



## Item 1 – Cover Page

# **Vistica Wealth Advisors, LLC**

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[www.VisticaWA.com](http://www.VisticaWA.com)

March 12, 2018

This Brochure provides information about the qualifications and business practices of Vistica Wealth Advisors, LLC (“VISTICA WEALTH”). If you have any questions about the contents of this Brochure, please contact us at (760) 854-4003. 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.

VISTICA WEALTH is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about VISTICA WEALTH also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for VISTICA WEALTH is 147297.

## Item 2 – Material Changes

This Item of the Brochure discusses only specific material changes that are made to the Brochure and provides clients with a summary of such changes. Since the filing of our annual updating amendment on March 8, 2017, we have made the following material changes:

- Item 5: Financial planning fee information was updated
- Item 5: Advisory fee billing information was updated.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Jeff Vistica, Managing Member and Chief Compliance Officer at (760) 854-4003.

Additional information about VISTICA WEALTH is also available via the SEC's web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC's web site also provides information about any persons affiliated with VISTICA WEALTH who are registered, or are required to be registered, as investment adviser representatives of VISTICA WEALTH.

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## **Item 4 – Advisory Business**

Vistica Wealth is owned by Jeff Vistica. Vistica Wealth has been providing advisory services since 2011. Jeff Vistica has been in the investment advisory business since 2000.

As of December 31, 2017, Vistica Wealth manages \$45,982,933.52 on a discretionary basis and \$3,434,459.39 on a nondiscretionary basis, totaling \$49,417,392.91 in assets under management.

### **Investment Management Services:**

Vistica Wealth manages investment portfolios for individuals, qualified retirement plans, trusts, charitable organizations, corporations and small businesses. Vistica Wealth will work with a client to determine the client's investment objectives and investor risk profile and will design a written investment policy statement. Vistica Wealth uses investment and portfolio allocation software to evaluate alternative portfolio designs. Vistica Wealth evaluates the client's existing investments with respect to the client's investment policy statement. Vistica Wealth works with new clients to develop a plan to transition from the client's existing portfolio to the desired portfolio. Vistica Wealth will then continuously monitor the client's portfolio holdings and the overall asset allocation strategy and hold review meetings with the client regarding the account as necessary.

Vistica Wealth will typically create a portfolio of no-load mutual funds, and may use model portfolios if the models match the client's investment policy. Vistica Wealth will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. Vistica Wealth primarily recommends portfolios consisting of passively managed asset class and index mutual funds, such as the Dimensional Fund Advisors (DFA) mutual funds. DFA sponsored mutual funds follow a passive asset class investment philosophy with low holdings turnover. Consequently, the DFA fund fees are generally lower than fees and expenses charged by other types of funds. Vistica Wealth may recommend public Real Estate Investment Trust (REITS) and commodities index funds for certain clients who desire to include real estate or commodities in their asset allocation strategy.

Client portfolios may also include some individual equity securities in situations where disposition of these securities would present an overriding tax implication or the client specifically requests they be retained for a personal reason. These situations will be specifically identified in the client's Investment Policy Statement (IPS).

Vistica Wealth manages mutual fund and equity portfolios on a discretionary basis according to the investment policy selected by the client.

Vistica Wealth may also recommend fixed income portfolios to investment management clients, which consist of managed accounts of individual bonds. Vistica Wealth will request discretionary authority from investment management clients to manage fixed income portfolios, including the discretion to retain a third party fixed income manager. Vistica Wealth will prepare a Fixed Income Investment Policy Statement for any client qualifying for separate fixed income portfolio services.

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

On an ongoing basis, Vistica Wealth will answer clients' inquiries regarding their accounts and review periodically with clients the performance of their accounts. Vistica Wealth will periodically, and at least annually, review clients' investment policy, risk profile and to discuss the re-balancing of each client's accounts to the extent appropriate. Vistica Wealth will provide to investment manager any updated client financial information or account restrictions necessary for investment manager to provide sub-advisory services.

In addition to managing the client's investment portfolio, Vistica Wealth may consult with clients on various financial areas including income and estate tax planning, business sale structures, college financial planning, retirement planning, insurance analysis, personal cash flow analysis, establishment and design of retirement plans and trust designs, among other things.

#### **Employee Benefit Plan Services:**

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

Vistica Wealth will recommend changes in the plan's investment vehicles as may be appropriate from time to time. Vistica Wealth generally will review the plan's investment vehicles and investment policy as necessary.

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

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

### **Financial Planning Services:**

Vistica Wealth also provides advice in the form of Financial Planning Services. Clients purchasing this service will receive a written financial plan, providing the client with a detailed financial plan designed to achieve their stated financial goals and objectives. Various types of reports or financial analysis may be provided to the client. The types of reports provided to clients will vary depending upon the services requested by the client.

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

- Current Portfolio & Regression Analyses
- Wealth Accumulation & Retirement Projections (based on Monte Carlo Simulation)
- Investment Policy Statement & Asset Allocation Development
- Social Security Claiming Strategies
- Asset Location Recommendations (individual clients)
- Risk Management Review (including life, disability, long term care, property and business)

Vistica Wealth gathers required information through in-depth personal interviews. Information gathered includes a client's current financial status, future goals and attitudes towards risk. Related documents supplied by the client are carefully reviewed and various types of written reports may be prepared by Vistica Wealth. Should a client choose to

implement the recommendations in the report(s), Vistica Wealth suggests the client work closely with his/her attorney, accountant or insurance agent.

Implementation of financial plan recommendations is entirely at the client's discretion.

Financial plans and financial planning may include, but are not limited to: investment planning; life insurance; tax concerns; retirement planning; college planning; and debt/credit planning.

In offering financial planning, a conflict exists between the interests of the investment adviser and the interests of the client. The client is under no obligation to act upon the investment adviser's recommendation, and, if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the investment adviser. This statement is required by California Code of Regulations, 10 CCR Section 260.235.2.

**For California Residents:** California clients will only be referred to third-party money managers licensed as an investment adviser in the State of California, notice filed with the California Department of Corporations, or otherwise exempt from California filing requirements.

**For California Residents:** Pursuant to California Rule 260.235.2, a conflict exists between the interests of this registrant or its associated persons and the interest of the client; the client is under no obligation to act upon this registrant's or associated person's recommendations; if the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the registrant, or associated person when the person is an agent with a licensed broker-dealer or through any associate or affiliate of such person.

## **Item 5 – Fees and Compensation**

In certain circumstances, all fees, account minimums and their applications to family circumstances may be negotiable.

Vistica Wealth has contracted with BAM Advisor Services, LLC (BAM), for services including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. Vistica Wealth has also contracted with BAM for sub-advisory services with respect to clients' fixed income accounts. Vistica Wealth pays a fee for BAM services based on management fees paid to Vistica Wealth on

accounts which use BAM Advisor Services. The fee paid by Vistica Wealth to BAM consists of a portion of the fee paid by clients to Vistica Wealth and varies based on the total client assets participating in BAM Advisor Services through Vistica Wealth. These fees are not separately charged to advisory clients.

The specific manner in which fees are charged by Vistica Wealth is established in a client's written agreement with Vistica Wealth. Generally, Investment Management clients will be invoiced in arrears based upon the value (market value based on independent third party sources or fair market value in the absence of market value; client account balances on which Vistica Wealth calculates fees may vary from account custodial statements based on independent valuations and other accounting variances, including mechanisms for including accrued interest in account statements) of the client's account at the end of the previous quarter. New accounts are charged a prorated fee for the remainder of the quarter in which the account is incepted (date of first trade or date assets transferred in).

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account at any time after the required 30-day notice, any prepaid, unearned fees will be promptly refunded. The client has the right to terminate an agreement without penalty within five business days after entering into the agreement.

Vistica Wealth will request authority from the client to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to Vistica Wealth or its designated service provider, BAM, to withdraw fees from the account. Vistica Wealth will send to the client an invoice showing the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the fee was calculated. Clients should verify the accuracy of the fee calculations in such invoices. Client custodians will send at least quarterly statements directly to the client. Custodial statements will only show the amount of the advisory fee.

Vistica Wealth's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. These fees will generally include a management fee and other fund expenses. All fees paid to Vistica Wealth for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. Such charges, fees and commissions are



exclusive of and in addition to Vistica Wealth's fee, and Vistica Wealth shall not receive any portion of these commissions, fees, and costs.

**For California Residents:** Subsection (j) of Rule 260.238, California Code of Regulations requires that all investment advisers disclose to their advisory clients that lower fees for comparable services may be available from other sources.

**Advisory Fees**

**Wealth Management Services:**

The annual fee for Wealth Management services will be charged as a percentage of assets under management, with a minimum fee of \$5,000 according to the schedule below:

<b>Assets under management</b>	<b>Annual Fee (%)</b>
On the first \$500,000	1.00%
On the next \$500,000	0.85%
On the next \$1,000,000	0.70%
On the next \$1,000,000	0.55%
On the next \$2,000,000	0.40%
On all amounts thereafter	0.20%

All accounts for members of the client's family (husband, wife and dependent children) or related businesses may be assessed fees based on the total balance of all related family accounts.

**Billing example for \$2,500,000 of assets under management.**

\$5,000 on the first \$500,000  
*plus* \$4,250 on the next \$500,000  
*plus* \$7,000 on the next \$1,000,000  
*plus* \$2,750 on the next \$500,000.

The total advisory fee on \$2,500,000 equates to \$19,000 or 0.76% (\$19,000 / \$2,500,000).

Clients should also be aware of costs paid to custodian (Charles Schwab, TD Ameritrade, Fidelity) and underlying fund expenses which will vary slightly depending on agreed upon asset allocation.

## **Employee Benefit Plan Services:**

Vistica Wealth Retirement Plan Services standard fee schedule is as follows:

<b>Assets Under Management</b>	<b>BAM's Fee</b>	<b>Vistica Wealth's Fee</b>	<b>Total Fee to Client</b>
On the first \$1,000,000	0.200%	0.70%	0.900%
On the next \$4,000,000	0.125%	0.45%	0.600%
On the next \$5,000,000	0.075%	0.25%	0.325%
On amounts over \$10 million	0.050%	0.15%	0.200%

## **Financial Planning Fees**

Fees are calculated and charged on a flat fee basis, typically ranging from \$2,500.00 to over \$10,000.00 depending on complexity and the specific arrangement reached.

Fees for a Financial Plan are calculated and charged on a flat fee basis, typically ranging from \$2,500.00 to over \$20,000.00 depending on complexity and the specific arrangement reached with the Client.

Financial Plan fees are due and paid in advance with a signed Financial Plan contract.

Plan fees may be adjusted, negotiated and quoted in advance for unique or complex situations.

Under certain circumstances, Client may wish to engage Vistica Wealth Advisors for special personal or business financial consulting projects. The fee for such services will be agreed upon on a fixed cost or at our hourly rate. Our hourly rate is \$265.

## **Continuous Financial Planning and Plan Implementation**

When Vistica Wealth Advisors implements and maintains a Financial Plan, and manages assets directed by the Financial Plan, the asset management fee will include continuous financial planning and plan implementation advisory services.

The fee for ongoing financial planning and plan implementation **without** asset management will be individually negotiated based on complexity and will range from \$2,500.00 to \$20,000.00 or more annually.

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

Vistica Wealth does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). All fees are calculated as described above and are not charged on the basis of income or capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

## **Item 7 – Types of Clients**

Vistica Wealth provides services to individuals, high net worth individuals, trusts, qualified retirement plans, endowments and businesses.

### Minimum Account Sizes

Vistica Wealth generally requires a minimum account size of \$500,000 for Investment Management Services and Employee Benefit Plan Services. Complete fixed income portfolio management of individual fixed income securities generally requires a minimum investment of \$400,000 although individual bonds may be purchased in certain circumstances.

These minimum account sizes may be negotiable under certain circumstances.

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

### Methods of Analysis and Investment Strategy

Vistica Wealth's services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. Vistica Wealth's investment approach is firmly rooted in the belief that markets are "efficient" over periods of time and that investors' long-term returns are determined principally by asset allocation decisions, rather than market timing or stock picking. Vistica Wealth recommends diversified portfolios, principally through the use of passively managed, asset class mutual funds. Vistica Wealth

selects or recommends to client's portfolios of securities, principally broadly- traded open end mutual funds or conservative fixed income securities to implement this investment strategy.

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

In the implementation of investment plans, Vistica Wealth therefore primarily uses mutual funds and, as appropriate, portfolios of conservative fixed income securities. Vistica Wealth may also utilize Exchange Traded Funds (ETFs) to represent a market sector.

Clients may hold or retain other types of assets as well, and Vistica Wealth may offer advice regarding those various assets as part of its services. Advice regarding such assets will generally not involvement asset management services but may help to more generally assist the client.

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

Vistica Wealth receives supporting research from BAM Advisor Services and from other consultants, including economists affiliated with Dimensional Fund Advisors ("DFA"). Vistica Wealth utilizes DFA mutual funds in client portfolios. DFA mutual funds follow a passive asset class investment philosophy with low holdings turnover. DFA provides historical market analysis, risk/return analysis, and continuing education to Vistica Wealth.

### *Analysis of a Client's Situation*

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, Vistica Wealth relies on an analysis of the client's financial objectives, current and estimated future resources, and tolerance for risk. To derive a recommended asset allocation, Vistica Wealth may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any other methods used to make projections into the future, there are several risks associated with this method, which may result in the client not being able to achieve their financial goals. They include:

- The 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
- For taxable clients, the risk that tax rates will be higher than was assumed in the analysis

### Risk of Loss

#### **Investing in securities involves risk of loss that clients should be prepared to bear.**

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.

The mutual funds and ETFs utilized by Vistica Wealth may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

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

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

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

## IRA Rollover Considerations

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset based fee as set forth in the agreement you executed with our firm. This practice presents a potential conflict of interest because we have an incentive to recommend a rollover to you for the purpose of generating 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 an IRA managed by our firm.

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.
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 discuss with you the advantages and disadvantages of both types of accounts prior to proceeding.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Vistica Wealth or the integrity of Vistica Wealth's management. Vistica Wealth has no information applicable to this Item.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### **Individually Licensed Insurance Agents**

Jeff Vistica, managing member of Vistica Wealth, in his individual capacity, is an agent for various insurance companies. As such, Jeff will be able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage these individuals when considering implementation of recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

### **BAM Advisor Services, LLC**

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

### **Succession Agreement**

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

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

## **Item 11 – Code of Ethics**

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

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

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

Vistica Wealth will provide a complete copy of its Code of Ethics to any client or prospective upon request. It is Vistica Wealth's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Vistica Wealth will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated private fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor, or any person controlled by or under common control with the investment advisor, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an advisor is dually registered as a broker-dealer or has an affiliated broker-dealer.



## Item 12 – Brokerage Practices

### **Investment Management Services:**

Vistica Wealth arranges for the execution of securities transactions with the assistance of BAM Advisor Services. Through BAM, Vistica Wealth participates in the Schwab Advisor Services (“SAS”) program offered to independent investment advisors by Charles Schwab & Company, Inc., member FINRA/SIPC, the Fidelity Institutional Wealth Services (“FIWS”) program offered to independent investment advisors, sponsored by Fidelity Brokerage Services, LLC (“Fidelity”), member FINRA/SIPC, 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”), member FINRA/SIPC. Schwab, Fidelity and TD Ameritrade are unaffiliated SEC-registered broker dealers and FINRA member broker dealers.

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

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

Vistica Wealth will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager retained by Vistica Wealth on client's behalf by designating the portfolio manager with trading authority over client's brokerage account. Clients will be provided with the Disclosure Brochure (Form ADV Part 2) of the portfolio manager.

SAS, FIWS and TDA do not generally charge clients a custody fee and are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts held at

the brokers. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker. While Vistica Wealth will not arrange transactions through other brokers, the authority of the fixed income portfolio manager includes the ability to trade client fixed income assets through other brokers.

Vistica Wealth does not have any arrangements to compensate any broker dealer for client referrals.

Vistica Wealth does not maintain any client trade error gains. Vistica Wealth makes clients whole with respect to any trade error losses incurred by clients caused by Vistica Wealth.

Vistica Wealth does not have any arrangements to compensate any broker dealer for client referrals.

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

#### **Employee Benefit Plan Services:**

Vistica Wealth does not typically arrange for the execution of securities transactions for participant- directed 401k plans as a part of this service. Transactions are executed directly through employee plan participation.

Plan sponsors are provided with quarterly information and annual performance reviews from Vistica Wealth. In addition, plan participant education information may also be provided to the Plan Sponsor or Administrator for distribution to the participants of the plan.

#### **Financial Planning Services:**

Vistica Wealth's financial planning practice, due to the nature of its business and client needs, does not include blocking trades, negotiating commissions with broker dealers or obtaining volume discounts, nor necessarily obtaining the best price. Clients will be

required to select their own broker dealers and insurance companies for the implementation of financial planning recommendations. Vistica Wealth may recommend any one of several brokers. Vistica Wealth clients must independently evaluate these brokers before opening an account. The factors considered by Vistica Wealth when making this recommendation are the broker's ability to provide professional services, Vistica Wealth's experience with the broker, the broker's reputation, and the broker's financial strength, among other factors. Vistica Wealth's financial planning clients may use any broker or dealer of their choice.

## **Item 13 – Review of Accounts**

### **Reviews:**

#### **Investment Management Services:**

Account assets are supervised continuously and formally reviewed quarterly by Jeff Vistica. The 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.

Additional account reviews may be triggered by any of the following events:

- 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

For fixed income portfolios, certain account review responsibilities are delegated to a third party investment manager as described above in Item 4.

#### **Employee Benefit Plan Services**

Plan assets are reviewed as necessary and according to the situations described above for investment supervisory service accounts.

## **Reports:**

All clients, other than those utilizing Employee Benefit Retirement Plan Services, will receive quarterly performance reports, prepared by BAM Advisor Services 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 account custodians. Clients utilizing Employee Benefit Retirement Plan Services will receive reporting services through their respective RPSPs.

Financial planning clients will receive reports as contracted for at the inception of the advisory relationship.

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

### **Client Referrals:**

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

### **Other Compensation:**

As indicated under the disclosure for Item 12, SAS, FIWS and TDA each respectively provide Vistica Wealth with access to services, which are not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them.

These services benefit Vistica Wealth but may not benefit its clients' accounts. Many of the products and services assist Vistica Wealth in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Vistica Wealth's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of Vistica Wealth accounts. Recommended brokers also make available to Vistica Wealth other services intended to help Vistica Wealth manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. Vistica Wealth does not, however, enter into any commitments

with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, Vistica Wealth endeavors to act in its clients' best interests, Vistica Wealth's requirement that clients maintain their assets in accounts at SAS, FIWS or TDA may be based in part on the benefit to Vistica Wealth of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the brokers, which may create a potential conflict of interest.

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

## **Item 15 – Custody**

With the exception of Vistica Wealth's ability to debit fees, we do not otherwise have custody of the assets in the account. Clients provide written authority to have fees debited from their accounts when they review and sign an Investment Advisory Agreement. They also provide the Custodian the authority to release fee payments from their accounts when they sign the custodial account application. Clients shall receive monthly account statements from the Custodian. Clients also receive quarterly statements from Vistica Wealth that include notification of advisory fee calculations and the debiting from of these fees from client accounts. We urge clients to review the Vistica Wealth statements carefully and compare these accounts statements with the account statements from the Custodian. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Vistica Wealth shall have no liability to the Client 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. The Client understands that SIPC provides only limited protection for the loss of property held by a custodian.

## **Item 16 – Investment Discretion**

Vistica Wealth usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. For fixed income securities, this authority will include the discretion to retain a third party money manager for fixed income accounts. 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.

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

## **Item 17 – Voting Client Securities**

Proxy Voting: As a matter of firm policy and practice, Vistica Wealth does not accept the authority to and does not vote proxies on behalf of advisory client. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. VISTICA WEALTH, however, may provide advice to clients regarding the clients' voting of proxies.

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

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Vistica Wealth's financial condition. Vistica

Wealth has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Additionally, Vistica Wealth does not require advance payments greater than \$500, more than six months in advance from any Client.

### **Item 19 – Requirements for State-Registered Advisers**

Vistica Wealth has one principal executive officer and management person, Mr. Jeff Vistica. The education and business background for Jeff Vistica is supplied on the Form ADV Part 2B Brochure Supplement included herein.

Item 1 - Cover Page

Jeffrey F. Vistica, AIF<sup>®</sup>, CFP<sup>®</sup>

**Vistica Wealth Advisors, LLC**

2121 Palomar Airport Road, Suite 160  
Carlsbad, CA 92011  
(760) 854-4003

[www.VisticaWA.com](http://www.VisticaWA.com)

March 12, 2018

**This Form ADV Part 2B Brochure Supplement provides information about Jeffrey F. Vistica that supplements the Vistica Wealth Advisors, LLC Brochure. You should have received a copy of that Brochure. Please contact Jeff Vistica at (760) 854-4003 if you did not receive VISTICA WEALTH's Brochure or if you have any questions about the contents of this supplement.**

**Additional information about Jeffrey F. Vistica is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**



## Item 2 - Educational Background and Business Experience

Jeffrey Vistica, AIF®, CFP®

BORN: 1976

### ***EDUCATION:***

- Graduated from Loyola Marymount University with a B.A. in Psychology in 2000.
- Attended San Diego State University completing a Certificate in Personal Financial Planning in 2010.

### ***EMPLOYMENT HISTORY:***

- Managing Member; Investment Advisor Representative, Vistica Wealth Advisors, LLC (6/2008–Present)
- Genworth Financial Securities Corp, Registered Representative (1/2004-February 2011)
- Genworth Financial Advisors Corp, Investment Advisor Representative (10/2002-February 2011)

### ***Other information on Professional Designations:***

#### CFP® - Certified Financial Planner

Issued by: [Certified Financial Planner Board of Standards, Inc.](#)

*Prerequisites/Experience Required:* Candidate must meet the following requirements:

- A bachelor's degree (or higher) from an accredited college or university, and
- 3 years of full-time personal financial planning experience

*Educational Requirements:* Candidate must complete a CFP-board registered program, or hold one of the following:

- CPA
- ChFC
- Chartered Life Underwriter (CLU)
- CFA
- Ph.D. in business or economics
- Doctor of Business Administration
- Attorney's License

*Examination Type:* CFP Certification Examination

*Continuing Education/Experience Requirements:* 30 hours every 2-years

#### AIF® - Accredited Investment Fiduciary

Issued by: <https://www.fi360.com/center-for-fiduciary-studies>

*Prerequisites/Experience/Educational Requirements:* Candidate must meet the following requirements:

- 2 years (minimum) of relevant experience, a bachelor's degree (or higher), and a professional credential; or
- 5 years (minimum) of relevant experience and a bachelor's degree (or higher) or a professional credential; or
- 8 years (minimum) of relevant experience.
- Candidate must also complete the AIF training program.

*Examination Type:* AIF Certification Examination

*Continuing Education/Experience Requirements:* 6 hours per year

### **Item 3 - Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. *No information is applicable to this Item.*

### **Item 4 - Other Business Activities**

Since January 2000, Mr. Vistica has been a co-shareholder and holds a 20% interest in a company that owns 2% of the Sacramento Rivercats/River City Baseball Investment Group, LLC (minor league baseball) and 3% of Seatninja, Inc. (a company producing and app for the restaurant industry). Mr. Vistica spends approximately two (2) hours per year on this passive investment.

Mr. Vistica, in his individual capacity, is an agent for various insurance companies. As such, he will be able to receive separate, yet customary commission compensation resulting from implementing product transactions on behalf of advisory clients. Clients, however, are not under any obligation to engage Mr. Vistica when considering implementation of recommendations. The implementation of any or all recommendations is solely at the discretion of the client.

### **Item 5 - Additional Compensation**

There are no arrangements where a non-client provides an economic benefit directly to Mr. Vistica for providing advisory services. Mr. Vistica is an owner and member of VISTICA WEALTH. As such, Mr. Vistica received an economic benefit on the success of VISTICA WEALTH, including new accounts and additional assets.

Refer to Item 4 above for a discussion on the economic benefits received as a result of Mr. Vistica's implementation of insurance products.

**Item 6 - Supervision**

Mr. Vistica is the sole owners of VISTICA WEALTH. There are no other officers or supervised persons at VISTICA WEALTH. As such, Mr. Vistica is responsible for supervision of all advisory activities.

**Item 7 - Requirements for State-Registered Advisers**

State registered advisers are required to disclose all material facts regarding certain arbitration events, proceedings, or bankruptcy petitions. No information is applicable to this Item for Mr. Vistica.

Daniel Jerome Vistica

**Vistica Wealth Advisors, LLC**

2121 Palomar Airport Road, Suite 160  
Carlsbad, CA 92011  
(760) 854-4003

[www.VisticaWA.com](http://www.VisticaWA.com)

March 12, 2018

**This Form ADV Part 2B Brochure Supplement provides information about Daniel Jerome Vistica that supplements the Vistica Wealth Advisors, LLC Brochure. You should have received a copy of that Brochure. Please contact Jeff Vistica at (760) 854-4003 if you did not receive VISTICA WEALTH's Brochure or if you have any questions about the contents of this supplement.**

**Additional information about Daniel Jerome Vistica is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2 - Educational Background and Business Experience**

**Daniel Jerome Vistica**

**BORN: 1950**

### ***EDUCATION:***

- MS Taxation, Golden Gate University - 1979
- BA Accounting, Loyola Marymount University - 1972

### ***EMPLOYMENT HISTORY:***

- Investment Advisor Representative, Vistica Wealth Advisors, LLC (March 2015 –Present)
- Wealth Advisor, Vistica Wealth Advisors, LLC (March 2015 – Present)
- CFO/Executive VP, Sacramento River Cats Baseball Club (November 1999-December 2014)

## **Item 3 - Disciplinary Information**

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of this advisory business.

## **Item 4 - Other Business Activities**

Daniel Jerome Vistica is an accountant. From time to time, he will offer clients advice or products from this activity. Vistica Wealth Advisors, LLC always acts in the best interest of the client. Clients are in no way required to utilize the services of any representative of Vistica Wealth Advisors, LLC in their capacity as an accountant.

Mr. Vistica has also been involved in other business as follows:

The Vistica Family Trust (Daniel and Annette Vistica, Trustees) holds a 60% interest in a company that owns 2% of the Sacramento Rivercats/River City Baseball Investment Group, LLC and 3% of Seatninja, Inc. Mr. Vistica devotes approximately five (5) hours per year on this activity.

Board member for Seatninja, Inc., a start up company producing an app for the restaurant industry. Mr. Vistica's devotes an average of five (5) hours per month assisting with company operations and/or financial matters.

**Item 5 - Additional Compensation**

Daniel Jerome Vistica does not receive any economic benefit from any person, company, or organization, other than Vistica Wealth Advisors, LLC in exchange for providing clients advisory services through Vistica Wealth Advisors, LLC.

**Item 6 - Supervision**

As a representative of Vistica Wealth Advisors, LLC, Daniel Jerome Vistica works closely with the supervisor, Jeffrey Vistica, and all advice provided to clients is reviewed by the supervisor prior to implementation. Jeffrey Vistica's phone number is 760-854-4003

**Item 7 - Requirements for State-Registered Advisers**

State registered advisers are required to disclose all material facts regarding certain arbitration events, proceedings, or bankruptcy petitions. *No information is applicable to this Item for Daniel Jerome Vistica.*