VISION CAPITAL MANAGEMENT, INC.
FORM ADV PART 2A – DISCLOSURE BROCHURE

June 30, 2018

This brochure provides information about the qualifications and business practices of Vision Capital Management, Inc. If you have any questions about the contents of this brochure, please contact Clifford M. Yount, our Chief Compliance Officer at (503) 731-7309 or Cliff@vcmi.net. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (the "SEC") or by any state securities authority.

You can find more information about us at the SEC's website www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Item identifies and discusses only those material changes that have occurred since the last annual update of our firm brochure, which was dated March 31, 2017. Since that date,

- Our assets under management were $583 million (December 31, 2017).
- The SEC updated its definition of custody to include assets where clients have a standing letter of authorization ("SLOA") with a custodian to wire money or move money to a third-party. SLOA's are common for our clients and we wanted to continue to provide this option to you. Due to this definition change, we are now deemed to have custody. One requirement of claiming custody is for us to have an annual surprise custody exam. As a part of this exam, you may be contacted by our auditors (Geffen Mesher). We kindly request that you participate if contacted as the exam is a tool to verify that your assets are being reported properly and not being misused. We view this as one more layer of security and service to all of our clients.
- We replaced a trade rotation based on when each block trade is approved by portfolio manager with a trade rotation that is sequential amongst our brokers.
- Cliff Yount was elected to Vision Capital Management's Board of Directors, with an updated title of Director of Compliance & Operations.
- We hired Heidi Jeromanovs, CFP®, Client Relationship Manager.
- We hired Ian Boehme, Compliance and Operations Associate.

Item 3 – Table of Contents

Item 4 – Advisory Business

THE COMPANY

Vision Capital Management, Inc. ("we," "us" or "Vision") has offered professional asset management services since we were formed in 1999. We have been registered with the SEC since 1999.[1] We are owned entirely by our employees. Our principal owners are:

Suzanne P. McGrath, President
Marina L. Johnson, Chief Investment Officer
Sarah Quist, Director of Client Relationships
Clifford M. Yount, Director of Compliance and Operations

ADVISORY SERVICES

We provide traditional discretionary portfolio management for individuals and institutional clients through separately managed accounts. We generally invest our clients' assets in our proprietary risk-based Global Dynamic Strategy (GDS). Vision Capital's internally managed individual equity and fixed income strategies may be utilized based upon asset size and client preference. These strategies are described below in Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.

Portfolio Management

Vision's Global Dynamic Strategy (GDS) is used to construct a globally diversified portfolio to meet each client's suitable level of risk. To accomplish this goal, our investment team deploys an active strategy to optimize risk adjusted returns using a diverse group of global asset classes. Portfolios include up to nine asset classes implemented using ETFs, individual stocks and individual bonds, depending on the amount of investable assets and client preference.

The nine asset classes have been chosen due to their historical volatility and correlation characteristics as well as our investment team's confidence in the forecasted returns for each asset class. These statistical relationships allow us to alter the investment exposures without changing the level of expected portfolio volatility. Such alterations occur when the return potential for certain asset classes are anticipated to be higher relative to others and/or if certain asset classes temporarily exhibit above normal levels of risk.

Investment exposure in each asset class is an ongoing and active process. Adjustments to the asset allocations are made on a quarterly basis, or as dictated by the market environment which can be more often or less often than quarterly. The investment team routinely forecasts 12 month returns for each asset class while considering changes in dynamics such as interest rates, credit spreads, equity valuations and prospects for economic growth. Utilizing an optimization program results in a set of allocations that we believe will provide the highest return for each incremental level of assumed risk.

The asset classes we use to implement a GDS are: U.S. large-cap stocks (ETF, Vision Capital Large-Cap Growth strategy, or Vision Capital Dividend Growth strategy), U.S. mid-cap stocks (ETF), U.S. small-cap stocks (ETF), international developed stocks (ETF), emerging market stocks (ETF), REIT's (ETF), domestic investment grade corporate bonds (Vision Capital investment grade corporate bond strategy), domestic high yield corporate bonds (ETF), and U.S. government interest rate securities (actively managed individual rate securities).

Our proprietary equity (Large-Cap Growth, Dividend Growth) strategies and fixed income (Corporate Bond, Municipal Bond and Credit & Interest Rate) strategies are deployed for clients with larger investible

[1] Registration as an investment adviser does not imply a certain level of skill or training.

assets while low-cost exchange traded funds (ETFs) are utilized for clients with smaller investible assets. If your account is invested primarily in individual securities, we generally invest a portion of your assets in ETFs to give you access to additional GDS asset classes as described above. We believe that these ETFs offer investment opportunities due to greater diversification and focused research analysis in areas such as small-capitalization, mid-capitalization, emerging growth, foreign markets, real estate and socially responsive strategies.

Our clients also have the opportunity to invest in Vision Vaxa Dynamic Portfolios, a diversified portfolio with an "Automated Investment Engine" that generates trade orders to implement automatic rebalancing and trading and, if applicable, tax-loss harvesting through Schwab's Institutional Intelligent Portfolios. This is an all-ETF portfolio option with a discounted management fee based on the level of service desired. Fees for Vision Vaxa Dynamic Portfolios are described below in Item 5 – Fees and Compensation.

Wealth Planning

We provide a wide-range of wealth management services to our clients. In addition to investing your assets, we provide you with advice, assistance and education on topics such as:

- Equity and fixed-income investing
- Financial planning
- Retirement planning
- Estate planning
- Divorce settlement planning
- Wealth transfers between generations and to charitable organizations
- College savings
- Insurance Planning

TAILORED ADVISORY SERVICES

Our relationships with our clients are in-depth and personalized. We tailor our advisory services to meet your particular needs. We work directly with you and your other advisers to build and protect your wealth over the long term.

We ask you to complete an investor questionnaire to assist us in developing investment objectives that reflect your unique goals, needs, risk tolerance and time horizon. You may have multiple accounts with us, and each may have different investment objectives. We offer to review your questionnaire with you at least annually to be sure the objectives continue to meet your particular needs and goals.

Institutional clients generally provide us with an investment policy to follow, which we regularly review. We invest your assets in accordance with your investment policy.

In this process, we also assist you in developing appropriate asset allocation objectives. However, market volatility can sometimes change asset values. When this happens, the values of your assets may become inconsistent with your desired allocation objective. If we think it is appropriate, we will rebalance your portfolio to align with your allocation objectives. Rebalancing your portfolio can lead to additional trading costs.

All of our clients may impose restrictions on investing in certain securities, industries or sectors. You must advise us of any such restrictions in writing.

SUBADVISORY RELATIONSHIPS; WRAP FEE PROGRAMS

We may serve as a subadviser to other unaffiliated advisers who appoint us to manage a portion of their clients' assets. We currently do not act as a subadviser for any other advisers.

We are approved to serve as a portfolio manager for "wrap fee programs" sponsored by unaffiliated broker-dealers. We are not actively engaged with any wrap fee programs.

ASSETS UNDER MANAGEMENT

As of December 31, 2017, our assets under management were $583 million. We manage all assets on a discretionary basis.

Item 5 – Fees and Compensation

AMOUNT OF OUR FEES

Your custodian does not calculate our quarterly fee amount. We calculate our fees as a percentage of the assets we manage for you. Fees are generally negotiable if the value of all your related accounts with us is more than $10 million. We reserve the right to negotiate your fees in other situations. Some clients may pay more or less than others depending on certain factors, including the type and size of the account, the range of additional services provided to the client, and the total amount of assets managed for a group of related clients. Your fee is specified in your agreement with us.

PAYMENT OF OUR FEES

We deduct our fees directly from your account at the beginning of each quarter, unless we both agree otherwise. If your agreement begins during a quarter, we will prorate the fee you pay for the initial partial quarter, based on the number of days from the beginning of your agreement until the end of the initial quarter.

On your request, we will deduct our entire fee from one or more related accounts rather than proportionally from all your related accounts. If you do not have enough cash in your account to pay our fee, we may sell some of your account assets to pay the fee.

Clients typically pay our fees in advance. Whether you pay in advance or arrears, your payment terms will be specified in your agreement with us. Our client agreement may be terminated on 30 days' written notice by either you or us. If you pay fees in advance and if your agreement with us terminates during a quarter, we will refund a pro rata portion of the fee you paid for that quarter, based on the number of days between the end of the 30-day notice period and the end of the quarter.

Other than at the beginning and termination of a client relationship, we do not make adjustments to your quarterly fee due to assets you add or withdraw during a quarter.

EQUITY AND BALANCED SEPARATELY MANAGED PORTFOLIOS FEE SCHEDULE: Our standard fee schedule for client accounts invested in our equity growth and balanced strategies on an annual basis is as follows:

- 1.00% on the first $1 million
- 0.75% on the next $4 million
- 0.60% on the next $5 million
- 0.50% on the next $10 million

Minimum Fee: For our equity and balanced separately managed accounts, we reserve the right to charge a minimum fee of $625 per quarter.

FIXED INCOME FEE SCHEDULE: Our fixed income fee schedule applies only to clients with all accounts and all assets invested in fixed income vehicles, including standard fixed-income securities, fixed-income mutual funds and fixed income ETFs. The fee schedule for fixed income accounts on an annual basis is as follows:

- 0.50% on the first $1 million
- 0.375% on the next $4 million
- 0.30% on the next $5 million
- 0.25% on the next $10 million

Minimum Fee: For our fixed income separately managed accounts, we reserve the right to charge a minimum fee of $312.50 per quarter.

ELEEMOSYNARY FEE SCHEDULE: For charitable organizations that exceed $1,000,000 in assets, the fee schedule for eleemosynary accounts on an annual basis is as follows:

- 0.90% on the first $1 million
- 0.65% on the next $4 million
- 0.50% on the next $5 million
- 0.40% on the next $10 million

Minimum Fee: For our eleemosynary separately managed accounts, we reserve the right to charge a minimum fee of $2,250 per quarter.

VISION VAXA DYNAMIC PORTFOLIOS FEE SCHEDULE: Our standard fee schedule for clients invested in a Vision Vaxa Dynamic Portfolios strategy is separated into two schedules (displayed on the following chart), which are based on the amount of interaction and servicing you prefer.

VISION VAXA DYNAMIC PORTFOLIOS	STANDARD ACCOUNT	SERVICED ACCOUNT
Customized Exchange Traded Fund portfolio managed by Vision. Optimized risk & return using our proprietary Global Dynamic Strategy	✓	✓
Tax loss harvesting available on taxable accounts	✓	✓
Secure, user friendly client website via Charles Schwab	✓	✓
Email newsletter from Vision	✓	✓
Ability to change allocation at any time online	✓	✓
Automated rebalancing within a prescribed drift tolerance	✓	✓
One in-person meeting per year with a Vision Client Relationship Manager		✓
Complimentary attendance at Vision sponsored educational seminars		✓
Minimum investment: $25,000 unless related to another Vision client account	✓	
Minimum investment: $100,000 or minimum annual fee applied		✓
Annual Fee: 0.50% on the first $1,000,000 and 0.20% on all assets over $1,000,000 with no minimum fee amount	✓	
Annual Fee: 0.75% on the first $1,000,000 and 0.20% on all assets over $1,000,000 with a minimum fee amount of $750		✓

IMPORTANT VISION VAXA DYNAMIC PORTFOLIOS DISCLOSURE: If a Standard Vision Vaxa Dynamic Portfolios account requires levels of communication and service comparable to a Serviced Vision Vaxa Dynamic Portfolios account, Adviser reserves the right to transfer such Standard account to a Serviced Account at the higher fee rate of 0.75% (or a minimum fee of $750). Client will be notified in writing prior to such transfer. All fees are billed quarterly, in advance, at the beginning of each calendar quarter.

OTHER FEES

If you have mutual funds or ETFs in your portfolio, you will incur fees in addition to our fees. For example, you may incur a commission or transaction fee when the mutual fund or ETF is purchased, and you will incur an annual management fee payable to the manager of the fund, neither of which is shared with us. If a fund also imposes sales charges, you may pay an initial or deferred charge. These fees and expenses are described in each fund's prospectus. When considering an investment in a mutual fund or ETF, we use a no-load, open-end fund when appropriate. We evaluate the relative annual costs as a part of our decision process.

You could invest in a mutual fund or ETF directly, without our services, which are designed in part to help you determine which, if any, mutual funds and ETFs are best suited to your financial condition and objectives. You should review the fees charged by the mutual fund and/or ETFs and our fees to fully understand the total amount of fees you will pay and to evaluate the advisory services we provide.

All clients (whether or not they have mutual funds or ETFs in their portfolio) will also incur brokerage and other transaction costs, as discussed below in Item 12 – Brokerage Practices.

NO COMPENSATION FROM SALES OF SECURITIES

Vision and its employees 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

Vision and its employees do not accept "performance-based fees" (fees based on a share of capital gains on or capital appreciation of your assets).

Item 7 – Types of Clients

We generally provide advice to the following types of clients:

- individuals, including their trusts, estates, individual retirement accounts (IRAs) and self-directed 401(k) accounts
- corporate pension and profit sharing plans
- foundations, endowments and other charitable organizations
- corporations and other businesses
- municipalities

MINIMUM ACCOUNT SIZE

We require clients invested in our Large-Cap Growth, Dividend Growth or Fixed Income strategies to have a minimum asset level of $250,000 in related separately managed accounts. At our discretion, we reserve the right to waive this minimum.

Clients are required to have a minimum of $5,000 in assets to open Vision Vaxa Dynamic Portfolios using Charles Schwab's Institutional Intelligent Portfolio. This minimum is set by Charles Schwab.

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

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES WE USE TO MANAGE YOUR ASSETS

General

We are an entrepreneurial organization, and our investment process is team driven. Our approach allows for vetting of ideas and timely decision making. Our investment committee meets at least weekly to review general market conditions, as well as events and disclosures relevant to individual securities in client portfolios. At our meetings, we follow a decision process that starts with a traditional top-down assessment of the overall economy, followed by allocation strategy discussions based on our overall economic assessment. Based on the processes discussed below in this Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss, one or more members of the committee then make specific investment decisions on securities, including fixed income and ETFs. In some cases, clients may wish to invest in one investment strategy as a portion of a larger portfolio. For others, Vision will use multiple asset types and classes to build a portfolio that seeks to optimize the risk/return tradeoff in the forecasted economic environment based on each client's investment objective.

Constructing Your Portfolio – Global Dynamic Strategies

The goal of Vision's Global Dynamic Strategy (GDS) is to construct a globally diversified portfolio to meet each client's suitable level of risk. To accomplish this goal, our investment team deploys an active strategy to optimize risk adjusted returns using a diverse group of up to nine global asset classes. VCMI proprietary equity, credit and interest rate strategies are deployed for clients with larger investable assets while low-cost exchange traded funds (ETFs) are typically utilized for clients with investable assets of $1,000,000 or less.

The nine asset classes have been chosen due to their historical variance and covariance characteristics as well as our Team's confidence in forecasted returns for each asset class. These statistical relationships allow us to marginally alter the investment exposures without changing the level of expected portfolio volatility. Such alterations occur when the return potential for certain asset classes are anticipated to be higher relative to others and/or if certain asset classes temporarily exhibit above normal levels of risk.

Investment exposure in each asset class is an ongoing and active process. Adjustments to the asset allocations are made on a quarterly basis or as dictated by the market environment. The Team routinely forecasts 12 month returns for each asset class while considering changes in dynamics such as interest rates, credit spreads, equity valuations and prospects for economic growth. The use of an optimization program results in a set of allocations that we believe will provide the highest return for each incremental level of assumed risk.

U.S. LARGE-CAP EQUITY STRATEGIES

The U.S. Large-Cap Growth and Large-Cap Dividend Growth strategies outlined below may be managed in isolation or as a part of the Global Dynamic Strategies explained above.

Constructing Your Portfolio – Large-Cap Growth Strategy

The primary goal of the Large-Cap Growth strategy is to deliver superior long-term results by holding a concentrated portfolio of equity securities issued by firms that we believe have outstanding business models that have the ability to generate long-term sustainable growth in their intrinsic value, when available at attractive prices. We invest with a long-term perspective and anticipate that only 20-50% of your U.S. large-cap growth securities will be turned over (replaced) annually.

For clients invested in our U.S. large-cap growth strategy, we typically hold 35-40 stocks. Our search for growth companies spans to the economy and generates a portfolio diversified on a sector basis. Our initial screening process to identify potential opportunities includes:

- Screening a broad database of over 10,000 stocks to find growth stocks that have a market capitalization greater than $3.0 billion.

- Sorting those results, using our proprietary multi-factor model that emphasizes fundamental business characteristics, growth prospects and growth volatility.

This process results in an investable list of stocks with a score above the median within each sector, and ranks the individual stocks on a relative basis. The investable list is narrowed to a watch-list of around 100 stocks. Securities are then analyzed from a "fundamental" perspective. This means that we study many different factors that can affect a security's risks and rewards. Considering the state of the overall economy and applicable industry conditions, we seek to identify firms that exhibit the following traits:

- Compelling business franchises and competitive advantages that allow their intrinsic value to increase.

- Solid existing business fundamentals (balance sheet strength, cash flow growth, etc.) as well as opportunities for enhancement over the long term.

- Operate in industries that not only offer growth opportunities, but also allow the firm to operate profitably.

- Managed by experienced professionals focused on delivering returns to shareholders.

- Attractive valuations. We appreciate the difference between a great company and a great stock. We expect our investments to have both a margin of safety and the opportunity for meaningful price appreciation.

After our evaluation process is complete, we construct your portfolio on a stock-by-stock basis with attention to maintaining a balance between types of growth stocks within the portfolio.

Constructing Your Portfolio – Dividend Growth Strategy

The primary goals of the Dividend Growth strategy are 1) to achieve a dividend yield that exceeds the S&P 500 Index and 2) to invest in companies with the ability to grow their dividends over time.

For clients invested in our Dividend Growth strategy, we typically hold 30-35 stocks. Our search for dividend growth companies spans to the economy and generates a portfolio diversified on a sector basis. Our initial screening process to identify potential opportunities includes:

- Screening a broad database of over 10,000 stocks to find stocks that have a minimum market cap of $3 billion and a minimum dividend rate of 1%.

- Sorting those results, using our proprietary multi-factor model that emphasizes fundamental business characteristics, growth prospects and growth volatility.

This process results in an investable list of stocks with a score above the median within each sector, and ranks the individual stocks on a relative basis. The investable list is narrowed to a smaller group of stocks for further review. Securities are then analyzed from a "fundamental" perspective. This means that we study many different factors that can affect a security's risks and rewards. Considering the state of the overall economy and applicable industry conditions, we seek to identify firms that exhibit the following traits:

- Significant current dividend rates that will help us achieve our dividend objective.
- Compelling business franchises and competitive advantages that allow their dividends to grow over time.
- Solid existing business fundamentals (balance sheet strength, cash flow growth, etc.) as well as opportunities for enhancement over the long term.
- Managed by experienced professionals focused on delivering returns to shareholders.
- Attractive valuations within the context of the dividend paying universe.

After our evaluation process is complete, we construct your portfolio on a stock-by-stock basis, with a goal of creating a diversified portfolio with a dividend rate that is at least 50 basis points above the S&P 500 Index dividend rate and no less than 30 basis points above this rate.

FIXED INCOME STRATEGIES:

The Fixed Income Strategies outlined below may be managed in isolation or as a part of the Global Dynamic Strategies explained above.

<u>Constructing Your Portfolio – Fixed-Income Instruments</u>

We manage clients' fixed-income portfolios with the same fundamental, intrinsic value investment philosophy used to manage our equity portfolios. Fixed income securities are evaluated on a total return basis, considering income and capital appreciation potential. They may be used as a portion of multi asset, risk managed portfolios. When it is appropriate we may use U.S. government, municipal or corporate securities rather than ETFs for the fixed income portion of a client's portfolio, depending on the individual's goals, objectives, risk tolerance and tax bracket.

We use the following process to select securities in each fixed income asset class:

<u>U.S. Rates</u>

Bonds that are backed by the credit of the U.S. treasury or a U.S. government agency may be used for a portion of a client's portfolio. These instruments are backed by the full faith and credit of the U.S. government. Our U.S. Government rates portfolio consists of one or more targeted tenors.

<u>Municipal Bonds</u>

Home state municipal bonds may be ideal for taxable accounts because the interest is tax free at the state and federal levels. In this case, a diverse portfolio of municipal bonds will be selected based upon availability, yield to maturity and duration. We will seek opportunities to purchase municipal securities on the new issue. The secondary market for municipal bonds can be illiquid, making it challenging to find attractive instruments in some cases.

Corporate Bonds

The corporate bond selection process begins by screening the investible universe of U.S. investment grade bonds with a market cap above $3 billion. The results are sorted by option adjusted spread within each economic sector. The team then considers the credit quality (default risk), yield, duration and liquidity of the individual securities.

The result of the screening and selection process is a portfolio of approximately 20 equally weighted bonds. The portfolio is constrained by sector within a range that mimics the broad investment grade bond universe. The portfolio is monitored against the pool of investable fixed income instruments on a regular basis. If an existing holding reaches what we deem to be fair value or if credit concerns arise, the position will be replaced. A position may also be replaced if there is a better portfolio opportunity.

Monitoring and Selling Equity Securities

We regularly monitor your existing holdings. We prefer to "let winners run," as long as the original reasoning for selecting the security remains sound. However, there are times when we believe it best to sell all or a portion of your current position in a given security. We consider (but do not necessarily require) selling:

- if there is a change in the original reasoning for selecting the security, such as a deterioration or change in the firm's fundamentals
- if we need to make room for a more compelling opportunity
- if our target price has been met and the security is no longer attractive from a valuation perspective
- to reduce a position that exceeds 5% of the client's total portfolio
- if a price declines significantly

Equity and Fixed Income Trading Strategies

In trading equity and fixed income securities, we generally purchase for long-term investment (at least one year). However, for the reasons outlined above, we may sell a security within a year. We also may occasionally buy or sell options or warrants.

Some clients wish to use margin in their accounts. In a margin transaction, the client pays a portion of the cash needed for the investment and borrows the rest. Clients determine the maximum amount of margin, if any, they will use.

RISKS ASSOCIATED WITH OUR METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

General

All investments in securities include a risk of losing your principal (invested amount), any borrowed amount if you elect to use margin, and any profits that you have not realized. You should be prepared to bear that risk. As you know, stock markets and fixed-income markets fluctuate substantially over time. In addition, as recent global and domestic economic events have shown, the performance of any investment is not guaranteed.

Our judgment about the attractiveness, value and potential appreciation of a particular asset class or individual security may be incorrect, and there is no guarantee that the securities we select will perform as anticipated. The value of an individual security can be more volatile than the market as a whole, or our intrinsic value approach may fail to produce the intended results. Our estimate of a security's intrinsic value may be wrong or, even if our estimate of intrinsic value is correct, it may take a long time before the price and intrinsic value converge. We seek to reduce your risk through diversification. Although we will do our best in managing your assets, we cannot guarantee any level of performance or that you will not experience a loss in your assets.

Our agreement with you states that we are not liable to you for:

- any loss you suffer because of any investment decision we make or other action we take or do not take in accordance with our agreement with you

- any loss you suffer because we follow your oral or written instructions

- any act or failure to act by any custodian or broker

Nevertheless, nothing in our agreement with you constitutes your waiver of any legal right under applicable federal or state securities laws or any other law whose applicability may not be waived through contract. If there is a discrepancy between the information in this brochure and your agreement with us, your agreement will control.

<u>Risks Associated with Our Primary Client Investments</u>

We primarily invest client assets in individual equity securities, individual fixed-income securities (including corporate bonds, government bonds and municipal bonds), and ETFs. A non-exhaustive list of the principal risks of these investments are specified below.

<u>U.S. Growth Equity Securities</u>. These securities face risks such as:

- General Equity Market Risk – Overall stock market risks may affect the value of investments in equity strategies. Factors such as U.S. economic growth and market conditions, interest rates, and political events affect the equity markets.

- Large-Cap Company Risk – There is a risk that returns from large-cap growth stocks will trail returns from the overall stock market. Large-cap stocks go through cycles of doing better, or worse, than the stock market in general.

<u>Fixed-Income Securities</u>. Even though we invest only in fixed-income securities that are investment grade or better at the time of purchase, these securities face risks, such as:

- Interest Rate Risk – Fixed-income securities increase or decrease in value based on changes in interest rates. If rates increase, the value of fixed-income securities generally declines. On the other hand, if rates fall, the value of the fixed-income securities generally increases.

- Credit Risk – There is a risk that issuers and counterparties will not make interest and/or principal payments on the securities they issue or that their payments will not be made when due. In addition, the credit quality of securities may be lowered if an issuer's financial condition changes. Lower credit quality may lead to greater volatility in the price of a security, and that may affect liquidity and our ability to sell the security.

- Call Risk – There is a risk that falling interest rates will cause an issuer of fixed-income securities to redeem (call) its high-yielding fixed-income securities before their maturity date.

ETFs. ETFs face risks based on the underlying investments they hold. For example:

- Sector ETF Risks. If held, a sector ETF (which invests in a single industry, such as finance) is at risk that its price will decline due to developments in its sector.

- Small- and Mid-Cap Company ETF Risks – Investments in ETFs holding small and mid-cap companies may be riskier than investments in larger, more established companies. The securities of these companies may trade less frequently and in smaller volumes than securities of larger companies. In addition, small- and mid-cap companies may be more vulnerable to economic, market and industry changes. Because smaller companies may have limited product lines, markets or financial resources, or may depend on a few key employees, they may be more susceptible to particular economic events or competitive factors than larger-capitalization companies.

- Foreign Securities and Emerging Market ETF Risks – ETFs holding foreign securities face risks due to political, social and economic developments abroad, as well as due to differences between U.S. and foreign currency and regulatory practices. These risks are greater in emerging markets.

Item 9 – 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 us or the integrity of our management.

Vision has no legal or disciplinary events to report.[2]

Item 10 – Other Financial Industry Activities and Affiliations

We are obligated to disclose if we, any of our "supervised persons" (meaning our employees and independent contractors, or any of our affiliates are involved in other financial industry activities, such as those of a broker-dealer, commodity pool operator or a futures commission merchant. We are also obligated to disclose if we receive compensation from other advisers for recommending or selecting those advisers for you.

We do not have any other financial industry activities or affiliations to report to you. In fact, we are not affiliated with any other company. Furthermore, we do not receive compensation from other advisers for recommending or selecting them.

[2] We note that registered advisers are required to report, in Part 1A of Form ADV, all disciplinary events regardless of whether they are material. Vision has no disciplinary events of any kind to report.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

CODE OF ETHICS

We have adopted a code of ethics that applies to all our supervised persons. All supervised persons must comply with our code of ethics as a condition to working with us. Our Chief Compliance Officer administers and enforces our code of ethics.

Our code of ethics requires our supervised persons to:

- comply with applicable federal and state securities laws
- conduct themselves with integrity and act ethically in their dealings with the public, clients and professional associates
- fulfill their duty of loyalty by acting solely in our clients' best interests
- strive to provide long-term client satisfaction
- disclose any conflict of interest
- adhere to our policies limiting the giving or receiving of gifts and business entertainment
- adhere to our policies limiting the giving of political contributions
- report any violation of our compliance manual to our Chief Compliance Officer as soon as possible
- submit reports of securities beneficially owned by them and their related persons, and submit reports of securities transactions by them and their related persons, subject to certain permitted exceptions. No reports are required for accounts held at Vision.

We prohibit our supervised persons from investing in initial public offerings, and they must receive the approval of our Chief Compliance Officer before they invest in any private placement.

Our clients or prospective clients may request a copy of our code of ethics by contacting our Chief Compliance Officer using the contact information on the cover page of this brochure.

PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Our employees/supervised persons may: (a) buy or sell the same securities we buy or sell for your account; or (b) buy or sell the same securities we buy or sell for your account and engage in the transaction at the same time. As a result, there may be a conflict of interest that arises between you and us (or one of our supervised persons) in the allocation of profitable trades. To address potential conflicts, we always allocate trades to you before we allocate them to our employees/supervised persons and all employee/supervised persons trades must be pre-approved by our Chief Compliance Officer.

If we have a client whose securities are traded publicly, we and/or our supervised persons may invest client assets in that company's securities during periods when we do not have any material nonpublic information about that company. Transactions in any such securities must be pre-approved by our Chief Compliance Officer.

Item 12 – Brokerage Practices

BROKER SELECTION

Our management discretion for individual clients generally includes the selection of the security, the amount to be purchased or sold, the broker to be used, and the commission to be paid. We select brokers for our individual clients on the basis of the broker's overall assistance in effecting the transaction. We consider many factors, including:

- adequate execution capabilities
- commission rate
- financial responsibility
- responsiveness to us
- any research-related products and services provided to us

Commission rates paid may be higher than the lowest commission rate available. Your custodian generally charges a minimum fee for each transaction in your account. Because of this minimum fee, it typically is not economically feasible to select any broker other than your custodian for your equity, mutual fund and ETF transactions. See Item 14 – Client Referrals and Other Compensation below for our discussion of benefits we and our clients receive from our individual clients' custodial arrangements.

When practicable, we trade fixed-income securities through a bidding process that considers similar factors, as they apply, in agents we use to facilitate trades in those securities.

Discretion for institutional portfolios generally includes the selection of the security, the amount to be purchased or sold, the broker or dealer to be used to effect the transaction, and the commission rate to be paid.

Our best execution committee maintains a list of approved institutional brokers. The committee is responsible for the list and reviews it at least annually. Additions or deletions can be made to the list at any time. When approving institutional brokers, the committee considers many factors related to the overall quality of execution services received which can include one or more of the following factors:

- price and opportunity for price improvement
- anonymity
- liquidity
- access to research
- expertise with difficult securities transactions
- number of errors committed by the broker
- access to new issues
- frequency of management and/or analyst visits

In addition, the committee considers other trading mechanisms, like electronic communications networks, to determine whether non-traditional markets and brokers may offer best execution and lower costs.

When practicable, we trade fixed-income securities through a bidding process that considers similar factors, as they apply, in agents we use to facilitate trades in those securities.

RESTRICTED BROKERAGE ACCOUNTS

Our individual clients generally utilize Charles Schwab, Fidelity and TD Ameritrade as custodians, and we consider these accounts to be "restricted brokerage" accounts. Restricted brokerage accounts tend to utilize a custodian that applies minimum fees or "ticket charges" to each trade, and that practice often makes that custodian's owned broker-dealer the most economically responsible location for us to execute a trade in accordance with our duty of best execution. Such fees generally make executing trades with a variety of other broker-dealers economically impractical for equity, mutual fund and exchange traded fund ("ETF") transactions.

UNRESTRICTED BROKERAGE ACCOUNTS

Clients with accounts that provide us with unlimited broker-dealer discretion to trade their assets are considered to have "unrestricted brokerage" accounts. These unrestricted brokerage accounts are most often institutional accounts with a custodian that does not impose minimum charges on transactions. This allows us more freedom to select from many brokers to trade those assets.

DIRECTED BROKERAGE

As explained above in this Item 12 – Brokerage Practices, your agreement with us generally gives us discretion to choose a broker or dealer to execute your trades. However, sometimes unrestricted brokerage clients direct us to use a specific broker or dealer to trade a certain percentage of their assets. These unrestricted accounts are considered to utilize "directed brokerage." For accounts utilizing directed brokerage, we are not responsible for negotiating the terms with the broker where the trades are being directed. Our clients are responsible for negotiating the terms and arrangements for the client's account with the broker.

In addition, for directed brokerage accounts, we may not able to (a) seek best execution or negotiate prices on commissions from other brokers, or (b) aggregate the client's transactions with orders for other accounts advised or managed by us. As a result, we may pay materially disparate commissions, greater spreads or other transaction costs, or receive less favorable net prices on transactions for the account than would otherwise be the case. On the other hand, you may be able, by directing brokerage, to participate in new issues offered through the broker that are not available to our other clients.

Certain institutional clients may also instruct us to direct a certain portion of brokerage associated with an institutional account to brokers that are members of a historically underrepresented minority group. This practice generally impedes our ability to seek best execution or aggregate trades with orders for other accounts.

TRADE AGGREGATION, EXECUTION & ALLOCATION

Our level of discretion to select brokers differs among client accounts that have directed, restricted and unrestricted brokerage. Nevertheless, in all cases, whether trading assets in directed, unrestricted or restricted client accounts, we will aggregate all trades destined for common broker-dealers. Aggregated trades are then executed in block trades. The sequence in which block trades are executed is rotated among our brokers. For example, an account that was part of a block trade that executed first at a particular broker will not execute first for the next trade and so on.

Occasionally, an aggregated order may only be partially filled. Under such circumstances, the securities are allocated, to the extent feasible, among the applicable clients sharing in the aggregated order on a pro rata basis.

Exceptions to the pro rata allocation of partially filled orders may occur for several reasons, such as the avoidance of odd lots or de minimis numbers of shares, or sensitivity to total transaction cost. If partially-filled orders cannot feasibly be allocated on a pro rata basis, we allocate trades on a random basis to the accounts participating in that aggregated trade. However, client orders are always filled before orders of supervised persons. There may be instances when partially-filled orders may adversely affect the size of the position or the price paid or received by the client, as compared with the size of the position or price that would have been paid or received had no aggregation occurred.

NOTE: The aggregation and allocation policies above primarily apply to trades in equity securities. Blocks of fixed income trades across all brokers is not common and orders for shares of mutual funds or ETFs are generally fully filled and do not present allocation issues.

BROKERAGE FOR REFERRED CLIENTS

We participate in an adviser referral service with Fidelity Investments ("Fidelity") called Fidelity Wealth Advisor Solutions. Our participation in this service may raise potential conflicts of interest. Although none of our clients are required to use Fidelity for custody, our agreement with Fidelity Wealth Advisor Solutions gives us an incentive to have clients that it refers to us retain Fidelity as their custodian and for us to execute their transactions through Fidelity. For the reasons discussed under the "Broker Selection" section, we generally execute transactions for such clients with Fidelity. Being a referral from Fidelity in no way excludes a client from our duty of best execution. For more information about the Fidelity Wealth Advisor Solutions referral service, see Item 14 – Client Referrals and Other Compensation below.

TRADE ERRORS

When a trade error occurs, the client will retain any net gains resulting from the error correction, and we will compensate the client wholly for any loss resulting from the error correction.

COMMISSION SHARING & SOFT DOLLAR BENEFITS

We currently do not engage in any commission sharing or soft dollar transactions.

Item 13 – Review of Accounts

Your account is routinely reviewed to ensure your asset allocation is consistent with your investment objectives. In addition, on a quarterly basis we ask you to notify us of any significant personal or financial changes and if so, to contact us to schedule a meeting to consider whether any changes to your current investment policy should be made. We prefer to meet with our full service clients on a quarterly basis to review your portfolio and investment objectives.

We issue written reports to our clients each quarter. Our reports generally include a list of assets in your account, investment results for your account, and other statistical data about your account. We urge you to carefully review these reports and compare the statements that you receive from your custodian to the reports that we provide. The information in our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 14 – Client Referrals and Other Compensation

COMPENSATION WE PAY FOR CLIENT REFERRALS

Fidelity Wealth Advisor Solutions®

Vision Capital Management, Inc. participates in the Fidelity Wealth Advisor Solutions® Program (the "WAS Program"), through which we receive referrals from Fidelity Personal and Workplace Advisors, LLC ("FPWA"), a registered investment adviser and Fidelity Investments company. Vision Capital Management, Inc. is independent and not affiliated with FPWA or any Fidelity Investments company. FPWA does not supervise or control Vision Capital Management, Inc., and FPWA has no responsibility or oversight for our provision of investment management or other advisory services.

Under the WAS Program, FPWA acts as a solicitor for Vision Capital Management, Inc. and we pay referral fees to FPWA for each referral received based on our assets under management attributable to each client referred by FPWA or members of each client's household. The WAS Program is designed to help investors find an independent investment advisor, and any referral from FPWA to Vision Capital Management, Inc. does not constitute a recommendation or endorsement by FPWA of our particular investment management services or strategies. More specifically, we pay the following amounts to FPWA for referrals: the sum of (i) an annual percentage of 0.10% of any and all assets in client accounts where such assets are identified as "fixed income" assets by FPWA and (ii) an annual percentage of 0.25% of all other assets held in client accounts. For referrals made prior to April 1, 2017, these fees are payable for a maximum of seven years. Fees with respect to referrals made after that date are not subject to the seven year limitation. In addition, we have agreed to pay FPWA a minimum annual fee amount in connection with its participation in the WAS Program. These referral fees are not passed on to you and does not impact the fee schedule for any client.

To receive referrals from the WAS Program, Vision Capital Management, Inc. must meet certain minimum participation criteria, but we may have been selected for participation in the WAS Program as a result of our other business relationships with FPWA and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"). As a result of our participation in the WAS Program, we may have a potential conflict of interest with respect to our decision to use certain affiliates of FPWA, including FBS, for execution, custody and clearing for certain client accounts, and we may have a potential incentive to suggest the use of FBS and its affiliates to our advisory clients, whether or not those clients were referred to us as part of the WAS Program. Under an agreement with FPWA, we have agreed to not charge clients more than the standard range of advisory fees disclosed in our Form ADV 2A Brochure to cover solicitation fees paid to FPWA as part of the WAS Program. Pursuant to these arrangements, we have agreed not to solicit clients to transfer their brokerage accounts from affiliates of FPWA or establish brokerage accounts at other custodians for referred clients other than when our fiduciary duties would so require, and we have agreed to pay FPWA a one-time fee equal to 0.75% of the assets in a client account that is transferred from FPWA's affiliates to another custodian; therefore, we may have an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of FPWA. However, participation in the WAS Program does not limit our duty to select brokers on the basis of best execution.

Currently, we have no third-party solicitation arrangements other than our participation in the Fidelity WAS Program.

Schwab Advisor Network

In 2016 we discontinued participation in the Schwab Advisor Network, an adviser referral service. However, we still pay Schwab a participation fee on all referred clients' accounts that are held in custody at Schwab. The participation fee we pay Schwab applies to clients who were referred by Schwab and have retained Schwab as their custodian. The participation fee is a percentage of the value of the assets in the client's account. The participation fee is payable quarterly and may be increased, decreased or waived by Schwab from time to time. The participation fee is paid by us and not by you.

Schwab is not affiliated with us. It does not supervise us and has no responsibility for our management of client portfolios or for any other advice or service we provide our clients.

Trades for accounts held with one broker may be executed at different times and at different prices than trades executed by other brokers. We acknowledge our duty to seek best execution of trades for all client accounts.

BENEFITS FROM CUSTODIANS

General

We receive no compensation for suggesting a particular broker or bank as your custodian. However, certain custodians provide products and services that benefit us and our client accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology that:

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts)
- provide research, pricing information and other market data
- facilitate payment of our fees from our clients' accounts
- assist with back-office support, recordkeeping and client reporting

Many of these services may be used to service all or a substantial number of our accounts, including accounts not maintained with that particular broker. These products and services benefit us by allowing us to more quickly and accurately service our clients.

Various brokers also make available to us other services intended to help us manage and further develop our business. These services may include:

- publications and conferences on practice management
- information technology
- business succession planning
- regulatory compliance
- marketing

In addition, brokers may make available, arrange and/or pay for these types of services when provided to us by independent third parties. The brokers may discount or waive fees they 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 us. As a fiduciary, we seek to act in our clients' best interests. However, our recommendation that clients maintain their accounts with these brokers may be based in part on the benefit of these products and services, and not solely on the nature, cost or quality of custody or brokerage services these brokers provide. Although this may create a potential conflict of interest, we believe these products and services are in the best interests of our clients.

Institutional Services Programs

We may participate in institutional services programs offered to independent investment advisers by various brokers. We recommend such brokers to clients who need brokerage and custodial services. We are independently owned and operated, and are not affiliated with any broker.

As part of their institutional programs, brokers normally provide us with access to their institutional trading and operations services, which are usually not available to individual investors. These institutional programs generally are available to independent investment advisers, at no charge to them so long as the adviser's clients collectively maintain a specified balance of account assets with the broker. The broker services include brokerage, custody and research services, as well as access to mutual funds and other investments that are otherwise only available to institutional investors or clients with significantly higher assets.

These brokers generally do not charge separately for custody. They are compensated by account holders either (a) paying a quarterly fee based on a percentage of the account value, or (b) paying commissions or other transaction-related fees for trades that are executed through the broker or that settle into client accounts held with the broker.

We generally recommend brokers providing institutional services programs to our clients for custody of client assets and for the execution of equity, mutual fund and ETF transactions. We regularly review these programs to ensure that our broker recommendations are consistent with our fiduciary duty. These trading platforms are important to our service arrangements and capabilities, and we may not accept individual clients who direct the use of brokers who do not offer institutional services programs.

Item 15 – Custody

Your assets are required to be held by a bank, registered broker-dealer or other "qualified custodian." We are not a qualified custodian and do not physically hold your assets. Unless otherwise agreed through your signed authorization in our Investment Advisory Agreement, we deduct advisory fees directly from your account which is considered limited custody. We have custody for assets where you have a standing letter of authorization ("SLOA") with your custodian to wire money or move money from your account to a third-party. For any situation where we are deemed to have custody of your assets, your approval is required in advance. As a firm with custody of client assets, we are required to have an annual surprise custody exam. As a part of this exam, you may be contacted by our auditors (Geffen Mesher) and requested to provide information in relation to your statement of assets provided to you by Vision Capital Management and your statement of assets provided to you by your custodian. We kindly request you participate if contacted.

You should receive statements directly from your custodian at least quarterly. We urge you to carefully review the custodial statements and compare them to the reports we send you. The information in our reports may vary from your custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities. If the information from your custodian differs from the information Vision provides, we encourage you to contact our Chief Compliance Officer.

Item 16 – Investment Discretion

GENERAL

Our authority in managing your account includes the full discretionary power to purchase, sell and exchange securities and other instruments, exercise all rights conferred on the holder of such assets, and reinvest all proceeds.

Your agreement with us gives us the authority to exercise full discretion, except for filing claims in connection with class action settlements, as described below. In addition, we observe investment limitations and restrictions that you provide to us in writing.

CLASS ACTION CLAIMS

We provide class action litigation monitoring and securities claim filing services through an independent third party, Institutional Shareholder Services ("ISS"). As a client of Vision, you are included in this service unless you choose to opt out. You may change your opt-out election at any time by notifying us in writing. We have the right to change the provider of this service.

Because we are providing this service through a vendor, we do not monitor class action suits or process claim forms on your behalf (whether or not you participate in the service ISS provides). We are not responsible or liable for: (a) any assistance we provide the vendor concerning monitoring or processing class action claims or (b) any vendor act in monitoring or processing such claims.

Item 17 – Voting Client Securities

GENERAL

Institutional Shareholder Services ("ISS") is our proxy voting vendor. We outsource all proxy voting services to ISS and have adopted the ISS annual voting guidelines based on their research and due diligence. ISS votes the proxies, records voting decisions, keeps record of votes and reasons for voting, all on behalf of our participating clients. Upon your written request, you may vote your own proxies.

We may disregard the ISS voting guidelines if we determine your best interest would be served by voting otherwise.

You may obtain a copy of the ISS proxy voting guidelines or information on how your proxies were voted by contacting our Chief Compliance Officer using the contact information on the cover page of this brochure.

DIRECTED VOTING

All of our clients may direct our vote on specific matters, but they must do so in writing.

Item 18– Financial Information

We must disclose any financial condition that could impair our ability to meet our contractual obligations to you. We must also disclose if we have been the subject of any bankruptcy proceeding within the last 10 years.

We have no such financial condition to disclose to you, and we have never been the subject of any bankruptcy proceeding.

Under no circumstances do we require or solicit payment of fees in excess of $1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.