

Item 1 – Cover Page



**Form ADV Part 2A
Disclosure Brochure**

June 24, 2015

**77 College Street, 4th floor
Burlington, VT 05401
(802) 864-2266**

www.rockpointadvisors.com

This brochure provides information about the qualifications and business practices of Rock Point Advisors, LLC. If you have any questions regarding the contents of this brochure, please contact our Chief Compliance Officer, Brian R. Culver, by telephone at (802) 864-2266 or by email at brian@rockpointadvisors.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Rock Point Advisors, LLC is available on the SEC's website at www.adviserinfo.sec.gov. Rock Point Advisors' SEC number is 801-62923.

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

Item 2 – Material Changes

We will ensure that our clients receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our fiscal year (December 31st). This communication will include an offer to provide a copy of the complete updated Brochure. We will provide an interim update only if there is information material to our advisory relationship.

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Item 4 – Advisory Business

A. Description of the Advisory Firm

Rock Point Advisors, LLC (“Rock Point”) is an investment advisory firm registered with the United States Securities and Exchange Commission (“SEC”). The business is organized as a Limited Liability Company in Vermont and was founded in 2004 by Michael Huffman and Todd Wulfson, who remain the principal owners.

B. Types of Advisory Services

Rock Point provides portfolio management and investment counseling services. Accounts are established with a qualified custodian by the client, who grants Rock Point the authority to make trades in each account.

Our investment strategy utilizes publicly-traded equities, fixed income securities, exchange traded funds, open and closed-end mutual funds, and cash securities.

C. Client-Tailored Advisory Services

Rock Point manages portfolios in the context of each client’s financial objectives and risk tolerances. Counsel is provided as each client’s investment policy is established and as needed thereafter. This policy is spelled out in the Investment Policy Statement (“IPS”), a document that concisely describes the factors influencing the choice of investment strategies. In addition, we may provide ancillary financial planning services to interested clients.

Rock Point's investing and screening processes are discussed in *Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss*. In the course of setting investment policy, clients may request that certain securities or types of securities be avoided in their account.

Accounts are reviewed on an ongoing basis (see *Item 13 – Review of Accounts*). It remains each client’s responsibility to promptly notify Rock Point if there is any change in their financial situation or objectives that would require a review and/or revision of Rock Point's understanding of the client’s appropriate investment policy. Rock Point is not responsible for verifying information received from the client or from other professionals working on behalf of the client.

If requested by the client, Rock Point may recommend the services of other professionals, such as tax preparers or attorneys. There is no requirement to engage the services of professionals we recommend.

D. Wrap Fee Programs

Rock Point provides portfolio management services to some clients via "wrap fee programs." In a wrap fee program a sponsoring broker offers its representatives a list of investment managers (such as Rock Point) who may be chosen to manage all or a portion of a client's account. There is no difference in our investment management approach between portfolios in a wrap fee program and portfolios where in Rock Point maintains a direct relationship with the client.

When Rock Point is selected to manage accounts in a wrap fee program, the client may receive no reporting, quarterly or otherwise, from Rock Point (reports are sent to the representative of the sponsoring broker instead) and the portion of the wrap fee that constitutes Rock Point's management fee may not be visible to the client. A client in a wrap fee program is expected to receive investment counseling services from his primary advisor. Rock Point does not typically prepare an Investment Policy Statement for these clients.

Wrap fee program management fees are established by Rock Point and the sponsoring broker. These fees may vary from the fee schedule shown in *Item 5 – Fees and Compensation*.

E. Assets Under Management (AUM)

As of December 31, 2014 Rock Point managed discretionary assets of \$304,128,700 and non-discretionary assets of \$894,254.

Item 5 – Fees and Compensation

A. Fee Schedule for Advisory Services

Fees related to investment management services are Rock Point's sole source of income. The fee is calculated as a percentage of assets under management (AUM). Our standard management fee schedule is:

Assets Under Management	Annual Fee
First \$500,000	1.20%
Next \$500,000	0.60%
Over \$1,000,000	0.50%

Rock Point's fees are separate and in addition to any fees or expenses (including transaction-based fees) charged by a custodian or broker. Rock Point's fees are also separate and in addition to the fees and expenses imbedded within an exchange-traded fund or mutual fund.

It is not our practice to discount fees; however, adjustments may be made for reasons such as account size or composition. The fee schedule is specified in each client's Investment Advisory Agreement ("IAA").

B. Payment of Fees

Rock Point typically deducts its investment management fee from the client's investment account(s). Upon engaging Rock Point to manage their account(s), clients grant Rock Point this limited authority through a written instruction to the custodian. The fee is billed in advance on a quarterly basis. A newly-managed account is charged a fee from the start date to the end of the quarter. The fee is based on the value of the account the day prior to the start date. Thereafter, the quarterly fee is based on the market value of the account on the last business day of the previous quarter. Related accounts are combined for the purpose of calculating an average fee level.

In some cases, Rock Point will directly bill a client for investment management fees if it determines that the billing arrangement is appropriate given the circumstances.

C. Client Responsible for Custodial and Brokerage Fees

In connection with Rock Point's management of an account, a client will incur fees and/or expenses separate from Rock Point's management fee as mentioned above in Item 5(A). These additional fees may include transaction-related fees and management fees related to exchange-traded funds and mutual funds. The client is responsible for all such fees and expenses. Please see *Item 12 – Brokerage Practices* for further details.

D. Prepayment of Fees and Account Closure

As noted in *Item 5(A)* above, investment management fees are generally paid in advance. Upon receiving notice from a client that he/she has terminated the investment management relationship, Rock Point will issue a refund equal to the unearned management fee for the remainder of the quarter.

E. Outside Compensation for the Sale of Securities to Clients

Investment management fees (see *Item 5(A)* above) are Rock Point's sole source of income. Rock Point receives no compensation for transaction activity or for the use of any particular investment products.

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

Rock Point does not charge any performance-based fees (fees based on a share of returns).

Item 7 – Types of Clients

Rock Point’s clients include individuals, trusts, partnerships, corporations, retirement plans, and charitable organizations. Under most circumstances, the minimum investment for a new relationship is \$500,000.

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

A. Methods of Analysis and Risk of Loss

We consider ourselves to be *value* investors. We believe that investing in a business at a favorable price leads to higher returns at lower levels of risk over periods of time measured in years. Rock Point’s methods of analysis include fundamental analysis and the use of thematic and/or “Socially Responsible” screens.

1. Fundamental analysis of a security entails attempting to measure its intrinsic value by examining company-specific factors, such as its financial condition, management, and competitive advantages, as well as macroeconomic factors, such as overall economy and industry conditions. The strategy seeks to purchase stocks that are trading below our estimation of intrinsic value.
2. Among the sources of investment ideas, we pay close attention to industries associated with basic human needs, such as those related to access to clean water, healthy food, “clean” or efficient use of energy, and education. Rock Point employs exclusionary and qualifying screens that evaluate environmental, social or governance factors for each investment opportunity.
3. In situations where Rock Point elects to invest in exchange traded funds or mutual funds, Rock Point examines multiple criteria such as current holdings, past performance, size, turnover, manager experience, process, and associated expenses.

Investing in securities involves a risk of loss. A client can lose all or a substantial portion of his/her investment. A client should be willing to bear such a loss.

B. Material Risks Involved

1. Fundamental analysis considers factors that determine a company’s intrinsic value based on expected future cash flow. The need to forecast future cash flow accurately and to select an appropriate discount rate adds to the risk that we may not value a security correctly.

Any strategy that focuses on individual securities introduces the risk of underperforming a market index.

2. Any investment strategy, including value and theme-based strategies, may be out-of-favor for an extended period of time, resulting in underperformance relative to a market index.

C. Unusual Risks of Specific Securities

Rock Point attempts to control risks specific to individual securities by constructing diversified portfolios and by monitoring client accounts regularly. There is no guarantee that these and other efforts to control risk will be successful.

Item 9 – Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary events that would be material in evaluating Rock Point or the integrity of Rock Point’s management. None of Rock Point’s ownership or staff has been subject to any legal or disciplinary events.

Item 10 – Other Financial Industry Activities and Affiliations

Beyond its own operations, neither Rock Point nor its staff has activity in the financial industry that merits mention.

Item 11 – Code of Ethics

A. Description of Our Code of Ethics

Rock Point has adopted a *Code of Ethics* (the “Code”) pursuant to SEC rule 204A-1. The Code requires that each employee place the interests of Rock Point’s clients ahead of their own. The Code covers fiduciary duty (defined as the duty to act solely in another party’s interests), personal securities transactions, insider trading, gifts, confidentiality and conflicts of interest.

A copy of Rock Point’s *Code of Ethics* can be obtained by contacting Brian R. Culver, Chief Compliance Officer at 802-864-2266 or brian@rockpointadvisors.com.

B. Recommendations Involving Material Financial Interests

Under the Code, Rock Point personnel are required to disclose any and all material financial interests as part of the ongoing compliance process. Client investments cannot be related to such material financial interests, should they exist.

C. Employee Investments in Same Securities as Clients

Personnel related to Rock Point are encouraged to invest in individual securities that also are holdings in Rock Point's investment strategies. Each related person is required to conduct all personal securities transactions in a manner that is consistent with the Code and to avoid any conflict of interest. No related person may misuse information about client accounts, abuse his or her position of trust and responsibility, or take inappropriate advantage of his or her position. Rock Point has a policy concerning individual trading by related persons that it believes is reasonably designed to minimize potential conflicts of interest with its clients. Rock Point also prohibits its related persons from trading, either personally or on behalf of others, in securities while in possession of material non-public information regarding such securities or communicating material non-public information to others.

D. Trading Securities At/Around the Same Time as Client's Securities

Rock Point's employee trading policy stipulates that client trades take priority over employee trades. The policy may be relaxed in certain situations: Some securities trade in sufficiently broad markets that employee trades may be completed without any measurable impact on prices. Open-end mutual funds are purchased or redeemed at prices specific to the transaction date. Such transactions are not likely to have influence on the share prices of such funds, and consequently are not restricted by the Code of Ethics.

Item 12 – Brokerage Practices

A. Selection of Custodians and Brokers

Rock Point does not maintain custody of the assets that we manage on our clients' behalf (though we may be deemed to have custody of those assets when clients grant us authority to withdraw our management fee from their accounts, see *Item 15 – Custody*, below). The client's assets must be maintained in an account at a "qualified custodian," generally a broker or bank. Rock Point maintains a relationship with a limited number of custodians. It is the client's responsibility to choose a custodian for each account. While we do not open accounts for clients, we often provide assistance.

If Rock Point is asked to recommend a qualified custodian, we will consider a range of factors, including:

- Capability to execute and settle trades (buy and sell securities for the client's account)
- Competitiveness of the price for transaction-related and other services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Quality of all services, i.e. handling documents, processing deposits and withdrawals
- Reputation, financial strength, and stability

- Prior service to us and/or to our clients

Client Brokerage and Custody Costs

The various qualified custodians generally do not charge separately for custody services but are compensated by charging commissions or other fees on trades that they execute or that settle into the client's account.

The custodian may also charge a flat fee (known as a “ticket charge”) for trades executed by an outside broker. The custodian’s ticket charge is in addition to any commission or other compensation that may be paid to the outside (executing) broker. In order to minimize client trading costs, Rock Point executes the majority of trades through each account’s custodian.

Use of Other Brokers and Best Execution

We have a duty to seek “best execution” of trades for our clients. There may be situations where Rock Point places trades with a broker other than the client’s custodian (as discussed in the previous section). In such cases the commissions and/or transaction fees paid comply with Rock Point's duty to obtain best execution. Rock Point clients may pay a commission that is higher than another broker might charge to effect the same transaction if Rock Point determines, in good faith, that the commission is reasonable in relation to the value of the services received.

Products and Services Available to Us from Custodians

The qualified custodians provide us and our clients with access to various services, such as institutional trading, reporting, and related services, some of which are not typically available to their retail customers. Custodians also provide support services to Rock Point. Some of those services help us manage or administer our clients’ accounts; while others help us manage and grow our business. These support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as our clients collectively maintain a minimum level of assets in accounts at the custodian. The following three sections provide additional information.

Services That Benefit Our Clients

Institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. Available products include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients.

Services That May Not Directly Benefit Our Clients

Custodians also make other products and services available to us that benefit us but may not

directly benefit our clients or their accounts. These products and services, such as investment research, assist us in managing and administering our clients' accounts. We may use this research for the benefit of all or a substantial number of our clients' accounts, including accounts not maintained at that specific custodian. In addition to investment research, custodians may also make available software and other technology that:

- Provides access to client account data (such as duplicate trade confirmations and account statements)
- Facilitates trade execution and allocates aggregated trade orders for multiple client accounts (block trading capabilities)
- Provides pricing and other market data
- Facilitates payment of management fees from clients' accounts
- Assists with back-office functions, recordkeeping, and client reporting

Services That Primarily Benefit Us

The custodians may also offer other services intended to help us manage and further develop our business. These services include:

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

Custodians may provide some of these services themselves. In other cases, they may arrange for third-party vendors to provide the services to us. Custodians may discount or waive fees for some or all of these services. Custodians may also provide us with other benefits, such as occasional business entertainment of our personnel.

Our Interest in These Relationships

The availability of these services from the custodians benefits us because we do not have to provide or purchase them as long as the required minimum level of assets is maintained. Beyond that, these services are not contingent upon us committing any specific amount of business to the custodians in terms of trading commissions or assets in custody.

Full Service Custodians and Wrap Fees

Some clients select full service custodians and may choose to pay a wrap fee as an alternative to per-trade commissions. In these situations Rock Point maintains a direct relationship with the client and provides our usual client communications as described in *Item 13 – Review of Accounts*. This differs from our portfolio management role as described in “Wrap Fee Programs” under *Item 4 – Advisory Business*.

In certain cases, the wrap fee is bundled with the Rock Point management fee and the custodian pays Rock Point directly from the fees collected.

Soft Dollar Arrangements

Rock Point does not have any arrangements whereby we direct client transactions to a particular broker in return for products and/or research services. We seek “best execution” for each transaction as described in *Item 12(A) – Use of Other Brokers and Best Execution*.

Directed Brokerage

In the event that a Client directs Rock Point to use a particular broker/dealer, the Company may not be authorized under these circumstances to negotiate commissions and may not be able to obtain volume discounts or best execution. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to Clients who direct the Company to use a particular broker/dealer and those that don’t.

B. Trade Aggregation

We may engage in block trading, which is the purchase or sale of a security for the accounts of multiple clients in a single transaction. If a block trade is executed, each participating client account receives the average of the prices obtained for the group. If the order is not completely filled, it is our standard policy that the securities are distributed among participating client accounts on a random basis.

Block trades are used when we believe that the combination of transactions will provide for better prices or faster execution of our investment actions.

Item 13 – Review of Accounts

A. Frequency and Nature of Periodic Reviews and Who Makes Those Reviews

Accounts are reviewed on an ongoing basis. Reviews are also triggered by security purchase or sale decisions and actual or anticipated significant cash flows into or out of an account. Reviews are conducted by our Portfolio Managers: Michael Huffman, Todd Wulfson and Timothy Humphrey.

Managers consider asset allocation, diversification, risk, income and individual security selection in relation to client objectives.

B. Other Reviews

Rock Point reviews specific accounts in response to changes in client circumstances or investment objectives (such as liquidity needs or risk tolerance), which may in some cases also result in a change to investment strategy. It remains each client’s responsibility to

promptly notify Rock Point of such changes to their circumstances. Clients are encouraged to review their Investment Policy Statements on a regular basis.

C. Content and Frequency of Regular Reports Provided to Clients

Our services include access to our portfolio managers and staff, either via telephone, online meetings, or through personal visits. Rock Point issues each client a quarterly report which includes historical cost information, current market values, unrealized gain and loss figures, estimated annual income, and performance calculations. We also include commentary on our current view of the markets.

For taxable accounts, Rock Point Advisors provides an annual schedule of gains and losses. We pay close attention to the tax consequences of our portfolio management throughout the year and, if desired, coordinate our efforts with our clients' other advisors.

Item 14 – Client Referrals and Other Compensation

A. Economic Benefits Provided by Third Parties for Advice Rendered to Clients

As referenced in *Item 12 – Brokerage Practices* under the heading *Products and Services Available to Us from Custodians*, Rock Point receives access to various products and services as a result of the accounts maintained at the various qualified custodians. Clients do not pay more for investment transactions or other services because of this arrangement.

B. Compensation to non-Supervised Persons for Client Referrals

Rock Point provides no compensation to any outside individuals or firms for client referrals.

Item 15 – Custody

Rock Point's investment management clients' assets are held at unaffiliated qualified custodians. Although Rock Point does not hold these assets, it is deemed to have custody for purposes of amended Rule 206(4)-2 of the Advisors Act due to its authority to deduct its management fees directly from client accounts.

As mentioned in *Item 13(C)* above, Rock Point provides all clients with quarterly investment reports. These reports are in addition to statements provided by the clients' custodians on at least a quarterly basis. Rock Point urges all investment management clients to compare the account statement statements received from Rock Point with those received from their custodian.

Item 16 – Investment Discretion

When clients hire Rock Point to manage their investment accounts an Investment Advisory

Agreement (“IAA”) is signed by both the client and Rock Point. In certain wrap fee programs, as described in *Item 4(D)*, Rock Point derives discretionary trading authority via an agreement with the sponsoring broker, rather than via an IAA with the client.

With respect to Rock Point’s exercising investment discretion over an account, this authority is granted through a limited power of attorney granted by the client to Rock Point through a client-executed custodial application and/or related custodial form. Under this arrangement, Rock Point has the authority to determine which securities are bought or sold and the quantity of securities bought and sold. This discretionary trading authority allows Rock Point to implement the agreed upon investment strategy on the client’s behalf. All clients retain the right and ability to remove any and all of Rock Point’s discretionary authorities over his/her account at any time.

For some clients, Rock Point may provide ongoing supervisory and investment advice with respect to non-discretionary accounts and/or assets as agreed upon by Rock Point and the client. Less than 1% of Rock Point’s managed accounts have withheld full discretionary authority.

Item 17 – Voting Client Securities

Voting Proxies

As shareholders, clients have the right to elect directors and to vote on certain other matters. Clients can choose to delegate their voting authority, known as a *proxy*, to Rock Point. Rock Point is charged with voting shares in the best interest of its clients. Rock Point has retained the services of Institutional Shareholder Services, Inc. (ISS) to vote and maintain records of all proxies. Rock Point may consult the recommendations of third-party services, and ultimately exercises its own judgment on each issue. Policies have been established to address conflicts of interest if they arise.

Class Action Lawsuits

Occasionally, securities held in the accounts of clients will be the subject of class action lawsuits. Rock Point has retained the services of Chicago Clearing Corporation to provide a comprehensive review of our clients’ possible claims to a settlement throughout the class action lawsuit process. Chicago Clearing Corporation actively seeks out any open and eligible class action lawsuits. Additionally, Chicago Clearing files, monitors and expedites the distribution of settlement proceeds in compliance with SEC guidelines on behalf of our clients.

Chicago Clearing’s filing fee is contingent upon the successful completion and distribution of the settlement proceeds from a class action lawsuit. In recognition of Chicago Clearing’s services, Chicago Clearing receives 20% of our clients’ share of the settlement distribution.

Where Rock Point receives written or electronic notice of a class action lawsuit, settlement, or

verdict affecting securities owned by clients, it will work to assist clients and Chicago Clearing Corporation in the gathering of required information and submission of claims.

Clients may opt out of the Chicago Clearing Corporation's service by contacting Mary Johnson, Client Service Specialist, at 802-864-2266 or mary@rockpointadvisors.com.

Our *Proxy Voting and Class Action Lawsuits* policies and procedures are contained within our *Compliance Policies and Procedures Manual* and can be obtained by contacting Mary Johnson, Client Service Specialist, at 802-864-2266 or mary@rockpointadvisors.com. Rock Point will also provide clients a record of any proxies voted on their behalf upon request.

Item 18 – Financial Information

Rock Point has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Part 2B - Brochure Supplement – Michael L. Huffman

Item 1 - Cover Page

Michael L. Huffman, CFA*, President and Portfolio Manager

Rock Point Advisors, LLC

77 College Street, 4th Fl.
Burlington, VT 05401

This Brochure Supplement dated March 13, 2015 provides information about Michael L. Huffman that supplements Rock Point's Disclosure Brochure. A copy of that brochure precedes this supplement. Please contact Brian R. Culver, CCO if Rock Point's Disclosure Brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Michael L. Huffman is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Educational Background and Business Experience

Michael L. Huffman, CFA*, President and Portfolio Manager, b. 1955

Education:

M.B.A. Finance/Marketing, Kellogg School of Management, Northwestern University, 1981
B.A. Economics, Dartmouth College, 1977

Business Background:

Rock Point Advisors, President, 2004 to Present
Fraser Management Associates, Vice President, 1997 to 2004
Trader, Chicago Board Options Exchange, 1981 to 1996

* The Chartered Financial Analyst (CFA) charter is an investment credential established in 1962. To earn the CFA charter, candidates must pass three exams, have at least four years of investment experience, join the CFA Institute as a member, and commit to abide by and annually reaffirm their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct. There are now over 90,000 CFA charterholders working in 134 countries.

For more information about the CFA charter, visit www.cfainstitute.org.

Item 3 - Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. There is no information about Michael L. Huffman that applies under this Item.

Item 4 - Other Business Activities

Michael L. Huffman is not engaged in any investment-related businesses outside of Rock Point Advisors.

Item 5 - Additional Compensation

Michael L. Huffman does not receive any additional compensation beyond his salary and bonuses from Rock Point for providing advisory services. All Rock Point employees receive periodic bonuses based upon a percentage of revenues from new client relationships.

Item 6 - Supervision

Rock Point personnel are required to abide by the *Code of Ethics* as presented in our *Compliance Policies and Procedures Manual*. The *Code of Ethics* defines a supervised person as “All directors, officers, and partners of the Company (or other persons occupying a similar status or performing similar functions); employees of the Company; and any other person who provides advice on behalf of the Company and is subject to the Company’s supervision and control.” Our compliance policies and procedures detail how our firm maintains compliance with applicable rules and regulations. In addition, all of Rock Point’s employees’ activities are monitored by Brian R. Culver, Chief Compliance Officer. Mr. Culver’s phone number is (802) 864- 2266.

Part 2B - Brochure Supplement – Todd A. Wulfson

Item 1 - Cover Page

Todd A. Wulfson, CFA*, Vice President and Portfolio Manager

Rock Point Advisors, LLC

77 College Street, 4th Fl.
Burlington, VT 05401

This Brochure Supplement dated March 13, 2015 provides information about Todd A. Wulfson that supplements Rock Point's Disclosure Brochure. A copy of that brochure precedes this supplement. Please contact Brian R. Culver, CCO if Rock Point's Disclosure Brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Todd A. Wulfson is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Educational Background and Business Experience

Todd A. Wulfson, CFA*, Vice President and Portfolio Manager, b. 1961

Education:

B.S. in Business Administration, University of Vermont, 1983

Business Background:

Rock Point Advisors, VP and Portfolio Manager, 2004 to Present

Fraser Management Associates, Portfolio Manager, 1998 to 2004

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For more information about the CFA charter, visit www.cfainstitute.org.

Item 3 - Disciplinary Information

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

providing investment advice. There is no information about Todd A. Wulfson that applies under this Item.

Item 4 - Other Business Activities

Todd A. Wulfson is not engaged in any investment-related businesses outside of Rock Point Advisors.

Item 5 - Additional Compensation

Todd A. Wulfson does not receive any additional compensation beyond his salary and bonuses from Rock Point for providing advisory services. All Rock Point employees receive periodic bonuses based upon a percentage of revenues from new client relationships.

Item 6 - Supervision

Rock Point personnel are required to abide by the *Code of Ethics* as presented in our *Compliance Policies and Procedures Manual*. The *Code of Ethics* defines a supervised person as “All directors, officers, and partners of the Company (or other persons occupying a similar status or performing similar functions); employees of the Company; and any other person who provides advice on behalf of the Company and is subject to the Company’s supervision and control.” Our compliance policies and procedures detail how our firm maintains compliance with applicable rules and regulations. In addition, all of Rock Point’s employees’ activities are monitored by Brian R. Culver, Chief Compliance Officer. Mr. Culver’s phone number is (802) 864- 2266.

Part 2B - Brochure Supplement – Timothy A. Humphrey

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Timothy A. Humphrey, CFA*, Portfolio Manager

Rock Point Advisors, LLC

77 College Street, 4th Fl.
Burlington, VT 05401

This Brochure Supplement dated March 13, 2015 provides information about Timothy A. Humphrey that supplements Rock Point's Disclosure Brochure. A copy of that brochure precedes this supplement. Please contact Brian R. Culver, CCO if Rock Point's Disclosure Brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Timothy A. Humphrey is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 - Educational Background and Business Experience

Timothy A. Humphrey, Portfolio Manager, b. 1986

Education:

B.S. in Business Administration and Information Systems, St. Michael's College, 2008

Business Background:

Rock Point Advisors, Portfolio Manager, 2015 to Present

Barclays Capital, Inc., Investment Adviser representative, 05/2012 to 02/2015

J.P. Morgan Securities, LLC, Analyst, 07/2008 to 05/2012

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Item 3 - Disciplinary Information

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

providing investment advice. There is no information about Timothy A. Humphrey that applies under this Item.

Item 4 - Other Business Activities

Timothy A. Humphrey is not engaged in any investment-related businesses outside of Rock Point Advisors.

Item 5 - Additional Compensation

Timothy A. Humphrey does not receive any additional compensation beyond his salary and bonuses from Rock Point for providing advisory services. All Rock Point employees receive periodic bonuses based upon a percentage of revenues from new client relationships.

Item 6 - Supervision

Rock Point personnel are required to abide by the *Code of Ethics* as presented in our *Compliance Policies and Procedures Manual*. The *Code of Ethics* defines a supervised person as “All directors, officers, and partners of the Company (or other persons occupying a similar status or performing similar functions); employees of the Company; and any other person who provides advice on behalf of the Company and is subject to the Company’s supervision and control.” Our compliance policies and procedures detail how our firm maintains compliance with applicable rules and regulations. In addition, all of Rock Point’s employees’ activities are monitored by Brian R. Culver, Chief Compliance Officer. Mr. Culver’s phone number is (802) 864- 2266.