Astoria Portfolio Advisors LLC.

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Firm Brochure - Form ADV Part 2A

This brochure provides information about the qualifications and business practices of Astoria Portfolio Advisors LLC. If you have any questions about the contents of this brochure, please contact Astoria's Chief Compliance Officer, Michael Stulic, at 212-381-6185 or via email at mstulic@astoriaadvisors.com. 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 Astoria Portfolio Advisors LLC. is also available on the SEC's website at www.adviserinfo.sec.gov. Astoria Portfolio Advisors LLC.'s CRD number is 288271.

Nothing contained in this Brochure constitutes a recommendation of or an offer to sell, or the solicitation of an offer to buy or invest in, any investment product, vehicle, service or instrument.

Registration does not imply a certain level of skill or training.

Version Date: 3/27/2025

Item 2: Material Changes

The material changes in this brochure from the last amendment are below. Material changes relate to Astoria Portfolio Advisors LLC's policies, practices or conflicts of interest.

- George Gagliardi of Coromandel Wealth Strategies joined as an IAR of APA in Q4 2024.
- Effective 9/30/2024, APA became the sub-advisor for the Astoria US Quality Growth ETF (Ticker is GQQQ).
- As of Q4 2024 APA has engaged with a third-party vendor to advertise, market and solicit on our behalf.
- Additional risks have been added to Item 8 that further encompass our current offerings.

Item 3: Table of Contents

Item 4: Advisory Business

A. Description of the Advisory Firm

- Astoria Portfolio Advisors LLC. (hereinafter "APA" or "Astoria") is a Limited Liability Company founded in April 2017 and organized in the State of New York. APA is an independently owned LLC. The majority of APA's business involves providing investment management services and support to a variety of clients including registered investment advisors, high net worth individuals, corporations, turnkey asset management platforms, and other financial institutions (hereinafter referred to as "clients"). APA is a sub-advisor for the AXS Astoria Inflation Sensitive ETF (Ticker is PPI), the Astoria US Quality Kings ETF (Ticker is ROE), and the Astoria US Quality Growth Kings ETF (Ticker is GQQQ).

- APA's core business model provides a comprehensive range of investment management services to small and mid-sized RIAs. As this demographic of RIAs typically does not have an internal investment management team, our services constitute what is typically referred to as Outsourced Chief Investment Officer (OCIO) services. Our four main vectors of service are:

    - Investment strategies: Astoria manages a range of ETF managed portfolios, quantitative equity portfolios, and customized multi-asset portfolios.

    - Portfolio construction: In addition to allocating their client's assets to our myriad core strategies, Astoria works continuously with our RIA clients in the construction and management of customized investment portfolios.

    - Research: Astoria provides a robust amount of research products to our RIA clients which include market commentaries and a quarterly market review. Additionally, we are contributing editors at multiple media affiliates.

    - Sub-Advisory services: As a sub-advisor at the custodians Charles Schwab, TD Ameritrade, Wells Fargo, and Fidelity, Astoria physically manages our RIA client's investment accounts providing a full suite of operational and trading services.

- Astoria has two core methods of delivery for our services to RIA clients:

    - Model Delivery: In the instance of model delivery (AUA) Astoria does not physically 'touch client accounts' by managing our client's investments at a custodian. We provide these customers with allocations to our investment models along with continuous updates on all model changes. We work with the advisor on the appropriate set model or customized portfolios. We provide continuous and ongoing investment management and portfolio research services to these clients on a direct and reverse inquiry basis for the entirety of their investable assets. Hence, we do not have discretion on these assets, so these are considered Assets Under Advisement (AUA).

    - Physical Sub-Advisory: In the instance of physical sub-advisory at a custodian (AUM), our full range of contractual services is the same as model delivery, only we 'touch client accounts' by physically managing our client's portfolios via trading and operational services at our mutual custodian. These accounts are where we have complete discretion and are considered Assets Under Management (AUM).

- While Astoria's core business model is providing our full range of investment services to small and mid-sized RIAs, Astoria does manage a small amount of individual client assets with no RIA intermediaries.

- As of Q4 2024, Astoria has its first independent IAR to operate their own book of business and brand under the APA umbrella. Such IARs may choose to offer financial services that were not previously offered by the firm.

APA's research-driven portfolios are structured using a variety of macro-economic, quantitative, and portfolio construction tools. APA has manufactured institutional caliber investment strategies utilizing the benefits of the ETF product (liquidity, tax efficiency, diversification, and transparency). APA applies its quantitative portfolio construction background to additionally create thematic stock portfolio which are largely quantitative and systematic in nature.

- APA's investment management process is a constant feedback loop between research, portfolio construction, and risk management. Investment decisions are made using strong economic and quantitative rationale backed by data. APA employs ongoing research assessment of these models to manage its investment processes and outcomes.

- Effective 12/30/2021, APA became the sub-advisor for the AXS Astoria Inflation Sensitive ETF (Ticker is PPI). The ETF is an actively managed strategy that seeks to achieve its investment objective by investing principally in securities across multiple assets classes which have the potential to benefit, either directly or indirectly, from increases in the rate of rising costs of goods and services (i.e., inflation). More details about APA's role as a sub-advisor to PPI can be found in the Sub-Advisory section below.

- Effective 8/1/2023, APA became the sub-advisor for the Astoria US Quality Kings ETF (Ticker is ROE). The Astoria US Quality Kings ETF is an actively managed fund that seeks long-term capital appreciation by investing in 100 high-quality US large-cap and mid-cap stocks, equally weighted and sector optimized. The fund allocates equal weights to the components to mitigate the potential issues associated with market cap-weighted indices. It is sector-optimized, screening for and selecting the highest quality stocks in each respective sector in their weight, as they exist in the S&P 500. More details about APA's role as a sub-advisor to ROE can be found in the Sub-Advisory section below.

- Effective 9/30/2024, APA became the sub-advisor for the Astoria US Quality Growth ETF (Ticker is GQQQ). The Astoria US Quality Growth Kings ETF (GQQQ) is an actively managed Exchange Traded Fund (ETF) that seeks long-term capital appreciation by investing in 100 US quality growth stocks. GQQQ aims to participate in growth while mitigating volatility and targeting higher risk-adjusted returns by selecting growth companies that exhibit robust quality characteristics. The stocks are selected and market-cap-weighted in a sector-optimized fashion relative to the broader US growth universe. More details about APA's role as a sub-advisor to GQQQ can be found in the Sub-Advisory section below.

- APA is led by John Davi. He currently serves as the CEO and CIO and has over 25 years of experience spanning across Macro ETF Strategy, Quantitative Research, and Portfolio Management. Before founding Astoria in 2017, John was the head of Morgan Stanley's Institutional ETF Content and structured ETF portfolio solutions for many of the world's largest institutional asset managers. John published hundreds of reports in his research career across a variety of topics from ETFs, indices, futures, and structured products. John began his career in 2000 as a research analyst in Merrill Lynch's Global Equity Derivatives group. John structured ETF portfolios in 2002 for both Merrill Lynch's institutional investors and financial advisors where several billions of assets were raised and executed. John's research has been recognized and featured on ETF.com, ETFTrends.com, InsideETFs, Institutional Investor Magazine, and he is a regular contributor to CNBC, Bloomberg, and other media outlets. In 2011, he was recognized by Bloomberg as an "ETF Master Chef."

- David Clark is President and Head of Business Development for Astoria Portfolio Advisors LLC. He has more than 25 years of experience in the financial services industry. David spent the first 18 years of his career at Merrill Lynch (subsequently Bank of America), holding various institutional sales management and business development leadership roles in London and New York. David was Head of Merrill's European Convertible Bond, Equity Derivative, ETF and Delta One sales, and sat on the firm's European Markets Operating Committee. He also served as Head of Bank of America's Americas International Derivative and Swap sales. Additionally, David was Head of Americas Global Delta One, ETF, Stock Loan Distribution and Product, and a member of the North American Equity Sales Operating Committee. He later spent six years at Société Générale, where he was head of U.S. Sales for Global Securities Financing, overseeing distribution of ETF, Swap and Structured Financing products. David graduated from Villanova University with a Bachelor of Arts degree in Economics and currently sits on the school's President's Advisory Council. He lives in Madison, New Jersey with his wife and three children.

- Bruce Lavine is a Senior Strategy Advisor of Astoria Portfolio Advisors LLC. Bruce has a long history in the ETF and asset management business, beginning with Barclays Global Investors over 20 years ago. He was one of the earliest employees at iShares and had roles including CFO, Head of Product Development and CEO of iShares Europe. In 2006, Bruce joined WisdomTree as President and Chief Operating Officer. He was there for 10 years as an employee and remains active with WisdomTree today as a member of their Board of Directors. Most recently, Bruce was the CEO of 55 Capital. Bruce has an MBA and BS both from the University of Virginia and he is a Chartered Financial Analyst (CFA).

B. Types of Advisory Services

Portfolio Management Services

- APA manages investment portfolios for a variety of clients including registered investment advisors, high net worth individuals, corporations, turnkey asset management platforms, and other financial institutions.

- APA will create a portfolio designed to target the advisor and its end client's investment policy goals and risk tolerance. APA will allocate the client's assets among various investments taking into consideration the overall management style and risk tolerance selected by the client. APA's ETF portfolios consists primarily of passive, market-capitalization weighted, factor-based (sometimes referred to as Strategic or Smart Beta), commodity, liquid alternative, and actively managed funds. Additionally, APA has developed a suite of thematic stock portfolios which are quantitively driven and systematic in nature. APA may also hold or supervise actively managed or passive mutual funds, individual stocks, and bonds, non-listed REITs, as well as options, typically resulting from pre-existing client holdings prior to becoming an APA client.

- APA manages portfolios on a discretionary and non-discretionary basis. APA does its own internal macro-economic and quantitative research and leverages these capabilities to design portfolios for investors. At times, individuals from outside of APA may join the firm's investment committee meetings strictly for the purpose of participating in a group setting discussion on larger macro-economic and investment themes that are currently and prospectively underway. These individuals are in no way functionally involved, with all matters as they pertain to the business, investment, and operational endeavors of APA.

- APA offers its services primarily through other registered financial service intermediaries. APA offers ongoing investment management services based on the client's goals, objectives, time horizon, and risk tolerance level. APA works closely with these financial service intermediaries to create an agreed-upon Investment Policy Statement, which generally outlines the client's financial wealth being and risk tolerance levels. Using the parameters set forth in the Investment Policy Statement, APA will then construct a plan to aid in the selection of a portfolio that matches each client's specific situation. Investment management services include, but are not limited to, the following:

    - Investment strategy
    - Investment policy statement
    - Asset allocation
    - Asset selection
    - Risk tolerance
    - Portfolio management and rebalancing

- APA regularly evaluates the current investments of each client with respect to their agreed upon investment strategy, risk tolerance level, and time horizon. APA will request discretionary authority from clients in order to select securities and execute transactions without permission from the client prior to each transaction. There may be at times instances where APA does not have discretion and may simply provide an ETF or stock portfolio, portfolio construction analytics, and other investment advisory services to the client. Risk tolerance levels are documented in the Investment Policy Statement.

- APA seeks to provide investment decisions that are made in accordance with the fiduciary duties owed to its accounts and without consideration of APA's economic, investment or other financial interests. To meet its fiduciary obligations, APA attempts to avoid, among other things, investment or trading practices that systematically advantage or disadvantage certain client portfolios, and accordingly, APA's policy is to seek fair and equitable allocation of investment opportunities & transactions among its clients to avoid favoring one client over another over time. It is APA's policy to allocate investment opportunities and transactions it identifies as being appropriate and prudent among its clients on a fair and equitable basis over time.

Sub-advisor Services

- APA serves as a sub-advisor to the AXS Astoria Inflation Sensitive ETF (Ticker is PPI). The ETF is an actively managed strategy that seeks to achieve its investment objective by investing principally in securities across multiple assets classes which have the potential to benefit, either directly or indirectly, from increases in the rate of rising costs of goods and services (i.e., inflation). These investments are expected to include, but are not limited to, equity securities of companies engaged in the energy, financials, industrial, and materials sectors, as well as investments in other ETFs that directly or indirectly invest in commodities and fixed income securities. The fund invests in both domestic and international stocks.

- APA serves as a sub-advisor to the Astoria US Quality Kings ETF (Ticker is ROE). The Astoria US Quality Kings ETF is an actively managed Exchange Traded Fund (ETF) that seeks long-term capital appreciation by investing in 100 high-quality US large-cap and mid-cap stocks, equally weighted and sector optimized. The fund allocates equal weights to the components to mitigate the potential issues associated with market cap-weighted indices. It is sector-optimized, screening for and selecting the highest quality stocks in each respective sector in their weight, as they exist in the S&P 500.

- APA serves as a sub-advisor to the Astoria US Quality Growth ETF (Ticker is GQQQ). The Astoria US Quality Growth Kings ETF (GQQQ) is an actively managed Exchange Traded Fund (ETF) that seeks long-term capital appreciation by investing in 100 US quality growth stocks. GQQQ aims to participate in growth while mitigating volatility and targeting higher risk-adjusted returns by selecting growth companies that exhibit robust quality characteristics. The stocks are selected and market-cap-weighted in a sector-optimized fashion relative to the broader US growth universe.

- John Davi is the Portfolio Manager for PPI, ROE, and GQQQ.

- APA may also act as a sub-advisor to advisers unaffiliated with APA. These third-party advisers would outsource portfolio management services to APA. This relationship will be memorialized in each contract between APA and the third-party adviser.

Model Licensing

- APA offers non-discretionary investment advisory services to unaffiliated investment advisers. These licensing activities include the creation and maintenance of investment models. These models and subsequent model changes are communicated as recommended allocations or changes to the advisory firms that license the models. APA provides these recommendations on a non-discretionary basis. APA is not responsible for enacting or making discretionary trades in client accounts with respect to its model licensing activities. Investment adviser firms that license these models from APA are responsible for any discretionary activities with respect to assets they manage according to the models. APA's compensation for these activities is subject to the terms of a model licensing or a management agreement that is agreed upon with the advisory firm utilizing these services.

Outsourced Chief Investment Officer Services

- APA serves as an Outsourced Chief Investment Officer to select clients. In these instances, APA will deliver bespoke investment management solutions, provide consultative services, fund and portfolio construction analytics, model portfolios, and portfolio optimization work in exchange for a fixed dollar amount fee or as a percentage of assets under management.

Financial Planning

- Financial plans and financial planning may include but are not limited to: investment planning; life insurance; tax concerns; and retirement planning.

Services Limited to Specific Types of Investments

- APA generally limits its investment advice to stocks as well as ETFs across the equity, fixed income, commodity, and liquid alternatives space. As mentioned previously, APA's portfolios may include individual equity securities, mutual funds, non-listed REITs, bonds, options, or CDs, typically resulting from pre-existing client holdings prior to becoming an APA client. In these instances, APA will provide guidance on the optimal transition strategy keeping in mind the client's stated objectives, risk tolerance, and overall investment strategy. APA may use other securities such as options as well to help diversify a portfolio or seek income when applicable.

C. Client Tailored Services and Client Imposed Restrictions

- APA will tailor a program for each individual client. This will include an interview session to learn the client's specific needs and requirements as well as an investment plan that will be executed by APA on behalf of the client. APA may use model allocations together with a specific set of recommendations for each client based on their personal restrictions, risk tolerance, needs, and targets.

D. Assets Under Management

- As of December 31, 2024, APA oversees approximately $1,836,525,343 in assets under management and advisement on behalf of its clients and the firm's sub-advisory business. This number includes assets under management of approximately $463,914,613 in discretionary assets and $1,110,730 in non-discretionary strategies. APA oversees approximately $1,371,500,000 in advisory assets which are non-managed strategies powered by APA's research and investment management services, portfolio construction analytics, model portfolios, outsourced Chief Investment Officer support, or other non-managed investment assignments.

- As of Dec 31, 2024, there was $53,524,314 in assets in the AXS Astoria Inflation Sensitive ETF (Ticker is PPI), $147,630,000 in assets in the Astoria US Quality Kings ETF (Ticker is ROE), and $32,580,000 in assets in the Astoria US Quality Growth Kings ETF (Ticker is GQQQ).

Item 5: Fees and Compensation

- APA is compensated for sub-advising the AXS Astoria Inflation Sensitive ETF (Ticker is PPI). The management fee for PPI is 0.70% and the total operating expense as of December 31, 2024 is 0.75%. Pursuant to the Sub-Advisory Agreement between AXS and Astoria, AXS has agreed to pay an annual sub-advisory fee to Astoria in an amount based on the Fund's average daily net assets. AXS is responsible for paying the entirety of Astoria's sub-advisory fee. The Fund does not directly pay Astoria.

- Astoria is compensated for sub-advising the Astoria US Quality Kings ETF (Ticker is ROE). The management fee for ROE is 0.49% and the total operating expense as of December 31, 2024, is 0.49%. Pursuant to the Sub-Advisory Agreement between ETF Architect and Astoria, ETF Architect has agreed to pay an annual sub-advisory fee to Astoria in an amount based on the Fund's average daily net assets. ETF Architect is responsible for paying the entirety of Astoria's sub advisory fee. The Fund does not directly pay Astoria.

- Astoria is compensated for sub-advising the Astoria US Quality Growth Kings ETF (Ticker is GQQQ). The management fee for GQQQ is 0.35% and the total operating expense as of December 31, 2024, is 0.35%. Pursuant to the Sub-Advisory Agreement between ETF Architect and Astoria, ETF Architect has agreed to pay an annual sub-advisory fee to Astoria in an amount based on the Fund's average daily net assets. ETF Architect is responsible for paying the entirety of Astoria's sub advisory fee. The Fund does not directly pay Astoria.

- As previously noted, APA offers a range of services to registered investment advisors, high net worth individuals, corporations, turnkey asset management platforms, and other financial institutions. APA's fees vary depending on the scope of the work. The annual fee for APA's services will generally be charged as a percentage of assets under management which typically ranges from 15bps to 35bps depending on the complexity and scope of the work involved. Clients will be advised of the fee prior to, or at the time of engagement.

- There are instances where APA's clients request a fixed dollar amount instead of paying a percentage of assets under management. There is generally no minimum amount that clients must deposit to invest with APA. However, APA does impose a minimum fee per account typically around $1,500 per year. In certain instances, this minimum fee may be waived. For instances where Astoria serves as the advisor to the end client without an RIA intermediary, those fees will range from 20bps to 125bps, depending on the scope of the work involved.

- Fees are generally paid monthly or quarterly in arrears but at times it can be on a forward-looking basis. The fees are based on the average of the daily balance in the client's account throughout the billing period, after considering deposits and withdrawals, for purposes of determining the market value of the assets upon which the advisory fee is based.

- In general, APA's fees are negotiable, and the final fee schedule is attached as an exhibit in the Investment Management Agreement signed both by the client and APA. Clients may terminate the agreement without penalty for a full refund of APA's fees within five business days of signing the Contract. Thereafter, clients may terminate the Investment Advisory Contract generally with 1 day's written notice.

- When APA licenses its investment models to unaffiliated investment adviser firms, it receives a share of the fee collected from that adviser's clients. The fees charged to the client will not exceed any limit imposed by any regulatory agency. In the instance of model delivery services, APA reserves the right to deduct fees in advance. The relationship will be memorialized in each agreement between APA and the unaffiliated adviser.

- Astoria, as mentioned, acts as an investment advisor to RIAs and their end clients, as well as manages its own clients, directly. This is in the form of sub-advisory services as well as model delivery/OCIO whereas Astoria will receive a percentage (ie - bps) on managed balances and/or agreed upon, flat fees. Separately from the above, Astoria is also a subadvisor to at least one 40 Act fund (ETF). Due to the synergies between business activities and APA's comprehensive services including tax loss harvesting, back-office capabilities, research, and custom portfolio solutions, Astoria can at times leverage the use of our sponsored ETFs within our model offerings and/or as additive, standalone investments that augment our clients' needs. Ultimately, ETFs (sub)managed by Astoria may be part of aggregate balances that APA charges management fees on. The aggregate fees paid to Astoria, from either our sub advisory/model delivery or sponsored ETFs, are conveyed and agreed upon by all of our clients.

- **Financial Planning Fees:** Fixed Fees - The rate for creating client financial plans is between $300 and $50,000. The fees are negotiable, and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Hourly Fees - The hourly fee for these services is $300. The fees are negotiable, and the final fee schedule will be attached as Exhibit II of the Financial Planning Agreement. Clients may terminate the agreement without penalty, for a full refund of Astoria's fees, within five business days of signing the Financial Planning Agreement. Thereafter, clients may terminate the Financial Planning Agreement with upon written notice.

B. Payment of Fees

Payment of Portfolio Management Fees

- Asset-based portfolio management fees are withdrawn directly from the client's accounts with the client's written authorization on a monthly or quarterly basis or invoiced and billed directly to the client. Clients may select the method in which they are billed. Fees are generally paid in arrears although there are certain instances as previously noted where our model delivery services collect fees upfront.

Payment of Sub-advisor Fees for Astoria's Separately Managed Account Business

* As Sub-advisor, APA may withdraw fees from client accounts or clients may be invoiced for such fees, as disclosed in each contract between APA and the client. Fees are paid via check, cash or wire.

Payment of Model Licensing Fees

* Licensing fees may be withdrawn from clients' accounts, or the unaffiliated adviser may bill its clients for the total advisory fee including the licensing fee. In these instances, APA's models are delivered to the end client in exchange for a fixed fee or a percentage of assets under management. Fees may be collected upfront and are paid via check, cash or wire.

Payment of Financial Planning Fees

* Fixed or Hourly Financial Planning fees are withdrawn directly from the client's accounts with client's written authorization or may be invoiced and billed directly to the client; clients may select the method in which they are billed. Fees are paid in advance.

C. Client Responsibility for Third Party Fees

* Clients are responsible for the payment of all third-party fees (i.e. custodian fees, brokerage fees, mutual fund fees, transaction fees, etc.). Those fees are separate and distinct from the fees and expenses charged by APA. Please see Item 12 of this brochure regarding broker-dealer/custodian practices.

D. Outside Compensation for the Sale of Securities to Clients

* Neither APA nor its supervised persons accept any compensation for the sale of 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

* APA does not currently have any accounts that use performance fees. However, APA may decide to enter into such performance-based fee arrangements in the future.

Item 7: Types of Clients

APA provides advisory services to the following types of clients:

* Registered investment advisors
* High net worth individuals
* Corporations
* Turnkey asset management platforms
* Investment Companies
* Other financial institutions
* 401k platforms

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

- With respect to APA's separately managed account business, the firm believes active management of ETFs is an ideal construct to deliver efficient wealth management solutions. APA primarily uses ETFs to structure investment portfolios based on the client's risk tolerance and the investment policy statement. At times, depending on the risk tolerance of the client, APA may use factor, actively managed, commodity, and liquid alternative ETFs. APA has developed a suite of thematic stock portfolios using a systematic and rules-based approach. Additionally, APA offers customized multi-asset solutions using APA's internal macro-economic and quantitative research background. At times, APA's clients may request single stock, bond, or option strategies.

- As mentioned previously, APA may also hold or supervise individual stocks and bonds, mutual funds, non-listed REITs, as well as options, typically resulting from pre-existing client holdings prior to becoming an APA client. As a result, APA may direct clients on when transition out of their pre-existing holdings into a portfolio constructed by APA.

- APA utilizes macro and quantitative investment analysis when constructing an investment portfolio. We believe asset allocation is the primary driver of investment portfolio performance. Moreover, APA believes that portfolio diversification is important. We monitor macro-economic data to determine whether to increase or minimize the overall volatility of a portfolio. We may increase or decrease our portfolios' exposures to various asset classes when we believe conditions are warranted. We do not try to time the market and hence we normally stay fully invested in asset allocations.

- Active asset allocation and investment in the model portfolio involve market risk and an investment in a model portfolio could lose money over short or even long periods. Trading can affect investment performance, particularly through increased brokerage costs and taxes.

- APA's portfolios are formed using stocks and ETFs that track specified investment themes for the purpose of targeting long-term investment goals. APA's criteria for selecting ETFs includes, but is not limited to, targeted investment exposures or themes, management fees, bid/offer, the reputation of ETF sponsor, trading liquidity, and assets under management. APA's stock portfolios are designed using a quantitative approach using pre-defined rules developed by APA's research team. All portfolios are systematically reviewed by the Investment Committee and reallocation of positions occurs pursuant to changes in investment decisions made by the Investment Committee. Accounts are rebalanced to the model, defined as a targeted allocation plus or minus a tolerance range.

- The ETFs and mutual funds utilized by APA may include investments in domestic, developed international, emerging market equities, preferred equities, Real Estate Investment Trust (REITs), corporate and government fixed income securities, convertible bonds, commodities, and liquid alternatives. Equity securities may include large capitalization, medium-capitalization, and small-capitalization stocks. Options strategies, if utilized, would consist of covered options, uncovered options, or spreading strategies.

- With respect to Astoria's sub-advisory business to PPI, the firm seeks to identify investments that it believes are positioned to benefit from a sustained inflationary environment, such as companies the overall profits of which are expected to increase with rising consumer, producer, and raw material prices. The Fund's portfolio is generally expected to include the equity securities of approximately 50-60 issuers that may range from mid-to-large capitalization companies. APA utilizes a quantitative stock selection process to construct the single stock equity portion of the portfolio.

- With respect to Astoria's sub-advisory business to ROE, the firm actively manages the Exchange Traded Fund (ETF) and seeks long-term capital appreciation by investing in 100 high-quality US large-cap and mid-cap stocks, equally weighted and sector optimized. The fund allocates equal weights to the components to mitigate the potential issues associated with market cap-weighted indices. It is sector-optimized, screening for and selecting the highest quality stocks in each respective sector, in their weight, as they exist in the S&P 500. The Fund seeks to invest in companies that exhibit robust quality characteristics across sectors, with attractive valuations and dividend-paying potential, as determined by APA. The Fund is not managed with the intent to mirror a particular securities index or securities benchmark. Rather, APA uses a quantitative and systematic approach to select securities for the Fund.

- With respect to Astoria's sub-advisory business to GQQQ, Astoria seeks to provide long-term capital appreciation. The fund seeks to provide long-term capital appreciation by investing, under normal circumstances, at least 80% of its net assets (plus the amount of any borrowings for investment purposes) in common stock principally traded in the U.S. The Fund is not managed with the intent of mirroring a particular securities index or securities benchmark. Rather, APA uses a quantitative and systematic approach to select high quality growth securities for the Fund.

Methods of Analysis

- APA's investment strategies use macro and quantitative models which may perform differently than expected as a result of, among other things, the factors used in the models, the weight placed on each factor, changes from the factors' historical trends, and technical issues in the construction and implementation of the models.

- As a sub-advisor to PPI, Astoria employs a top-down quantitative approach selecting the companies which pass various fundamental screens, such as valuations, growth, prospects, quality, and sensitivity to inflation measures. There is an active ETF overlay the firm will use to provide exposure to fixed income and commodity exposures.

- As a sub-advisor to ROE, Astoria uses a quantitative and systematic approach to select securities for the Fund.

Investment Strategies

- APA uses long term trading strategies to build portfolios.

- **Long-term trading** is designed to capture market rates of both return and risk. Due to its nature, the long-term investment strategy can expose clients to various types of risk that will typically surface at various intervals during the time the client owns the investments. These risks include but are not limited to inflation (purchasing power) risk, interest rate risk, economic risk, market risk, and political/regulatory risk.

- **Options transactions** involve a contract to purchase a security at a given price, not necessarily at market value, depending on the market. This strategy includes the risk that an option may expire out of the money resulting in minimal or no value, as well as the possibility of leveraged loss of trading capital due to the leveraged nature of stock options.

- As a sub-advisor to PPI and ROE, Astoria seeks to leverage data from a variety of external sources as well as internal research to identify and capitalize on trends that have implications for individual companies, sectors or commodities exposure.

Material Risks Involved

Risks of Specific Securities Utilized

- APA's use of options trading generally holds a greater risk of capital loss. Clients should be aware that there is a material risk of loss using any investment strategy. The investment types listed below are not guaranteed or insured by the FDIC or any other government agency.

- **Equity** investment generally refers to buying shares of stocks in return for receiving a future payment of dividends and/or capital gains if the value of the stock increases. The value of equity securities may fluctuate in response to specific situations for each company, industry conditions and the general economic environments.

- **Exchange Traded Funds (ETFs):** An ETF is an investment fund traded on stock exchanges, similar to stocks. Investing in ETFs carries the risk of capital loss (sometimes up to a 100% loss in the case of a stock holding bankruptcy). Areas of concern include the lack of transparency in products and increasing complexity, conflicts of interest and the possibility of inadequate regulatory compliance. Precious Metal ETFs (e.g., Gold, Silver, or Palladium Bullion backed “electronic shares” not physical metal) specifically may be negatively impacted by several unique factors, among them (1) large sales by the official sector which own a significant portion of aggregate world holdings in gold and other precious metals, (2) a significant increase in hedging activities by producers of gold or other precious metals, (3) a significant change in the attitude of speculators and investors.

- **Options** are contracts to purchase a security at a given price, risking that an option may expire out of the money resulting in minimal or no value. An uncovered option is a type of options contract that is not backed by an offsetting position that would help mitigate risk. The risk for a “naked” or uncovered put is not unlimited, whereas the potential loss for an uncovered call option is limitless. Spread option positions entail buying and selling multiple options on the same underlying security, but with different strike prices or expiration dates, which helps limit the risk of other option trading strategies. Option transactions also involve risks including but not limited to economic risk, market risk, sector risk, idiosyncratic risk, political/regulatory risk, inflation (purchasing power) risk and interest rate risk.

Additional Risks that may be associated with Astoria's sub-advisory business with the ETF include:

- An investment in the Fund involves risk, including those described below. There is no assurance that the Fund will achieve its investment objective. An investor may lose money by investing in the Fund. An investment in the Fund is not a bank deposit and is not insured or guaranteed by the FDIC or any government agency.

- Market Risk – Securities are subject to market fluctuations caused by such factors as economic, political, regulatory or market developments, changes in interest rates and perceived trends in securities prices.

- Debt Securities Risk – Debt securities subject the holder to credit risk of the issuer. Credit risk refers to the possibility that the issuer or other obligor of a security will not be able or willing to make payments of interest and principal when due. Generally, the value of debt securities will change inversely with changes in interest rates.

- U.S. Treasury Obligations and TIPS Risk – U.S. Treasury obligations, including TIPS, may differ from other securities in their interest rates, maturities, times of issuance and other characteristics. TIPS (Treasury Inflation-Protected Securities) are income generating instruments whose interest and principal are adjusted for inflation – typically, according to changes in the Consumer Price Index. Changes to the financial condition or credit rating of the U.S. government may cause the value of the Fund's exposure to U.S. Treasury obligations to decline.

- Foreign Securities Risk – These risks include greater market volatility, the availability of less reliable financial information, higher transactional and custody costs, taxation by foreign governments, decreased market liquidity and political instability. Foreign issuers may be subject to less stringent requirements regarding accounting, auditing, financial reporting and record keeping than are U.S. issuers, and therefore not all material information may be available.

- Non-Diversification Risk – Classified as non-diversified under the 1940 Act, the Fund is limited as to the percentage of its assets which may be invested in the securities of any one issuer by the diversification requirements imposed by the Internal Revenue Code of 1986.
- Currency Risk – Investments directly in foreign currencies or in securities that trade in, and receive revenues in, foreign currencies are subject to the risk that those currencies will decline in value relative the U.S. dollar.

- Cybersecurity Risk – The probability of exposure or loss resulting from a cyber-attack or data breach on your organization. A better, more encompassing definition is the potential loss or harm related to technical infrastructure, use of technology or reputation of an organization.

- BCP Risk – A BCP covers risks including cyber-attacks, pandemics, natural disasters and human error. The array of possible risks makes it vital for an organization to have a business continuity plan to preserve its health and reputation. A proper BCP decreases the chance of a costly power outage or IT outage.

- Epidemics and Pandemics Risk – Risks driven by the combined effects of spark risk (where a pandemic is likely to arise) and spread risk (how likely it is to diffuse broadly through human populations).

- Natural and Unavoidable Events Risk – The probability of an unexpected event that can negatively impact an organization, sector, or stocks. An event risk may arise out of any change in the market trends, which may affect the current state of the organization or the sector.

- Quality Stocks Risk - Stocks included in the Fund are deemed by the Sub-Adviser to be quality stocks, but there is no guarantee that the past performance of these stocks will continue. Companies that issue these stocks may experience lower than expected returns or may experience negative growth, as well as increased leverage, resulting in lower than expected or negative returns to Fund shareholders. Many factors can affect a stock's quality and performance, and the impact of these factors on a stock or its price can be difficult to predict.

- Growth Investing Risk - The Fund invests in growth securities, which may be more volatile than other types of investments, may perform differently than the market as a whole and may underperform when compared to securities with different investment parameters. Under certain market conditions, growth securities have performed better during the later stages of economic recovery (although there is no guarantee that they will continue to do so). Therefore, growth securities may go in and out of favor over time.

- Large-Capitalization Companies Risk - A large-capitalization company's stock may trail the returns of the overall stock market. Large-capitalization stocks tend to go through cycles of doing better - or worse - than the stock market in general. These periods have, in the past, lasted for as long as several years.

- Mid-Capitalization Companies Risk - Investing in securities of mid-capitalization companies involves greater risk than customarily is associated with investing in larger, more established companies. These companies' securities may be more volatile and less liquid than those of more established companies. Often mid-capitalization companies and the industries in which they focus are still evolving and, as a result, they may be more sensitive to changing market conditions.

- Quantitative Security Selection Risk - Data for some companies may be less available and/or less current than data for companies in other markets. The Sub-Adviser uses quantitative analysis, and its processes could be adversely affected if erroneous or outdated data is utilized. In addition, the quantitative investment process relies on proper maintenance of the SubAdviser's computer systems and, if such systems are not properly maintained, the investment analysis may be flawed. The securities selected using quantitative analysis could perform differently from the financial markets as a whole as a result of the characteristics used in the analysis, the weight placed on each characteristic and changes in the characteristic's historical trends. In addition, the investment analysis used in making investment decisions may not adequately consider certain factors, or may contain design flaws or faulty assumptions, any of which may result in a decline in the value of an investment in the Fund.

- Sector Risk - To the extent the Fund invests more heavily in particular sectors of the economy, its performance will be especially sensitive to developments that significantly affect those sectors. The Fund may invest a significant portion of its assets in the following sectors and, therefore, the performance of the Fund could be negatively impacted by events affecting each of these sectors.

- Management Risk - The Fund is actively managed and may not meet its investment objective based on the Adviser's or Sub-Adviser's success or failure to implement investment strategies for the Fund. The success of the Fund's investment program depends largely on the investment techniques and risk analyses applied by the Sub-Adviser, including the use of quantitative models or methods. It is possible the investment techniques and risk analyses employed on behalf of the Fund will not produce the desired results.

- Value-Style Investing Risk - The Sub-Adviser may be wrong in its assessment of a company's value, and the stocks the Fund owns may not reach what the Sub-Adviser believes are their true values. The market may not favor value-oriented stocks and may not favor equities at all, which may cause the Fund's relative performance to suffer. Value stocks can perform differently from the market as a whole and from other types of stocks. While certain value stocks may increase in value more quickly during periods of anticipated economic upturn, they may also lose value more quickly in periods of anticipated economic downturn. Furthermore, there is the risk that the factors which caused the depressed valuations are longer term or even permanent in nature, and that their valuations may fall, or never rise.

- Dividend-Paying Common Stock Risk - The Fund will normally receive income from dividends that are paid by issuers of the Fund's investments. The amount of the dividend payments may vary and depends on the performance and decisions of the issuer. Poor performance by the issuer or other factors may cause the issuer to lower or eliminate dividend payments to investors, including the Fund. Additionally, these types of securities may fall out of favor with investors and underperform the broader market.

- New Fund Risk - The Fund is a recently organized investment company with no operating history. As a result, prospective investors have no track record or history on which to base their investment decision. There can be no assurance that the Fund will grow to or maintain an economically viable size.

Past performance is not indicative of future results. Investing in securities involves a risk of loss that you, as a client, should be prepared to bear.

Item 9: Disciplinary Information

Criminal or Civil Actions

- There are no criminal or civil actions to report.

Administrative Proceedings

- There are no administrative proceedings to report.

Self-regulatory Organization (SRO) Proceedings

- There are no self-regulatory organization proceedings to report.

Item 10: Other Financial Industry Activities and Affiliations

Registration as a Broker/Dealer or Broker/Dealer Representative

- Neither APA nor its representatives are registered as or have pending applications to become a broker/dealer or a representative of a broker/dealer.

Registration as a Futures Commission Merchant, Commodity Pool Operator, or a Commodity Trading Advisor

- Neither APA nor its representatives are registered as or have pending applications to become either a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor or an associated person of the foregoing entities.

Registration Relationships Material to this Advisory Business and Possible Conflicts of Interests

- Neither APA nor its representatives have any material relationships to this advisory business that would present a possible conflict of interest.

Selection of Other Advisers or Managers and How This Adviser is Compensated for Those Selections

- APA does not utilize nor select third-party investment advisers. All assets are managed by APA.

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

Code of Ethics

- APA has a written Code of Ethics that covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted Transactions, Prohibited Activities, Conflicts of Interest, Gifts, and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions. APA's Code of Ethics is available free upon request to any client or prospective client.

Recommendations Involving Material Financial Interests

- APA and its associated persons may have a financial interest in issuers of securities that APA may recommend for purchase or sale by clients. For example, APA serves as subadvisor to AXS Astoria Inflation Sensitive ETF, an exchange-traded fund (ETF). APA will recommend investments in this ETF to those clients for which investment in the ETF is suitable.

- This presents a conflict of interest wherein APA or its related persons may receive more compensation from investment in a security in which APA or a related person has a financial interest (i.e. the ETF) than from other investments. APA always acts in the best interests of the client consistent with its fiduciary duties and clients are not required to invest in the ETF if they do not wish to do so.

Investing Personal Money in the Same Securities as Clients

- From time to time, representatives of APA may buy or sell securities for themselves that they also recommend to clients. This may provide an opportunity for representatives of APA to buy or sell the same securities before or after recommending the same securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest. APA will always document any transactions that could be construed as conflicts of interest and will never engage in trading that operates to the client's disadvantage when similar securities are being bought or sold.

Trading Securities At/Around the Same Time as Clients' Securities

- From time to time, representatives of APA may buy or sell securities for themselves at or around the same time as clients. This may provide an opportunity for representatives of APA to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, APA will never engage in trading that operates to the client's disadvantage if representatives of APA buy or sell securities at or around the same time as clients.

Item 12: Brokerage Practices

Factors Used to Select Custodians and/or Broker/Dealers

- Custodians/broker-dealers will be recommended based on client relationships and APA's duty to seek "best execution," which is the obligation to seek execution of securities transactions for a client on the most favorable terms for the client under the circumstances. Clients will not necessarily pay the lowest commission or commission equivalent, and APA may also consider the market expertise and research access provided by the broker-dealer/custodian, including but not limited to access to written research, oral communication with analysts, admittance to research conferences and other resources provided by the brokers that may aid in APA's research efforts. APA will never charge a premium or commission on transactions, beyond the actual cost imposed by the broker-dealer/custodian.

- APA is currently using Schwab Institutional, a division of Charles Schwab & Co., Inc. or TD Ameritrade Institutional, a division of TD Ameritrade, Inc. Member FINRA/SIPC, Fidelity and Wells Fargo as its custodians. It is expected that additional custodial platforms will be added over time.

Research and Other Soft-Dollar Benefits

- APA receives no research, product, or services other than execution from a broker-dealer or third party in connection with client securities transactions ("soft dollar benefits").

Brokerage for Client Referrals

- APA receives no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

Clients Directing Which Broker/Dealer/Custodian to Use

- APA will require clients to use a specific broker-dealer to execute transactions. Not all advisers require clients to use a broker-dealer.

Aggregating (Block) Trading for Multiple Client Accounts

- APA currently enters block trades when facilitating client order flow.

Item 13: Review of Accounts

Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

- All client accounts for APA's advisory services provided on an ongoing basis are reviewed regularly by a member of the firm's Research and Capital Markets division. These reviews are done with respect to an investment policy statement, risk tolerance, and other criteria set aside by the financial advisor.

- All financial planning accounts are reviewed upon financial planning creation and plan delivery by a member of the firm's Research and Capital Markets division. There is only one level of review for financial plans, and that is the total review conducted to create the financial plan.

Factors That Will Trigger a Non-Periodic Review of Client Accounts

- Reviews may be triggered by material market, economic or political events, or by changes in client financial situations such as retirement, termination of employment, physical move, or inheritance.
- With respect to financial plans, APA's services will generally conclude upon delivery of the financial plan.

Content and Frequency of Regular Reports Provided to Clients

- Each client of APA's advisory services provided on an ongoing basis will receive a quarterly report detailing the client's account, including assets held, asset value, and calculation of fees. This written report will come from the custodian. Additional performance results are made available via APA's technology and performance reporting system, Orion Portfolio Solutions.

- Each financial planning client will receive the financial plan upon completion.

Item 14: Client Referrals and Other Compensation

Economic Benefits Provided by Third Parties for Advice Rendered to Clients (Includes Sales Awards or Other Prizes)

- As described in Item 12, APA recommends one or more broker-dealers to its clients for brokerage and custody services. The broker-dealer provides APA with economic benefits that are typically not available to retail investors. These benefits generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as the adviser maintains a minimum amount of its clients' assets in accounts at the broker-dealer. These benefits include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses, reports, 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. For APA client accounts maintained at the broker-dealer, the broker-dealer does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through the broker-dealer or that settle into accounts held by that broker-dealer.

- The broker-dealer also makes available to APA other products and services that benefit APA but may not benefit its clients' accounts such as:

  - National, regional or APA specific educational events organized and/or sponsored by the broker-dealer.

  - Occasional business entertainment of personnel of APA by the broker-dealer, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities.

  - Products and services that assist APA in managing and administering clients' accounts including software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts, if applicable), provide research, pricing information and other market data, facilitate payment of APA's fees from its clients' accounts (if applicable), and assist with back-office training and support functions, recordkeeping and client reporting.

- Many of these services generally may be used to service all or some substantial number of APA's accounts. The broker-dealer also makes available to APA other services intended to help APA manage and further develop its business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefit providers, human capital consultants, insurance and marketing. In addition, the broker-dealer may make available, arrange and/or pay vendors for these types of services rendered to APA by independent third parties. The broker-dealer may discount or waive fees that it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to APA.

- APA is independently owned and operated and not affiliated with the broker-dealers it utilizes.

- As part of its fiduciary duties to clients, APA endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by APA or its related persons in and of itself creates a conflict of interest and may indirectly influence the APA's recommendation of a particular broker-dealer for custody and brokerage services.

Compensation to Non – Advisory Personnel for Client Referrals

- APA has hired a non-advisory, third-party marketing firm to market, advertise and solicit on behalf of the company. The third-party receives a fixed fee and is not commission based.

Item 15: Custody

- When advisory fees are deducted directly from client accounts at the client's custodian, APA will be deemed to have limited custody of client's assets and must have written authorization from the client to do so. Clients will receive all account statements and billing invoices that are required in each jurisdiction, and they should carefully review those statements for accuracy. Clients will also receive statements from APA and are urged to compare the account statements they received from custodians with those they received from APA.

Item 16: Investment Discretion

- APA provides discretionary and non-discretionary investment advisory services to clients. The advisory contract established with each client sets forth the discretionary authority for trading. Where investment discretion has been granted, APA generally manages the client's account and makes investment decisions without consultation with the client as to when the securities are to be bought or sold for the account, the total amount of the securities to be bought/sold, what securities to buy or sell, or the price per share. In some instances, APA's discretionary authority in making these determinations may be limited by conditions imposed by a client (in investment guidelines or objectives, or client instructions otherwise provided to APA).

Item 17: Voting Client Securities (Proxy Voting)

- With respect to the AXS Inflation Sensitive ETF (Ticker is PPI), AXS Investments handles all proxy voting for the fund. With respect to the Astoria US Quality Kings ETF (Ticker is ROE) and the Astoria US Quality Growth Kings ETF (Ticker is GQQQ), ETF Architect handles all proxy voting for the funds.

- With regards to Astoria's sub-advisory business APA 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 should direct all proxy questions to the issuer of the security.

Item 18: Financial Information

Balance Sheet

- APA neither requires nor solicits prepayment of more than $1,200 in fees per client, six months or more in advance, and therefore is not required to include a balance sheet with this brochure.

Financial Conditions Reasonably Likely to Impair Ability to Meet Contractual Commitments to Clients

- Neither APA nor its management has any financial condition that is likely to reasonably impair APA's ability to meet contractual commitments to clients.

Bankruptcy Petitions in Previous Ten Years

- APA has not been the subject of a bankruptcy petition in the last ten years.

Astoria Portfolio Advisors LLC.
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New York, NY, 10018
212 381-6185
www.astoriaadvisors.com

Firm Brochure Supplement - Form ADV Part 2B

Peter Hoffman
d/b/a Orion Wealth Advisors
4 Rangeway
Lexington, MA 02420
(781) 862-2349
Peter@OrionWealthAdvisors.com

4/22/2025

Investment advisory services are offered through Astoria Portfolio Advisors. This Brochure Supplement provides certain information regarding our personnel listed above and supplements the Part 2A Brochure. You should have also received a copy of the Part 2A Brochure. Please contact Astoria Portfolio Advisors if you have any questions about the contents of this Brochure Supplement.

Additional Information about your financial advisor can be found at http://www.adviserinfo.sec.gov/

Personal Information

Full Name: Peter Hoffman Year of Birth: 1952

CRD Number: 5729878

The individual's CRD (Central Registration Depository) number and/or name can be used to do further research about your Financial Advisor. The following websites maintained by industry regulatory bodies may provide additional information than what is provided in this document. https://brokercheck.finra.org; https://adviserinfo.sec.gov/IAPD/Default.aspx

Education

Boston University - Bachelor of Science - Engineering - 1974

Boston University - MBA with Honors - 2001

Professional Registrations and Designations

Date **Designation**

2009 Certified Financial Planner™ (CFP®)

Issued by: Certified Financial Planner Board of Standards, Inc. (CFPBS)

Prerequisites: Bachelor's degree or higher from an accredited college or university and 3 years full-time personal financial planning experience or equivalent part-time experience.

Coursework: Completion of a college-level program of study in personal financial planning.

Examination: Final certification exam

Continuing Education Required: 30 hours every 2 years

Business Experience

Firm:	Astoria Portfolio Advisors	Start Date:	4/2025
Title:	Investment Advisor Representative	End Date:	Present
Firm:	Trust Advisory Group Ltd	Start Date:	3/2010
Title:	Investment Advisor Representative	End Date:	4/2025

Other Business Activity

Orion Wealth Advisors; Owner. Company operates as a d/b/a for Peter Hoffman to help build brand recognition and promote the independent business of the Financial Advisor. May offer other services as well, in which case there may be compensation related to these non-securities activities. Dedicates approximately 40 hours per week to this activity, mostly during financial market hours. Compensated. Investment Services related.

Additional Compensation

Does not receive an economic benefit from someone who is not a client (e.g., sales awards and other prizes) other than a regular salary, for providing advisory services.

Disciplinary Information

No disciplinary activity to report.

Supervision

As a representative of Astoria Portfolio Advisors LLC, Peter Hoffman is supervised by John Davi, the firm's Chief Executive Officer. John Davi is responsible for ensuring that Peter Hoffman adheres to all required regulations regarding the activities of an Investment Adviser Representative, as well as all policies and procedures outlined in the firm's Code of Ethics and compliance manual. The phone number for John Davi is 212-381-6185.

Form ADV Part 3 – Client Relationship Summary

Date: 09/30/2024

Item 1: Introduction

Astoria Portfolio Advisors LLC is an investment adviser registered with the Securities and Exchange Commission offering advisory accounts and services. Brokerage and investment advisory services and fees differ, and it is important that you understand the differences. This document gives you a summary of the types of services and fees we offer. Please visit *www.investor.gov/CRS* for free, simple tools to research firms and financial professionals, as well as educational materials about broker-dealers, investment advisers, and investing.

Item 2: Relationships and Services

Questions to ask us: Given my financial situation, should I choose an investment advisory service? Why or why not? How will you choose investments to recommend to me? What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?

What investment services and advice can you provide me? Our firm primarily offers investment advisory services including portfolio management to retail clients (we review your portfolio, investment strategy, and investments). Our firm offers both discretionary advisory services (where our firm makes the decision regarding the purchase or sale of investments) as well as non-discretionary services (where the retail investor makes the ultimate decision). We limit the types of investments that are recommended since not every type of investment vehicle is needed to create an appropriate portfolio. Our firm does *not* have a minimum account size. Please also see our Form ADV Part 2A ("Brochure"), specifically Items 4 & 7.

Item 3: Fees, Costs, Conflicts, and Standard of Conduct

"**Questions to ask us: Help me understand how these fees and costs might affect my investments. If I give you $10,000 to invest, how much will go towards fees and costs, and how much will be invested for me? How might your conflicts of interest affect me, and how will you address them?**

What fees will I pay? Our fees vary depending on the services you receive. Astoria charges a percentage of assets under management and fixed fees. For asset under management fees, the amount of assets in your account affects our advisory fee; the more assets you have in your advisory account, the more you will pay us and thus we have an incentive to increase those assets in order to increase our fee. If compensation is through fixed fees, our fixed fee arrangements are based on the amount of work we expect to perform for you, so material changes in that amount of work will affect the advisory fee we quote you.

Some investments impose additional fees that reduce the value of your investment over time. These fees may include management fees and exchange processing fees for ETFs and other mutual funds. These fees vary depending on asset type. Other fees you may pay include custodian fees and transaction fees, if applicable, when we buy or sell an investment for your account. **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.** Please also see our Item 5 of our Brochure for additional details.

Astoria, as mentioned, acts as an investment advisor to RIAs and their end clients, as well as manages its own clients, directly. This is in the form of sub-advisory services as well as model delivery/OCIO whereas Astoria will receive a percentage (ie - bps) on managed balances and/or agreed upon, flat fees. Separately from the above, Astoria is also a subadvisor to at least one 40 Act fund (ETF). Due to the synergies between business activities and APA's comprehensive services including tax loss harvesting, back-office capabilities, research, and custom portfolio solutions, Astoria can at times leverage the use of our sponsored ETFs within our model offerings and/or as additive, standalone investments that augment our clients' needs. Ultimately, ETFs (sub)managed by Astoria may be part of aggregate balances that APA charges management fees on. The aggregate fees paid to Astoria, from either our sub advisory/model delivery or sponsored ETFs, are conveyed and agreed upon by all of our clients.

What are your legal obligations to me when acting as my investment adviser? How else does your firm make money and what conflicts of interest do you have? When we act as your investment adviser, we must act in your best interest and not put our interest ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask about any conflicts of interest because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:

For asset under management fees, the more assets you have in your advisory account, the more you will pay us and thus we have an incentive to increase those assets in order to increase our fee.

For fixed fees, the more work we expect to perform for you, the higher our fee would be and thus we have an incentive for you to agree to have us complete more work for you.

How do your financial professionals make money? Primarily, we and our financial professionals receive cash compensation from the advisory services we provide to you because of the advisory fees we receive from you. This compensation may vary based on different factors, such as those listed above in this Item. Please also see Item 10 of our Brochure for additional details.

Item 4: Disciplinary History

Questions to ask us**: As a financial professional, do you have any disciplinary history? For what type of conduct?**

Do you or your financial professionals have legal or disciplinary history? No, we do not have legal and disciplinary events. Visit *https://www.investor.gov/* for a free, simple search tool to research us and our financial professionals.

Item 5: Additional Information

Questions to ask us**: Who is my primary contact person? Is he or she a representative of an investment adviser or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?**

For additional information on our advisory services, **see our Brochure available at https://adviserinfo.sec.gov/firm/summary/288271 and any individual brochure supplement** your representative provides. If you have any questions, need additional information, or want another copy of this Client Relationship Summary, then please contact us at 212-381-6185.

Form ADV Part 3 – Client Relationship Summary

Date: 09/30/2024

Exhibit A – Material Changes to Client Relationship Summary

09/30/2024 - We have updated Item 3: Fees, Costs, Conflicts, and Standard of Conduct.

ASTORIA PORTFOLIO ADVISORS LLC

500 7th Avenue, 9th floor, New York, NY 10018

W: (212) 381-6185 | insights@astoriaadvisors.com

PRIVACY POLICY

Investment advisers are required by law to inform their clients of their policies regarding privacy of client information. We are bound by professional standards of confidentiality that are even more stringent than those required by law. Federal law gives the customer the right to limit some but not all sharing of personal information. It also requires us to tell you how we collect, share, and protect your personal information.

TYPES OF NONPUBLIC PERSONAL INFORMATION (NPI) WE COLLECT

We collect nonpublic personal information about you that is either provided to us by you or obtained by us with your authorization. This can include but is not limited to your Social Security Number, Date of Birth, Banking Information, Financial Account Numbers and/or Balances, Sources of Income, and Credit Card Numbers or Information. When you are no longer our customer, we may continue to share your information only as described in this notice.

PARTIES TO WHOM WE DISCLOSE INFORMATION

All Investment Advisers may need to share personal information to run their everyday business. In the section below, we list the reasons that we may share your personal information:

- For everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus;
- For our marketing – to offer our products and services to you;
- For joint marketing with other financial companies;
- For our affiliates' everyday business purposes – information about your transactions and experiences and information about your creditworthiness; or
- For non-affiliates to market to you.

If you are a new customer we may begin sharing your information on the day you sign our agreement. When you are no longer our customer, we may continue to share your information as described in this notice. However, you can contact us at any time to limit our sharing.

PROTECTING CONFIDENTIALITY OF CURRENT AND FORMER CLIENT'S INFORMATION

To protect your personal information from unauthorized access and use, we use security measures that comply with federal law, including computer safeguards and secured files and building.

FEDERAL & STATE LAW ALLOWS YOU TO LIMIT SHARING – OPTING OUT

Federal law allows you the right to limit the sharing of your NPI by "opting-out" of the following: sharing for non-affiliates' everyday business purposes – information about your creditworthiness; or sharing with affiliates or non-affiliates who use your information to market to you. State laws and individual companies may give you additional rights to limit sharing. Please notify us immediately if you choose to opt out of these types of sharing.

DEFINITIONS: Affiliates – companies related by common ownership or control. They can be financial and non-financial companies; Non-affiliates – companies not related by common ownership or control. They can be financial and non-financial companies; Joint marketing – a formal agreement between non-affiliated financial companies that together market financial products or services to you.

Please call if you have any questions. Your privacy, our professional ethics, and the ability to provide you with quality financial services are very important to us.