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**FORM ADV PART 2
BROCHURE**

This brochure provides information about the qualifications and business practices of **PRIME Solutions Advisors, LLC**. If you have any questions about the contents of this brochure, please contact us at 412-818-5780. 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 **PRIME Solutions Advisors, LLC** is also available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for **PRIME Solutions Advisors, LLC** is 110085.

Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

As a registered investment adviser, we must ensure that our brochure is current and accurate and makes full disclosure of all material facts relating to the advisory relationship. If there have been any material changes to our business or advisory practices since our last annual update, we will provide a description of such material changes here.

Since our last annual updating amendment dated February 28, 2022, we have the following material change to report:

- Item 9 of the ADV Part 2A has been amended to clarify that on August 20, 2014, a regulatory action was commenced by the Commonwealth of Pennsylvania Department of Banking and Securities against Jamie P. Linkowski.

We encourage you to read our amended brochure in full, to understand the types of services we offer. If you would like to receive a full copy of the entire brochure at no charge, please contact us at 412-818-5780 or at jlinkowski@primesolutionsadvisors.com.

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Item 4 Advisory Business

PRIME*Solutions* Advisors, LLC ("we", "our" and "us", and "PSA"), is a registered investment adviser based in Pittsburgh, Pennsylvania. We are organized as a limited liability company under the laws of the Commonwealth of Pennsylvania. We have been providing investment advisory services since 2001. Jamie P. Linkowski, Managing Member, is our principal owner. Currently, we offer the following investment advisory services, which are personalized to each client:

- **Independent Fiduciary Services for Retirement Plans**

As used in this brochure, the words "you", "your" and "client" refer to you as either a client or prospective client of our firm. Also, you may see the term Associated Person throughout this brochure. As used in this brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm. The following paragraphs describe our services and fees. Please refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs.

Independent Fiduciary Services for Retirement Plans

We are an independent fiduciary services company that provides fiduciary consulting assistance to retirement plan sponsors or serves as a plan fiduciary in specialized situations or in more encompassing roles. While we can serve plans of all sizes, the need is greatest for the smaller (less than \$250 million) sized plans whose sponsors lack the contacts, resources or know how to navigate through fiduciary issues. This includes 401(k), profit sharing, ESOP, money purchase pension, defined benefit pension, cash balance and target benefit plans. We are totally independent; we sell no products and do not align ourselves with any service provider.

We help Retirement Plan Fiduciaries Improve Performance of Their Fiduciary Duties, Lower Risk and Improve Participant Outcomes. We assist Plans Sponsors in meeting their increasing fiduciary demands.

- New fee disclosure regulations and retirement plan reporting (5500 reports) require more monitoring, oversight and governance by plan fiduciaries.
- Recent court cases reinforce the need for plan fiduciaries to give more oversight and attention to providers in areas of fees and compensation, proper investment selection and quality and performance of received services.
- Plan fiduciaries face more potential for litigation by an increasingly wary participant base, a continuing stream of bad financial news and better marketing and promotion by plaintiffs' law firms. It only takes one to initiate a lawsuit and plan fiduciaries are immediately on the defensive regardless of whether or not they are at fault. It's too late then to implement sound governance practices.
- Small companies (publicly traded or privately owned) do not have the fiduciary supporting resources that big companies have. So often these important duties and obligations are either given short shrift or plan sponsor fiduciaries "wing it" on their own.
- Issues with health care take away the employers' attention toward their retirement plan. Health care is "here and now" but retirement plan issues, left unattended can fester into big, expensive fixes.

We solve these needs and provide the following services:

1. Perform a diagnostic review of a plan sponsor fiduciary duties, governance and procedures to identify gaps and risk areas. The client plan will receive a custom tailored report and action plan to address and solve these areas.
2. We will serve as an ERISA 3(21) or 3(38) fiduciary and have a legal stake in the fiduciary governance of the retirement plan. ERISA Sections 3(21) and 3(38) set forth the legal obligations and requirements for a fiduciary over a plan. We will accept, or delegate to a prudent expert, general or more specific assignment including:
 - Plan Trustee
 - Employer Bankrupt Fiduciary (run plan when employer has gone out of business)
 - Plan Committee Fiduciary
 - Service Provider Searches
 - Company Stock Fiduciary
 - Conversion of Records and Implementation Assistance
 - Transaction Fiduciary

We provide fiduciary review services on an individually negotiated basis. All services, whether discussed above or customized, shall be detailed in a written agreement and, where applicable, be consistent with the parameters set forth in your plan documents. Our advisory fees for these customized services will be negotiated with you, the plan sponsor, or named fiduciary on a case-by-case basis.

Either party to the fiduciary review agreement may terminate the agreement within five business days of the date of acceptance without penalty to you. After the five-day period, either party may terminate the agreement by providing 30 days written notice to the other party. The fiduciary review fees will be prorated for the quarter in which the termination notice is given and any unearned fees will be refunded to you.

Types of Investments

We primarily offer advice on investment company securities (specifically no-load or load waived mutual funds) and collective investment trusts. However, we may also offer financial consulting advice on real estate limited partnerships, oil and gas limited partnerships, and options contracts, but we do not provide investment management services on these types of investments.

Additionally, we may advise you on any type of investment that we deem appropriate based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship. If you are an investment management client, you may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management

As of December 31, 2022 we manage no client assets on a non-discretionary basis and \$156,506,914 client assets on a discretionary basis.

Item 5 Fees and Compensation

Please refer to the "Advisory Business" section in this Brochure for information on our advisory fees, fee deduction arrangements, and refund policy according to each service we offer. Additionally, please see the "Other Financial Industry Activities and Affiliations" and "Code of Ethics, Participation or Interest in Client Transactions and Personal Trading" sections of this Brochure for more information on conflict management practices.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses.

You may also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others.

Compensation for the Sale of Securities or Other Investment Products

Jamie P. Linkowski, Managing Member, is licensed as an independent insurance agent and may earn commission-based compensation for selling insurance products to you. Insurance commissions earned by Mr. Linkowski are separate and in addition to our advisory fees. This practice may present a conflict of interest because Mr. Linkowski may have an incentive to recommend insurance products to you for the purpose of generating commissions rather than solely based on your needs. However, you are not obligated to purchase any recommended insurance products through Mr. Linkowski.

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

We do not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Our fees are calculated as described in the "Advisory Business" section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other business entities.

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

Our Methods of Analysis and Investment Strategies

Our team provides a comprehensive due diligence and search process utilizing multiple tools, including Zephyr's Style Advisor, Morningstar and Fiduciary Analytics. While we primarily use mutual funds, individual securities may be used as well as alternative investments. Mutual fund investments are evaluated by more than a dozen different and objective analytical measurements including, but not limited to:

- Upside & Downside Capture
- Style: Correlation & Style Drive
- Performance: Excess Return & Tracking Error
- Risk-Return: Standard Deviation, R-squared, Alpha, Beta & Sharpe Ratio
- Manager Tenure
- Assets Under Management

Most of our clients' portfolios are advised using an asset allocation approach. Balancing risk and reward through proportioning your investments based on your goals, risk tolerance and investment time horizon.

We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Moreover, as a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Our firm will elect or use the High Cost accounting method for calculating the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Recommendation of Particular Types of Securities

Our recommendations may differ from client to client since each client has different needs and different tolerance for risk. We often recommend collective investment trusts (CITs), mutual funds, and in some cases exchange traded funds ("ETFs"); however, we may recommend any suitable security based on your needs and objectives. Each type of security has its own unique set of risks associated with it, and it would not be possible to disclose all of the specific risks of every type of investment in this brochure. We strive to keep you educated and informed of material risks associated with particular investments. Further, if you have any questions regarding the risks associated with a particular investment, please feel free to contact your advisory representative.

Collective Investment Trust ("CITs") in general are tax-exempt, pooled investment vehicles sponsored and maintained by a bank or trust company who also serves as the trustee. CITs combine assets from eligible investors into a single investment portfolio (or "fund") with a specific investment strategy. By commingling, or pooling, assets, sponsors of CITs may take advantage of economies of scale to offer lower overall expenses. The sponsoring trustee provides an additional level of risk management, and today's CITs offer more innovative investment opportunities than in the past. These investments are typically only available to defined contribution and defined benefit plans. CIT fees and expenses are generally lower than mutual fund fees. Because CITs are exempt from the registration and filing

requirements of the Securities Exchange Commission (SEC) and independent boards are not required, they generally have lower administrative costs. They are however subject to oversight by the Office of the Comptroller of the Currency (OCC), Department of Labor and IRS.

Mutual funds are professionally managed collective investment companies that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual or exchange traded funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Other fund risks include foreign securities and currency risk, emerging markets risk, small-cap, mid-cap and large-cap risk, trading risk, and turnover risk that can increase fund expenses and may decrease fund performance. Brokerage and transactions costs incurred by the fund will reduce returns.

An ETF is an investment fund traded on stock exchanges, much like stocks or equities. An ETF holds assets such as stocks, commodities, or bonds and trades at approximately the same price as the net asset value of its underlying assets over the course of the trading day. Most ETFs track an index, such as the S&P 500. However, some ETFs are fully transparent actively managed funds. Market risk is, perhaps, the most significant risk associated with ETFs. This risk is defined by the day to day fluctuations associated with any exchange traded security, where fluctuations occur in part based on the perception of investors.

Item 9 Disciplinary Information

PRIMEsolutions Advisors, LLC has been registered and providing investment advisory services since 2001. We are required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of our advisory business or the integrity of our management. Our firm or a management person has been involved in the event described below.

Regulatory Action

On August 20, 2014, a regulatory action was commenced by the commonwealth of Pennsylvania department of banking and securities against Jamie Patrick Linkowski (CRD # 1854052) alleging violation of the PA securities act of 1972, sections 301(a) and (b) of the rules by Mr. Linkowski not be registered as an "agent" to multiple "issuers" he represented nor was he registered as an "agent" to a "broker-dealer". In connection with the offers and sales of two promissory notes in OV Development, LLC to PA residents, Linkowski is subject to sanctions pursuant to section 305(a)(ix) for engaging in dishonest or unethical business practices or taking unfair advantage of a customer. By way of consent (entered as an order) August 20, 2014, Mr. Linkowski agreed to pay a civil penalty of \$25,000.00 and is permanently barred commencing upon the effective date of the order from representing an issuer offering or selling securities in PA; acting as promoter, officer, director or partner of an issuer (or an individual occupying a similar status or performing similar functions) offering or selling securities in PA; and relying upon an exemption from registration contained in section 202, 203 or 302. Please refer to Jamie Patrick Linkowski's (CRD # 1854052) Form U4 for additional information on this event.

Nothing herein is intended to limit or bar Linkowski from (a) performing services as a Federally covered advisor defined in 102 (f.1) of the 1972 Act, (b) from advising others for compensation as to the value of securities or as to the advisability of investing in, purchasing or selling goods, or (c) from holding any position with a public or private company so long as he he is not directly or indirectly engaged in the offering or selling securities as a part of such position.

Item 10 Other Financial Industry Activities and Affiliations

Mr. Linkowski, Managing Member of PRIMESolutions, LLC is Chairman of OneVision Enterprises, LLC, an implementing consultant in the areas of Workforce, Human Capital and Talent Management Strategies. He is also the Chief Strategy Officer of Questis, a financial wellness fintech firm. Mr. Linkowski is Director of Partnerships for the Community Impact Fund, which helps organizations meet the needs of people in their community by providing the education and technology to create sustainable and scalable community impact. He is a shareholder of Questis and PeopleOne Health. PeopleOne Health is a population health and tech company. In addition, Mr. Linkowski is a passive owner and board member of C-Leveled, a marketing firm.

Mr. Linkowski's duties for the above activities do not create a conflict of interest to his provision of advisory services through PRIMESolutions Advisors, LLC.

In addition, Mr. Linkowski is licensed as an independent insurance agent and may earn commission-based compensation for selling insurance products to you. See the *Fees and Compensation* section in this brochure for more information on the compensation received by insurance agents who are affiliated with our firm.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All of our Associated Persons are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our employees, nor we shall have priority over your account in the purchase or sale of securities. Under limited circumstances, exceptions to the trading policy may be made.

Item 12 Brokerage Practices

While you are free to choose any broker-dealer or trust company, or other qualified service provider to serve as your custodian, we recommend that you establish an account with a custodial firm with which we have an existing relationship. Such relationships may include benefits provided to our firm, including but not limited to market information and administrative services that help our firm manage your account(s). We believe that the recommended broker-dealers provide quality execution services

for our clients at competitive prices. Price is not the sole factor we consider in evaluating best execution. We also consider the quality of the services provided by recommended broker-dealers, including the value of the firm's reputation, execution capabilities, commission rates, and responsiveness to our clients and our firm. In recognition of the value of the services recommended broker-dealers provide, you may pay higher commissions and/or trading costs than those that may be available elsewhere.

Research and Other Soft Dollar Benefits

We do not have any soft dollar arrangements.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

In limited circumstances, and at our discretion, some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts or effectively negotiating brokerage commissions on your behalf. This practice may also prevent our firm from obtaining favorable net price and execution. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

We do not combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading") because we invest primarily in Mutual Funds which do not typically trade in blocks.

Item 13 Review of Accounts

Fiduciary Review and Financial Consultation Services

Your Investment Adviser Representative will review your account according to the arrangements made with you at the inception of your advisory relationship to ensure that the planning advice and/or asset allocation recommendations made to you are consistent with your current investment needs and objectives. We recommend meeting with you at least annually to review and update your plan if needed. Additional reviews will be conducted upon your request. Such reviews and updates will be subject to our then current hourly rate or based on our overall advisory agreement arrangements. Our fiduciary review clients will generally receive a formal "findings" report but we will not provide regular written reports for our financial consultation clients. If you implement financial recommendations through our firm, you will receive trade confirmations and monthly or quarterly statements from relevant custodians.

Item 14 Client Referrals and Other Compensation

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Item 15 Custody

Provided we receive your written authorization, we will instruct your custodian to directly debit your account(s) for the payment of our advisory fees. This ability to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds. We do not have physical custody of any of your funds and/or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian.

You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

Item 16 Investment Discretion

Discretionary

You grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction by signing our discretionary management agreement, a power of attorney, and/or trading authorization forms. You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the "Advisory Business" section in this Brochure for more information on our discretionary management services.

Non-Discretionary

If you enter into a non-discretionary arrangement with our firm, we will obtain your approval prior to the execution of any transactions for your account(s).

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitation to vote proxies.

Item 18 Financial Information

Our firm does not have a financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1,200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure.

Item 19 Requirements for State-Registered Advisers

We are a federally registered investment adviser; therefore, we are not required to respond to this item.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any non-affiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.