

Item 1: Cover Page

March 4, 2022

Brochure for RPS Retirement Plan Advisors

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This brochure provides information about the qualifications and business practices of RPS Retirement Plan Advisors. If you have any questions about the contents of this brochure, please contact us at 512-593-6156, 800-493-4386, or invest@RPSPlanAdvisors.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 our firm is also available on the SEC's website at www.adviserinfo.sec.gov.

Registration as a Registered Investment Advisor does not imply a certain level of skill or training.

Item 2: Material Changes

This Brochure dated March 4, 2022 is the initial Brochure for RPS Retirement Plan Advisors.

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Item 4: Advisory Business

RPS Retirement Plan Advisors (RPS) was established on January 2, 2022 and is a wholly owned subsidiary of Richard P. Slaughter Holdings. Since 2010, RPS has operated as a dba under Richard P. Slaughter Associates, Inc., a fee-only, SEC Registered Investment Advisor and wholly owned subsidiary of Richard P. Slaughter Holdings, Inc.

Many of our employees are shareholders of Richard P. Slaughter Holdings. Brooks C. Slaughter is the principal owner (i.e., controls 25% or more of the company) of Richard P. Slaughter Holdings.

RPS provides investment advisory and retirement plan consulting services as a 3(38) fiduciary to employer-sponsored retirement savings plans, their sponsors and participants. Services rendered depend upon your needs and wants.

We offer Discretionary Investment Management Services, Non-Discretionary Investment Advisory Services and/or Retirement Plan Consulting Services to employer-sponsored retirement plans and their participants. Depending on the type of the Plan and the specific arrangement with the Sponsor, we may provide one or more of these services.

Discretionary Investment Management Services are designed to allow the Plan fiduciary to delegate responsibility for managing, acquiring and disposing of Plan assets that meet the requirements of ERISA. If the Plan is subject to ERISA, we will perform these services as an “investment manager” as defined under ERISA Section 3(38) and as a “fiduciary” to the Plan as defined under ERISA Section 3(21). Specifically, the Sponsor may determine that we perform the following services:

- Selection, monitoring and replacement of designated investment alternatives (**DIAs**)
- Creation and maintenance of model asset allocation portfolios
- Selection, monitoring and replacement of qualified default investment alternatives (**QDIAs**)

RPS contracts with RPSAI, an affiliated firm, to provide investment analysis through its Investment Committee of RPS plan core line ups and CIT offerings.

Non-Discretionary Fiduciary Services include participant investment advice. We will meet with Plan participants, upon reasonable request, to collect information necessary to identify the Plan participant’s investment objectives, risk tolerance, time horizon, etc. and provide recommendations to assist the Plan participant with creating a portfolio using the Plan’s DIAs or Models, if available. The Plan participant retains sole discretion over the investment of his/her account.

Retirement Plan Consulting Services are designed to allow our Investment Advisor Representatives (IARs) to assist the Sponsor in meeting his/her fiduciary duties to administer the Plan in the best interests of Plan participants and their beneficiaries. Retirement Plan Consulting Services are performed so that they would not be considered “investment advice” under ERISA. The Sponsor may elect for our IARs to assist with any of the following services:

- Administrative Support
- Service Provider Support
- Investment Monitoring Support
- Participant Services

Potential Additional Retirement Services

If we are providing Retirement Plan Services to a plan, IARs may, when requested by a Plan participant or beneficiary, arrange to provide services to that participant or beneficiary through a separate agreement. If a Plan participant or beneficiary desires to affect an IRA Rollover from the Plan to an account advised or managed by us or related party, IAR will have a conflict of interest if his/her fees are reasonably expected to be higher than those we would otherwise receive in connection with the Retirement Plan Services. IAR will disclose relevant information about the applicable fees charged by us prior to opening an IRA account. Any decision to affect the rollover or about what to do with the rollover assets remain that of the Plan participant or beneficiary alone.

In providing these optional services, we may offer employers and employees information on other financial and retirement products or services offered by us and our IARs.

In addition, we offer educational opportunities to our clients and their participants.

Individually Tailored Services

When providing investment fiduciary services, we will tailor our advice or (if applicable) discretion to meet the investment policies or other written guidelines adopted by the Sponsor. When providing Participant Investment Advice, such advice will be based upon the investment objectives, risk tolerance and investment time horizon of each individual Plan participant.

As of December 31, 2021, we managed:

- \$372,140,267 on a discretionary basis
- \$0 on a non-discretionary basis

Item 5: Fees and Compensation

Fees for Retirement Plan Services are negotiable and vary based upon the nature, scope and frequency of our services as well as the size and complexity of the plan. Fees are negotiable and are billed in arrears rather than in advance of the quarter. The billing schedule may include a flat plan support fee, a per participant fee, a project fee and/or an asset-based fee.

Our standard fee schedule is as follows:

<u>Total Asset Value</u>	<u>Annualized Fee</u>
On the first \$3,000,000	.35%
On the next \$4,000,000	.20%
On the next \$3,000,000	.15%
On the next \$5,000,000	.10%
On amounts greater than \$15,000,000	.05%

Plus \$30 per participant annually. We impose an annual minimum fee of \$8,000.

Typically, Sponsors instruct the Plan's recordkeeper or custodian to automatically deduct our Fees from the Plan account; however, in some cases a Sponsor may request that we send invoices directly to the Sponsor or recordkeeper/custodian.

Negotiable fees

Our fees for Retirement Plan Services are negotiable at our sole discretion, depending upon objective and subjective factors including but not limited to: the amount of assets to be managed; the scope and complexity of the engagement; the anticipated number of meetings and servicing needs; related accounts; future earning capacity; anticipated future additional assets; the professional(s) rendering the service(s); prior relationships with our firm and/or its representatives, and negotiations with the client. Certain legacy clients may have accepted different pre-existing service offerings from our firm and may therefore receive services under different fee schedules than as set forth above. As a result of these factors, similarly situated clients could pay different fees, the services to be provided by us to any particular client could be available from other advisers at lower fees, and certain clients may have fees different than those specifically set forth above. This includes other fee schedules where break points and management fee percentages may be different. **Our Chief Compliance Officer, Brooks Slaughter, remains available to address any questions that a client or prospective client may have regarding the above fee determination.**

Sponsors receiving Retirement Plan Services may pay more than or less than a client might otherwise pay if purchasing the Retirement Plan Services separately or through another service provider. There are several factors that determine whether the costs would be more or less, including, but not limited to, the size of the Plan, the specific investments made by the Plan, the number of or locations of Plan participants, services offered by another

service provider, and the actual costs of Retirement Plan Services purchased elsewhere. In light of the specific Retirement Plan Services offered by us, the Fees charged may be more or less than those of other similar service providers.

In determining the value of the Account for purposes of calculating any asset-based Fees, Advisor will rely upon the valuation of assets provided by Sponsor or the Plan's custodian or recordkeeper without independent verification. Unless we agree otherwise, no adjustments or refunds will be made in respect of any period for (i) appreciation or depreciation in the value of the Plan account during that period or (ii) any partial withdrawal of assets from the account during that period. Unless we agree otherwise, all Fees shall be based on the total value of the assets in the account without regard to any debit balance.

All Fees paid to us for Retirement Plan Services are separate and distinct from the fees and expenses charged by mutual funds, variable annuities and exchange-traded funds to their shareholders. These fees and expenses are described in each investment's prospectus. These fees will generally include a management fee, other expenses, and possible distribution fees. If the investment also imposes sales charges, a client may pay an initial or deferred sales charge. The Retirement Plan Services we provide may, among other things, assist the client in determining which investments are most appropriate to each client's financial condition and objectives and to provide other administrative assistance as selected by the client. Accordingly, the client should review both the fees charged by the funds, the fund manager, the Plan's other service providers and the fees charged by us to fully understand the total amount of fees to be paid by the client and to evaluate the Retirement Plan Services being provided.

In the event we receive any third-party payments or subsidies in connection with our Retirement Plan Services, we will disclose such fees to Sponsors in accordance with ERISA and Department of Labor regulations.

No increase in the Fees will be effective without prior written notice.

Either party (we or the client) may terminate the agreement by providing 30 days prior written notice to the other party. If the Investment Consulting Agreement is terminated by either the client or us effective as of a date which is not the end of a calendar quarter, the client will pay a pro rata portion of the fees based on the actual number of days elapsed. It should be noted that in our consulting capacity, we act as both the pension consultant and the money manager, although we do not charge any additional fees for money management.

Item 6: Performance-Based Fees and Side-by-Side Management

Performance-based fees are defined as fees based on a share of capital gains on or capital appreciation of the assets held in a client's account. Item 6 is not applicable, as neither our firm nor our employees currently accept performance-based fees or engage in side-by-side management.

Item 7: Types of Clients

Our Retirement Plan Services are available to clients that are sponsors or other fiduciaries to plans, including 401(k), 457(b), 403(b) and 401(a) plans. Plans include participant-directed defined contribution plans and defined benefit plans. Plans may or may not be subject to ERISA. We do not require a minimum asset amount for Retirement Plan Consulting Services.

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

Analysis

RPS uses multiple sources of information to formulate analysis and strategies. They include sources such as research provided by Morningstar and other service providers, such as a fund family or third party administrators. We use both fundamental analysis and technical analysis to formulate investment advice. Fundamental analysis values securities by examining a company's financials and operations and considering only those variables directly related to a company rather than the overall state of the market. Technical analysis uses past trends to predict future trends in security price movement. Researcher subjectivity, unforeseen events and undisclosed data are all material risks that could affect the outcomes of these methods of analysis.

Investment Strategies

For a Retirement Plan or Plan Sponsor, we will construct a prudent investment lineup for the sponsored Retirement Plan based on information derived from conversations with the client and the Retirement Plan's documents, which typically includes an investment policy statement. In determining the investment alternatives for the Retirement Plan, RPS considers the universe of investments available to 401(k) plans on open architecture recordkeeping platforms. Factors considered include: expense ratios, historical investment performance, asset class exposures, expected returns and volatility. Once the investment lineup is created, we will monitor the investments in the Retirement Plan and primarily advise with respect to assets allocated to mutual funds, bank collective trust funds, and exchange traded funds.

RPS contracts with RPSAI, an affiliated firm, to provide investment analysis through its Investment Committee of RPS plan core line ups and CIT offerings.

Risk of Loss

All investments include a risk of loss. In addition, performance of any investment is not guaranteed. As a result, there is a risk that a target date fund, and any other investments we may recommend for a Retirement Plan may lose value. We use our best efforts and expertise to make our recommendations. However, we cannot guarantee any level of performance or that you will not experience financial loss.

RPS will use our best judgment and good faith efforts in rendering services to you. We cannot warrant or guarantee any particular level of account performance, or that the account will be profitable over time. Not every investment decision or recommendation made by us will be profitable. You assume all market risk involved in the investment of your Retirement Plan account's assets under the Investment Advisory Agreement and understand that investment recommendations made for this account are subject to various market, currency, economic, political and business risks.

Mutual Funds

An investment in any pooled investment vehicle including Mutual Funds involves risk, including the loss of principal. Mutual Fund shareholders are necessarily subject to the risks stemming from the individual issuers of the fund or trust's underlying portfolio securities.

Collective Investment Trusts

An investment in any pooled investment vehicle including Collective Investment Trusts (CITs) involves risk, including the loss of principal. Investors within Collective Investment Trusts are necessarily subject to the risks stemming from the individual issuers of the fund or trust's underlying portfolio securities. RPS contracts with Richard P. Slaughter Associates, Inc., an affiliated firm, to develop and managed CIT strategies. This is done for efficiency in providing risk-based options and common education to multiple clients. There are no additional revenues derived from this arrangement, however, a conflict of interest does exist as additional assets under management might benefit the companies in other areas.

Item 9: Disciplinary Information

This item is not applicable, as we have no legal or disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Our firm's President and Chief Compliance Officer, Brooks C. Slaughter, also serves as the Managing Limited Partner and Chief Compliance Officer of an affiliated state registered investment adviser, Slaughter Strategic Investment Management Ltd., d/b/a Strategic Investment Management ("SIM"). Also, certain of our firm's owners are owners of SIM, including: Brooks Slaughter, Barbara Slaughter, Kirsten Slaughter and Kim Breedlove. SIM is registered with the state of Texas and provides both discretionary and non-discretionary investment advisory services on an asset fee basis.

Conflict of Interest: The recommendation by us or our representatives that a client seek investment advisory services from SIM presents a conflict of interest, as we could have an incentive to make such a recommendation based on fees received by our affiliated firm from that client, rather than on a particular client's need. Our firm and its representatives from time to time refer current clients to SIM to receive investment advisory services. Clients are

reminded that they are not under any obligation to pursue investment advisory services from SIM. Neither RPS nor SIM receive any compensation for referrals made between the firms.

Our firm's President and Chief Compliance Officer, Brooks C. Slaughter, also serves as the President and Chief Compliance Officer of an affiliated SEC registered investment advisor, Richard P. Slaughter Associates, Inc. (RPSAI). Both RPSAI and RPS are wholly owned subsidiaries of Richard P. Slaughter Holdings. RPSAI provides both discretionary and non-discretionary investment advisory services on a fee-only basis. RPSAI provides our firm with office space and shared operations support.

Conflict of Interest: The recommendation by us or our representatives that a client seek investment advisory services from RPSAI presents a conflict of interest, as we could have an incentive to make such a recommendation based on fees received by our affiliated firm from that client, rather than on a particular client's need. In addition, RPS representatives may be shareholders of Richard P. Slaughter Holdings and, as such, could earn revenue from each of the firms at the holding company level for such referrals. Our firm and its representatives from time to time refer current clients to RPSAI to receive investment advisory services. Clients are reminded that they are not under any obligation to pursue investment advisory services from RPSAI. Neither RPS nor RPSAI receive any compensation for referrals made between the firms.

Our firm's Chief Compliance Officer, Brooks Slaughter, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

Item 11: Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

We have a written Code of Ethics that governs the professional behavior of our employees. The Code of Ethics addresses standards of conduct and compliance with laws, protection of material nonpublic information, personal securities trading, initial public offerings and private placements, reporting violations, educating employees about the Code of Ethics, advisor review and enforcement, and recordkeeping. We will supply a copy of the Code of Ethics to any client or prospective client upon request.

Some employees of our firm may also be clients of RPSAI and SIM, and therefore may own securities that we recommend to our clients. We believe this is a strength since employees are willing to make the same investments they recommend to clients. The interests of non-employee clients take precedence over the interests of employee clients in any potential conflict of interest. To this end, we impose certain trading restrictions upon ourselves and persons associated with us in connection with securities that are traded for both our clients and ourselves, and employees are required to have duplicate trade confirmations sent to our firm for all of their brokerage accounts.

Please see the Part 2A Brochure for RPSAI or SIM for additional details related to the Code of Ethics that is required of each firm.

Item 12: Brokerage Practices

When appropriate, based on the needs of each plan, we may recommend that a plan use a certain retirement plan platform or service provider (such as a recordkeeper, administrator or broker-dealer) with which we are familiar and may have an existing working relationship. Our firm is independently owned and operated, and not affiliated with recordkeepers, administrators or broker-dealers. While we may make recommendations, the Plan Sponsor decides the service providers with which to work.

Our firm may receive certain benefits from recommending particular service providers, including access to software and other technology (and related technological training) that provide access to client account data. Service providers may provide research, pricing information and other market data not available to the general public. Service providers that offer open architecture allow us more investment choices. We may also gain access to practice management, support functions, recordkeeping and client reporting. Plan Sponsors may select service providers that offer efficiencies such as integration with payroll and benefits, reporting, ease of access and ease of use.

Research and Other Soft Dollar Benefits

RPS does not participate in any soft dollar arrangements. We do not receive products or services other than execution from a broker-dealer or third-party for generating commissions.

Item 13: Review of Accounts

RPS conducts account reviews on an ongoing basis, with the frequency determined by agreement with the client. Client portfolios are reviewed on a quarterly basis to ensure investment performance adheres to the goals outlined in each Client's Investment Policy Statement.

We will contact clients at least once a year to review the services being provided. It is important that you discuss any changes in the Plan's demographic information, investment goals, and objectives with us. Plans may receive written reports directly from us based upon the services being provided, including any reports evaluating the performance of Plan investment manager(s) or investments.

Item 14: Client Referrals and Other Compensation

As noted in Item 10, RPS, RPSAI and SIM may refer clients to one another. Although affiliated firms may refer clients to one another, there is no sharing of fees between firms. No commissions are paid to firm representatives of RPS or affiliated firms for client referrals.

While we do not have any established arrangements for giving or receiving gifts, we do sometimes give or receive gifts that have economic value. These include lunches, dinners, event or venue tickets, presents, gift cards and gift baskets, plants, flowers and memorial donations given to and received from some clients, colleagues and vendors for special occasions, holidays, tokens of appreciation and expressions of sympathy.

In order to prevent conflicts of interest, all gifts given by our firm valued at \$100 or more must first be approved by our Chief Compliance Officer ("CCO"). For gifts received, in accordance with our firm's gift receiving policy employees are permitted to keep gifts valued at \$100 or less and are not required to report them. Gifts valued at over \$100 must be promptly reported to the CCO and entered into our Gift Log. The CCO will then either approve or deny these gifts at his discretion. If an employee is not sure of a gift's value, the CCO will make this determination. Any suspected violation or attempted violation of these rules must be reported to the CCO immediately.

Item 15: Custody

We will not serve as a custodian for Plan assets in connection with the Retirement Plan Services. The Sponsor is responsible for selecting the custodian for Plan assets. We may be listed as the contact for the Plan account held at an investment sponsor or custodian. The Sponsor for the Plan will complete account paperwork with the outside custodian that will provide the name and address of the custodian. The custodian for Plan assets is responsible for providing the Plan with periodic confirmations and statements. We recommend that the Sponsor reviews the statements and reports received directly from the custodian or investment sponsor.

Item 16: Investment Discretion

When providing Retirement Plan Services described herein, we may exercise discretionary authority or control over the investments held by the Plan. We perform these services for the Plan as a fiduciary under ERISA Section 3(21) and as investment manager under ERISA Section 3(38). We are legally required to act with the degree of diligence, care and skill that a prudent person rendering similar services would exercise under similar circumstances. This discretionary authority is specifically granted to us by the Plan Sponsor, pursuant to an executed investment management agreement.

Item 17: Voting Client Securities

We have no authority or responsibility to vote any security held by the Plan or the related proxies. That authority is reserved by the Sponsor or trustee of the Plan. The Plan Sponsor will receive proxies or other solicitations directly from their custodian.

Item 18: Financial Information

We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.