

Vistica Wealth Advisors, LLC

Doing Business As:



**Valiant Partners**  
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[www.VisticaWA.com](http://www.VisticaWA.com)

September 7, 2022

This Form ADV Part 2A Brochure (“brochure”) provides information about the qualifications and business practices of Vistica Wealth Advisors, LLC, doing business as Valiant Partners (“Valiant Partners”). If you have any questions about the contents of this brochure, you may contact us at (760) 854-4003 or by e-mail to [jeff@visticawa.com](mailto:jeff@visticawa.com). Valiant Partners 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 Valiant Partners is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The searchable IARD/CRD number for Vistica Wealth Advisors, LLC dba Valiant Partners 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 5 has been amended to reflect that fees for our delivery of ongoing financial planning combined with investment implementation and asset management services are billed quarterly in arrears.
- 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 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](http://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](mailto:jeff@visticawa.com).

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#### Item 4 – Advisory Business

**A** Vistica Wealth Advisors, LLC, doing business as Valiant Partners (“Valiant Partners,” “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 Valiant Partners is the Jeffrey and Lily Vistica Trust. Jeffrey “Jeff” Vistica is the Managing Principal and Chief Compliance Officer of our firm.

**B** Financial Planning Services:

We offer financial planning and advisory services which are specially designed for families with special needs children. When you engage us for these services we provide financial planning and investment advice which includes care planning and related funding, assessment of the availability of government support programs and benefits, retirement planning, estate planning for special needs persons and their caretakers, education planning, tax and cash flow planning, death and disability planning, investment planning advice, and other financial planning services as requested and agreed to.

Clients will receive a detailed written financial plan, designed to achieve their stated financial goals and objectives. Various types of reports or financial analysis may be provided to the client.

In general, the financial analysis or report will address one or all of the following areas of concern:

- **LIFE ROAD MAP:** We provide assistance and advice designed to assist you in determining the appropriate services and providers necessary for your child to succeed at each stage of life, including provision of IFSP/IEP support, navigation of health care provider networks, transitions to adulthood, and addressing of aging issues.
- **PERSONAL:** Family records, budgeting, personal liability, net worth tracking, estate information, and financial goals.
- **FINANCIAL PLANNING:** Determine initial and ongoing estimate of lifetime support and coordinate with other family or caretaker objectives.
- **RETIREMENT:** Analysis of strategies and scenarios to help the parents or caregivers balance their own retirement planning objectives.
- **ESTATE PLANNING FOR SPECIAL NEEDS:** Help with writing a Letter of Intent and identifying circles of continuous support. Ongoing collaboration with attorneys, CPAs, life care planners and other care or service providers to ensure a loved one with special needs has their ongoing needs met and planning tools in place as needed.
- **CARE MANAGEMENT:** From medical, dental, eye, and psychological care to physical therapy, occupational therapy and more, we help clients consider their loved one’s health and support needs to ensure his or her providers are providing

- appropriate supports. We also make sure the proper insurance coverages are in place and connect you with public benefit services.
- **SOCIAL/RECREATIONAL:** We can help clients determine what needs to be in place whether financial or other supports that may help their child live a happy social life with favorite friends, interests, and hobbies.
  - **GOVERNMENT BENEFITS:** We help clients understand what government benefits their child may be entitled to — now and in the future. We also guide clients in assessing their child’s eligibility for Supplemental Security Income (SSI) and/or Social Security Disability Income benefits (SSDI), Medicare, Medicaid and other benefits.
  - **EDUCATION:** Funding and appropriateness of 529 plans or ABLE accounts to meet ongoing educational and living needs of dependents.
  - **TAX & CASH FLOW:** Income tax, spending analysis, and planning.
  - **DEATH & DISABILITY:** Project anticipated cash needs at death, disability, and long-term care expenses.
  - **INVESTMENTS:** Analysis of investment strategies and impact on a portfolio along with implementation of portfolio and ongoing portfolio rebalancing, tax management and oversight.

We gather required information through in-depth personal interviews. Information gathered includes a client’s current financial status, future goals with a focus on special needs planning, and attitudes towards risk. Related documents supplied by the client are carefully reviewed and we may prepare various types of written reports. 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. At the client’s option, our services can include implementation and ongoing investment management. However, where we are not engaged for investment management services, the implementation of our financial planning and consulting recommendations and the monitoring of investments is the responsibility of the client. Clients are never required to engage us for investment management services.

In providing financial planning services to its clients, Valiant Partners 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.

Valiant Partners 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.

- C** Our investment advice is tailored 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** The fee for ongoing financial planning combined with investment implementation and asset management services will be individually negotiated based on complexity, but is normally set at \$7,500.00 per year, payable as follows:
  - a) upon initial engagement and then annually on the anniversary date of the initial engagement; or
  - b) in four equal installments of \$1,875.00 per calendar quarter, with payment due in arrears following the close of each calendar quarter.

The fee for ongoing financial planning without investment implementation and asset management services will be individually negotiated based on complexity, but is normally set at \$3,500.00 per year. These fees will be payable in full upon initial engagement and then annually on the anniversary date of the initial engagement in four equal payments \$875.00 per calendar quarter, with payment due in arrears following the close of each calendar quarter.

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.

Notwithstanding the above, all fees may be adjusted or negotiated, in order to account for unique or complex situations.

- B** Billing Process:  
Our fees may be billed by written invoice, with payment due upon delivery. We accept payment via check, money order, or wire transfer. Alternatively, our fees may be paid directly to us from certain account(s) designated by the client held at the custodian upon submission of an invoice to the custodian. Payment of fees may result in the liquidation of a client’s securities if there is insufficient cash in the designated account(s). Copies of the

fee invoices will be delivered to each client each time a fee is due our firm. Clients bear the responsibility for verifying the accuracy of our fee calculations.

**C** Fees and Costs Not Covered by Our Advisory Fees:

Valiant Partners' 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 any mutual funds and/or exchange traded funds ("ETFs"), they will separately pay all internal management fees as disclosed in the requisite fund prospectus. These fees will generally include a management fee and other fund expenses. Such charges, fees, and commissions are exclusive of and in addition to Valiant Partners' fee, and Valiant Partners 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 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 though the date of termination.

**E** Compensation For the Sale of Securities and Insurance Products:

We are a fee-based investment advisory firm paid on 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. Valiant Partners 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 individuals and families with special needs children.

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.

## 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. Valiant Partners’ 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. Valiant Partners 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. Valiant Partners may also utilize ETFs to represent particular market sectors, where appropriate.

In support of our investment strategy, we receive research from Buckingham Strategic Partners, LLC (“BSP”), formally known as BAM Advisor Services, and from other consultants, including economists affiliated with DFA. Valiant Partners 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 our principals and employees.

Although all investments involve risk, Valiant Partners’ 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. Our investment philosophy is designed for investors who desire a buy and hold strategy. Frequent trading of securities increases brokerage and other transaction costs that our 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 Valiant Partners 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.

Valiant Partners 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.

Valiant Partners' 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, Valiant Partners 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, Valiant Partners 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 recommendations made for their 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 our 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 we utilize by 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 we utilized include:

Interval Funds:

We 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, we 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:

We 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 we recommend 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), Valiant Partners 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. Valiant Partners' 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.

[CONTINUED ON THE FOLLOWING PAGE]

## **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 (*dba* Valiant Partners), 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 Valiant Partners 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:

When we are engaged for asset management services, we 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. Valiant Partners selects BSP for such fixed income management. Valiant Partners also contracts with BSP for back-office services and assistance with portfolio modeling. Valiant Partners 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 Valiant Partners continuously makes this assessment. While Valiant Partners has a contract with BSP governing a time period for back-office services, we have 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.

### Vistica Wealth Advisors, LLC:

Valiant Partners additionally does business under its registered name, Vistica Wealth Advisors, LLC. Vistica Wealth Advisors, LLC offers investment management and financial planning and consulting services for fees which may be different than those offered by Valiant Partners.

### Succession Agreement:

As a fiduciary, we have certain legal obligations, including the obligation to act in clients' best interest. We maintain 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, we have entered into a succession agreement with Buckingham Strategic Wealth, LLC effective December 8, 2015.

We can provide additional information to any current or prospective client upon request to Jeff Vistica, Managing Principal, at [jeff@visticawa.com](mailto:jeff@visticawa.com).

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

- A** We have adopted a Code of Ethics expressing the firm's commitment to ethical conduct. Our Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth our practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with our Firm may buy or sell securities for their personal accounts identical or different than those recommended to clients. It is our expressed policy that none of our employees may 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 our Code of Ethics, Valiant Partners 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. Valiant Partners also requires such persons with access to receive approval from a firm principal prior to investing in any IPOs or private placements (limited offerings).

Our Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. We require 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.

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

- B-D** It is our policy that the firm will not effect any principal or agency cross securities transactions for client accounts. We also 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. Valiant Partners arranges for the execution of securities transactions with the assistance of Buckingham Strategic Partners, LLC (*i.e.*, “BSP”). Through BSP, Valiant Partners 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. We regularly review these programs to ensure that its recommendation is consistent with its fiduciary duty. These trading platforms are essential to our service arrangements and capabilities, and we may not accept clients who direct the use of other brokers. As part of these programs, we receive benefits that it would not receive if it did not offer investment advice.

As we 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 us as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that we 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.

We will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager that we retain 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 we 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.

We do not have any arrangements to compensate any broker dealer for client referrals. We do not maintain any client trade error gains. We make clients whole with respect to any trade error losses incurred by clients that we caused. We do not have any arrangements to compensate any broker dealer for client referrals.

Additionally, Valiant Partners offers a cash management aggregator system named 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 Advisors, LLC receives no fees or incentives for offering this service.

- B** We generally do 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 we arrange transactions. BSP, in the management of fixed income portfolios, will aggregate certain transactions among client accounts that it manages, in which case a client's orders may be aggregated with an order for another client of BSP who is not our client. See BSP's Form ADV Part 2 for more information.

Additionally, Valiant Partners 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 conducted 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 engaging us for investment management services to implement their financial plan 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. Financial planning only clients will receive reports as contracted for at the inception of the advisory relationship.

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

##### Client Referrals:

We do not receive any economic benefit, directly or indirectly from any third party for advice rendered to clients.

##### Other Compensation Received From Custodians:

SAS, FIWS and TDA each respectively provide us 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 us, but may not benefit our clients' accounts. Many of the products and services assist us 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 our fees from 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 our accounts.

Recommended brokers also make available to us other services intended to help us 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. We do 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, we endeavor to act in our clients' best interests, our requirement that clients maintain their assets in accounts at SAS, FIWS or TDA may be based in part on the benefit to us 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.

We also receive software from DFA, which we utilize in forming asset allocation strategies and producing performance reports. DFA also provides continuing education for Valiant Partners personnel. These services are designed to assist us plan and design 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. We also provide clients with quarterly statements that include notification of advisory fee calculations and the debiting from of these fees from client accounts. We urge clients to review the statements from our firm 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**

Where clients agree to engage us for investment management services they grant us ongoing and continuous discretionary authority to execute investment recommendations in accordance with our Statement of Investment Policy (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.

Where we are engaged for financial planning services only (without investment management services) clients may 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, we observe the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to us 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. We, however, may provide advice to clients regarding the clients' voting of proxies.

Clients should note that we 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 us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

### **Item 18 – Financial Information**

- A** We do 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.