

# **Investment Adviser Brochure Part 2A**

## **Arch Peregoff, Inc. DBA Seabird Financial**

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This brochure provides information about the qualifications and business practices of Seabird Financial. If you have any questions about the contents of this brochure, please contact us at 858-457-7717.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or any state securities authority.

Additional information about Seabird Financial also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

The use of the term registered investment adviser does not imply a certain level of skill or training.

**April 30, 2018**

## **Item 2 – Material Changes**

The office address has changed since the last annual amendment.

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## **Item 4 – Advisory Business**

Arch Peregoff, Inc. DBA Seabird Financial (“the Adviser”) has been in business since June 2016 and Mr. Arch Peregoff is its principal owner.

### **Investment Management Services**

The Adviser provides investment management services to its clients on a discretionary basis. When the Adviser manages client assets on a discretionary basis, the Adviser executes securities transactions for clients without having to obtain specific client consent prior to each transaction. Discretionary authority is limited to investments within a client’s managed accounts. However, clients may impose restrictions on investing in certain securities or types of securities.

The Adviser provides investment management services that include, among other things, advice regarding asset allocation and the selection of investments, portfolio design, investment plan implementation and ongoing investment monitoring. The Adviser relies on the stated objectives of the client and considers the client’s risk profile and financial status prior to making any recommendations. The Adviser doesn’t participate in wrap fee programs by providing portfolio management or any other services.

### **Assets Under Management**

As of February 24, 2017 the Adviser manages \$160 million in client assets on a discretionary basis.

### **Conflicts of Interest**

All material conflicts of interest are disclosed regarding the investment adviser, its representatives or any of its employees, which could be reasonably expected to impair the rendering of unbiased and objective advice, are disclosed within this brochure.

## **Item 5 – Fees and Compensation**

### **Investment Management Fees**

The Adviser is compensated for investment management services based on a client’s assets under management. Fees are paid quarterly in advance and are negotiable. Fees generally range from 0.25% to 1.50% annually, based on client’s assets under management, as well as the range and complexity of the services provided. Advisory clients should note that fees for comparable services vary and lower or higher fees for comparable services may be available from other sources.

Fees are due on the first day of the calendar quarter and are based on the account's asset value as of the last business day of the prior calendar quarter. Fees are prorated for accounts opened during the quarter. The Adviser invoices clients or deducts fees directly from client accounts.

The account custodian may charge fees, which are in addition to and separate from advisory fees. Accounts may incur transaction costs, retirement plan administration fees, mutual fund annual expenses and other fees. Clients should note that fees for comparable services vary and lower or higher fees may be charged by different providers for similar services.

Clients will have a period of five (5) business days from the date of signing an advisory agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, either party may terminate the advisory agreement with 30 days written notice. Upon termination, fees will be prorated to the date of termination and the unearned portion will be refunded.

### **Receipt of Additional Compensation**

Neither the Adviser nor any supervised person is associated with any broker dealer or accepts 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**

The Adviser may charge certain clients an annual performance fee that typically ranges from 10% to 25% and is generally based on the asset allocation of the underlying accounts. Fixed income accounts are on the lower end of the performance fee scale. These clients must be "qualified clients" under federal securities laws. Qualified clients are clients that have at least \$1,000,000 invested with the Adviser or have a net worth of more than \$2,000,000 at the time of entering into an agreement.

The Adviser assesses the fee at the end of the year (equity accounts) or quarter (fixed income accounts) if there has been a net asset increase that is above any net asset decrease in the account value plus appreciation (a "Hurdle Rate"). The fee is pro-rated for contributions made on a date other than the first day of the fiscal year (or quarter) or for withdrawals made on a date other than the last day of the fiscal year or quarter.

The Hurdle Rate is based on the asset allocation of the account. All net losses in an account subject to a performance fee must be recouped (a "High Water Mark") before the performance fee can be assessed. When a performance fee is assessed management fees are typically lower than the general range or may be waived; this is based on the assets under management and the asset mix.

Performance fees may create an incentive for the Adviser to make investments that involve more risk and are more speculative than would be the case in the absence of a performance-based fee. Performance fees are calculated based on unrealized appreciation as well as realized gains in client accounts so the Adviser may receive increased compensation based on this method of calculation.

The Adviser manages accounts where a performance fee is charged as well as accounts where this is not the case. This creates an incentive for Adviser personnel to place qualified clients into accounts that are subject to performance fees. Management personnel review and approve all client accounts before they are opened. As part of their review, management personnel check for suitability of performance based accounts and will not approve the opening of such accounts if they are unsuitable for clients.

## **Item 7 – Types of Clients**

The Adviser provides advisory services to:

- Individual – Trusts, estates, 401(k) plans and IRAs of a household count as one individual.
- High net worth individual – An individual who is a “qualified client” under rule 205-3 of the Advisers Act of 1940 or is a “qualified purchaser”.
- Other investment advisers

### **Account Minimums**

The Adviser does not impose a minimum account requirement on clients.

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

### **Method of Analysis**

The Adviser’s main sources of financial information are prospectuses, research materials prepared by others, corporate rating services, annual reports and company press releases. The Adviser may utilize official statements, continuing disclosures and other information available through the MSRB’s Electronic Municipal Market Access system (EMMA) when analyzing municipal securities.

## *Fundamental Analysis*

### **Public Equity**

A corporation may issue stock to the general public after registration. Stock represents an ownership interest in a company. The Adviser uses valuation measures and financial information, evaluates the regulatory environment, analyzes products or services that are available or under development and the factors that can impact them to predict the underlying value of a company's stock. The Adviser also makes comparisons to the company's peers and to the broader market.

### **Corporate Debt & Municipal Securities**

The Adviser generally analyzes the current yield, yield to maturity, yield to call, call and default risks, and interest coverage.

Debt is issued by federal, state and foreign governments and corporations to finance their operations. Debt represents their promise to repay the borrowed amount with interest according to the terms and conditions of the debt instrument.

Debt obligations offer limited participation in the upside of a business. In exchange holders receive interest and a position that is generally senior to equity in a bankruptcy.

### **Mutual Funds**

The Adviser may recommend mutual funds when designing client portfolios. The Adviser analyzes actively managed funds by comparing funds that target the same market sector and have the same investment style. The Adviser may use prospectuses and other sources of information. The Adviser also considers the manager or management team tenure when evaluating fund performance.

### **Investment Strategies**

The Adviser works with each client to design an appropriate investment strategy based on their financial and tax status, risk tolerance and investment objectives. The Adviser usually recommends investment strategies for the long-term, but may occasionally recommend short-term investment and hedging strategies. The Adviser generally recommends a target asset mix with periodic rebalancing.

### **Risk of Loss**

Clients are advised that investing in securities involves the risk of loss of the entire principal amount invested including any gains. Clients should not invest unless they are able to bear this risk. Any of the above investment strategies may lead to a loss on investments.

Even hedging strategies may fail if markets move against the hedged investments. In addition, investing carries with it opportunity risk it is impossible to accurately predict the sectors of the market or asset classes that will have more favorable returns for a given period.

### **Item 8.A – Frequent Trading of Securities**

The Adviser is not involved in the frequent trading of securities.

### **Item 8.B – Material Risks of Particular Securities**

The Adviser doesn't recommend any type of security that involves significant or unusual risks except for the following which may present material risks to investors:

**Small and Micro-cap equity securities** (shares in companies that have a market capitalization of less than \$500 million) – Small and micro-cap stocks are stocks in companies that tend to have smaller market capitalization. Share prices can be extremely volatile and are prone to great fluctuations. This is primarily because of their smaller capitalization which can allow stock prices to be more easily influenced by a small number of large trades. This potential volatility presents a material risk for investors who could quickly lose a large part of their investments during a brief market downturn.

**Municipal securities** – Municipal securities are backed by either the full faith and credit of the issuer or by revenue generated by a specific project (like a toll road or parking garage) for which the securities were issued. The latter type of securities could quickly lose value or even become virtually worthless if the expected project revenue does not meet expectations.

## **Item 9 – Disciplinary Information**

The Adviser does not have any disciplinary information to disclose.

### **Item 9.A – Criminal or Civil Actions**

Neither the Adviser nor any management person has been found guilty of or has any criminal or civil actions pending in a domestic, foreign or military court.

### **Item 9.B – Administrative Proceedings**

Neither the Adviser nor any management person has any administrative proceedings pending before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority.



## **Item 9.C – Self-Regulatory Organization (“SRO”) Proceedings**

Neither the Adviser nor any management person have been found by any SRO to have caused an investment-related business to lose its authorization to do business, or to have been involved in violating the SRO’s rules, or were barred or suspended from membership or from associating with other members, or were expelled from membership, otherwise significantly limited from investment-related activities, or fined.

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

### **Item 10.A – Broker-Dealer Registration**

Neither the Adviser nor its management persons is or owns a securities broker-dealer or has an application for registration pending. No associated person of the Adviser is a registered representative of a broker-dealer.

### **Item 10.B – Futures Commission Merchant/Commodities**

Neither the Adviser nor any management person is a commodity broker/futures commission merchant, a commodity pool operator, commodity trading advisor or an associated person for the foregoing entities; nor do they have any registration applications pending.

### **Item 10.C – Relationships with Related Persons**

Neither the Adviser nor any of its management persons have any material relationships with related persons that create a material conflict of interest with clients.

### **Item 10.D – Relationships with Other Advisers**

Neither the Adviser nor any of its management persons have any other material relationships or conflicts of interest with any related financial industry participants.

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

### **Item 11.A – Code of Ethics**

The Adviser has adopted a Code of Ethics that sets forth standards of conduct expected of advisory personnel and to address conflicts that arise from personal trading by advisory personnel. Advisory personnel are obligated to adhere to the Code of Ethics, and applicable securities and other laws.

The Code covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. The Adviser will provide a copy of the Code to any client or prospective client upon request.

## **Item 11.B – Participation or Interest in Client Transactions**

### **Principal Trading**

Neither the Adviser nor any affiliated broker-dealer affects securities transactions as principal with the Adviser's clients. Neither the Adviser nor any associated person acting as a principal, buys securities from (or sells securities to) clients, acts as general partner in a partnership in which Adviser solicits client investments, or acts as an investment adviser to an investment company that the Adviser recommends to clients.

### **Agency-Cross Action Transactions**

Neither the Adviser nor any associated person recommends that clients buy from or sell securities to other clients. However, from time to time, the custodian will act as broker to both parties of a transaction buying from one and selling to the other when an active market for a security doesn't exist.

## **Item 11.C – Personal Trading by Associated Persons**

The Adviser recommends that clients invest in various types of assets. The Adviser and its associated persons may invest in the same types of assets. Permitted investments for associated persons are all asset classes. See Item 11.D for information concerning conflicts of interest.

## **Item 11.D – Conflicts of Interest with Personal Trading by Associated Persons**

Associated persons may own an interest in or buy or sell for their own accounts the same securities, which may be recommended to advisory clients. Associated persons seek to ensure that they do not personally benefit from the short-term market effects of their recommendations to clients and their personal transactions are regularly monitored.

Associated persons are aware of the rules regarding material non-public information and insider trading. Associated persons may also buy or sell a specific security for their own account based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients.

## **Item 12 – Brokerage Practices**

### **Item 12.A – Factors in Selecting or Recommending Broker-Dealers**

The Adviser makes custodial recommendations that are based on the Adviser's perception of the breadth of services offered, and quality of execution. However, the client may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services. Clients are advised that they are under no obligation to act on the recommendations of the Adviser.

#### **Item 12.A1 – Research and Other Soft Dollar Benefits**

The Adviser does not receive soft dollars generated by clients' securities transactions. The term "soft dollars" refers to funds which are generated by client trades being used by the Adviser to purchase products or services (such as research and enhanced brokerage services) from or through the broker-dealers whom the Adviser engages to execute securities transactions.

#### **Item 12.A2 – Brokerage for Client Referrals**

The Adviser does not refer clients to particular broker-dealers in exchange for client referrals from those broker-dealers.

#### **Item 12.A3 – Directed Brokerage**

The Adviser does not recommend or require that clients direct their brokerage business to any particular broker-dealer.

### **Item 12.B – Trade Aggregation**

In placing orders to purchase or sell securities in accounts, the Adviser may elect to aggregate orders. In so doing, the Adviser will not aggregate transactions unless aggregation is consistent with its duty to seek best execution and the terms of the Adviser's investment advisory agreement with each client for which trades are being aggregated.

#### *Primary Method*

No advisory client will be favored over any other client. The Adviser's goal is to ensure that each client that participates in an aggregated order will participate at the average share price for all of the Adviser's transactions in that security on a given business day. Each client that participates in the transaction will be subject to the same transaction costs.

The Adviser will have a standard policy specifying how it intends to allocate securities. If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the standard policy. If the order is partially filled, it may be allocated pro-rata based on the standard policy.

However, the order may be allocated on a basis different from that specified in the standard policy if all client accounts receive fair and equitable treatment and the reason for the different allocation is documented.

#### *Alternative Method*

Securities may be thinly traded, have a small float or other factors may impact the ability of the Adviser to predetermine how securities will be allocated. The Adviser may use a random number generator to scramble the list of clients that are participating then allocate securities starting from the top of the list.

#### *Recordkeeping*

The Adviser's books and records will separately reflect, for each client account, the orders which are aggregated, the securities held by, and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with a qualified custodian and neither the client's cash nor their securities will be held collectively any longer than is necessary to settle the purchase or sale in question on a delivery versus payment basis. Cash or securities held collectively for clients will be delivered to the qualified custodian as soon as practicable following the settlement. The Adviser will receive no additional compensation of any kind as a result of the proposed aggregation and individual investment advice and treatment will be accorded to each client.

### **Item 13 – Review of Accounts**

Advisory representatives perform reviews of all investment advisory accounts no less than quarterly. They review accounts for consistency with the investment strategy and performance chosen by clients (among other things). Reviews may be triggered by changes in an account holder's personal, tax or financial status. Macroeconomic and company specific events may also trigger reviews. There is currently no limit on the number of accounts that can be reviewed by an advisory representative.

In addition, brokerage statements are generated no less than quarterly and the account custodian sends copies directly to clients. These reports list the account positions, activity in the account over the covered period and other related information. The custodian also sends confirmations following each brokerage account transaction unless confirmations have been waived.

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

The Adviser may also employ/engage solicitors to whom it will pay cash or a portion of the fees paid by clients referred by those solicitors. All solicitors who refer clients will be in compliance with the requirements of the jurisdiction where they operate. When applicable the solicitors will be licensed as investment advisers or notice filed in the appropriate jurisdictions.

Whenever the Adviser compensates solicitors for referrals, the effected clients will receive a disclosure document discussing the referral fees paid and informing the client about whether the client or the Adviser pays the fee.

### **Item 15 – Custody**

The Adviser doesn't accept custody of client funds or securities. Client assets are held by qualified custodians.

### **Item 16 – Investment Discretion**

The Adviser will have discretion over the selection and amount of securities to be bought or sold without obtaining specific client consent. The Adviser will not have discretion over the selection of the broker to be used or the commission rates to be paid.

### **Item 17 – Voting Client Securities**

The Adviser does not accept authority to vote proxies on behalf of clients as a matter of policy. Clients will receive their proxy information directly from their custodian. Clients may contact the Adviser with questions about a particular solicitation by telephone at 858-457-7717.

### **Item 18 – Financial Information**

There is no financial condition that is reasonably likely to impair the Adviser's ability to meet its contractual commitments to its clients. Under no circumstances will the Adviser earn fees in excess of \$1,200 more than six months in advance of services being rendered.