

# Item 1: Cover Page

## Kirwin Financial LLC

130 Big Bear Pl NW  
Issaquah, Washington 98027

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

(425)444-4910

Dated June 30th, 2021

This Brochure provides information about the qualifications and business practices of Kirwin Financial LLC, “KF”. If you have any questions about the contents of this Brochure, please contact us at 425-739-5234. 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.

Kirwin Financial LLC is registered as an Investment Adviser with the State of Washington. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about KF 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, 314561.

## Item 2: Material Changes

Since this is the first filing of the Form ADV Part 2A for KF, there is nothing to report. In the future, any material changes made during the year will be reported here

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 Kirwin Financial LLC.

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# Item 4: Advisory Business

## Description of Advisory Firm

Kirwin Financial, LLC was founded in April 2021. Kirwin Financial (hereinafter referred to as “KF”, “we”, “firm”, and “us”), our registered trade name, became registered as an Investment Adviser with the State of Washington in 2021. Jessica Kirwin is the principal owner of KF.

## Types of Advisory Services

### Investment Management through the use of Third-Party Managers

We offer the use of Third Party Managers, Outside Managers, or Sub-Advisors (collectively, “TAMPs”) for portfolio management services, exclusively XY Investment Solutions, LLC “XYIS” CRD# 285967. We assist Clients in selecting an appropriate allocation model, completing the TAMP’s investor profile questionnaire, interacting with the TAMP and reviewing the TAMP. Subadviser manages Adviser Client Accounts in Models on a discretionary basis. Subadviser primarily allocates assets in Adviser Client Accounts among various mutual funds and exchange traded funds (“ETFs”). Subadviser may also allocate client assets in individual debt and equity securities, options and independent investment managers (“Independent Managers”). While Subadviser will provide guidance and information about the Models, Adviser is responsible for choosing the Models and allocation for their clients. Services through XYIS are only available to clients through their registered investment advisor; Clients may not engage directly with XYIS for investment management services.

Our review process and analysis of TAMPs is further discussed in Item 8 of this Form ADV Part 2A.

Additionally, we will meet with the Client on an annual 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.

KF will obtain the following information from the Client: the Client's age, other investments, financial situation and needs, tax status, investment objectives, investment experience, investment time horizon, liquidity needs, risk tolerance, and any other information the Client may disclose to the investment adviser in connection with such recommendation or investment advice.

KF will make reasonable efforts to document and annually update client suitability information. KF will not charge an ongoing advisory fee for unmanaged or static assets held in accounts.

KF utilizes XYIS for Investment Management services. KF will have the discretion to facilitate the selection of, and changes to, the XYIS portfolio allocation. Similar to a limited power of attorney, discretionary authority allows our firm to implement investment strategies and trading decisions, such as the purchase or sale of a security on behalf of your account, without requiring your prior authorization for each transaction in order to meet your stated investment objectives. This authority will be granted through your execution of the Investment Management Agreement as well as the custodian of record’s limited power of attorney agreement. Portfolio models are selected to align with the client’s risk tolerance, goals, and financial situation. The model portfolios consist primarily of ETFs and/or mutual funds, and a focus on broad market exposure.

*Duties of Subadviser.* Subadviser is hereby authorized and directed and hereby agrees to: (i) furnish continuous and regular supervision of the Adviser Client Accounts that are invested in Subadviser’s model

portfolios (the “Models”), and (ii) determine what investments shall be purchased, sold or exchanged in the Adviser Client Accounts, in accordance with the description of Subadviser’s Models set forth in Exhibit A of this Agreement. Subadviser shall be granted a limited power of attorney to execute investment decisions in each of the Adviser Client Accounts, and shall be responsible for executing any orders to purchase, sale or exchange investments in the Adviser Client Accounts. To the extent that Adviser elects not to use Subadviser’s Models or otherwise modifies Subadviser’s Models in any form whatsoever, Subadviser shall not be responsible for the duties described above in this Section 2 and shall only be responsible for administrative and platform management services for purposes of facilitating Adviser’s deviation from Subadviser’s Models. Any deviation from Subadviser’s Models by Adviser shall result in them being considered “Adviser’s Models”, and Subadviser expressly disclaims any responsibility for managing, supervising, or otherwise providing any investment advice with respect to Adviser’s Models. Adviser acknowledges and agrees that Subadviser shall not be responsible for determining what investments shall be purchased, sold or exchanged in the Adviser Client Accounts invested into Adviser’s Models, Subadviser shall not be granted a limited power of attorney to execute investment decisions in any of the Adviser Client Accounts invested into Adviser’s Models, and Adviser alone shall be responsible for executing any orders to purchase, sale or exchange investments in the Adviser Client Accounts invested into Adviser’s Models.

*Duties of Adviser.* Adviser shall have primary responsibility for all communications with the Adviser Clients. Prior to allocating any Adviser Client Account to Subadviser, Adviser shall determine that such Adviser Client Account shall be suitable for investment in the applicable Model based on the Adviser Client’s financial circumstances, investment objectives, risk tolerance, liquidity needs, and any other factors that may be appropriate to such determination. Adviser shall be responsible for providing Adviser Clients with a current copy of Subadviser’s Form ADV Part 2, and will not make any representations to any person except as contained in Subadviser’s Form ADV Part 2 or as otherwise provided in writing by Subadviser from time to time.

### **Ongoing Comprehensive Financial Planning**

This service involves working one-on-one with a planner over an extended period of time. The term for the service will be 12 months and any further reviews may be performed in another contractual engagement with the client. By paying an hourly fee, clients work with a planner to develop and implement their plan. The 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, credit scores/reports, employee benefits, retirement planning, insurance, investments, college planning (if applicable), and estate planning. Once the client's information is reviewed, their plan will be built and analyzed, and then the findings, analysis and recommendations to their current situation will be reviewed with the client. Once the financial plan has been delivered, the planner will monitor the plan, meet with the client to discuss areas of focus throughout the year as needed, and will recommend appropriate changes to ensure the plan stays up to date. Clients 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. We will tailor the meetings according to the client’s needs and the specific areas of focus and objectives. In addition, we will meet with the client approximately 3 times a year to discuss progress and/or concerns in these areas of focus that are most relevant to them. The plan and the client's financial situation and goals will be monitored throughout the year and follow-up phone calls and/or emails will be made to the client to confirm that any agreed upon action steps have been carried out. On at least an annual basis, there will be a full review of this plan to include a reflection on what was accomplished, what needs to be changed, and re-establishing goals for the next year.

## **Project-Based Financial Planning**

Project-Based Financial planning involves an evaluation of a Client's current and future financial state by using currently known variables to predict future cash flows, asset values, and withdrawal plans. Clients purchasing 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.

In general, the financial plan will address any or all of the following areas of concern. The Client and advisor will work together to select specific areas to cover. These areas may include, but are not limited to, the following:

**Business Planning:** We provide consulting services for Clients who currently operate their own business, are considering starting a business, or are planning for an exit from their current business. Under this type of engagement, we work with you to assess your current situation, identify your objectives, and develop a plan aimed at achieving your goals.

**Cash Flow and Debt Management:** We will conduct a review of your income and expenses to determine your current surplus or deficit along with advice on prioritizing how any surplus should be used or how to reduce expenses if they exceed your income. Advice may also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. We may also recommend what we believe to be an appropriate cash reserve that should be considered for emergencies and other financial goals, along with a review of accounts (such as money market funds) for such reserves, plus strategies to save desired amounts.

**College Savings:** Includes projecting the amount that will be needed to achieve college or other post-secondary education funding goals, along with advice on ways for you to save the desired amount. Recommendations as to savings strategies are included, and, if needed, we will review your financial picture as it relates to eligibility for financial aid or the best way to contribute to grandchildren (if appropriate).

**Employee Benefits Review:** We will provide review and analysis as to whether you, as an employee, are taking the maximum advantage possible of your employee benefits. If you are a business owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.

**Estate Planning:** This usually includes an analysis of your exposure to estate taxes and your current estate plan, which may include whether you have a will, powers of attorney, trusts, and other related documents. Our advice also typically includes ways for you to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts. We always recommend that you consult with a qualified attorney when you initiate, update, or complete estate planning activities. We may provide you with contact information for attorneys who specialize in estate planning when you wish to hire an attorney for such purposes. We do not receive any referral fees. From time-to-time, we will participate in meetings or phone calls between you and your attorney with your approval or request.

**Financial Goals:** We will help Clients identify financial goals and develop a plan to reach them. We will identify what you plan to accomplish, what resources you will need to make it happen, how much time you will need to reach the goal, and how much you should budget for your goal.

**Insurance:** Review of existing policies to ensure proper coverage for life, health, disability, long-term care, liability, home, and automobile. We do not sell insurance so we may provide you with contact information to firms who can assist. We do not receive any referral fees.

**Investment Analysis:** This may involve developing an asset allocation strategy to meet Clients' financial goals and risk tolerance, providing information on investment vehicles and strategies, reviewing employee stock options, as well as assisting you in establishing your own investment account at a selected broker/dealer or custodian. The strategies and types of investments we may recommend are further discussed in Item 8 of this brochure.

**Retirement Planning:** Our retirement planning services typically include projections of your likelihood of achieving your financial goals, typically focusing on financial independence as the primary objective. For situations where projections show less than the desired results, we may make recommendations, including those that may impact the original projections by adjusting certain variables (e.g., working longer, saving more, spending less, taking more risk with investments).

If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your retirement years

**Risk Management:** A risk management review includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance ("self-insuring").

**Tax Planning Strategies:** Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, we may make recommendations on which type of account(s) or specific investments should be owned based in part on their "tax efficiency," with the consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation. We recommend that you consult with a qualified tax professional before initiating any tax planning strategy, and we may provide you with contact information for accountants or attorneys who specialize in this area if you wish to hire someone for such purposes. We do not receive any referral fees. We will participate in meetings or phone calls between you and your tax professional with your approval.

## **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 Investment Policy Statement which outlines each Client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a Client specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets. Clients have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with the Adviser or investment adviser representative.

## **Wrap Fee Programs**

We do not participate in wrap fee programs.

## Assets under Management

Because KF is a new entity, it currently reports no discretionary or non-discretionary Assets Under Management. Assets Under Management were calculated as of April 2021.

# Item 5: Fees and Compensation

Please note, unless a Client has received the firm's Disclosure Brochure 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.

## Investment Management through the use of Third-Party Managers

In computing the market value of any investment contained in the account, each security listed on any national securities exchange shall be valued at the last quoted sale price on the valuation date on the principal exchange on which such security is traded. Any other security or asset shall be valued in a manner determined and consistent with Adviser's fiduciary duty, to reflect its fair market value.

KF's advisory fee is based on the market value of the assets under management and is calculated as follows:

Account Value	Annual Advisory Fee
<b>\$0 - \$400,000</b>	1.00%
<b>\$400,001-\$700,000</b>	0.75%
<b>\$700,001 and Above</b>	0.50%

The annual fees are negotiable, prorated and paid in arrears on a quarterly basis and may be negotiable at the discretion of KF. The advisory fee is a tiered fee and is calculated according to the table above and applying the fee to the account value as of the last day of the previous quarter. We will aggregate client accounts at the household level to determine the tiered schedule fee. Total household accounts will be documented on the advisory agreement or amendment to the advisory agreement.

When a TAMP is used, the TAMP will debit the Client's account for both the TAMP's fee, and KF's advisory fee, and will remit KF's fee to KF. 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.

XYIS's advisory fee is included in (not in addition to) KF's advisory fee detailed in the table above. XYIS's advisory fee is based on the market value of the account and is calculated as follows:

Firm Assets Under Management	Annual Advisory Fee
<b>\$0 to \$5,000,000</b>	0.35%
<b>\$5,000,001 to \$25,000,000</b>	0.30%
<b>Above \$25,000,001</b>	0.25%

For partial quarters, the fee will be a prorated fee based on the number of days the account was open during the billing period. An account may be terminated with written notice, phone or email at least 30 calendar days in advance. Since fees are paid in arrears, no refund will be needed upon termination of the account. Financial



planning fees will be offset for related advisory services of assets being managed by the Adviser and the recommended third party investment adviser.

In computing the market value of any investment contained in the account, each security listed on any national securities exchange shall be valued at the last quoted sale price on the valuation date on the principal exchange on which such security is traded. Any other security or asset shall be valued in a manner that reflects its fair market value and that is consistent with the Adviser's fiduciary duty. For securities not listed on a public exchange, we will contact any associated vendors and custodians to work with them on obtaining the necessary information in order to provide a valuation for the security. Clients may contact KF if they are concerned with valuation for assets not listed on a public exchange.

### **Ongoing Comprehensive Financial Planning**

Ongoing Comprehensive Financial Planning consists of an initial fee of \$2,000 - \$5,000 based upon our hourly rate of \$250. 20% of the estimated fee is due at the beginning of the process. The remainder is due upon completion of the financial plan and review. Follow-up services and meetings will also be tied to our hourly rate of \$250 and billed quarterly. The initial portion of the fee is for client onboarding, data gathering, and the development and delivery of the financial plan. This work on the initial financial plan will commence upon receipt of all requested documentation from the Client. The upfront portion of the fee will not be pre-paid 6 months or more in advance of rendering the service. If no work is provided to the client or the work that is provided does not meet the required hourly threshold, the amount due will be reduced according to the work that was completed and any unearned, prepaid fee will be refunded to the client. Once the plan has been delivered to the client, KF will continue to monitor the plan and will schedule additional meetings with the client as needed.

The quarterly fee will be due in arrears, upon receipt of an itemized invoice disclosing the work completed and time spent over the previous quarter, tied to our hourly rate of \$250, and payment is due promptly upon receipt of the invoice. The client will receive an invoice disclosing how the fee was calculated (number of and length of meetings, time to complete meeting preparation and follow-up requested by the client and any additional financial plan research and documentation) and the time period that the fee covers. The fee is negotiable in certain cases. Fees for this service may be paid by electronic funds transfer, credit card or check. For fees paid by an electronic funds transfer or credit card, the Adviser will use an independent 3rd party payment processor in which the client can securely input their banking information and pay the advisory fee through their own secure portal. The Adviser will not have continuous access to the client's banking information and the advisory fees will be paid through "one-time payment" requests for each billing period. Clients may incur processing fees when paying by debit and/or credit card. This service may be terminated with 30 days' notice by phone or email. In the event of termination of any agreement, any prepaid but unearned fee will be prorated and refunded to the client and any completed deliverables of the project will be provided to the Client. The client will be billed for any earned but unpaid fees for work completed up to the date of termination. Pursuant to WAC 460-24A-135, in all instances, the Adviser will send the client a written invoice, including the fee calculation, and time period covered by the fee.

### **Project-Based Financial Planning**

Financial Planning engagements are offered at our hourly rate of \$250. The estimated fee will be agreed upon before the start of any work and is negotiable. 20% of the estimated fee is due at the beginning of the process, and the remainder, based on actual hours worked, will be due upon completion of the engagement. Fees are based on the typical time frame for each project; the fee may be higher in cases where the adviser determines significantly more time is required for the project. In the event significant additional time, beyond the initial estimate, is required to complete a project, KF will obtain the client's consent for additional time and fees throughout the engagement.

Fees may be paid by debit card, credit card, electronic funds transfer or check. Clients may incur processing fees when paying by debit and/or credit card. For fees paid by an electronic funds transfer or credit card, the Adviser will use an independent 3rd party payment processor in which the client can securely input their banking information and pay the advisory fee through their own secure portal. The Adviser will not have continuous access to the client's banking information and the advisory fees will be paid through "one-time payment" requests for each billing period. KF will not bill an amount above \$500, 6 months or more in advance. In the event of early termination, either by phone or email, any prepaid but unearned fees will be refunded to the Client and any completed deliverables of the project will be provided to the Client and no further fees will be charged. Pursuant to WAC 460-24A-135, in all instances, the Adviser will send the client a written invoice, including the fee calculation, and time period covered by the fee.

*Pursuant to WAC 460-24A-106(1)(b)(ii) and WAC 460-24A-135, in all instances, the Adviser will send the client a written invoice, including the fee, the formula used to calculate the fee, the fee calculation itself, the time period covered by the fee, and, if applicable, the amount of assets under management on which the fee was based, and if the Adviser charges performance compensation, the client's cumulative net investment gain (or loss), and the amount of cumulative net investment gain above which the Adviser will receive performance compensation. Also, the Adviser will include the name of the custodian(s) on your fee invoice. The Adviser will send these to the client concurrent with the request for payment or payment of the Adviser's advisory fees. We urge the client to compare this information with the fees listed in the account statement.*

### **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 and families.

We do not have a minimum account size requirement.

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

Our primary methods of investment analysis are fundamental, technical, cyclical charting analysis. In addition we use Modern Portfolio Theory and use an Outside Manager.

**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.

**Cyclical analysis** is a type of technical analysis that involves evaluating recurring price patterns and trends based upon business cycles. Economic/business cycles may not be predictable and may have many fluctuations between long-term expansions and contractions. The lengths of economic cycles may be difficult to predict with accuracy and therefore the risk of cyclical analysis is the difficulty in predicting economic trends and consequently the changing value of securities that would be affected by these changing trends.

**Charting analysis** involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends. Charts may not accurately predict future price movements. Current prices of securities may not reflect all information about the security and day-to-day changes in market prices of securities may follow random patterns and may not be predictable with any reliable degree of accuracy.

## **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 refer Clients to Third Party Managers, Outside Managers, or Sub-Advisors (collectively, “TAMPs”) to assist in the portfolio management process. Our analysis of TAMPs involves the examination of the experience, expertise, investment philosophies, and past performance of the TAMPs 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 a TAMP 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 a TAMP'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 composed 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.

### **Strategic Asset Allocation**

Strategic Asset Allocation is the focus of our investment strategy. We focus on asset classes such as equities, fixed income, and cash. Through strategic asset allocation, we construct our long-term target weights for asset classes and strategies based on the client's time horizon, risk tolerance, and required rate of return to meet financial goals.

### **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.

**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.

**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.

**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.

**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**

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

### **Administrative Enforcement Proceedings**

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

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

KF 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 KF or the integrity of its management.

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

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

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

KF only receives compensation directly from Clients. 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, KF recommends Clients to TAMPs to aid in the management of their accounts. You will be provided a copy of the TAMP's Form ADV 2A, Firm Brochure. You are not obligated, contractually or otherwise, to use the services of any TAMP we recommend. Additionally, KF will only recommend a TAMP 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, we have a duty to put the Client's interest first, which includes, but is not limited to, a duty of care, loyalty, obedience, and utmost good faith. 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 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. This may provide an opportunity for representatives of KF to buy or sell securities before or after recommending securities to clients resulting in representatives profiting off the recommendations they provide to clients. Such transactions may create a conflict of interest; however, KF will never engage in trading that operates to the client’s disadvantage if representatives of KF buy or sell securities at or around the same time as clients. Such transactions may create a conflict of interest; however, in order to avoid “front-running”, KF will never engage in trading that operates to the client’s disadvantage if representatives of KF buy or sell securities at or around the same time as clients.

## **Item 12: Brokerage Practices**

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

In recommending broker-dealers, we have an obligation to seek the “best execution” of transactions in Client accounts. The determinative factor in the analysis of best execution is not the lowest possible commission cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of the

broker-dealer's services. The factors we consider when evaluating a broker-dealer for best execution include, without limitation, the broker-dealer's:

- Execution capability;
- Commission rate;
- Financial responsibility;
- Responsiveness and customer service;
- Custodian capabilities;
- Research services/ancillary brokerage services provided; and
- Any other factors that we consider relevant.

With this in consideration, our firm recommends Charles Schwab & Co., Inc. ("Schwab"), an independent and unaffiliated SEC registered broker-dealer firm and member of the Financial Industry Regulatory Authority ("FINRA") and the Securities Investor Protection Corporation ("SIPC"). Although clients may request us to use a broker-dealer of their choosing, we generally recommend that clients open brokerage accounts with Schwab. We are not affiliated with Schwab. The Client will ultimately make the final decision of the Custodian to be used to hold the Client's investments by signing the selected broker-dealer's account opening documentation. We do not receive client referrals from Charles Schwab.

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

The custodian and brokers we use maintain custody of your assets that we manage, although we may be deemed to have limited custody of your assets due to our ability to withdraw fees from your account (see Item 15 – Custody, below).

We recommend that our clients use Charles Schwab & Co., Inc. ("Schwab"), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so.

**How we select brokers/custodians** We seek to recommend a custodian/broker that will hold your assets and execute transactions on terms that are overall most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, security and stability
- Prior service to us and our clients



- Availability of other products and services that benefit us, as discussed below (see “Products and services available to us from Schwab”)

**Your brokerage and custody costs** For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Certain trades (for example, many mutual funds and ETFs) may not incur Schwab commissions or transaction fees.

**Products and services available to us from Schwab** Schwab Advisor Services™ is Schwab’s business serving independent investment advisory firms like us. They provide our clients and us with access to their institutional brokerage services (trading, custody, reporting and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of Schwab’s support services:

**Services that benefit you** Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

**Services that may not directly benefit you** Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- provide access to client account data (such as duplicate trade confirmations and account statements)
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- provide pricing and other market data
- facilitate payment of our fees from our clients’ accounts
- assist with back-office functions, recordkeeping, and client reporting

**Services that generally benefit only us** Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession do not require that you maintain your account with Schwab, based on our interest in receiving Schwab’s services that benefit our business and Schwab’s payment for services for which we would otherwise have to pay rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab’s services (see “How we select brokers/ custodians”) and not Schwab’s services that benefit only us.

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

TAMPs used by KF 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

Jessica Kirwin, Principal and CCO of KF, will work with Clients to obtain current information regarding their assets and investment holdings and will review this information as part of our financial planning services. KF does not provide specific reports to financial planning Clients, other than financial plans.

Client accounts through our Investment Management using an Outside Manager will be reviewed regularly on at least a quarterly basis by Jessica Kirwin, Principal 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.

KF will provide written reports to Clients participating in Investment Management using an Outside Manager Annually with the exception of Financial Planning only clients. We urge Clients to compare these reports against the account statements they receive from their custodian.

## Item 14: Client Referrals and Other Compensation

We do not receive any economic benefit, directly or indirectly, from any third party for advice rendered to our Clients. Nor do we, directly or indirectly, compensate any person who is not advisory personnel for Client referrals.

## Item 15: Custody

KF does not accept custody of Client funds except in the instance of withdrawing KF's management fees. For Client accounts in which KF directly debits their management fee:

- i. KF 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 management fee.
- iii. The Client will provide written authorization to KF, 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 billing invoices or reports that we may provide to you. Our billing invoices 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 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.

## Item 17: Voting Client Securities

KF 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 or more in advance.

## Item 19: Requirements for State-Registered Advisers

### **Principal Officers**

Jessica Kirwin serves as KF's sole principal. Information about Jessica Kirwin's education, business background, and outside business activities can be found on her ADV Part 2B, Brochure Supplement attached to this Brochure.

### **Outside Business**

Neither Jessica Kirwin nor KF engage in any outside business activities.

### **Performance-Based Fees**

Neither KF nor Jessica Kirwin is compensated by performance-based fees.

**Material Disciplinary Disclosures**

No management person at KF 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**

KF nor Jessica Kirwin have any relationship or arrangement with issuers of securities.

**Business Continuity Plan**

KF maintains a written Business Continuity Plan that identifies procedures related to an emergency or significant business disruptions, including the death of the investment adviser or any of its representatives.

# Kirwin Financial, LLC

130 Big Bear Pl NW  
Issaquah, Washington 98027  
(425)444-4910

Dated June 30th, 2021

## Form ADV Part 2B – Brochure Supplement

*For*

**Jessica Kirwin 6773663**

Owner and Chief Compliance Officer

This brochure supplement provides information about Jessica Kirwin that supplements Kirwin Financial LLC (“KF”) brochure. A copy of that brochure precedes this supplement. Please contact Jessica Kirwin if the KF brochure is not included with this supplement or if you have any questions about the contents of this supplement.

Additional information about Jessica Kirwin 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 6773663.

## Item 2: Educational Background and Business Experience

### **Jessica Kirwin**

Born: 1978

#### **Educational Background**

- 2016 – Certified Financial Planner™, Northwestern University
- 2009 – M.B.A., The Ohio State University
- 2000 – B.S. Industrial Engineering, Lehigh University

#### **Business Experience**

- 04/2021 – Present, Kirwin Financial LLC, Owner
- 03/2017 – 03/2021, Allison Spielman Advisors, Financial Planner
- 11/2016 – 03/2017, Unemployed
- 01/2016 – 10/2016, Creative Money, Data Manager
- 10/2015 – 01/2016, Unemployed
- 06/2010 – 09/2015, JPMorgan Chase & Co., Sales and Marketing Associate

## Item 3: Disciplinary Information

No management person at Kirwin Financial 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

Jessica Kirwin is not involved with outside business activities.

## Item 5: Additional Compensation

Jessica Kirwin does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through KF.

## Item 6: Supervision

Jessica Kirwin, as Principal and Chief Compliance Officer of KF, is responsible for supervision. Jessica Kirwin will be supervising her own activities; no one else will be supervising her. She may be contacted at the phone number on this brochure supplement.

# Item 7: Requirements for State Registered Advisers

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