

**Form ADV Part 2A: Firm Brochure
&
Form ADV Part 2B: Brochure Supplement**

WAYPOINT WEALTH COUNSEL, LLC

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This Brochure provides information about the qualifications and business practices of Waypoint Wealth Counsel, LLC, Brad S. McGrew, Matthew T. Woods and Matthew D. Reams. If you have any questions about the contents of this Brochure, please contact us at (404) 955-7481. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Waypoint Wealth Counsel, LLC is an SEC Registered Investment Adviser. Registration does not imply any level of skill or training. Additional information about Waypoint Wealth Counsel, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 171822

Item 2 – Material Changes

The Material Changes section of this brochure lists the material changes made since the last release of this brochure. This “summary” of changes will be made available to you at least annually.

If you would like to receive a complete copy of the Form ADV Part 2A, you may obtain it by contacting us by telephone at 404-955-7481, by email at bmcgrew@waypointwc.com or on the internet at www.adviserinfo.sec.gov. You can search for us on the adviser information site by using our unique identifying number, known as a CRD number. The CRD number for Waypoint Wealth is 171822. Please contact Brad McGrew, Chief Compliance Officer, if you have any questions about the contents of this brochure.

There have been no material changes to this brochure since its last release (March 11, 2019).

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Item 4 – Advisory Business

Waypoint Wealth Counsel, LLC (“Waypoint”) is an independently owned registered investment advisory firm. Waypoint was founded in 2014 and is headquartered in Atlanta, Georgia. Established by Bradley S. McGrew and Matthew T. Woods, the firm is focused on primarily providing wealth management and financial planning services to individual investors. Mr. McGrew and Mr. Woods are the principal owners of the firm.

As of December 31, 2019, Waypoint had a total of \$484,867,412 in assets under management, \$332,846,216 of which were managed on a discretionary basis, and \$152,021,196 on a non-discretionary basis.

SERVICES PROVIDED

Portfolio Management

Waypoint is a wealth management firm dedicated to serving the specific needs of our clients through individually-tailored portfolios. Investment portfolios are designed in accordance with each client’s objectives and requirements. We select positions for each portfolio, with a focus on a disciplined process designed to manage risk for the client.

To implement the client’s portfolio, Waypoint will primarily manage clients’ investment portfolios on a discretionary basis. As a discretionary investment adviser, Waypoint will have the authority to supervise and direct the portfolio without prior consultation with the client. In limited instances, Waypoint may agree to manage a portfolio under a non-discretionary arrangement in which clients must be contacted prior to the execution of any trade in the account(s) under management. This can result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. This delay also normally means the affected account(s) will not be able to participate in block trades, a practice designed to enhance the execution quality, timing and/or cost for all accounts included in the block. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to the portfolio.

Separate Account Managers

When appropriate for a client, Waypoint may recommend the use of one or more Separate Account Managers, each a “Manager”. Having access to various Managers offers a wide variety of manager styles, and offers clients the opportunity to utilize more than one Manager if necessary to meet the needs and investment objectives of the client. Waypoint will select or recommend the Manager(s) it deems most appropriate for the client. Factors that Waypoint considers in recommending/selecting Managers generally include the client’s stated investment objective(s), management style, performance, risk level, reputation, financial strength, reporting, pricing, and research.

The Manager(s) will generally be granted discretionary trading authority to provide investment supervisory services for the portfolio. Under certain circumstances, Waypoint retains the authority to terminate the Manager’s relationship or to add new Managers without specific client consent. In other cases, the client will ultimately select one or more Managers recommended by Waypoint. Fees paid to such Manager(s) are separate from and in addition to the fee assessed by Waypoint.

In any case, with respect to assets managed by a Manager, Waypoint’s role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the Manager(s), and to assist the client in understanding the investments of the portfolio.

Schwab Intelligent Portfolios™

On a limited basis we provide investment management services utilizing Charles Schwab’s Institutional

Intelligent Portfolios™ Program, an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc. (SWIA). Through this program, we offer clients a range of investment strategies we have constructed and manage, each consisting of a portfolio of exchange traded funds (“ETFs”) and a cash allocation. The client’s portfolio is held in a brokerage account opened by the client at SWIA’s affiliate, Charles Schwab & Co., Inc. (“Schwab”). This program is described in the SWIA Institutional Intelligent Portfolios™ Disclosure Brochure (the “Program Disclosure Brochure”), which is delivered to clients by SWIA during the online enrollment process. Waypoint is solely responsible for determining the appropriateness of the program for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis. SWIA’s role is limited to delivering Schwab’s Program Disclosure Brochure to clients and administering the program so that it operates as described in the Program Disclosure Brochure. We have contracted with Schwab to provide us with the technology platform and related trading and account management services for the program. This platform enables us to make the Program available to clients online and includes a system that automates certain key parts of our investment process. Clients do not pay fees to SWIA in connection with the Program, but we charge clients a fee for our portfolio management services as described below under ***Item 5 - Fees and Compensation***.

Insurance Carrier Variable Product Separate Account Portfolio

On a limited basis we provide investment management services to clients in connection with the selection and monitoring of a model portfolio or a custom designed individual portfolio consisting of sub-accounts held within a variable insurance product. Typically, these variable insurance products are no load fee-based annuities offered through life insurance companies. There are no surrender charges and the policy can be liquidated at any time. We manage the sub-accounts within the insurance product with authorization provided by the client on the client’s product application or insurance company provided form.

Financial Planning

Waypoint offers limited financial planning services to those clients in need of such assistance in conjunction with Portfolio Management services. Waypoint’s financial planning services normally address areas such as general cash flow planning, retirement planning, estate planning and insurance analysis. The goal of this service is to assess the financial circumstances of the client to more effectively develop the client’s investment plan. Financial Planning is not offered as a stand-alone service or for a separate fee, but is typically provided in conjunction with the management of the portfolio.

Retirement Plan Advisory Services

Establishing a sound fiduciary governance process is vital to good decision-making and to ensuring that prudent procedural steps are followed in making investment decisions. Waypoint will provide Retirement Plan consulting services to Plans and Plan Fiduciaries as described below. The particular services provided will be detailed in the consulting agreement. The appropriate Plan Fiduciary(ies) designated in the Plan documents (e.g., the Plan sponsor or named fiduciary) will (i) make the decision to retain our firm; (ii) agree to the scope of the services that we will provide; and (iii) make the ultimate decision as to accepting any of the recommendations that we may provide. The Plan Fiduciaries are free to seek independent advice about the appropriateness of any recommended services for the Plan. Retirement Plan consulting services may be offered individually or as part of a comprehensive suite of services.

The Employee Retirement Income Security Act of 1974 (“ERISA”) sets forth rules under which Plan Fiduciaries may retain investment advisers for various types of services with respect to Plan assets. For certain services, Waypoint will be considered a fiduciary under ERISA. For example, Waypoint will act as an ERISA § 3(21) fiduciary when providing non-discretionary investment advice to the Plan Fiduciaries by recommending a suite of investments as choices among which Plan Participants may

select. Also, to the extent that the Plan Fiduciaries retain Waypoint to act as an investment manager within the meaning of ERISA § 3(38), Waypoint will provide discretionary investment management services to the Plan.

With respect to any account for which Waypoint meets the definition of a fiduciary under Department of Labor rules, Waypoint acknowledges that both Waypoint and its Related Persons are acting as fiduciaries. Additional disclosure may be found elsewhere in this Brochure or in the written agreement between Waypoint and Client.

Fiduciary Management Services

- *Discretionary Management Services*
When retained as an investment manager within the meaning of ERISA § 3(38), Waypoint provides continuous and ongoing supervision over the designated retirement plan assets. Waypoint will actively monitor the designated retirement plan assets and provide ongoing management of the assets. When applicable, Waypoint will have discretionary authority to make all decisions to buy, sell or hold securities, cash or other investments for the designated retirement plan assets in our sole discretion without first consulting with the Plan Fiduciaries. We also have the power and authority to carry out these decisions by giving instructions, on your behalf, to brokers and dealers and the qualified custodian(s) of the Plan for our management of the designated retirement plan assets.
- *Discretionary Investment Selection Services*
Waypoint will monitor the investment options of the Plan and add or remove investment options for the Plan without prior consultation with the Plan Fiduciaries. Waypoint will have discretionary authority to make and implement all decisions regarding the investment options that are available to Plan Participants.

Item 5 – Fees and Compensation

Portfolio Management and Retirement Advisory Service Fees

Portfolio management fees are calculated as a percentage of assets under management and are typically payable monthly, in arrears, based on the month-end account value. In some cases, as set forth in the client’s advisory agreement, fees will be charged quarterly based on the quarter-end account value. Fees will be directly debited from the account, in accordance with the client authorization form required by the custodian. Below is the standard fee schedule:

<u>Annual Percentage Fee</u>		<u>Market Value of Investment Capital Under Management</u>
1.00%	on the first	\$2,500,000
0.75%	of the next	\$2,500,000
0.50%	of the next	\$5,000,000
0.35%	on the amount over	\$10,000,000

The minimum account value is generally set at \$1,000,000. Portfolios are subject to a \$5,000 minimum annual fee per household which can exceed our highest published 1.0% annual fee rate.

Waypoint reserves the right to negotiate fees. Some clients pay more or less than others depending on certain factors, such as the type and size of the account, and existence of related accounts. The negotiated fee is specified in the agreement between Waypoint and the client.

Insurance Product Separate Account Management Fee

Separate account management fees are calculated as a percentage of assets under management and are typically billed monthly, in arrears, based on the month-end value of the separate account. Our fee is debited directly from a specified advisory account unless otherwise directed. The insurance carrier charges a \$20 (or range) monthly subscription fee per contract. Additional fees may be applicable. Please see the insurance carrier's product prospectus for details.

Separate Account Manager Fees

In instances where the services of a Separate Account Manager are utilized, the Separate Account Manager fees will be charged in addition to Waypoint's fee, and will be detailed in the Management Agreement signed by the client.

Other Fees and Expenses

Clients will incur brokerage and other transaction costs, in addition to the fee paid to Waypoint (refer to **Item 12- Brokerage Practices**). These fees may be assessed by custodians, brokers, and other third parties, and may include non-affiliated manager fees, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchanged traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Waypoint does not receive any portion of commissions, fees or costs assessed by any of these parties.

Waypoint's supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

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

Waypoint does not have any performance-based fee arrangements. "Side-by-Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because Waypoint has no performance-based fee accounts, it has no side-by-side management.

Item 7 – Types of Clients

Waypoint provides portfolio management services to individuals, high net worth individuals, pension, foundations, public, profit-sharing, trusts, estates, and charitable organizations. There is a minimum account size of \$1,000,000; however, Waypoint may agree to manage separate accounts below the stated minimum size. Waypoint imposes a \$5,000 minimum annual fee per client household. The minimum fee may be waived or reduced if Waypoint feels circumstances are warranted.

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

Waypoint's method of analysis and investment strategy begins with an understanding of the client's personal financial goals. Each client is requested to complete an Investment Policy Statement ("IPS"), identifying their goals, risk tolerance and any special investment requests. Through information gained from the client, Waypoint will use the following analysis methods and tools to make investment decisions.

The security analysis methods may consist of:

- Charting
- Fundamental

- Technical
- Cyclical

Information sources may include:

- Financial newspapers and magazines
- Research materials prepared internally and externally
- Corporate rating services
- Annual reports, prospectuses and filings with the Securities and Exchange Commission
- Company press releases
- Various financial analysis on-line tools and resources made available via purchase of license to use software.

Investment strategies may include:

- Long-term purchases (securities held at least 1 year)
- Short-term purchases (securities held < 1 year)

Types of securities used in strategies may include:

- Equities or stocks
- Mutual funds
- Exchange Traded Funds (ETFs)
- Fixed Income
- Real Estate Investment Trusts
- Alternative Strategies or Private Funds

Risk of Loss

Investing in securities involves the risk of loss that you should be prepared to bear. We seek to mitigate investment risks through our strategies and your objectives. Investment portfolios may be adversely affected by general economic and market conditions such as interest rates, availability of credit, inflation rates, changes in laws, and national and international political circumstances. These factors may affect the level and volatility of security pricing and the liquidity of an investment.

Management Risks. While Waypoint manages client investment portfolios, or recommends one or more Managers, based on Waypoint's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that Waypoint or a Manager allocates client assets to individual securities and/or asset classes that are adversely affected by unanticipated market movements, and the risk that Waypoint's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, Waypoint or a Manager(s) may invest client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Risks Related to Alternative Investment Vehicles. From time to time and as appropriate, Waypoint may invest a portion of a client's portfolio in alternative investment vehicles. The value of client portfolios will be based in part on the value of alternative investment vehicles in which they are invested, the success of each of which will depend heavily upon the efforts of their respective Managers. When the investment objectives and strategies of a Manager are out of favor in the market or a Manager makes

unsuccessful investment decisions, the alternative investment vehicles managed by the Manager may lose money. A client account may lose a substantial percentage of its value if the investment objectives and strategies of many or most of the alternative investment vehicles in which it is invested are out of favor at the same time, or many or most of the Managers make unsuccessful investment decisions at the same time.

Equity Market Risks. Waypoint and any Manager(s) will generally invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. Waypoint and any Manager(s) may invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. Waypoint and any Manager(s) may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Derivatives Risk: Waypoint may, for certain clients that qualify as "accredited investors" and for whom it is appropriate, invest portions of the client assets in private investment funds derivative financial instruments ("derivatives") including, without limitation, futures, options, interest rate swaps, forward currency contracts and credit derivatives such as credit default swaps. A small investment in derivatives could have a potentially large impact on an investor's performance. The use of derivatives involves risks different from, or possibly greater than, the risks associated with investing directly in the underlying assets. These risks include: (1) counterparty risk; (2) interest rate risk; (3) basis risk; (4) settlement risk; (5) legal risk; (6) operational risk; and (7) market risk. Counterparty risk is the risk that one of the Fund's counterparties might default on its obligation to pay or perform generally on its obligations. Interest rate risk is the general risk associated with movements in interest rates. Basis risk is the risk associated with the relative movements in two (related) rates or prices. Settlement risk is the risk that a settlement in a transfer system does not take place as expected. Legal risk is the risk that a transaction proves unenforceable in law or because it has been inadequately documented. Operational risk is the risk of unexpected losses arising from deficiencies in a firm's management information, support and control systems and procedures. Market risk is the risk of potential adverse changes in the value of financial instruments resulting from changes in market prices, such as interest, commodity and currency rate movements. In addition, derivatives can be highly volatile, illiquid and difficult to value.

Item 9 – Disciplinary History

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events (i.e., criminal and/or civil action, administrative proceeding, self-regulatory proceeding) that would be material to your evaluation of them or the integrity of their management. Waypoint has no information applicable to this item.

Item 10 – Other Financial Industry Activities and Affiliations

Neither Waypoint nor its Management Person(s) have any other financial industry activities or affiliations to report.

Item 11 – Code of Ethics

Code of Ethics and Personal Trading

Waypoint has adopted a Code of Ethics (“the Code”), the full text of which is available to you upon request. Waypoint’s Code has several goals. First, the Code is designed to assist Waypoint in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, Waypoint owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires persons associated with Waypoint (managers, officers and employees) to act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits such associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for Waypoint’s associated persons. Under the Code’s Professional Standards, Waypoint expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, Waypoint associated persons are not to take inappropriate advantage of their positions in relation to Waypoint clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time Waypoint’s associated persons may invest in the same securities recommended to clients. Under its Code, Waypoint has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code’s personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those held in client accounts, Waypoint has established a policy requiring its associated persons to pre-clear transactions in some types of securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflicts of interest that arise in these situations. Some types of securities, such as CDs, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, Waypoint’s goal is to place client interests first.

Consistent with the foregoing, Waypoint maintains policies regarding participation in initial public offerings (“IPOs”) and private placements to comply with applicable laws and avoid conflicts with client transactions. If an associated person of Waypoint wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer.

Finally, if associated persons trade with client accounts (i.e., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with Waypoint's written policy.

Item 12 – Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, Waypoint seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, Waypoint may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of Waypoint's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

Waypoint recommends that clients establish brokerage accounts with Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, as the qualified custodian to maintain custody of clients' assets. Waypoint will also effect trades for client accounts at Schwab, or may in some instances, consistent with Waypoint's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although Waypoint may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. Waypoint is independently owned and operated and is not affiliated with Schwab.

Schwab Advisor Services provides Waypoint with access to its institutional trading, custody, reporting and related services, which are typically not available to Schwab retail investors. Schwab also makes available various support services. Some of those services help Waypoint manage or administer our clients' accounts while others help Waypoint manage and grow our business. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them. These services are not soft dollar arrangements, but are part of the institutional platform offered by Schwab. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Waypoint client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to Waypoint other products and services that benefit Waypoint but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of Waypoint accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist Waypoint in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide pricing and other market data; (iv) facilitate payment of Waypoint's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help Waypoint manage and further develop its business enterprise. These services may include: (i) technology compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession;

and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Waypoint. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Waypoint. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of Waypoint personnel. In evaluating whether to recommend that clients custody their assets at Schwab, Waypoint may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

With respect to the Schwab Intelligent Portfolios Program, as described above under **Item 4 - Advisory Business**, we do not pay SWIA fees for its services in connection with the Program so long as Waypoint maintains \$100 million in client assets in accounts at Schwab that are not enrolled in the Program. In light of our arrangements with Schwab, we have an incentive to require that our clients maintain their accounts with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based solely on the client's interest in receiving the best value in custody services and the most favorable execution of transactions. This is a conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services and not Schwab's services that benefit only us. We have adopted policies and procedures designed to ensure that our use of Schwab's services is appropriate for each of our clients.

Directed Brokerage

Clients may direct Waypoint to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement that Waypoint has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers can in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing Waypoint to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with Waypoint that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Aggregated Trade Policy

Waypoint typically directs trading in individual client accounts as and when trades are appropriate based on the client's Investment Plan, without regard to activity in other client accounts. However, from time to time, Waypoint may aggregate trades together for multiple client accounts, most often when these

accounts are being directed to sell the same securities. If such an aggregated trade is not completely filled, Waypoint will allocate shares received (in an aggregated purchase) or sold (in an aggregated sale) across participating accounts on a pro rata or other fair basis; provided, however, that any participating accounts that are owned by Waypoint or its officers, directors, or employees will be excluded first.

Schwab Intelligent Portfolios

SWIA may aggregate purchase and sale orders for ETFs across accounts enrolled in the Program, including both accounts for Waypoint and accounts for clients of other independent investment advisory firms using the Program. Information about Schwab's trade order management process is included in the Program Brochure under the captions "ETF Trade Execution" and "Brokerage Practices."

Item 13 – Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by Waypoint. These factors generally include, but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. Bradley McGrew and Matthew Woods, each a Partner and Financial Advisor of Waypoint, review accounts.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. In addition, Waypoint provides a report for each managed portfolio during client portfolio reviews. This written report normally includes a summary of portfolio holdings and performance results. Additional reports are available at the request of the client.

Item 14 – Client Referrals and Other Compensation

As noted above, Waypoint receives an economic benefit from Schwab in the form of support products and services it makes available to Waypoint and other independent investment advisors whose clients maintain accounts at Schwab. These products and services, how they benefit our firm, and the related conflicts of interest are described in **Item 12 - Brokerage Practices**. The availability of Schwab's products and services to Waypoint is based solely on our participation in the programs and not in the provision of any particular investment advice. Neither Schwab nor any other party is paid to refer clients to Waypoint.

Item 15 – Custody

Certain activities of Waypoint are deemed to be custody even though we do not take physical custody of client accounts. These activities include when a client authorizes Waypoint to deduct advisory fees directly from a client's account or when a client authorizes Waypoint to access certain insurance product sub-accounts in order to facilitate transactions to manage portfolio objectives. In both instances, the client will receive statements from the account custodian or insurance carrier on at least a quarterly basis. Clients are advised to verify that transactions in the accounts are consistent with the investment goals and objectives of the account.

Schwab is the custodian of nearly all client accounts at Waypoint. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify Waypoint of any

questions or concerns. Clients are also asked to promptly notify Waypoint if the custodian fails to provide statements on each account held.

From time to time and in accordance with Waypoint's agreement with clients, Waypoint will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times there may be small differences due to the timing of dividend reporting, pending trades or other similar issues.

Item 16 – Investment Discretion

As described in **Item 4 - Advisory Business**, Waypoint will accept clients on either a discretionary or non-discretionary basis. For *discretionary accounts*, a Limited Power of Attorney ("LPOA") is executed by the client, giving Waypoint the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. Waypoint then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with Waypoint and the requirements of the client's custodian.

For *non-discretionary* accounts, the client also generally executes an LPOA, which allows Waypoint to carry out trade recommendations and approved actions in the portfolio. However, in accordance with the investment advisory agreement between Waypoint and the client, Waypoint does not implement trading recommendations or other actions in the account unless and until the client has approved the recommendation or action. As with discretionary accounts, clients may limit the terms of the LPOA, subject to Waypoint's agreement with the client and the requirements of the client's custodian.

Item 17 – Voting Client Securities

Waypoint does not vote proxies. Clients will receive their proxies, or other solicitations, directly from their custodian or a transfer agent.

Item 18 – Financial Information

Waypoint does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.

Registered investment advisers are required to provide you with certain financial information or disclosures about their financial condition. Waypoint has no financial commitments that impair its ability to meet contractual and fiduciary commitments to clients and has never been the subject of a bankruptcy proceeding.

**BRAD S. MCGREW, MATTHEW T. WOODS,
AND MATTHEW D. REAMS**

Waypoint Wealth Counsel
3715 Northside Parkway NW, Building 400, Suite 775
Atlanta, Georgia 30327

(404) 955-7481

www.waypointwc.com

March 24, 2020

This brochure supplement provides information about Brad S. McGrew, Matthew T. Woods, and Matthew D. Reams that supplements the Waypoint Wealth Counsel brochure. You should have received a copy of that brochure. Please contact Brad McGrew if you did not receive Waypoint Wealth Counsel's brochure or if you have any questions about the contents of this supplement.

Additional information about Brad McGrew, Matthew Woods, and Matt Reams is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Brad McGrew is 5223609, Matthew Woods is 5110799 and Matthew D. Reams is 2252812.

Bradley S. McGrew, CFP®

3715 Northside Parkway, Building 400, Suite 775
Atlanta, GA 30327
Phone: (404) 995-7481

Born 1970

Education

- University of West Florida, Bachelors of Art in Accounting, 1994
- Georgia State University, Master of International Business, 2000
- Certified Financial Planner Board of Standards, Certified Financial Planner®, 2004

Business Background for the Previous Five Years:

- Waypoint Wealth Counsel, Investment Advisor Representative, May 2014 – Present
- Goepper, Burkhardt & McGrew, Investment Adviser Representative, January 2011 – May 2014

Disciplinary Information

Mr. McGrew does not have a legal or disciplinary event to report. Clients and prospective clients can view the CRD record (registration records) for Mr. McGrew through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov. The CRD number for Mr. McGrew is 5223609.

Other Business Activities

Mr. McGrew does not have any other business activities.

Additional Compensation

Mr. McGrew's compensation is derived from business income related to client engagements. Mr. McGrew does not receive any additional compensation or other economic benefit from any other source for providing investment advisory services.

Supervision

Mr. McGrew's activities are supervised by Waypoint Wealth's Member, Matthew Woods. Mr. Woods meets periodically with Mr. McGrew to oversee his adherence to the firm's Code of Ethics and confirm his duties are carried out in the best interest of our clients. Clients may contact Mr. Woods directly at 404-955-7481 or mwoods@waypointwc.com.

Matthew T. Woods

3715 Northside Parkway, Building 400, Suite 775
Atlanta, GA 30327
Phone: (404) 995-7481

Born 1980

Education

- University of Georgia, Accounting, 2004

Business Background for the Previous Five Years:

- Waypoint Wealth Counsel, Investment Advisor Representative, June 2014 – Present
- Morgan Stanley Smith Barney, Investment Adviser Representative, June 2009 – June 2014

Disciplinary Information

Mr. Woods does not have a legal or disciplinary event to report. Clients and prospective clients can view the CRD record (registration records) for Mr. Woods through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov. The CRD number for Mr. Woods is 5110799.

Other Business Activities

Mr. Woods does not have any other business activities.

Additional Compensation

Mr. Woods' compensation is derived from business income related to client engagements. Mr. Woods does not receive any additional compensation or other economic benefit from any other source for providing investment advisory services.

Supervision

Mr. Woods' activities are supervised by Waypoint Wealth's Chief Compliance Officer, Brad McGrew. Mr. McGrew meets periodically with Mr. Woods to oversee his adherence to the firm's Code of Ethics and confirm his duties are carried out in the best interest of our clients. Clients may contact Mr. McGrew directly at 404-955-7481 or bmcgrew@waypointwc.com.

Matthew D. Reams, CFA®

3715 Northside Parkway, Building 400, Suite 775

Atlanta, GA 30327

Phone: (404) 995-7481

Born 1968

Education

- Furman University, Bachelors of Art, 1992
- The CFA Institute, Chartered Financial Analyst®, 1998

Business Background for the Previous Five Years:

- Waypoint Wealth Counsel, Investment Advisor Representative, July 2018 – Present
- Buckhead Capital Management, LLC, Investment Adviser Representative, October 2000 – July 2018

Disciplinary Information

Mr. Reams does not have a legal or disciplinary event to report. Clients and prospective clients can view the CRD record (registration records) for Mr. Reams through the SEC's Investment Adviser Public Disclosure (IAPD) website at www.adviserinfo.sec.gov. The CRD number for Mr. Reams is 2252812.

Other Business Activities

Mr. Reams does not have any other business activities

Additional Compensation

Mr. Reams' compensation is derived from business income related to client engagements. Mr. Reams does not receive any additional compensation or other economic benefit from any other source for providing investment advisory services.

Supervision

Mr. Reams' activities are supervised by Waypoint Wealth's Chief Compliance Officer, Brad McGrew. Mr. McGrew meets periodically with Mr. Reams to oversee his adherence to the firm's Code of Ethics and confirm his duties are carried out in the best interest of our clients. Clients may contact Mr. McGrew directly at 404-955-7481 or bmcgrew@waypointwc.com.

Professional Certifications

Our representatives have earned professional certifications and designations that are required to be explained in further detail in this brochure supplement.

Certified Financial Planner™

The CERTIFIED FINANCIAL PLANNER™, CFP® and federally-registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board"). The CFP® requires certificate holders to have a bachelor's degree, three (3) years professional experience in the area of financial planning, and to successfully pass the examination process.

Chartered Financial Analyst®

The CHARTERED FINANCIAL ANALYST® (CFA®) is a professional designation issued by the CFA Institute. The CFA designation requires holders to have a bachelor's degree, four (4) years professional experience in the investment/financial field, and to successfully pass the examination process. Charterholders are required to adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct and become a regular member of the CFA Institute.