

Item 1 – Cover Page



Form ADV Part 2A: *Firm Brochure*
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This brochure provides information about the qualifications and business practices of Heritage Capital Advisors, LLC (also referred to as we, us and HCA throughout this disclosure brochure). If you have any questions about the contents of this brochure, please contact Scott F. Moller at (612) 272-2913 or smoller@mollerleebarett.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 HCA is also available on the Internet at www.adviserinfo.sec.gov. You can view our firm's information on this website by searching for our name or our firm CRD number 115308.

Part 2A

Item 2 - Material Changes

Since the last amendment filed in May 2022, the following material change has been made:

Effective March 21, 2023, Scott F. Moller has taken over the role as Chief Compliance Officer at Heritage Capital Advisors, LLC, replacing Mark S. Barrett. Mr. Barrett is no longer an affiliated person of HCA and has been removed from the brochure.

Heritage Capital Advisors, LLC has no additional material changes to report.

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Item 4 – Advisory Business

Heritage Capital Advisors, LLC (hereinafter HCA) is a Limited Liability Company organized in the State of Minnesota. The firm was formed in December 2001, and the principal owner is Scott Fred Moller (see part 2B of this brochure for more biographical information on the principal).

HCA has been approved as a federally-registered investment adviser since December 2001; however, we are in the process of transitioning to registration at the state-level. HCA has applied for registration in the state of Minnesota and registration approval is expected in Spring 2023.

HCA provides personalized investment advisory services to individuals, trusts, individual retirement accounts, estates and other business entities. This personalized service is based on conversations between the principal and each client. Such services are generally provided pursuant to an agreement under which HCA offers continuous advice, on a discretionary or non-discretionary basis, as to the investment and reinvestment of the cash and securities in a client's account, subject to the objectives and limitations provided by the client.

As of December 31, 2022 HCA had \$66,745,385 of discretionary assets under management.

Additional information about HCA is available at www.adviserinfo.sec.gov. You can search this site by using our unique identifying number, known as a CRD number. HCA's CRD number is 115308.

Item 5 – Fees and Compensation

HCA charges an annual percentage fee for discretionary and non-discretionary investment advisory services based on a percentage of assets under management at the beginning of each calendar year according to the following schedule:

<u>Types of Client Accounts</u>	<u>Percentage Fee</u>
Fixed Income Accounts	0.50%-1.25%
Equity Accounts	0.50%-1.25%

Fees for providing these services can be negotiated on an individual basis and are determined based on the scope of services provided and the type and amount of assets being managed. When assets are added by the client to his or her account, we will make a prorated fee adjustment

through the balance of the calendar year. However, there is no reduction in fees for an interim withdrawal after the beginning of a calendar year. If an account is opened or closed during the interim period after the beginning of the calendar year, fees will be prorated on a daily basis and any unused portion of any fees paid in advance will be returned to the client. Fees are deducted directly from client's accounts by the qualified custodian (usually Charles Schwab Institutional) holding the client assets. Fees are payable quarterly, semi-annually or annually, in advance, in arrears, or partially in advance and partially in arrears, depending on the negotiated arrangement with each client.

In limited circumstances, upon request, HCA will agree to directly invoice clients for advisor fees. In such cases, fees will be payable as invoiced instead of being directly debited.

In limited circumstances HCA can negotiate with the client a fixed annual or quarterly fee for advisory services.

For equity accounts, HCA can from time to time engage sub-advisors to provide investment advice with respect to a part or all such accounts. Client investments with sub-advisors will be charged any applicable management fees by the sub-advisor in addition to the advisory fees paid directly by the client to HCA.

HCA will invest client funds in open-end or closed-end investment companies, including short-term money market funds, mutual funds, and exchange traded funds. Client investments in such funds will bear a proportionate share of the management fees borne by such investment company (and indirectly by shareholders of such investment company) in addition to the advisory fees payable directly by the client to HCA.

Clients will also incur brokerage and other transactional costs charged by the account custodian (usually Charles Schwab Institutional).

HCA can charge a fee on other assets such as promissory notes, real estate or non-listed privately held securities. These assets are not included in the Regulatory Assets Under Management disclosed on page 3 of this document. Valuations and fees charged will be agreed upon on a case by case basis.

HCA can collect an annual accounting and tax preparation fee on behalf of Moller, Lee & Barrett, LLP or Heritage Capital Advisors, LLC.

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

All HCA clients have unique circumstances and needs. Therefore, HCA does not charge any performance-based fees or Side-By-Side Management fees as all accounts are managed separately.

Item 7 -Types of Clients

HCA clients are individuals, trusts, estates, individual retirement accounts, and other business entities. HCA will generally require a minimum account size of \$1,000,000. This minimum account size can be waived in individual instances, including, but not limited to, treating related accounts on a consolidated basis for purposes of calculating the account size.

Item 8 - Methods of Analysis, Investment Strategies & Risk of Loss

HCA utilizes informational and analytical services from ValueLine, Standard & Poors, and other services to evaluate investment fundamentals as well as technical and cyclical characteristics.

The core of the HCA investment strategy is a buy-and-hold philosophy. However, HCA may make short term purchases and trade in securities and options where such practice is in the best interest of the client account. HCA reserves the right to invest client assets in any type of investment deemed appropriate based on the client's stated goals and objectives.

Buy-and-hold investment strategies have a long-term vision, and investments are made with a time horizon of five or more years. When implementing a buy-and-hold strategy there can be periods of time when an account is losing money as market fluctuations, inflation, and downturns in the economy may cause a portfolio to lose value.

HCA may implement a "Covered Call" option strategy in client accounts. When using the covered call strategy, an investor writes a call option contract while at the same time owning an equivalent number of shares of the underlying stock. This strategy can offer limited protection from a decline in the price of the underlying stock and limited profit participation with an increase in stock price. It generates income because the investor keeps the premium received from writing the call. At the same time, the investor can appreciate all benefits of underlying stock ownership, such as dividends and voting rights, unless he is assigned an exercise notice on the written call and is obligated to sell his shares. The risk of real financial loss

with this strategy comes from the shares of stock held by the investor. This loss can become substantial if the stock market price declines as the written call expires. At the call's expiration, loss can be calculated as the original purchase price of the stock less its current market price, less the premium received from initial sale of the call. Any loss accrued from a decline in stock price is offset by the premium received from the initial sale of the call option. As long as the underlying shares of stock are not sold, this would be an unrealized loss. Assignment on a written call is always possible. An investor holding shares with a low-cost basis should consult his tax advisor about the tax ramifications of writing calls on such shares.

HCA may invest client assets in illiquid securities where it is in the best interest of the client account. Illiquid investments may appear on client statements with a market value that may not be reflective of the value of the investment that would be realized should the security be sold. Additionally, market conditions may make it impossible to close positions in illiquid investments in a time frame desired by the advisor or by the client.

Most investments are NOT FDIC insured and are subject to investment risks including possible loss of principal invested.

Investments in money market funds are neither insured nor guaranteed by the FDIC or any other government agency. Although the funds seek to preserve the value of your investment at \$1 per share, it is possible to lose money by investing in money market funds.

Item 9 - Disciplinary Information

None of HCA's officers or employees has been subject to any legal or disciplinary events by clients, the SEC, or by any professional organization.

Item 10 - Other Financial Industry Activities and Affiliations

Scott F. Moller, HCA Principal, is also a Partner of Moller, Lee & Barrett PLLC, a Minnesota accounting firm. As a Partner, our Principal spends the majority of their business days attending to the affairs of Moller, Lee & Barrett PLLC, which include tax consulting and estate planning services.

HCA can provide services to Moller, Lee & Barrett PLLC's clients, and Moller, Lee & Barrett PLLC can provide services to HCA clients or their related persons. In some cases, Moller, Lee & Barrett PLLC provides HCA with client billing and accounting services. In addition, Moller, Lee & Barrett PLLC

provides office space, services and other miscellaneous overhead items to HCA for a fee based primarily on our proportional utilization of these items.

As a partner of Moller, Lee & Barrett PLLC, the HCA Principal acts as trustee for certain trusts. When acting in this capacity, they can have the authority to enter into investment advisory agreements with HCA, subject to their fiduciary duties as trustees. We expect these trusts to constitute a significant number of HCA's investment advisory clients.

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

HCA, as a firm, does engage in securities transactions for its own account. In addition, HCA directors, officers (including the Principal) and employees and certain affiliated persons will, at times, purchase and sell for their own accounts securities which we purchase and sell for our clients. In accordance with the SEC rule 204A-1, HCA has adopted a formal Code of Ethics, which is available to clients and potential clients upon request. The purpose of the Code of Ethics is to reinforce the fiduciary principles that must govern the conduct of this firm and its advisory personnel. The Principal and all other affiliated persons must, at all times, act in the best interest of the client, avoid any conflicts of interest and conduct their personal activities with the utmost integrity.

To this end, HCA has distributed a Code of Ethics Manual to each person affiliated with the firm. The following is a summary of the policies outlined in the manual:

1. Standards of business conduct
2. Compliance with federal securities laws required
3. Personal securities transactions of certain persons must be reviewed and, in some cases, pre-approved
4. Prohibited from buying or selling securities from clients
5. Obligation to report violations and enforcement of sanctions
6. Annual employee certification required

Item 12 – Brokerage Practices

As a Partner of Moller, Lee & Barrett PLLC, the HCA Principal acts as a trustee for certain trusts. When acting in this capacity, he has the authority to determine the broker-dealer to be used or the commission rates paid, subject to his fiduciary duties as trustee. HCA does not, however, have discretion to determine which broker-dealer will be used or the commission rates paid. The client either maintains or establishes an

account with a broker-dealer of the client's choosing. The client then instructs us to execute all transactions through or with the selected broker-dealer. It is the client's responsibility to negotiate commission rates with the broker-dealer, although, if the client selects Charles Schwab Institutional to act as its broker-dealer, the client may benefit from the commission rates Charles Schwab Institutional makes available to HCA clients. These directed brokerage arrangements may result in higher commissions, greater spreads or less favorable net prices than would be the case if we selected the broker-dealers to execute transactions. HCA may from time to time recommend a broker-dealer to a client if the client requests us to do so. In such cases, we typically recommend Charles Schwab Institutional, both because of its execution capabilities, and because it makes competitive commission rates available to our clients.

Neither HCA nor any related person receives any compensation from any broker-dealers that our clients select. The broker-dealer selected by the client provides HCA with research and other services that enhance our portfolio management capabilities with respect to HCA clients generally, although the research and other services will not necessarily directly benefit the client's account. However, HCA does not direct brokerage transactions to broker-dealers, or recommend broker-dealers to clients, to pay for research or services. Specific types of research provided to HCA are JP Morgan and Standard & Poor's equity research reports and generic market commentary reports. These products are typical of other products provided by other broker-dealers.

All HCA client accounts are managed separately and distinctly from other clients. As such, HCA does not aggregate the purchase or sale of securities for client accounts.

Item 13 - Review of Accounts

All client accounts are managed directly by the HCA Principal. The Principal will interview his prospective clients and perform comprehensive due diligence and complete documents that will enable HCA to obtain information with respect to personal and financial circumstances of each client, as well as each client's personal investment requirements and objectives. HCA maintains additional financial information needed to ascertain investment suitability for the client such as tax returns, financial projections, trusts, wills, and financial plans (if such documents are available).

Depending on the size and complexity of a client account, the Principal will review the accounts daily, weekly or monthly and make changes to

the portfolio deemed to be in the best interest of the client. This review consists of an overall evaluation of the portfolio, evaluation of individual holdings, current market conditions, tax considerations, and the goals and objectives that clients have communicated.

HCA provides activity reports to clients on a monthly or quarterly basis as agreed upon with clients. These activity reports include account holdings and cash activity. HCA also provides annual reports summarizing account activity, account balances, cash reconciliation, and gain/loss reporting.

Item 14 - Client Referrals and Other Compensation

HCA Principal, employees, and related persons are prohibited from providing or receiving any economic benefit for client referrals or for providing investment advice to someone who is not a client.

Item 15 - Custody

All client financial investments are held by a third-party custodian (typically Charles Schwab Institutional). As previously disclosed, as a Partner of the accounting firm Moller, Lee & Barrett PLLC, the principal of HCA acts as trustee for the majority of client accounts. As a trustee, HCA is deemed to have custody of client assets.

Since, as trustee, HCA is deemed to have custody of client assets and has the ability to withdraw funds from client accounts, HCA is required to undergo an annual surprise examination by an independent CPA.

All HCA clients receive monthly or quarterly account reporting directly from the third party custodian (typically Charles Schwab). We strongly encourage all clients to compare reporting they receive from HCA with account reporting they receive directly from the custodian.

Item 16 - Investment Discretion

HCA has authority to determine which securities are to be bought or sold and the amount of securities to be bought or sold for all client accounts managed on a discretionary basis. However, this authority can be limited with respect to some accounts by investment guidelines or restrictions imposed by the client. With respect to clients who enter into non-discretionary arrangements, HCA will make investment recommendations to the client, but must receive approval from the client prior to executing a recommended investment transaction.

To grant HCA the discretionary authority to manage accounts on behalf of clients, the client will execute a power of attorney. This power of attorney directs the broker-dealer to allow HCA to take any actions with respect to the client account in the same manner and to the same extent as the client is permitted to do.

Item 17 - Voting Client Securities (Proxy Voting)

HCA acknowledges its fiduciary obligation to vote proxies on behalf of those clients that have delegated to it, or for which it is deemed to have proxy voting authority. HCA will vote proxies on behalf of a client solely in the best interest of the relevant client and has established general guidelines for voting proxies. HCA may also abstain from voting if, based on factors such as expense or difficulty of exercise, it determines that a client's interest are better served by abstaining. Further, because proxy proposals and individual company facts and circumstances may vary, HCA may vote in a manner that is contrary to the general guidelines if it believes that doing so would be in the client's best interest to do so. If a proxy proposal presents a conflict of interest between HCA and a client, then HCA will disclose the conflict of interest to the client prior to the proxy vote and, if participating in the vote, will vote in accordance with the client's wishes.

Clients may request a copy of HCA's proxy voting policy as well as information concerning the manner in which proxy votes have been cast with respect to portfolio securities held by the relevant client during the prior annual period.

Item 18 - Financial Information

There are no impairments to the financial condition of HCA and its Principal that could reasonably prevent their ability to meet contractual commitments to clients.

Item 19 – Requirements for State-Registered Advisers

Executive Officer and Management Personnel

Scott Fred Moller

Date of Birth: 1/17/1964

Education: B.A. Accounting, Bethel College, Arden Hills, MN (1986)

Business Background: Principal and Director, Heritage Capital Advisors, LLC, St Paul, MN, November 2001 to present; Partner, Moller & Barrett, LLP

(f/k/a Brown & Moller LLP), St Paul, MN, November 1993 to December 2020. Partner, Moller, Lee & Barrett PLLC, St Paul, MN, January 2021 to Present.

Other Business Activities

See Item 10 – Other Financial Industry Activities and Affiliations.

In addition, Scott Moller is the owner of Heritage Ventures, LLC which owns and operates an equipment leasing company, a beef cattle operation and a company that invests in farm real estate.

No Performance Based Fees

As previously disclosed in Item 6, HCA does not charge or accept performance-based fees.

No Arbitrations

HCA or any of its supervised persons have not been the subject of any client arbitrations or similar legal disputes.

No Arrangement with Issuer of Securities

HCA and its management do not have any relationship or arrangement with any issuer of securities.