

CENTERPOINT FINANCIAL Brochure

(Part 2A of Form ADV)

CENTERPOINT FINANCIAL, INC.

Registered Investment Adviser

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Montpelier, Vermont 05602

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www.CenterPoint-Financial.com

This brochure provides information about the qualifications and business practices of CenterPoint Financial, Inc. Registration as a Registered Investment Adviser does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact us at: 802-225- 1314, or by email at: pgilbert@centerpoint-financial.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission, the Vermont Department of Financial Regulation – Securities Division, or by any other state securities authority.

Additional information about CenterPoint Financial, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

March 20, 2017

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 802-225-1314 or by email at: pgilbert@centerpoint-financial.com.

Principal office address and contact information:

CenterPoint Financial, Inc.

Priscilla N. Gilbert, CFP®, President

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Advisory Business

Firm Description

CenterPoint Financial, Inc. was founded in 2014.

CenterPoint Financial, Inc. provides personalized, confidential financial planning and investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. Advice is provided through consultation with the client and may include: determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, investment management, education funding, retirement planning, and estate planning.

CenterPoint Financial, Inc. is strictly a fee-only™ financial planning and investment management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted, but CenterPoint Financial does receive securities research, other market data, research, software and other technology from Charles Schwab & Co. Products and services received may also include practice management aids and discounts from vendors.

Investment advice is an integral part of financial planning. In addition, CenterPoint Financial, Inc. advises clients regarding cash flow, college planning, retirement planning, tax planning, charitable giving, general real estate decisions, and estate planning.

Investment advice is provided with the client making the final decision on investment selection. CenterPoint Financial, Inc. does not act as a custodian of client assets. The client always maintains asset control. CenterPoint Financial, Inc. places trades for clients under a limited power of attorney executed with the custodian when the account is set up.

A written evaluation of each client's initial situation is provided to the client, often in the form of a net worth statement or periodic review by email. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur. CenterPoint collaborates with these other professionals on behalf of the client, as appropriate, and with the authorization of the client. CenterPoint is not compensated for this work outside of the regular fee structure.

The initial meeting, which may be by telephone, 802-225-1314, is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

Principal Owner

Priscilla N. Gilbert, CFP® is a 100% stockholder.

Types of Advisory Services

CenterPoint Financial, Inc. provides two types of services to clients:

1. Investment Supervisory Services, also known as assets under management services, include establishing a client's risk tolerance, time frames, income needs and goals, and then designing and monitoring an investment, savings and cash flow plan to attain those goals on an ongoing basis. For these clients, accounts are set up at Charles Schwab and Co., Inc. Institutional, and either client cash or securities are deposited in the accounts. CenterPoint Financial executes trades for the client portfolios to adjust and rebalance portfolio composition. These clients will have periodic scheduled meetings with the adviser.
2. Financial Planning Services, also known as hourly or retainer services, are for those clients who are working with the adviser on a Financial Planning only basis, CenterPoint Financial gives counsel on cash flow, investing, tax, college, retirement and estate planning or other areas of interest to the client, on an as requested basis. There is not ongoing management involved with a Financial Planning engagement.

CenterPoint Financial furnishes investment advice through consultations; issues articles on the www.CenterPoint-Financial.com website; issues special reports to clients about securities or other financial planning issues; and may issue charts, graphs, formulas, or other devices which clients may use to evaluate securities.

On more than an occasional basis, CenterPoint Financial, Inc. furnishes advice to clients on matters not involving securities, such as financial planning matters, taxation issues, real estate decisions, charitable giving and trust services that often include estate planning.

As of 3/13/2017, CenterPoint Financial, Inc. manages approximately \$40 Million in assets for approximately 65 clients.

Tailored Relationships

The goals and objectives for each client are documented in a client relationship management (CRM) system, or in an investment policy statement on a case by case basis. Investment policy statements are created that reflect the client's stated goals and objectives. Clients may impose restrictions on investing in certain securities or types of securities.

CenterPoint Financial offers socially screened investing to clients who indicate a need for, or interest in, an investment portfolio sensitive to Environmental, Social and Governance (ESG) issues.

CenterPoint does not offer its clients wrap fee programs.

Types of Agreements

The following two types of agreements define the typical client relationships: Financial Planning, and Investment Supervisory Services.

Financial Planning Agreement

A financial plan is designed to help the client with all aspects of financial planning without ongoing investment management after the financial plan is completed.

The financial plan may include, but is not limited to: a net worth statement; a cash flow statement; a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations; general tax planning; a review of retirement accounts and employer sponsored retirement plans including recommendations; a review of insurance policies and general recommendations for changes, if necessary; one or more retirement scenarios; estate planning review

and recommendations; and education planning with funding recommendations. CenterPoint Financial does not provide specific legal or tax advice.

General investment advice and specific recommendations may be provided as part of a financial plan. The client is responsible for implementation of the recommendations, and CenterPoint Financial will not monitor the plan nor the investments.

Hourly bills will be submitted to the client at least quarterly as work is completed, or at the completion of the work. Retainer based agreements will be billed in quarterly payments (or until completion of the work) as billed by CenterPoint Financial. Bills are due and payable within 30 days.

Clients utilizing the Institutional Intelligent Portfolio (IIP) System through Schwab Wealth Investment Advisory Inc. (SWIA) will be billed quarterly or annually based on the extent of the hourly financial planning services provided.

Investment Supervisory Services Agreement

Many CenterPoint Financial clients choose to have the firm manage their investments in order to obtain ongoing in-depth advice and life planning. All aspects of the client's financial affairs are reviewed, including their financial relationship with their children and parents. Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

The scope of the work and the fee for an *Investment Supervisory Services Agreement* is provided to the client in writing prior to the start of the relationship. This may include cash flow management advice; investment management (including performance reporting); general insurance and liability review; education planning; retirement planning; charitable planning; general estate planning; and general tax planning, as well as the implementation of recommendations within each area. CenterPoint Financial does not provide specific legal or tax advice.

The *Investment Supervisory Services Agreement* is an ongoing agreement, and the length of service to the client is at the client's discretion. The client or the investment manager may terminate an Agreement by written notice to the other party. See Termination on page 4. At termination, fees billed will be refunded on a pro rata basis for the number of days remaining in the quarter. Refunds will be made within 30 days of receipt of written notice of termination.

Outside held assets: Clients often ask for advisement on other assets in their portfolio not held in a custodial account at Schwab. These Assets may be held in an account such as a retirement plan at TIAA, Vanguard, Fidelity or other custodian. These assets need to be considered as part of a clients' overall financial situation and as such, the client may request CenterPoint Financial to advise on and incorporate these assets into the overall investment plan. In this case the firm will advise and the client will be billed 50 Basis points or 0.5% annually based on the latest quarter end value of the outside held account. These fees will be billed to the client on a quarterly statement to be paid by the client by check.

Institutional Intelligent Portfolios (IIP): CenterPoint offers an automated, online investment management platform through Schwab Wealth Investment Advisory, Inc. (SWIA). Through the IIP System, the client establishes an account and selects the appropriate investment strategy. The portfolio is managed automatically by a SWIA algorithm offering periodic rebalancing and tax harvesting. This system includes an online questionnaire to determine the client's investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. This system is available for clients who do not need the full services of CenterPoint or who do not meet

CenterPoint's minimum account size. Generally, these are CenterPoint hourly clients who are under a Financial Planning Agreement. CenterPoint does not actively manage these accounts but will assist the client in setting up the account(s) on the electronic platform and confirming that the System recommended portfolio is appropriate to the client. Clients utilizing the IIP System will compensate CenterPoint for hourly financial planning services. Schwab assesses CenterPoint 10 basis points (0.10%) per annum for the client's use of the platform, based on the size of the account. This fee is assessed directly to CenterPoint and will be billed to the client within the hourly financial planning billing structure. CenterPoint does not retain any portion of that IIP platform fee.

Asset Management

Assets are invested primarily in no-load mutual funds and exchange-traded funds, through Charles Schwab and Company, Inc., Institutional - the custodian.

Stocks and bonds may be purchased or sold through a Schwab account when appropriate. These purchases can be on an unsolicited (requested by the client) or solicited (recommended by CenterPoint Financial) basis. Investments may also include: equities (stocks), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company securities, variable annuities, and mutual fund shares, U. S. government securities. Initial public offerings (IPOs) may be available through CenterPoint Financial, Inc. on a rare and case by case basis or by specific client request.

Schwab charges a discounted fee for stock and bond trades. CenterPoint Financial, Inc. does not receive any compensation, in any form, from fund companies, commissions, incentives, bonuses or the like.

CenterPoint Financial does receive, from Charles Schwab & Co., securities research, other market data, research, software and other technology. Products and services received may also include practice management aids and discounts from vendors. As an investment industry professional, the firm may receive complimentary subscriptions and training.

Termination of Agreement

A Client may terminate any of the aforementioned agreements at any time by notifying CenterPoint Financial, Inc. in writing. Likewise CenterPoint Financial may terminate a client agreement by notifying them in writing.

In the case of an Investment Supervisory Service Agreement wherein the client paid for the quarter in advance, CenterPoint Financial, Inc. will refund any unearned portion of the advance payment pro rata based on the number of days remaining in the quarter. Fees will cease upon the receipt of written notice from the Client. Upon termination of the Agreement, CenterPoint Financial, Inc. shall perform no further functions whatsoever with respect to the account except for immediately de-linking the accounts at the Custodian.

Refunds will be made within 30 days of written notice of termination.

However, at the time of entering into the contract, the client has a right to terminate the contract without penalty within 5 business days after entering into the contract.

In the case of a Financial Planning Services Agreement, the client may notify CenterPoint Financial of a termination of the agreement in writing, and CenterPoint Financial will bill for the work performed up to the date of termination. At the time of entering into the contract, the client has a right to terminate the contract without penalty within 5 business days after entering into the contract. Services provided prior to contract termination will be billed immediately and materials prepared to date will be provided to the client.

Fees and Compensation

Description

CenterPoint Financial, Inc. bases its fees on a percentage of assets under management, hourly charges, and fixed retainer fees.

Fee Billing

Investment Supervisory Services Agreement management fees are billed quarterly, in advance, meaning that we invoice the client before the three-month billing period has begun based on the previous quarter end account value. Fees are usually deducted from a designated client account at Schwab to facilitate billing. The client must consent in advance to direct debiting of their investment account.

The annual Investment Supervisory Services Agreement fee is calculated on a percentage of the investment assets under management (AUM) in a Schwab Institutional account on the last day of the quarter according to the following schedule:

- 1.25% on the first \$499,999 of assets;
- 1.00% on assets from \$500,000 to \$1,999,999; and
- 0.70% on assets \$2,000,000 and above.

The fee is billed in advance of the coming quarter. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation.

The minimum account size is \$500,000. Fees may be negotiable under certain circumstances. Current client relationships may exist where the account size and fees are lower than the fee schedule above.

Fees for Financial Planning Services Agreement clients are billed quarterly or as the work is completed with the balance due quarterly as billed or due upon delivery of the financial plan.

The fee for a financial plan is predicated upon the facts known at the start of the engagement. The minimum fee is \$780 billed at \$195 per hour for personal financial planning; there is a 4 (four) hour minimum. Business financial planning is billed at \$300 per hour with a 4 (four) hour minimum. Since financial planning is a discovery process, situations occur wherein the client is unaware of certain financial exposures or predicaments. Clients are billed at the completion of the work performed.

In the event that the client's situation is substantially different than disclosed at the initial meeting, a revised fee estimate will be provided for mutual agreement. The client must approve the change of scope in advance of the additional work being performed when a fee increase is necessary.

Alternately, CenterPoint Financial and the client may determine that a retainer based fee arrangement is appropriate. In such a case, the scope and nature of the engagement will be spelled out in the agreement, and a fixed/flat fee will be agreed upon. Clients are billed on an as completed basis.

Other Fees

Schwab may charge a transaction fee for the purchase of some funds if they are not on the One Source platform. CenterPoint Financial does not receive any portion of these fees.

Schwab will charge a commission on purchases of exchange-traded funds and individual stocks and a markup on individual bonds. CenterPoint Financial does not receive any portion of these fees. Please see more information about this in the section called Brokerage Practices on p. 10.

Institutional Intelligent Portfolios (IIP) platform fee: Schwab assesses CenterPoint 10 basis points (0.10%) per annum for the client's use of the IIP platform based on the size of the account. Schwab assesses CenterPoint 10 basis points (0.10%) per annum for the client's use of the platform, based on the size of the account. This fee is assessed directly to CenterPoint and will be billed to the client within the hourly financial planning billing structure. CenterPoint does not retain any portion of that IIP platform fee. Clients do not pay brokerage commissions or any other fees to Charles Schwab & Co. as part of the Program. See complete description of IIP on page 3 in the section describing "Investment Supervisory Services Agreement".

Expense Ratios

Mutual funds generally charge a management fee for their services. The management fee is called an expense ratio that is disclosed in the fund prospectus. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% annually for their services. CenterPoint Financial does not receive any portion of these fees.

These fees are in addition to the fees paid by the client to CenterPoint Financial, Inc. Investment performance is reported after fees.

Past Due Accounts and Termination of Agreement

CenterPoint Financial, Inc. reserves the right to stop work on any account that is more than 30 days overdue. In addition, CenterPoint Financial, Inc. reserves the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in CenterPoint Financial, Inc.'s judgment, to providing proper financial advice. Any unused portion of fees collected in advance will be refunded within 30 days.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

CenterPoint Financial, Inc. does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk than is appropriate for the client.

Types of Clients

Description

CenterPoint Financial, Inc. generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations or business entities, or endowments.

Client relationships vary in scope and length of service.

Account Minimums

The minimum account size follows the following guidelines:

When an account falls below the \$300,000 in value, CenterPoint Financial, Inc. may request that the client sign an Hourly Agreement if assets have diminished significantly.

Exceptions will apply to employees of CenterPoint Financial, Inc. and their relatives, or relatives

of existing clients.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include:

- fundamental analysis studying the prospects for a security's performance based on industry, economic, global, and market conditions;
- charting by evaluating a security's movement against a moving average of an index or candlestick charting which notes the trading highs and lows of a security;
- cyclical analysis by determining where we are in the market or economic cycle relative to demand for the commodity, product, service, or index on which the security is based;
- and, technical analysis by tracking the trend of a security's historic and immediate price.
- Important points in portfolio construction and security selection are relative to the client's time horizon and risk tolerance.

The main sources of information include financial newspapers and magazines, websites, evaluations of corporate activities, whitepapers, webinars, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that CenterPoint Financial, Inc. may use include Morningstar Advisor mutual fund and ETF publications and databases, Charles Schwab & Company's "Advisor Center" service, Bloomberg, Marketwatch, retail advisor resources and the World Wide Web.

Investment Strategies

The primary investment strategy used on client accounts is strategic asset allocation utilizing a core and satellite approach. This means that we may use active or passively- managed mutual funds and exchange-traded funds (ETF) as the core investments, and then add targeted actively-managed funds or ETF's where there are greater opportunities to make a profit. Portfolios are globally diversified to control the risk associated with traditional markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. Each client executes an Investment Policy Statement or statement of goals that states their objectives, income or growth goals and their desired investment strategy. A significant change in a client's situation may necessitate that the client execute a new Investment Policy Statement to ensure the appropriateness of future investments.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Investing in securities involves a risk of loss that you, as a client should be prepared to bear. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

- Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

- **Market Risk:** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power is eroding at the rate of inflation.
- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like. Sustainable energy companies likewise face longer technology adoption periods and market penetration hurdles to profitability.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

CenterPoint Financial, Inc. is a Registered Investment Adviser firm and is not registered as a securities broker-dealer; and is not registered as a futures commission merchant, commodity pool operator or commodity trading advisor.

Affiliations

CenterPoint Financial, Inc. has arrangements that are material to its advisory business and its clients with Charles Schwab and Company, Inc. Institutional who is a custodian of client assets for Registered Investment Advisers.

CenterPoint Financial, Inc. is not affiliated with any investment company, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

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

Code of Ethics

The employees of CenterPoint Financial, Inc. have committed to a Code of Ethics.

CENTERPOINT FINANCIAL Code of Ethics

<http://www.napfa.org/about/CodeofEthics.asp>

CenterPoint Financial adopts the NAPFA code of ethics, and annually adopts and certifies employee's adherence to the code. In addition, CFP® designation (the Certified Financial Planner is a standard requirement for the firm's advisers) requires a similar code and completion of Continuing education hours and an ethics course every two years. A copy of this Code of Ethics will be provided to any client or prospective client and can be reviewed at <http://www.cfp.net/about-cfp-board/ethics-enforcement>.

NAPFA Code of Ethics

Objectivity: NAPFA members strive to be as unbiased as possible in providing advice to clients and NAPFA members practice on a fee-only basis.

Confidentiality: NAPFA members shall keep all client data private unless authorization is received from the client to share it. NAPFA members shall treat all documents with care and take care when disposing of them. Relations with clients shall be kept private.

Competence: NAPFA members shall strive to maintain a high level of knowledge and ability. Members shall attain continuing education at least at the minimum level required by NAPFA. Members shall not provide advice in areas where they are not capable.

Fairness & Suitability: Dealings and recommendation with clients will always be in the client's best interests. NAPFA members put their clients first.

Integrity & Honesty: NAPFA members will endeavor to always take the high road and to be ever mindful of the potential for misunderstanding that can accrue in normal human interactions. NAPFA members will be diligent to keep actions and reactions so far above board that a thinking client, or other professional, would not doubt intentions. In all actions, NAPFA members should be mindful that in addition to serving our clients, we are about the business of building a profession and our actions should reflect this.

Regulatory Compliance: NAPFA members will strive to maintain conformity with legal regulations.

Full Disclosure: NAPFA members shall fully describe method of compensation and potential conflicts of interest to clients and also specify the total cost of investments.

Professionalism: NAPFA members shall conduct themselves in a way that would be a credit to NAPFA at all times. NAPFA membership involves integrity, honest treatment of clients, and treating people with respect.

Participation or Interest in Client Transactions

CenterPoint Financial, Inc. and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades.

Personal Trading

The Chief Compliance Officer of CenterPoint Financial, Inc. is Priscilla N. Gilbert, CFP®. She reviews all employee trades each quarter. Her trades are reviewed by Schwab Performance Technologies, on a daily basis. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment. Since most employee trades are small mutual fund trades, stock or bond trades or exchange-traded fund trades, the trades do not affect the securities markets.

Brokerage Practices

Selecting Brokerage Firms

CenterPoint Financial, Inc. does not have any affiliation with product sales firms. Specific custodian recommendations are made to Clients based on their need for such services. CenterPoint Financial, Inc. recommends a custodian based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

CenterPoint Financial, Inc. in most instances recommends Charles Schwab and Company, Inc. Institutional as a qualified custodian.

CenterPoint Financial, Inc. does not receive fees or commissions from any of these arrangements. However, CenterPoint does receive a benefit from Schwab as the custodian because CenterPoint receives research, technology and services at a reduced cost or no cost. This could be considered an incentive to recommend the custodian, and could be considered an incentive above the clients' interest.

From time to time a client may execute their own trades in a particular security, referred to as direct brokerage. In this circumstance, the client might not obtain the security at the same low cost structure as the adviser.

Best Execution

CenterPoint Financial, Inc. reviews the execution of trades at Schwab each quarter. The review is documented in the CenterPoint Financial, Inc. Schwab Portfolio Technologies (SPT) management system. Trading fees charged by Schwab are also reviewed on an as executed basis from confirmation statements sent by the custodian. CenterPoint Financial, Inc. does not receive any portion of the trading fees.

Soft Dollars

CenterPoint Financial, Inc. receives software from Charles Schwab & Co. because client assets are custodied at Schwab. All custodial clients benefit from this service as it reduces the firm's overall expenses and increases efficiency and accuracy.

CenterPoint Financial, Inc. receives from Charles Schwab & Co. securities research, other market data, research, software and other technology. Products and services may also include practice management aids and discounts from vendors. The selection of Charles Schwab & Company as a custodian for clients is not affected by this nominal credit.

Clients who do not use the custodial services of Schwab but who hire the firm as an hourly or

retainer based adviser benefit from CenterPoint Financial's receipt of these soft dollar arrangements by access to research on investments that is available, and practice management tools that the firm employs that are procured from the custodian. These benefits are included in the hourly or retainer based fee.

Order Aggregation

Most trades are mutual funds or exchange-traded funds where trade aggregation does not garner any client benefit. In most instances, trades are not aggregated so trades may cost slightly more.

Review of Accounts

Periodic Reviews

Account reviews are performed at least quarterly by Priscilla N. Gilbert, CFP® - President and Chief Compliance Officer. Account reviews are performed more frequently when market conditions or client situations dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new economic or investment information, and changes in a client's own situation.

Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to, or detract from, the investment objectives of the client.

Investment Supervisory Service (AUM) clients receive written quarterly updates. The written updates may include a net worth statement, portfolio performance report, portfolio appraisal, realized gain and loss report, and a summary of objectives and progress towards meeting those objectives.

Financial Planning Services Agreement clients receive quarterly or more frequent progress reports until the engagement is completed; thereafter they do not receive reports.

Client Referrals and Other Compensation Incoming Referrals

CenterPoint Financial, Inc. is fortunate to receive many client referrals. The referrals come from existing clients, estate planning attorneys, accountants, other professional relationships, friends, and other similar sources. The firm does not compensate referring parties for these referrals. CenterPoint receives no economic benefit from a third party for providing investment advice to clients. Fees from the clients are CenterPoint's only source of income.

Referrals Out

CenterPoint Financial, Inc. does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Custody

Account Statements

Assets are held at the qualified custodian, Schwab Institutional, which means the custodian provides account statements directly to clients at their address of record at least quarterly. All client assets are

deposited directly to their account at the custodian; there is no commingling of CenterPoint Financial assets and client assets. All checks to be deposited to the client's account are written to: Charles Schwab and Co., Inc. Institutional, or the client's own name, and are deposited or mailed to Schwab & Co. by first class mail the same business day they are received by the adviser. Clients should review the statements that they receive from the custodian.

Investment Supervisory Services Agreement client fees received by CenterPoint Financial are not calculated for a period greater than 3 months (one quarter) in advance.

Performance Reports

Clients are urged to compare the account statements received directly from Schwab to the performance report statements provided by CenterPoint Financial, Inc.

Net Worth Statements

Clients are frequently provided net worth statements and net worth graphs that are generated from our client relationship management system, financial planning system, portfolio management system, or an excel spreadsheet program. Net worth statements contain approximations of bank account balances provided by the client, as well as the value of land and hard-to-price real estate. The net worth statements are used for long-term financial planning where the exact values of assets are not material to the financial planning tasks.

Investment Discretion

Discretionary Authority for Trading

CenterPoint Financial, Inc. accepts discretionary trading authority to manage securities accounts on behalf of clients. CenterPoint Financial, Inc. has the authority, after the client approves their unique investment policy and the general plan for the asset classes, types, allocation, and the general amount of securities, to determine, without obtaining specific client consent, the securities that are bought or sold, and the exact time and quantity of the securities to be bought or sold. Discretionary trading authority facilitates placing trades in client accounts on a client's behalf so that CenterPoint can promptly implement, adjust and rebalance the investment policy and general plan that the client has approved.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. The client signs a limited power of attorney so that we may execute the trades that were approved by the client.

Voting Client Proxies

Proxy Votes

CenterPoint Financial, Inc. does not vote proxies on securities. Clients are expected to vote their own proxies. When assistance on voting proxies is requested, CenterPoint Financial, Inc. will provide recommendations to the Client. If a conflict of interest exists, it will be disclosed to the Client.

Financial Information

Financial Condition

CenterPoint Financial, Inc. does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required to be provided because CenterPoint Financial, Inc. does not serve as a custodian for client funds or securities, and does not require prepayment of fees of more than \$500 per client six months or more in advance.

No officer nor employee of CenterPoint has been the subject of a bankruptcy petition at any time.

Requirements for State Registered Advisers

Outside Activities

CenterPoint Financial, Inc. is not affiliated with any investment company, commodity pool operator, commodity trading adviser or futures commission merchant, banking or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

Neither CenterPoint's officer, management persons nor employees have any relationship or arrangement with any issuer of securities.

Business Continuity Plan

General

CenterPoint Financial, Inc. has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event, biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location.

Loss of Key Personnel

CenterPoint Financial, Inc. has an agreement with Joyce Smith Cole, CFP® to assume control of CenterPoint Financial, Inc. in the event of Priscilla N. Gilbert, CFP®'s serious disability or death until a suitable replacement can be found or the business sold.

Information Security

CenterPoint Financial, Inc. maintains an information security program to reduce the risk that clients' personal and confidential information may be breached.

Privacy Notice

CenterPoint Financial, Inc. is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from a client may include information about personal finances, information about health to the extent that it is needed for the financial planning process, information about transactions between the client and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to clients' attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by:

Telephone: 802-225-1314 USPS mail

and Ground carrier:

CenterPoint Financial, Inc. 30 Center Road

Montpelier, VT 05602

Fax: 802-225-8912

Email: pgilbert@centerpoint-financial.com Or, in person.

With your permission, we share a limited amount of information about you with our custodian or your own brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about a client will be maintained while engaged in a client relationship, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify clients in advance if our privacy policy is expected to change. We are required by law to deliver this Privacy Notice to you annually, in writing.

CENTERPOINT FINANCIAL, INC.- Privacy Policies and Procedures

Introduction

CenterPoint Financial, Inc. is an investment adviser registered with the Vermont Department of Financial Regulation – Securities Division under the Vermont Uniform Securities Act (the “Act”) effective July 1, 2006. CenterPoint Financial, Inc. has adopted the following policies and procedures in order to comply with the Act’s Regulation S-2000-1 Privacy of Consumer Financial and Health Information rule.

Privacy of Consumer Financial and Health Information rule (as detailed in Exhibit 5.1 to Order 06-433 of the Vermont Uniform Securities Act (Regulation S-2000-1)) requires CenterPoint Financial to:

- (1) Provide notice to individuals about its privacy policies and practices on an annual basis;
- (2) Describe the conditions under which the investment adviser may disclose nonpublic personal information about individuals to nonaffiliated third parties;
- (3) Provide a method for clients to prevent disclosure of their nonpublic personal information to nonaffiliated third parties except as required by law of the federal Fair Credit Reporting Act and Vermont Fair Credit Reporting Act; and
- (4) Establish procedures to ensure the protection of clients’ nonpublic personal information.

Individuals to Whom Privacy Policies Apply

CenterPoint Financial’s privacy policies apply to any individual (natural person) from whom the adviser obtains nonpublic personal information in connection with the individual receiving a financial product or service. This individual is referred to as a “consumer” under Regulation S-2000-1. Any individual who has received any advisory services from the investment adviser is a consumer for purposes of Regulation S-2000-1. Any individual who has applied for advisory services and in the process provided nonpublic personal information to CenterPoint Financial would also be considered a consumer under Regulation S-2000-1. A “consumer” who establishes an on-going client relationship with CenterPoint Financial is termed a “customer” under Regulation S-2000-1 and is entitled to full privacy protection under the rule.

CENTERPOINT FINANCIAL, INC.- Notice of Privacy Policy

1. What is the purpose of this Notice of Privacy Policy?

CenterPoint Financial, Inc. is an investment adviser registered with the Vermont Department of Financial Regulation – Securities Division. CenterPoint Financial is providing this Notice of Privacy Policy in order to comply with the Vermont Uniform Securities Act (Regulation S-2000-1). More specifically, we want you to know what type of information we collect about you and how we use that information.

2. What information do we collect about you?

We collect the following types of nonpublic personal information about you: Information we receive from you on your application for advisory services and related forms. Information about your advisory services and transactions with us, our affiliates and third parties not affiliated with us that are used by us to provide our advisory services to you.

3. To whom do we disclose your nonpublic personal information?

We disclose your nonpublic personal information to only the following persons:

The companies you authorize us to use to provide advisory services to you, for example, the custodian for your account. The companies we use to carry out the services you authorize us to provide, for example, your accountants, your lawyers and the like.

4. What information do we disclose about you to these parties?

We may disclose the following kinds of nonpublic personal information about you: Information we receive on your application for services or client questionnaire, such as, your name, social security number, assets, income, and information about the transactions in your account.

5. How do we safeguard your nonpublic personal information?

We restrict access to nonpublic personal information about you to those employees and service providers (like custodians) who need to know that information in order for us to carry out the advisory services that you have asked us to provide you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.

6. If I have questions about this Notice of Privacy Policy, to whom do I direct my questions?

Questions about CenterPoint Financial Inc.'s Notice of Privacy Policy should be directed Priscilla N. Gilbert, CFP® who can be reached at: 802-225-1314 or pgilbert@centerpoint-financial.com.

GLOSSARY OF SELECTED TERMS

1. **Affiliate:** any entity company that controls, is controlled by, or is under common control with another entity.
2. **Consumer:** an individual or an individual's legal representative that obtains or has obtained a financial product or service to be used primarily for personal, household, or family purposes. A person becomes a consumer even if the application is withdrawn or denied. A visitor to a financial institution's website may become a "consumer."
3. **Customer:** a consumer that has an ongoing relationship with the financial institution, whereby the financial institution is providing one or more financial products or services to the consumer – e.g., an investment adviser's client, an investor in a private fund or a mutual fund shareholder.
4. **Joint Agreement:** A written contract through which one or more financial institutions jointly offer, endorse, or sponsor a financial product or service.
5. **Necessary to effect, administer, or enforce:** Disclosures that are necessary to provide the services that the consumer or customer have authorized. For example:

The disclosure is required, or is a usual, appropriate, or acceptable method, to carry out the transaction or the product or service business of which the transaction is a part, and record or service or maintain the consumer's account in the ordinary course of providing the financial service or financial product, or to administer or service benefits or claims relating to the transaction or the product or service business of which it is a part, and includes:

- Providing the consumer or the consumer's agent or broker with a confirmation, statement, or other record of the transaction, or information on the status or value of the financial service or financial product.
- The disclosure is required, or one of the lawful or appropriate methods, to enforce the rights of the financial institution or of other persons engaged in carrying out the financial transaction, or providing the product or the service;
- The disclosure is required, or is a usual, appropriate or acceptable method, in connection with the authorization, settlement, billing, processing, clearing, transferring, reconciling, or collection of amounts charged, debited, or otherwise paid using a debit, credit or other payment card, check, or account number, or by other payment means.
- The transfer of receivables, accounts or interests therein; or the audit of debit, credit or other payment information.

6. **Nonaffiliated third party:** any entity that is not an affiliate of, or related by common ownership or affiliated by corporate control with, the financial institution, but does not include a joint employee of such institution.

7. Nonpublic Personal Information includes:

Any personally identifiable financial information; provided by a consumer to a financial institution; resulting from any transaction with the consumer or any service performed for the consumer; or otherwise obtained by the financial institution.

For example, any list, description, or other grouping of consumers (and publicly available information pertaining to them) that is derived using any personally identifiable financial information that is not publicly available information – e.g., a list of persons (and their publicly listed telephone numbers) who have disclosed income or investment information.

This brochure supplement provides information about the investment adviser representatives of CenterPoint Financial, Inc. that supplements the CenterPoint Financial, Inc. brochure. You should have received a copy of that brochure. Please contact Priscilla N. Gilbert, CFP[®], President, 802-225-1314 if you did not receive CenterPoint's brochure or if you have any questions about the contents of this supplement. Additional information about the investment adviser representatives is available on the SEC's website at www.adviserinfo.sec.gov.

Brochure Supplement (Part 2B of Form ADV) March 13, 2017

Owner and Investment Adviser Representative Professional background

Priscilla N. Gilbert, CFP[®], President

Investment Adviser Representative

CenterPoint Financial, Inc.
30 Center Road
Montpelier, VT 05602
802-225-1314

Date of Birth: August 21, 1976

Educational Background:

- Boston College- B.S. degree in Sociology; Faith, Peace and Justice (1999).
- College for Financial Planning, Certified Financial Planner Certification Professional Education Program, 2010-2013

Business Experience:

- CenterPoint Financial, Inc.- Montpelier , VT – President and Investment Adviser Representative; (2014 - Present)
- College for Financial Planning, Candidate for Certified Financial Planner[™]. Completed five required course units and completion exams. Passed comprehensive qualifying exam to obtain the industry designation. (2010-2014)
- J. Cole Financial Advisers, Inc, Investment Adviser Representative - Gansevoort, NY (2010-2014)
- Norwich University, Assistant Vice-President for Development –Northfield, VT (2009-2010)
- Norwich University, Director of Planned Giving –Northfield, VT (2002-2009)
- Merrill Lynch, Pierce, Fenner & Smith, Inc., Financial Advisor - Seattle. WA (2000-2001)
- Scandia Jewelers - Seattle, WA (1999-2000)

Professional memberships:

- National Association of Personal Financial Advisors (NAPFA) (Please see NAPFA Code of Ethics on page 9 and NAPFA membership requirements on page 21.)

Professional Designations:

- Certified Financial Planner[™] (Please see CFP[®] definitions on page 21)

Disciplinary Information: None
Other Business Activities: None
Additional Compensation: None
Bankruptcy Petition: None

Joyce Smith Cole, CFP®

Investment Adviser Representative

CenterPoint Financial, Inc.
P.O. Box 40 Gansevoort, NY
12831
518-793-4507

Date of Birth: November 27, 1944

Educational Background:

- Michigan State University- B.S. degree in Marketing & Human Ecology (1966)
- University of Connecticut, MBA Marketing & Finance (1978 partial MBA)
- College for Financial Planning- CFP™(Certified Financial Planner) Designation (1995)
- School of Theology at The University of the South in Sewanee- Education for Ministry (EfM) Diploma (2006-2010)

Business Experience:

- Market research, marketing consultant, retail, business evaluation and brokerage, and child rearing (1968-1985)
- Helmsley-Greenfield and Company Real Estate, Realtor - Philadelphia, PA (1985-1989)
- Lincoln Investment Planning, Inc., Securities broker and insurance agent - Philadelphia, PA (1989-1996)
- Lincoln Benefits Group, Sr. Benefits consultant - Philadelphia, PA (1990-1996)
- J. Cole Financial Advisers, Inc., President/Owner - Philadelphia, PA and Gansevoort, NY (1996-2014)

Professional Designations:

- Certified Financial Planner™ (Please see CFP® definitions on page 21)

Professional memberships:

- National Association of Personal Financial Advisors (NAPFA) (1996-current)
- Financial Planning Association of Northeastern New York (FPANENY)

Disciplinary Information: None
Other Business Activities: None
Additional Compensation: None

Patricia Valentine

Client Service Associate

Educational Background:

- B.A., English, Boston College, 1990
- M.A., English Literature, University of Connecticut, 1992

Business Experience:

- CenterPoint Financial, Inc., Client Service Associate – Montpelier, VT (2015 - Present)
- Onion River Sports, Bookkeeping Assistant – Montpelier, VT (2009 – Present)
- Everybody Wins, Program Coordinator – Montpelier, VT (2006 – 2015)
- New England Culinary Institute, Admissions Representative and Financial Planner – Montpelier, VT (1995 – 2004)

CenterPoint has adopted these Education and Business Standards CenterPoint Financial, Inc. requires that advisors in its employ have a bachelor's degree and further coursework demonstrating knowledge of financial planning, tax and estate planning. Examples of acceptable coursework include: an MBA, a CFP®, a CFA, a ChFC, JD, CTFA, EA or CPA. Additionally, advisors must have work experience that demonstrates their aptitude for financial planning and investment management.

Definitions of Advisor Professional Certifications

Advisors have earned certifications and credentials that are required to be explained in further detail.

Certified Financial Planner (CFP®): Certified Financial Planners are licensed by the CFP™ Board to use the CFP® mark. CFP® certification requirements:

- Bachelor's degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP® Board (www.CFP.net).
- Successful completion of the CFP® Certification Exam.
- Three-year qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.
- Annually renew adoption of practice standards and every two years complete an ethics certifying course.

National Association of Personal Financial Advisers (NAPFA):

NAPFA members live by three important values:

- To be the beacon for independent, objective financial advice for individuals and families.
- To be the champion of financial services delivered in the public interest.
- To be the standard bearer for the emerging profession of financial planning.

Standards of Membership and Affiliation

(See <http://www.napfa.org/membership/OurStandards> for details)

1. NAPFA's definition of a Fee-Only financial planner
2. Prohibition of certain ownership interests and employment relationships
3. Compliance with NAPFA standards and industry regulations
4. Prompt notification of certain disciplinary and legal events.

Supervision:

Priscilla N. Gilbert, CFP® supervises all activities, securities and portfolio transactions through our client relationship management system.

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

Schwab Advisor Services of Charles Schwab & Co. Institutional supervises and reviews all accounts and transactions. Schwab Performance Technologies supervises all account trades, performance reporting and billing preparation.

Joyce Smith Cole, CFP® is supervised by Priscilla N. Gilbert, CFP®, President. Ms. Gilbert reviews Ms. Cole's work through frequent office interactions as well as remote interactions. Ms. Gilbert also reviews Ms. Cole's activities through our client relationship management system.

Jennifer Church - Contingent Supervisor and Assistant for Portfolio Management Services - is available to handle company transactions and communication with Schwab Institutional and CenterPoint Financial clients, as needed, in the event of a disaster or emergency. Ms. Church's experience as a Supervisor of Portfolio Administrative Services and Securities Trader for two Registered Investment Advisers qualifies her to serve in this supportive capacity.

Supervisor's contact information:

Priscilla N. Gilbert, CFP®

pgilbert@centerpoint-financial.com

802-225-1314

Charles Schwab Advisor Services Schwab
Performance Technologies
800-528-9595 *3
