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This Form ADV Part 2A Brochure provides information about the qualifications and business practices of Vistica Wealth Advisors, LLC. If you have any questions about the contents of this Brochure, you may contact us at (760) 854-4003, or jeff@visticawa.com to obtain answers and additional information. Vistica Wealth Advisors, LLC is a registered investment advisor with a home state of California. 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 Vistica Wealth Advisors, LLC is available on the SEC’s website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Vistica Wealth Advisors, LLC is 147297.

Item 2 – Material Changes

Since our last annual update dated March 26, 2019, we have made the following material changes:

The ownership of Vistica Wealth Advisors, LLC has been transferred to the Jeffrey and Lily Vistica Trust. As a Trustee, Mr. Vistica will continue to be a Managing Principal with exclusive control of the firm.

BAM Advisor Services, LLC updated its legal name to Buckingham Strategic Partners, LLC. This was a name change only.

It is our goal the ADV accurately represent our business practices. We encourage you to review this document and contact us with any questions.

We will ensure that all current clients receive a Summary of Material Changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. A Summary of Material Changes is also included with our Brochure on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for Vistica Wealth Advisors, LLC is 147297. We may further provide other ongoing disclosure information about material changes as necessary and 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 Principal and Chief Compliance Officer, at (760) 854-4003 or jeff@visticawa.com.

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Item 4 – Advisory Business

- A** Vistica Wealth Advisors, LLC (“Vistica Wealth” “we” “us” “Firm” “our” and “Advisor”) is a California limited liability company registered as an investment advisor under the laws of the State of California. Our principal place of business is located in Carlsbad, CA. The principal owner is the Jeffrey and Lily Vistica Trust with Jeffrey (“Jeff”) Vistica serving as the Managing Principal and Chief Compliance Officer.
- B** In our investment advisory services offered to our Clients we provide broadly diversified portfolios customized to each Clients’ needs. We focus on asset allocation, providing structured portfolio management. Within each asset class, we primarily use index funds and other “passive” products.

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 Buckingham Strategic Partners, LLC (“BSP”), formally known as BAM Advisor Services, LLC. Retirement plan clients will engage both Vistica Wealth and BSP. BSP 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:

- **PERSONAL:** Family records, budgeting, personal liability, net worth tracking, estate information and financial goals.
- **PROFESSIONAL PRACTICES:** Cash flow expectations, debt structure, transition planning and office space lease vs. buy decisions.
- **EDUCATION:** 529 plans and planning to meet ongoing educational needs of dependents
- **SPECIAL NEEDS:** Determine estimate of lifetime support, document circles of support and letter(s) of intent to protect the financial and life management needs of family members with special needs.
- **TAX & CASH FLOW:** Income tax, spending analysis and planning.
- **DEATH & DISABILITY:** Project anticipated cash needs at death, disability and long term care expenses.
- **RETIREMENT:** Analysis of strategies and scenarios to help the client meet his or her retirement planning objectives.
- **INVESTMENTS:** Analysis of investment strategies and impact on a portfolio.

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 Business Oversight, 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.

- C** We construct portfolios to match our Client's unique risk tolerance, financial objectives, and individual requirements. 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 \$54,288,142 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, 2019.

Item 5 – Fees and Compensation

- A** Vistica Wealth is a fee-only advisory Firm, meaning we are compensated only by our Clients and do not receive compensation or commissions from any other parties. We believe this method of compensation minimizes conflicts of interest.

In consideration for our services, Clients pay us a fee quarterly in arrears, with payment due within 2 to 3 days from the date of the invoice. The fee will be equal to the agreed upon rate per annum, billed quarterly on a pro rata basis. There is a minimum advisory fee of \$7,500.

Compensation to us for our services will be calculated in accordance with “Schedule A” of the Investment Advisory Agreement (“IAA”) which is entered into with each Client. We reserve the right to amend the fee but only upon 30-days prior written notice to each Client.

Vistica Wealth has contracted with Buckingham Strategic Partners, LLC (“BSP”, formally known as BAM Advisor Services, LLC), for services including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. Vistica Wealth has also contracted with BSP for sub-advisory services with respect to clients’ fixed income accounts. Vistica Wealth pays a fee for BSP services based on management fees paid to Vistica Wealth on accounts which use BSP’s services. The fee paid by Vistica Wealth to BSP consists of a portion of the fee paid by clients to Vistica Wealth and varies based on the total client assets participating in BSP 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.

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, BSP, 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.

WEALTH MANAGEMENT FEE SCHEDULE

Assets under management	Annual Fee	Charged Quarterly
On the first \$750,000	1.00%	0.2500%
On the next \$750,000	0.85%	0.2125%
On the next \$1,000,000	0.70%	0.1750%
On the next \$1,000,000	0.55%	0.1375%
On the next \$2,000,000	0.40%	0.1000%
On all amounts thereafter	0.25%	0.0625%

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.

For purposes of determining value, securities, mutual funds, and other instruments traded on a market for which actual transaction prices are publicly reported shall be valued at the last reported sale price on the principal market in which they are traded

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.

Employee Benefit Plan Services:

RETIREMENT PLAN FEE SCHEDULE

Assets Under Management	Vistica 3(21) Advisory Fee	BSP 3(38) Investment Management Fee	Total Fee
On the first \$1,000,000	0.70%	0.20%	0.90%
On the next \$4,000,000	0.45%	0.15%	0.60%
On the next \$5,000,000	0.25%	0.08%	0.33%
On amounts over \$10 million	0.15%	0.05%	0.20%

Vistica Wealth requires a minimum advisory fee of \$5,000 for Employee Benefit Plan Services.

This minimum account fee may be negotiable under certain circumstances.

Financial Planning Services:

Financial planning fees are calculated and charged on a flat fee basis, typically ranging from \$3,500.00 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 \$3,500.00 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. Dan Vistica's hourly rate is \$425 and Jeff Vistica's hourly rate is \$325.

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 \$3,500.00 to \$20,000.00 or more annually.

- B** Our fees may be paid directly to us from the account by the custodian holding a Client's assets upon submission of an invoice to the custodian showing the amount of fees, the value of the Client's assets on which the fees are based, and the specific manner in which the fees are calculated. Payment of fees may result in the liquidation of Client's securities if there is insufficient cash in the account. Copies of the fee invoices will be mailed to each Client as required. Clients bear the responsibility for verifying the accuracy of fee calculations.
- C** In addition to our fee and any sub-advisor's fees, Clients may be required to pay brokerage commissions, stock transfer fees, and other similar charges incurred in connection with transactions for their account. These fees are paid out of the assets in a Client's account and are in addition to the investment management fees paid to us.
- D** The market value will be construed to equal the sum of the values of all assets in the account, adjusted by any margin debit. Fees for partial quarters at the commencement or termination of an Investment Advisory Agreement will be billed or refunded on a pro rata basis contingent on the number of days the account was open during the quarter. Quarterly fee adjustments for additional assets received into the account during a quarter or for partial withdrawals will also be provided to Client's on the above pro rata basis.
- E** We are a fee-only investment advisory Firm paid on a percentage of Client assets managed or a flat fee. This means that no supervised person associated with us receives or accepts any compensation for the sale of securities or investment products.

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

We do not charge any performance-based fees for our services. Accordingly, this Item is not applicable to our Firm.

Item 7 – Types of Clients

We provide investment advice to the following types of Clients:

- Businesses
- Individuals
- High Net Worth Individuals
- Pension and Profit-Sharing Plans
- Trusts, Estates or Charitable Organizations

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.

Vistica Wealth generally requires a minimum advisory fee of \$7,500 for Investment Management Services. Vistica Wealth requires a minimum advisory fee of \$5,000 for 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. Vistica Wealth otherwise does not require a minimum account size.

These minimum account fees may be negotiable under certain circumstances.

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

A 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 BSP Advisor Services and from other consultants, including economists affiliated with 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.

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.

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.

- 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 account assets under the Investment Advisory Agreement and understands that investment decisions made for this 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.

The mutual funds and ETFs utilized by Vistica Wealth 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 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) 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.

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 financial circumstances or goals.

- C As referenced above, our advisory services generally recommend a passive 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 utilized by Vistica include:

Interval Fund

Vistica may recommend 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, Vistica 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 Fund

Vistica may recommend clients invest in one or more funds structured an alternative fund registered under the Investment Company Act of 1940 ("alternative fund"). Certain

alternative funds recommended by Vistica 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.

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.

Item 10 – Other Financial Industry Activities and Affiliations

Individually Licensed Insurance Agents

Jeff Vistica, managing principal 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.

Buckingham Strategic Partners, 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 Buckingham Strategic Partners, LLC (“BSP”) for such fixed income management. Vistica Wealth also contracts with BSP 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 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 Vistica Wealth continuously makes this assessment. While Vistica Wealth has a contract with BSP governing a time period for back office services, Vistica Wealth has 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.

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, LLC effective December 8, 2015.

Vistica Wealth Advisors, LLC can provide additional information to any current or prospective client upon request to Jeff Vistica, Managing Principal at jeff@visticawa.com.

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

A 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.

B-D 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.

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. Vistica Wealth arranges for the execution of securities transactions with the assistance of Buckingham Strategic Partners, LLC ("BSP"). Through BSP, 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.

- B** 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. Buckingham Strategic Partners, 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 Buckingham Strategic Partners, LLC who is not a Vistica Wealth client. See Buckingham Strategic Partners, LLC Form ADV Part 2.

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, other than those utilizing Employee Benefit Retirement Plan Services, will receive quarterly performance reports, prepared by Buckingham Strategic Partners, LLC 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:

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 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 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.

Item 16 – Investment Discretion

Except as otherwise instructed, Clients 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.

In some limited circumstances, Clients 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, 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

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. Vistica Wealth, however, may provide advice to clients regarding the clients' voting of proxies.

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

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

Item 19 – Requirements for State Registered Advisers

- A** 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.
- B** Vistica Wealth is a fee-only registered investment advisor. The other business activities of Jeff Vistica are supplied in Item 10 above, and on the Form ADV Part 2B Brochure Supplement included herein.

- C** We do not receive performance-based fees.
- D** We have not been subject to any arbitration claims or any other proceedings (civil, self-regulatory organization or administrative).
- E** Apart from those arrangements listed in Item 10 above, we have no arrangements or other financial industry affiliations to disclose which would be considered material to our business or to our Clients or which would present any material conflicts of interests with Clients.

Jeffrey F. Vistica, AIF[®], CFP[®]



Vistica Wealth Advisors, LLC
2121 Palomar Airport Road, Suite 160
Carlsbad, CA 92011

(760) 854-4003
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February 13, 2020

This Form ADV Part 2B Brochure Supplement provides information about Jeffrey F. Vistica, and supplements the Vistica Wealth Advisors, LLC Brochure. You should have received a copy of that Brochure. Please contact Jeff Vistica at (760) 854-4003, or jeff@visticawa.com for a copy 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.

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 Principal; 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 Adviser 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

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

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 owner 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 J. Vistica



Vistica Wealth Advisors, LLC
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Carlsbad, CA 92011

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www.VisticaWA.com

February 13, 2020

This Form ADV Part 2B Brochure Supplement provides information about Daniel J. Vistica, and supplements the Vistica Wealth Advisors, LLC Brochure. You should have received a copy of that Brochure. Please contact Jeff Vistica at (760) 854-4003, or jeff@visticawa.com for a copy or if you have any questions about the contents of this supplement.

Additional information about Daniel J. Vistica is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Educational Background and Business Experience

Daniel J. Vistica

BORN: 1950

EDUCATION:

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

EMPLOYMENT HISTORY:

- 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 J. 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.

Consultant for Pacific Coast League providing oversight for the scheduling and finance committees. Mr. Vistica devotes approximately five (5) hours per month on this activity and receives a fixed consulting fee paid to him directly.

Item 5 - Additional Compensation

Daniel J. 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 J. 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 J. Vistica.