

Item 1. Introduction

Gates Pass Advisors, LLC ("Gates Pass," "we," "us," and "Advisor") is a California 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 broad-based, comprehensive financial planning and consulting services and ongoing wealth management services to clients. Most client relationships begin with the client engaging us for broad-based financial planning and consulting services before moving into an ongoing wealth management relationship where we implement our financial planning recommendations and monitor the client's designated investment accounts on an ongoing basis. Financial planning is also offered as a stand-alone service.

When we provide broad-based financial planning we will meet with you and review documents you provide to gain an understanding of your financial circumstances, income, assets, investment concerns and goals, and provide you with our observations and recommendations in the form of a written financial plan. Our written financial plans typically include a summary of the client's financial situation, our general observations regarding the same, and a series of recommendations for a course of activity to be undertaken by the client to achieve their financial objectives and goals. Unless you engage us for ongoing wealth management services, (i) no update or review of the plan is provided and the engagement is considered concluded upon delivery of the financial plan to you and (ii) you will make all ultimate investment decisions and be responsible for the implementation and the ongoing monitoring of your investments.

Our wealth management services include a review of your unique financial circumstances and the design, implementation, and ongoing management of your designated investment account(s), typically in accordance with your written financial plan. We will directly invest the assets deposited to your account at the custodian. In most cases, we will strategically allocate your assets to certain independent third-party money managers ("Independent Managers") made available to us via the turn-key asset management platform sponsored by SEI Investment Company and its affiliates (collectively, "SEI," and the "SEI Platform"). We will monitor your designated accounts regularly (including any Independent Manager sub-accounts), making changes to your holdings and Independent Managers as we believe to be appropriate and in your best interests, acting in accordance with our fiduciary duty to you. Most clients will be required to enter into a discretionary management arrangement that allows us to buy and sell investments within their account and to hire and fire Independent Managers without obtaining their consent prior to each transaction (a "discretionary account"). On occasion, we may agree to a non-discretionary arrangement where we are required to obtain your approval prior to implementing any recommended transactions. 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 by the client, we may also provide you with advice regarding the investment of your "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 such accounts.

If a written financial plan has not been provided already, wealth management clients may elect to have us provide a customized wealth management plan. Where you opt-in to these services, we will provide you with financial planning advice including, without limitation, recommendations regarding cash flow and budgeting, review of insurance and employee benefits, financial goal setting services, advice and planning regarding specific life events, estate plan review, and review of potential tax minimization strategies. We will update your wealth written financial plan periodically, as agreed with the client.

We primarily advise our clients regarding investments in individual stocks, corporate and government issued bonds, mutual funds, exchange traded funds ("ETFs"), cash and cash equivalents. We also advise clients regarding the selection of Independent Managers. Our advice may cover other types of investments, including investments held in your account at the inception of our relationship. We typically require a minimum liquid net worth of \$2,000,000 to commence a wealth management relationship and charge a minimum annual fee of \$10,000 for these services. Minimum fixed fees for initial financial planning services and plan reviews are set at \$5,000 and \$2,000 respectively. We may waive these minimums at our discretion on a per-client basis.

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.

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?*

Item 3. Fees, Costs, Conflicts, and Standard of Conduct***What fees will I pay?***

When you engage us for wealth management services, we will charge you either (1) an annual fixed fee, (2) a combination of an annual fixed fee and an annual asset-based fee, or (3) an annual asset-based fee. Fixed fees are determined by Gates Pass based on the anticipated scope of the portfolio management, financial planning, and consulting services to be provided and are adjusted annually on January 1 by the greater of (1) the increase in the Consumer Price Index for All Urban Customers or (2) 2.00%. Where an asset-based fee applies, these fees range from 0.25% - 1.00% per year of the market value of your account. The total fee a client will pay will never exceed 3.00% of the market value of the client's assets under Gates Pass' management. Advisory fees for these services are payable quarterly in advance and are pro-rated for any partial billing periods and for any mid-period capital inflows or

outflows to or from your account. Unless otherwise agreed, we will deduct these fees directly from your account at the custodian.

We typically charge a minimum fixed fee of at least \$5,000 for stand-alone initial financial planning and consulting services and \$2,000 for financial plan reviews. Our fees for these services may be higher or lower than these minimums based on the anticipated scope of services to be provided. The specific fixed fee applicable to your financial planning and consulting services engagement will be set forth in a written advisory agreement you will enter with Gates Pass. Fixed fees these services are typically paid up to 50% at inception, with the balance invoiced and payable either periodically or upon completion of the engagement. Fees for these services are payable either by direct fee deduction or by cash, check, or credit card.

In addition to our advisory fees, you will separately pay (i) your proportionate share of all management fees and other internal costs and expenses associated with any mutual funds, ETFs, and other pooled investment vehicles held in your account; (ii) Independent Manager (including SEI's) fees and costs; and (iii) all usual and customary transaction-based fees (brokerage fees and commissions), custodial charges, platform and administrative fees, 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.

We are not associated with any broker-dealer firms and our financial professionals do not receive any commissions or other compensation as a result of our recommendation or sale of any securities to a clients. We act as your fiduciary and recommend investments only when we believe them to be in your best interests.

Gates Pass maintains a business relationship with SEI pursuant to which clients receive access to the SEI Platform and certain custodial and trade execution services. In connection with this business relationship, SEI provides Gates Pass with certain services and benefits which are not available to retail clients which are described in greater detail in Item 12 of our firm brochure. Our receipt of these benefits from SEI creates a conflict of interest with clients that clients should consider before agreeing to engage SEI.

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.

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 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 (269983). You can also obtain a copy of this relationship summary by visiting our website at www.gatespassadvisors.com or by contacting us by telephone at (650) 797-0280. 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 MATERIAL CHANGES

The date of our previous Form ADV Part 3 Client Relationship Summary was March 27, 2024. Since that date, we have made the following material changes to this document:

- Item 2 has been amended to disclose certain conflicts of interest related to our use of the SEI Platform.