

**Part 2A of Form ADV: *Firm Brochure***

**Wingate Wealth Advisors, Inc.**

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This brochure provides information about the qualifications and business practices of Wingate Wealth Advisors, Inc.. If you have any questions about the contents of this brochure, please contact Jeffrey H. White at 781-862-7100 or [jeff.white@wingatewealthadvisors.com](mailto:jeff.white@wingatewealthadvisors.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Wingate Wealth Advisors, Inc. also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 105012.

## **Item 2      Material Changes**

We last filed our brochure with the SEC with our annual amendment on March 25, 2019.

This Item is used to provide our clients with a summary of new and/or updated information; we will inform you of the revision(s) based on the nature of the information as follows:

1. Annual Update: We are required to update certain information at least annually, within 90 days of our firm's fiscal year end (FYE) of December 31. We will provide you with either a summary of the revised information with an offer to deliver the full revised Brochure within 120 days of our FYE or we will provide you with our revised Brochure that will include a summary of those changes in this Item.
2. Material Changes: Should a material change in our operations occur, depending on its nature, we will promptly communicate this change to clients (and it will be summarized in this Item). "Material changes" requiring prompt notification will include changes of ownership or control; location; disciplinary proceedings; significant changes to our advisory services or advisory affiliates - any information that is critical to a client's full understanding of who we are, how to find us, and how we do business.

Since our last Annual Amendment filing made on March 25, 2019, there have been no material changes to report.

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## **Item 4      Advisory Business**

Wingate Wealth Advisors, Inc. is an SEC registered investment adviser with its principal place of business located in Massachusetts. Wingate Wealth Advisors, Inc., formerly known as Wingate Financial Corporation, began conducting business in 1986.

Wingate Wealth Advisors, Inc. provides investment management and financial planning services.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company).

- Jeffrey Hayden White, Corporate Officer
- Matthew A. Lasker, Corporate Officer
- Gary D. Pomerantz, Corporate Officer
- John Casimir Slupski, III, Corporate Officer

We offer the following services to our clients:

### **INVESTMENT MANAGEMENT AND SUPERVISORY SERVICES**

Wingate Wealth Advisors, Inc. provides continuous advice regarding the investment of client funds based on the individual needs of the client. During our data gathering process, we determine the client's investment goals and objectives, including time horizons, risk tolerance, and liquidity needs. We also review and discuss a client's prior investment experience, as well as family composition and background. We then prepare a personal Investment Policy Statement and create and manage a portfolio based on that Investment Policy Statement.

Wingate Wealth Advisors, Inc. primarily manages client accounts on a discretionary basis, although we may accept non-discretionary accounts. Wingate Wealth Advisors, Inc. does not have the authority to withdraw funds from client accounts, except to pay investment management fees as authorized by the client.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Wingate Wealth Advisors, Inc. researches and selects third party money managers who are primarily accessed through no-load mutual funds. Our investment recommendations will generally include advice regarding the following securities:

- Mutual fund shares
- Exchange traded funds (ETF's)
- Corporate securities
- Municipal securities
- United States government securities
- Certificates of deposit

Because some types of investments involve additional degrees of risk, they will only be implemented or recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

In addition to investing in mutual funds and ETF's, Wingate Wealth Advisors, Inc. may also place accounts with third party money managers, on a fully disclosed basis, either directly, or through a registered investment adviser consultant firm. We select third party money managers based on the client's individual needs as described in the client's Investment Policy Statement and subject to the third party money manager's minimum account size requirements. The fee for this service is as mutually agreed upon by the client, the third-party investment manager, and Wingate Wealth Advisors, Inc..

### **Amount of Managed Assets**

As of February 28, 2020, Wingate Wealth Advisors, Inc. had \$919,900,609 assets under management, with \$626,440,049 of clients' assets managed on a discretionary basis, and \$293,460,560 of clients' assets on a non-discretionary basis.

### **FINANCIAL PLANNING SERVICES**

Wingate Wealth Advisors, Inc. also provides financial planning services. Financial planning typically includes a comprehensive evaluation of a client's current financial situation and helping establish the client's goals and objectives. During a comprehensive Financial Planning Review, we seek to identify and consider all of the factors that could impact the client's current and future financial situation.

In general, the Financial Planning Review may address any or all of the following areas:

- **PERSONAL:** We review the client's family situation and discuss financial goals and objectives.
- **FINANCIAL STATEMENT:** We prepare a personal balance sheet, listing the client's assets and liabilities.
- **CASH FLOW:** We review the client's income and spending situation.
- **TAX PLANNING:** We review the client's current and expected future tax situation with the objective of identifying opportunities for tax savings.
- **ESTATE & DISABILITY FUNDING:** We review the client's cash needs in the event of disability or premature death.
- **INSURANCE:** We review existing insurance policies for health, disability, life, long term care, and property and casualty coverages.
- **ESTATE PLANNING:** We assist the client in reviewing their estate plan, including, as appropriate, revocable and irrevocable trusts, wills, estate tax planning, powers of

attorney, asset protection planning, assisted living and nursing home care, Medicaid eligibility and elder law issues.

- **RETIREMENT PLANNING:** We prepare a long term financial analysis projecting future cash flows, asset values and withdrawal plans.
- **EDUCATION FUNDING:** We assist the client in assessing and developing a strategy and investment plan to meet education costs.
- **INVESTMENTS:** We evaluate investment portfolios and their appropriateness for meeting the client's goals and objectives.

We gather required information through in-depth personal interviews. Information gathered includes the client's current financial status, tax status, future goals, return objectives and attitudes towards risk. We carefully review documents supplied by the client, as well as questionnaires and other financial information forms we provide to the client.

We will provide our financial planning recommendations to the client within six months of the agreement date, provided that all information needed has been promptly provided. The client will typically receive financial planning reports, schedules, and memoranda summarizing our recommendations. Should the client choose to implement our recommendations, it is the client's responsibility to work closely with his/her attorney, accountant, and insurance agent, as appropriate. We are prepared to assist in the implementation of our recommendations, but how this is carried out is entirely at the client's discretion.

Financial planning services are provided as requested by the client. A comprehensive Financial Planning Review is recommended at the onset of the client engagement. The scope of engagement and the topics to be covered will be discussed and agreed upon with the client. The review may be comprehensive in nature, or focused on specific planning topics. Subsequent to the initial engagement, the client may request periodic reviews of either the client's overall financial situation or specific planning topic(s).

## **Item 5 Fees and Compensation**

We are a fee-only investment adviser, and all of our revenues come from the fees paid by our clients. We do not accept any compensation from any third parties with respect to any transactions for the accounts of our clients, or for any referrals we may make to third parties such as attorneys, accountants, or other professionals.

### **INVESTMENT MANAGEMENT SERVICES INDIVIDUAL PORTFOLIO MANAGEMENT FEES**

Our annual fees for Investment Management Services are generally based upon a percentage of assets under management. Fees are billed quarterly in arrears or in advance, as agreed

with the client, and are charged to clients' investment brokerage accounts unless other payment arrangements have been made.

The annualized fee for Investment Management Services will generally be charged as a percentage of assets under management and fee schedules range up to 1.25% based on various objective and subjective factors as described below.

Client facts, circumstances and needs will be considered in determining the appropriate fee schedule. These include the complexity of the client situation, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, and account reports, among other factors. Wingate Wealth Advisors, Inc. may negotiate fees on a client by client basis. In establishing the annual fee, there may be a conflict of interest since a higher fee may result in increased compensation received by the registered investment adviser representative. The annual fee schedule will be specified in the agreement between Wingate Wealth Advisors, Inc. and the client.

## **GENERAL INFORMATION**

***Termination of the Advisory Relationship:*** A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. Upon termination of the account, we will pro rate the final fee according to the number of days the account was under management during the billing period.

***Mutual Fund Fees:*** All fees paid to Wingate Wealth Advisors, Inc. for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or EFTs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee and other fund expenses. Wingate Wealth Advisors, Inc. seeks to minimize these fees by investing in institutional share classes, which have lower fees than retail share classes.

***Separately Managed Account Fees:*** Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the third party manager. We will clearly disclose and review any separate program fees that may be charged to clients.

***Wrap Fee Programs:*** Wingate does not offer wrap fee programs.

***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodian / broker-dealers, including, but not limited to, any transaction charges imposed by a broker-dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

***ERISA Accounts:*** Wingate Wealth Advisors, Inc. is deemed to be a fiduciary to advisory clients that are employee benefit plans pursuant to the Employee Retirement Income Security Act of 1974 ("ERISA"). As such, our firm is subject to specific duties and obligations under

ERISA and the Internal Revenue Code that includes, among other things, restrictions concerning certain forms of compensation.

Retirement Plan Rollovers. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If Wingate Wealth Advisors, Inc. recommends that a client roll over their retirement plan assets into an account to be managed by Wingate Wealth Advisors, Inc., such a recommendation may create a conflict of interest if Wingate Wealth Advisors, Inc. will earn a new (or increase its current) advisory fee as a result of the rollover. To the extent that Wingate Wealth Advisors, Inc. recommends that clients roll over assets from their retirement plan to an IRA managed by Wingate Wealth Advisors, Inc., then Wingate Wealth Advisors, Inc. represents that it and its investment adviser representatives are fiduciaries under ERISA, or the Internal Revenue Code, or both. No client is under any obligation to roll over retirement plan assets to an account managed by Wingate Wealth Advisors, Inc.

ERISA / IRC Fiduciary Acknowledgment. If the client is: (i) a retirement plan ("Plan") organized under ERISA; (ii) a participant or beneficiary of a Plan subject to Title I of ERISA or described in section 4975(e)(1)(A) of the Internal Revenue Code, with authority to direct the investment of assets in his or her Plan account or to take a distribution; (iii) the beneficial owner of an IRA acting on behalf of the IRA; or (iv) a Retail Fiduciary with respect to a plan subject to Title I of ERISA or described in section 4975(e)(1)(A) of the Internal Revenue Code, then Wingate Wealth Advisors, Inc. represents that it and its investment adviser representatives are fiduciaries under ERISA or the Internal Revenue Code, or both, with respect to any investment advice provided by Wingate Wealth Advisors, Inc. or its investment adviser representatives with respect to any investment recommendations regarding an ERISA Plan or participant or beneficiary account.

***Advisory Fees in General:*** Clients should note that similar advisory services may be available from other registered (or unregistered) investment advisers for similar or lower fees.

## **FINANCIAL PLANNING FEES**

Wingate Wealth Advisors, Inc.'s financial planning fees are determined based on the extent of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into an agreement with any client. Fees are charged on either a fixed fee or on an hourly basis.

Our fixed fees typically range from \$2,500 to \$7,500, depending on the specific arrangement reached with the client.

Our hourly fees typically range from \$175 to \$300 per hour. Although the length of time it will take to provide a Financial Plan will depend on each client's personal situation, we will provide an estimate for the total hours at the start of the financial planning engagement.



Following the initial financial planning engagement, fees for subsequent financial planning services may be waived based on factors such as account size, and the extent and complexity of the services to be provided.

## **GENERAL INFORMATION**

***Termination of the Advisory Relationship:*** A client agreement may be canceled at any time, by either party, for any reason, upon receipt of written notice.

### **Item 6 Performance-Based Fees and Side-By-Side Management**

Wingate Wealth Advisors, Inc. does not charge performance-based fees.

### **Item 7 Types of Clients**

Wingate Wealth Advisors, Inc. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Charitable organizations
- Pension and Profit Sharing Plan Participants

### **Item 8 Methods of Analysis, Investment Strategies and Risk of Loss**

#### **METHODS OF ANALYSIS and INVESTMENT STRATEGIES**

The foundation of Wingate Wealth Advisors, Inc.'s investment process is our strategic investment review. Our process encompasses the following elements:

**Economic Outlook:** Our review process begins with a focus on the economic outlook, both in the U.S. and abroad. We seek to identify the primary economic trends that will impact the near and intermediate term economic environment, in both the domestic and global economies. We review the analysis and forecasts of leading economists and economic observers, and look for where there seems to be consensus, and where there is a wider divergence of opinion. Based on this information, we develop a number of scenarios, from best-case to worst-case, and assess what seems to be the most likely outcome, while giving due consideration to less likely outcomes.

**Investment Outlook:** Next, we focus on the investment outlook, with the objective of identifying both risks and opportunities in U.S. and global financial markets. We review the analysis and forecasts of some of the most thoughtful and insightful investment managers and market strategists. While it is impossible to accurately predict investment returns, we find it helpful to consider a number of possible outcomes, and estimate their likelihood of occurring.

We then assess the relative attractiveness of the various asset classes such as large U.S. stocks, emerging markets stocks, high-yield bonds, etc.

**Asset Allocations:** Our next step is to review our model portfolio asset allocations, and determine whether to add, eliminate, or adjust asset class allocations in these model portfolios. Our model portfolios cover the entire range of investment objectives from aggressive growth to conservative income, with asset allocation selections and weightings varying as the investment objectives change.

**Fund Selections:** Finally, we review our fund selections, choosing active management strategies for areas where market conditions seem to provide opportunities for active managers to create value, and passive management strategies where there appears to be less opportunity. Our criteria for active managers include a focus on the track record, management team, investment philosophy, and the appropriateness of their particular investment discipline for current market conditions.

**Asset Allocation Risks:** A risk of asset allocation is that the client may or may not participate in sharp increases in a particular security, industry, or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, may no longer be appropriate for the client's goals.

**General Investment Risks:** Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Wingate Wealth Advisors, Inc.) will be profitable or equal any specific performance level(s).

## **Item 9      Disciplinary Information**

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

## **Item 10      Other Financial Industry Activities and Affiliations**

We are engaged exclusively in the activities described in Item 4 above and are not engaged in any other business activities.

## **Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Wingate Wealth Advisors, Inc. and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics, but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of employee quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Our code also provides for oversight, enforcement and record keeping provisions.

Wingate Wealth Advisors, Inc.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to [jeff.white@wingatewealthadvisors.com](mailto:jeff.white@wingatewealthadvisors.com), or by calling us at 781-862-7100.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

As these situations may represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.

3. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
4. We have established procedures for the maintenance of all required books and records.
5. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
6. We require delivery and acknowledgment of the Code of Ethics by each supervised person of our firm.
7. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
8. Any individual who violates any of the above restrictions may be subject to termination.

## **Item 12 Brokerage Practices**

We make custodian broker-dealer recommendations based on the services provided by the broker, such as ability to execute trades, on-line access to client account information, transaction charges, reporting capabilities, duplicate monthly statements, and access to mutual funds, including lower sales charges, if any, and lower minimum purchase amounts.

We currently recommend the Schwab Institutional division of Charles Schwab & Co., Inc., a FINRA registered broker-dealer, member SIPC ("Schwab"), National Financial Services LLC and Fidelity Brokerage Services LLC, FINRA registered broker-dealers, members SIPC (together with all affiliates, "Fidelity"), or TD Ameritrade Institutional, a division of TD Ameritrade Inc., a FINRA registered broker-dealer, member SIPC ("TD Ameritrade") for custody and brokerage services for our clients. Wingate Wealth Advisors, Inc. is independently owned and operated and not affiliated with Schwab, Fidelity or TD Ameritrade.

Schwab provides Wingate Wealth Advisors, Inc. with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment or have a sales charge for retail investors.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through transaction fees or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab Institutional also makes available to our firm other products and services that benefit Wingate Wealth Advisors, Inc. but may not directly benefit our clients' accounts. Many of these

products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that

- i. provide access to client account data (such as trade confirmations and account statements);
- ii. facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- iii. provide research, pricing and other market data;
- iv. facilitate payment of our fees from clients' accounts; and
- v. assist with back-office functions, record keeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- i. compliance, legal and business consulting;
- ii. publications and conferences on practice management and business succession; and
- iii. access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Wingate Wealth Advisors, Inc. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel. In evaluating whether to recommend that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Wingate Wealth Advisors, Inc. has an arrangement with National Financial Services LLC and Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity") through which Fidelity provides Wingate Wealth Advisors, Inc. with Fidelity's "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like Wingate Wealth Advisors, Inc. in conducting business and in serving the best interests of their clients but that may benefit Wingate Wealth Advisors, Inc.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity enables Wingate Wealth Advisors, Inc. to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions

and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers.

As part of the arrangement, Fidelity also makes available to Wingate Wealth Advisors, Inc., at no additional charge to Wingate Wealth Advisors, Inc., certain research and brokerage services, including research services obtained by Fidelity directly from independent research companies, as selected by Wingate Wealth Advisors, Inc. (within specified parameters).

As a result of receiving such services for no additional cost, Wingate Wealth Advisors, Inc. may have an incentive to continue to use or expand the use of Fidelity's services. Wingate Wealth Advisors, Inc. examined this potential conflict of interest when it chose to enter into the relationship with Fidelity and has determined that the relationship is in the best interests of Wingate Wealth Advisors, Inc.'s clients and satisfies its client obligations, including its duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Wingate Wealth Advisors, Inc. determines in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Wingate Wealth Advisors, Inc. will seek competitive rates, to the benefit of all clients, it may not necessarily obtain the lowest possible commission rates for specific client account transactions. Although the investment research products and services that may be obtained by Wingate Wealth Advisors, Inc. will generally be used to service all of Wingate Wealth Advisors, Inc.'s clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. Wingate Wealth Advisors, Inc. and Fidelity are not affiliates, and no broker-dealer affiliated with Wingate Wealth Advisors, Inc. is involved in the relationship between Wingate Wealth Advisors, Inc. and Fidelity.

Wingate Wealth Advisors, Inc. also participates in the institutional customer program offered by TD Ameritrade Institutional. TD Ameritrade Institutional is a division of TD Ameritrade Inc., member SIPC ("TD Ameritrade"), an SEC-registered broker-dealer and FINRA member. TD Ameritrade offers services to independent investment advisers which include custody of securities, trade execution, clearance and settlement of transactions. Wingate Wealth Advisors, Inc. is independently owned and operated and not affiliated with TD Ameritrade.

Wingate Wealth Advisors, Inc. participates in TD Ameritrade's Institutional customer program and we may recommend TD Ameritrade to our clients for custody and brokerage services. There is no direct link between our firm's participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors.

These benefits received by Wingate Wealth Advisors, Inc. include the following products and services (provided without cost or at a discount): duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving

adviser participants; the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain Institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to Wingate Wealth Advisors, Inc. by third party vendors. TD Ameritrade may also pay for business consulting and professional services received by Wingate Wealth Advisors, Inc.'s related persons and may also pay or reimburse expenses for Wingate Wealth Advisors, Inc.'s personnel to attend conferences or meetings relating to the program or to TD Ameritrade's adviser custody and brokerage services generally.

Some of the products and services made available by TD Ameritrade through the program may benefit Wingate Wealth Advisors, Inc. but may not directly benefit our client accounts. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by Wingate Wealth Advisors, Inc. through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by Wingate Wealth Advisors, Inc. or our related persons in and of itself, creates a potential conflict of interest and may indirectly influence our recommendation of TD Ameritrade for custody and brokerage services.

### **Item 13    Review of Accounts**

#### **INVESTMENT SUPERVISORY SERVICES INDIVIDUAL PORTFOLIO MANAGEMENT**

**REVIEWS:** While the underlying investments held in clients' accounts are continually monitored, these accounts are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by: Financial Advisors: Jeffrey H. White, Peter Frailey, Carol M. Khouri, Matthew A. Lasker, Teo Ferreira, Gary D. Pomerantz, Christopher Bekel, and John C. Slupski, III; Portfolio Manager: Joseph N. Evangelista; and Portfolio Analyst: Jacob Horowitz.

**REPORTS:** In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer custodian, we provide quarterly reports summarizing account performance, balances, holdings, and management fees.

#### **FINANCIAL PLANNING SERVICES**

**REVIEWS:** While we recommend that clients request an annual Financial Planning Review, no formal Financial Planning reviews will be conducted unless requested by the client.

**REPORTS:** Financial Planning clients will receive financial planning reports, schedules, and memoranda summarizing our recommendations during the Financial Planning Review.

## **Item 14 Client Referrals and Other Compensation**

### **CLIENT REFERRALS**

If a client is introduced to Wingate Wealth Advisors, Inc. by either an unaffiliated or an affiliated solicitor, Wingate Wealth Advisors, Inc. may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from Wingate Wealth Advisors, Inc.'s investment advisory fee, and shall not result in any additional charge to the client. If the client is introduced to Wingate Wealth Advisors, Inc. by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of their solicitor relationship, and shall provide each prospective client with a copy of Wingate Wealth Advisors, Inc.'s written Brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between Wingate Wealth Advisors, Inc. and the solicitor, including the compensation to be received by the solicitor from Wingate Wealth Advisors, Inc.

## **Item 15 Custody**

Although custody of clients' account assets will be maintained at a qualified custodian, some services that we provide to our clients have resulted in our being deemed to have custody of a client's assets. Therefore, we have provided the required disclosure in the Custody section of Part 1 of Form ADV.

We previously disclosed in the "Fees and Compensation" section (Item 5) of this Brochure that our firm typically directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.



## **Item 16 Investment Discretion**

Clients may engage us to provide discretionary investment management services, in which case, we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Wingate Wealth Advisors, Inc. also manages client accounts on a non-discretionary basis. We monitor these accounts and make investment recommendations to the client, but the client must approve these recommendations before they are implemented.

## **Item 17 Voting Client Securities**

As a matter of firm policy, we do not vote proxies on behalf of clients. Therefore, although our firm may provide investment advisory services relative to client investment assets, clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

We may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

## **Item 18 Financial Information**

Wingate Wealth Advisors, Inc. does not require the prepayment of fees of more than \$1,200 six or more months in advance. Therefore, Wingate Wealth Advisors, Inc. is not required to include a financial statement.

Wingate Wealth Advisors, Inc. has no additional financial circumstances to report.