

ORVIDA INVESTMENT ADVISORS, LLC

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Form ADV Part 2A Firm Brochure

September 4, 2024

This brochure provides information about the qualifications and business practices of Orvida Investment Advisors, LLC. If you have any question about the contents of this brochure, please contact us at 914-523-8455. 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.

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

Please be aware during your review of our brochure when we use the words "Orvida," "the firm," "we," and "our" we are referring to Orvida Investment Advisors, LLC. When we use the words "you," "your," and "client," we are referring to you as our client or prospective client.

Additional information about Orvida Investment Advisors, LLC is available on the SEC's website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Orvida Investment Advisors, LLC's CRD number is 331037.

Item 2 – Material Changes

This Form ADV Part 2A Brochure serves as an initial application for California registration and as a result the material change item is not applicable.

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Item 4 – Advisory Business

OWNERSHIP/ADVISORY HISTORY

Orvida Investment Advisors, LLC was established by Daniel Abramowitz, its President. Currently, the firm is a stand-alone investment adviser incorporated in Nevada on March 12, 2024.

Additional information about Mr. Abramowitz can be found under Item 19 along with the attached Form ADV Part 2B, the Supplemental Brochure.

SERVICES OFFERED

Orvida Investment Advisors, LLC only provides advice on the real estate property portion of a client's investment portfolio.

We provide consulting services to investors who are interested in investing the equity from their real property into real estate private placements, real estate private equity, non-traded REITS and the implementation of 721 and 1031 Exchange Plans.

At the outset of each client relationship, we spend time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Orvida only advises on the following types of real estate investments:

721 EXCHANGE

An UPREIT transaction (where "UPREIT" stands for umbrella partnership real estate investment trust) is a mechanism allowing for a tax-deferred contribution of property to a partnership under Section 721 of the Internal Revenue Code. In this transaction, a property owner contributes property to a real estate investment trust's (REIT's) subsidiary operating partnership or company in exchange for partnership or membership interests in an operating entity. An UPREIT transaction can allow an investor to essentially trade one property (or a portfolio) for an equity interest in a larger, diversified portfolio that is managed by the REIT and its advisors. The transaction may offer the investor enhanced liquidity options as well.

1031 EXCHANGE

Section 1031 of the United States Internal Revenue Code allows investors to defer capital gains taxes on any exchange of like-kind properties for business or investment purposes. Taxes on capital gains would not be charged on the sale of the property if the deferring capital gains are not charged on the sale of a property if the money is being used to purchase another property.

We work with the investors to provide information assistance, and due diligence on 721 and 1031 Exchange Plans. We do not provide accounting or legal advice nor prepare any accounting or legal documents for the implementation of a 1031 Exchange Plan. The investor is urged to work closely with his/her attorney and/or accountant in implementing our recommendation to invest in a particular 1031 Exchange Plan.

PRIVATE PLACEMENTS

A Private Placement (also referred to as Reg D offering) is a security or pooled investment fund (e.g., private fund) that is not offered for sale to the public. While their issuance is governed under

the Securities Act of 1933, private placements are not registered with the SEC like stocks, bonds or other publicly traded securities. Because private placements are illiquid investments, with no guarantee of returns, distributions, or interest payments, they are intended for experienced and sophisticated investors who are willing to bear the high degree of various risks of the investment. Such risks include, but are not limited to, liquidity risk, market risk, credit risk, and interest rate risk.

PRIVATE FUNDS

We will from time to time, based on the client's risk tolerance, sophistication and financial qualifications, recommend that a portion of the client's assets be invested in certain real estate private investments. These include private equity, private debt and real estate funds, and other types of private investment vehicles (collectively "Private Funds"). We will assist clients in the implementation of our recommendations to invest in Private Funds; however, we do not exercise discretion with respect to these types of investments. We do not invest clients' monies for them. We do not have custody of client assets. If clients want to follow Orvida's recommendations of investing in real estate funds, then they must invest their own monies in those funds. We only provide the information about the funds to do so.

Clients are provided with private placement memorandums and other offering and subscription documentation that detail the nature, risks and associated fees of each Private Fund. It is important that the client read and review these documents with their legal and tax advisors, before investing, to fully understand the types of investments, risks and conflicts pertaining to the Private Funds.

CLIENT SECURITIES RESTRICTIONS

Clients may impose restrictions on investing in certain securities or types of securities.

TAILORED SERVICES

We document your goals, objectives, risk tolerance, and other pertinent information before any investing takes place. Orvida Investment Advisors LLC gives its clients an investor questionnaire to complete. At your initial meeting with him, Mr. Abramowitz then discusses the questionnaire with you. He will determine your risk tolerance, qualifications, and suitability. Afterwards, you will receive a completed Securities Recommendation Form which indicates which type of private real estate security would suit your investment needs.

WRAP FEE PROGRAM

We do not sponsor a wrap fee program.

CLIENT ASSETS MANAGED

As of the date of this brochure, we manage \$0 on a non-discretionary basis.

Item 5 – Fees and Compensation

STANDARD FEE

Orvida charges a one-time fee of \$495 (retainer) which is paid in advance before providing any advice regarding real estate private investments.

The firm will then charge a 1% fee of the clients' equity invested in each real estate private

placement transaction minus the \$495 retainer and/or 1% fee of the equity deployed in each 721 or 1031 exchange transaction minus the \$495 retainer after services are rendered. Clients inform Orvida Investment Advisors LLC the amount of equity they will invest in the recommended private real estate securities.

Ex. 1. Client pays retainer of \$495. Orvida recommends a certain real estate fund. Client choose to invest \$100,000 that fund.

Orvida will charge the client

$$(\$100,000 \times .01) = \$1000 \text{ and then } (\$1000 - \$495) = \$505$$

Ex. 2. Client sold his parking garage and has \$1,000,000 in proceeds. Client pays retainer of \$495. Orvida advises him to place the proceeds in a 1031 Exchange. Client agrees and does so.

Orvida will charge the client

$$(\$1,000,000 \times .01) = \$10,000 \text{ and then } (\$10,000 - \$495) = \$9,505$$

ALTERNATIVE FEE

Orvida charges a one-time fee of \$495 (retainer) which is paid in advance before providing any advice regarding real estate private investments.

As an alternative, clients may negotiate our standard fee. In those cases, clients may choose to be charged an hourly rate of \$100 minus the \$495 retainer or to negotiate a flat fee agreed to by both parties minus the \$495 retainer, after services are rendered.

a. \$100 per hour for services.

$$(\text{___ hours} \times \$100 = \text{_____}) - \$495$$

OR

b. Negotiated flat fee of \$(_____) - \$495

Fees will be fully disclosed to you in an Investment Advisory Agreement. Our investment advising relationship with the client ends upon the client's own investment in the proposed private offering or Exchange Plan transaction. As such, we do not charge an ongoing advisory fee for the amount invested in private offering or Exchange Plan.

Fees are not automatically deducted by the qualified custodian/intermediary from monies invested in private placement offerings and/or from the equity deployed in 721 or 1031 exchange plans. Clients must pay the firm directly.

After services are rendered, payments are due 3 to 5 days within receipt of the firm's invoice. Orvida only accepts payments via cashier's check, ACH, Zelle or credit card.

Orvida will refund the entire \$495 retainer at a client's request if they have decided not to invest monies into any of the private placement offerings, 721 and/or 1031 exchange plans that were recommended.

OTHER FEES

Clients may incur additional costs beyond our fees. These costs include certain transaction costs imposed by the custodian, broker-dealer or issuer and other parties if utilized by Orvida Investment Advisors, LLC. Other costs include custodial fees, deferred sales charges, real estate closing costs, real estate commissions, attorney and accountant fees, transfer taxes, wire transfer and electronic fund fees.

Private Fund Fees

When a client invests in a Private Fund, the fees and other expenses assessed by the Private Fund will be separate from and in addition to our fee. Additionally, some of the Private Funds that we recommend charge performance-based fees. The applicable fees and expenses of each Private Fund are outlined in its offering documents and should be reviewed by investors prior to investing. We do not receive any portion of these fees.

Orvida does not receive any compensation from these fees, which are in addition to the fees you pay us. We encourage our clients to review all fees charged to their account by the Private Fund to fully understand the total amount of fees they will pay. We believe the total cost of our services is competitive, and advisory services like those services offered by Orvida may be available for more or less than the amounts charged by us.

For additional information regarding Orvida's brokerage practices, please see Item 12.

TERMINATION OF SERVICES

You may terminate our investment advisory services for any reason with the first five (5) business days after signing the contract without any cost or penalty. A full refund of your \$495 retainer will be made.

A client may also obtain a refund of the \$495 retainer if the advisory contract is terminated after five days but before the clients' real estate equity is deployed in real estate private placements or 721/1031 exchanges.

OTHER SECURITIES COMPENSATION

We do not receive any additional securities compensation. Orvida and its supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

CCR SECTION 260.238(J) DISCLOSURE

Please note, lower fees for comparable services may be available from other sources.

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

We do not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of your assets) or provide side by side management. Fees are not charged on the basis of income, capital gains or capital appreciation in a client account or any portion of an account.

Item 7 – Types of Clients

We offer our services to individuals, high net worth individuals, families and their related entities, and small businesses. We do not manage accounts therefore, we do not have account minimums.

However, investments in certain types of securities, such as private placements, private credit, private equity and non-traded REITS, will require clients to attest to their status as an “accredited investor” or “qualified client” by completing a suitability questionnaire.

An “accredited investor” is defined in Rule 501 of Regulation D under the Securities Act of 1933 and generally includes most institutions and natural persons with a net worth over \$1 million (excluding primary residence and certain debt secured by the property) or an annual income in excess of \$200,000, or \$300,000 for joint income, in each of the two most recent years.

A “qualified client” is defined in Rule 205-3 under the Investment Advisers Act of 1940 and generally includes a natural person or institution that immediately after entering into an investment advisory contract has at least \$1.1 million under the management of the investment adviser; or, has a net worth (excluding primary residence and certain debt secured by the property) of more than \$2.2 million at the time the contract is entered into.

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

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

Private Funds are generally evaluated based on the previous performance and reputation of the manager, fee structure, overall risk and returns, portfolio transparency, liquidity and other factors specific to the type of investments involved.

Investing in securities involves risk of loss that clients should be prepared to bear. Past performance is not a guarantee of future returns.

However, we will use various methods of analysis to determine what investment vehicles to purchase and their specific analytical methodology will be disclosed.

Orvida’s analysis may include cash flow analysis, investment planning, risk management, tax planning and estate planning. Based on the information gathered, a detailed strategy is tailored to the client’s specific needs.

The main sources of information include client documents such as tax returns, Moody’s, S&P, Fitch reports, annual reports, offering memorandums, tax opinions and filings with the Securities and Exchange Commission.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change their investment objective at any time. The Orvida Advisory Agreement has a section where the investment objective and risk tolerance of the client are agreed to by both the client and Orvida.

INVESTMENT RISKS:

All investment programs have certain risks that are borne by the investor. Our investment approach keeps the risk of loss in mind. Investors face the following investments risks and should discuss these risks with Orvida Investment Advisors, LLC:

Principal Risk: The possibility that an investment will go down in value, or “lose money,” from the original or invested amount.

Real Estate Risk: We may gain exposure to the real estate sector by investing in real estate or funds that invest in real estate. These investments are subject to risks including loss to casualty or condemnation, increases in property taxes and operating expenses, zoning law amendments, changes in interest rates, overbuilding and increased competition, variations in market value, and possible environmental liabilities.

Risks Related to Private Funds: From time to time and as appropriate, we may invest a portion of a client’s portfolio in Private Funds. The value of client portfolios will be based in part on the value of Private Funds in which they are invested, the success of each of which will depend heavily upon the efforts of their respective Managers. When the investment objectives and strategies of a Manager are out of favor in the market or a Manager makes unsuccessful investment decisions, the Private Fund may lose money. A client account may lose a substantial percentage of its value if the investment objectives and strategies of many or most of the Private Funds in which it is invested are out of favor at the same time, or many or most of the Managers make unsuccessful investment decisions at the same time. Private Funds are generally subject to various risk factors and liquidity constraints, a complete discussion of which is set forth in each fund’s offering documents, which will be provided to clients for review and consideration prior to investing. Investing in Private Funds is intended only for experienced and sophisticated investors who are willing to bear the high economic risks of the investment. Clients should carefully review and consider potential risks before investing in private funds. Certain of these risks may include loss of all or a substantial portion of the investment due to leveraging, short-selling, or other speculative practices, lack of liquidity because of redemption terms and conditions and that there may not and will not be a secondary market for the fund, volatility of returns, restrictions on transferring interests in the fund, a potential lack of diversification, higher fees than mutual funds, lack of information regarding valuations and pricing.

Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Tax Risk: Change of tax status – The income stream and depreciation schedule for any real estate investment property may affect the property owner’s income bracket and/or tax status. An unfavorable tax ruling may cancel deferral of capital gains and result in immediate tax liabilities.

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.

Privacy/Cybersecurity Risk. The risk of actual and attempted cyber-attacks, including denial-of-service attacks, and harm to technology infrastructure and data from misappropriation or corruption, and reputation harm. Our clients could be adversely impacted if any of them is subject to a successful cyber-attack or other information security event. Although Orvida takes protective measures and endeavors to modify them as circumstances warrant, its computer systems, software, and networks may be vulnerable to unauthorized access, misuse, computer viruses or other malicious code and other events that could have a security impact or render the firm unable

to transact business on behalf of clients.

Business Continuity/Disaster Recovery Risk. Orvida has adopted a business continuity plan to maintain critical functions in the event of a partial or total building outage affecting its office or a technical problem affecting applications, data centers, or networks. In addition, the impact of future pandemic, epidemics and the resulting economic disruptions may negatively impact the clients and the performance of their portfolios. Our recovery is designed to limit the impact on clients from any pandemic, business interruption or disaster. However, our ability to conduct business can be curtailed by economic disruption and disruption in the infrastructure that supports our firm.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice.

Neither Orvida Investment Advisors, LLC nor Mr. Daniel Abramowitz has been subject to any criminal or civil actions, administrative proceedings, or self-regulatory organization (SRO) proceedings.

Item 10 – Other Financial Industry Activities and Affiliations

BROKER DEALER AFFILIATION

Orvida Investment Advisors LLC and any of its management persons are not registered, nor have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

FUTURES/COMMODITIES FIRM AFFILIATION

Orvida Investment Advisors, LLC and any of its management persons are not registered, nor do they have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

OTHER INDUSTRY AFFILIATIONS

Neither Orvida Investment Advisors LLC nor any of its management persons have an arrangement with any related persons (e.g. broker-dealer, municipal securities dealer, or government securities dealer or broker, 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), other investment adviser or financial planner, futures commission merchant, commodity pool operator, or commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, insurance company or agency, pension consultant, real estate broker or dealer, and/or sponsor or syndicator of limited partnerships).

Mr. Abramowitz is a licensed real estate agent in the State of Nevada. Mr. Abramowitz spends approximately 30% of his time providing real estate agent services. However, his primary business is real estate consulting and most of the revenue comes from Orvida Real Estate Consulting LLC at the present time. As a real estate agent, he does receive commissions when he assists clients in the purchase or sale of real estate property. Neither Mr. Abramowitz, Orvida nor its supervised persons accepts compensation for the sale of securities or other investment products.

Orvida’s clients are not obligated to purchase or sell any commission-based or other compensated real estate property. The firm’s conflict of interest mitigation steps include providing disclosures, following a Code of Ethics, and Mr. Abramowitz having a fiduciary obligation to place the best interest of the client first.

SELECTION OF OTHER ADVISERS/OTHER ADVISER COMPENSATION

Orvida Investment Advisors LLC and its management persons do not recommend or select other investment advisers for its clients and do not receive compensation directly or indirectly from those advisers that creates a material conflict of interest.

Item 11 – Code of Ethics, Participation or Interest in Client Transaction and Personal Trading

DESCRIPTION

Orvida has adopted a Code of Ethics (“Code”) that address fiduciary duty, personal securities transactions, insider trading, gifts and conflicts of interests.

The Code of Ethics includes our provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All of our “access” persons must acknowledge the terms of the Code of Ethics annually.

A copy of Orvida’s Code of Ethics is available upon request to Daniel Abramowitz, the Chief Compliance Officer at the firm’s principal address or by email at dabramowtiz@orvidacapital.com.

MATERIAL INTEREST IN SECURITIES

We do not have a material interest in any securities. Neither Mr. Abramowitz nor any related person of Orvida recommends to clients, or buys or sells for client accounts, securities in which he or a related person has a material financial interest.

Investing In or Recommending the Same Securities

We do not invest in or recommend the same investments as our clients.

Item 12 – Brokerage Practices

SELECTION CRITERIA

We are not affiliated with, or an affiliate of, any brokerage firm. We do not recommend, request or require that a client direct us to execute transactions through a specified broker-dealer,

BEST EXECUTION

We rely on the best execution practices and procedures of client account custodians and broker-dealers.

RESEARCH AND SOFT DOLLARS

“Soft dollars” are defined as a form of payment investment firms can use to pay for goods and services such as news subscriptions or research. When an investment firm gives its business to a

particular brokerage firm, the brokerage firm in return can agree to use some of its revenue to pay for these types of services. We do not receive any soft dollars.

BROKERAGE FOR CLIENT REFERRALS

We do not receive client referrals or any other incentive from any broker-dealer or custodian.

DIRECTED BROKERAGE

We do not participate in any directed brokerage. We do not permit a client to direct brokerage,

TRADE AGGREGATION

We do not trade client's accounts. We do not aggregate the purchase or sale of securities for various client accounts.

Item 13 – Review of Accounts

PERIODIC REVIEWS

ADVISORY SERVICES

Mr. Abramowitz will conduct quarterly reviews of clients' financial plans or more frequently if circumstances warrant. He will also meet with clients at least on a quarterly basis either in person or by telephone.

OTHER REVIEWS

Additional reviews are conducted periodically depending on market conditions, economic, or political events, or by changes in your financial situation (such as retirement, termination of employment, physical move, or inheritance).

REPORTS AND STATEMENTS

Orvida will provide written reports on a quarterly basis. These reports would contain due diligence and financial stress tests that evaluate and provide analysis on various private real estate funds to aid clients' in their decision making.

Item 14 – Client Referrals and Other Compensation

OTHER COMPENSATION

As a licensed real estate agent, Mr. Abramowitz receives commissions.

CLIENT REFERRALS

Orvida Investment Advisors LLC does not pay for client referrals or use solicitors.

ECONOMIC BENEFIT

No one who is not an Orvida client provides an economic benefit to the firm for providing investment advice or other advisory services to its clients.

Item 15 – Custody

Your investments will be held at a qualified intermediary/custodian, broker-dealer or issuer. We do not take possession of your assets. We do not have custody of client funds or securities, and the qualified custodian/intermediary, broker-dealer or issuer will send quarterly, or more frequent, account statements directly to clients.

Item 16 – Investment Discretion

We offer only non-discretionary advice to our clients for real estate securities transactions. We do not manage client accounts and therefore, we do not have discretion over client accounts.

Item 17 – Voting Client Securities

We do not vote proxy votes for securities held in any client account. All proxy materials are mailed or emailed directly to you from the account custodian or transfer agent. Any proxy materials received by us will be forwarded to you for response and voting. In the event you have a question about a proxy solicitation, please feel free to contact us.

Item 18 – Financial Information

BALANCE SHEET

We do not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance. Therefore, we are not required to provide a balance sheet.

FINANCIAL CONDITION

We are required in this Item to provide you with certain financial information or disclosures about our financial condition if we have a financial commitment that impairs our ability to service you. We do not have a financial commitment that impairs our ability to service you. Orvida does not have any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

BANKRUPTCY

We have not been the subject of a bankruptcy proceeding.

Item 19 – Requirements for State-Registered Advisers

We have one principal executive officer, Daniel Abramowitz (“Mr. Abramowitz”). Mr. Abramowitz’s biographical information is provided in the attached Form ADV Part 2B Brochure Supplement.

PERFORMANCE-BASED FEES

Mr. Abramowitz, Orvida Investment Advisors LLC and any of its supervised person(s) are not compensated for advisory services with performance-based fees.

CIVIL, SELF-REGULATORY OR ADMINISTRATIVE PROCEEDINGS

Mr. Abramowitz, Orvida Investment Advisors LLC and its management person(s) have not been involved in an award or found liable in an arbitration claim alleging damages in excess of \$2,500 or found liable in any civil, self-regulatory organization, or administrative proceedings.

ISSUER OF SECURITIES

Neither Mr. Abramowitz, Orvida Investment Advisors LLC nor any of its management person(s) have any relationship or compensation arrangement with any issuer of securities or private funds.