

VERGEPOINTE WEALTH MANAGEMENT, LLC

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This Brochure provides information about the qualifications and business practices of VergePointe Wealth Management, LLC. If you have any questions about the contents of this Brochure, you may contact us at (503) 684-0100 or mattv@vergepointe.com to obtain answers and additional information. VergePointe Wealth Management, LLC is a registered investment adviser with the United States Securities and Exchange Commission (“SEC”). Registration of an investment adviser does not imply any level of skill or training. The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about VergePointe Wealth Management, LLC (CRD No. 151425) is available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

The date of our previous annual update to our Brochure was March 20, 2024. Since that date, we have made the following material changes:

- **Item 5** was amended to include disclosures that certain personnel are licensed insurance representatives that may sell insurance products to clients for separate compensation.
- **Item 8** was amended and expanded to update our disclosures related to investment strategies and risks.

Our Brochure is available on the SEC's website at www.adviserinfo.sec.gov. The searchable IARD/CRD number for VergePointe Wealth Management, LLC is 151425. We may provide ongoing disclosure information about material changes as necessary and will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Matthew Vance, Chief Compliance Officer of VergePointe, at (503) 684-0100 or mattv@vergepointe.com. Our Brochure is provided free of charge.

VERGEPOINTE WEALTH MANAGEMENT, LLC
Part 2A of Form ADV – Firm Brochure

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Item 4 – Advisory Business

- A** VergePointe Wealth Management, LLC (“VergePointe,” “firm,” “we,” “us,” “our,” and “Advisor”) is an independent SEC registered investment advisory firm located in Lake Oswego, Oregon. We provide fee-only investment supervisory and management advisory services as well as investment consulting and financial planning services. The firm has been in business since 2002 and registered with the SEC since 2009. The principal owners of the firm are Matthew Vance, Scott Roberts, and Craig Olson.
- B, C** We help Clients coordinate and prioritize their financial lives with all aspects of their life goals. Our investment advisory services include development of Client specific strategic asset allocation plans, security and investment product (or manager) due diligence and recommendation, investment implementation, monitoring and portfolio rebalancing activities, ongoing supervision of investments and regular Client investment and performance reporting.

Advice and services are tailored to the stated objectives of the Client(s). We discuss with the Client in detail critically important information such as the Client’s risk tolerance, time horizon, and projected future liquidity needs, current holdings, tax considerations, personal market views and other factors to formulate an investment policy. This policy guides us in objectively and suitably managing the Client’s account. We meet with Clients as needed to review portfolio performance, discuss current issues, and re-assess goals and plans. Client input and involvement are critical parts of the financial planning process and implementation of investment decisions. We are objective advisors, and we always put our Clients’ interests first.

We also provide or coordinate financial and related services. These services may be provided by us, or by third party providers in coordination with us (for example: legal and tax advice, tax compliance and reporting).

These services may include but are not limited to:

- Comprehensive investment planning, and development of investment policy statement(s) and strategic asset allocation target(s)
- Financial independence/retirement planning
- Capital and liquidity needs analysis, and related financial modeling
- Income tax planning and coordination with Client’s CPA
- Estate planning and coordination with Client’s lawyer
- Philanthropy planning and implementation
- Education planning
- Executive benefit planning

- Insurance review/risk management (including insurance analysis for life, disability and other lines of personal insurance in coordination with third party insurance providers)
- Employee stock option planning
- Consideration and evaluation of financing transactions & risk reduction strategies for concentrated equity positions
- Advice incident to major asset purchases and sales

Financial recommendations are developed and implemented on an ongoing basis and are summarized for Clients through periodic reports, analysis and evaluations. Communications with third party advisors, including for example lawyers and accountants engaged by Clients, are an integral part in development of Client's financial affairs.

Clients are encouraged to review their plans regularly and to communicate with us regarding any changes in their unique circumstances, goals and objectives.

Clients may impose restrictions on investing in certain securities or types of securities. We consider such restrictions when preparing the Investment Policy Statement.

See Item 8 for a detailed description of our investment strategy.

We follow strict fiduciary standards, putting our Clients' interests before our own and seeking to avoid conflicts of interest with our Clients. We are compensated only by our Clients.

D We do not participate in or manage wrap fee programs.

E We manage \$258,263,895 of Client assets on a discretionary basis and \$1,648,408 of Client assets on a non-discretionary basis. This amount was calculated as of December 31, 2024.

Item 5 – Fees and Compensation

A Depending on the service or services provided, fees are based on a percentage of Assets Under Management ("AUM"), an hourly rate, a fixed-fee basis, or a combination of these fee structures. Fees are negotiable.

Our standard fee schedule for investment advisory services is as follows:

<u>Portfolio Assets</u>	<u>Annualized Fee</u>
\$0 to \$1,000,000	1.25%
On the next \$1,000,000	1.15%
On the next \$3,000,000	1.00%
On the next \$2,500,000	.75%

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On the next \$2,500,000	.60%
On amounts in excess of \$10,000,000	.50%

We also offer investment consultation or financial planning services at an hourly rate or for a fixed fee. Hourly fees may range from \$210 to \$570 per hour. Fixed fee pricing is developed on a project-by-project basis for each Client, depending on the scope of work performed.

- B** Fees are charged monthly or quarterly in advance based upon the market value of the Client's account at the end of the month or the quarter respectively. Market value means the value of all assets in the account (not adjusted by any margin debit). To determine value, securities and other instruments traded on a market for which actual transaction prices are publicly reported shall be valued at the last reported sale price on the principal market in which they are traded (or, if there shall be no sales on such date, then at the mean between the closing bid and asked prices on such date). Other readily marketable securities and other instruments shall be priced using a pricing service or through quotations from one or more dealers. All other assets shall be valued at fair value by the Adviser whose determination shall be conclusive. The Adviser may modify the terms of the fee agreement by giving Clients 30 days written notice in advance. Fees are paid directly to us from the account by the custodian upon our submission of an invoice to custodian. Payment of fees may result in the liquidation of Client's securities if there is insufficient cash in the account.

Payment of project fees on a fixed-fee or hourly rate basis shall be made as agreed by the parties. Under no circumstances will the Client be required to prepay fees for more than six months of such services.

- C** Our fees are exclusive of transaction fees, custodial fees, and direct investment manager fees for all Client investments, including for example brokerage commissions, custodial fees, management fees or costs of mutual funds, exchange traded funds, managed accounts, investment partnerships or similar. See Item 12.

While our fees include the time and activities necessary for the firm to coordinate and communicate with third party advisors (such as lawyers, accountants, insurance specialists and similar professionals), our fees are exclusive of the fees and costs of any third party advisors engaged by the Client.

- D** Clients pay investment advisory fees monthly or quarterly, in advance. New accounts are pro-rated from the time we begin charging a fee to the Client. Fees for partial months or quarters at the commencement or termination of an agreement will be billed or refunded on a pro-rated basis contingent on the number of days the account was open during the month or quarter.

Hourly fees are generally billed monthly based on services provided during the preceding month. Fixed fee projects are paid as agreed, but generally Clients are required to pay at least a portion of a fixed fee project in advance.

Either party may terminate an agreement upon 30 days prior written notice to the other. In the event of termination, any prepaid but unearned fees will be promptly refunded to the Client. Any fees that have been earned by VergePointe but not yet paid by the Client will be due and payable. We may modify the terms of the fee agreement by giving Clients 30 days written notice in advance.

E The principals of VergePointe Wealth Management, LLC are also owners of and principals of the following “Affiliated Entities”:

- VergePointe, LLP, a Certified Public Accounting and consulting firm;
- VergePointe Transactions, LLC, a business advisory firm;
- VergePointe Capital, LLC, an entity which acts as a general partner of several private limited partnerships and/or limited liability companies which are exempt from registration (collectively, the “Affiliated Funds”).

Additional information regarding the investment objectives, underlying investments, investment time-horizon, costs, fees, tax implications, and the risks associated with participation in our Affiliated Funds is included in each Affiliated Fund’s private offering memorandum, limited partnership agreement, subscription agreement, organizational documents and/or other important documents. Prior to making any investment in any of our Affiliated Funds, we disclose that doing business with any of our Affiliated Entities, including via investment in any of our Affiliated Funds, carries with it a substantial conflicts of interest and that Clients should carefully review, along with their independent legal and tax counsel, all relevant documents and disclosures in order to obtain a comprehensive understanding of the terms and conditions applicable to such investment(s). **These investments are not offered through VergePointe Wealth Management, LLC and VergePointe Wealth Management, LLC does not manage or vouch for any of the Affiliated Funds.**

Accounting, business advisory and private equity related business may be transacted with our advisory Clients. Additionally, certain personnel affiliated with VergePointe are licensed in their individual capacities to sell insurance products and may sell such products to clients. Licensed individuals will only transact insurance related business with clients when fully disclosed, suitable, and appropriate for the client. As such, our representatives may receive compensation for recommending and/or providing those services, products, or placements.

Clients are advised that the fees paid to VergePointe for investment advisory, financial planning or consulting services are separate and distinct from any fees and compensation earned, whether directly or indirectly, by any of our firm personnel in connection with the sale of interests in any Affiliated Fund, or for accounting, business advisory services, or the sale of insurance products. Clients are informed that they are under no obligation to use any Affiliated Entity or individual associated with us for these types of services. Clients may use another firm or agent they choose.

The receipt of additional fees by an Affiliated Entity or individuals associated with VergePointe Wealth Management, LLC presents a conflict of interest. As fiduciaries, we must act primarily for the benefit of our investment advisory Clients. As such, we will only transact Affiliated Firm business with Clients when there is a full disclosure of the conflict of interest and a separate, Client reviewed and approved, set of documents outlining suitability and Client accreditation (as applicable). Further, all fees paid to an Affiliated Entity must be disclosed to the Client.

Rollover Recommendations. As part of our investment advisory services to you, we may recommend that you roll assets from your employer's retirement plan, such as a 401(k), 457, or ERISA 403(b) account (collectively, a "Plan Account"), to an individual retirement account, such as a SIMPLE IRA, SEP IRA, Traditional IRA, or Roth IRA (collectively, an "IRA Account") that we will manage on your behalf. We may also recommend rollovers from IRA Accounts to Plan Accounts, from Plan Accounts to Plan Accounts, and from IRA Accounts to IRA Accounts. When we provide any of the foregoing rollover recommendations we are acting as fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code ("IRC"), as applicable, which are laws governing retirement accounts.

If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the advisory agreement you executed with our firm. This creates a conflict of interest because it creates a financial incentive for our firm to recommend the rollover to you (*i.e.*, receipt of additional fee-based compensation). You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm. Due to the foregoing conflict of interest, when we make rollover recommendations, we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours.

Under this special rule's provisions, we must:

- meet a professional standard of care when making investment recommendations (give prudent advice);
- never put our financial interests ahead of yours when making recommendations (give loyal advice);
- avoid misleading statements about conflicts of interest, fees, and investments;
- follow policies and procedures designed to ensure that we give advice that is in your best interest;
- charge no more than a reasonable fee for our services; and
- give you basic information about conflicts of interest.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before

they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of a rollover.

Note that an employee will typically have four options in this situation:

1. leaving the funds in your employer's (former employer's) plan;
2. moving the funds to a new employer's retirement plan;
3. cashing out and taking a taxable distribution from the plan; or
4. rolling the funds into an IRA rollover account.

Each of these options has positives and negatives. Because of that, along with the importance of understanding the differences between these types of accounts, we will provide you with written explanation of the advantages and disadvantages of both account types and the basis for our belief that the recommended rollover transaction is in your best interests.

As an alternative to providing you with a rollover recommendation, we may instead to take an entirely educational approach in accordance with the U.S. Department of Labor's Interpretive Bulletin 96-1. Under this approach, our role will be limited exclusively to providing you with general educational materials regarding the pros and cons of rollover transactions. We will make no recommendation to you regarding the prospective rollover of your assets and you are advised to speak with your trusted independent tax and legal advisors to assist you in your decision-making process. We will provide you with materials discussing some or all of the following topics: the general pros and cons of rollover transactions; the benefits of retirement plan participation; the impact of pre-retirement withdrawals on retirement income; the investment options available inside your Plan Account; and high level discussion of general investment concepts (risk versus return, the benefits of diversification and asset allocation, historical returns of certain asset classes, etc.). We may also provide you with questionnaires and/or interactive investment materials that may provide a means for you to independently determine your future retirement income needs and to assess the impact of different asset allocations on your retirement income. You will make the rollover decision independently.

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

VergePointe Wealth Management does not accept performance based fees. Affiliated entities may accept performance-based fees from Clients who are invested in vehicles that have disclosed such fees and where Clients have agreed to such fees. Such performance-based fees are calculated in accordance with the specific private placement offerings or other documents in which a Client may be invested. To qualify for any performance-based fee arrangements, Clients must demonstrate that they are "accredited investors" as defined by Rule 501 of the Securities Act of 1933. This is otherwise known as an accredited investor rule. Non-accredited investors are ineligible for investment in any VergePointe Capital Funds or other investment instruments that impose a performance based fee.

Clients should be aware that performance-based fee arrangements can and do create conflicts of

interests. For Clients affected by such conflicts of interest, we fully disclose the conflict and also provide them with a Substantial Conflicts of Interest form describing the conflict.

Item 7 – Types of Clients

We provide investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and business entities. Because each Client is unique, they must be willing to be involved in the planning and ongoing processes. Such involvement does not have to be time consuming, however we want our Clients to remain informed and have a sense of security about their investments.

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

A Methods of Analysis and Investment Strategies. We provide advice to Clients concerning all of the following types of investment strategies and securities:

- Cash and cash equivalent investments (including e.g., bank deposits, CDs, money market funds and similar)
- Fixed income investments (including e.g., corporate, municipal, US government and foreign issuer debt)
- Public equity investments (including exchange listed, over the counter and foreign issuer)
- Hedge fund investments
- Real asset investments (including investments in real estate and other real assets including commodities)
- Private equity and debt investments
- Digital assets

In addition to publicly traded securities, investment products and offerings may be structured as limited partnerships, limited liability companies, trusts or other similar formats. These investments are intended to provide diversification across and within asset classes, as appropriate for each individual Client. In certain circumstances, we may also report on or provide report summaries on investments that were not recommended by us, and/or are not part of a Client's recommended portfolio.

Our methods of analysis, sources of information and investment strategies vary substantially by security or product type, asset class, investment risk, and other factors. In addition to traditional methods such as fundamental and technical analysis, our analysis and sourcing may be supported by manager site visits, phone calls, correspondence or other means of direct and indirect communication with skilled investment managers, third party opinions, experiences and references, investment conference materials and continuing education courses. Some managers or products may be sourced by us through unrelated intermediaries. These intermediaries are not compensated by us, but they may be compensated by the product manager for the referral or placement.

Other sources of information we rely upon when researching and analyzing securities include traditional research materials such as financial newspapers and magazines, annual reports, prospectuses, filings with the SEC, as well as research materials prepared by others, and company press releases. We also subscribe to various professional publications deemed to be consistent and supportive of our investment philosophy.

The primary investment strategies used to implement investment advice given to Clients include long-term (securities held at least one year) and short-term (securities sold within a year) purchases, but may also include margin transactions and option writing. Investment securities and strategies are implemented in consideration of the Client's risk management and risk reduction objectives. Securities and strategies have varying degrees of risk and will only be recommended when suitable and appropriate for a particular Client's situation.

- B Summary of Investment Risks.** We act as fiduciaries in rendering investment advice to our Clients. We cannot and do not warrant or guarantee any particular level of account performance, or that an account will be profitable over time. Not every investment recommendation we make will be profitable. **Investing in securities involves risk of loss that Clients should be prepared to bear.** Clients assume all market risk involved in the investment of account assets. Investments are subject to various market, currency, economic, political and business risks.

Except as may otherwise be provided by law, we are not liable to Clients for:

- ◆ Any loss that Clients may suffer by reason of any investment recommendation we made with that degree of care, skill, and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use;
- ◆ Any loss arising from our adherence to a Client's instructions;
- ◆ Any independent act or failure to act by a custodian of Client accounts; or
- ◆ Losses arising from identity theft, wire fraud, and email hacking and other fraud perpetrated or caused by third-parties on Client accounts.

It is the responsibility of the Client to give us complete information and to notify us of any changes in financial circumstances or goals.

- C Investment Risks Related to Recommended Investments.** While all investing involves risks and losses can and will occur, we generally recommend a broad and diversified allocation of securities and other investments intended to reduce the specific risks associated with a concentrated or undiversified portfolio. Nonetheless, you should consider the following high-level summary of investment risks. This list is not intended to be an exhaustive description of all risks you may encounter in engaging our firm for advisory services. We encourage you to inquire with us frequently about the risks related to any investments in your account.

Risk of Loss: Securities investments are not guaranteed, and you may lose money on your investments. As with any investment manager that invests in common stocks and other equity

securities, our investment recommendations are subject to market risk—the possibility that securities prices will decline over short or extended periods of time. As a result, the value of your account(s) will fluctuate with the market, and you could lose money over short or long periods of time. You should recognize whenever you determine to invest in the securities markets your entire investment is at risk. Clients should not invest money if they are unable to bear the risk of total loss of their investments.

Economic Risk: The prevailing economic environment is important to the health of all businesses. Some companies, however, are more sensitive to changes in the domestic or global economy than others. These types of companies are often referred to as cyclical businesses. Countries in which a large portion of businesses are in cyclical industries are thus also very economically sensitive and carry a higher amount of economic risk. If an investment is issued by a party located in a country that experiences wide swings from an economic standpoint or in situations where certain elements of an investment instrument are hinged on dealings in such countries, the investment instrument will generally be subject to a higher level of economic risk.

Financial Risk: Financial risk is represented by internal disruptions within an investment or the issuer of an investment that can lead to unfavorable performance of the investment. Examples of financial risk can be found in cases like Enron or many of the “dot com” companies that were caught up in a period of extraordinary market valuations that were not based on solid financial footings of the companies.

Market Risk: The value of your portfolio may decrease if the value of an individual company or multiple companies in the portfolio decreases or if our belief about a company’s intrinsic worth is incorrect. Further, regardless of how well individual companies perform, the value of your portfolio could also decrease if there are deteriorating economic or market conditions. It is important to understand that the value of your investment may fall, sometimes sharply, in response to changes in the market, and you could lose money. Investment risks include price risk as may be observed by a drop in a security’s price due to company specific events (*e.g.*, earnings disappointment or downgrade in the rating of a bond) or general market risk (*e.g.*, such as a “bear” market when stock values fall in general). For fixed-income securities, a period of rising interest rates could erode the value of a bond since bond values generally fall as bond yields go up. Past performance is not a guarantee of future returns.

Interest Rate Risk: Certain investments involve the payment of a fixed or variable rate of interest to the investment holder. Once an investor has acquired or has acquired the rights to an investment that pays a particular rate (fixed or variable) of interest, changes in overall interest rates in the market will affect the value of the interest-paying investment(s) they hold. In general, changes in prevailing interest rates in the market will have an inverse relationship to the value of existing, interest paying investments. In other words, as interest rates move up, the value of an instrument paying a particular rate (fixed or variable) of interest will go down. The reverse is generally true as well.

Digital Asset Risk: From time-to-time, and only where suitable for clients, we may recommend investments in certain digital currencies, including, without limitation, Bitcoin, Ethereum, Litecoin, and others (collectively, “Cryptocurrency”). Where exposure to this asset class is appropriate, we will typically, if not exclusively, obtain such exposure through purchases and sales of ETFs and other publicly traded securities.

Investment in Cryptocurrency involves an extremely high degree of risk and is more speculative than an investment in publicly-traded securities like stocks, bonds, mutual funds, and ETFs. Unlike the market valuations of publicly-traded stocks and bonds which can be objectively valued on the basis of the issuer’s assets, income, debts, liabilities, operations, history of credit-worthiness and other factors, prices of Cryptocurrency are based entirely on the market’s perception of value and are subject to rapid changes in market sentiment. Accordingly, Cryptocurrency is subject to an extremely high level of price volatility, including “flash crashes,” and may lose significant value in a matter of minutes, hours, or days. It is not uncommon for the value of Cryptocurrency to move as much as twenty percent (20%) or more in a single day. The ownership of particular Cryptocurrency is opaque and therefore certain Cryptocurrency may be owned and controlled by relatively small number of individuals, increasing the potential for fraud and market-manipulation such as pump-and-dump schemes and other fraudulent criminal schemes.

Evaluation and understanding of the features, functions, and other properties of Cryptocurrency requires a high level of technical knowledge and sophistication. The market for Cryptocurrency is in its infancy, is rapidly evolving, and its future is unknown. Governments and central banks do not create, sponsor, support, back, insure, or control Cryptocurrencies and there is no guarantee of their future viability as a store of value or a means of exchange. Federal, state, or foreign governments may restrict the use and exchange of cryptocurrency, and regulation in the United States is still developing. Cryptocurrency is not legal tender in most jurisdictions, including the United States. No laws require individuals or businesses to accept Cryptocurrency as a form of payment and Cryptocurrency does not have any intrinsic value. Its value derives entirely from market forces of supply and demand.

Cryptocurrency exchanges and other trading venues on which Cryptocurrencies trade are relatively new and, in most cases, largely unregulated and may therefore be more exposed to fraud and failure than established, regulated exchanges for securities, derivatives, and other currencies. Cryptocurrency exchanges may stop operating or permanently shut down due to fraud, technical glitches, hackers, or malware. Due to relatively recent launches, most Cryptocurrencies have a limited trading history, making it difficult for investors to evaluate investments. Generally, Cryptocurrency transactions are irreversible, such that an improper transfer can only be reversed by the receiver of the cryptocurrency agreeing to return the cryptocurrency to the sender.

Accordingly, investment in Cryptocurrency is not appropriate for all investors and you should only invest “risk capital” in such asset class (*e.g.*, funds, the complete and total loss of which, would have insubstantial effect on your overall financial circumstances and financial goals).

Independent Manager Risk: An Independent Manager's past track record of success cannot be relied upon as a predictor of success in the future. In addition, where an Independent Manager is engaged, the underlying holdings of your account are determined by the Independent Manager directly and may change overtime without advance warning to us, creating the potential for overlap with other investments held in your account. This increase in the correlation of your holdings will increase the risk of loss where the value of any overlapping holdings should decrease. There is also a risk that an Independent Manager may deviate from the stated investment mandate or strategy of the account, which could make the holding(s) less suitable for your portfolio. Our firm does not control any Independent Manager's daily business and compliance operations, and thus our firm may be unaware of any lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

Private Investment Risk: Your participation in any privately offered investments or purchase of any privately offered securities involves an extremely high degree of risk and is generally more speculative than investments in publicly offered (registered) securities. Private investments may include privately offered REITs, Delaware Statutory Trusts, private equity funds, hedge funds, commodity pools, and other similar investment vehicles. Private investments are not appropriate for all clients and may be entirely illiquid. You should be financially capable of accepting an extremely high degree of risk and should have significant resources beyond those invested in any private investment(s). Stated differently, your private investments should purely represent "risk capital" within your overall portfolio, the complete loss of which would have an immaterial and insubstantial effect on your overall financial circumstances and financial goals. Clients should carefully review any disclosure documents, operating agreements, subscription materials, private placement memoranda, prospectuses and similar documentation provided by the issuers of private securities with their independent legal and tax advisors before investing.

Item 9 – Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of our firm, or the integrity of our management. No principal or person associated with VergePointe has any information to disclose which is applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

As disclosed in Section 5, above, the principals of VergePointe Wealth Management, LLC are also owners of and principals in VergePointe, LLP (a CPA and Consulting firm); VergePointe Transactions, LLC (a business advisory firm); and VergePointe Capital, LLC (which acts as a general partner of our Affiliated Funds). The conflicts of interest associated with these arrangements and how these conflicts are addressed are described in Section 5E, above.

Additionally, certain principals of VergePointe serve on the boards of various company and not-for profit organizations. Any conflicts of interest involving investment entities and our service on these boards will be disclosed to Clients if such conflicts arise.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions & Personal Trading

- A** VergePointe has a Code of Ethics which all employees are required to follow. The Code of Ethics outlines our high standard of business conduct, and fiduciary duty to Clients. The Code of Ethics includes provisions relating to the confidentiality of Client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things.

A copy of the Code of Ethics is available to any Client or prospective Client upon request by contacting Matthew Vance at (503) 684-0100 or mattv@vergepointe.com.

- B-D** A conflict of interest would occur if a Client decides to invest in one of the Affiliated Funds to which VergePointe Capital, LLC (or subsidiary) is the general partner. However, we remain committed to our fiduciary duty to put Clients' best interests first. While we do not provide investment advice regarding Client investments in these entities, we provide a Substantial Conflicts of Interest disclosure document to each Client considering investment in any of our Affiliated Funds. Additionally, prior to making such an investment, Clients are urged to obtain a comprehensive understanding of the terms and conditions of the investment by reviewing the applicable private offering memorandum, limited partnership agreement, subscription agreement, organizational documents, and/or other important information regarding the investment objectives, underlying investments, investment time-horizon, costs, fees, tax implications, and the risks associated with participation in any of our Affiliated Funds. We always encourage Clients to review these documents with their independent legal and tax counsel.

VergePointe or individuals associated with our firm may buy and sell some of the same securities for their own account that we buy and sell for our Clients. When appropriate we will purchase or sell securities for Clients before purchasing the same for our account or allowing representatives to purchase or sell the same for their own account. In some cases, VergePointe or representatives may buy or sell securities for their own account for reasons not related to the strategies adopted for our Clients. Our employees are required to follow the Code of Ethics when making trades for their own accounts in securities which are recommended to and/or purchased for Clients. The Code of Ethics is designed to assure that the personal securities transactions will not interfere with decisions made in the best interest of advisory Clients while at the same time, allowing employees to invest their own accounts.

VergePointe will disclose to advisory Clients any material conflict of interest relating to us, our representatives, or any of our employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

As any advisory situation could present a conflict of interest, we have established the following restrictions to ensure our fiduciary responsibilities:

1. A director, officer, associated person, or employee of VergePointe shall not buy or sell securities for his personal portfolio where his decision is substantially derived, in whole or in part, by reason of his employment unless the information is also available to the investing public on reasonable inquiry. No person of VergePointe shall prefer his or her own interest to that of the advisory Client.
2. VergePointe maintains a list of all securities holdings for itself and for anyone associated with its advisory practice who has access to advisory recommendations. An appropriate officer of VergePointe reviews these holdings on a regular basis.
3. Any individual not in observance of the above may be subject to termination.

Item 12 – Brokerage Practices

A Our Clients' assets are held by independent third-party custodians. Except to the extent that the Client directs otherwise, we may use our discretion in recommending the broker-dealer. Clients are not obligated to effect transactions through any broker-dealer recommended by us. In recommending broker-dealers, we will comply with our fiduciary duty to seek best execution and with the Securities Exchange Act of 1934. We will take into account relevant factors as:

- Price;
- The custodian's facilities, reliability and financial responsibility;
- The ability of the custodian to effect transactions, particularly with regard to such aspects as timing, order size and execution of order;
- The research and related brokerage services provided by such custodians to the VergePointe, notwithstanding that the account may not be the direct or exclusive beneficiary of such services; and
- Any other factors that we consider to be relevant.

Generally speaking, we will recommend that Clients establish brokerage accounts with independent third-party custodians such as Pershing Advisor Solutions ("Pershing") and SEI. Pershing and SEI are members of FINRA and SIPC. We will work with Pershing, SEI and

other potential third-party custodians as long as they continue to meet the above criteria. We work primarily with these custodians for administrative convenience but also because they offer a good value to our Clients for the transaction costs and other costs incurred. We reserve the right to decline acceptance of any Client account for which the Client directs the use of a particular broker if we believe that this choice would hinder either our fiduciary duty to the Client or our ability to service the account.

We have no oral or written arrangements under which we are paid cash or receive some economic benefit from a non-Client in connection with giving advice to Clients. However, these custodians may make available to us on an unsolicited basis, research and other products and services other than execution in connection with Client securities transactions.

These products and services may have economic value to our Clients (whose accounts may benefit from the products or services) and also to us. These products and services may be proprietary to the brokerage firm, or provided by third parties and are not typically made available to retail investors. Products and services provided as an integral part of a broker-dealer's institutional trading and custody platform may include pricing and other market data, research, software and other technology (including electronic downloading of trading activity, performance monitoring and reporting, web access to confirmations, account statements and other Client data), practice management aids (consulting, publications, conferences and seminars) and vendor discounts. We have no arrangements, oral or in writing, concerning these unsolicited products and services, which typically are made available by broker-dealers to advisors in consideration of the total number, size and profitability of all accounts referred by the advisor, rather than the size or profitability of any individual Client account. In some instances, broker-dealers may make available, arrange and/or pay for these types of services provided by independent third parties or may discount or waive fees it would otherwise charge.

But for these unsolicited potential "soft dollar" arrangements, VergePointe might forego these value added services or we might obtain these services and support at additional cost, which costs might be passed along to Clients through higher advisory fees.

The unsolicited offer of these products and services may create a potential conflict of interest with regard to our negotiating on behalf of Clients the lowest commission or costs available from the broker-dealer. Accordingly, in recommending broker-dealers based on the "best execution" policy set forth above, we will determine in good faith that Client commissions and costs are reasonable in relation to the benefits derived by Clients from the provision of these products and services, if any, to us.

- B** We may aggregate trades for Clients. The allocations of a particular security will be determined by us before the trade is placed with the broker. When practical, Client trades in the same security will be bunched in a single order (a "block") in an effort to obtain best execution at the best security price available. When employing a block trade:

- We will make reasonable efforts to attempt to fill Client orders by day-end.
- If the block order is not filled by day-end, we will allocate shares executed to underlying accounts on a pro rata basis, adjusted as necessary to keep Client transaction costs to a minimum.
- If a block order is filled (full or partial fill) at several prices through multiple trades, an average price and commission will be used for all trades executed;
- All participants receiving securities from the block trade will receive the average price.
- Only trades executed within the block on the single day may be combined for purposes of calculating the average price.

It is expected that this trade aggregation and allocation policy will be applied consistently. However, if application of this policy results in unfair or inequitable treatment to some or all of our Clients, we may deviate from this policy.

Item 13 – Review of Accounts

- A** While the underlying securities within accounts are continually monitored, Client accounts are formally reviewed at least quarterly. Accounts are reviewed in the context of each Client's stated investment objectives and guidelines.

While we take a team approach to serving our Client's, a Relationship Manager is assigned as the primary representative to a particular Client's account. All Relationship Managers are Investment Advisor Representatives of VergePointe. Relationship Managers assigned to a particular Client's account will be primarily responsible for the periodic reviews to that account. Clients will be provided the Supplemental Brochure (Form ADV Part 2B) of any Relationship Manager/IAR providing advice related to their account.

- B** More frequent reviews may be triggered by a change in Client's investment objectives; tax considerations; large deposits or withdrawals; large sales or purchases; loss of confidence in corporate management of the company invested in; or changes in the economic climate.
- C** Investment advisory Clients receive standard account statements from the custodian of their accounts on a monthly or quarterly basis. We also meet with Clients to discuss asset allocation of the portfolio compared to portfolio target allocations.

Financial Planning Clients will receive a completed written financial plan. However additional review or reports will not typically be provided unless otherwise provided for under the terms of the engagement.

Consulting Services Clients will not typically receive reports or formal reviews due to the nature of the service.

The firm subscribes to Black Diamond Reporting, LLC for all custom reporting. Black Diamond performs daily security-level download for accounts. Statements and reports are all available in written form.

Item 14 – Client Referrals and Other Compensation

We do not compensate any unrelated third parties for Client referrals.

Item 15 – Custody

With the exception of our ability to debit fees, and as explained below, we do not otherwise have custody of the assets in the account.

We shall have no liability to the Client for any loss or other harm to any property in the account, including any harm to any property in the account resulting from the insolvency of the custodian or any acts of the agents or employees of the custodian and whether or not the full amount or such loss is covered by the Securities Investor Protection Corporation (“SIPC”) or any other insurance which may be carried by the custodian. The Client understands that SIPC provides only limited protection for the loss of property held by a custodian.

Clients receive standard account statements from the custodian of their accounts on a monthly basis. We also meet with Clients to discuss asset allocation of the portfolio compared to portfolio target allocations. We urge all Clients to carefully review statements from the custodian and compare these to reports that we may provide to you. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

As disclosed in Item 5.E., the principals of VergePointe Wealth Management, LLC are also owners of and principals in VergePointe Capital, LLC which acts as a general partner of several Affiliated Funds. Because of our affiliation with VergePointe Capital, LLC, we are deemed to have custody of Client funds or securities that are invested in our Affiliated Funds. Because VergePointe is deemed to have custody, it is subject to certain annual independent audit or surprise examination requirements relating to its Affiliated Funds. On an annual basis, VergePointe Capital, LLC engages an independent public accountant to conduct an independent audit of our Affiliated Funds and to create a report. The accountant must file a Form ADV-E along with a copy of the audit or surprise examination report within 120 days of the audit or surprise examination. Once filed, the Form ADV-E and the report are available to the public on www.adviserinfo.sec.gov.

Item 16 – Investment Discretion

Generally, Clients grant us ongoing and continuous discretionary authority to execute our investment recommendations in accordance with a Statement of Investment Policy (or similar document used to

establish each Client's objectives and suitability), without the Client's prior approval of each specific transaction. Under this discretionary authority, Clients allow us to purchase and sell securities and instruments in their account(s), arrange for delivery and payment in connection with the foregoing, select and retain or terminate sub-advisors, and act on behalf of the Client in matters necessary or incidental to the handling of the account, including monitoring certain assets.

We make it a practice to inquire with our Clients to determine if there are any limitations to our discretionary authority. Clients may impose restrictions on investing in certain securities or types of securities.

In some limited circumstances, Clients grant us non-discretionary authority to execute investment recommendations. Non-discretionary authority requires us to obtain a Client's approval of each specific transaction prior to executing the investment recommendations.

Item 17 – Voting Client Securities

- A** We do not vote proxies on behalf of Clients. Additionally, we do not provide advice to Clients on how the Client should vote.
- B** Clients will receive proxies and other solicitations directly from their custodian or transfer agent. If any proxy materials are received on behalf of a Client, they will be sent directly to the Client or a designated representative of the Client, who is responsible to vote the proxy.

Item 18 – Financial Information

- A** We require investment advisory fees to be paid in advance. We also generally require at least a portion of any fixed-fee project to be paid in advance. However, under no circumstances will we require or solicit prepayment of more than \$1,200 in fees, six months or more in advance from any Client.
- B** We do have discretionary authority over the funds or securities of certain Clients. However we have no financial commitments that would impair our ability to meet contractual and fiduciary commitments to Clients.
- C** Neither VergePointe, nor any of the principals of the firm, have been the subject of a bankruptcy petition at any time in the past.

CRAIG J. OLSON, CPA, CFP®

VERGEPOINTE WEALTH MANAGEMENT, LLC

5285 Meadows Road, Suite 161
Lake Oswego, Oregon 97035

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March 19, 2025

This Brochure Supplement provides information about Craig J. Olson that supplements the VergePointe Wealth Management, LLC Firm Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. Please contact us at (503) 684-0100 or mattv@vergepointe.com if you did not receive copy of VergePointe Wealth Management, LLC's Form ADV Part 2A or if you have any questions about the contents of this Brochure Supplement.

Additional information about Craig J. Olson is available on the SEC's website at www.adviserinfo.sec.gov. The searchable CRD number for Mr. Olson is 4086835.

CRAIG J. OLSON, CPA, CFP® Year of Birth: 1958

Item 2 – Educational Background and Business Experience

EDUCATION

Bachelor of Science in Accounting, California State University-East Bay, 1981

BUSINESS BACKGROUND

Craig Olson has many years' experience in Estate Planning, Financial Planning and Investment Management and Advisory Services. His core focuses are within the Wealth Management division of the firm.

Mr. Olson formerly acted as CFO and served as a member of the Board of Directors of Crimson Trace Corporation. He formerly served on the Board of Advisors to Benchmade Knife Company. He is also currently involved as a strategic consultant to many business owners and executives, and serves on the Investment Committee for the firm.

Mr. Olson has taken active roles in civic and professional organizations, including the Association for Corporate Growth, Executive Officers Club, Estate Planning Council, Rotary Club and served as the past president of the Palo Alto Lions Club.

9/2009 to Present	Investment Advisor Representative VergePointe Wealth Management, LLC (Lake Oswego, OR)
5/2003 to 11/2009	Registered Representative KMS Financial Services, Inc. (Seattle, WA)
9/1989 to Present	Partner VergePointe, LLP (and predecessors) (Lake Oswego, OR)
2/2002 to 5/2003	Investment Advisor Representative Allmerica Investment Management Co., Inc. (Lake Oswego, OR)
12/1999 to 5/2003	Registered Representative Allmerica Investments (Lake Oswego, OR)

Industry Examinations and Professional Designations:

Mr. Olson has previously taken and passed the following industry examinations: Series 7, 66, 79. Mr. Olson has also obtained the following designations: Certified Public Accountant (CPA), and Certified Financial Planner™ (CFP®). The minimum qualifications required for these designations are provided below to assist you in understanding the value of the designations.

Certified Public Accountant (CPA): CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (at least a

baccalaureate degree and a concentration in accounting), minimum experience levels (Oregon requires at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination and an ethics examination. To maintain a CPA license, Oregon requires the completion of 80 hours of continuing professional education (CPE) over a two-year period. Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain Client consent if a conflict exists), maintain Client confidentiality, disclose to the Client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's *Code of Professional Conduct* within their state accountancy laws or have created their own.

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

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

Mr. Olson completed the requirements that were in effect at the time of his certification. Currently, to attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined are necessary for the competent and professional delivery of financial planning services, and attain a bachelor's degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and Client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience – (1) Complete at least three years (at least 6,000 hours) of full-time financial planning-related experience or (2) complete at least two years (at least 4,000 hours) of full-time financial planning-related experience while under the supervision of a CFP® professional; and
- Ethics – Agree to be bound by the CFP Board's *Code of Ethics and Standards of Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

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

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

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

Item 3 – Disciplinary Information

Craig J. Olson has not been subject to any legal or disciplinary proceedings which would be considered material (or otherwise) to a Client’s evaluation of him or any of the services VergePointe Wealth Management provides.

Item 4 – Other Business Activities

Mr. Olson acts as a strategic consultant to many business owners and executive teams and has taken active roles in numerous civic and professional organizations. The time devoted by Mr. Olson to these activities does not interfere with Mr. Olson’s responsibilities at VergePointe Wealth Management. Further, his participation in these civic and professional organizations activities presents no conflicts of interest with Clients of VergePointe Wealth Management.

As disclosed in VergePointe Wealth Management’s Form ADV Part 2A, the principals of VergePointe Wealth Management, including Mr. Olson, are also owners of and principals in the following “Affiliated Entities”: VergePointe, LLP, a Certified Public Accounting and consulting firm; VergePointe Transactions, LLC, a business advisory firm; and VergePointe Capital, LLC, an entity which acts as a general partner of several private limited partnerships and/or limited liability companies which are exempt from registration (collectively, the “Affiliated Funds”). Additional information regarding the investment objectives, underlying investments, investment time-horizons, costs, fees, tax implications, and the risks associated with participation in our Affiliated Funds is included in each Affiliated Fund’s private offering memorandum, limited partnership agreement, subscription agreement, organizational documents and/or other important documents.

Prior to making any investment in any such of our Affiliated Funds, we disclose that doing business with any of our Affiliated Entities, including via investment in any of our Affiliated Funds, carries with it a substantial conflicts of interest and that Clients should carefully review, along with their independent legal and tax counsel, all relevant documents and disclosures in order to obtain a comprehensive understanding of the terms and conditions applicable to such investment(s). **These investments are not offered through VergePointe Wealth Management, LLC and VergePointe Wealth Management, LLC does not manage or vouch for any of the Affiliated Funds.**

Mr. Olson is also licensed as an independent insurance representative. In this capacity, Mr. Olson may recommend the purchase and sale of certain insurance products to Clients. As a fiduciary, Mr.

Olson must act primarily for the benefit of VergePointe Wealth Management Clients. He will only transact insurance related business with Clients when the products are fully disclosed, suitable, and appropriate to fit their needs.

Item 5 – Additional Compensation

Accounting/tax, business advisory and private equity related business may be transacted with Clients of VergePointe Wealth Management. As such, principals of VergePointe Wealth Management, including Mr. Olson, may receive compensation for recommending and/or providing those services or placements.

Clients are advised that the fees paid to VergePointe Wealth Management for investment advisory, financial planning or consulting services are separate and distinct from any fees and compensation earned, whether directly or indirectly, by any of our firm personnel in connection with the sale of interests in any Affiliated Fund, or for accounting or business advisory services. Clients are informed that they are under no obligation to use any Affiliated Entity or individual associated with VergePointe Wealth Management for these types of services. Clients may use another firm or agent they choose.

Mr. Olson may also receive commissions or another form of compensation in connection with sales of insurance products to Clients. Clients are advised that the commissions earned by Mr. Olson for selling insurance products are separate and distinct from the fees paid to VergePointe Wealth Management for investment advisory services. Clients may use another firm or agent they choose.

The receipt of additional fees by an Affiliated Entity or individuals associated with VergePointe Wealth Management presents a conflict of interest. As a fiduciary, Mr. Olson must act primarily for the benefit of investment advisory Clients. As such, he will only transact Affiliated Firm business with Clients when there is a full disclosure of the conflict of interest and a separate, Client reviewed and approved, set of documents outlining suitability and Client accreditation (as applicable). Further, all fees paid to an Affiliated Entity must be disclosed to the Client.

Item 6 – Supervision

Craig J. Olson is responsible for supervising the services and advice provided to certain clients of VergePointe Wealth Management. He prepares investment policies, forms and procedures for those clients to whom he is the primary advisor representative and firm contact. Matthew Vance, Chief Compliance Officer, is involved in supervising the activities of Mr. Olson. Mr. Vance may be reached at (503) 684-0100.

MATTHEW D. VANCE, CPA, CFP®, CM&AA®

VERGEPOINTE WEALTH MANAGEMENT, LLC

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Lake Oswego, Oregon 97035

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March 19, 2025

This Brochure Supplement provides information about Matthew D. Vance that supplements the VergePointe Wealth Management, LLC Firm Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. Please contact us at (503) 684-0100 or mattv@vergepointe.com if you did not receive copy of VergePointe Wealth Management, LLC's Form ADV Part 2A or if you have any questions about the contents of this Brochure Supplement.

Additional information about Matthew D. Vance is available on the SEC's website at www.adviserinfo.sec.gov. The searchable CRD number for Mr. Vance is 5040101.

MATTHEW D. (“MATT”) VANCE, CPA, CFP®, CM&AA®

Year of Birth: 1977

Item 2 – Educational Background and Business Experience

EDUCATION

Bachelor’s Degree, Accounting (B.S.) with Honors, Linfield College, McMinnville, OR (1999)

BUSINESS BACKGROUND

Matt Vance specializes in working with closely-held business owners and investors. He has many years’ experience in merger and acquisition consulting and investment management. In addition, he has worked with many businesses and business owners on growth plans, strategic acquisitions and planned exit strategies. He has equity ownership in several closely-held businesses and is active in helping direct and manage the growth of those businesses. He has extensive experience with valued added manufacturing businesses, technology and consumer product companies.

Currently, Mr. Vance is on the board of directors of Allstar Magnetics, LLC, Impact Electronic Solutions, Inc. and subsidiaries, ESAM, Inc., Bay Computer Associates, Inc., Silicon Forest Electronics, Inc., Englander Enterprises, Inc., and Coastal Connections Inc. He is also Chairman of the Board of William Henry, LLC and Tanner Goods, LLC.

He was formerly on the Board of Herbers Autobody (Edmonton, Canada), Providence Medical Systems of Oregon Planned Giving Advisory Board; the Vice-chair of the Business Advisory Council and member of the Board of Trustees at Linfield University (fka Linfield College); an advisor to the Board of Directors of Snapware Corporation; the Vice-Chair of the Executive Board of the North Pacific Conference of the Covenant Church; and a Board member and President of Lake Oswego Youth Lacrosse.

Mr. Vance is both a Certified Public Accountant (CPA) as well as a Certified Financial Planner™ (CFP®). In addition he has received the Certified Merger and Acquisition Advisor (CM&AA®) designation.

9/2009 to Present Investment Advisor Representative, Chief Compliance Officer
VergePointe Wealth Management, LLC (Lake Oswego, OR)

10/2005 to 11/2009 Investment Advisor Representative
KMS Financial Service, Inc. (Seattle, WA)

9/1999 to Present Partner
VergePointe, LLP (or predecessors) (Lake Oswego, OR)

Industry Examinations and Professional Designations:

Matt Vance has previously taken and passed the following industry examinations: Series 65. Mr. Vance has also obtained the following designations: Certified Public Accountant (CPA), Certified Financial Planner (CFP®) and (CM&AA®). The minimum qualifications required for these designations are provided below to assist you in understanding the value of the designations.

Certified Public Accountant (CPA): CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (at least a baccalaureate degree and a concentration in accounting), minimum experience levels (Oregon requires at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination and an ethics examination. To maintain a CPA license, Oregon requires the completion of 80 hours of continuing professional education (CPE) over a two-year period. Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain Client consent if a conflict exists), maintain Client confidentiality, disclose to the Client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's *Code of Professional Conduct* within their state accountancy laws or have created their own.

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

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

Mr. Vance completed the requirements that were in effect at the time of his certification. Currently, to attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined are necessary for the competent and professional delivery of financial planning services, and attain a bachelor's degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and Client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience – (1) Complete at least three years (at least 6,000 hours) of full-time financial planning-related experience or (2) complete at least two years (at least 4,000 hours) of full-time financial planning-related experience while under the supervision of a CFP® professional; and

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

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

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

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

Certified Merger and Acquisitions Advisor (CM&AA®): CM&AA®’s become certified through the Alliance of Merger and Acquisitions Advisors (AM&AA) after attending a multi-day (40 hours) seminar and passing a rigorous written exam. CM&AA certification benefits the holder by:

- Providing the essential foundation for maintaining the highest professional standards
- Attesting to the holder’s mastery of the body of knowledge and commitment to staying abreast of new developments in the field.
- Recognizing an individual’s professional achievement and competence
- Serving as a tool to attract and better serve clients
- Providing identification with other professionals in the M&A field.
- Stimulating career advancement-builds on your existing skills

Candidates are currently eligible for certification if they:

- Hold an academic degree such as a Bachelor’s Degree, MBA, J.D. or Ph. D and/or one or more professional designations, such as CPA, CFA, CVGA, CEPA, or equivalent. Other professional credentials may also qualify.

An active AM&AA membership in good standing is required to earn and hold CM&AA® certification and to participate in the mandatory continuing professional education (CPE) and development activities needed to maintain the certification.

Within the first three years of earning the initial CM&AA® certification and then each three-year period thereafter, the CM&AA® holder must:

1. Attend at least one (1) AM&AA annual conference within each three-year certification period.
2. Earn at least 12 additional credits each year by participating in approved activities
3. Pay an annual CM&AA® continuation fee

Item 3 – Disciplinary Information

Matt Vance has never been subject to any legal or disciplinary proceedings which would be considered material (or otherwise) to a Client's evaluation of his or any of the services VergePointe Wealth Management, LLC provides.

Item 4 – Other Business Activities

As noted in Item 2 above, Mr. Vance currently serves on the board of directors of Allstar Magnetics, LLC, Impact Electronic Solutions, Inc. and subsidiaries, ESAM, Inc., Bay Computer Associates, Inc., Silicon Forest Electronics, Inc., Englander Enterprises, Inc., and Coastal Connections, Inc. He is also Chairman of the Board of William Henry, LLC and Tanner Goods, LLC.

He was formerly on the Board of Herbers Autobody (Edmonton Canada), Providence Medical Systems of Oregon Planned Giving Advisory Board; the Vice-chair of the Business Advisory Council and member of the Board of Trustees at Linfield University (fka Linfield College); an advisor to the Board of Directors of Snapware Corporation; the Vice-Chair of the Executive Board of the North Pacific Conference of the Covenant Church; and a Board member and President of Lake Oswego Youth Lacrosse.

The time devoted by Mr. Vance to these activities does not interfere with Mr. Vance's responsibilities at VergePointe Wealth Management. Further, his participation in these civic and professional organization activities presents no conflicts of interest with Clients of VergePointe Wealth Management.

As disclosed in VergePointe Wealth Management's Form ADV Part 2A, the principals of VergePointe Wealth Management, including Mr. Vance, are also owners of and principals in the following "Affiliated Entities": VergePointe, LLP, a Certified Public Accounting and consulting firm; VergePointe Transactions, LLC, a business advisory firm; and VergePointe Capital, LLC, an entity which acts as a general partner of several private limited partnerships and/or limited liability companies which are exempt from registration (collectively, the "Affiliated Funds"). Additional information regarding the investment objective, underlying investments, investment time-horizon, costs, fees, tax implications, and the risks associated with participation in our Affiliated Funds is included in each Affiliated Fund's private offering memorandum, limited partnership agreement, subscription agreement, organizational documents and/or other important documents.

Prior to making any investment in any such of our Affiliated Funds, we disclose that doing business with any of our Affiliated Entities, including via investment in any of our Affiliated Funds, carries with it a substantial conflicts of interest and that Clients should carefully review, along with their independent legal and tax counsel, all relevant documents and disclosures in order to obtain a comprehensive understanding of the terms and conditions applicable to such investment(s). **These investments are not offered through VergePointe Wealth Management, LLC and VergePointe Wealth Management, LLC does not manage or vouch for any of the Affiliated Funds.**

Item 5 – Additional Compensation

Accounting/tax, business advisory, and private equity related business may be transacted with Clients of VergePointe Wealth Management. As such, principals of VergePointe Wealth Management,

including Mr. Vance, may receive compensation for recommending and/or providing those services or placements.

Clients are advised that the fees paid to VergePointe Wealth Management for investment advisory, financial planning or consulting services are separate and distinct from any fees and compensation earned, whether directly or indirectly, by any of our firm personnel in connection with the sale of interests in any Affiliated Fund, or for accounting or business advisory services. Clients are informed that they are under no obligation to use any Affiliated Entity or individual associated with VergePointe Wealth Management for these types of services. Clients may use another firm or agent they choose.

The receipt of additional fees by an Affiliated Entity or individuals associated with VergePointe Wealth Management presents a conflict of interest. As a fiduciary, Mr. Vance must act primarily for the benefit of investment advisory Clients. As such, he will only transact Affiliated Firm business with Clients when there is a full disclosure of the conflict of interest and a separate, Client reviewed and approved, set of documents outlining suitability and Client accreditation (as applicable). Further, all fees paid to an Affiliated Entity must be disclosed to the Client.

Item 6 – Supervision

Matt Vance is responsible for supervising the services and advice provided to certain clients of VergePointe Wealth Management. He prepares investment policies, forms and procedures for those clients to whom he is the primary advisor representative and firm contact. Mr. Vance also serves as Chief Compliance Officer for the firm.

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March 19, 2025

This Brochure Supplement provides information about Scott J. Roberts that supplements the VergePointe Wealth Management, LLC Firm Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. Please contact us at (503) 684-0100 or mattv@vergepointe.com if you did not receive copy of VergePointe Wealth Management, LLC's Form ADV Part 2A or if you have any questions about the contents of this Brochure Supplement.

Additional information about Scott J. Roberts is available on the SEC's website at www.adviserinfo.sec.gov. The searchable CRD number for Mr. Roberts is 4506090.

SCOTT J. ROBERTS, CPA

Year of Birth: 1971

Item 2 – Educational Background and Business Experience

EDUCATION

Bachelor of Science, Accounting, Central Washington University, Ellensburg, WA (1993)

BUSINESS BACKGROUND

Scott Roberts has many years' of merger and acquisition advisory and investment management experience. He has been actively involved in management buyouts, recapitalizations, strategic consolidations as well as working with entrepreneurs with their investment management needs.

Mr. Roberts' passion for business has exposed him to many opportunities and experiences. He is an equity holder in several business ventures, and he is currently on the Board of Directors of Allstar Magnetics, LLC, Impact Electronic Solutions, Inc., ESAM, Inc., Bay Computer Associates, Inc., William Henry, LLC, Tanner Goods, LLC, Silicon Forest Electronics, Inc., Englander Enterprises, Inc., and Coastal Connections, Inc. He was formerly on the Board of Directors of Crimson Trace Corporation, Herbers Autobody (Edmonton Canada), and was formerly a board observer for Snapware Corporation.

Scott Roberts was raised in Eastern Washington and received his B.S. in Accounting from Central Washington University. He has also obtained his CPA designation.

Mr. Roberts has used his leadership skills to benefit civic organizations. He is currently on the Board of Directors of Friendly, Inc., an Oregon based nonprofit, and on the Council Board for East Hill Church.

9/2009 to Present	Investment Advisor Representative, VergePointe Wealth Management, LLC (Lake Oswego, OR)
5/2003 to 11/2009	Registered Representative, KMS Financial Services, Inc. (Seattle, WA)
11/1995 to Present	Partner, VergePointe, LLP (or predecessors) (Lake Oswego, OR)
10/2002 to 5/2003	Investment Advisor Representative, Allmerica Investment Management Company, Inc. (Worcester, MA)
2/2001 to 5/2003	Registered Representative, Allmerica Investments (Portland, OR)

Industry Examinations and Professional Designations:

Scott Roberts has previously taken and passed the following industry examinations: Series 7 and 66. Mr. Roberts has also obtained the following designation: Certified Public Accountant (CPA). The minimum qualifications required for this designation is provided below to assist you in understanding the value of the designation.

Certified Public Accountant (CPA): CPAs are licensed and regulated by their state boards of accountancy. While state laws and regulations vary, the education, experience and testing requirements for licensure as a CPA generally include minimum college education (at least a baccalaureate degree and a concentration in accounting), minimum experience levels (Oregon requires at least one year of experience providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA), and successful passage of the Uniform CPA Examination and an ethics examination. To maintain a CPA license, Oregon requires the completion of 80 hours of continuing professional education (CPE) over a two-year period. Additionally, all American Institute of Certified Public Accountants (AICPA) members are required to follow a rigorous *Code of Professional Conduct* which requires that they act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain Client consent if a conflict exists), maintain Client confidentiality, disclose to the Client any commission or referral fees, and serve the public interest when providing financial services. The vast majority of state boards of accountancy have adopted the AICPA's *Code of Professional Conduct* within their state accountancy laws or have created their own.

Item 3 – Disciplinary Information

Investment Advisor Representatives are required to report certain legal or disciplinary events that would be considered material to a client's evaluation of the Representative or the Firm. Scott J. Roberts has no information which is required to be reported.

Item 4 – Other Business Activities

As noted in Item 2 above, Mr. Roberts currently serves on the Board of Directors of Allstar Magnetics, LLC, Impact Electronic Solutions, Inc., ESAM, Inc., Bay Computer Associates, Inc., William Henry, LLC, Tanner Goods, LLC, Silicon Forest Electronics, Inc., Englander Enterprises, Inc., and Coastal Connections, Inc. He formerly served on the Board of Directors of Crimson Trace Corporation, Herbers Autobody (Edmonton Canada) and was formerly a board observer for Snapware Corporation.

The time devoted by Mr. Roberts to these activities does not interfere with Mr. Roberts's responsibilities at VergePointe Wealth Management. Further, his participation in these civic and professional organization activities presents no conflicts of interest with Clients of VergePointe Wealth Management.

As disclosed in VergePointe Wealth Management's Form ADV Part 2A, the principals of VergePointe Wealth Management, including Mr. Roberts, are also owners of and principals in the following "Affiliated Entities": VergePointe, LLP, a Certified Public Accounting and consulting firm; VergePointe Transactions, LLC, a business advisory firm; and VergePointe Capital, LLC, an entity which acts as a general partner of several private limited partnerships and/or limited liability companies which are exempt from registration (collectively, the "Affiliated Funds"). Additional information regarding the investment objective, underlying investments, investment time-horizon, costs, fees, tax implications, and the risks associated with participation in our Affiliated Funds is included in each Affiliated Fund's private offering memorandum, limited partnership agreement, subscription agreement, organizational documents and/or other important documents.

Prior to making any investment in any such of our Affiliated Funds, we disclose that doing business with any of our Affiliated Entities, including via investment in any of our Affiliated Funds, carries with it a substantial conflicts of interest and that Clients should carefully review, along with their independent legal and tax counsel, all relevant documents and disclosures in order to obtain a comprehensive understanding of the terms and conditions applicable to such investment(s). **These investments are not offered through VergePointe Wealth Management, LLC and VergePointe Wealth Management, LLC does not manage or vouch for any of the Affiliated Funds.**

Item 5 – Additional Compensation

Accounting/tax, business advisory, and private equity related business may be transacted with Clients of VergePointe Wealth Management. As such, principals of VergePointe Wealth Management, including Mr. Roberts, may receive compensation for recommending and/or providing those services or placements.

Clients are advised that the fees paid to VergePointe Wealth Management for investment advisory, financial planning or consulting services are separate and distinct from any fees and compensation earned, whether directly or indirectly, by any of our firm personnel in connection with the sale of interests in any Affiliated Fund, or for accounting or business advisory services. Clients are informed that they are under no obligation to use any Affiliated Entity or individual associated with VergePointe Wealth Management for these types of services. Clients may use another firm or agent they choose.

The receipt of additional fees by an Affiliated Entity or individuals associated with VergePointe Wealth Management presents a conflict of interest. As a fiduciary, Mr. Roberts must act primarily for the benefit of investment advisory Clients. As such, he will only transact Affiliated Firm business with Clients when there is a full disclosure of the conflict of interest and a separate, Client reviewed and approved, set of documents outlining suitability and Client accreditation (as applicable). Further, all fees paid to an Affiliated Entity must be disclosed to the Client.

Item 6 – Supervision

Scott Roberts is responsible for supervising the services and advice provided to certain clients of VergePointe Wealth Management. He prepares investment policies, forms and procedures for those clients to whom he is the primary advisor representative and firm contact. Matthew Vance, Chief Compliance Officer, is involved in supervising the activities of Mr. Roberts. Mr. Vance may be reached at (503) 684-0100.

SCOTT A. THEODORSON, CFP®
VERGEPOINTE WEALTH MANAGEMENT, LLC

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Lake Oswego, Oregon 97035

(503) 684-0100

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March 19, 2025

This Brochure Supplement provides information about Scott A. Theodorsen that supplements the VergePointe Wealth Management, LLC Firm Brochure (Form ADV Part 2A). You should have received a copy of that Brochure. Please contact us at (503) 684-0100 or mattv@vergepointe.com if you did not receive copy of VergePointe Wealth Management, LLC's Form ADV Part 2A or if you have any questions about the contents of this Brochure Supplement.

Additional information about Scott A. Theodorsen is available on the SEC's website at www.adviserinfo.sec.gov. The searchable CRD number for Mr. Theodorsen is 2165033.

SCOTT A. THEODORSON, CFP®

Year of Birth: 1960

Item 2 – Educational Background and Business Experience

EDUCATION

University of Oregon, Bachelor of Science, Finance - 1982

BUSINESS BACKGROUND

4/2019 to Present	Wealth Operations Manager, VergePointe Wealth Management, LLC (Lake Oswego, OR)
9/2005 to 3/2019	Registered Representative, Ameriprise Financial Services, Inc. (Vancouver, WA)
7/1991 to 7/2006	Registered Representative, IDS Life Insurance Company (Seattle, WA)
7/1991 to 9/2005	Registered Representative, American Express Financial Advisors Inc. (Seattle, WA)
2/1988 to 5/1991	Branch Sales Manager, Household Finance Corporation (Bellingham, WA)

Industry Examinations and Professional Designations:

Scott A. Theodorsen has previously taken and passed the following industry examinations: Series 7, Series 63, and the Securities Industry Essentials (SIE). Mr. Theodorsen has also obtained the designation Certified Financial Planner™ (CFP®).

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

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

Mr. Theodorsen completed the requirements that were in effect at the time of his certification. Currently, to attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined are necessary for the competent and professional delivery of financial planning services, and attain a bachelor’s degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;

- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and Client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Experience – (1) Complete at least three years (at least 6,000 hours) of full-time financial planning-related experience or (2) complete at least two years (at least 4,000 hours) of full-time financial planning-related experience while under the supervision of a CFP® professional; and
- Ethics – Agree to be bound by the CFP Board's *Code of Ethics and Standards of Conduct* a set of documents outlining the ethical and practice standards for CFP® professionals.

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

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

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

Item 3 – Disciplinary Information

Scott A. Theodorson has never been subject to any legal or disciplinary proceedings which would be considered material (or otherwise) to a Client's evaluation of him or any of the services VergePointe Wealth Management, LLC provides.

Item 4 – Other Business Activities

Mr. Theodorson is as an independent insurance representative. In this capacity, Mr. Theodorson may recommend the purchase and sale of certain insurance products to Clients. As a fiduciary, Mr. Theodorson must act primarily for the benefit of VergePointe Wealth Management Clients. He will only transact insurance related business with Clients when the products are fully disclosed, suitable, and appropriate to fit their needs.

Item 5 – Additional Compensation

Mr. Theodorson may also receive commissions or another form of compensation in connection with sale of insurance products to Clients. Clients are advised that the commissions earned by Mr. Theodorson for selling insurance products are separate and distinct from the fees paid to VergePointe Wealth Management for investment advisory services.

The receipt of additional fees by an individual associated with VergePointe Wealth Management presents a conflict of interest. As a fiduciary, Mr. Theodorson must act primarily for the benefit of

investment advisory Clients. As such, he will only transact insurance-related business with Clients when suitable and appropriate. Clients may use any insurance firm or agent of their choice.

Item 6 – Supervision

Scott A. Theodorson is responsible for supervising the services and advice provided to certain clients of VergePointe Wealth Management. He prepares investment policies, forms and procedures for those clients to whom he is the primary advisor representative and firm contact. Matthew Vance, Chief Compliance Officer, is involved in supervising the activities of Mr. Theodorson. Mr. Vance may be reached at (503) 684-0100.