

Form CRS Relationship Summary for Valley Wealth Managers, Inc.

INTRODUCTION

Valley Wealth Managers, Inc. (“VWM”, “our,” “we,” or “us”) is an investment adviser registered with the U.S. Securities and Exchange Commission (“SEC”). **Brokerage and investment advisory services and fees differ, and it is important for you to understand the differences.**

Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker dealers, investment advisers, and investing.

RELATIONSHIPS AND SERVICES

What investment services and advice can you provide me?

We offer personalized investment management services, including wrap fee programs, to retail investors based on your individual investment goals. We offer investment advice on a regular basis, perform due diligence on investments in your portfolio, monitor your portfolio on a continuous basis, and send you regular reports. We also offer financial planning services, either pursuant to a written financial plan or on a consulting basis. We will contact you (by phone or e-mail) at least annually to discuss your portfolio and to see if there are any changes in your financial circumstances and investment guidelines. You can choose an investment management account that allows us or a designated manager to buy and sell investments without asking you in advance (a “discretionary account”) or we will give you advice and let you ultimately decide what investments to purchase or sell and when (a “non-discretionary account”). Depending on the investment program you select, our investment advice will cover a limited selection of investments, exchange-traded securities, and mutual funds, and/or provide you with access to investment strategies and models managed by us or other managers. Other firms could provide advice on a wider range of choices, some of which might have lower costs. To establish an investment management relationship with us, we require a minimum account size of \$100,000 for wrap fee programs, and between \$100,000 and \$500,000, for other advisory programs, depending on the program, although we may waive these requirements under certain circumstances. There are no account minimums for our financial planning and consulting services.

Brokerage services are provided through our affiliate, Valley Financial Management, Inc. (“VFM”). Information describing VFM’s brokerage services can be found on our website (www.leumiusa.com), VFM’s annual Disclosure Statement, and VFM’s client relationship summary.

YOU CAN FIND ADDITIONAL INFORMATION ABOUT OUR ADVISORY SERVICES IN OUR FORM ADV PART 2A BROCHURES (ITEMS 4, 7, AND 8 OR ITEMS 4, 5, AND 6 OF PART 2A, APPENDIX 1) AT <https://adviserinfo.sec.gov/firm/summary/108879>.

Conversation Starter. Ask your financial professional:

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

FEES, COSTS, CONFLICTS, AND STANDARD OF CONDUCT

What fees will I pay?

We charge an ongoing asset-based fee for our investment management services quarterly in advance. The asset-based fee reduces the value of your account and will be deducted from your account. For accounts participating in a wrap fee program, the asset-based fee includes, as applicable, (1) fees paid to us for ongoing advice, asset management, and due diligence, (2) fees paid to providers for trading, custody, platform, and overlay services, and (3) fees paid to managers other than us. For wrap fee programs, the asset-based fee includes most transaction costs and fees to a broker-dealer or bank that has custody of your account’s assets and is, therefore, higher than a typical asset-based advisory fee that does not include transaction costs for brokerage and custody services. Asset-based fees do not include the underlying fees and expenses of mutual funds, exchange-traded funds, and other investment funds that are selected for your account. *The more assets that are in your account, the more you will pay in asset-based fees and, therefore, we have an incentive to encourage you to increase the assets in your account. Also, certain of our advisory programs pay us a higher percentage of asset-based fees and, therefore, we are incentivized to recommend such programs over ones that pay us a lower percentage of such fees.*

For accounts that do not participate in a wrap fee program, our asset-based advisory fees do not include fees charged for brokerage and custody services, including fees paid to the custodian that holds the assets in your account and transaction fees, including commissions and markups, when an investment is bought or sold for your account. If such fees apply, you will be charged more when there are more trades for your account.

We charge for financial planning services on an hourly basis.

Form CRS Relationship Summary for Valley Wealth Managers, Inc.

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 investment over time. Please make sure you understand what fees and costs you are paying.

YOU CAN FIND ADDITIONAL INFORMATION ABOUT THE COSTS ASSOCIATED WITH OUR ADVISORY SERVICES IN OUR FORM ADV PART 2A BROCHURES (ITEM 5 OF PART 2A OR ITEM 4 OF PART 2A, APPENDIX 1) AT <https://adviserinfo.sec.gov/firm/summary/108879>.

Conversation Starter. Ask your financial professional:

- 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 adviser? How else does your firm make money and what conflicts of interest do you have?

When we act as your investment adviser, we must act in your best interest and not put our interest ahead of yours. At the same time, the way we and our affiliates 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 to you. Here are some examples to help you understand what this means. For example, our clients are generally required to open a brokerage/custody account at a third-party custodian, Pershing, LLC, through our broker-dealer affiliate, VFM. We have an incentive to use VFM as the introducing broker for your account because any compensation we pay to VFM for servicing these accounts will be provided to an affiliate rather than a third party. Clients are also generally required to open a bank account with our parent company, Valley National Bank. Clients are not required to maintain a minimum balance in this bank account, but bank deposits held at Valley National Bank and the purchase of bank products and services offered by Valley National Bank will generate revenue for our affiliate.

Conversation Starter. Ask you financial professional:

- How might your conflicts of interest affect me, and how will you address them?

YOU CAN FIND ADDITIONAL INFORMATION ABOUT CONFLICTS OF INTEREST IN OUR FORM ADV BROCHURES (ITEMS 7, 10, AND 11 OF PART 2A OR ITEMS 5 AND 9 OF PART 2A, APPENDIX 1) AT <https://adviserinfo.sec.gov/firm/summary/108879>.

How do your financial professionals make money?

Our financial professionals receive incentive compensation based on the amount of revenue we generate from client assets. As a result, our financial professionals have an incentive to recommend an advisory program or strategy that generates more revenue for us than another program or strategy that generates less revenue for us. Also, most of our financial professionals provide other services including brokerage, insurance, and/or banking services through our affiliates. These financial professionals receive more compensation for revenue generated from certain services than they do for the same amount of revenue generated from other services. This creates a conflict of interest whereby financial professionals have a financial incentive to recommend products and services that result in more compensation for the financial professional per dollar of revenue generated for us or our affiliates. For example, financial professionals who are both investment adviser representatives of VWM and registered representatives of VFM generally have an incentive to recommend advisory services over brokerage services because financial professionals typically receive more compensation for revenue generated from advisory services than they do for revenue from brokerage services.

DISCIPLINARY HISTORY

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

Yes. Visit [Investor.gov/CRS](https://investor.gov/CRS) for a free and simple search tool to research us and our financial professionals.

Free and simple tools are available to research firms and financial professionals at [Investor.gov/CRS](https://investor.gov/CRS), which also provides educational materials about broker dealers, investment advisers, and investing.

Conversation Starter. Ask your financial professional:

- As a financial professional, do you have any disciplinary history? For what type of conduct?

ADDITIONAL INFORMATION

Additional information about us is also available on the SEC's website at www.adviserinfo.sec.gov. Please contact us at (973) 808-4144 if you would like a copy of this Client Relationship Summary or if you have any questions about the contents of this Client Relationship Summary.

Conversation Starter. Ask your financial professional:

- Who is my primary contact person? Is he or she a representative of an investment adviser or broker-dealer?
- Who can I talk to if I have concerns about how this person is treating me?

The effective date of this Client Relationship Summary is July 7, 2023

**Summary of Changes to the Valley Wealth Managers, Inc.
Form ADV Part 3 (Form CRS)**

Valley Wealth Managers, Inc. (“VWM,” “our,” “we,” or “us”), f/k/a Hallmark Capital Management Inc. (“Hallmark”), is required to update its Form ADV Part 3 (“Form CRS”) when information in the Form is materially changed. This exhibit summarizes the material changes to our Form CRS since the date of its last update on July 5, 2022.

In general, we updated Form CRS to reflect that, in connection with an internal corporate reorganization on June 30, 2023, Hallmark acquired the advisory business of its affiliate, Valley Financial Management, Inc. (“VFM”), and the newly reorganized advisory business was renamed Valley Wealth Managers, Inc. (the “Transaction”). As part of the Transaction, investment adviser representatives (“IARs”) who were previously licensed with VFM’s advisory business were relicensed as IARs with us. These IARs are currently also dual-licensed as registered representatives of VFM’s broker-dealer.

As a result of the Transaction, we have updated our Form CRS to:

- include disclosure regarding our wrap fee advisory programs formerly offered by VFM, as well as the costs and account minimums attributable to these programs;
- reflect that the account minimums for wrap programs are \$100,000 and account minimums for advisory program other than wrap fee programs are between \$100,000 and \$500,000, depending on the program;
- reflect that clients are generally required to open a brokerage/custody account with a third-party custodian, through VFM as introducing broker;
- reflect that we have an incentive to use VFM as the introducing broker because any compensation we pay to VFM for servicing these accounts will be provided to an affiliate rather than a third party;
- reflect that clients are generally required to open a bank account with our parent company, Valley National Bank;
- reflect that we have an incentive for clients to open a bank account because bank deposits held at Valley National Bank and the purchase of bank products and services offered by Valley National Bank will generate revenue for our affiliate;
- disclose that most of our financial professionals provide other services including brokerage, insurance, and/or banking services through our affiliates, and are financially incentivized to recommend services that generate more revenue for us and our affiliates; and
- disclose that financial professionals who are both IARs of VWM and registered representatives of VFM generally have an incentive to recommend advisory services over brokerage services because financial professionals typically receive more compensation for revenue generated from advisory services than they do for revenue from brokerage services.

Clients are encouraged to review the attached copy of the Form CRS in its entirety.