

FLORES

WEALTH PLANNING

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Form ADV Part 2 Firm Brochure March 5, 2017

This brochure provides information about the qualifications and business practices of c. If you have any questions about the content of this advisory brochure, please contact Mr. Arthur Flores at (917) 740-3898.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or any state securities administrator. Additional information about Flores Wealth Planning, LLC is available on the SEC's website at www.adviserinfo.sec.gov. Click on the "Investment Adviser Search" link and then search for "Investment Adviser Firm" using the firm's IARD number, which is 173706.

While the firm and its associates may be registered and/or licensed within a particular jurisdiction, that registration and/or licensing in itself does not imply an endorsement by any regulatory authority, nor does it imply a certain level of skill or training on the part of the firm or its associated personnel.

Item 2: Material Changes

The following changes have been made to this version of the Disclosure Brochure, dated March 30, 2016.

- Item 5: The Advisor has changed the fees associated with fixed fee financial planning and consultation services, and has made changes to the “Advanced Payment for Certain Services”.

Future Changes

The firm may at any time update this document and either send a copy of its updated brochure or provide a summary of material changes to its brochure and an offer to send an electronic or hard copy form of the updated brochure. Clients are also able to download this brochure from the SEC’s Website: www.adviserinfo.sec.gov or may contact our firm at 917-740-3898 to request a copy at any time.

Important Information

Throughout this document Flores Wealth Planning, LLC shall also be referred to as “the firm,” “firm,” “our,” “we” or “us.” These terms are utilized for the reader’s ease of use while reviewing the brochure and are not meant to imply the firm is larger than it actually may be at the time of publication. The client or prospective client may be also referred to as “you,” “your,” etc., and refers to a client engagement involving a single *person* as well as two or more *persons*. The term “advisor” and “adviser” are used interchangeably where accuracy in identification is necessary (i.e., Internet address, etc.).

Item 2: Material Changes	2	
Item 4: Advisory Business	6	
Information about Our Firm		6
Description of Advisory Services Offered		6
Client-Tailored Services and Client-Imposed Restrictions		9
Wrap Fee Programs		10
Item 5: Fees and Compensation	11	
Method of Compensation and Fee Schedule		11
Client Payment of Fees		12
Additional Client Fees		13
Charged Prepayment of Client Fees		13
External Compensation for the Sale of Securities to Clients		14
Item 6: Performance-Based Fees and Side-By-Side Management	14	
Item 7: Types of Clients	14	
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss	15	
Methods of Analysis and Investment Strategies		15
Investment Strategy and Method of Analysis Material Risks		16
Security-Specific Material Risks		17
Item 9: Disciplinary Information	18	
Item 10: Other Financial Industry Activities and Affiliations	18	
Material Relationships Maintained by this Advisory Business and Conflicts of Interest		19
Recommendation or Selection of Other Investment Advisors and Conflicts of Interest		19
Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	19	
Code of Ethics Description		19
Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest		22
Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest		22
Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and Conflicts of Interest		22
Item 12: Brokerage Practices	22	
Factors Used to Select Broker/Dealers for Client Transactions		22
Best Execution		24
Directed Brokerage		25
Aggregating Securities Transactions		25
Trade Errors		25
Item 13: Review of Accounts	25	
Schedule for Periodic Review and Advisory Persons Involved		25
Review of Client Accounts on Non-Periodic Basis		26
Content of Client Provided Reports and Frequency		26
Item 14: Client Referrals and Other Compensation	27	
Economic Benefit from External Sources and Potential Conflicts of Interest		27
Advisory Firm Payments for Client Referrals		27

Item 15: Custody	28	
Item 16: Investment Discretion	28	
Item 17: Voting Client Securities	28	
Item 18: Financial Information	29	
Balance Sheet		29
Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients		29
Bankruptcy Petitions during the Past 10 Years		29
Item 19: Requirements for State-Registered Advisers	29	

Item 4: Advisory Business

Information about Our Firm

Flores Wealth Planning, LLC. is registered as an Investment Adviser with the State of New York. We were founded on October 21, 2014. Arthur Flores is the principal owner of Flores Wealth Planning, LLC. Flores Wealth Planning, LLC currently reports \$400,000 in Non-Discretionary Assets Under Management.

Our firm provides a broad range of investment advisory and ancillary services to people from all walks of life. Our primary focus is providing financial planning services, which includes such areas as cash flow and budgeting, education funding, retirement planning, risk management and estate planning. We offer investment advice through periodic consultations (which we term *investment consultation*) or portfolio monitoring services, neither of which includes ongoing management of an investment account. We also provide ongoing and continuous supervision of clients' portfolios through our investment supervisory services offering, as well as investment management services through the engagement of institutional third-party investment managers, which are described in further detail in a separate advisory services brochure.

We hold ourselves to a *fiduciary standard*, which means our firm will act in the utmost good faith and perform in a manner believed to be in the best interest of our clients. As fiduciaries, we are obligated to put *you – our client – first*. We feel this sets us apart from other types of firms in the securities industry such as broker/dealers that may be held to a, perhaps lesser, "suitability" standard. Such firms may not be required under current regulation to place clients' interests ahead of their own or to fully disclose conflicts of interest involving their recommendations to clients.

Description of Advisory Services Offered

Flores Wealth Planning, LLC provides a broad range of financial planning solutions to its clients. For those interested in areas such as: cash flow and budgeting, education funding, retirement planning, risk management, estate planning, tax planning, as well as periodic investment advice, we offer our *financial planning and investment consultation services*. The firm also provides ongoing and continuous supervision of clients' portfolios through its *investment supervisory services* offering.

During or prior to your first meeting with our firm, you will be provided with a current Form ADV Part 2 advisory brochure¹ that includes a statement with regard to our privacy policy. We will also ensure that we disclose any material conflicts of interest that could be reasonably expected to impair the rendering of unbiased and objective advice.

Should you wish to engage Flores Wealth Planning, LLC for its advisory services, we must first enter into a written agreement (our client services agreement). Thereafter, discussion and analysis will be conducted to determine your financial needs, goals, holdings, etc. It is important that the information and/or financial statements you provide are accurate. Our firm may, but is not obligated to, verify the information you have provided, which will then be used in the investment advisory process.

Depending on the scope of the engagement, you may be asked to provide current copies of the following documents early in the process:

¹ In consonance with the SEC's 2010 General Instructions for Part 2 of Form ADV the firm provides requisite principal executive information within this document that might otherwise be found in a separate Form ADV Part 2B.

- Wills, codicils and trusts
- Divorce decree
- Insurance policies
- Mortgage information
- Financial data that may include tax returns, W-2s or 1099s and/or paystubs
- Information on retirement plans and benefits provided by your employer
- Statements reflecting current investments in retirement and non-retirement accounts
- Employment or other business agreements you may have in place
- Credit card balances and interest rates
- Student loan documents
- Auto, home loans, HELOCs, and other liabilities
- Completed risk profile questionnaires or other forms provided by our firm

Financial Planning and Investment Consultation Services

Financial planning and investment consultation services may be as broad-based or narrowly focused as you desire. The incorporation of most or all of the listed components allows not only a more thorough analysis but also an in depth view of your plans to assist you in reaching your goals and objectives.

Cash Flow and Debt Management

A review of your income and expenses will be conducted to determine your current surplus or deficit along with advice on prioritizing how any surplus should be used, or how to reduce expenses if they exceed your income. Advice may also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. Recommendations may also be made with respect to appropriate cash reserves for emergencies and other financial goals, and a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.

Risk Management

A risk management review includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance (“self-insuring”).

Employee Benefits

We will provide review and analysis as to whether you, as an employee, are taking the maximum advantage possible in your employee benefit programs. If you are a business owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.

Retirement Planning

Retirement planning services typically include projections depicting the likelihood of achieving your

financial goals, with financial independence usually the primary objective. For situations where projections show less than the desired results, a recommendation may include showing you the impact on those projections by making changes in certain variables (i.e., working longer, saving more, spending less, taking more risk with investments). If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your retirement years.

Tax Planning Strategies

Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, we may make recommendations on which type of account(s) or specific investments should be owned based in part on their “tax efficiency,” with consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation.

Education Planning

College funding advice may include projecting the amount that will be needed to achieve post-secondary education funding goals, along with savings strategies and the “pros-and-cons” of various college savings vehicles that are available.

Estate Planning

Review and advice usually involve an analysis of your exposure to estate taxes and your current estate plan; determining whether you have a will, financial and health care powers of attorney, trusts and other related documents. Our advice also typically includes ways for you to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts.

We recommend that you consult with a qualified attorney when you initiate, update, or complete estate planning activities. We may provide you with contact information for attorneys who specialize in estate planning when you wish to hire someone for such purposes. From time-to-time, we will participate in meetings or phone calls between you and your attorney with your approval or request.

Investment Consultation

Our investment consultation services may involve providing information on the types of investment vehicles available, employee retirement plans and/or stock options, investment analysis and strategies, asset selection and portfolio design, as well as assisting you with your investment account if it is maintained at another broker/dealer or custodian. The strategies and types of investments we may recommend are further discussed in Item 8 of this brochure.

Periodic Review

We strongly urge our clients to notify us of any change in their circumstances, and to schedule a review any time there is such a change. An annual review should be considered even if there is not a substantial change, because tax laws, estate laws, and investment vehicles are always changing. Additional information may be found in Item 13 of this brochure.

Investment Supervisory Services

You may also engage our firm to implement investment strategies that we have recommended to you. Depending on your risk profile, goals and needs, among other considerations, your portfolio will involve

the employment of one or more of our investment strategies as well as either a broad range or more narrowly focused choice of investment vehicles as described in further detail in Item 8 of this brochure.

Where appropriate, we will prepare an investment policy statement (IPS) or similar document reflecting your investment objectives, time horizon, tolerance for risk, as well as any account constraints you may have for the portfolio. Your IPS will be designed to be specific enough to provide future guidance while allowing flexibility to work with changing market conditions. Since the IPS, to a large extent, will be a product of information and data you have provided, you will be responsible for reviewing and providing final approval of the document/plan.

Our firm generally provides its investment supervisory services on a *discretionary* basis (defined in Item 16) and will our services typically include:

- Risk tolerance assessment
- Investment strategy
- Asset allocation
- Asset selection
- Regular monitoring
- Periodic rebalancing

Real Time Planning Sessions

Our real-time planning sessions are limited-scope engagements designed to assist you in determining how best to invest your time with us. These sessions are typically 90 to 120 minutes in length and generally focus on more pressing issues you may have.

Therefore, all issues, urgent or not, may not be addressed in this brief time frame. All work may either be performed in your presence or, possibly, approximately 30 minutes may be assigned for follow up.

A summary report is provided at the conclusion of the meeting or shortly following the session to address key points that had been discussed during the planning session. You may also choose to re-engage Flores Wealth Planning for additional real-time planning sessions at a later date.

Educational Workshops

We offer periodic financial educational sessions for those desiring general advice on personal finance and investing. Topics may include issues related to financial planning, college funding, estate planning, retirement strategies, the financial implications of marriage or divorce, or various other economic and investment topics.

Our workshops are educational in nature and do not involve the sale of insurance or investment products. Information presented will not be based on any one person's need nor do we provide individualized investment advice to attendees during our general sessions.

Client-Tailored Services and Client-Imposed Restrictions

Broad Based v. Modular Financial Planning

A broad-based plan is an endeavor that requires detail, therefore, certain variables can affect the cost

involved in the development of the plan: the quality of your own records, complexity and number of current investments, diversity of insurance products and employee benefits you currently hold, size of the potential estate, and special needs of the client or their dependents, among others.

While certain broad-based plans may require 10 or more hours to complete, complex plans may require more than 20 hours. Alternatively, we may concentrate on reviewing only a specific area (modular planning), such as college funding, a portfolio allocation, divorce planning issue, or evaluating the sufficiency of your retirement plan. Note that when these services focus only on certain areas of your interest or need, your overall situation or needs may not be fully addressed due to limitations you may have established. In all instances involving our financial planning and investment consultation services, our clients retain full discretion over all implementation decisions and are free to accept or reject any recommendation we make.

Whether we have created a broad-based or modular plan, we will present you with a summary of our recommendations, guide you in the implementation of some or all of them per your decision, as well as offer you periodic reviews thereafter (see Item 13).

Investment Account Restrictions

As stated in your IPS or similar document, we will account for any reasonable restrictions you may require for the management of your investment account(s). We want to note that it will remain your responsibility to promptly notify us if there is any change in your financial situation and/or investment objectives for the purpose of our reviewing, evaluating or revising previous account restrictions or firm investment recommendations.

Wrap Fee Programs

Our firm does not sponsor or serve as a portfolio manager in any investment program involving wrapped fees.

General Information

Flores Wealth Planning, LLC does not provide legal, accounting or insurance services. With your consent, we may work with other professional advisors, such as an accountant, attorney or insurance representative to assist with coordination and implementation of accepted strategies. You should be aware that these other advisors will charge you separately for their services and these fees will be in addition to our own advisory fees.

Our firm will use its best judgment and good faith effort in rendering its services. Flores Wealth Planning, LLC cannot warrant or guarantee the achievement of a planning goal or any particular level of account performance or that your account will be profitable over time. Past performance is not necessarily indicative of future results.

Except as may otherwise be provided by law, our firm will not be liable to the client, heirs, or assignees for any loss an account may suffer by reason of an investment decision made or other action taken or omitted in good faith by our firm 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 your direction or that of your legal agent; any act or failure to act by a service provider maintaining an account.

Federal and state securities laws impose liabilities under certain circumstances on persons who act in good faith and, therefore, nothing contained in this document shall constitute a waiver of any rights that a client may have under federal and state securities laws.

Item 5: Fees and Compensation

Method of Compensation and Fee Schedule

Fixed Fee Engagements

We also offer our financial planning, investment consultation, and real-time planning on a fixed-fee basis, typically ranging from \$500 to \$10,000 annually. Project fees take into consideration factors such as the estimated amount of time dedicated to the engagement as well as the complexity of your project and your financial profile. Note that not all billable hours may be specifically tracked for fixed fee engagements.

We may also assess a fixed fee for our educational workshops, that are payable by the individual attendee or the workshop sponsor, such as an association or employer. The fee ranges from \$30 to \$300 per workshop per attendee and will depend on the length of the event, its location and whether there are additional speakers. The fee is announced and generally due in advance of the presentation.

Fixed Fee (Retainer)

Clients who prefer an extended commitment for their financial planning and investment consultation services may prefer to engage the firm on a retainer fee basis. This fee may be paid in monthly or quarterly installments, in advance, and the rate takes into consideration factors such as the complexity and amount of time dedicated to the engagement, the associate with whom you are working and their experience level, other support services required (i.e., paraplanners and administrative staff), etc. The fee consists of an upfront charge ranging from \$500 to \$6,000 per plan and an ongoing fee that is paid in advance, at the rate of \$100 to \$500 per month. The fee may be negotiable in certain cases. This service may be terminated with 30 days' notice. Upon termination of any account, the fee will be prorated and any unearned fee will be refunded to the client.

Hourly Fees

On a limited basis we may be engaged for our financial planning and investment consultation services on an hourly fee basis. This is typically for those clients requiring a narrowly focused plan, incidental advice or abbreviated review session. The hourly rate is \$200 per hour that will be billed in 15 minute increments, and a partial increment will be treated as a whole increment. Prior to engagement you will receive an estimate of the overall cost based on your requirements and the time involved.

Asset Based Fees

Investment supervisory services are assessed an annualized asset-based fee that will be calculated based on the average account value of the previous calendar month. These fees will be billed monthly, in arrears, as follows:

Assets Under Management	Annualized Asset-Based Fee
\$0 - \$500,000	0.90% (90 basis points)
\$500,001 - \$1,000,000	0.70% (70 basis points)
\$1,000,000 and Above	0.60% (60 basis points)

For example, a client with an account value that averaged \$750,000 during the previous calendar month that had been under the firm's management at its custodian of record would be assessed a blended annualized rate of 0.80% (80 basis points) and resulting in a monthly advisory fee of \$510.40.

If Betterment Institutional is engaged as model manager for our client portfolios, they will charge the account an additional 0.25% (25 basis points). The maximum asset-based fee assessed would therefore be 0.95% (95 basis points). Additional information about this service provider and its affiliate may be found in Items 10 and 12 of this brochure.

For the benefit of discounting your asset-based fee, we may aggregate investment supervisory services accounts for the same individual or two or more accounts within the same family, or accounts where a family member has power of attorney over another family member or incompetent person's account. Should investment objectives be substantially different for any two or more household accounts, requiring different investment approaches or operational requirements, we do reserve the right to apply our fee schedule separately to each account.

Negotiable Fees

The services to be provided to you and their specific fees will be detailed in your engagement agreement. Our published fees may be discounted by our firm but they are not negotiable.

We strive to offer fees that are fair and reasonable in light of the experience of the firm and the services to be rendered to our clients, however, similar services may be made available from other providers and potentially at a lower fee.

Client Payment of Fees

Hourly and Fixed Fees

Fees are due as stated in your engagement agreement with our firm; typically, monthly or upon delivery of your financial plan or investment advice. Our hourly and fixed fees may be paid by check or teller's draft from US-based financial institutions, as well as through automated payment processing through a qualified, unaffiliated third-party processor (e.g., Pay Pal or Intuit Payment Network) with your prior approval. We do not accept cash, money orders or similar forms of payment for our engagements.

Asset Based Fees

Annualized asset-based fees will be billed in arrears on a monthly basis. Your first billing cycle will begin once your agreement is executed with our firm and your assets have settled into your account held by the custodian of record. Fees for partial months will be prorated based on the remaining days in the reporting period in which the firm services the account. Fee payments will generally be assessed within the first 10 days of the following month.

Accounts will be valued in accordance with the values disclosed on the statement the client receives from the custodian for the purpose of verifying the computation of the advisory fee. In the rare absence of a reportable market value, our firm may seek a third-party opinion from a recognized industry source or accounting firm.

Our firm will concurrently send you and the custodian of record a written notice ("invoice") each period

that describes the advisory fees to be deducted from your account. The notice will include the total fee assessed, covered time period, calculation formula utilized, and reference to the assets under management in which the fee had been based. All fees deducted will be clearly noted on account statements that you will receive directly from the custodian of record on a monthly basis.

By signing our firm's engagement agreement, as well as the selected custodian account opening documents, you will be authorizing the withdrawal of both advisory and transactional fees (see following section) from your account. The withdrawal of these fees will be accomplished by the selected custodian, not by our firm, and the custodian will remit our fees directly to our firm. Please note that you share in the responsibility to verify the accuracy of fee calculations; the custodian may not verify the accuracy for you.

Additional Client Fees

Any transactional or service fees (sometimes termed *brokerage fees*) assessed by a selected service provider (i.e., a custodian), individual retirement account fees, qualified retirement plan or account termination fees, wire transfer fees will be borne by the account holder and are per those provided in current, separate fee schedule of the custodian of record. We will ensure you receive a copy of the custodian's fee schedule at the beginning of the engagement, and you will be notified of any future changes to these fees by the custodian of record and/or third party administrator for certain tax-qualified plans. Fees paid by our clients to our firm for our advisory services are separate from any of these fees or other similar charges.

Fees paid by our clients to our firm for our advisory services are separate from any transactional charges a client may pay, as well as those for mutual funds, exchange-traded funds (ETFs), index mutual funds or other investments of this type.

Interest at 10% per year may be assessed on our advisory fee balances that are more than 45 days past due. Further, we reserve the right to suspend our advisory services once an account is deemed past due.

Additional information about our fees in relationship to our business practices are noted in Items 12 and 14 of this document.

Charged Prepayment of Client Fees

Advance Payment for Certain Services

As stated in your agreement with our firm, we may require advance payment under the following engagements:

- a fee ranging from \$995 to \$10,000 for our fixed fee financial planning engagement
- an initial deposit of up to \$500 for our hourly financial planning and investment consultation services
- monthly fixed fee ranging from \$100 to \$500 per month for ongoing financial planning and investment consultation services
- educational workshop fees as announced prior to the session

Termination of Services

Either party may terminate the agreement at any time, which will typically be in writing. If you verbally

notify our firm of the termination and, if in two business days following this notification we have not received your notice in writing, we will make a written notice of the termination in our records and send you our own termination notice as a substitute.

If our Form ADV Part 2 advisory brochure was not delivered to you at least 48 hours prior to entering into the investment advisory contract with our firm, then you have the right to terminate the engagement without penalty within five business days after entering into the agreement. Should you terminate an engagement with us after this time period, you may be assessed a fee based upon the uppermost range of our disclosed hourly rate for any time that may have been incurred by our firm in the preparation of your analysis or plan.

Should an educational workshop attendee cancel within 24 hours of the first session, fees are normally not be subject to a refund due to operational costs borne by our firm but we will consider crediting the fee to a future educational session that we sponsor.

For investment supervisory services engagements, should you terminate the agreement after the five-day period, you will be assessed fees on a prorated basis for services incurred from either (i) as a new client, the date of the engagement to the date of the firm's receipt of the written notice of termination; or (ii) all other accounts, the last billing period to the date of the firm's physical or constructive receipt of written termination notice.

We will return any prepaid, unearned advisory fees within 30 days of our receipt of a termination notice. This will only be provided via check from a US-based financial institution; no credits or "transaction reversals" will be issued to an account.

Our firm will not be responsible for future allocations, investment advice or transactional services upon receipt of a termination notice. Upon termination, it will also be necessary that we inform the custodian of record that the relationship between the firm and the client has been terminated.

External Compensation for the Sale of Securities to Clients

We do not charge or receive a commission or mark-up on your securities transactions, nor will the firm or an associate be paid a commission on your purchase of a securities holding or insurance contract that we recommend to you.

We do not receive "trailer" or SEC Rule 12b-1 fees from an investment company we may recommend for your portfolio. Fees charged by issuers are detailed in prospectuses or product descriptions and you are encouraged to read these documents before investing. Our firm and its associates receive none of these described or similar fees or charges.

You will always have the option to purchase recommended or similar investments through your own selected service provider.

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

Flores Wealth Planning, LLC's advisory fees will not be based on a share of capital gains or capital appreciation (growth) of any portion of managed funds, also known as performance-based fees. Performance-based compensation creates an incentive for a firm or their representatives to recommend an investment that may carry a higher degree of risk to a client. We do not use a performance-based fee

structure because of the conflict of interest this type of fee structure poses.

Our fees will not be based on side-by-side management, which refers to a firm simultaneously managing accounts that do pay performance-based fees (such as a hedge fund) and those that do not; this type of arrangement, and the conflict of interest it may pose, does not conform to our firm's practices.

Item 7: Types of Clients

We provide advisory services to individuals and families alike, their trusts and estates, as well as pension and profit sharing plans. Our ability to provide such services depends on access to important information about our clients. Accordingly, it is necessary that you provide us with an adequate level of information and supporting documentation throughout the term of the engagement including, but not limited to: source of funds, income levels, and an account holder or their legal agent's authority to act on behalf of the account, among other information. This helps us determine the appropriateness of our planning and/or investment strategies for your portfolio.

It is also very important that you keep us informed of significant changes that may call for an update to your investment plans. Events such as changes in employment or marital status, an unplanned windfall, etc., can have an impact on your circumstances and needs. We need to be aware of such events, so that we may make adjustments as necessary in order to keep you on track toward your goals.

We encourage interested parties of all economic levels to seek our advisory services. Therefore, we do not require minimum income, minimum asset levels or other similar preconditions. Flores Wealth Planning, LLC reserves the right to waive or reduce certain fees based on unique individual circumstances, special arrangements, or preexisting relationships. We also reserve the right to decline services to any prospective client for any non-discriminatory reason.

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

Methods of Analysis and Investment Strategies

Method of Analysis

When we are engaged to provide investment advice, we will first gather and consider several factors, including your:

- current financial situation
- current and long-term needs
- investment goals and objectives
- level of investment knowledge
- tolerance or appetite for risk
- reasonable investment restrictions involving your account(s)

Our research is drawn from sources that include financial periodicals, reports from economists and other industry professionals, annual reports as well as prospectuses and other regulatory filings.

Investment Strategies

We recognize that each client's needs and goals are different; subsequently portfolio strategies and

underlying investment vehicles may vary. Generally, our investment advice is based on *Modern Portfolio Theory* and the belief that proper diversification and risk management will provide an investor client with a stable and consistent return over time. The practice of Modern Portfolio Theory does not employ market timing or stock selection methods of investing but rather a long term buy-and-hold strategy with periodic rebalancing of the account to maintain desired risk levels.

For other investors we may choose to employ a *Core + Satellite Strategy*: blending passive (or index) and active investing, where passive investments are used as the basis or “core” of a portfolio and actively-managed investments are added as “satellite” positions. For example, the core of a portfolio may be built with low-cost index funds or ETFs, and satellite holdings would include active holdings believed capable of adding value beyond a stated benchmark over a full market cycle. The core represents the majority of the portfolio and the remainder of the portfolio employs holdings that take a shorter duration to assist in the over-or-under allocation to specific sectors, regions, assets classes, etc.

Investment Vehicles Generally Recommended

We typically recommend portfolios that contain investment vehicles considered diversified, tax-efficient and low-cost whenever practical. It would be common to find a broad range of index funds, no-load and/or no transaction fee mutual funds, and ETFs within a portfolio that we have designed. We may also recommend an investor retain pre-existing holdings when appropriate.

Flores Wealth Planning, LLC makes asset allocation decisions based on these and other factors. We will discuss with you how, in our best judgment, to meet your objectives while at the same time seeking a prudent level of risk exposure.

Investment Strategy and Method of Analysis Material Risks

The firm believes its strategies and investment recommendations are designed to produce the appropriate potential return for the given level of risk. However, we cannot guarantee that an investment objective or planning goal will be achieved. As an investor you must be able to bear the risk of loss that is associated with your account, which may include the loss of some or your entire principal. Examples of risk include:

Company Risk

When investing in securities, such as stocks, there is always a certain level of company or industry-specific risk that is inherent in each company or issuer. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. This is also referred to as *unsystematic risk* and can be reduced or mitigated through appropriate diversification.

Core + Satellite Strategy

Strategies involving Core + Satellite investing may have the potential to be affected by “active risk” (*aka. “tracking error risk”*), or a deviation from a stated benchmark. Since the core portfolio attempts to closely replicate a stated benchmark, the source of the tracking error or deviation may come from a satellite portfolio or position, or from a “sample” or “optimized” index fund or ETF that may not as closely align the benchmark.

Financial Risk

Excessive borrowing to finance a business operation increases profitability risk because the company must

meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Inflation Risk

When any type of inflation is present, a dollar today will not buy as much as a dollar next year because purchasing power is eroding at the rate of inflation.

Management Risk

An investment with a firm varies with the success and failure of its investment strategies, research, analysis and determination of its portfolio. If an investment strategy were not to produce expected returns, the value of the investment would decrease.

Market Risk

When the stock market as a whole or an industry as a whole falls, it can cause the prices of individual stocks to fall indiscriminately. This is also called *systemic* or *systematic* risk.

Passive Markets Theory

A portfolio that employs a passive, efficient markets approach (representative of Modern Portfolio Theory) has the potential risk at times to generate lower-than-expected returns for the broader allocation than might be the case for a more narrowly focused asset class, and the return on each type of asset may be a deviation from the average return for the asset class. We believe this variance from the “expected return” is generally low under normal market conditions when a portfolio is made up of diverse, low or non-correlated assets.

Research Data

When research and analyses are based on commercially available software, rating services, general market and financial information, or due diligence reviews, a firm is relying on the accuracy and validity of the information or capabilities provided by selected vendors, rating services, market data, and the issuers themselves. Therefore, while our firm makes every effort to determine the accuracy of the information received, we cannot predict the outcome of events or actions taken or not taken, or the validity of all information researched or provided which may or may not affect the advice on or investment management of an account.

Socially Conscious Investing

If you require your portfolio to be invested according to socially conscious principles, you should note that returns on investments of this type may be limited and because of this limitation you may not be able to be as well diversified among various asset classes. The number of publicly traded companies that meet socially conscious investment parameters is also limited, and due to this limitation, there is a probability of similarity or overlap of holdings, especially among socially conscious mutual funds or ETFs. Therefore, there could be a more pronounced positive or negative impact on a socially conscious portfolio, which could be more volatile than a fully diversified portfolio.

Security-Specific Material Risks

ETF and Mutual Fund Risk

ETFs and mutual funds may carry additional expenses based on their share of operating expenses and

certain brokerage fees, which may result in the potential duplication of certain fees. The risk of owning these types of holdings also reflects the risks of their underlying securities.

Fixed Income Risks

Various forms of fixed income instruments, such as bonds, money market funds, bond funds, and certificates of deposit, may be affected by various forms of risk, including:

Credit Risk - The potential risk that an issuer would be unable to pay scheduled interest or repay principal at maturity, sometimes referred to as “default risk.” Credit risk may also occur when an issuer’s ability to make payments of principal and interest when due is interrupted. This may result in a negative impact on all forms of debt instruments, as well as funds or ETF share values that hold these issues. Bondholders are creditors of an issuer and typically have priority to assets before equity holders (i.e., stockholders) when receiving a payout from liquidation or restructuring. When defaults occur due to bankruptcy, the type of bond held will determine seniority of payment.

Duration Risk - Duration is a measure of a bond’s volatility, expressed in years to be repaid by its internal cash flow (interest payments). Bonds with longer durations carry more risk and have higher price volatility than bonds with shorter durations.

Interest Rate Risk - The risk that the value of the fixed income holding will decrease because of an increase in interest rates is termed interest rate risk.

Liquidity Risk - The inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers is a form of liquidity risk. While certain types of fixed income are generally liquid (i.e., bonds), there are risks which may occur such as when an issue trading in any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high, there is also a risk of not being able to purchase a particular issue at the desired price.

Reinvestment Risk

With declining interest rates, investors may have to reinvest interest income or principal at a lower rate.

Index Investing

You will need to keep in mind that investment vehicles such as certain ETFs and indexed funds have the potential to be affected by “tracking error risk” (see earlier paragraph under *Core + Satellite Strategy* risks).

QDI Ratios

While many ETFs and index mutual funds are known for their potential tax-efficiency and higher “qualified dividend income” (QDI) percentages, there are asset classes within these investment vehicles or holding periods within that may not benefit. Shorter holding periods, as well as commodities and currencies (that may be part of an ETF or mutual fund portfolio), may be considered “non-qualified” under certain tax code provisions. We consider a holding’s QDI when tax-efficiency is an important aspect of the client’s portfolio.

Item 9: Disciplinary Information

Neither the firm nor its management has been involved in a material criminal or civil action in a domestic, foreign or military jurisdiction, an administrative enforcement action, or self-regulatory organization proceeding that would reflect poorly upon our offering advisory business or its integrity.

Item 10: Other Financial Industry Activities and Affiliations

Firm policies require associated persons to conduct business activities in a manner that avoids conflicts of interest between the firm and its clients, or that may be contrary to law. Flores Wealth Planning, LLC will provide disclosure to each client prior to and throughout the term of an engagement regarding any conflicts of interest which might reasonably compromise its impartiality or independence.

Neither the firm, management, nor its associates, are registered or have an application pending to register as a Financial Industry Regulatory Authority (FINRA) or National Futures Association (NFA) introducing broker/dealer, or as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

Material Relationships Maintained by this Advisory Business and Conflicts of Interest

Neither the firm nor its management is or has a material relationship with any of the following types of entities:

- municipal securities dealer, or government securities dealer or broker
- banking or thrift institution
- lawyer or law firm
- accountant or accounting firm
- real estate broker or dealer
- insurance company or agency
- pension consultant
- issuer of a security
- sponsor or syndicator of limited partnerships
- investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)

Upon your request, you may be provided a referral to various professionals, such as an accountant, attorney or insurance representative. While these referrals are based on our best information, we do not guarantee the quality or adequacy of the work provided by these referred professionals. We do not have an agreement with or receive fees from these professionals for these informal referrals. Any fees charged by these other entities for their services are completely separate from fees charged by our firm.

Recommendation or Selection of Other Investment Advisors and Conflicts of Interest

While it is not a common practice of our firm, should we ever provide you with a recommendation to an unaffiliated registered investment advisor, we will first ensure we have conducted what we believe is an

appropriate level of due diligence on the recommended advisor including ensuring their firm is appropriately registered or notice-filed within your state of residence. Please note that we are not paid for this referral nor do we share in any fees these firms may receive in managing your account.

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

Flores Wealth Planning, LLC believes that its business methodologies, ethics rules and adopted policies are appropriate to eliminate or at least minimize potential material conflicts of interest and to appropriately manage any material conflicts of interest that may remain. Clients should be aware that no set of rules can possibly anticipate or relieve all potential material conflicts of interest.

Our firm will disclose to its advisory clients any material conflict of interest relating to the firm, its representatives, or any of its employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

Code of Ethics Description

The firm holds itself to a *fiduciary standard*, which means we will act in the utmost good faith, performing in a manner believed to be in the best interest of our clients. We have adopted a Code of Ethics that establishes policies for ethical conduct for our personnel. Our firm accepts the obligation not only to comply with all applicable laws and regulations but also to act in an ethical and professionally responsible manner in all professional services and activities. Firm policies include prohibitions against insider trading, circulation of industry rumors, and certain political contributions, among others.

Flores Wealth Planning, LLC periodically reviews and amends its Code of Ethics to ensure that it remains current, and requires firm personnel to annual attest to their understanding of and adherence to the firm's Code of Ethics. A copy of the firm's Code of Ethics is made available to any client or prospective client upon request.

CERTIFIED FINANCIAL PLANNER™ Professionals, such as Mr. Flores, adhere to the Certified Financial Planner Board of Standards, Inc. principles, which state:

Principle 1 – Integrity

An advisor will provide professional services with integrity. Integrity demands honesty and candor which must not be subordinated to personal gain and advantage. Advisors are placed by clients in positions of trust, and the ultimate source of that trust is the advisor's personal integrity. Allowance can be made for innocent error and legitimate differences of opinion; but integrity cannot co-exist with deceit or subordination of one's principles.

Principle 2 – Objectivity

An advisor will provide professional services objectively. Objectivity requires intellectual honesty and impartiality. Regardless of the particular service rendered or the capacity in which an advisor functions, an advisor should protect the integrity of their work, maintain objectivity and avoid subordination of their judgment.

Principle 3 – Competence

Advisors will maintain the necessary knowledge and skill to provide professional services competently. Competence means attaining and maintaining an adequate level of knowledge and skill, and applies that

knowledge effectively in providing services to clients. Competence also includes the wisdom to recognize the limitations of that knowledge and when consultation with other professionals is appropriate or referral to other professionals necessary. Advisors make a continuing commitment to learning and professional improvement.

Principle 4 – Fairness

Advisors will be fair and reasonable in all professional relationships. Fairness requires impartiality, intellectual honesty and disclosure of material conflict(s) of interest. It involves a subordination of one's own feelings, prejudices and desires so as to achieve a proper balance of conflicting interests. Fairness is treating others in the same fashion that you would want to be treated and is an essential trait of any professional.

Principle 5 – Confidentiality

Advisors will protect the confidentiality of all client information. Confidentiality means ensuring that information is accessible only to those authorized to have access. A relationship of trust and confidence with the client can only be built upon the understanding that the client's information will remain confidential.

Principle 6 – Professionalism

Advisors will act in a manner that demonstrates exemplary professional conduct. Professionalism requires behaving with dignity and courtesy to all who use their services, fellow professionals, and those in related professions. Advisors cooperate with fellow advisors to enhance and maintain the profession's public image and improve the quality of services.

Principle 7 – Diligence

Advisors will provide professional services diligently. Diligence is the provision of services in a reasonably prompt and thorough manner, including the proper planning for, and supervision of, the rendering of professional services.

Statement involving our Privacy Policy

We respect the privacy of all clients and prospective clients (termed "customers" under law), both past and present. It is recognized that you have entrusted our firm with non-public personal information and it is important that both access persons and customers are aware of firm policy concerning what may be done with that information.

The firm collects personal information about customers from the following sources:

- Information clients provide to complete their financial plan or investment recommendation;
- Information clients provide in engagement agreements and other documents completed in connection with the opening and maintenance of an account;
- Information customers provide verbally; and
- Information received from service providers, such as custodians, about client transactions.

The firm does not disclose non-public personal information about our customers to anyone, except in the following circumstances:

- When required to provide services our clients have requested;
- When our customers have specifically authorized us to do so;
- When required during the course of a firm assessment (i.e., independent audit); or
- When permitted or required by law (i.e., periodic regulatory examination).

Within the firm, access to customer information is restricted to personnel that need to know that information. All access persons and service providers understand that everything handled in firm offices are confidential and they are instructed to not discuss customer information with someone else that may request information about an account unless they are specifically authorized in writing by the customer to do so. This includes, for example, providing information about a spouse's IRA account or to adult children about parents' accounts, etc.

To ensure security and confidentiality, the firm maintains physical, electronic, and procedural safeguards to protect the privacy of customer information.

The firm will provide you with its privacy policy on an annual basis per federal law and at any time, in advance, if firm privacy policies are expected to change.

Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest

Neither the firm nor an associate is authorized to recommend to a client, or effect a transaction for a client, involving any security in which the firm or a "related person" (e.g., associate, an immediate family member, etc.) has a material financial interest, such as in the capacity as a board member, underwriter or advisor to an issuer of securities, etc.

An associate is prohibited from borrowing from or lending to a client unless the client is an approved financial institution.

We want to note that you are under no obligation to act on a recommendation from our firm and, if you elect to do so, you are under no obligation to complete them through our firm or a service provider whom we may recommend.

Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest

Flores Wealth Planning, LLC does not trade for its own account (e.g., proprietary trading). The firm's related persons may buy or sell securities that are the same as, similar to, or different from, those recommended to clients for their accounts. A recommendation made to one client may be different in nature or in timing from a recommendation made to a different client; clients often have different objectives and risk tolerances. At no time, however, will the firm or a related person receive preferential treatment over a client.

In an effort to reduce or eliminate certain conflicts of interest involving personal trading (i.e., trading ahead of client recommendation, etc.), firm policy may require that we periodically restrict or prohibit related parties' transactions.

Any exceptions must be approved by the firm, and we will maintain personal securities transaction records as required.

Client Securities Recommendations or Trades and Concurrent Advisory Firm Securities Transactions and

Conflicts of Interest

See responses in the previous section titled *Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest*.

Item 12: Brokerage Practices

Factors Used to Select Broker/Dealers for Client Transactions

Flores Wealth Planning, LLC does not maintain physical custody of your assets (see Item 15). Your account must be maintained by a qualified custodian, such as a broker/dealer, bank or trust company. Our firm is not a custodian nor is there an affiliate that is a custodian.

When we are engaged to provide investment consultation services, we may recommend the service provider with whom your assets are currently maintained. Should you prefer a new service provider, a recommendation may be made by our firm and it would be based on your needs, overall cost, and ease of use.

We currently receive soft dollar benefits by nature of our relationship with MTG, LLC dba Betterment Securities ("Betterment Securities") and TD Ameritrade Institutional, Division of TD Ameritrade, Inc., member FINRA/SIPC.

When you engage our firm to provide its investment supervisory services, we may recommend that our clients use MTG, LLC dba Betterment Securities ("Betterment Securities"), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Betterment Securities. Betterment Securities will hold your assets in a brokerage account and buy and sell securities when we and/or you instruct them to. While we recommend that you use Betterment Securities as custodian/broker, you will decide whether to do so and will open your account with Betterment Securities by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. If you do not wish to place your assets with Betterment Securities, then we cannot manage your account on Betterment Institutional (defined below).

HOW WE SELECT BROKERS/CUSTODIANS

We seek to recommend a custodian/broker that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- Capability to execute, clear, and settle trades (buy and sell securities for your account) itself or to facilitate such services.
- Capability to facilitate timely transfers and payments to and from accounts.
- Availability of investment research and tools that assist us in making investment decisions.
- Quality of services.
- Competitiveness of the price of those services and willingness to negotiate the prices.
- Reputation, financial strength, and stability.
- Prior service to us and our other clients.

YOUR BROKERAGE AND CUSTODY COSTS

For our clients' accounts that Betterment Securities maintains, Betterment Securities generally does not

charge you separately for custody services, but is compensated as part of the Betterment Institutional (defined below) platform fee, which is a percentage of the dollar amount of assets in the account in lieu of commissions. We have determined that having Betterment Securities execute trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How we select brokers/custodians”).

SERVICES AVAILABLE TO US VIA BETTERMENT INSTITUTIONAL

Betterment Securities serves as broker dealer to Betterment Institutional, an investment and advice platform serving independent investment advisory firms like us (“Betterment Institutional”). Betterment Institutional also makes available various support services which may not be available to Betterment’s retail customers. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Betterment Institutional’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of Betterment Institutional’s support services:

1. **SERVICES THAT BENEFIT YOU.** Betterment Institutional includes access to a range of investment products, execution of securities transactions, and custody of client assets through Betterment Securities. Betterment Securities’ services described in this paragraph generally benefit you and your account.
2. **SERVICES THAT MAY NOT DIRECTLY BENEFIT YOU.** Betterment Institutional also makes available to us other products and services that benefit us, but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts, such as software and technology that may:
 - Assist with back-office functions, recordkeeping, and client reporting of our clients’ accounts. In
 - Provide access to client account data (such as duplicate trade confirmations and account statements).
 - Provide pricing and other market data.
 - Assist with back-office functions, recordkeeping, and client reporting.
3. **SERVICES THAT GENERALLY BENEFIT ONLY US.** By using Betterment Institutional, we will be offered other services intended to help us manage and further develop our business enterprise. These services include:
 - Educational conferences and events.
 - Consulting on technology, compliance, legal, and business needs.
 - Publications and conferences on practice management and business succession.

The availability of these services from Betterment Institutional benefits us because we do not have to

produce or purchase them. In addition, we don't have to pay for Betterment Securities' services. These services may be contingent upon us committing a certain amount of business to Betterment Securities in assets in custody. We may have an incentive to recommend that you maintain your account with Betterment Securities, based on our interest in receiving Betterment Institutional and Betterment Securities' services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Betterment Securities as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Betterment Securities' services (see "How we select brokers/custodians") and not Betterment Institutional and Betterment Securities' services that benefit only us.

Flores Wealth Planning, LLC also participates in TD Ameritrade's institutional customer program and may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between Flores Wealth Planning, LLC's participation in the program and the investment advice it gives to its clients, although Flores Wealth Planning, LLC receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Flores Wealth Planning, LLC participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Flores Wealth Planning, LLC by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by Flores Wealth Planning, LLC's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit Flores Wealth Planning, LLC but may not benefit its client accounts. These products or services may assist Flores Wealth Planning, LLC in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help Flores Wealth Planning, LLC manage and further develop its business enterprise. The benefits received by Flores Wealth Planning, LLC or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Flores Wealth Planning, LLC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Flores Wealth Planning, LLC or its related persons in and of itself creates a potential conflict of interest and may indirectly influence Flores Wealth Planning, LLC's choice of TD Ameritrade for custody and brokerage services.

Best Execution

"Best execution" means the most favorable terms for a transaction based on all relevant factors, including those listed in the paragraph titled *Factors Used to Select Broker Dealers for Client Transactions* and within Item 14. The firm receives a benefit because it does not have to produce or pay for certain types of research, products or services, and the firm may have an incentive to select or recommend a broker/dealer based on its own interests in receiving the research or other products or services, rather

than its clients' interest in receiving most favorable execution.

We recognize our obligation in seeking best execution for our clients, however, it is our belief that the determinative factor is not always the lowest possible cost but whether the selected service provider's transactions represent the best "qualitative execution" while taking into consideration the full range of services provided. Therefore, we will seek services involving competitive rates but it may not necessarily correlate into the lowest possible rate for each transaction.

Our firm has determined having investment supervisory services account trades completed through Betterment Securities . is consistent with our duty to seek best execution. We also periodically review policies regarding our recommending custodians to our clients in light of our duty to seek best execution.

Directed Brokerage

We do not require or engage in directed brokerage involving our client's accounts.

You may request that the custodian of record use another broker/dealer to execute some or all transactions for your account. In these circumstances, you will be responsible for negotiating, in advance, the terms and/or arrangements for your account with your selected broker/dealer. We will not be obligated to seek better execution services or prices from these other broker/dealers, or able to aggregate your transactions (should we choose to do so) for execution through other broker/dealers with orders for other accounts managed by our firm. As a result, you may pay higher commissions or other transaction costs, experience greater spreads, or receive less favorable net prices, on transactions for your account than would otherwise be the case.

Pursuant to both our and our custodian's obligation of best execution, we may decline a request to direct brokerage if it is believed the directed brokerage arrangement would result in additional operational difficulties or risk to our firms.

Aggregating Securities Transactions

Trade aggregation involves the purchase or sale of the same security for several clients/accounts at approximately the same time, and may also be termed "blocked, "bunched" or "batched" orders. Aggregated orders are typically completed by a firm in an attempt to obtain better execution, negotiate favorable transaction rates, or to allocate equitably among multiple client accounts should there be differences in prices, brokerage commissions or other transactional costs that might otherwise be unobtainable through separately placed orders.

Flores Wealth Planning, LLC trades for its clients' accounts on an independent basis, subsequently an account may potentially be assessed higher costs or less favorable prices than those an account that is aggregated.

Our firm reviews its trading processes on a periodic basis to ensure it remains within stated policies and regulation. We will inform you, in advance, should trading practices change at any point in the future.

Trade Errors

The firm corrects its trade errors through an account maintained by its custodian, and the firm may be responsible for trading error losses that occur within a client account. Should there be a gain following the

correction of a trading error, the firm will typically credit the client's account.

Item 13: Review of Accounts

Schedule for Periodic Review and Advisory Persons Involved

Financial Planning and Investment Consultation Services

For those clients who have engaged our firm for ongoing planning services, we will schedule reviews with you in advance. It will be your responsibility to initiate a review if your agreement does not involve continuous financial planning support, and these reviews are recommended on at least on an annual basis whenever practical.

Reviews will be conducted by Mr. Flores and normally involve analysis and possible revision of your previous financial plan or investment allocation. A copy of revised plans or asset allocation reports will be provided to the client upon request.

Unless provided for in your engagement agreement (e.g., ongoing support), financial planning and investment consultation services reviews are conducted under a new or amended agreement and will be assessed at our current fee rate.

Investment Supervisory Services

Investment supervisory services accounts are reviewed on a frequent basis by Mr. Flores, and no less than quarterly. Client reviews are also completed with your assigned investment advisor representative, and we recommend that they occur on at least an annual basis. A copy of a revised IPS or asset allocation reports will be provided to the client upon request.

Review of Client Accounts on Non-Periodic Basis

Financial Planning and Investment Consultation Services

You should consider contacting our firm for an additional review when you anticipate or have experienced changes in your financial situation (i.e., employment or marital status, inheritance, the birth of a new child, etc.).

Non-periodic reviews are generally conducted by Mr. Flores, which may occur under a new or amended agreement unless previously engaged in writing, and will be assessed at our published rate. A copy of revised plans or asset allocation reports will be provided to the client upon request.

Investment Supervisory Services

Additional reviews by Mr. Flores may be triggered by news or research related to a specific holding, a change in our view of the merits of a holding, or news related to the macroeconomic climate affecting a sector or holding within that sector.

Accounts may be also reviewed for an additional holding or when an increase in a current position is under consideration. Account cash levels above or below what we deem appropriate for the investment environment, given the client's stated tolerance for risk and investment objectives, may also trigger a review.

A copy of revised asset allocation reports will be provided to the client upon request.

Content of Client Provided Reports and Frequency

Whether you have opened and maintained an investment account on your own or with our assistance, you will receive account statements sent directly from mutual fund companies, transfer agents, custodians or brokerage companies where your investments are held. We urge you to carefully review these account statements for accuracy and clarity, and to ask questions when something is not clear.

Our firm may provide portfolio “snapshots” if we are engaged to provide periodic asset allocation or investment advice. However, we do not provide ongoing performance reporting under our investment consultation services engagements.

For investment supervisory services accounts, our firm may provide portfolio performance summary reports. All firm performance reports will be prepared in accordance with appropriate jurisdictional guidance. Clients are urged to carefully review and compare account statements that they have received directly from their custodian of record with any performance report received from our firm.

Item 14: Client Referrals and Other Compensation

Economic Benefit from External Sources and Potential Conflicts of Interest

We receive a non-economic benefit from Betterment Institutional and Betterment Securities in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Betterment Securities. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12—Brokerage Practices). The availability to us of Betterment Institutional and Betterment Securities’ products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Advisory Firm Payments for Client Referrals

Our firm does not engage in solicitation activities as defined by statute.

A firm associate may hold individual membership or serve on boards or committees of professional industry associations. Generally, participation in any of these entities require membership fees to be paid, adherence to ethical guidelines, as well as in meeting experiential and educational requirements.

A benefit these entities may provide to the investing public is the availability of online search tools that allow interested parties (prospective clients) to search for individual participants within a selected state or region. These passive websites may provide means for interested persons to contact a participant via electronic mail, telephone number, or other contact information, in order to interview the participating member. The public may also choose to telephone association staff to inquire about an individual within their area, and would receive the same or similar information. A portion of these participant’s membership fees may be used so that their name will be listed in some or all of these entities’ websites (or other listings).

Prospective clients locating our firm or an associate via these methods are not actively marketed by the noted associations. Clients who find us in this way do not pay more for their services than clients referred to us in another fashion, such as by another client. We do not pay these entities for prospective client

referrals, nor is there a fee-sharing arrangement reflective of a solicitor engagement.

Item 15: Custody

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct Betterment Securities to deduct our advisory fees directly from your account. Betterment Securities maintains actual custody of your assets. Your statements will be available for you to review on the activity section of your Betterment Institutional account portal. You will also receive account statements directly from Betterment Securities at least quarterly at www.bettermentsecurities.com. You should carefully review those statements promptly.

Item 16: Investment Discretion

Investment Consultation Services

Should you ask us to assist you in any trade execution (including account rebalancing), it will only be done with your selected service provider and on a *non discretionary basis* (defined below).

Investment Supervisory Services

Flores Wealth Planning, LLC typically provides its investment supervisory services on a *discretionary basis*. Similar to a limited power of attorney, discretionary authority allows our firm to implement investment strategies and trading decisions, such as the purchase or sale of a security on behalf of your account, without requiring your prior authorization for each transaction in order to meet stated investment objectives. This authority will be granted through your execution of our client engagement agreement as well as the custodian of record's limited power of attorney agreement. The custodian will specifically limit our authority within your account to the placement of trade orders and the request for the deduction of advisory fees.

If you require your account be managed in a *non discretionary* manner, your prior approval must be made for each transaction with regard to the investment and reinvestment of account assets, or for our firm to give instructions to the custodian maintaining your account (i.e., your wire instructions, etc.). Please note that in light of the requirement for your pre-approval you must make yourself available and keep us updated on your contact information so that instructions can be efficiently effected on your behalf. In addition to our firm's client services agreement that describes our account authority, as well as the custodian of record's account opening documents, you will be required to complete the custodian's restrictive limited power of attorney form which will allow our firm to implement your investment or distribution decisions, following your authorization, in order to meet your requests. Also note that in certain situations it may be difficult to manage your account under a non-discretionary agreement (i.e., you are a frequent traveler, have unique portfolio management requirements, etc.). Therefore, we retain the right to either refuse or terminate a non-discretionary account, or we may choose to continue to manage the account under a higher asset-based fee due to increased operational costs.

Item 17: Voting Client Securities

Our firm does not vote proxies on your behalf nor do we offer guidance on how to vote proxies. You will maintain exclusive responsibility for directing the manner in which proxies solicited by issuers of securities that are beneficially owned by you shall be voted, as well as making all other elections relative to mergers, acquisitions, tender offers or other events pertaining to your holdings. If you like our opinion on a

particular proxy vote, you may contact us at the number listed on the cover of this brochure.

We will have no power, authority, responsibility, or obligation to take any action with regard to any claim or potential claim in any bankruptcy proceeding, class action securities litigation or other litigation or proceeding relating to securities held at any time in a client account, including, without limitation, to file proofs of claim or other documents related to such proceeding, or to investigate, initiate, supervise or monitor class action or other litigation involving client assets.

You may receive proxies or other similar solicitations sent directly from your selected custodian or transfer agent. Should our firm receive a duplicate copy, it will generally not be forwarded, nor any other correspondence relating to the voting of your securities, class action litigation, or other corporate actions.

Item 18: Financial Information

Balance Sheet

Advisory fee withdrawals must be done through a qualified intermediary (e.g., custodian of record), per your prior written agreement, and following your receipt of our written notice -- termed "constructive custody."

Our engagements do not require that we collect advance fees from you of \$500 or more for our advisory services that we will perform six months or more into the future.

Neither Flores Wealth Planning, LLC nor Mr. Flores serves as general partner for a partnership or trustee for a trust in which the firm's advisory clients are either partners of the partnership or beneficiaries of the trust.

Due to the nature of our firm's services and operational practices, an audited balance sheet is not required nor included in this brochure.

Financial Conditions Reasonably Likely to Impair Advisory Firm's Ability to Meet Commitments to Clients

The firm and its management do not have a financial condition likely to impair our ability to meet commitments to our clients.

Bankruptcy Petitions during the Past 10 Years

The firm and its management have never been the subject of a bankruptcy petition.

Item 19: Requirements for State-Registered Advisers

Arthur Flores, CFP®

Year of Birth: 1969

CRD Number: 2495459 (the firm's CRD is 173706)

Educational Background and Business Experience

Regulatory guidance requires the firm to disclose relevant post-secondary education and professional training for each principal executive and associate of the firm, as well as their business experience for at

least the most recent five years.

Educational Background

- St. John's University: BS Finance, Peter J. Tobin College of Business
- Kaplan University, □Certificate in Financial Planning, a CFP Board Certification Program
- CERTIFIED FINANCIAL PLANNER™, CFP®¹ - Certified Financial Planner Board of Standards, Inc.
- General Securities Representative Examination²/FINRA - Series 7 License (Inactive)
- Uniform Combined State Law - Series 66 License (Inactive)

Business Experience

- Flores Wealth Planning, LLC (2014-Present), New York, NY, Managing Member and Financial Planner
- Garrett Investment Advisors, LLC (2012-2014) New York, New York □Financial Planner, Investment Advisor Representative
- Morgan Stanley (2009-2011) □Purchase, New York, □AVP, Planning Services Group - Business Development
- Smith Barney (2006-2009) □New York, New York □Vice President, Global Wealth Management - Regional Planning Specialist

Other Business Activities

Mr. Flores is not registered, nor has an application pending to register, as a registered representative of a broker/dealer or associated person of a futures commission merchant, commodity pool operator, or commodity-trading advisor. Therefore, he does not receive commissions, bonuses or other compensation based on the sale of securities, including that as a registered representative of a broker/dealer or the distribution or service ("trail") fees from the sale of mutual funds.

Mr. Flores serves as a part-time Military Family Life Counselor/Personal Financial Counselor for Zeiders Enterprises. In this role, he provides general financial education and counseling to service members and their families. No referrals to Flores Wealth Planning are made in the course of these activities, and no financial products or investments are recommended or sold. This activity involves a certain number of hours per month and usually takes place during normal business hours.

Additional Compensation

Mr. Flores is not compensated for advisory services involving performance-based fees. In addition, firm policy does not allow associated persons to accept or receive additional economic benefit, such as sales awards or other prizes, for providing advisory services to firm clients.

Disciplinary Information

Registered investment advisors are required to disclose certain material facts regarding any criminal, civil, legal or industry/professional association disciplinary event that would be material to your evaluation of each officer or a supervised person providing investment advice. No reportable information is applicable to this section for Mr. Flores or his firm.

Supervision

Mr. Flores serves in multiple capacities for Flores Wealth Planning, LLC: Managing Member, Founder, Chief Compliance Officer (supervisor) and investment advisor representative. It is recognized there is an inability to segregate certain firm duties, which may potentially create conflicts of interest; however, policies and procedures are employed to ensure appropriate recordkeeping and oversight. Questions relative to the firm, its services or this Form ADV Part 2 may be made to the attention of Mr. Flores at (917) 740-3898.

Additional information about the firm, other advisory firms, or an associated investment advisor representative, including Mr. Flores, is available on the Internet at www.adviserinfo.sec.gov. A search of this site for firms may be accomplished by firm name or a unique firm identifier, known as an IARD number. The IARD number for Flores Wealth Planning, LLC is 173706.

The business and disciplinary history, if any, of an investment advisory firm and its representatives may also be obtained by calling your state securities commissioner.

Requirements for State-Registered Advisers

There have been neither awards nor sanctions or other matters where Mr. Flores has been found liable in a self-regulatory or administrative proceeding. Mr. Flores and his firm has not been the subject of a bankruptcy petition.

¹The **CERTIFIED FINANCIAL PLANNER™, CFP®** and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and

- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

² **Financial Industry Regulatory Authority (FINRA)** examinations are "criterion based;" candidates who pass the exam are considered to have met the minimum competency level. The completion of a securities industry examination does not constitute or imply a person is “approved” or “endorsed” by a securities regulatory organization or state securities commissioner