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ADV Part 2A, Appendix 1

Wrap Fee Brochure

This wrap fee program brochure provides information about the qualifications and business practices of Integra Financial, Inc. If you have any questions about the contents of this brochure, please contact us at 303-220-5525. 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. Integra Financial, Inc. is a Registered Investment Adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Additional information about Integra Financial, Inc. is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Integra Financial, Inc. is 113422.

ITEM 2 – MATERIAL CHANGES

Summary of Material Changes

We have made changes to this document since our last other than annual amendment.

The primary changes in this update include:

- We removed a reference to TD Ameritrade in Item 4
- We amended Item 9 to remove language about client referrals and solicitors.

You are receiving this updated Form ADV Part 2A, Appendix 1 Wrap Fee Brochure (“Wrap Fee Brochure”) pursuant to SEC Rules, that require the firm to notify our clients of any material changes to this and any subsequent Wrap Fee Brochure. If you would like additional copies of this Wrap Fee Brochure, please download it from the SEC Website as indicated above or you may contact Willis Ashby at 303-220-5525 or willis@integrafinancial.ws.

We encourage you to read this document in its entirety.

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ITEM 4 – SERVICES, FEES, AND COMPENSATION

This document, offered by Integra Financial, Inc. (“Integra Financial”) discloses information about the investment advisory services we provide and the manner in which we provide them to you, the client. This brochure discusses our asset management services offered on a “wrap” fee basis.

We are a fee-based investment management and financial planning firm located in Greenwood Village, Colorado, specializing in proactive investment advisory and planning services for investors. The firm was established by Willis Ashby, CFP®, in 1990.

Portfolio Management Services

We offer clients portfolio management through our asset management services program. Through the program, our clients receive investment analysis, allocation recommendations, monthly or quarterly statements reflecting holdings and transactions, quarterly statements, and ongoing account monitoring services for a portfolio which may include cash, stocks, bonds, mutual funds, and exchange-traded funds. Integra Financial will exercise discretionary trading authority while providing services. This means we will have authority to purchase and sell securities of our choice in the amounts, and at the times we believe is suitable for you and your account. We may recommend the use of third-party investment managers to manage any portion of your assets.

The initial asset allocation recommendations are based on the financial information gathered from you including net worth, risk tolerance, financial goals and objectives, investment restrictions and overall financial conditions. Based on this information, you are provided with investment recommendations designed to provide an appropriate asset mix consistent with your objectives. Your portfolio and its performance are monitored in light of your stated goals and objectives. The frequency of these reviews is determined by Integra Financial. We will meet with you on an as needed basis to discuss the portfolio and other aspects of the service. You may contact us at any time.

As a general rule, we believe that investing is best suited to those who believe in a long-term buy and-hold policy. Therefore, you should not expect frequent investment changes in the portfolio. However, as a result of monitoring the account, portfolio modifications may be advisable and made.

As indicated above, when providing Portfolio Management Services, we will exercise discretion when you grant Integra Financial discretion in the investment management agreement. When doing so, it allows us to select the securities to buy and sell, the amount to buy and sell and when to buy and sell without obtaining specific consent from you for each trade. You should be aware we may make different recommendations and effect different trades with respect to the same securities and insurance to different advisory clients. Execution of securities transactions are covered by the wrap service fee implemented through TD Ameritrade but may not be better than the services available if you used another brokerage firm. However, we believe that the overall level of services and support provided to you by custodians and broker-dealers for any trade not

covered by the wrap fee outweighs the potentially lower costs that may be available from other brokerage service providers.

When exercising discretion, we may combine orders for more than one client's account to form a "block" order for the purpose of seeking a better price and/or execution. When a block order is executed, the broker/dealer executing the order typically allocates an average execution price to all shares in the block order, which we then allocate to each customer's account position on a pro rata basis. Should a block order only be partially filled, available shares are distributed in a manner fair to all accounts.

We do not select broker/dealers. We do not permit directed brokerage.

We do not guarantee the results of the advice given. Thus, significant losses can occur by investing in any security, or by following any strategy, including conservative investments and strategies recommended or applied by Integra Financial. We may recommend exchange-traded funds ("ETFs"). ETF shares are bought and sold at market price unlike mutual funds. ETFs are subject to risks similar to those of stocks.

Although we generally do not exercise discretion to select brokerage firms, we typically recommend the custodial services of TD Ameritrade or Altrusit, securities broker/dealers, Members FINRA/SIPC/NFA, unaffiliated SEC-registered broker-dealers and FINRA members.

We do not process transactions through TD Ameritrade in return for TD Ameritrade referring new clients to Integra Financial.

Portfolio Management Services Wrap Fee

Fees payable for asset management services are calculated as a percentage of the total value of investments under management. Our investment advisory fees shall not exceed 1.25% annually. The specific advisory fees are set forth in your Investment Advisory Agreement. In certain circumstances, our fees and the timing of the fees may be negotiated on a client-by-client basis.

The asset-based fee includes all fees and charges for services, as applicable, for Integra Financial and transaction fees. However, this fee does not include the following: (a) charges for services provided by Integra Financial outside the scope of the Investment Management Agreement (e.g. retirement plan administration fees, trustee fees, wire transfer fees, account fees and charges incidental to brokerage and custodial services, etc.); (b) any taxes for fees imposed by exchanges or regulatory bodies; (c) other fees and charges imposed because we may choose to effect securities transactions for the account with or through a broker-dealer other than the custodian; (d) sales loads and internal operating expenses on mutual funds, exchange traded funds and variable insurance contracts; and, (e) commissions on transactions occurring after notice of Agreement termination is given and Each of these additional charges may be separately charged to your account or reflected in the price paid or received for a given security.

The annual fee for portfolio management services is billed quarterly, in advance, based on the market value of the assets on the last day of the quarter as reported by the custodian. Fees are assessed on all assets under management, including securities, cash, and money market balances. Margin debit balances do not reduce the value of assets under management.

Either Integra Financial or you may terminate the management agreement, upon 30-day written notice to the other party. The management fee will be pro-rated to the date of termination, for the month in which the cancellation notice was given, and any unearned fees will be refunded to you. Upon termination, you are responsible for monitoring the securities in your account, and we will have no further obligation to act or advise with respect to those assets.

With prior client permission, fees payable to us are deducted from your account when due. We will liquidate money market shares to pay the fee and, if money market shares or cash value are not available, other investments will be liquidated. Authorization for the automatic deduction of fees from the account is contained in the investment management agreement. The periodic portfolio statements from the custodian disclose all amounts disbursed from your account, including advisory and service fees paid. If the client has more than one account, we may pull fees for both, and multiple accounts, from one account.

Client may, upon written notice to Integra Financial, request us to invoice you directly for the payment of its fees. Any such payment shall be made to Integra Financial by separate check. Should payment to us not be made within 10 days of the date of the invoice, we reserve the right to deduct the fees directly from the account at the Custodian.

Costs

Our “wrap” fees shown above (fees which include both Integra Financials’ advisory fee and certain transaction fees) may be more or less than those charged by us to another client for similar services, and by other advisers for similar services.

Also, our “wrap” fee may be more or less than the fees and commissions charged by other advisory firms, third-party managers, and brokerage firms if the services were acquired separately. The factors that bear upon the cost of services are the size of the account, type of transaction and whether trades are placed through a brokerage firm other than the custodian resulting in per trade commission’s being charged to the account.

Internal Fees of Funds and Other Excluded Costs

Since exchange-traded funds or mutual funds are part of a client’s portfolio, the mutual funds charge additional and separate internal fees as described in the fund’s prospectus. Thus, when these funds are in a client’s account, two advisory fees are imposed: one internally by the fund, the other by Integra Financial.

Not all transaction-related expenses are covered by the “wrap” fee. Certain account charges by the custodian and costs for transactions not placed through our recommended custodian, and

commissions on transactions occurring after termination of our services agreement. See the “Fees” section above.

Wrap Fee Incentives

Because we absorb certain transaction costs, we may have a financial incentive not to place transaction orders frequently since doing so increases the transaction costs to us, thereby reducing our revenue. Thus, an incentive exists to place trades less frequently. Also, because fees are asset-based, there is an incentive for us to recommend that you do not reduce positions since doing so will reduce the fee to our firm. Also, we may receive more compensation in this program over others which require separate payment for advice, brokerage, and other services, thus this financial incentive may also create a conflict of interest.

We do not guarantee the results of investment management or consulting advice we give, including the performance of our investment models. Thus, significant losses can occur by using our services.

Other Compensation

Associates of Integra Financial are also licensed to offer insurance products and will receive customary commissions for the sale of such products should a client decide to make purchases or sales through our associates which are not covered by the wrap fee. When selling these products, a conflict of interest exists.

ITEM 5 – ACCOUNT REQUIREMENTS AND TYPES OF CLIENTS

We provide investment advice to individuals, high net worth individuals, small businesses, trusts, company pension plans and estates. A minimum of \$500,000 is required to open and maintain an account. We may waive account minimums at our sole discretion.

ITEM 6 – PORTFOLIO MANAGER SELECTION AND EVALUATION

We do not select and review outside portfolio managers for our Portfolio Management Services. All portfolio management is performed by Integra Financial. Since there is no outside manager utilized there is no conflict of interest between our own portfolio management and management from a third party.

Willis Ashby, Nicholas Weisert, and Keith Fevurly act as the portfolio managers for our wrap fee program.

Third Party Manager Program (“TPM Program” or “TPM”)

We may recommend you use selected Third-Party Manager (“TPM”) that has been evaluated and approved by Integra Financial for your use. TPM services may include assisting you in identifying

your investment objectives and matching personal and financial data with a select list of Managers that meet the TPM minimum quantitative and qualitative criteria. The intent of the Program is to have a selected list of high quality and recognizable third-party investment management firms from which you select one or more Managers to handle the day-to-day management of your account(s).

Managers selected for your investments under TPM need to meet several quantitative and qualitative criteria established by Integra Financial. Among the criteria that may be considered are the manager's experience, assets under management, performance record, client retention, the level of client services provided, investment style, buy and sell disciplines, capitalization level, and the general investment process. Prior to selection, all Managers are interviewed by a member of our diligence committee. Each Client must have a profile that matches the Manager's stated objectives.

Advisory Business. See description above.

Performance Based Fees and Side-By-Side Management

We do not charge advisory fees on a share of the capital appreciation of the funds or securities in a client account (so-called performance-based fees). We do not do any side-by-side management. All fees are disclosed above.

Methods of Analysis, Investment Strategies and Risk of Loss

The method of analysis we utilize is both fundamental and technical. We gather our information for investment purposes from other investment companies' financial newspapers, magazines, research prepared by others, internet, web blogs, corporate rating services, company press releases, annual reports, prospectuses and filings with the Securities and Exchange Commission.

We determine how to allocate assets among the various management styles and models based on the investment strategy chosen, prevailing economic conditions, market trends, and our determination of where we are in the economic cycle. Potential risks and opportunities are weighed to determine how much exposure, if any, the model will have to each asset class, including cash.

From time-to-time, market conditions may cause your account to vary from the established allocation. To remain consistent with the asset allocation guidelines established, your account is monitored on an ongoing basis and, if necessary, rebalanced at least annually to the original allocation, or if deemed beneficial, to a new allocation based on the then prevailing economic conditions and within the guidelines of the chosen investment strategy.

In addition to the annual rebalancing, overall market conditions and macroeconomic factors affecting specific holdings may trigger changes in allocation. Such changes would remain within the bounds set by this statement for each asset type, including cash. Accounts may also receive informal reviews more frequently.

Under unusual or extreme market conditions, we may move your account to a more defensive posture than the normal strategy allocation, including the possibility of moving to all cash or cash equivalents.

Investment Strategies

In general, the strategies we employ could be considered a value approach. This is a concept whereby the market discounts for any number of reasons the "intrinsic" value of a particular investment and therefore it is "on sale." If you can buy assets that are "on sale," in theory, the market over time will readjust them back to "fair market value" making a profit. That is our preferred style. However, we understand other factors such as sales growth and return on equity play important roles in picking good investments. We employ these strategies as we deem at our sole discretion as necessary. An example of this would be two manufacturing plants where both plants cost to build is a million dollars. We would prefer to own a position in the plant with a higher profit on the million dollars spent rather than the less profitable plant.

Third-Party Money Manager Analysis

We examine the experience, expertise, investment philosophies and past performance of independent third-party investment managers 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 review the manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a third-party manager'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.

You are advised and are expected to understand that our past performance is not a guarantee of future results, and that certain market and economic risks exist that may adversely affect an account's performance that could result in capital losses in your account.

Risks

Clients must understand that past performance is not indicative of future results. Therefore, current and prospective clients should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. Clients and prospective clients should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, we are unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated when investing in securities through Integra Financial.

You should be aware that your account is subject to the following risks:

- **Stock Market Risk** – The value of securities in the portfolio will fluctuate and, as a result, the value may decline suddenly or over a sustained period of time.
- **Managed Portfolio Risk** – The manager's investment strategies or choice of specific securities may be unsuccessful and may cause the portfolio to incur losses.
- **Industry Risk** – The portfolio's investments could be concentrated within one industry or group of industries. Any factors detrimental to the performance of such industries will disproportionately impact your portfolio. Investments focused on a particular industry are subject to greater risk and are more greatly impacted by market volatility than less concentrated investments.
- **Non-U.S. Securities Risk** – Non-U.S. securities are subject to the risks of foreign currency fluctuations, generally higher volatility, and lower liquidity than U.S. securities, less developed securities markets and economic systems and political and economic instability.
- **Emerging Markets Risk** – To the extent that your portfolio invests in issuers located in emerging markets, the risk may be heightened by political changes and changes in taxation or currency controls that could adversely affect the values of these investments. Emerging markets have been more volatile than the markets of developed countries with more mature economies.
- **Currency Risk** – The value of your portfolio's investments may fall as a result of changes in exchange rates.
- **Interest Rate Risk**. The value of fixed income securities rises, or falls based on the underlying interest rate environment. If rates rise, the value of most fixed income securities could go down.
- **Credit Risk**. Most fixed income instruments are dependent on the underlying credit of the issuer. If we are wrong about the underlying financial strength of an issuer, we may purchase securities where the issuer is unable to meet its obligations. If this happens, your portfolio could sustain an unrealized or realized loss.
- **Inflation Risk**. Most fixed income instruments will sustain losses if inflation increases, or the market anticipates increases in inflation. If we enter a period of moderate or heavy inflation, the value of your fixed income securities could go down, in the case of severe inflation many, if not all investments may lose value.
- **ETF and Mutual Fund Risk** – When we invest in an ETF or mutual fund for a client, the client will bear additional expenses based on its pro rata share of the ETFs or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients may also incur brokerage costs when purchasing ETFs.
- **Management Risk** – Your investment with us varies with the success and failure of our investment strategies, research, analysis, and determination of portfolio securities. If our

investment strategies do not produce the expected returns, the value of the investment will decrease.

- **Options Risk** - Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- **Political Risks** – Acts of terrorism and the fickleness of politicians in combining of “crony” capitalism cannot be predicted.

Voting Proxies on Client Securities

We do not vote proxies on behalf of clients who will receive such notices from their account’s custodian. We also do not take any action on legal notices we or a client may receive from issuers of securities held in a client’s managed account. However, we are available to answer questions regarding such notices.

ITEM 7 – CLIENT INFORMATION PROVIDED TO PORTFOLIO MANAGERS

We do not use outside portfolio managers for our wrap program. All client information is maintained by Integra Financial. Client information is reviewed and updated at least annually.

ITEM 8 – CLIENT CONTACT WITH PORTFOLIO MANAGERS

As the portfolio manager, clients are free to contact us at any time.

ITEM 9 – ADDITIONAL INFORMATION

Disciplinary Information

Integra Financial does not have any legal, financial, or other “disciplinary” item to report.

Other Financial Industry Activities and Affiliations

Insurance

We offer financial and retirement planning services. These services are offered to clients with or without investment advice. We spend a portion of our time providing financial and retirement planning services without investment advice. In addition, we are also licensed insurance agents and can sell various life insurance products. As a result, Integra Financial or certain associated persons may receive compensation for these activities as insurance agents. A small portion of the time we spend is in connection with these activities.

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

Integra Financial and persons associated with us are allowed to invest for their own accounts or have a financial interest in the same securities or other investments that we recommend or acquire for your account and may engage in transactions that are the same as or different than transactions recommended to or made for your account. This creates a conflict of interest. We recognize the fiduciary responsibility to place your interests first.

We have developed and implemented a Code of Ethics that sets forth standards of conduct expected of our advisory personnel to mitigate this conflict of interest. The Code of Ethics addresses, among other things, personal trading, gifts, the prohibition against the use of inside information and other situations where there is a possibility for conflicts of interest.

The Code of Ethics is designed to protect our clients by deterring misconduct, educate personnel regarding the firm's expectations and laws governing their conduct, remind personnel that they are in a position of trust and must act with complete propriety at all times, protect the reputation of Integra Financial, guard against violation of the securities laws, and establish procedures for personnel to follow so that we may determine whether their personnel are complying with the firm's ethical principles .

We have established the following restrictions in order to ensure our firm's fiduciary responsibilities:

1. A director, officer, or employee of Integra Financial shall not buy or sell any securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No director, officer, or employee of Integra Financial shall prefer his or her own interest to that of the advisory client.
2. We maintain a list of all securities holdings for itself, and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by an appropriate officer/individual of Integra Financial.
3. We emphasize the unrestricted right of the client to decline to implement any advice rendered, except in situations where we are granted discretionary authority of the client's account.
4. We emphasize the unrestricted right of the client to select and choose any broker-dealer (except in situations where we are granted discretionary authority) he or she wishes.
5. We require that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
6. Any individual not in observance of the above may be subject to termination.

You may request a complete copy of our Code by contacting us at the address, telephone, or email on the cover page of this Part 2; Attn: Chief Compliance Officer.

Review of Accounts

Account Reviews and Reviewers – Portfolio Management Services

The underlying securities within the investment supervisory services are regularly monitored. These reviews will be made by Willis Ashby, Nick Weisert, and Keith Fevurly. An annual review is usually conducted in person, by telephone, e-mail, or regular mail.

The purpose of all these reviews is to ensure that the investment plan continues to be implemented in a manner which matches your objectives and risk tolerances. More frequent reviews may be triggered by material changes in variables such as your individual circumstances, or the market, political or economic environment. You are urged to notify us of any changes in your personal circumstances.

Statements and Reports

The custodian for the individual client's account, will also provide clients with an account statement at least quarterly.

You are urged to compare the reports provided by Integra Financial against the account statements you receive directly from your account custodian.

Client Referral and Other Compensation

Adviser considers a number of factors in selecting and/or recommending brokers and custodians for its Clients' accounts, including, but not limited to, execution capability, experience and financial stability, reputation and the quality of services provided.

From time to time, we may receive some expense reimbursements for small expenses from distributors of investment and/or insurance products. Expense reimbursements are typically a result of attendance at due diligence and/or investment training events hosted by product sponsors.

IARs endeavor at all times to put the interest of our clients first as a part of their fiduciary duty. However, you should be aware that the receipt of additional compensation through expense reimbursements creates a conflict of interest that may impact the judgment of the IARs when making advisory recommendations.

Financial Information

This item is not applicable to this brochure. We do not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, we have not been the subject of a bankruptcy petition at any time.