

**Item 1. Introduction**

Wagner Financial, LLC, *doing business as* Wagner Planning (“Wagner Planning,” “we,” “us,” and “our”), is an Oregon limited liability company that is registered as an investment advisor with the United States Securities and Exchange Commission. Brokerage and investment advisory services and fees differ and it is important that you understand the differences. Please note that free and simple tools are available to research advisory and brokerage firms and their associated financial professionals at [Investor.gov/CRS](https://www.investor.gov/CRS), which also provides educational materials about broker-dealers, investment advisors, and investing.

**Item 2. Relationships and Services****What investment services and advice can you provide me?**

We offer asset management and financial planning and consulting services to clients.

When you engage us for asset management services, we will invest, manage, and monitor your designated investment accounts on an ongoing basis acting as your trusted fiduciary investment advisor. We will select an appropriate investment strategy for your account, implement the desired portfolio of investments, and monitor your investments on a regular basis, rebalancing and adjusting your holdings as we believe to be in your best interests. You will be required to enter into a discretionary management arrangement that allows us to buy and sell investments within your account without obtaining your consent prior to each transaction (a “discretionary account”). You may impose reasonable restrictions on our ability to invest in certain securities or types of securities within your account. We will formally review your investments at least annually.

Where specifically requested, asset management clients also receive ad-hoc financial advice regarding common financial issues and concerns, such as questions regarding budgeting, insurance coverage, and basic retirement planning matters. This part of our asset management services does not constitute broad-based financial planning and clients wishing to engage us for such services or the preparation of a written financial plan may only do so under a separate and discrete financial planning engagement. If you have previously engaged us to prepare a written financial plan, we will update it annually as part of these services. In addition, where specifically requested, we may also provide you with advice regarding the investment of certain “held-away” investment accounts (*e.g.*, employer sponsored retirement accounts, qualified tuition plans, variable annuity sub-accounts). You will make all final investment decisions and be responsible for the implementation and monitoring of assets contained in your held-away accounts.

We also offer financial planning and consulting services on a combined or stand-alone basis. We will review your financial situation and assets, risk profile, investment time horizon, and investment goals and provide you with our recommendations regarding the financial topics for which we are engaged. Our recommendations will typically take the form of either a formal written financial plan or a shorter written report or summary as may be appropriate for the scope of the engagement. The written financial plan, report, or summary we prepare will not be updated or reviewed following its initial delivery to you, unless

specifically agreed. Additional fees will apply to all such reviews and updates. Unless we are engaged for ongoing management services in conjunction with financial planning services, you will make all ultimate investment decisions and be responsible for the implementation of our financial planning advice and the ongoing monitoring of your investments.

We primarily advise our clients regarding investments in mutual funds, exchange traded funds (“ETFs”), real estate investment trusts (“REITs”), individual stocks, corporate and government issued bonds, variable annuities, money market funds, certificates of deposit, cash, and cash equivalents. Our advice may cover other types of investments, including investments held in your account at the inception of our relationship. We do not have any minimum fees or account balance requirements. *More detailed information about our advisory services and account minimums is contained in our Form ADV Part 2A “firm brochure” at Items 4 and 7.*

**Item 3. Fees, Costs, Conflicts, and Standard of Conduct****Conversation Starter:** Ask us:

- (i) *Given my financial situation, should I choose an investment advisory service? Why or why not?*
- (ii) *How will you choose investments to recommend to me?*
- (iii) *What is your relevant experience, including your licenses, education, and other qualifications? What do these qualifications mean?*

**What fees will I pay?**

When you engage us for asset management services, we will charge you an annual asset-based fees ranging from 0.50% - 1.60% per year of the market value of your account based on a tiered fee schedule or at a flat annual rate charged across your entire account. The annual advisory fee is payable to Wagner Planning monthly in advance. The advisory fee shall be calculated using the market value of your account as of the close of the prior billing period. We will deduct these fees directly from your account held at the independent qualified custodian.

We charge fixed fees for financial planning and consulting services typically ranging from \$2,000 - \$4,000 or an hourly fee of up to \$375 per hour, based on the scope of the engagement, the complexity of your financial situation and needs, and our estimation of the time and resources necessary to provide the requested services. On occasion, the actual amount of the fixed fee or hourly rate may vary outside of the range set forth above based on this analysis. The specific fixed or hourly fee will be set forth in a written advisory agreement you will enter with Wagner Planning. We will typically invoice planning or consulting fees to you in full upon our delivery of the final written financial plan or report or upon our final consultation. Fees for planning and consulting services are payable by cash, check, or other form of payment as we may agree and are due upon presentation of our invoice for services.

In addition to our advisory fees, you will separately pay (i) your proportionate share of the expense ratio and other internal fees

and costs associated with any mutual funds, ETFs, REITs, and other pooled investment vehicles held in your account; and (ii) all usual and customary transaction-based fees (brokerage fees and commissions), custodial and administrative/platform charges, wire transfer fees, and other fees and taxes associated with activity and holdings contained in your account.

Where asset-based fees apply, you should consider that the more assets you have in your account, the more you will pay us, thus creating an incentive for us to encourage you to increase and/or maintain the current level of assets in your account.

**You will pay fees and costs whether you make or lose money on your investments. Fees and costs will reduce any amount of money you make on your investments over time. Please make sure you understand what fees and costs you are paying.** *More detailed information about our advisory fees is contained in our firm brochure at Item 5.*

**Conversation Starter:** Ask us: “Help me understand how these fees and costs might affect my investments. If I give you \$10,000 to invest, how much will go to fees and costs, and how much will be invested for me?”

**What are your legal obligations to me when acting as my investment advisor? How else does your firm make money and what conflicts of interest do you have?**

*When we act as your investment advisor, we have to act in your best interests and not put our interests ahead of yours. At the same time, the way we make money creates some conflicts with your interests. You should understand and ask us about these conflicts because they can affect the investment advice we provide you. Here are some examples to help you understand what this means:*

**Example 1:** The value of your asset-based advisory fee account goes up, and while the annual percentage we charge may stay the same, the total compensation you pay us goes up proportionately.

**Example 2:** Your account value goes down, but you still must pay us an asset-based advisory fee proportional to your assets under management.

Some of our financial professionals are dually registered representatives of Private Client Services, LLC (“PCS”), an independent SEC registered broker-dealer firm. Clients can enter into a separate commission-based arrangement with such individuals (but not Wagner Planning directly) and PCS for securities brokerage services (a “Brokerage Arrangement”). Under this arrangement, these financial professionals, acting in their capacity as registered representatives of PCS, may receive commissions, ongoing distribution fees (i.e., trails), and other compensation based on sales of securities to clients.

Certain of our financial professionals are also independently licensed to sell insurance in one or more states and may receive commissions or fees in connection with the sale of insurance products to clients.

Investment advisory fees are separate and distinct from insurance or brokerage commissions or fees earned by our financial professionals. The receipt of insurance or brokerage related commissions or fees creates a conflict of interest with clients. We will only transact securities and insurance business with clients when fully disclosed, suitable, and appropriate. You may use any insurance or brokerage firm, agent, or registered representative you choose.

*More detailed information related to these conflicts of interest is contained in our firm brochure at Item 5.*

**Conversation Starter:** Ask us: “How might your conflicts of interest affect me, and how will you address them?”

**How do your financial professionals make money?**

Our financial professionals are compensated with annual salaries and/or discretionary bonuses. Insurance licensed professionals and those registered with PCS may also receive commissions, as described above.

*More detailed information about our conflicts of interest is contained in our firm brochure at Item 5 and in the Form ADV Part 2Bs related to each of our financial professionals.*

**Item 4. Disciplinary History**

**Do you or your financial professionals have legal or disciplinary history?**

No. We encourage you to visit [Investor.gov/CRS](https://investor.gov/CRS) for a free and simple search tool to research our firm and any of our financial professionals.

**Conversation Starter:** Ask us: “As a financial professional, do you have any disciplinary history? For what type of conduct?”

**Item 5. Additional Information**

You can find additional information regarding our firm, including our Form ADV Part 2A firm brochure and this client relationship summary by visiting <https://adviserinfo.sec.gov> and searching for our firm by its name or its unique CRD number (318448). You can also obtain a copy of this relationship summary by visiting our website at [www.wagnerplanning.com](http://www.wagnerplanning.com) or by contacting us by telephone at (503) 342-0038. We will be pleased to answer any of your questions.

**Conversation Starter:** If you have any concerns, please let us know by asking the following questions: “Who is my primary contact person? Is he or she a representative of an investment advisor or a broker-dealer? Who can I talk to if I have concerns about how this person is treating me?”

**Summary of Changes**

Since the last version of this Form ADV Part 3 Client Relationship Summary dated January 24, 2025, Item 3 was amended to update disclosures regarding fixed and hourly planning fees, including amount, calculation, and billing.