

## Item 1. Introduction

Vistica Wealth Advisors, LLC (“Vistica,” “we,” “us,” and “our”) is a California limited liability company registered as an investment advisor with the United States Securities and Exchange Commission. Brokerage and investment advisory services and fees differ and it is important that you understand the differences. Please note that free and simple tools are available to research advisory and brokerage firms and their associated financial professionals at [Investor.gov/CRS](http://Investor.gov/CRS). This site also provides educational materials about broker-dealers, investment advisors, and investing.

## Item 2. Relationships and Services

### What investment services and advice can you provide me?

We offer (i) ongoing and continuous investment management services and (ii) financial planning and consulting services to retail investors. At the client’s request, these services can be combined to achieve comprehensive wealth management services.

Our investment management services include a review of your unique financial circumstances, investment strategy/model selection and implementation, and ongoing supervision of your investment accounts. We will directly invest the assets deposited to your account at the custodian in an investment strategy and portfolio that is designed to comport with your investment objectives and suitability. Our management of client assets is built around the concept of asset allocation. Within each asset class, we primarily use index funds and other “passive” products to build your portfolio of investments. In some instances, we may recommend that all or a portion of your assets be invested in fixed income securities consisting of managed accounts of individual bonds managed directly by a third-party independent manager we will retain on your behalf. We will monitor your account regularly, making changes to your holdings as we believe to be appropriate and in your best interests, acting in accordance with our fiduciary duty to you. You will typically be required to grant us discretionary authority to buy and sell investments for your account and to retain third party managers without obtaining your consent prior to each transaction. You may impose reasonable restrictions on our ability to invest in certain securities or types of securities within your account. We will review your account at least annually to ensure that your portfolio holdings and any investment models utilized in managing your account comport with your investment profile and needs.

We also offer financial planning and consulting services that are tailored to assist you in the management of your personal finances. We will review your financial situation and assets, risk profile, investment time horizon, and investment goals and provide you with our recommendations as they relate to your financial affairs. Our recommendations will typically take the form of a written financial plan, but may include other written financial analysis and reports at the client’s request. The

written financial plan and/or reports we deliver to you will only be updated or reviewed following initial delivery upon your specific request or as we may otherwise agree in writing. You will make all ultimate investment decisions and be responsible for the implementation of any recommended investments and their ongoing monitoring.

We primarily advise our clients regarding investments in passively managed asset class and indexed mutual funds, exchange traded funds (“ETFs”), stocks, bonds, cash and cash equivalents, and to a limited extent, the selection of third-party managers. We may also provide advice regarding investments held in your portfolio at the inception of our advisory relationship, insurance products, and/or other investment types not listed above, at your request. We require a minimum annual advisory fee of \$7,500 for investment management services and a minimum investment of \$400,000 for complete fixed income portfolio management of individual fixed income securities. These minimums may be negotiable under certain circumstances.

*More detailed information about our advisory services and account minimums is contained in our Form ADV Part 2A “Firm Brochure.”*

**Conversation Starter:** Ask us:

- (i) *Given my financial situation, should I choose an investment advisory service? Why or why not?*
- (ii) *How will you choose investments to recommend to me?*
- (iii) *What is your relevant experience, including your licenses, education and other qualifications? What do these qualifications mean?*

## Item 3. Fees, Costs, Conflicts, and Standard of Conduct

### What fees will I pay?

We charge annual asset-based fees for our investment management services which are calculated as a percentage of the value of your assets under our management. These annual fees typically range from 0.25% - 1.00% per year based on a tiered fee schedule reflected in our Firm Brochure and a written Investment Advisory Agreement you will enter with our firm. The annual fee is prorated for partial billing periods and is charged to you quarterly, in arrears, based on the market value of your account at the end of the previous quarter (as such market value is determined by the custodian of your account). These fees may also be prorated for mid-period capital inflows or outflows (based on the date of deposit or withdrawal) to or from your account and will be deducted directly from your account at the custodian. Basic financial planning services are generally included within this fee. Hourly fees may apply for more complex planning needs.

Where asset-based fees apply, you should consider that the more assets you have in your account, the more you will pay

us, thus creating an incentive for us to encourage you to increase and/or maintain the level of assets in your account. We may charge you hourly fees that are typically charged at a rate of \$325 per hour or fixed fees that typically range between \$3,500 - \$20,000 for stand-alone financial planning and consulting services. The specific hourly and/or fixed fee rates to be applied to your engagement are determined by us based on the services selected, the complexity of your financial circumstances and investment advisory needs, the experience level and expertise of the personnel who will perform services, and/or our estimate of the time required to perform the requested services. These fees are typically charged in arrears by our delivery of a written invoice to you, however payment in advance may be required in some cases. Full payment of any earned but unpaid fees is typically due upon delivery of our recommendations to you.

Our advisory fees above do not cover customary brokerage fees and transaction charges (e.g., trade commissions and fees, mark-ups, spreads, etc.), custodial fees, reporting and administration fees, wire transfer/EFT fees, taxes, internal mutual fund and ETF fees and charges, and other costs and expenses incurred in connection with transactions and holdings of your brokerage account. You will separately bear these costs.

**You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.**

*More detailed information about our advisory fees is contained in our Firm Brochure at Item 5.*

**Conversation Starter:** Ask us: “*Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?*”

**What are your legal obligations to me when acting as my investment advisor? How else does your firm make money and what conflicts of interest do you have?**

*When we act as your investment advisor, we have to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:*

**Example 1:** The value of your asset-based advisory fee account goes up, and while the annual percentage we charge may stay the same, the total compensation you pay us goes up proportionately.

**Example 2:** Your account value goes down, but you still must pay us an asset-based advisory fee proportional to your assets under management.

Certain of Vistica’s financial professionals are individually licensed to sell insurance and may sell insurance products to clients and may receive customary commissions or fees on account of such transactions. These insurance related commissions and fees are separate and distinct from our advisory fees and create a conflict of interest with clients. As fiduciaries, we will only transact insurance business with you when fully disclosed, suitable, and appropriate. You are never obligated to use any of our financial professionals for the purchase of any insurance products or services.

*More detailed information related to conflicts of interest is contained in our Firm Brochure at Items 5, 10, 12, and 14.*

**Conversation Starter:** Ask us: “*How might your conflicts of interest affect me, and how will you address them?*”

**How do your financial professionals make money?**

Our financial professionals are compensated with annual salaries and/or discretionary bonuses. Insurance licensed individuals may receive additional compensation as set forth above.

*More detailed information related to conflicts of interest is contained in our Firm Brochure at Items 5, 10, 12, and 14.*

#### **Item 4. Disciplinary History**

**Do you or your financial professionals have legal or disciplinary history?**

No. We encourage you to visit [Investor.gov/CRS](https://investor.gov/CRS) for a free and simple search tool to research any of our financial professionals.

**Conversation Starter:** Ask us: “*As a financial professional, do you have any disciplinary history? For what type of conduct?*”

#### **Item 5. Additional Information**

You can find additional information regarding our firm, including our Form ADV Part 2A and this client relationship summary by visiting the following link: <https://adviserinfo.sec.gov/firm/summary/147297>. You can also obtain a copy of this client relationship summary by visiting our website at <https://visticawa.com/> or by contacting us by telephone at (760) 854-4003. We will be pleased to answer any of your questions.

**Conversation Starter:** Ask us: “*Who is my primary contact person? Is he or she a representative of an investment advisor or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?*”