

Item 1: Cover Page



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Form ADV Part 2A – Firm Brochure

March 7, 2023

This Brochure provides information about the qualifications and business practices of Priority Financial Planning, LLC, doing business as Priority Financial Partners. If you have any questions about the contents of this Brochure, please contact us at (970) 880-9577. 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.

Priority Financial Partners is registered as an Investment Adviser with the State of Colorado. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about Priority Financial Partners is available on the SEC's website at www.adviserinfo.sec.gov which can be found using the firm's identification number 165806.

Item 2: Material Changes

Since our last annual amendment brochure filing on April 28, 2022, we have made the following material changes:

- 1) Added Jennifer Marx as an Investment Advisor to the firm.
- 2) Updated the firm's minimum to \$300,000 for Investment Management & Comprehensive Financial Planning Services for all new clients going forward (See Item 4)
- 3) Updated the first two pricing tiers, due to the above (See Item 5)
- 4) Changed the hourly services pricing to \$295/hr, up from \$279/hr (See Item 5)
- 5) Added tax preparation services as an outside business activity of our firm (See Item 10)

Future Changes

From time to time, we amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations, and routine annual updates as required by the securities regulators. This complete Disclosure Brochure or a Summary of Material Changes shall be provided to each Client annually and if a material change occurs in the business practices of Priority Financial Partners.

At any time, you can view the current Disclosure Brochure on-line at the SEC's Investment Adviser Public Disclosure website at <http://www.adviserinfo.sec.gov> by searching for our firm name or by our CRD number 165806.

You can also request a copy of this Disclosure Brochure at any time, by contacting us at (970) 880-9577.

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Item 4: Advisory Business

Description of Advisory Firm

Trent D. Porter, who is the majority owner, founded Priority Financial Planning, LLC in 2006. Upon joining J.F. Williams Co, Inc. in 2009, the firm was dissolved until 2012, at which time it was re-registered under a new CRD number (165806). In 2015, the firm began doing business as Priority Financial Partners (hereinafter "PFP"). More background on Trent D. Porter can be found in the ADV Part 2B supplemental brochure, located at the end of this document. In 2017, Derek R. Lawson joined the firm as an Investment Advisor and in 2020 was named the Chief Compliance Officer. In 2021, Christina E. Glenn joined the firm as an Investment Advisor, and in 2023, Jennifer Marx joined the firm as an Investment Advisor.

Types of Advisory Services

Investment Management & Comprehensive Financial Planning Services

PFP specializes in individualized investment management and financial planning.

Investment Management

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment plan statement with an asset allocation target. We then select securities to fill those allocations and monitor the portfolio over time. Account supervision is guided by the stated objectives of the client, as well as tax considerations.

IRA Rollover Recommendations:

Effective December 20, 2021 (or such later date as the US Department of Labor ("DOL") Field Assistance Bulletin 2018-02 ceases to be in effect), for purposes of complying with the DOL's Prohibited Transaction Exemption 2020-02 ("PTE 2020-02") where applicable, we are providing the following acknowledgment to you. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts.

The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice);

- Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- Avoid misleading statements about conflicts of interest, fees, and investments;
- Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

We benefit financially from the rollover of your assets from a retirement account to an account that we manage or provide investment advice, because the assets increase our assets under management and, in turn, our advisory fees. As a fiduciary, we only recommend a rollover when we believe it is in your best interest.

Comprehensive Financial Planning

At the Client's election, PFP also provides comprehensive financial planning. Comprehensive financial planning involves working with our financial planning team over an extended period of time to develop and implement their plan. The financial planning team will monitor the plan, recommend any changes and ensure the plan is up-to-date.

A Client will be taken through establishing their goals and values around money. They will be required to provide information to help complete the following areas of analysis: net worth, cash flow, insurance, employee benefits, retirement planning, insurance, investments, college planning, and estate planning. Once the Client's information is reviewed, their plan will be built and analyzed, and then the findings, analysis and potential changes to their current situation will be reviewed with the Client. Clients will receive a written or an electronic report, providing the Client with a financial plan designed to achieve their stated financial goals and objectives. The plan and the Client's financial situation and goals will be monitored throughout the year and follow-up phone calls and emails will be made to the Client to confirm that any agreed-upon action steps have been carried out. On an annual basis, we will attempt to engage the client in a full review of their plan to ensure its accuracy and ongoing appropriateness. Any needed updates will be implemented at that time.

In general, comprehensive financial planning will address all of the following areas, should they be applicable. Our core financial planning topic areas include, but are not limited to, the following:

- **Cash Flow and Debt Management:** We will conduct a review of the client's income and help in prioritizing how any surplus should be used. Advice can also be provided on which debts to pay off first based on factors such as the interest rate of the debt and any income tax ramifications. We can also recommend what we believe to be an appropriate cash reserve that should be considered for emergencies and other financial goals, along with a review of accounts for such reserves, plus strategies to save desired amounts.

- **College Savings:** This includes projecting the amount that will be needed to achieve college or other post-secondary education funding goals, along with advice on ways for the client to save the desired amount. Recommendations as to savings strategies are included.
- **Employee Benefits Optimization:** We can provide review and analysis as to whether the client, as an employee, is taking the maximum advantage possible of your employee benefits. If you are a business owner, we will consider and/or recommend the various benefit programs that can be structured to meet both business and personal retirement goals.
- **Estate Planning:** This usually includes an analysis of the client's exposure to estate taxes and current estate plan, which can include whether you have a will, powers of attorney, trusts, and other related documents. Our advice also typically includes ways to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts.

We always recommend consulting with a qualified attorney when the client initiates, updates, or completes estate planning activities. We can provide contact information for attorneys who specialize in estate planning.

- **Clarifying Financial Goals:** We will help clients identify financial goals and develop a plan to reach them. We will identify what you plan to accomplish, what resources you will need to make it happen, how much time you will need to reach the goal, and how much you should budget for your goal.
- **Risk Management and Insurance:** A risk management review includes an analysis of exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, or the need for long-term care planning. Advice can be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance. We always recommend consulting with a licensed insurance professional to ensure you have the proper coverage.
- **Investment Analysis:** This can involve reviewing your investments to determine the expenses of the underlying holdings, as well as an assessment of the level of diversification. Other than incidental advice, financial planning services do not include any of the services listed in the "investment management services" section above, unless otherwise retained to do so.
- **Retirement Planning:** Our retirement planning services typically include projections of the likelihood of achieving financial goals, typically focusing on financial independence as the primary objective. For situations where projections show less than the desired results, we make recommendations, including those that

impact the original projections by adjusting certain variables (e.g., working longer, saving more, spending less, taking more risk with investments).

If the client is near retirement or already retired, advice is given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during retirement years.

- **Tax Planning Strategies:** Advice includes ways to minimize current and future income taxes as a part of the overall financial planning picture. We do not prepare income taxes and recommend consulting with a qualified tax professional before initiating any tax planning strategy.

Hourly Financial Planning

With our hourly financial planning agreement, the client and advisor will work together to select the specific area(s) to cover (see sample topics above). We offer hourly project-based financial planning in the form of a one-time comprehensive financial plan as well as a la carte hourly financial planning engagements. We provide these services in the areas of focus selected by the client, such as retirement planning, risk management, college savings, cash flow, debt management, work benefits, and estate and incapacity planning.

Client Tailored Services and Client Imposed Restrictions

We offer the same suite of services to all of our clients. However, specific client financial plans and their implementation are dependent upon the client Investment Plan Statement which outlines each client's current situation (income, tax levels, and risk tolerance levels) and is used to construct a client-specific plan to aid in the selection of a portfolio that matches restrictions, needs, and targets.

Clients are able to specify, within reason, any restrictions they would like to place as it pertains to individual securities and/or sectors that will be traded in their account. All such requests must be provided to PFP in writing.

Wrap Fee Programs

We do not participate in wrap fee programs.

Client Assets Under Management

As of December 31, 2022, the firm had \$49,818,634 in assets under management on a discretionary basis and \$1,559 assets on a non-discretionary basis.

Item 5: Fees and Compensation

Investment Management & Comprehensive Financial Planning Services

Investment Management

Investment Management services are billed based on a percentage of assets under management. The accounts included in assets under management are to be identified in the client's Investment Policy Statement (IPS). Fees are billed monthly in arrears based on the value as of the last day they are under management in each month. Fees are billed according to the fee schedule listed below:

<u>Amount of Assets under Management</u>	<u>Annual Fee</u>
\$0 - \$300,000	1.98%
\$300,001 - \$2,000,000	0.95%
\$2,000,001 - \$3,000,000	0.75%
\$3,000,001 - \$5,000,000	0.45%
\$5,000,001 - \$10,000,000	0.35%
Over \$10,000,000	0.25%

The Firm's fee is calculated on a tiered basis. For each portion that falls within the tier, the respective fee percentage applies. For example, if investments under management are \$1,000,000, the first \$300,000 will be billed at 1.98% and the next \$700,000 will be billed at 0.95%.

Investment Management fees are directly debited from client account(s) held at a qualified custodian, when possible. The deduction of the fees from the client's account(s) will be reported by the custodian on the client's monthly or quarterly statements. In addition, the Firm will send the client an itemized invoice.

The Firm recommends a minimum account value of \$300,000 in assets under management in order to maintain an account under our management. This minimum can be waived at our discretion. A minimum annual portfolio management fee of \$5,940 (\$495/mo) applies for each client relationship; this fee will not exceed 3% of the client's assets under management. In such scenarios where the minimum account value is not reached, if the portfolio management fee is between 2% and 3% of the clients' assets under management, similar services may be available elsewhere at a lower fee. The minimum fee may be negotiable under certain circumstances. The Firm reserves the right to waive management fees for certain clients, such as for family members and employees.

Comprehensive Financial Planning

Clients with at least \$300,000 of assets under management have the option to receive our ongoing comprehensive financial planning service, for which there is a one-time initial

\$1,500 fee due at the onset of the engagement. If so elected, clients paying the minimum annual portfolio management fee will then receive ongoing comprehensive financial planning services at no additional cost.

Hourly Financial Planning

Hourly Financial Planning engagements are provided at a rate of \$295/hour. The client will be provided with an estimate for the expected number of hours for the engagement and the fee will be agreed upon at the start of the engagement. Fees are due at the conclusion of the engagement.

Fee changes, payment, and negotiability

No increase in the annual fee shall be effective without agreement from the client by signing a new agreement or amendment to their current advisory agreement.

The client can choose to have fees directly debited from their PFP accounts at their custodian, pay by check, or pay by electronic funds transfer. PFP will not bill more than \$500 six (6) months in advance of the service being rendered.

The Firm reserves the right to modify the fee to be charged based upon individual circumstances, pre-existing relationships, and/or other variables at the sole discretion of the Firm.

All fees are negotiable.

Termination

Either party may terminate any of the above agreements with seven (7) days written notice. Upon termination, any unearned fee will be refunded to the client. Investment management services terminated mid-month will be charged a prorated fee based on the amount of time remaining in the billing period. In the event of early termination of hourly work, any fees for the hours worked will be due.

If at any time the Client is unsatisfied for any reason, they will be granted a full refund of any and all fees paid to the Firm during the previous ninety days. Such requests must be done in writing by the Client to the Firm.

Other Types of Fees and Expenses

Our fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which can be incurred by the client. Clients can incur certain charges imposed by custodians, brokers, and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer, and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a

fund's prospectus. Such charges, fees, and commissions are exclusive of and in addition to our fee, and we shall not receive any portion of these commissions, fees, and costs. Fees for tax preparation services are separate and in addition to the PFP's fees.

Item 12 further describes the factors that we consider in selecting or recommending broker-dealers for client's transactions and determining the reasonableness of their compensation (e.g., commissions).

We do not accept compensation for the sale of securities or other investment products including asset-based sales charges or service fees from the sale of mutual funds.

Item 6: Performance-Based Fees and Side-By-Side Management

We do not charge any performance-based fees for our services or engage in side-by-side management of client accounts.

Item 7: Types of Clients

We offer our advisory services to individuals and high net-worth individuals.

The Firm recommends a minimum account value of \$300,000 in assets under management in order to maintain an account under our management. This minimum can be waived at our discretion. A minimum annual portfolio management fee of \$5,940 (\$495/mo) applies for each client relationship; this fee will not exceed 3% of the client's assets under management. In such scenarios where the minimum account value is not reached, if the portfolio management fee is between 2% and 3% of the clients' assets under management, similar services may be available elsewhere at a lower fee. The minimum fee may be negotiable under certain circumstances. The Firm reserves the right to waive management fees for certain clients, such as for family members and employees.

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

Methods of Analysis

Because we believe that publicly traded securities markets are efficient, meaning that the price of any given security has factored in all available information, we practice passive investment management. If securities are correctly priced, methods such as technical and

fundamental analysis traditionally used to attempt to identify mispriced securities are unable to do so. Passive investing involves building portfolios that are comprised of various distinct asset classes. The asset classes are weighted in a manner to achieve a desired relationship between correlation, risk, and return. Funds that capture the returns of the desired asset classes are placed in the portfolio. At least annually we review the performance, tax efficiency, and expenses of these funds in comparison to their relevant peer group.

Investment Strategies

The three cornerstones of PFP's investment strategies are:

Personalization: We understand that each family or individual is different with different goals and financial situations. As the first step in investing, PFP helps clients identify their acceptable level of risk, return objective, and investment horizon.

Risk Management: We believe that the ratio between equities to fixed income in a portfolio is the biggest determinant of risk and therefore our primary focus in helping clients to manage risk is helping them to find a well-diversified allocation that matches their needs.

Cost efficiency: We believe that investment cost efficiency is critically important. Unnecessary costs and taxable events substantially erode a portfolio's return in the long run. That's why we do our best to keep your investment costs low.

When we deem securities to be appropriate, we primarily recommend low-cost mutual funds or ETFs.

Material Risks Involved

All investing strategies we offer involve risk and can result in a loss of your original investment, which you should be prepared to bear. Many of these risks apply equally to stocks, bonds, commodities, and any other investment or security. Material risks associated with our investment strategies are listed below.

Market Risk: Market risk involves the possibility that an investment's current market value will fall because of a general market decline, reducing the value of the investment regardless of the operational success of the issuer's operations or its financial condition.

Strategy Risk: The Adviser's investment strategies and/or investment techniques can not work as intended.

Small and Medium Cap Company Risk: Securities of companies with small and medium market capitalizations are often more volatile and less liquid than investments in larger companies. Small and medium cap companies can face a greater risk of business failure, which could increase the volatility of the client's portfolio.

Turnover Risk: At times, the strategy can have a portfolio turnover rate that is higher than other strategies. A high portfolio turnover would result in correspondingly greater brokerage commission expenses and can result in the distribution of additional capital gains for tax purposes. These factors can negatively affect the account's performance.

Limited markets: Certain securities can be less liquid (harder to sell or buy) and their prices can at times be more volatile than at other times. Under certain market conditions we may be unable to sell or liquidate investments at prices we consider reasonable or favorable or find buyers at any price.

Concentration Risk: Certain investment strategies focus on particular asset-classes, industries, sectors, or types of investment. From time to time these strategies can be subject to greater risks of adverse developments in such areas of focus than a strategy that is more broadly diversified across a wider variety of investments.

Interest Rate Risk: Bond (fixed income) prices generally fall when interest rates rise, and the value can fall below par value or the principal investment. The opposite is also generally true: bond prices generally rise when interest rates fall. In general, fixed-income securities with longer maturities are more sensitive to these price changes. Most other investments are also sensitive to the level and direction of interest rates.

Legal or Legislative Risk: Legislative changes or Court rulings can impact the value of investments, or the securities' claim on the issuer's assets and finances.

Inflation: Inflation can erode the buying power of your investment portfolio, even if the dollar value of your investments remains the same.

Risks Associated with Securities

Apart from the general risks outlined above which apply to all types of investments, specific securities can have other risks.

Common stocks can go up and down in price quite dramatically, and in the event of an issuer's bankruptcy or restructuring could lose all value. A slower-growth or recessionary economic environment could have an adverse effect on the price of all stocks.

Corporate Bonds are debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero-coupon bonds, which do not pay current interest, but rather are priced at a discount from their face values and their values accrete over time to face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.

Municipal Bonds are debt obligations generally issued to obtain funds for various public purposes, including the construction of public facilities. Municipal bonds pay a lower rate of return than most other types of bonds. However, because of a municipal bond's tax-favored status, investors should compare the relative after-tax return to the after-tax return of other bonds, depending on the investor's tax bracket. Investing in municipal bonds carries the same general risks as investing in bonds in general. Those risks include interest rate risk, reinvestment risk, inflation risk, market risk, call or redemption risk, credit risk, and liquidity and valuation risk.

Digital Assets: Investing in digital assets (such as cryptocurrencies) poses significant and unique risks. Although some digital assets have had excellent long term returns over the last decade, they also exhibit extreme volatility. Sustained long term performance is not guaranteed. Beyond risks of volatility and performance, digital assets pose several unique risks. Most digital assets are not classified as securities and therefore are not subject to the same regulations and treatment as securities. Digital asset accounts and value balances are not protected by the Federal Deposit Insurance Corporation (FDIC) or Securities Investor Protection Corporation (SIPC). Establishing and maintaining an account at an exchange can be difficult. Exchanges often charge fees as a percentage of each transaction and/or spreads for matching buyers with sellers. Transferring digital assets can be uniquely difficult and mistakes often cannot be undone. Digital asset wallets can be lost, stolen, damaged, or destroyed, or users can become permanently locked out of their digital asset wallets. In such a case, recovery of the digital assets is impossible. Taxation is handled differently than with securities such as stocks or ETFs. Regulations and taxation of digital assets are subject to change at any time. It is even possible that the US Government may ban possession or ownership of some or all digital assets. Only discretionary capital marked for speculative purposes should be used to invest in digital assets. Investing in digital assets is not suitable or desirable for all Clients.

Exchange-Traded Funds prices can vary significantly from the Net Asset Value due to market conditions. Certain Exchange Traded Funds can not track underlying benchmarks as expected.

Investment Companies Risk. When a client invests in open-end mutual funds or ETFs, the client indirectly bears its proportionate share of any fees and expenses payable directly by those funds. Therefore, the client will incur higher expenses, many of which can be duplicative. In addition, the client's overall portfolio can be affected by losses of an underlying fund and the level of risk arising from the investment practices of an underlying fund (such as the use of derivatives). ETFs are also subject to the following risks: (i) an ETF's shares can trade at a market price that is above or below their net asset value; (ii) the ETF can employ an investment strategy that utilizes high leverage ratios; or (iii) trading of an ETF's shares can be halted if the listing exchange's officials deem such action appropriate, the shares are delisted from the exchange, or the activation of market-wide "circuit breakers" (which are tied to large decreases in stock prices) halts stock trading generally. PFP has no control over the risks taken by the underlying funds in which the client invests.

Item 9: Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of PFP or the integrity of PFP's management.

Neither PFP, its management persons, nor any of its employees have been engaged in any legal or disciplinary events that are applicable to this Item. In particular, PFP has not been involved in any criminal or civil actions, administrative enforcement proceedings before the SEC or other regulatory agencies. PFP has never been subject to any self-regulatory organization proceedings.

Item 10: Other Financial Industry Activities and Affiliations

Neither PFP, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

Neither PFP, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator or a commodity trading advisor, or a representative of the foregoing.

PFP provides tax preparation services in addition to the advisory services outlined in Item 4 of this Brochure. Tax preparation services are billed separately and in addition to PFP's advisory fees described in Item 5. Clients have the option to use any tax preparation provider of their choosing and in no way are required to or obligated to utilize PFP for their tax preparation needs.

PFP does not recommend or select other investment advisers for our clients.

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

PFP has a written Code of Ethics describing its high standard of business conduct and fiduciary duty to its clients. Our Code of Ethics covers the following areas: Prohibited Purchases and Sales, Insider Trading, Personal Securities Transactions, Exempted

Transactions, Prohibited Activities, Conflicts of Interest, Gifts, and Entertainment, Confidentiality, Service on a Board of Directors, Compliance Procedures, Compliance with Laws and Regulations, Procedures and Reporting, Certification of Compliance, Reporting Violations, Compliance Officer Duties, Training and Education, Recordkeeping, Annual Review, and Sanctions.

All supervised persons at PFP must acknowledge the terms of the Code of Ethics annually, or as amended.

In accordance with the Advisers Act or similar statutes, PFP has adopted policies and procedures designed to detect and prevent insider trading. In addition, PFP has adopted a Code of Ethics (the "Code"). Among other things, the Code includes written procedures governing the conduct of PFP's advisory and access persons. PFP, upon written request from the client, will send to the client a copy of its Code of Ethics.

PFP has policies and procedures in place to ensure that the interests of its clients are matched to those of PFP, its affiliates, and its employees. For example, there are policies in place to prevent the misappropriation of material non-public information, and such other policies and procedures reasonably designed to comply with federal and state securities laws. In addition to our code of ethics and policies and procedures, all CFP® Certificants are bound by the Certified Financial Planner Board of Standards, Inc. standards.

PFP does not engage in principal trading (i.e., the practice of selling stock to advisory clients from a firm's inventory or buying stocks from advisory clients into a firm's inventory). In addition, PFP does not recommend any securities to advisory clients in which it has some proprietary or ownership interest.

From time to time our firm, its access persons, or its related persons may buy or sell securities for themselves at or around the same time as they buy or sell securities for Clients' account(s). To address this conflict, our Code of Ethics requires that we purchase or sell securities for our clients' accounts, if suitable and appropriate, before purchasing or selling any of the same securities for any accounts owned by us or our access persons. The only exception to this policy is where our firm or its access persons' transactions are bundled in an aggregate ("block") trade simultaneously with client accounts. This policy is not applicable to securities where no conflict of interest exists, such as shares of mutual funds that are equally priced daily.

Item 12: Brokerage Practices

PFP does not receive referrals, receive commissions, or any other forms of compensation from any related companies such as broker-dealers, investment companies, or insurance companies.

Use of Brokerage Firms (Custodians)

Should a client ask for a provider, PFP typically recommends TD Ameritrade (a division of TD Ameritrade, Inc., member FINRA/SIPC/NFA, an unaffiliated SEC-registered broker-dealer, and FINRA member) because they are market leaders with low transaction fees and good customer service. We occasionally evaluate TD Ameritrade's services in comparison to other providers in the marketplace. With the exception of client accounts under PFP's asset management services, we do not require clients to utilize TD Ameritrade, nor do we receive any compensation if they do. Not all advisers require their clients to direct brokerage. By directing brokerage, the Firm may be unable to achieve most favorable execution of client transactions which may result in a higher cost to the client.

Another new option for a provider that we may recommend is Altruist ("Altruist Corp"), an unaffiliated SEC-registered investment advisor and broker-dealer, and FINRA/SIPC member. They provide no-commission trading and offer extremely low fees, world class customer support, and a seamless account opening experience for both the client and PFP. We do not currently require clients to utilize Altruist, nor do we receive any compensation if they do, but for clients with smaller account balances, we recommend Altruist given the simplicity of the experience and low fees.

Generally, in addition to a broker's ability to provide "best execution," we also consider the value of "research" or additional brokerage products and services a broker-dealer has provided or is willing to provide. This is known as paying for those services or products with "soft dollars." Because many of the services or products provide a benefit to the firm (at no cost to the firm), and because the "soft dollars" used to acquire them are client assets, the firm is considered to have a conflict of interest in allocating client brokerage business: it receives benefits by selecting a particular broker or dealer to execute client transactions and the transaction compensation charged by that broker or dealer might not be the lowest compensation the firm might otherwise be able to negotiate.

Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, PFP can receive from TD Ameritrade (or another broker-dealer/custodian) without cost (and/or at a discount) support services and/or products, certain of which assist PFP to better monitor and service client accounts maintained at such institutions. Included within the support services that can be obtained by PFP can be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by PFP in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *can* be received can assist PFP in managing and administering client accounts. Others do not directly provide such assistance, but rather assist PFP to manage and further develop its business enterprise. Some of the products and services made available by TD Ameritrade through the program may benefit PFP but may not benefit its client accounts. PFP does not allocate these benefits to client accounts.

PFP's clients do not pay more for investment transactions effected and/or assets maintained at TD Ameritrade as a result of this arrangement. There is no corresponding commitment made by PFP to TD Ameritrade or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities, or other investment products as a result of the above arrangement.

TD Ameritrade provides the clients with consolidated statements. PFP's employees are not registered representatives of TD Ameritrade and do not receive any commissions or fees from recommending these services.

Brokerage for Client Referrals

We receive no referrals from a broker-dealer or third party in exchange for using that broker-dealer or third party.

Clients Directing Which Broker/Dealer/Custodian to Use

We do recommend a specific custodian for clients to use, however, clients may custody their assets at a custodian of their choice. Clients may also direct us to use a specific broker-dealer to execute transactions. By allowing clients to choose a specific custodian, we may be unable to achieve the most favorable execution of client transactions and this may cost clients' money over using a lower-cost custodian.

Aggregating (Block) Trading for Multiple Client Accounts

Generally, we combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion, regarding particular circumstances and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

Item 13: Review of Accounts

For those clients to which we provide investment management services, account reviews will be conducted no less than annually by Trent Porter or Derek Lawson, Investment Adviser Representatives of PFP.

Reviews can also be triggered by material market, economic or political events, or by changes in clients' financial situations. PFP can also perform ad hoc reviews on an as-needed basis if there have been material changes in the client's investment objectives or risk tolerance, or a material change in how PFP formulates investment advice.

The account custodian provides trade confirmation and monthly statements to clients. For those clients to whom PFP provides investment management services, performance reports can be provided periodically, the interval of which is at the sole discretion of PFP. Additional reports are available and will be provided on an ad hoc basis.

Item 14: Client Referrals and Other Compensation

PFP does not receive compensation from anyone other than our clients. PFP does not have any solicitors or pay for client referrals.

As disclosed in Item 12 above, PFP can receive an indirect economic benefit from TD Ameritrade. PFP, without cost (and/or at a discount), can receive support services and/or products from TD Ameritrade.

Item 15: Custody

PFP is not a qualified custodian and does not custody client accounts. Client assets are held by an independent qualified custodian, which should provide at least quarterly statements. Clients sign a limited power of attorney allowing PFP to execute the trades and deduct fees from the client's advisory account maintained with the custodian.

Colorado Rule 51-4.10(IA) requires firms that directly deduct fees from client accounts to provide fee disclosure through an itemized invoice to clients. Itemization includes the amount of assets under management or services the fee is based on, the formula used to calculate the fee, and the time period covered by the fee. Invoices for investment management can be accessed on the client's portal via priorityfp.com/clients and clients are urged to carefully review said invoices and compare them to the statements provided

by their custodian. Our invoices may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies.

Item 16: Investment Discretion

Generally, for those client accounts where we provide investment management, we maintain limited power of authority over client accounts with respect to securities to be bought and sold, and the amount of securities to be bought and sold. At the start of the advisory relationship, the client will execute a Limited Power of Attorney that will grant our firm discretion over the account. This discretionary authority allows PFP to make trades in client accounts as dictated by its best judgment for each client's situation without the client's prior consent.

Clients who engage PFP on a discretionary basis can, at any time, impose restrictions, in writing, on PFP's discretionary authority (i.e., limit the types/amounts of particular securities purchased/sold for their account).

If you enter into non-discretionary arrangements with our Firm, we will obtain your approval prior to the execution of any transactions for your account(s).

Item 17: Voting Client Securities

We do not vote Client proxies. Therefore, Clients maintain exclusive responsibility for: (1) voting proxies, and (2) acting on corporate actions pertaining to the Client's investment assets. The Client shall instruct the Client's qualified custodian to forward to the Client copies of all proxies and shareholder communications relating to the Client's investment assets. If the client would like our opinion on a particular proxy vote, they can contact us at the number listed on the cover of this brochure.

In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you.

Item 18: Financial Information

Registered investment advisors are required in this Item to provide you with certain financial information or disclosures about PFP's financial condition. Neither the firm nor control persons have any material financial items to disclose. Neither the firm nor control persons have been the subject of a bankruptcy petition.

Item 19: Requirements for State-Registered Advisers

Education and business background information for all advisors and PFP are found in the Brochure Supplement ADV Part 2B (attached to this disclosure brochure) and item 9 of the document.

PFP does not receive performance-based fees. This is also disclosed in Item 6 above.

As disclosed in Item 9 above and Item 3 of ADV Part 2B no PFP advisors have any disciplinary actions to report.

Neither PFP nor any of our advisors have any relationship with any issuer of securities.

Trent D. Porter
Priority Financial Partners

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Phone: (970) 880-9577

Email: Trent@PriorityFP.com

Web Site: www.PriorityFP.com

March 7, 2023

FORM ADV PART 2B. BROCHURE
SUPPLEMENT

This brochure provides information about Trent D. Porter that supplements Priority Financial Partners' Brochure, which you should have received. If you have any questions about the contents of this brochure or would like to request our brochure, please contact Derek Lawson at (970) 880-9577, derek@priorityfp.com or visit our website at www.PriorityFP.com. Additional information about Trent Porter is also available on the SEC's website at www.adviserinfo.sec.gov. His CRD number is 5273644.

Trent D. Porter, CFP®

Item 2 – Educational Background and Business Experience

Year of Birth: 1980

Education

Graduation Year	School	Degree
2003	Colorado State University	B.S. Business Administration
2008	Colorado State University	Masters of Accountancy

Work Experience (Last Ten Years)

Year	Company	Role
2012-Present	Priority Financial Planning, LLC	Financial Advisor & CEO

Professional Designations

Designation Explanation

Certified Financial Planner (CFP)	Issuing Organization	Certified Financial Planner Board of Standards, Inc.
	Prerequisites/ Experience Required	Candidate must meet the following requirements: <ul style="list-style-type: none">• A bachelor's degree (or higher) from an accredited college or university, and• Three years of full-time personal financial planning experience

Educational Requirement	Candidate must complete a CFP-board registered program , or hold <u>one</u> of the following: <ul style="list-style-type: none"> ● CPA ● ChFC ● Chartered Life Underwriter (CLU) ● CFA ● Ph.D. in business or economics ● Doctor of Business Administration ● Attorney’s License
Examination Type	CFP Certification Examination
Continuing Education	30 hours every two years
Check Professional's Status Online	Online at Search for a Certified Financial Planner Professional

Certified
Public
Accountant
(CPA)

The statutory title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination and have met additional state education and experience requirements for certification as a CPA.

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the client's evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4 – Other Business Activities

Registered investment advisors are required to disclose all investment-related or other business activities that can cause a conflict of interest with clients. Trent Porter has no other business activities other than providing services through Priority Financial Partners as outlined in the firm ADV part 2 brochure.

Item 5 – Additional Compensation

Mr. Porter does not accept compensation from anyone other than the client.

Item 6 – Supervision

Derek Lawson, Chief Compliance Officer, is responsible for supervision for the firm. He can be reached at the phone number listed on this brochure.

Item 7 – Requirements for State-Registered Advisers

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

Derek R. Lawson
Priority Financial Partners

1309 E. 3rd Ave, Unit 112
Durango, CO 81301

Phone: (970) 880-9577

Email: Derek@PriorityFP.com

Web Site: www.PriorityFP.com

March 7, 2023

FORM ADV PART 2B. BROCHURE
SUPPLEMENT

This brochure provides information about Derek Lawson that supplements Priority Financial Partners' Brochure, which you should have received. If you have any questions about the contents of this brochure or would like to request our brochure, please contact Derek Lawson at (970) 880-9577, derek@priorityfp.com or visit our website at www.PriorityFP.com. Additional information about Derek Lawson is also available on the SEC's website at www.adviserinfo.sec.gov. His CRD number is 5892074

Derek R. Lawson, CFP®

Item 2 – Educational Background and Business Experience

Year of Birth: 1988

Education

Graduation Year	School	Degree
2011	University of Iowa	B.B.A. Finance
2014	Kansas State University	Masters of Science, Family Studies & Human Services, Personal Financial Planning
2019	Kansas State University	Ph.D., Personal Financial Planning

Work Experience (Last Ten Years)

Year	Company	Role
2012-2015	Sonas Financial Group	Financial Planner
2015-2018	Kansas State University	Graduate Research Assistant
2018-2019	Texas Tech University	Instructor
2019-Present	Kansas State University	Assistant Professor
2017-Present	Priority Financial Planning, LLC	Advisor & Chief Compliance Officer

Professional Designations

Designation Explanation

Certified Financial Planner (CFP)	Issuing Organization	Certified Financial Planner Board of Standards, Inc.
	Prerequisites/ Experience Required	Candidate must meet the following requirements: <ul style="list-style-type: none">• A bachelor's degree (or higher) from an accredited college or university, and• Three years of full-time personal financial planning experience
	Educational Requirements	Candidate must complete a CFP-board registered program , or hold <u>one</u> of the following: <ul style="list-style-type: none">• CPA• ChFC• Chartered Life Underwriter (CLU)• CFA• Ph.D. in business or economics• Doctor of Business Administration• Attorney's License
	Examination Type	CFP Certification Examination
	Continuing Education	30 hours every two years
	Check Professional's Status Online	Online at Search for a Certified Financial Planner Professional

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the client's evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4 – Other Business Activities

Registered investment advisors are required to disclose all investment-related or other business activities that can cause a conflict of interest with clients. Derek Lawson is an Assistant Professor for Kansas State University. He spends approximately 140 hours a month, 80 of which are during securities trading hours on this activity. This may create a potential conflict of interest in that Derek Lawson may dedicate certain hours of trading time to this outside business activity. This conflict is mitigated as Trent Porter is responsible for executing client trades in the event Derek Lawson cannot.

Item 5 – Additional Compensation

Except as mentioned in Item 4 above, Mr. Lawson does not accept compensation from anyone other than the client.

Item 6 – Supervision

Derek Lawson, Chief Compliance Officer, is responsible for supervision for the firm. He can be reached at the phone number listed on this brochure.

Item 7 – Requirements for State-Registered Advisers

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

Christina E. Glenn
Priority Financial Partners

1309 E. 3rd Ave, Unit 112
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Phone: (970) 880-9577

Email: Christina@PriorityFP.com

Web Site: www.PriorityFP.com

March 7, 2023

FORM ADV PART 2B. BROCHURE
SUPPLEMENT

This brochure provides information about Christina Glenn that supplements Priority Financial Partners' Brochure, which you should have received. If you have any questions about the contents of this brochure or would like to request our brochure, please contact Derek Lawson at (970) 880-9577, derek@priorityfp.com or visit our website at www.PriorityFP.com. Additional information about Christina Glenn is also available on the SEC's website at www.adviserinfo.sec.gov. Her CRD number is 7347928.

Christina E. Glenn, CFP®

Item 2 – Educational Background and Business Experience

Year of Birth: 1978

Education

Graduation Year	School	Degree
1999	Barton County Community College	Associates
2004	Fort Hays State University	BBA, Management
2010	Fort Hays State University	MBA
2018	Kansas State University	Ph.D., Personal Financial Planning

Work Experience (Last Ten Years)

Year	Company	Role
2012-2014	Fort Hays State University	Academic Advisor
2012-2017	Fort Hays State University	Adjunct Instructor
2017-2018	Kansas State University	Adjunct Instructor/Course Development
2018-2019	Fort Hays State University	Adjunct Professor
2019-Present	Fort Hays State University	Assistant Professor
2020-Present	Priority Financial Planning, LLC	Financial Advisor

Professional Designations

Designation Explanation

Certified Financial Planner (CFP)	Issuing Organization	Certified Financial Planner Board of Standards, Inc.
	Prerequisites/ Experience Required	Candidate must meet the following requirements: <ul style="list-style-type: none">• A bachelor's degree (or higher) from an accredited college or university, and• Three years of full-time personal financial planning experience
	Educational Requirements	Candidate must complete a CFP-board registered program , or hold <u>one</u> of the following: <ul style="list-style-type: none">• CPA• ChFC• Chartered Life Underwriter (CLU)• CFA• Ph.D. in business or economics• Doctor of Business Administration• Attorney's License
	Examination Type	CFP Certification Examination
	Continuing Education	30 hours every two years
	Check Professional's Status Online	Online at Search for a Certified Financial Planner Professional

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the client's evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4 – Other Business Activities

Registered investment advisors are required to disclose all investment-related or other business activities that can cause a conflict of interest with clients. Christina Glenn is an Assistant Professor for Fort Hays State University. She spends approximately 140 hours a month, 80 of which are during securities trading hours on this activity. This may create a potential conflict of interest in that Christina Glenn may dedicate certain hours of trading time to this outside business activity. This conflict is mitigated as Trent Porter and Derek Lawson are responsible for executing client trades.

Item 5 – Additional Compensation

Except as mentioned in Item 4 above, Ms. Glenn does not accept compensation from anyone other than the client.

Item 6 – Supervision

Derek Lawson, Chief Compliance Officer, is responsible for supervision for the firm. He can be reached at the phone number listed on this brochure.

Item 7 – Requirements for State-Registered Advisers

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

Jennifer Marx
Priority Financial Partners

1309 E. 3rd Ave, Unit 112
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Phone: (970) 880-9577

Email: Jennifer@priorityfp.com

Web Site: www.PriorityFP.com

March 7, 2023

FORM ADV PART 2B. BROCHURE
SUPPLEMENT

This brochure provides information about Jennifer Marx that supplements Priority Financial Partners' Brochure, which you should have received. If you have any questions about the contents of this brochure or would like to request our brochure, please contact Derek Lawson at (970) 880-9577, derek@priorityfp.com or visit our website at www.PriorityFP.com. Additional information about Jennifer Marx is also available on the SEC's website at www.adviserinfo.sec.gov. Her CRD number is 7540770.

Jennifer Marx

Item 2 – Educational Background and Business Experience

Year of Birth: 1996

Education

Graduation Year	School	Degree
2018	Stanford University	B.S., Management, Science, and Engineering

Work Experience (Last Five Years)

Year	Company	Role
2014 - 2018	Stanford University	Student Worker
2018 - 2018	Navigant Consulting	Consultant
2019 - 2019	OTTO Health	Project Manager
2019 - 2021	Nextgen Healthcare	Product Manager
2021 - 2023	Homebot	Product Manager
2021 - Present	Partner Financial Planning, LLC	Founder & CCO
2023 - Present	Priority Financial Planning, LLC	Associate Financial Planner

Item 3 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the client's evaluation of each supervised person providing investment advice. No information is applicable to this Item.

Item 4 – Other Business Activities

Registered investment advisors are required to disclose all investment-related or other business activities that can cause a conflict of interest with clients. Jennifer Marx owns and operates her own registered investment advisory firm Partner Financial Planning, LLC. She spends approximately 100 hours a month, 30 of which are during securities trading hours on this activity. Jennifer Marx's role is to assist PFP with the development of client's financial plans, internal work processes, and other administrative duties. She does not provide advice regarding securities to PFP clients nor does she place trades on behalf of PFP clients. Clients of PFP are not solicited to or affected by Jennifer Marx's outside business activity.

Item 5 – Additional Compensation

As mentioned in Item 4 above, Ms. Marx owns her own advisory firm and will receive compensation as part of her outside business activity. Otherwise, Ms. Marx does not receive additional compensation from other third parties for the services she provides PFP or PFP's clients.

Item 6 – Supervision

Derek Lawson, Chief Compliance Officer, is responsible for supervision for the firm. He can be reached at the phone number listed on this brochure.

Item 7 – Requirements for State-Registered Advisers

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None