

Part 2A of Form ADV: Firm Brochure

KMI Wealth LLC

375 Vassar St.

Reno, NV 89502

775-223-1484

March 29, 2024

This brochure provides information about the qualifications and business practices of KMI Wealth LLC. If you have any questions about the contents of this brochure, please contact us at 775-223-1484. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about KMI Wealth is also available on the SEC's website at: www.adviserinfo.sec.gov. The firm's CRD/IARD Number is #313218

KMI Wealth LLC is a registered investment adviser. Registration does not imply a certain level of skill or training.

Item 2. Material Changes

Since our last annual updating amendment dated March 24, 2023, we have made the following material changes:

- No material changes have been made.

Any future material changes will be disclosed under this heading. We encourage you to read this brochure in its entirety.

Item 3. Table of Contents

Item 1. Cover Page

Item 2. Material Changes

Item 3. Table of Contents

Item 4. Advisory Business

Item 5. Fees and Compensation

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

Item 7. Types of Clients

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

Item 9. Disciplinary Information

Item 10. Other Financial Industry Activities and Affiliations

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

Item 12. Brokerage Practices

Item 13. Review of Accounts

Item 14. Client Referrals and Other Compensation

Item 15. Custody

Item 16. Investment Discretion

Item 17. Voting Client Securities

Item 18. Financial Information

Item 19. Requirements for State-Registered Advisers

Brochure Supplement for Kristen Mayer

Item 4. Advisory Business

KMI Wealth LLC, DBA KMI Wealth Advisors (“KMI Wealth,” “we,” “us,” “the Firm”), is an investment advisory firm formed in May 2022 and is owned by Kristen Mayer.

KMI Wealth offers investment management, financial planning, advising on outside assets and philanthropy, pension consulting services, and investment consulting services.

We tailor our advisory services to the individual needs of clients. We tailor investment management portfolios, financial plans, and other advice to meet client’s objectives, time horizons, risk tolerance, and other client-specific factors. Client may impose restrictions on investing in certain securities or types of securities. *Please refer to Item 8: Methods of Analysis, Investment Strategies and Risk of Loss for detailed information.*

We provide financial planning on topics such as Retirement Planning, Risk Management, College Planning, Tax Planning & Preparation, Cash Flow & Budgeting, Debt Management, Corporate Benefits, and Estate Planning.

Financial Planning is a thorough process of understanding a client's quantitative and qualitative views on their current financial situation, establishing future goals, and a client’s views on financial matters. We ascertain details to create a financial plan by listening to all questions and reviewing all client data. In partnering with a Financial Planning client, we deliver a written Financial Plan to present, educate, and implement the correct financial planning strategies.

For Financial Planning clients, there is a conflict of interest that exists between KMI Wealth Advisors and clients in which KMI Wealth Advisors has an incentive to recommend its advisory services to Financial Planning clients. Financial Planning clients are under no obligation to act upon KMI Wealth Advisors’ recommendations and if they do, they are under no obligation to use KMI Wealth Advisors’ advisory services to effect transaction(s).

KMI Wealth does not participate in any wrap fee programs.

As of December 31, 2023, KMI Wealth had a total of \$31,706,877 of assets under management. \$28,191,286 on a discretionary basis and \$3,515,591 on a non-discretionary basis.

Item 5. Fees and Compensation

Assets Under Management Wealth Management Fee. KMI’s wealth management fee is billed quarterly in advance at an annual rate as identified in the fee schedule below. The annual rate applies to all Account[s] held at the Custodian or Account[s] held away from the Custodian (“Held-Away Assets” as listed in the advisory agreement). The wealth management fee will be prorated and based on the fair market value of portfolio assets under management, including cash and accrued interest and dividends, in the Account[s] on the close of the last day of the previous billing period. Fees are calculated based on the quarter-end security valuations as provided by the Client’s designated Custodian. KMI Wealth does not impose a minimum account size required for wealth management; however, a minimum annual fee of \$1,500 per household is customary. Accordingly, accounts with assets below \$100,000 will pay advisory fees greater than our stated fee schedule. This minimum may be negotiable under certain circumstances. Lower fees for comparable services may be available from other sources.

Wealth Management Fee Schedule		
Assets Under Management	Annual Rate (%)	Total AUM
up to \$500,000	1.50% (\$1,500 minimum fee)	up to \$500,000
next \$500,000	1.25%	up to \$1,000,000
next \$1,000,000	1.00%	up to \$2,000,000
next \$3,000,000	0.85%	up to \$5,000,000
next \$5,000,000	0.75%	up to \$10,000,000
Negotiated Rate		over \$10,000,000

The Client may make additions to and withdrawals from the Account[s] at any time, subject to Advisor’s right to terminate services regarding the Account[s]. An adjustment will be made for any contributions or withdrawals of Assets in the Account[s], the sum of which are greater than or equal to \$50,000 during the quarter. Such adjustments are reflected in the fee calculations for the next quarterly period.

There are no additional wealth management fees incurred by the client for use of the Independent Managers referenced in Item 4 above.

Fees are negotiable under certain circumstances at the sole discretion of KMI Wealth. In addition, KMI Wealth has full discretion to waive its advisory fees in their entirety.

Investment Management clients will have their fees deducted from client assets. The client will receive an invoice showing the fees charged.

Please refer to Item 15: Custody for more information about direct fee deduction.

Investment Management clients will also incur other fees and expenses outside of KMI Wealth. Custodians who hold client accounts may charge transaction fees and account-related or administrative fees. Please review your account agreement from your custodian to determine whether any such custodian fees apply. KMI Wealth does not receive any portion of fees or expenses charged by mutual funds or custodians.

Investment Consulting Services Fees. In addition to the wealth management services above, should the Client request additional investment consulting services, the Client will pay the Advisor any and all applicable investment consulting service fee[s] as identified in the fee schedule below. The applicable fee[s] shall be calculated and billed to the Client’s designated account at the end of the quarter during which the service was provided. The investment consulting services fees are based on the following schedule:

Investment Consulting Services Fee Schedule	
Company Services: initial consultation, plan set-up and execution. Company Retirement Plans, 401(k)s, SEP IRAs, 403(b)s, 457s	starting at \$500
Company Services, continued, non-advisory	50 basis points/yr (\$1,000 minimum)
Outside Asset Tracking	\$250 / review
Initial Personal/Household Wealth Financial Plan (waived if AUM > \$500,000)	\$2,500 / yr
Personal/Household Wealth Financial Plan, continued (waived if AUM > \$500,000)	\$1000 / yr
Philanthropy Advisory: Family Conference	\$250 / hour
Philanthropy Advisory: Gift Letter(s)	\$250 / letter
Philanthropy Advisory: Philanthropic Planning	\$250 / hour
Philanthropy Advisory: Gift Monitoring	10 basis points/gift (\$500 minimum)

Lower fees for comparable services may be available from other sources.

Termination: Any client may terminate their agreement with KMI Wealth through written notice including email. Fees paid in advance will be refunded on a pro-rata basis for days remaining in the period from the second business day following termination through the final day of the billing period. Clients have five (5) business days from the date of execution of the agreement to terminate our services without penalty or obligation.

Neither the firm nor any associate accepts compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

KMI Wealth does not charge performance-based fees and therefore does not engage in side-by-side management.

Item 7. Types of Clients

KMI Wealth provides its advisory services to individuals, families, high net-worth individuals and families, retirement plans, large businesses, small businesses, non-profit organizations, and government entities.

KMI Wealth does not require a minimum account size to engage a client relationship.

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

Analysis: Our primary method of analysis uses Fundamental Analysis when evaluating individual equities. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). Fundamental analysis does not attempt to anticipate market movements.

We may also employ technical analysis, which is an attempt to predict a future stock price or direction based on market trends. The assumption is that the market follows discernible patterns and if these patterns can be identified then a prediction can be made.

Strategies: Our approach to investing is to keep a long-term focus, making strategic and tactical adjustments as market conditions and client needs warrant.

Risks: All investing involves risks, including loss of money invested, that you must be prepared to bear.

There can be no assurance that any investment strategy will achieve the desired outcome or prevent against loss.

- The primary risk of Fundamental Analysis is that the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.
- The risk of investing based on technical analysis is that it may not consistently predict a future price movement. This may occur due to analyst bias or misinterpretation, a sector analysis error, late recognition of a trend, or other factors.

General investing risks include:

- **Interest-Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Market Risk:** The price of an investment may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's specific circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** A dollar next year will not buy as much as a dollar today, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange

rate risk.

- Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed-income securities.
- Business Risk: These risks are associated with an industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability 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.

Investment-specific risks include:

- Stocks may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring, could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks. Stock dividends are not guaranteed and may be reduced or suspended at any time, which may impact share prices of stocks purchased for their dividends.
- Exchange Traded Funds prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. ETFs are also subject to the following risks: (i) an ETF's shares may trade at a market price that is above (premium) or below (discount) their net asset value, and ETFs purchased at a premium may not sell at a premium but at a discount; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares may be halted if the listing exchange's officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally.
- Mutual Fund Risk. When a client invests in open-end mutual funds, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which may be duplicative. In addition, the client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives).
- Publicly traded Real Estate Investment Trusts (REITs) have specific risks including uncertain valuation due to cash flows, dividends paid in stock rather than cash, and the payment of debt resulting in dilution of shares.

Item 9. Disciplinary Information

Neither the firm nor any management person has been involved in any legal, civil, administrative, or disciplinary event with any court, regulatory agency, or self-regulatory organization.

Item 10. Other Financial Industry Activities and Affiliations

Neither KMI Wealth nor any management persons are registered or have an application pending to

register as a broker-dealer or a registered representative of a broker-dealer, a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

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

No associates of the firm hold a CFP® designation, however, KMI Wealth and our associates follow the CFP® Code of Ethics. We will provide copies of these Codes of Ethics to any client or prospect upon request.

The Firm and its associates are fiduciaries, and as such, held to the highest standard of care. Associates of KMI Wealth shall observe the following standards of conduct:

- The Firm and its associates shall always place the interests of clients first;
- All investment activities carried out by the Firm on behalf of clients shall be in the client's best interest and appropriate for each client considering the client's investment objectives, financial situation and needs;
- All personal securities transactions shall be conducted in such a manner as to avoid receiving a more favorable execution price than any client on that same day or trading to the disadvantage of a client in any way.
- Neither the firm nor any associate shall misuse material, non-public information (including further disclosure, insider trading, tipping, or other use for any personal gain);
- The Firm and its associates shall hold the identities, securities holdings, and financial circumstances of clients confidential; and
- The Firm and its associates shall make full, timely, and meaningful written disclosure of any conflicts of interest.

Neither KMI Wealth nor any related person recommends to client, or buys or sells for client accounts, securities in which KMI Wealth or a related person has a material financial interest.

Associates of KMI Wealth may invest in the same securities as those recommended to clients. This presents a conflict of interest in that there is potential to receive more favorable trade execution than

clients and/or to induce trading patterns in securities to the advantage of the Firm or an associate. Such conduct is strictly prohibited.

The personal trading of affiliates of KMI Wealth is prohibited from disadvantaging client trades.

The Firm will not engage in principal trades or agency cross-transactions with clients.

Front running (trading shortly ahead of clients) and “cherry-picking” (selecting better trade executions than clients) are strictly prohibited.

Item 12. Brokerage Practices

KMI Wealth requires that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Company, Inc. (Schwab), a registered broker/dealer, member FINRA/SIPC, to act as the custodian of clients' assets and to effect trades for their accounts. KMI Wealth is independently owned and operated and not affiliated with Schwab. Schwab provides KMI Wealth with access to its institutional trading and custody services, which are typically not available to its retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them, once the custodial relationship is established. Schwab's services include custody, brokerage, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

Commission rates and securities transaction fees charged to affect a client's transactions are established by the executing custodian.

For KMI Wealth's client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Soft Dollars

Charles Schwab makes available various support services that may not be available to retail customers. Some of those services help them manage or administer clients' accounts, while others help KMI Wealth manage and grow its business. These support services are generally available on an unsolicited basis (we don't have to request them) and at no charge to KMI Wealth.

Services that Benefit Clients

Charles Schwab provides clients with access to a range of investment products, execution of securities transactions, and custody of client assets. Services described in this paragraph generally benefit the client and their account. The investment products available through Charles Schwab include some to which KMI Wealth might not otherwise have access or that would require a significantly higher minimum initial investment by clients. Additionally, The SCHWAB SECURITY GUARANTEE provides protection for 100% of loss of client assets in any Charles Schwab account due to unauthorized activity. The Schwab Security Guarantee applies to unauthorized activity in client accounts managed by Independent Investment Advisors.

Services That May Not Directly Benefit Clients

Charles Schwab also makes other products and services available to KMI Wealth that benefits KMI Wealth but may not directly benefit the client or their account. These products and services assist KMI Wealth in managing and administering client accounts. In addition to investment research, Charles Schwab also makes available software and other technology that:

- Assists with back-office functions, recordkeeping, and client reporting for client accounts.
- Provides access to client account data (such as duplicate trade confirmations and account statements).
- Provides pricing and other market data.

Services That Generally Benefit Only KMI Wealth

By using the services of Charles Schwab, KMI Wealth is offered other services intended to help KMI Wealth manage and further develop its business. These services include:

- Educational conferences and events.
- Consulting on technology, compliance, legal, and business needs.
- Publications and conferences on practice management and business succession.

KMI Wealth's Interest in Charles Schwab Services

The availability of these services from Charles Schwab benefits KMI Wealth as KMI Wealth does not have to produce or purchase them independently. In addition, KMI Wealth does not pay Charles Schwab for these services. This presents a conflict of interest in that KMI Wealth has an incentive to recommend that the client maintain their account with Charles Schwab based on KMI Wealth's interest in receiving these services that benefit its business rather than based on client interests (i.e., in receiving the best value in custody services and the most favorable execution of client transaction). However, KMI Wealth believes the selection of Charles Schwab as custodian and broker is in the best interests of clients. KMI Wealth's selection is based on due diligence performed including the evaluation of the scope, quality, price and overall value of services to clients rather than on those services that benefit only KMI Wealth.

KMI Wealth does not receive client referrals from a broker-dealer or third party.

KMI Wealth does not permit clients to direct trade execution to a specified broker-dealer other than the custodian. If clients were permitted to direct trade execution, the firm might be unable to achieve most favorable execution of client transactions, and this could cost clients more money. Some advisers do permit clients to direct trade execution.

When feasible the Firm will aggregate client trades, and prices shall be allocated evenly among participating client accounts.

Item 13. Review of Accounts

KMI Wealth will review client accounts on a semi-annual basis at a minimum, with consultation with clients no less than annually. All reviews will be conducted by Kristen Mayer.

Outside of regular review cycles, substantial market moves, other economic factors, or changes in a client's situation will trigger account reviews to ensure coherence to client objectives and risk tolerance.

The firm will provide quarterly written commentary and a portfolio summary to clients. Clients are

urged to review statements from the custodian for consistency and contact KMI Wealth with any questions or concerns.

Item 14. Client Referrals and Other Compensation

KMI Wealth does not pay or receive solicitation fees for referral of clients or receive compensation from any third party in connection with providing advisory services.

Please see Item 12 for a discussion of services that KMI receives through its custodial arrangements with Charles Schwab.

Item 15. Custody

We do not accept or maintain custody of any client funds or securities. Client assets are maintained at Charles Schwab who will send statements directly to clients no less than quarterly. Clients are urged to carefully review their statements.

Clients pay fees by direct deduction from their account(s), and we are deemed to have “constructive custody.” In order for us to collect fees by direct deduction, we must: 1) have the client’s written authorization to do so, 2) send the qualified custodian an invoice or statement of the fee amount to be deducted from the client’s account each time a fee is deducted, 3) send the client an itemized notice or invoice showing fee amount, the time period, amount of assets, and calculation for the fee each time a fee is deducted, and 4) notify the Commissioner in writing that we intend to use the above safeguards.

Client will receive custodian statements at least quarterly that show the fee deductions. Clients are urged to contact KMI Wealth with any questions or discrepancies.

Item 16. Investment Discretion

In most cases KMI Wealth requires discretionary authority to manage investment portfolios on behalf of clients, and clients will grant discretionary authority in their advisory agreement. Discretionary authority includes authority to determine which securities to purchase or sell and the amounts of securities to be bought or sold.

Certain types of accounts only allow non-discretionary management where KMI Wealth will not have trading authority on the account. Non-discretionary investment management services means the client retains full discretion to supervise, manage, and direct the assets of the account. KMI Wealth will make recommendations on how the account should be managed; however, the client will have responsibility for implementing the recommendations.

KMI Wealth does not have discretionary authority to determine the broker or dealer to be used for a purchase or sale of securities for a client's account outside of Charles Schwab.

Clients wishing to impose reasonable limits or restrictions to the discretionary authority may do so, subject to KMI Wealth’s determination of whether such limits will permit the expeditious management of client assets.

Item 17. Voting Client Securities

KMI Wealth will not ask for, nor accept voting authority for client securities. Clients will receive proxies

directly from the issuer of the security or the custodian. Clients may direct proxy questions to the issuer of the security.

Item 18. Financial Information

KMI Wealth does not have any financial condition that is likely to impair our ability to meet contractual commitments to clients.

We will not bill or collect fees of more than \$500, six months or more in advance.

Neither the firm nor any management person has been the subject of a bankruptcy petition in the past ten years.

Item 19. Requirements for State-Registered Advisers

Kristen Mayer is the principal executive officer for KMI Wealth. Please see the Brochure Supplement below for her education and business background.

Neither the firm nor any supervised person is compensated for advisory services with performance-based fees

Neither the firm nor any management person has been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Neither the Firm nor any management person has any relationship or arrangement with issuers of securities.

We have developed a Business Continuity Plan to respond to events that significantly disrupt our business. We plan to quickly recover and resume business operations after a significant business disruption and respond by safeguarding our employees and property, making a financial and operational assessment, protecting the firm's books and records, and providing our contractually obligated advisory services to our clients. In short, our business continuity plan is designed to permit our firm to resume operations as quickly as possible, given the scope and severity of the significant business disruption. Our business continuity plan addresses: data backup and recovery; all mission critical systems; financial and operational assessments; alternative communications with clients, employees, and regulators; alternate physical location of employees; regulatory reporting; unavailability of key personnel; and providing our clients prompt notification if we are unable to continue our business. If you have questions about our business continuity planning, contact us at 775-223-1484 or kristen@kmiwealth.net.

Part 2B of Form ADV
Brochure Supplement for Kristen Mayer

March 2024

KMI Wealth LLC

375 Vassar St. Reno NV

89502

775-223-1484

This brochure supplement provides information about Kristen Mayer that supplements the KMI Wealth brochure. You should have received a copy of that brochure. Please contact Kristen Mayer if you did not receive KMI Wealth's brochure or if you have any questions about the contents of this supplement.

Additional information about Kristen Mayer is available on the SEC's website at www.adviserinfo.sec.gov.

Kristen Mayer's Central Registration Depository (CRD) number is #6266435.

Item 2: Educational Background and Business Experience

Kristen Mayer

Year of Birth: 1972

Formal Education:

- **University of Nevada, Reno** — *BA Journalism*, May 2002

Business Background:

July 2021 – present, KMI Wealth LLC, Founder

March 2019 – April 2022, FourStar Wealth Advisors, Investment Adviser Representative

October 2013 – March 2019, Stifel Nicolaus, Financial Advisor/Investment Adviser Representative

Item 3: Disciplinary Information

There are no disciplinary events to disclose.

Item 4: Other Business Activities

Kristen Mayer does not have any other business activities to disclose.

Item 5: Additional Compensation

Other than advisory fees as specified in this Brochure, Kristen Mayer receives no other compensation in connection with advisory services provided to clients, or for any other business activity.

Item 6: Supervision

Kristen Mayer is the Chief Compliance Officer for KMI Wealth, and supervises the firm's compliance with all applicable securities regulations, including her own, and will adhere to the firm's policies and procedures. Ms. Mayer can be reached at 775-223-1484.

Item 7: Requirements for State-Registered Advisers

Kristen Mayer has no legal, disciplinary, or regulatory events to disclose.

Kristen Mayer has never been the subject of a bankruptcy petition.