

# Item 1: Cover Page

## Wedmont Private Capital LLC

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&

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## **Form ADV Part 2A – Firm Brochure**

Dated April 13, 2021

This Brochure provides information about the qualifications and business practices of Wedmont Private Capital LLC, “WPC”. If you have any questions about the contents of this Brochure, please contact us at (610) 885-8202. 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.

Wedmont Private Capital LLC is registered as an Investment Adviser with the States of Pennsylvania, New York and Massachusetts. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about WPC is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov), which can be found using the firm’s identification number, 305815. Clients can obtain the disciplinary history of WPC, or its representatives, from the Pennsylvania Securities Division upon request via phone (800) 722-2657 or Massachusetts Securities Division upon request via phone (617) 727-3548 or email [msd@sec.state.ma.us](mailto:msd@sec.state.ma.us).

## Item 2: Material Changes

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations, and routine annual updates as required by the securities regulators. Either this complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Wedmont Private Capital LLC.

Wedmont Private Capital LLC has updated their account minimum. (Item 4 & Item 7)

Dominci Corabi is the firm's Chief Compliance Officer.

# Item 3: Table of Contents

## Contents

<b>Item 1: Cover Page</b>	<b>1</b>
<b>Item 2: Material Changes</b>	<b>2</b>
<b>Item 3: Table of Contents</b>	<b>3</b>
<b>Item 4: Advisory Business</b>	<b>4</b>
<b>Item 5: Fees and Compensation</b>	<b>5</b>
<b>Item 6: Performance-Based Fees and Side-By-Side Management</b>	<b>6</b>
<b>Item 7: Types of Clients</b>	<b>7</b>
<b>Item 8: Methods of Analysis, Investment Strategies and Risk of Loss</b>	<b>7</b>
<b>Item 9: Disciplinary Information</b>	<b>10</b>
<b>Item 10: Other Financial Industry Activities and Affiliations</b>	<b>11</b>
<b>Item 11: Code of Ethics, Participation or Interest in Client Transactions and Personal Trading</b>	<b>11</b>
<b>Item 12: Brokerage Practices</b>	<b>12</b>
<b>Item 13: Review of Accounts</b>	<b>13</b>
<b>Item 14: Client Referrals and Other Compensation</b>	<b>14</b>
<b>Item 15: Custody</b>	<b>15</b>
<b>Item 16: Investment Discretion</b>	<b>15</b>
<b>Item 17: Voting Client Securities</b>	<b>15</b>
<b>Item 18: Financial Information</b>	<b>16</b>
<b>Item 19: Requirements for State-Registered Advisers</b>	<b>17</b>
<b>Form ADV Part 2B – Brochure Supplement for James Pelletier</b>	<b>20</b>
<b>Form ADV Part 2B – Brochure Supplement for Dominic Corabi</b>	<b>23</b>

# Item 4: Advisory Business

## Description of Advisory Firm

Wedmont Private Capital LLC is registered as an Investment Adviser with the States of Pennsylvania, New York and Massachusetts. We were founded in 2019. Dominic Corabi and James Pelletier are the principal owners of WPC. As of April 7, 2021, WPC reports \$135,467,872 in discretionary and \$4,583,991 in non-discretionary Assets Under Management.

## Types of Advisory Services

### Ongoing Financial Planning with Investment Management Services (WPS manages accounts)

This service involves working one-on-one with a planner over an extended period of time. By paying a fixed quarterly fee, Clients get to work with a planner who will work with them to develop and implement their plan. The planner will monitor the plan, recommend any changes and ensure the plan is up to date. The client fee is specifically intended to cover financial planning services. If financial planning clients choose to opt-in to Wedmont's discretionary or non-discretionary Investment Management services, those services are provided at no additional cost.

Upon desiring a comprehensive plan, a Client will be taken through establishing their goals and values around money. They will be required to provide information to help complete the following areas of analysis: net worth, cash flow, insurance, credit scores/reports, employee benefits, retirement planning, insurance, investments, college planning, and estate planning. Once the Client's information is reviewed, their plan will be built and analyzed, and then the findings, analysis and potential changes to their current situation will be reviewed with the Client. Clients subscribing to this service will receive a written or an electronic report, providing the Client with a detailed financial plan designed to achieve his or her stated financial goals and objectives. If a follow-up meeting is required, we will meet at the Client's convenience. The plan and the Client's financial situation and goals will be monitored throughout the year and follow-up phone calls and emails will be made to the Client to confirm that any agreed upon action steps have been carried out. No increase in the annual fee shall be effective without agreement from the Client by signing a new agreement or amendment to their current advisory agreement.

We are also in the business of managing individually tailored investment portfolios. Our firm provides continuous advice to a Client regarding the investment of Client funds based on the individual needs of the Client. Through personal discussions in which goals and objectives based on a Client's particular circumstances are established, we develop a Client's personal investment policy or an investment plan with an asset allocation target and create and manage a portfolio based on that policy and allocation targets. We will also review and discuss a Client's prior investment history, as well as family composition and background.

Account supervision is guided by the stated objectives of the Client (e.g., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. Our minimum account size requirement is

\$750,000 in investable assets. This minimum is negotiable in some circumstances. Fees pertaining to this service are outlined in Item 5 of this brochure. Clients with assets below \$750,000 may pay an AUM fee, which is never to exceed \$10,000 per year.

WPC provides investment management services on either a discretionary or non-discretionary basis. The advisor's discretionary authority will be disclosed in the Client Agreement.

### **Use of Third Party Managers, Outside Managers, or Sub-Advisors (TAMPs)**

We offer the use of Third Party Managers, Outside Managers, or Sub-Advisors (TAMPs) for portfolio management services. We assist Clients in selecting an appropriate allocation model, completing the Outside Manager's investor profile questionnaire, interacting with the Outside Manager and reviewing the Outside Manager. Our review process and analysis of outside managers is further discussed in Item 8 of this Form ADV Part 2A. Additionally, we will meet with the Client on a periodic basis to discuss changes in their personal or financial situation, suitability, and any new or revised restrictions to be applied to the account. Fees pertaining to this service are outlined in Item 5 of this brochure.

### **Employee Benefit Plan Services**

Our firm provides employee benefit plan services to employer plan sponsors on an ongoing basis. Generally, such services consist of assisting employer plan sponsors in establishing, monitoring and reviewing their company's participant-directed retirement plan. As the needs of the plan sponsor dictate, areas of advising could include: investment options, plan structure, and participant education.

In providing employee benefit plan services, our firm does not provide any advisory services with respect to the following types of assets: employer securities, real estate (excluding real estate funds and publicly traded REITS), participant loans, non-publicly traded securities or assets, other illiquid investments, or brokerage window programs (collectively, "Excluded Assets").

### **Client Tailored Services and Client Imposed Restrictions**

We offer the same suite of services to all of our Clients. However, specific Client financial plans and their implementation are dependent upon the Client Implementation Plan which outlines each Client's current situation (income, goals, and portfolio return & volatility expectations) and is used to construct a Client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

### **Wrap Fee Programs**

We do not participate in wrap fee programs.

## **Item 5: Fees and Compensation**

Please note, unless a Client has received the firm's Disclosure Brochure at least 48 hours prior to signing the investment advisory contract, the investment advisory contract may be terminated by the Client within five (5) business days of signing the contract without incurring any advisory fees and without penalty.

### **Ongoing Financial Planning with Investment Management Services**

Ongoing Financial Planning Services consists of an ongoing fee that is paid quarterly, in arrears, at the rate of \$2,500 per quarter (\$10,000 per year). Investment Management Services are included at no additional fee to clients. These fees apply when Investment Management Services are provided in-house, as well as when a third-party manager, outside manager, or sub-advisor is engaged. The fee may be negotiable in certain cases. Fees for this service may be directly debited from the clients' account at a qualified, unaffiliated custodian, paid by electronic funds transfer, or check. This service may be terminated with 30 days' notice. Since fees are paid in arrears, no refund will be needed upon termination of the account.

No increase in the annual fee shall be effective without agreement from the Client by signing a new agreement or amendment to their current advisory agreement.

Accounts initiated or terminated during a calendar quarter will be charged a pro-rated fee based on the amount of time remaining in the billing period.

### **Employee Benefit Plan Services**

<b>Plan Assets</b>	<b>WPC's Maximum Fee</b>
<b>\$1,000,000 - \$2,000,000</b>	1.00%
<b>\$2,000,001 - \$5,000,000</b>	0.75%
<b>\$5,000,001 - \$10,000,000</b>	0.50%
<b>\$10,000,000 and Above</b>	0.25%

WPC will be compensated for Employee Benefit Plan services according to the value of plan assets based on the table above. Employee Benefit Plan services clients with less than \$1,000,000 in plan assets will be charged a flat fee that is paid quarterly, in arrears, at the rate of \$2,500 per quarter (\$10,000 per year) and will not exceed 2% of plan assets under management. The fee may be negotiable in certain cases. This does not include fees to other parties, such as Record Keepers, Custodians, or Third-Party-Administrators. Fees for this service are either paid directly by the plan sponsor or deducted directly from the plan assets by the Custodian on a quarterly basis, and WPC's fee is remitted to WPC.

### **Other Types of Fees and Expenses**

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which may be incurred by the Client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual fund and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees, and commissions are exclusive of and in addition to our fee, and we shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for Client's transactions and determining the reasonableness of their compensation (e.g., commissions).

We 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**

We do not offer performance-based fees and do not engage in side-by-side management.

## Item 7: Types of Clients

We provide financial planning and portfolio management services to individuals, high net-worth individuals, charitable organizations, corporations or other businesses, and employee benefit plans.

Our minimum account size requirement is \$750,000 in investable assets, but negotiable in some cases.

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

Our primary methods of investment analysis are as follows:

**Fundamental analysis** involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience, and expertise of the company's management, and the outlook for the company's industry. The resulting data is used to measure the true value of the company's stock compared to the current market value. The risk of fundamental analysis is that the information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

**Technical analysis** involves using chart patterns, momentum, volume, and relative strength in an effort to pick sectors that may outperform market indices. However, there is no assurance of accurate forecasts or that trends will develop in the markets we follow. In the past, there have been periods without discernible trends and similar periods will presumably occur in the future. Even where major trends develop, outside factors like government intervention could potentially shorten them.

Furthermore, one limitation of technical analysis is that it requires price movement data, which can translate into price trends sufficient to dictate a market entry or exit decision. In a trendless or erratic market, a technical method may fail to identify trends requiring action. In addition, technical methods may overreact to minor price movements, establishing positions contrary to overall price trends, which may result in losses. Finally, a technical trading method may underperform other trading methods when fundamental factors dominate price moves within a given market.

### Modern Portfolio Theory

The underlying principles of MPT are:

- Investors are risk averse. The only acceptable risk is that which is adequately compensated by an expected return. Risk and investment return are related and an increase in risk requires an increased expected return.
- Markets are efficient. The same market information is available to all investors at the same time. The market prices every security fairly based upon this equal availability of information.
- The design of the portfolio as a whole is more important than the selection of any particular security. The appropriate allocation of capital among asset classes will have far more influence on long-term portfolio performance than the selection of individual securities.
- Investing for the long-term (preferably longer than ten years) becomes critical to investment success because it allows the long-term characteristics of the asset classes to surface.

- Increasing diversification of the portfolio with lower correlated asset class positions can decrease portfolio risk. Correlation is the statistical term for the extent to which two asset classes move in tandem or opposition to one another.

**Use of Outside Managers:** We may refer Clients to third-party investment advisers ("outside managers"). Our analysis of outside managers involves the examination of the experience, expertise, investment philosophies, and past performance of the outside managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the manager's underlying holdings, strategies, concentrations, and leverage as part of our overall periodic risk assessment. Additionally, as part of our due diligence process, we survey the manager's compliance and business enterprise risks. A risk of investing with an outside manager who has been successful in the past is that he or she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in an outside manager's portfolio. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our Clients. Moreover, as we do not control the manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

### **Passive Investment Management**

We primarily practice passive investment management. Passive investing involves building portfolios that are comprised of various distinct asset classes. The asset classes are weighted in a manner to achieve the desired relationship between correlation, risk, and return. Funds that passively capture the returns of the desired asset classes are placed in the portfolio. The funds that are used to build passive portfolios are typically index mutual funds or exchange-traded funds.

Passive investment management is characterized by low portfolio expenses (i.e. the funds inside the portfolio have low internal costs), minimal trading costs (due to infrequent trading activity), and relative tax efficiency (because the funds inside the portfolio are tax efficient and turnover inside the portfolio is minimal).

In contrast, active management involves a single manager or managers who employ some method, strategy or technique to construct a portfolio that is intended to generate returns that are greater than the broader market or a designated benchmark.

### **Material Risks Involved**

**All investing strategies we offer involve risk and may result in a loss of your original investment which you should be prepared to bear.** Many of these risks apply equally to stocks, bonds, commodities, and any other investment or security. Material risks associated with our investment strategies are listed below.

**Market Risk:** Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

**Strategy Risk:** The Adviser's investment strategies and/or investment techniques may not work as intended.

**Small and Medium Cap Company Risk:** Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies may face a greater risk of business failure, which could increase the volatility of the Client's portfolio.

**Turnover Risk:** At times, the strategy may have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and may result in



the distribution of additional capital gains for tax purposes. These factors may negatively affect the account's performance.

**Limited markets:** Certain securities may be less liquid (harder to sell or buy) and their prices may at times be more volatile than at other times. Under certain market conditions, we may be unable to sell or liquidate investments at prices we consider reasonable or favorable or find buyers at any price.

**Concentration Risk:** Certain investment strategies focus on particular asset-classes, industries, sectors or types of investment. From time to time these strategies may be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

**Interest Rate Risk:** Bond (fixed income) prices generally fall when interest rates rise, and the value may fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

**Legal or Legislative Risk:** Legislative changes or Court rulings may impact the value of investments, or the securities' claim on the issuer's assets and finances.

**Inflation:** Inflation may erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

### **Risks Associated with Securities**

Apart from the general risks outlined above which apply to all types of investments, specific securities may have other risks.

**Commercial Paper** is, in most cases, an unsecured promissory note that is issued with a maturity of 270 days or less. Being unsecured the risk to the investor is that the issuer may default.

**Common stocks** may go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

**Corporate Bonds** are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on factors such as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

**Bank Obligations** including bonds and certificates of deposit may be vulnerable to setbacks or panics in the banking industry. Banks and other financial institutions are greatly affected by interest rates and may be adversely affected by downturns in the U.S. and foreign economies or changes in banking regulations.

**Municipal Bonds** are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

**Direct Indexing Risk.** Direct indexing investment strategies that seek to enhance after-tax performance of a specific benchmark may be unable to harvest losses due to various factors. Market conditions may limit the ability to generate tax losses. A tax loss realized by a U.S. investor after selling a security will be negated if the investor purchases the security within thirty days. Although Wedmont attempts to avoid “wash sales” and temporarily restricts securities it has sold at a loss to prevent wash sales, a wash sale can occur inadvertently because of trading by a client in portfolios not managed by Wedmont, or in other household-level accounts. Wedmont executes all direct indexing trade orders at market prices. Direct indexed mandates of non-liquid securities (e.g., small cap U.S. equities, distressed companies, ADRs) can carry significant bid-ask spreads that detract from pre-tax performance. Direct indexing performance can meaningfully deviate from the performance of the benchmark the strategy attempts to replicate.

**Options and other derivatives** carry many unique risks, including time-sensitivity, and can result in the complete loss of principal. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option. When selling covered calls, there is a risk the underlying position may be called away at a price lower than the current market price.

**Illiquid Investments** An account may also invest in certain other illiquid investments such as private equity funds, hedge funds, and structured products. As the market for these investments may be small and/or illiquid, valuation of such investments may be difficult and the account may be unable to quickly liquidate such investments. In such circumstances, the account may not be able to sell, or may be forced to sell, illiquid investments at significantly depressed prices or hold investments for long periods of time.

**Exchange Traded Funds** prices may vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds may not track underlying benchmarks as expected. ETFs are also subject to the following risks: (i) an ETF’s shares may trade at a market price that is above or below their net asset value; (ii) the ETF may employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF’s shares may be halted if the listing exchange’s officials deem such action appropriate, the shares are de-listed from the exchange, or the activation of market-wide “circuit breakers” (which are tied to large decreases in stock prices) halts stock trading generally. The Adviser has no control over the risks taken by the underlying funds in which the Clients invest.

**Mutual Funds** When a Client invests in open-end mutual funds or ETFs, the Client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the Client will incur higher expenses, many of which may be duplicative. In addition, the Client's overall portfolio may be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives).

## Item 9: Disciplinary Information

### **Criminal or Civil Actions**

WPC and its management have not been involved in any criminal or civil action.

### **Administrative Enforcement Proceedings**

WPC and its management have not been involved in administrative enforcement proceedings.

### **Self-Regulatory Organization Enforcement Proceedings**

WPC and its management have not been involved in legal or disciplinary events that are material to a Client’s or prospective Client’s evaluation of WPC or the integrity of its management.

## Item 10: Other Financial Industry Activities and Affiliations

No WPC employee is registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

No WPC employee is registered, or have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor.

WPC does not have any related parties. As a result, we do not have a relationship with any related parties.

WPC only receives compensation directly from Clients. We do not receive compensation from any outside source. We do not have any conflicts of interest with any outside party.

### **Recommendations or Selections of Other Investment Advisers**

As referenced in Item 4 of this brochure, WPC recommends Clients to Outside Managers to manage their accounts. In the event that we recommend an Outside Manager, please note that we do not share in their advisory fee. Our fee is separate and in addition to their compensation (as noted in Item 5) and will be described to you prior to engagement. The total fee charged to the client will not exceed 2% of assets under management. You are not obligated, contractually or otherwise, to use the services of any Outside Manager we recommend. Additionally, WPC will only recommend an Outside Manager who is properly licensed or registered as an investment adviser.

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

As a fiduciary, our firm and its associates have a duty of utmost good faith to act solely in the best interests of each Client. Our Clients entrust us with their funds and personal information, which in turn places a high standard on our conduct and integrity. Our fiduciary duty is a core aspect of our Code of Ethics and represents the expected basis of all of our dealings. The firm also adheres to the Code of Ethics and Professional Responsibility adopted by the CFP® Board of Standards Inc., and accepts the obligation not only to comply with the mandates and requirements of all applicable laws and regulations but also to take responsibility to act in an ethical and professionally responsible manner in all professional services and activities.

### **Code of Ethics Description**

This code does not attempt to identify all possible conflicts of interest, and literal compliance with each of its specific provisions will not shield associated persons from liability for personal trading or other conduct that violates a fiduciary duty to advisory Clients. A summary of the Code of Ethics' Principles is outlined below.

- Integrity - Associated persons shall offer and provide professional services with integrity.
- Objectivity - Associated persons shall be objective in providing professional services to Clients.

- Competence - Associated persons shall provide services to Clients competently and maintain the necessary knowledge and skill to continue to do so in those areas in which they are engaged.
- Fairness - Associated persons shall perform professional services in a manner that is fair and reasonable to Clients, principals, partners, and employers, and shall disclose conflict(s) of interest in providing such services.
- Confidentiality - Associated persons shall not disclose confidential Client information without the specific consent of the Client unless in response to proper legal process, or as required by law.
- Professionalism - Associated persons' conduct in all matters shall reflect the credit of the profession.
- Diligence - Associated persons shall act diligently in providing professional services.

We periodically review and amend our Code of Ethics to ensure that it remains current, and we require all firm access persons to attest to their understanding of and adherence to the Code of Ethics at least annually. Our firm will provide a copy of its Code of Ethics to any Client or prospective Client upon request.

### **Investment Recommendations Involving a Material Financial Interest and Conflicts of Interest**

Neither our firm, its associates or any related person is authorized to recommend to a Client or effect a transaction for a Client, involving any security in which our firm or a related person has a material financial interest, such as in the capacity as an underwriter, adviser to the issuer, etc.

### **Advisory Firm Purchase of Same Securities Recommended to Clients and Conflicts of Interest**

Our firm and its “related persons” may buy or sell securities similar to, or different from, those we recommend to Clients for their accounts. In an effort to reduce or eliminate certain conflicts of interest involving the firm or personal trading, our policy may require that we restrict or prohibit associates’ transactions in specific reportable securities transactions. Any exceptions or trading pre-clearance must be approved by the firm principal in advance of the transaction in an account, and we maintain the required personal securities transaction records per regulation.

### **Trading Securities At/Around the Same Time as Client’s Securities**

From time to time, our firm or its “related persons” may buy or sell securities for themselves at or around the same time as Clients. We will not trade non-mutual fund securities 5 days prior to the same security for Clients.

## **Item 12: Brokerage Practices**

### **Factors Used to Select Custodians and/or Broker-Dealers**

Wedmont Private Capital LLC does not have any affiliation with Broker-Dealers. Specific custodian recommendations are made to the Client based on their need for such services. We recommend custodians based on the reputation and services provided by the firm.

#### **1. Research and Other Soft-Dollar Benefits**

We currently receive soft dollar benefits by nature of our relationship with Charles Schwab Institutional. Please see below and Item 14. for details.

#### **2. Brokerage for Client Referrals**

We receive no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

### **3. Clients Directing Which Broker/Dealer/Custodian to Use**

We do recommend a specific custodian for Clients to use, however, Clients may custody their assets at a custodian of their choice. By allowing Clients to choose a specific custodian, we may be unable to achieve the most favorable execution of Client transaction and this may cost Clients money over using a lower-cost custodian.

### **The Custodian and Brokers We Use (Charles Schwab Institutional)**

Advisor participates in the Charles Schwab Institutional program. Charles Schwab Institutional is a division of Charles Schwab, Inc. ("Schwab"), member FINRA/SIPC. Schwab is an independent [and unaffiliated] SEC-registered broker-dealer. Schwab offers to independent investment Advisors services which include custody of securities, trade execution, clearance, and settlement of transactions. Advisor receives some benefits from Schwab through its participation in the program. (Please see the disclosure under Item 14 below.)

### **Aggregating (Block) Trading for Multiple Client Accounts**

Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion, regarding particular circumstances and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Outside Managers used by WPC may block Client trades at their discretion. Their specific practices are further discussed in their ADV Part 2A, Item 12.

## **Item 13: Review of Accounts**

Client accounts will be reviewed on a regular basis by Dominic Corabi, Co-Founder, Managing Member and CCO. The account is reviewed with regards to the Client's investment policies and risk tolerance levels. Events that may trigger a special review would be unusual performance, addition or deletions of Client imposed restrictions, excessive draw-down, volatility in performance, or buy and sell decisions from the firm or per Client's needs.

Clients will receive trade confirmations from the broker(s) for each transaction in their accounts as well as monthly or quarterly statements and annual tax reporting statements from their custodian showing all activity in the accounts, such as receipt of dividends and interest.

## Item 14: Client Referrals and Other Compensation

The Advisor engages independent solicitors to provide client referrals. If a client is referred to us by a solicitor, this practice is disclosed to the client in writing by the solicitor and the Advisor pays the solicitor out of its own funds—specifically, the Advisor generally pays the solicitor a portion of the advisory fees earned for managing the capital of the client or investor that was referred. The use of solicitors is strictly regulated under applicable federal and state law. The Advisor’s policy is to fully comply with the requirements of Rule 206(4)-3, under the Investment Advisers Act of 1940, as amended, and similar state rules, as applicable.

The Advisor may receive client referrals from Zoe Financial, Inc through its participation in Zoe Advisor Network (ZAN). Zoe Financial, Inc is independent of and unaffiliated with the Advisor and there is no employee relationship between them. Zoe Financial established the Zoe Advisor Network as a means of referring individuals and other investors seeking fiduciary personal investment management services or financial planning services to independent investment advisors. Zoe Financial does not supervise the Advisor and has no responsibility for the Advisor’s management of client portfolios or the Advisor’s other advice or services. The Advisor pays Zoe Financial an on-going fee for each successful client referral. This fee is usually a percentage of the advisory fee that the client pays to the Advisor (“Solicitation Fee”). The Advisor will not charge clients referred through Zoe Advisor Network any fees or costs higher than its standard fee schedule offered to its clients. For information regarding additional or other fees paid directly or indirectly to Zoe Financial Inc, please refer to the Zoe Financial Disclosure and Acknowledgement Form.

As disclosed under Item 12, above, Advisor participates in Schwab’s institutional customer program and Advisor may recommend Schwab to Clients for custody and brokerage services. There is no direct link between Advisor’s participation in the program and the investment advice it gives to its Clients, although Advisor receives economic benefits through its participation in the program that are typically not available to Schwab retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate Client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts); 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 Advisor by third party vendors. Schwab may also have paid for business consulting and professional services received by Advisor’s related persons. Some of the products and services made available by Schwab through the program may benefit Advisor but may not benefit its Client accounts. These products or services may assist Advisor in managing and administering Client accounts, including accounts not maintained at Schwab. Other services made available by Schwab are intended to help Advisor manage and further develop its business enterprise. The benefits received by Advisor or its personnel through participation in the program does not depend on the number of brokerage transactions directed to Schwab. As part of its fiduciary duties to Clients, Advisor endeavors at all times to put the interests of its Clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor’s choice of Schwab for custody and brokerage services.

## Item 15: Custody

WPC does not accept custody of Client funds except in the instance of withdrawing Client fees.

For Client accounts in which WPC directly debits their advisory fee:

- i. WPC will send a copy of its invoice to the custodian at the same time that it sends the Client a copy.
- ii. The custodian will send at least quarterly statements to the Client showing all disbursements for the account, including the amount of the advisory fee.
- iii. The Client will provide written authorization to WPC, permitting them to be paid directly for their accounts held by the custodian.

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains Client's investment assets. We urge you to carefully review such statements and compare such official custodial records to the account statements or reports that we may provide to you. Our statements or reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## Item 16: Investment Discretion

For those Client accounts where we provide discretionary Investment Management Services, we maintain discretion over Client accounts with respect to securities to be bought and sold and the amount of securities to be bought and sold. Investment discretion is explained to Clients in detail when an advisory relationship has commenced. At the start of the advisory relationship, the Client will execute a Limited Power of Attorney, which will grant our firm discretion over the account. Additionally, the discretionary relationship will be outlined in the advisory contract and signed by the Client.

For those Client accounts where we provide non-discretionary Investment Management Services, WPC will seek clients' approval before buying or selling securities or other investments in clients' accounts.

## Item 17: Voting Client Securities

WPC does not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets. If the Client would like our opinion on a particular proxy vote, they may contact us at the number listed on the cover of this brochure.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward you any electronic solicitation to vote proxies.

## Item 18: Financial Information

Registered Investment Advisers are required in this Item to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that impairs our ability to meet contractual and fiduciary commitments to Clients, and we have not been the subject of a bankruptcy proceeding.

We do not have custody of Client funds or securities or require or solicit prepayment of more than \$500 in fees per Client six months in advance.



# Item 19: Requirements for State-Registered Advisers

## **James Pelletier**

Born: 1984

### **Educational Background**

- 2007 – Bachelor of Arts, Bates College
- 2014 - Master of Business Administration, The Carroll School of Management, Boston College

### **Business Experience**

- 11/2019 – Present, Wedmont Private Capital LLC, Co-Founder, Managing Member
- 11/2019 – 04/2021 Wedmont Private Capital LLC, Chief Compliance Officer
- 01/2016 – 11/2019, UBS Financial Services, Inc, Vice President - Private Wealth Advisor
- 08/2014 – 01/2016, Credit Suisse, Investment Advisor

### **Other Business Activities**

James Pelletier is not involved with outside business activities.

### **Performance-Based Fees**

WPC is not compensated by performance-based fees.

### **Material Disciplinary Disclosures**

No management person at Wedmont Private Capital LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

### **Material Relationships That Management Persons Have With Issuers of Securities**

Wedmont Private Capital LLC, nor James Pelletier, have any relationship or arrangement with issuers of securities.

### **Additional Compensation**

James Pelletier does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through WPC.

### **Supervision**

James Pelletier, as Co-Founder, Managing Member of WPC, is responsible for supervision. He may be contacted at the phone number on this brochure supplement.

## Requirements for State Registered Advisers

James Pelletier has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.

## Dominic Corabi, CFP®

Born: 1982

### Educational Background

- 2005 – Bachelor of Science, United States Naval Academy
- 2014 - Master of Business Administration, The Wharton School, University of Pennsylvania

### Business Experience

- 11/2019 – Present, Wedmont Private Capital LLC, Co-Founder & Managing Member
- 04/2016 – 01/2020, The Vanguard Group, Financial Advisor Services
- 08/2014 – 04/2016, Credit Suisse, Investment Advisor

### Professional Designations, Licensing & Exams

**CFP (Certified Financial Planner)®:** The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the “CFP® marks”) are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. (“CFP Board”).

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with Clients. Currently, more than 71,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board’s studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor’s Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board’s financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and Client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real-world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by CFP Board’s *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in

order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The *Standards* prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their Clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to CFP Board's enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

## **Other Business Activities**

Dominic Corabi is not involved with outside business activities.

## **Performance-Based Fees**

WPC is not compensated by performance-based fees.

## **Material Disciplinary Disclosures**

No management person at Wedmont Private Capital LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

## **Material Relationships That Management Persons Have With Issuers of Securities**

Wedmont Private Capital LLC, nor Dominic Corabi, have any relationship or arrangement with issuers of securities.

## **Additional Compensation**

Dominic Corabi does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through WPC.

## **Supervision**

James Pelletier, as Co-Founder, Managing Member and Chief Compliance Officer of WPC, is responsible for supervision. He may be contacted at the phone number on this brochure supplement.

## **Requirements for State Registered Advisers**

Dominic Corabi has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.

## Wedmont Private Capital LLC

2 West Market Street, Suite 100  
West Chester, PA 19382  
(610) 885-8202

&

11 Apex Drive, Suite 300  
Marlborough, MA 01752  
(617) 651-5123

April 13, 2021

### Form ADV Part 2B – Brochure Supplement for James Pelletier

#### **James Pelletier - Individual CRD# 6228242**

##### **Co-Founder, Managing Member**

This brochure supplement provides information about James Pelletier that supplements the Wedmont Private Capital LLC (“WPC”) brochure. A copy of that brochure precedes this supplement. Please contact James Pelletier if the WPC brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about James Pelletier is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov) which can be found using the identification number 6228242. Clients can obtain the disciplinary history of WPC, or its representatives, from the Massachusetts Securities Division upon request via phone (617) 727-3548 or email [msd@sec.state.ma.us](mailto:msd@sec.state.ma.us).

## Item 2: Educational Background and Business Experience

### **James Pelletier**

Born: 1984

#### **Educational Background**

- 2007 – Bachelor of Arts, Bates College
- 2014 - Master of Business Administration, The Carroll School of Management, Boston College

#### **Business Experience**

- 11/2019 – Present, Wedmont Private Capital LLC, Co-Founder, Managing Member, and Chief Compliance Officer
- 01/2016 – 11/2019, UBS Financial Services, Inc, Vice President - Private Wealth Advisor
- 08/2014 – 01/2016, Credit Suisse, Investment Advisor

## Item 3: Disciplinary Information

No management person at Wedmont Private Capital LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

## Item 4: Other Business Activities

James Pelletier is not involved with outside business activities.

## Item 5: Additional Compensation

James Pelletier does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through WPC.

## Item 6: Supervision

Dominic Corabi, as Co-Founder, Managing Member and Chief Compliance Officer of WPC, is responsible for supervision. He may be contacted at the phone number on this brochure supplement.

## Item 7: Requirements for State Registered Advisers

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# Wedmont Private Capital LLC

2 West Market Street, Suite 100  
West Chester, PA 19382  
(610) 885-8202

Dated April 13, 2021

Form ADV Part 2B – Brochure Supplement for Dominic Corabi

## **Dominic Corabi - Individual CRD# 6212510**

### **Co-Founder & Managing Member**

This brochure supplement provides information about Dominic Corabi that supplements the Wedmont Private Capital LLC (“WPC”) brochure. A copy of that brochure precedes this supplement. Please contact Dominic Corabi if the WPC brochure is not included with this supplement or if you have any questions about the contents of this supplement.

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# Item 2: Educational Background and Business Experience

## **Dominic Corabi, CFP®**

Born: 1982

### **Educational Background**

- 2005 – Bachelor of Science, United States Naval Academy
- 2014 - Master of Business Administration, The Wharton School, University of Pennsylvania

### **Business Experience**

- 04/2021– Present, Wedmont Private Capital LLC, Chief Compliance Officer
- 11/2019 – Present, Wedmont Private Capital LLC, Co-Founder & Managing Member
- 04/2016 – 01/2020, The Vanguard Group, Financial Advisor Services
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### **Professional Designations, Licensing & Exams**

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- Examination – Pass the comprehensive CFP® Certification Examination. The examination includes case studies and Client scenarios designed to test one’s ability to correctly diagnose financial planning issues and apply one’s knowledge of financial planning to real-world circumstances;
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## Item 3: Disciplinary Information

No management person at Wedmont Private Capital LLC has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

## Item 4: Other Business Activities

Dominic Corabi is not involved with outside business activities.

## Item 5: Additional Compensation

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## Item 6: Supervision

Dominic Corabi, as Co-Founder, Managing Member and Chief Compliance Officer of WPC, is responsible for supervision. He may be contacted at the phone number on this brochure supplement.

## Item 7: Requirements for State Registered Advisers

Dominic Corabi has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.