

RIVERPLACE • CAPITAL •

Form ADV Part 3 Form CRS Customer Relationship Summary March 26, 2024

I. Introduction

Riverplace Capital Management, Inc. (*Riverplace Capital*) is registered with the Securities and Exchange Commission (SEC) as an investment adviser. Clients and prospective clients should be aware that services and fees differ between investment advisers and broker-dealers and it is important for you to understand the differences. Free and simple tools are available to research firms and financial professionals at www.Investor.gov/CRS, which also provides education materials about broker-dealers, investment advisers, and investing.

II. What investment services and advice can you provide me?

- We offer investment advisory services to investors and work with individuals, joint accounts, trusts and IRAs. Riverplace Capital does not custody or take possession of your assets. With your permission (discretionary authority), we determine the securities or other assets to purchase or sell in your account; can request that checks be remitted to you at your address of record; and with your consent deduct advisory fees from your account(s).
- We monitor accounts weekly, usually more frequently, and provide clients with quarterly Investment Review reports which show account activity summary, time weighted returns, portfolio holdings, income & expenses, and realized gains & losses.
- As a fiduciary, we are bound by law to act in your, the client's, best interest. Unlike banks and brokerage firms, we do not sell insurance or financial products that charge a commission resulting in additional costs. Our firm provides fee-based investment services. When you do well, we do well.
- Meeting our fiduciary responsibility involves knowing your specific financial needs and goals as well as understanding your risk tolerance. To accomplish this, all clients are offered free financial planning. We know the value of planning as it helps document goals and objectives and provides a benchmark to measure progress. It also helps us provide better, more targeted financial service to you.

Additional information: Our fees and services can be found at:

<https://riverplacecapital.com/about/compliance-information/2020-adv-form-2a/>

Conversation Starter: *Given my financial situation, should I choose an investment advisory service? Why or why not? What is your relevant experience, including licenses, education, and other qualifications? What do these qualifications mean?*

III. Fees, Cost, Conflicts, and Standard of Conduct

“What fees will I pay?”

Riverplace Capital fees are based on a percentage of the value of assets in your account for which we provide investment advisory services. Investment management fees are billed quarterly in advance, meaning we bill you at the beginning of the three-month billing period (calendar quarter). A general fee schedule for discretionary investment management services is included in our Form ADV 2A (Item 5).

Riverplace Capital's fees are exclusive of brokerage commissions, transaction fees, custodial fees, exchange fees, SEC fees, transfer taxes, wire transfer, electronic fund fees, and other related costs and expenses which are incurred by the client from custodians or brokers.

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

Conversation starter: “Help me understand how these fees and costs might affect my investments. If I give you \$100,000 to invest, how much will go to fees and costs, and how much will be invested for me?”

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

When we act as your investment adviser, we are required to act in your best interest and not put our interest ahead of yours. At the same time, the way we make money may create some conflicts with your interests. Potential conflict of interest would be that the more assets in an investor’s account(s), the more investor will pay in advisory fees. Therefore, we have an incentive to encourage an investor to increase assets in his/her account. You should understand and ask us about these conflicts because they can affect the investment advice we provide you.

An example to help you understand what acting in your best interest may mean:

- We may buy or sell the same investments as in your account in our corporate or personal employee accounts. To avoid conflict or “front running,” the corporate and employee related account trades are done at 3:45 pm, after all client trading for the day.

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

How do your financial professionals make money?

Our employees are salaried positions. The financial success of the firm benefits all employees. No employee nor the firm receives commissions, gifts, or incentives for investments made in clients’ accounts.

Conversation Starter: “Are your financial interests aligned with mine? How or how not?”

IV. Disciplinary History

“Do you or your financial professionals have legal or disciplinary history?”

No, Riverplace Capital has not been subject to any disciplinary events by regulators nor is it a party to any legal events material to client evaluation of our advisory business. You can visit Invest.gov/CRS for free and simple search tools to research us and our financial professionals.

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

V. Additional Information

Investors can find further additional information about our services at our website www.riverplacecapital.com You may call us at 904-346-3460 or request a copy of Form CRS from acampos@riverplacecapital.com .

Conversation starter: “Who is my primary contact? Is he or she a representative of an investment adviser or a broker dealer? Who can I talk with if I have concerns about how this person is treating me?”

Your primary contact is your Portfolio Manager, an employee of Riverplace Capital, a Registered Investment Adviser. We are not a broker dealer.

- If at any time your Portfolio Manager is not available, our office staff is available at 904-346-3460.
- If you have concerns about how your portfolio manager is treating you, you can call Peter Bower, President, or Terri Kimball, Executive Vice President at 904-346-3460

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