no fees or incentives for offering this service.

Item 13 – Review of Accounts

- A** Accounts are supervised and reviewed by Jeff Vistica. The frequency of reviews is determined by the client's investment objectives and will occur no less than once a quarter.

Each review process contains each of the following elements:

- a. assessing client goals and objectives;
- b. evaluating the employed strategy(ies);
- c. monitoring the portfolio(s); and
- d. addressing the need to rebalance.

B More frequent reviews may also be triggered by any of the following:

- a. a specific client request;
- b. a change in client goals and objectives;
- c. an imbalance in a portfolio asset allocation;
- d. market/economic conditions; and
- e. realizing tax losses in an account

C All clients, other than those utilizing employee benefit retirement plan services, will receive quarterly performance reports, prepared by BSP and reviewed by Vistica Wealth. These quarterly reports summarize the client's account, asset allocation, portfolio performance, current positions, and current market value. Clients will also receive statements from their account custodians. Clients utilizing employee benefit retirement plan services will receive reporting services through their respective RPSPs. Financial planning clients will receive reports as contracted for at the inception of the advisory relationship.

Item 14 – Client Referrals and Other Compensation

Client Referrals:

Vistica Wealth does not receive any economic benefit, directly or indirectly from any third party for advice rendered to Vistica Wealth clients.

Other Compensation Received From Custodians:

SAS, FIWS and TDA each respectively provide Vistica Wealth with access to services, which are not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them. These services benefit Vistica Wealth but may not benefit its clients' accounts. Many of the products and services assist Vistica Wealth in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Vistica Wealth's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Vistica Wealth accounts.

Recommended brokers also make available to Vistica Wealth other services intended to help Vistica Wealth manage and further develop its business enterprise. These services may include

consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. Vistica Wealth does not, however, enter into any commitments with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, Vistica Wealth endeavors to act in its clients' best interests, Vistica Wealth's requirement that clients maintain their assets in accounts at SAS, FIWS or TDA may be based in part on the benefit to Vistica Wealth of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

Vistica Wealth also receives software from DFA, which Vistica Wealth utilizes in forming asset allocation strategies and producing performance reports. DFA also provides continuing education for Vistica Wealth personnel. These services are designed to assist Vistica Wealth plan and design its services for business growth.

Item 15 – Custody

With the exception of our ability to deduct our fees from a client's custodial account, we do not have custody of the assets in any client accounts. Accordingly, we have no liability to clients for any loss or other harm to any property in the account, including any harm to any property in the account resulting from the insolvency of the custodian or any acts of the agents or employees of the custodian and whether or not the full amount or such loss is covered by the Securities Investor Protection Corporation ("SIPC") or any other insurance which may be carried by the custodian. Clients understand that SIPC provides only limited protection for the loss of property held by a broker-dealer.

Clients shall receive monthly or quarterly account statements from their chosen custodian. Clients also receive quarterly statements from Vistica Wealth that include notification of advisory fee calculations and the debiting from of these fees from client accounts. We urge clients to review the Vistica Wealth statements carefully and compare these accounts statements with the account statements from the custodian. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

Except as otherwise instructed, investment management clients grant us ongoing and continuous discretionary authority to execute our investment recommendations in accordance with our IPS (or similar document used to establish a client's objectives and suitability), without the client's prior approval of each specific transaction. Under this discretionary authority, clients allow us to purchase and sell securities and instruments in their account(s), arrange for delivery and payment in connection with the foregoing, select and retain sub-advisors, and otherwise act on their behalf in most matters necessary or incidental to the handling of the account, including monitoring certain assets.

In some limited circumstances, clients grant us non-discretionary authority to execute investment recommendations as stated above. Non-discretionary authority requires us to obtain a client's approval of each specific transaction prior to executing investment recommendations, as well as for the selection and retention of sub-advisors to their account.

All transactions in the account are made in accordance with the directions and preferences provided to us by each client. Any limitations on this discretionary authority shall be provided in writing. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing. Clients execute instructions regarding our trading authority as required by each custodian.

When selecting securities and determining amounts, Vistica Wealth observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to Vistica Wealth in writing.

Item 17 – Voting Client Securities

Unless specifically directed otherwise in writing by a client, we are not authorized to receive and vote proxies on issues held in any client accounts and we do not receive annual reports. Vistica Wealth, however, may provide advice to clients regarding the clients' voting of proxies.

Clients should note that Vistica Wealth will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct Vistica Wealth to transmit copies of class action notices to the client or a third party. Upon such direction, Vistica Wealth will make commercially reasonable efforts to forward such notices in a timely manner.

Item 18 – Financial Information

- A** Vistica Wealth does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.
- B** As noted in Item 15 above, we do not have custody of client's funds or securities excepting the ability to deduct fees. We have no financial commitments which would impair our ability to meet the contractual and fiduciary commitments to our clients.
- C** We have never been the subject of any bankruptcy proceedings.