

BREAKWATER CAPITAL, LLC

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March 2023

This brochure provides information about the qualifications and business practices of Breakwater Capital LLC. If you have any questions about the contents of this brochure, please contact us at 269-903-2360. 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 Breakwater Capital LLC is also available on the SEC's website at www.advisorinfo.sec.gov

MATERIAL CHANGES

We have updated the assets we manage as well as included additional risk disclosures

ADV PART 2A

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SUPERVISED PERSON BROCHURE SUPPLEMENT

Item 4. Advisory Business

Ross Michael Pollard solely owns Breakwater Capital LLC and also provides services under Integrated Financial Planning and is an investment advisor that specializes in financial planning, which we define as the long-term process of wisely managing your finances so you can achieve your goals and dreams, while at the same time navigating the financial barriers that inevitably arise in every stage of life.

Advisor provides financial planning and investment management services. Prior to engaging the firm to provide any of the services, the client is required to enter into one or more written agreements with Breakwater setting forth the terms and conditions under which Breakwater renders its services (collectively the “*Agreement*”). Breakwater began its operations in 2014, and is solely owned by Ross Pollard.

Financial Planning Service

Advisor may provide its clients with a broad range of comprehensive financial planning services. These services include business planning, investments, insurance, retirement, education, estate planning, and tax and cash flow needs of the client. Financial Planning starts with goal setting, and depending on your goals, the following areas may be addressed:

Goal Setting – Goal Setting begins with the Personal Discovery, a one to two hour meeting in which we learn about the goals that will be central to your financial plan. We then collect all the financial data needed to analyze how much you should earn, spend and save to reach your goals.

Retirement Planning – A lifetime cash flow projection is created to analyze when and under what circumstances your retirement can be achieved and maintained.

Estate Planning – In conjunction with your estate planning attorney, we will help analyze and suggest the most appropriate estate planning techniques and tools. This analysis incorporates the income needs of dependents, philanthropic goals, business transition and trust management.

Insurance – We advise you on the proper amount and type of insurance for your needs. This advice can cover life, disability, property, automobile, long-term care and umbrella liability insurance. Breakwater does not sell insurance, nor do we receive commissions for referrals to insurance brokers.

Philanthropic Giving – Advisor provides advice regarding tax-appropriate vehicles to accomplish your philanthropic objectives.

Other Planning Services – Advisor provides advice regarding funding college accounts, real estate issues, and business transition planning.

In performing its services, Advisor is not required to verify any information received from the client or from the client’s other professionals (e.g., attorney, accountant, etc.) and is authorized to rely on such information. The client is under no obligation to act upon any of the recommendations of Advisor. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of Advisor’s advice. Clients are advised that it remains their responsibility to promptly notify Breakwater if there is ever any change in their financial situation or investment objectives.

Investment Management Services

Clients can engage Breakwater to manage all or a portion of their assets on a discretionary basis. As of 12/31/2022 Breakwater managed approximately \$114,501,925 all on a discretionary basis. Breakwater primarily allocates clients' assets among mutual funds, exchange traded funds ("ETFs") and options. Breakwater may also render advice to clients relative to variable life/annuity products they own, individual employer sponsored retirement plans, and/or 529 plans or other products that may not be held by the client's primary custodian.

Breakwater tailors its advisory services to the individual needs of clients. Breakwater consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs.

Item 5. Fees and Compensation

Financial Planning Fees

Breakwater generally includes financial planning in its investment management fee for clients whose investment management fee exceeds \$5,000 annually. For clients who wish to engage the firm for financial planning services only, or whose management fee is less than \$5,000 annually, the firm charges on an hourly basis. These fees are negotiable, but generally range from \$100 to \$250 on an hourly basis, depending on the level and scope of services. An estimate of the time required and total fees to be incurred will be discussed with the client in advance of the engagement. The balance of the fee is generally due upon delivery of the financial plan or completion of the agreed upon service.

Investment Management Fees

Breakwater provides investment management and financial planning for a fee based upon a percentage of the market value of assets being managed by Breakwater. Breakwater's management fee is exclusive of, and in addition to brokerage fees, transaction fees, and other related costs and expenses which are incurred by the client. Breakwater, however, does not receive any portion of these commissions, fees and costs. Breakwater's fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by Breakwater on the last day of the previous quarter. The annual fee varies (between .60% and 1.00%) depending on the market value of assets under management, as follows:

PORTFOLIO VALUE	FEE
Up to \$3,000,000	1.00%
\$3,000,001 - \$5,000,000	0.80%
\$5,000,001 - \$10,000,000	0.70%
Above \$10,000,000	0.60%

Your fee is automatically deducted from your investment accounts. If you decide to end our relationship prior to the end of the quarter, your fees will be pro-rated. We do not charge a termination fee. A final invoice will immediately

be prepared based on the number of days during the quarter that your account was under our management and any refund due in fees will be mailed to you within five (5) days.

Breakwater, in its sole discretion, may negotiate a lesser management fee based upon certain criteria (i.e., anticipated future earnings, legacy clients, anticipated future assets, related accounts, account composition, account retention, and *pro bono* activities, etc.).

Since Breakwater does not sell commission products and invest only in no load funds, we do not believe we have a conflict of interest with you. We neither accept nor receive compensation for security trading from our custodians. However, we receive certain services from our custodians aiding in brokerage and research services. These services help in the execution of trades, office operations and record keeping.

Retirement Plan Rollovers

An employee generally has four (4) options for their retirement plan when they leave an employer:

1. Leave the money in his/her former employer's plan, if permitted
2. Rollover the assets to his/her new employer's plan if one is available and permitted
3. Rollover to an Individual Retirement Account (IRA), or
4. Cash out the account value, which has significant tax considerations

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney. If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

- Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
- Employer retirement plans generally have a more limited investment menu than IRAs.
- Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
- Your current plan may have lower fees than our fees.

If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because Investment Advisor Representatives have an incentive to recommend a rollover to you for the purpose of generating fee-based compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of each. An employee will typically be investing only in mutual funds, you should understand the cost structure of the share classes, available in your employer's

retirement plan and how the costs of those share classes compare with those available in an IRA. Clients should understand the various products and services they might take advantage of at an IRA provider and the potential costs of those products and services.

- Our strategy may have higher risk than the option(s) provided to you in your plan.
- Your current plan may also offer financial advice.
- If you keep your assets titled in a 401k or retirement account, participants could potentially delay their required minimum distribution beyond age.
- A 401(k) may offer more liability protection than a rollover IRA; each state may vary.
- Participants may be able to take out a loan on your 401k, but not from an IRA.
- IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
- If company stock is owned in a plan, participants may be able to liquidate those shares at a lower capital gains tax rate.
- Plans may allow Advisor to be hired as the manager and keep the assets titled in the plan name.

Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.

It is important to understand the differences between these types of accounts and to decide whether a rollover is the best option. Prior to proceeding, if you have questions contact your Investment Adviser Representative, or call our main number as listed on the cover page of this brochure.

When Advisor provides investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);
- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;

- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

Advisor also provides educational services to retirement plan participants with assets that could potentially be rolled-over to an IRA advisory account. Education is based on a particular Client's financial circumstances and best interests. Again, Advisor has an incentive to recommend such a rollover based on the compensation received, which is mitigated by the fiduciary duty to act in a Client's best interest and acting accordingly.

Item 6. *Performance-Based Fees and Side-by-Side Management*

Breakwater does not accept *performance-based* fees – that is, fees based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

Breakwater provides services to individuals, high net worth individuals, couples, families, small businesses and non-profit organizations. We accept new clients who have a minimum of \$250,000.00 to invest. This requirement is subject to exceptions on a case-by-case basis.

Item 8. Methods of Analysis, Investment Strategies, and Risk of Loss

Breakwater may employ the following investment strategies and methods of analysis:

Asset class analysis

We analyze a variety of differing asset classes to understand their characteristics including historical and potential future risk and return characteristics and to determine which asset classes are suitable for inclusion in client portfolios. Utilizing Monte Carlo analysis, we determine a mix of assets that is appropriate for a given client's risk tolerance and return goals.

Portfolio construction

Breakwater may utilize a variety of asset classes and investment instruments, such as mutual funds, exchange-traded funds, and individual securities, in client portfolios. When constructing portfolios, we emphasize diversification of assets and of underlying investment approaches, liquidity sufficient to meet expected client needs, and the creation of a portfolio that has reasonable overall costs.

Fund and investment manager selection

Breakwater strives to invest with funds and investment managers with identifiable histories and that offer transparency and reasonable costs. We may analyze these funds and investment managers using both quantitative and qualitative methods, including but not limited to reviewing a given strategy's returns, analyzing portfolio holdings, and interviewing representatives from a given fund or investment manager.

Risk management

Investment in any security involves a risk of total loss, and there can be no assurance that Breakwater will be able to predict market movements accurately. However, we try to limit risk within client portfolios by effectively diversifying client assets among differing asset classes, across domestic and international financial markets, and to assets representing exposure to a variety of industries, while avoiding those asset classes that we believe pose unusual, significant, or uncompensated risks.

Sustainable investing

Breakwater may use a variety of sustainable investing approaches in the management and oversight of your portfolio, including but not limited to exclusionary or inclusionary screening of portfolio holdings or investment funds on the basis of various environmental and social factors or ethical considerations, and shareholder engagement. In general, these practices are utilized to manage risk, identify and participate in value creation opportunities, and/or to address clients' ethical concerns.

Breakwater employs a fundamental method to security and fund analysis. We strive to gauge the fair value of a given security and determine where the economy is heading. Breakwater also keeps up with relevant academic research on modern portfolio theory, asset allocation strategies and income distribution planning to incorporate relevant concepts in our practice.

While investment in any security involves a risk of total loss, and there can be no assurance that Breakwater will be able to predict market movements accurately, we try to limit that risk by effectively diversifying your assets between domestic and international financial markets, and avoiding those asset classes that pose unusual or significant risk to you.

Item 9. Disciplinary Information

- A. Breakwater has not been involved in a criminal or civil action in a domestic, foreign or military court of competent jurisdiction.
- B. Breakwater has not had an administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.
- C. Breakwater has not been involved with a self-regulatory organization (SRO) proceeding.

Breakwater has not been involved in any disciplinary action.

Item 10. Other Financial Industry Activities and Affiliations

Breakwater has no conflicting industry activities or affiliations. We do not refer clients to other advisors. We do not receive any compensation from other financial industry participants.

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

As fiduciaries, Breakwater has a duty to act solely in your best interest. You entrust us with your money, and we do not take that responsibility lightly. Adhering to this Code of Ethics means that we will:

- A. Our fiduciary duty complies to SEC rule 204A-1, and compels us to act with the utmost integrity in all of our dealings with you. This fiduciary duty is the core principle underlying our Code of Ethics. We do not buy or sell for your account the same securities that we buy and sell for ourselves. Our Code of Ethics also details our fiduciary duties and responsibilities and requires us to observe all applicable securities laws and rules. Breakwater will provide a copy of its Code of Ethics to any client or prospective client upon request.

Item 12. Brokerage Practices

We primarily use Fidelity Investments, TIAA-CREF, Vanguard, and TD Ameritrade or Charles Schwab to be primary custodians. This means that they hold your cash and securities and facilitate Breakwater's trading activities. We selected them as custodians because of their commitment to excellent service, their relatively low trading cost, and their dedication to operating efficiency. Our advisory management fee is kept low because of their operational efficiency, cutting-edge technology, and technical support.

We do not receive any compensation, services, or referrals for choosing any custodian to execute our trades. Further, we are not directly or indirectly compensated by our custodians. However, we must disclose that they make available to us the necessary software and technical support that allows us to conduct our back office operations with great efficiency. This support is available to all investment advisors affiliated with them. At times we may choose to aggregate the purchase or sale of securities for various client accounts. This is done when favorable pricing may be available for aggregated transactions.

Item 13. Review of Accounts

Your investment portfolio will be reviewed at least on a quarterly basis by an Advisor and Chief Compliance Officer and adjusted for changes in your personal profile and economic and market conditions. Breakwater contacts its ongoing investment advisory clients at least annually to review its services and/or recommendations.

We also provide you with our own quarterly financial statements showing the values of your portfolio and individual holdings. Clients should review the statement you receive from Breakwater for accuracy with those you receive directly from the custodian.

Item 14. Client Referrals and Other Compensation

We do not receive or pay referral fees or any other benefits from or to third parties.

Item 15. Custody

All your investment assets are held at qualified custodians.

Our custody over your assets is limited only to our quarterly fee deduction. The following procedures are designed to help ensure that we do not inadvertently obtain further custody over your assets:

We will:

1. Obtain prior written authorization from you before deducting fees directly from your account.
2. Not serve as trustee over your account, unless you are an immediate family member.
3. Instruct the custodian to deliver your account statements directly to you either electronically or via mail.
4. Ensure that you receive or have access to custodial statements directly from the custodian, at least quarterly.
We urge you to review our statement and compare it with those you receive directly from the custodians.

Item 16. Investment Discretion

Our Advisory Investment Agreement gives us a discretionary authority to manage your investment portfolio. You grant us this discretionary authority by giving us a limited power of attorney over your accounts. Our authority is limited to:

1. The securities to be purchased or sold;
2. The amount of securities to be purchased or sold; and
3. When transactions are made.

Item 17. Voting Client Securities

Breakwater does not vote proxies on your behalf. All proxy materials will be sent directly to you or to your designated representative, who is responsible for voting the proxy. Clients are certainly able to call Breakwater to discuss any proxies or votes.

Item 18. Financial Information

Breakwater neither requires nor solicits prepayment of more than \$500 in fees six months or more in advance of providing advisory services. Breakwater is required to disclose any financial condition that is likely to impair its contractual commitment to clients. Breakwater has no disclosures pursuant to this item.

Breakwater has not been the subject of a bankruptcy petition at any time.

**Brochure Supplement
1/10/2023**

ROSS M. POLLARD, CFP®

Born in 1977

EDUCATION:

B.A. (Honors)	Western Michigan University	2001
CFP®	College for Financial Planning	2009

BUSINESS AND EMPLOYMENT BACKGROUND

American Express Financial Advisors	Advisor	2002-2006
Ameriprise Financial	Advisor	2006-2011
Integrated Financial Planning	Advisor	2011-2015
Breakwater Capital	Advisor	2015-Present

DISCIPLINARY HISTORY

Breakwater Capital or Ross Pollard has no history of disciplinary actions

OTHER BUSINESS ACTIVITIES

Ross Pollard engages in no other business activities outside of Breakwater Capital, LLC.

OTHER COMPENSATION

Ross Pollard receives no other compensation than that from Breakwater Capital, LLC.

SUPERVISION

Ross Pollard is the Chief Compliance Officer for Breakwater Capital, LLC

As Chief Compliance Officer of Breakwater Capital, Ross is not supervised by any other employee.

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

CONTACT INFORMATION:

251 N. Rose Street

**Kalamazoo, MI 49007
(269) 903-2360
breakwatercapital@gmail.com**

Professional Certifications

Employees who have earned certifications and credentials are required to be explained in further detail.

Certified Financial Planner (CFP): Certified Financial Planners are licensed by the CFP Board to use the CFP mark. CFP certification requirements:

- Bachelor’s degree from an accredited college or university.
- Completion of the financial planning education requirements set by the CFP Board.
- Successful completion of the 10-hour CFP Certification Exam.
- Three years of qualifying full-time work experience.
- Successfully pass the Candidate Fitness Standards and background check.