

**INTEGRATED INVESTMENT CONSULTANTS, LLC**  
***dba Integrated***

*a Registered Investment Adviser*

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This brochure provides information about the qualifications and business practices of Integrated Investment Consultants, LLC dba Integrated (hereinafter “Integrated” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at this telephone number listed above. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

**Item 2. Material Changes**

Since our last annual update to this Brochure on March 20, 2020, Integrated has made the following material changes to this Brochure:

Items 4, 5, 7, 8, 10 and 11, disclosures were added regarding our alternative investment services and our affiliate, Integrated Management Services SPV LLC, the manager of the Integrated VSV SPV Fund I LLC. We recommend to accredited investors, as defined in Rule 501 of Regulation D, alternative investments on a nondiscretionary basis. Disclosures were added to explain the fee arrangement, our potential conflicts of interest, eligibility of investors, and the risks associated with investing in alternative investments.

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## Item 4. Advisory Business

Integrated offers a variety of advisory services, which include investment management consulting and investment management services. Prior to Integrated rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with Integrated setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

Integrated has been owned by Chris Forte and Todd Wagenberg since May 22, 2015. As of December 31<sup>st</sup>, 2020, Integrated provides investment management consulting services for approximately \$2,200,000,000. Of that amount, approximately \$705,000,000 are considered regulatory assets under management (RAUM). Integrated has discretion over approximately \$644,000,000 and consults on the remaining \$1,495,000,000 on a non-discretionary basis.

While this brochure generally describes the business of Integrated, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on Integrated’s behalf and is subject to the Firm’s supervision or control.

### **Investment and Wealth Management Services**

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Integrated manages client investment portfolios on a discretionary or non-discretionary basis. In addition, Integrated provides clients with wealth management services which include a broad range of investment management consulting services as well as discretionary and/or non-discretionary management of investment portfolios.

Integrated primarily allocates client assets among various mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities, alternative investments, including privately placed securities such as hedge funds, private equity funds and real estate funds, and independent investment managers (“Independent Managers”) in accordance with their stated investment objectives.

Where appropriate, the Firm will also provide advice about any type of legacy position or other investments held in client portfolios. Clients engage Integrated to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, Integrated directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product’s provider.

Integrated tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. Integrated consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify Integrated if there are changes in their financial

situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if Integrated determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

### Investment Management Consulting Services

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The following are services the Firm will provide in addition to the investment management services.

#### *Services for Family Offices:*

- Pre-sale planning for entrepreneurs facing liquidity event
- Wealth planning after a liquidity event
- Preparing for family business transitions
- Planning and family dynamics
- Investment management consulting
- Trust and fiduciary consulting

#### *Services for Nonprofit Organizations:*

- Foundation, endowment and planned giving
- Fiduciary compliance consulting
- Spending and investment policy consulting and development
- Strategic asset allocation studies
- Manager searches
- Program Related Investment and Mission Related Investment analysis
- Custom performance reporting

#### *Services for Retirement Plan Sponsors:*

- Defined benefit and contribution investment management consulting
- Section 3(21) and 3(38) fiduciary compliance consulting
- Fee benchmarking studies
- Ongoing investment manager due diligence
- Performance monitoring reports
- Investment policy consulting and development
- Asset allocation studies
- Asset / liability studies
- Manager search and selection
- Vendor reviews
- Vendor searches

As disclosed in the Advisory Agreement, certain of the foregoing services are provided by Integrated as a fiduciary under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"). In accordance with ERISA Section 408(b)(2), each plan sponsor is provided with a written description of Integrated's fiduciary status, the specific services to be rendered and all direct and indirect compensation the Firm reasonably expects under the engagement.

### Use of Independent Managers

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As mentioned above, Integrated may select certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager will be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients will also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

Integrated evaluates a variety of information about Independent Managers, which include the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. Integrated also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

Integrated continues to provide services relative to the discretionary or non-discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. Integrated seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

### Alternative Investment Services

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For accredited investors, as defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended (the "Securities Act"), for which an alternative investment is a suitable investment, the Firm will recommend investment in one or more alternative investment vehicles including, but not limited to, private offerings "sponsored" by our affiliate, Integrated Management Services SPV LLC. Integrated Management Services SPV LLC is the manager of the Integrated VSV SPV Fund I LLC, a Delaware limited liability company (the "Fund"). The Fund's purpose is to invest and acquire limited partnership interest in Velvet Sea Venture Capital Fund, LP, a Delaware limited partnership. Any recommendation to invest in an alternative investment vehicle is done on a non-discretionary basis. This means that even if Integrated recommends an alternative investment, you are not required to make such investment and any alternative investment will only be made upon your execution of subscription or other documents admitting you as an investor.

To invest in an alternative investment vehicle, you will be required to meet strict suitability criteria with regards to your net worth, liquid net worth, income and other applicable requirements. You will receive disclosure documents for each fund in which you are interested in investing and you will be required to complete and sign a subscription document prior to investing. It is important that you read the disclosures contained in the subscription or other documents and ask us if you have any questions prior to investing.

See Items 5, 7, 8, 10 and 11 for additional information regarding our alternative investment services.

## Item 5. Fees and Compensation

Integrated offers services for fees, which include fixed fees and fees based upon assets under management. Some persons providing investment advice on behalf of our firm are also licensed as insurance agents. These persons will earn commission-based compensation for selling insurance products. Insurance commissions earned by these persons are separate and will be in addition to our advisory fees.

The receipt of commissions by these individuals presents a conflict of interest as they might have an incentive to recommend insurance products to you for the purpose of generating commissions rather than based solely on your needs. It is our policy, however, to make investment recommendations to you based solely on your best interests. You are under no obligation, contractual or otherwise, to purchase insurance products through any person affiliated with our firm.

Integrated offers investment advice to ERISA and IRA clients. Prior to making recommendations, we request all available recent plan statements, Summary Plan Descriptions, plan features and plan expenses. We carefully review the clients' entire financial situation and present them with their options. At this presentation we will disclose and discuss current costs to the client and the future costs of any recommendations. If a recommendation to establish an advisory relationship in regard to these assets is made, then our firm is required to disclose that our fee may be higher than what the client was being charged previously. In such a case, we would disclose this conflict and advise the client that they are under no obligation to utilize the services being offered.

Integrated sometimes acts as a subadvisor and receives a sub-advisory fee for certain retirement plans.

We require that all Investment Adviser Reps disclose all conflicts of interest when such recommendations are made.

### Investment Management Fees

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Integrated offers investment management services for an annual fee based on the amount of assets under the Firm's management. Our standard fee is 1% on the first \$5,000,000 of assets under management, 0.50% on the next \$10,000,000 of assets under management, and 0.35% on the next \$25,000,000 of assets under management. The annual fee is prorated and billed quarterly, in advance, based upon the market value of the assets being managed by Integrated on the last day of the previous billing period. Alternatively, the Firm may negotiate a fixed fee for the services which would be charged similarly.

If assets are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted to reflect the interim change in portfolio value. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, Integrated may negotiate a separate rate for asset management services provided with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.).

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**Fee Discretion**

Integrated may, in its sole discretion, negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities.

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**Additional Fees and Expenses**

In addition to the advisory fees paid to Integrated, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively “Financial Institutions”). These additional charges include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, charges imposed directly by a mutual fund or ETF in a client’s account, as disclosed in the fund’s prospectus (e.g., fund management fees and other fund expenses), 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. The Firm’s brokerage practices are described at length in Item 12, below.

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**Direct Fee Debit**

Clients generally provide Integrated and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Integrated. Alternatively, clients may elect to have Integrated send a separate invoice for direct payment.

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**Account Additions and Withdrawals**

Clients are permitted to make additions to and withdrawals from their account at any time. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client’s account. Clients may withdraw account assets on notice to Integrated, subject to the usual and customary securities settlement procedures. However, the Firm generally designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client’s investment objectives. Integrated will consult with its clients about the options and implications of transferring securities. Clients are advised that when securities are liquidated, they may be subject to limited redemption, transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

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**Alternative Investment Services Fee**

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If you have invested in Integrated VSV SPV Fund I LLC (the "Fund"), the Firm will include your total "capital contributions," made to the Fund, in the value of your assets under our management for purposes of calculating our annual investment management fee. The capital contribution is the amount of money you have invested at any given time with the alternative investment.

You will also pay our affiliate, Integrated Management Services SPV LLC a separate management fee based on all "capital contributions" made to the Fund. The Fund is a special purpose entity with its sole purpose to invest all of the capital contributions it receives in another fund called Velvet Sea Venture Capital Fund, LP ("VSVC Fund"). You will indirectly pay fees to the managers of the VSVC Fund. The fees paid to the managers of the Fund and the managers of the VSVC Fund are disclosed in the Fund's disclosure documents. Those fees will be in addition to our fees. You should understand that the Firm indirectly benefits if we recommend, and you invest in the Fund.

See Items 4, 7 and 8 for additional information regarding our alternative investment services.

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

Integrated does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

**Item 7. Types of Clients**

Integrated offers services to individuals, pension and profit-sharing plans, trusts, estates, charitable organizations, corporations and business entities, and state or municipal government entities.

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**Minimum Account Requirements**

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Integrated does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship. Certain Independent Managers may, however, impose more restrictive account requirements and billing practices from the Firm. In these instances, Integrated will alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers. An investment in an alternative investment vehicle may require a minimum investment.

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**Limitation on Investments in Alternative Investment Vehicles**

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If you desire to invest in an alternative investment vehicle, you must meet certain specific requirements with regard to your net worth, income and investment amounts. Depending on the fund, you will need to qualify as one or more of the following: an "accredited investor" as defined under Regulation D of the Securities Act, a "qualified purchaser" as defined under the Investment Company Act of 1940, and/or a "qualified client" as defined under the Investment Advisers Act of 1940.

See Items 4, 5 and 8 for additional information regarding our alternative investment services.

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

### **Investment Strategies and Methods of Analysis**

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Integrated utilizes a fundamental method of analysis while employing an asset allocation strategy based on a Modern Portfolio Theory (“MPT”).

Fundamental analysis involves an evaluation of the fundamental financial condition and competitive position of a particular fund or issuer. For Integrated, this process typically involves an analysis of an issuer’s management team, investment strategies, style drift, past performance, reputation and financial strength in relation to the asset class concentrations and risk exposures of the Firm’s model asset allocations. A substantial risk in relying upon fundamental analysis is that while the overall health and position of a company may be good, evolving market conditions may negatively impact the security.

Modern Portfolio Theory (“MPT”) is a mathematical based investment discipline that seeks to quantify expected portfolio returns in relation to corresponding portfolio risk. The basic premise of MPT is that the risk of a particular holding is to be assessed by comparing its price variations against those of the market portfolio. However, MPT disregards certain investment considerations and is based on a series of assumptions that may not necessarily reflect actual market conditions. As such, the factors for which MPT does not account (*e.g.*, tax implications, regulatory constraints and brokerage costs) may negate the upside or add to the actual risk of a particular allocation. Nevertheless, Integrated’s investment process is structured in such a way to integrate those assumptions and real-life considerations for which MPT analytics do not account.

Integrated tailors its advisory services to the individual needs of clients. Integrated consults with clients initially and on an ongoing basis to develop a risk tolerance, time horizon and other factors that will impact the clients’ investment needs. Integrated ensures that clients’ investments are suitable for their investment needs, goals, objectives and risk tolerance.

### **Risk of Loss**

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#### ***Market Risks***

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of Integrated’s recommendations and/or investment decisions will depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that Integrated will be able to predict those price movements accurately or capitalize on any such assumptions.

#### ***Mutual Funds and ETFs***

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are subject to the risks stemming from the individual issuers of the fund’s underlying portfolio securities. Such shareholders will be liable for taxes on any fund-level capital gains.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares differ significantly from the NAV during periods of market volatility, which, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more).

Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder will have no way to dispose of such shares.

#### ***Use of Independent Managers***

As stated above, Integrated may select certain Independent Managers to manage a portion of its clients' assets. In these situations, Integrated continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, Integrated generally may not have the ability to supervise the Independent Managers on a day-to-day basis.

#### ***Alternative Investments***

Alternative investments vehicles are speculative and involve a high degree of risk. Opportunities for withdrawal or redemption and transferability of interests are restricted, and you will not have access to capital when it is needed. For certain funds, there will not be a secondary market for your interests and none will be expected to develop. An investment should not be made unless you are prepared to lose all or a substantial portion of your investment.

See Items 4, 5 and 7 for additional information regarding our alternative investment services.

### **Item 9. Disciplinary Information**

Integrated has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

## Item 10. Other Financial Industry Activities and Affiliations

This item requires investment advisers to disclose certain financial industry activities and affiliations.

### **Licensed Insurance Agents**

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A number of the Firm's Supervised Persons are licensed insurance agents and offer certain insurance products on a fully disclosed commissionable basis. A conflict of interest exists to the extent that Integrated recommends the purchase of insurance products where its Supervised Persons will be entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

### **Integrated Management Services SPV LLC**

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Our affiliate, Integrated Management Services SPV LLC is the manager of the Integrated VSV SPV Fund I LLC, a Delaware limited liability company (the "Fund"). For additional information regarding our affiliate and the Fund, please see Item 4 above.

## Item 11. Code of Ethics

Integrated has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. Integrated's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of Integrated's personnel to report their personal securities holdings and transactions. However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

Integrated Investment Consultants, LLC has adopted the following principles governing personal investment activities by Integrated Investment Consultants, LLC's supervised persons:

- the interests of client accounts shall at all times be placed first;
- all personal securities transactions shall be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and
- supervised persons must not take inappropriate advantage of their positions.

The Code of Ethics rule mandates pre-approval of the following types of investments:

**Preclearance Required for Participation in IPOs**

No supervised person shall acquire any beneficial ownership in any securities in an Initial Public Offering (IPO) for his or her account, as defined herein without the prior written approval of Dena Soule and/or his or her designee who has been provided with full details of the proposed transaction (including written certification that the investment opportunity did not arise by virtue of the supervised person's activities on behalf of a client) and, if approved, shall be subject to continuous monitoring for possible future conflicts.

**Preclearance Required for Private or Limited Offerings**

No supervised person shall acquire beneficial ownership of any securities in a limited offering or private placement without the prior written approval of Dena Soule and/or his or her designee who has been provided with full details of the proposed transaction (including written certification that the investment opportunity did not arise by virtue of the supervised person's activities on behalf of a client) and, if approved, shall be subject to continuous monitoring for possible future conflicts.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact Integrated to request a copy of its Code of Ethics.

**Investing in Securities Issued by Clients or Affiliates of Clients**

Integrated, its related persons and employees, on occasion, buy, hold or sell for themselves securities issued by clients or affiliates of clients ("Client Issuers") in Alternative Investments. In addition, if suitable, Integrated may recommend those investments to other Integrated clients. Investments in securities issued by a Client Issuer creates a conflict of interest because these transactions provide Integrated with an incentive to favor one or more clients, as applicable, over other clients, when, for example, placing trades, aggregating orders, allocating limited opportunity investments, as applicable, or negotiating fees. There are instances in which Integrated will negotiate with Client Issuers to reduce the fee paid by the Integrated Clients investing in the Client Issuer Securities.

Alternative Investments involve a high degree of risk. In addition to the disclosures that are provided to clients with respect to the Alternative Investment, beginning after January 1<sup>st</sup>, 2020, Integrated provides supplemental disclosures to the client for the purpose of describing additional fees, liquidity and, if applicable, specifically describing any conflict of interest Integrated may have with respect to the investment. Integrated believes that by providing a disclosure of the conflict of interest and any

steps that have been implemented to mitigate the conflict, clients can make an informed decision whether to invest.

For more information regarding Alternative Investments, see Items 4, 5, 7 and 8.

## **Item 12. Brokerage Practices**

### **Recommendation of Broker/Dealers for Client Transactions**

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Integrated generally recommends that clients utilize the custody, brokerage and clearing services of Schwab Advisor Services™ (“Schwab”) for individual investment management accounts. Clients, however, have the final decision and may direct the firm to use the custodian of their choosing.

Factors which Integrated considers in recommending Schwab or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Schwab will enable the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Schwab may be higher or lower than those charged by other Financial Institutions.

The commissions paid by Integrated’s clients to Schwab comply with the Firm’s duty to obtain “best execution.” Clients may pay commissions that are higher than another qualified Financial Institution might charge for the same transaction where Integrated determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution’s services, including among others, the value of research provided, execution capability, commission rates and responsiveness. Integrated seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other broker-dealers with whom the Firm and its custodians have entered into agreements for prime brokerage clearing services. Should an account make use of prime brokerage, the Client will be required to sign an additional agreement, and additional fees are likely to be charged. Should a client choose to use prime brokerage clearing services, Integrated may be unable to achieve the most favorable execution of client transactions.

Integrated periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

**Software and Support Provided by Financial Institutions**

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Integrated receives, without cost from Schwab, computer software and related systems support, which allow Integrated to better monitor client accounts maintained at Schwab. Integrated receives the software and related support without cost because the Firm renders investment management services to clients that maintain a certain level of assets at Schwab. The software and support are not provided in connection with securities transactions of clients (i.e., not “soft dollars”). The software and related systems support benefit Integrated, but not its clients directly. In fulfilling its duties to its clients, Integrated endeavors at all times to put the interests of its clients first. Clients should be aware, however, that Integrated’s receipt of economic benefits from a broker/dealer creates a conflict of interest since these benefits influence the Firm’s choice of broker/dealer over another that does not furnish similar software, systems support or services.

Specifically, Integrated receives the following benefits from Schwab:

- Receipt of duplicate client confirmations and bundled duplicate statements;
- Access to a trading desk that exclusively services its institutional traders;
- Access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and
- Access to an electronic communication network for client order entry and account information.

**Brokerage for Client Referrals**

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Integrated does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third parties.

**Directed Brokerage**

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The client may direct Integrated in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution, and the Firm will not seek better execution services or prices from other Financial Institutions or be able to “batch” client transactions for execution through other Financial Institutions with orders for other accounts managed by Integrated (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads, or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Integrated may decline a client’s request to direct brokerage if, in the Firm’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

### Trade Aggregation

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Transactions for each client generally will be effected independently, unless Integrated decides to purchase or sell the same securities for several clients at approximately the same time. Integrated may (but is not obligated to) combine or “batch” such orders to obtain best execution, to negotiate more favorable commission rates, and to allocate equitably among the Firm’s clients. Under this procedure, transactions will generally be averaged as to price and allocated among Integrated’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which Integrated’s Supervised Persons may invest, the Firm generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Integrated does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account’s assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimus allocation in one or more accounts, the Firm may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

## Item 13. Review of Accounts

### Account Reviews

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Integrated monitors client portfolios on a continuous and ongoing basis. Such reviews are conducted by the Firm’s Principals along with additional staff. All investment advisory clients are encouraged to discuss their needs, goals and objectives with Integrated and to keep the Firm informed of any changes thereto. The Firm contacts investment advisory clients at least annually to review its previous services and/or recommendations to discuss the impact resulting from any changes in the clients’ financial situation and/or investment objectives.

**Account Statements and Reports**

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Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time-to-time, or as otherwise requested, clients may also receive written or electronic reports from Integrated and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from Integrated or an outside service provider.

**Item 14. Client Referrals and Other Compensation**

The Firm does not currently provide compensation to any third-party solicitors for client referrals.

**Item 15. Custody**

Integrated is deemed to have custody because Integrated deducts its fees directly from client accounts.

The Advisory Agreement and/or the separate agreement with any Financial Institution generally authorizes Integrated and/or the Independent Managers to debit client accounts for payment of the Firm's fees and to directly remit those funds to the Firm in accordance with applicable custody rules. The firm may also have disbursement authority or permission to withdraw fund or securities from a client's account using a standing letter to a designated third party. This situation constitutes custody but is not subject to an annual surprise examination by an independent public accountant provided that the seven conditions detailed in the SEC no-action letter (February 21, 2017) are in place. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees and process third party disbursements (SLOAs), have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to Integrated.

In addition, as discussed in Item 13, Integrated will also send periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from Integrated.

**Item 16. Investment Discretion**

Integrated may be given the authority to exercise discretion on behalf of clients. Integrated is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. Integrated is given this authority through a power-of-attorney included in the agreement between Integrated and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Integrated takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired.

### **Item 17. Voting Client Securities**

Integrated does not vote client securities on a client's behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations.

### **Item 18. Financial Information**

Integrated is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The firm has not been the subject of a bankruptcy petition at any time during the past ten years.