

Firm Brochure
(Part 2A of Form ADV)



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This brochure provides information about the qualifications and business practices of ProsperiTea Planning. If you have any questions about the contents of this brochure, please contact us directly. 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.

ProsperiTea Planning is registered as an investment advisor with the Securities Exchange Commission. Registration of an Investment Advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with the information with which you determine whether to hire or retain an Advisor. Additional information about ProsperiTea Planning is available on the SEC's website at www.adviserinfo.sec.gov.

July 16, 2025

Item 2 - Material Changes

The following changes have been made to this version of the Disclosure Brochure:

ProsperiTea is now registered with the Securities Exchange Commission.

Future Changes:

From time to time, we may amend this Disclosure Brochure to reflect changes in our business practices, changes in regulations and routine annual updates as required by the securities regulators. 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 ProsperiTea Planning.

At any time, you may 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 282041.

You may also request a copy of this Disclosure Brochure at any time, by contacting us at (413) 829-4832 or office@ProsperiTeaPlanning.com.

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Item 4 - Advisory Business

Firm Description

ProsperiTea Planning, a fee-only fiduciary financial planning and investment advisory firm, was founded in 2015 by Wendy Marsden, CPA CFP® as an evolution of her tax practice, Tea & Taxes Company. The advising firm is now over 95% of the operations, with just a small tax-only practice remaining. The firm still distinguishes the two separate business lines with separate email domains, and differing engagement structures. In 2024 Samuel Plotkin, CFA merged his practice into ProsperiTea Planning.

ProsperiTea Planning distinguishes itself from traditional investment advisory firms by combining tax planning and preparation, investment advising, and comprehensive financial planning all in a fixed fee annual contract where the combined experience of a CPA and CFP® are brought to bear on the client's holistic needs.

ProsperiTea Planning operates under the highest professional fiduciary standards (see Item 19 for a more detailed explanation). Services are offered from an 1880's Victorian home in Greenfield, Massachusetts that is configured to be the business workplace downstairs and Wendy's home upstairs. We also offer online advising.

Tailored Relationships

Each client relationship is unique to the needs of the client. We provide a range of services, described below. The package ProsperiTea Planning applies for your engagement is determined by your specific situation, further described in Item 5.

A major portion of most engagements will involve exploring and detailing your goals, values, and objectives.

To introduce us to your risk personality, you complete a risk tolerance questionnaire as part of a conversation about your understanding and experience with risk. The answers help us to determine an appropriate asset allocation for you, bearing in mind, as well, your goals and the resources you already have to achieve them.

We create an Investment Policy Statement that lists your stated goals, values, and objectives, incorporates your risk tolerance as demonstrated from the results of the risk tolerance questionnaires, and considers cash flow needs learned from financial planning, if applicable. You may impose restrictions as you see fit.

Each client receives their own secure access to several individualized online tools:

- a secure Sharefile portal that you access using a password you set.
- online access to their accounts with the Custodian (see Part 12)

Open Retainer Clients also receive access to:

- an online data aggregator tool, Advyzon, which can give you a detailed overview of your various investments in many locations.
- online financial planning software configured with your specific scenario, primarily RightCapital.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) are engaged directly by you on an as-needed basis. Conflicts of interest will be disclosed to you in the unlikely event they should occur.

Types of Advisory Services

Investment Management Services:

The people we serve may choose to have ProsperiTea Planning manage their assets in order to obtain ongoing in-depth investment advising combined with tax preparation. We develop an Investment Policy Statement (IPS) which serves as the road map we will follow in the management of assets. Over time, we update the IPS to reflect changes in your goals and objectives. Consequently, we need you to communicate frequently with us so that we are up to date in this regard at all times.

When ProsperiTea Planning manages assets, we respond to your request for distribution of funds or integration of new investments, as well as regularly review the portfolio allocation on an ongoing basis, then propose and execute trades for you following the investment objectives written in your Investment Policy Statement. We request that the people we serve give us limited trading authority to make the trades they've authorized on their behalf whenever possible. We also request that the people we serve authorize us to work with their financial power of attorney if they, themselves, become incapacitated during our engagement.

As of April 23, 2025, we have \$124,992,422 in discretionary assets under management.

Financial Planning:

Financial planning necessarily involves many small interactions. The Advisor relies on the knowledge she brings to bear from previous experience as well as incidental things she knows about the people she serves to provide financial planning, which may include (but is not limited to) the following

- Goal Assessment and Clarification;
- Tax planning at the end of the year, which may include tax-loss harvesting;
- Analysis of your current situation, including developing a Net Worth Statement and keeping it current;

- Insurance reviews;
- Employee benefit analysis;
- An inventory of assets for estate planning;
- Developing asset allocation strategies with considering the client's goals, values, and risk tolerance that forms the Investment Policy Statement;
- Identification of financial problems and formulations of solutions, with a specific focus on issues relevant to the client, such as college savings, retirement distribution strategies, estate planning, special needs planning, planning for charitable giving, or analysis and recommendations concerning any investment property or business plans;
- Any other topics where the services of a financial professional would be helpful;
- Implementation of recommendations selected by the client over the course of several meetings during the entire year;
- Periodically updating the scenarios in MoneyGuidePro and the Financial Plan Overview with current plan goals and assumptions.

We provide these services using in-depth consultations with clients. We may meet in person or use video-conferencing technology.

Tax Planning & Preparation:

Most of our engagements include a tax planning meeting, which includes planning for quarterly estimated taxes for all the people who benefit from it.

We differ from most other firms in that we directly assist people with making their quarterly estimated tax payments by using IRS DirectPay and MassTaxConnect to make quarterlies for the client, including documenting what was done for tax-time.

Most ProsperiTea Planning engagements also include tax preparation as part of the annual contract unless agreed upon not to. (See each individual advisory agreement.)

Non-Advisory Services

Tax preparation is also offered under the name Tea & Taxes in non-advisory engagements. Since 2014, this stand-alone service has been closed to new customers.

On occasion, ProsperiTea Planning may provide educational seminars online or to groups. Topics that we have previously presented include tax updates, estate planning, introduction to the financial planning process, college planning, social security strategies, budget preparation, reviewing tax returns, and introduction to investments.

Item 5 - Fees and Compensation

ProsperiTea Planning is paid according to the amount set in the contract in advance for that engagement. The method of calculation can vary depending on the package.

ProsperiTea Planning chooses the package that is appropriate for your needs. It is designed to fit your situation, neither under nor over-serving you.

Our different packages are:

- 1.) **ProsperiTea Planning Open Retainer:** the most common package. It follows the Alliance of Comprehensive Planners model and includes investment management & financial planning, and tax planning & preparation, (the contract can be modified to not include tax preparation if you have another accountant);
- 2.) **ProsperiTea Planning Limited Retainer:** a limited retainer for clients who only need some of the full range services and are comfortable meeting no more than twice a year;
- 3.) **De Minimis Investment Advisory Agreement:** a limited retainer for the children and young adults of Open Retainer Clients;
- 4.) **Project-based Financial Planning:** on rare occasions, we will accept a limited scope engagement. These are offered on a case by case basis.

ProsperiTea Planning Open Retainer

ProsperiTea Planning is priced under an "open retainer" model. Fees are calculated based on the client's amount and sources of income, overall complexity, net worth, and number of adults in the family. The amount charged is calculated once a year at the beginning of the engagement and each anniversary after that. The annual retainer fee ranges from a minimum of \$7,500 (to new clients) upward. The calculation is individual for each engagement, using a formula based on the one developed by, and for, the Alliance of Comprehensive Planners. The formula is based on net worth, income, and complexity of the engagement.

We provide these services using in-depth consultations with the people we serve. An initial meeting, which may be by telephone or Zoom, is free of charge and is considered an exploratory interview to determine whether or not we can effectively be of service to you, as well as to allow you to evaluate us. If both the Advisor and the Client feel that ProsperiTea Planning can meet the Client's needs, we either schedule a second meeting to present the fees and chart the course of action or we send a proposal by email.

The first year we see people five or six times. The initial year we have a series of extra meetings to get the puzzle pieces to click into place:

- We work on your main concerns, start goal setting, and get an analysis of your current situation. This includes developing a Net Worth statement and an inventory of assets for estate planning;
- get your cash flow needs identified;
- get your investment policy created and implementation underway; and
- Input the fact and your present goals into the financial planning software, MoneyGuidePro.

As soon as we can, we click people into our main business cycle:

- every February/March we are focused on tax preparation for the past year and the initial tax plan for the current year
- every May/June we are focused on getting investments rebalanced (especially for new IRA contributions) as well as revisit goals/work on goals and retirement plans in RightCapital,
- every September/October we focus on a rotating series of typical financial planning issues (estate planning, insurance review, college savings, budgeting, etc), and
- In the November/December time frame we revisit everyone's tax planning, retirement distribution planning and tax loss harvesting of investments.

The first year may be out of order as we just move through the materials as things become pressing. You always have the ability to add to or change the agenda for things that have come up in your own life.

We generally take new people in January and July so we can get a quick start, but will occasionally onboard someone as other people roll-off at other times of the year.

De Minimis Investment Advisory Agreement

For people whose accounts we have opened at the request of an Open Retainer Client, we offer investment management at no charge for De Minimis Investment Advisory Clients who meet all three of these conditions:

- they are a lineal relation to the Open Retainer Client (parent, grandparent, child, grandchild, etc) who continues to engage us, AND
- the total of their investment accounts under our management is under \$100,000, AND

- they are under the age 30 when this agreement begins.

For people whose account balances under our management are over \$100,000, OR who turn 30, OR who no longer are affiliated with a current Open Retainer Client, we will begin charging them under the Limited Retainer calculation. We will always disclose this in advance and offer some guidance on alternatives to using ProsperiTea Planning once the account no longer qualifies for the no-charge status.

Tax Preparation fees are provided at no charge ONLY in the situation where the De Minimis Investment Advisory Client is listed (or could be listed) as a dependent on the Open Retainer Client's tax return. Otherwise there is a separate charge for a Tea & Taxes Company Tax Preparation Engagement.

Project-based Financial Planning

From time to time we'll take on a project for less than our annual minimum. These are calculated using the same calculator as our full retainer, but is designed to be a limited-time engagement. In no case will it be less than \$1,500, but they're basically a way to take people below our \$7,500 minimum when circumstances call for it.

Specific concerns may include identification of financial problems, cash flow, and budget consulting, tax planning as part of a greater financial planning issue, risk exposure review, recommendations for investment management, education funding, retirement planning, estate planning, charitable goals, small business planning issues, fringe benefits, or other issues specific to the client.

Hourly Financial Planning

On occasion, a tax planning issue may arise from within the clients in the Tea & Taxes practice. In those cases, there could be an hourly planning charge at \$359/hour. No investment advisory services are offered on an hourly basis. No hourly services are offered to anyone other than previous Tea & Taxes clients. These types of appointments have extremely limited availability.

Compensation Arrangements

Payment plans are tailored to the needs of the client.

- Project-based Financial Reviews are payable when services are rendered.
- Open Retainer and Limited Retainer engagements are calculated annually, and fees are due in advance, broken out into monthly or quarterly amounts. An annual invoice is stated in the contract the first year, and submitted separately for approval in each renewal year. Broken out invoices for each quarter are sent in advance as a courtesy reminder.
- De Minimis Investment Advisory engagements, when they no longer qualify to be no-charge, are paid quarterly in arrears as management fees from the assets under management. Invoices will be sent ten days in advance.

Options for payments include:

- The client can pay quarterly by check;
- The client can set up an automatic bill pay to pay the invoice over equal monthly installments using their own bank's billpay service;
- The client can approve ProsperiTea Planning to withdraw funds from investment accounts quarterly as a management fee through the investment custodian;

Either you or the Firm may terminate an engagement upon written notice within five days of signing a retainer agreement, at which time any unearned fees paid would be refunded.

Additionally, you may terminate your agreement, without penalty, at any time upon 30 days written notice. If you have made an advance payment, the unearned portion of the payment will be refunded. In practice, we ask you to tell us in advance of the last meeting that you won't be continuing after this quarter. This gives us time to hand things off smoothly.

Accounts terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

Past Due Accounts and Termination of Agreement

We reserve the right to terminate any financial planning engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in our judgment, to provide proper financial advice.

We reserve the right to terminate any investment management engagement. Reasons for termination might include but are not limited to the client impeding our ability to manage accounts in the client's best interest, per the judgment of ProsperiTea Planning, or failure to pay management fees within 60 days of the presentation of the bill. ProsperiTea Planning will contact the client in writing to discuss the reason for termination.

ProsperiTea Planning does not allow any supervised persons (including administrative assistants and para-planners) to accept compensation for the sale of securities or other investments.

Speaking engagements are compensated by negotiated fees based only on the value of the speaking engagement. Any educational materials sold, such as books, webinars, or online courses, will be priced at market rates and offered to the general public. These sources of revenue have historically been immaterial.

Discounts

We reserve the right to waive or reduce certain fees based on unique individual circumstances, special arrangements, pre-existing relationships, or as otherwise determined by our firm principals. We also reserve the right to decline services to any prospective client for any non-discriminatory reason. We reserve the right to discontinue discounts that had previously been offered, as well.

Other Compensation

Add-ons, credits, and miscellaneous adjustments

ProsperiTea Planning Open Retainer and Limited Retainer engagements include tax preparation and planning as part of the services, delivered under the name Tea & Taxes Company. ProsperiTea Planning prepares the tax returns for your dependents and partners covered under the Open Retainer and Limited Retainer Agreements at no additional charge as part.

Tea & Taxes Company offers tax preparation services under a separate engagement to a limited number of people who are not Open or Limited Retainer clients or their dependents. Invoices for those services are billed based on the complexity of the returns using a forms-based charge, but not less than \$400, based on complexity, per return for additional tax returns prepared for relatives that are not dependents. This charge is only if you ask us to prepare the tax return of your parent or your adult child or another adult not mentioned in the Open Retainer Agreement.

We do not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products and we are not affiliated with entities that sell financial products or securities. We do not accept commissions, finder's fees, or 12b-1 fees and do not participate in wrap fee programs.

Investment Management Account Fees

In most cases, ProsperiTea Planning's fees are exclusive of transaction fees levied by other parties which may be incurred by the client. In the situation where ProsperiTea Planning subcontracts with another asset management firm or purchases tools for the use of the clients, then ProsperiTea Planning will pay the subcontractor's fees.

To the extent that mutual fund or exchange-traded funds are included in a client portfolio, a client, to a slight degree, pays two management fees. The first is paid directly to us for our ongoing investment management services. The second is paid indirectly in that each mutual fund pays its own investment advisor for the management of the portfolio of securities held by the mutual fund, which are disclosed in a fund's prospectus. We receive no portion of any fee paid by a mutual fund to its advisors. In selecting mutual funds for client portfolios, we seek funds with expense ratios that are lower than industry averages and generally prefer

“index” funds that have limited investment advisory fees inside them.

If an investment management subcontractor or a turnkey asset management platform is chosen by us to assist in servicing investment accounts, the subcontractor’s fees will be inclusive in the agreement with ProsperiTea Planning.

However, the people we serve may incur certain charges imposed by third party investment management firms not contracted by ProsperiTea Planning, and other third parties such as fees charged by retirement plan custodians, 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. Such charges, fees, and commissions are exclusive of and in addition to ProsperiTea Planning’s fee, and the Firm shall not receive any portion of these commissions, fees, and costs.

Please see the section entitled “Brokerage Practices” in Item 12. We are not affiliated with a Broker-Dealer, and we do not split commissions or receive commissions, nor do we accept 12-b1 fees or any remuneration from any party other than fees paid to us by our clients as previously described.

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The combination of fund management fees and other fees referred to above is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services. These fees are in addition to the fees paid by you to ProsperiTea Planning either for the Comprehensive Open Retainer or for Discretionary Investment Management services

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

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

ProsperiTea Planning does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7 - Types of Clients

ProsperiTea Planning provides holistic financial planning and investment advisory services primarily to individuals and their families, the closely held businesses they own, and the trusts and estates for which they are trustees or personal representatives. We strive to work with people from all different walks of life, as such, our retainer model allows us to have no minimum net worth or asset requirements. In practice, though, we are particularly valuable to people who are (or

will be) 62 with \$500,000 or more in assets in qualified plans, as the tax issues associated with those plans can make mistakes costly.

Our Open Retainer model makes us a helpful “retirement concierge”, by which we mean we manage your investments to provide you cash flow in retirement, considering how to minimize tax impact, while helping you to be free to go live your fabulous life!

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

Methods of Analysis

For mutual funds, security analysis is done by the fund managers in the creation of the fund composition and may include charting, fundamental analysis, technical analysis, cyclical analysis, and other methods. Our in-house analysis is then done on mutual funds and exchange-traded funds to determine which shall be included in the universe we select for use in our clients’ portfolios.

Our sources of mutual fund and ETF information are the Morningstar database, information published by Dimensional Funds, Vanguard and Blackrock. We also use web-forums and conferences and seminars available through the National Association of Personal Financial Advisors, Kitces Insider Forum, the Alliance of Comprehensive Planners, American Association of Individual Investors, Bob Veres’ Insider Forum, and the Financial Planning Association. If individual equities are held in accounts, usually by client direction, we primarily use a subscription service to Morningstar to evaluate these securities, along with other public sources of information.

Investment Strategies

Our primary investment strategy used on client accounts is strategic asset allocation which is the decision concerning how much to invest in stocks versus fixed income and money market funds and alternative investments like real estate or tangibles.

The asset allocation decision is the predominant factor impacting an investor’s returns and forms the core of the client’s Investment Policy Statement (IPS) developed over the course of our initial meetings. The IPS takes into consideration your time horizon, your cash flow needs, your risk tolerance, tax status, and other constraints. As your circumstances change, you may change these objectives at any time, and we will update this for you as you communicate changes to us. We change the IPS based on endogenous risk rather than exogenous: in other words, we change it if your personal situation has changed, not based on your current predictions of what the market will do.

Once the asset allocation decision is made, we then further diversify the equity

components to include funds comprised of large companies, mid-size companies, small companies, as well as international companies. Generally, we use a core position in these subcategories and complement the sub-categories with satellite funds for the purpose of enhancing performance by reducing risk with further diversification. Core funds and satellite funds may be passive index funds or actively managed funds, as well as individual bonds.

For fixed income, we attempt to time the maturity of securities to client needs. We may use individual fixed income items of investment quality, or mutual funds and exchange-traded funds; however, we also use fixed income mutual funds and exchange-traded fixed-income funds to further diversify the fixed income portion and where there is limited access to brokerage services, as inside workplace retirement plans. These may include funds of different durations (short-term, mid-term and long-term) as well as different quality rankings and entity composition such as United States Treasury and Agency issues, corporate debt and municipal and state debt, including foreign states. It may also include Certificates of Deposit with FDIC-insured banks, or U.S. Treasury Direct accounts.

We primarily use no-load mutual funds with low expense ratios and exchange-traded funds (ETFs) for the equity positions in accounts. We also may use mutual funds and exchange-traded funds for fixed income, or purchase bonds directly through the U.S. Treasury when appropriate for the client's goals. When feasible, we choose funds with no transaction fees to trade. We review funds periodically to determine if they continue to meet our standards for each type of asset class.

At least annually, we review each household's total portfolio, which may include outside non-managed assets, to assess how all assets in the portfolio are invested and how they complement other assets and whether they still meet the objectives of the portfolio. The analysis includes a review of overall asset allocation, available cash for short-term expected needs, percentage in stocks, bonds and cash, international and emerging markets exposure, dispersion of company sizes ("large caps", "mid caps", and "small caps"), suitability of asset location for tax planning, suitability of titling for estate planning, weighting towards value or growth, international dispersion, and quality and duration of fixed income. This is then compared to our investment policies and philosophies and the provisions in the Investment Policy Statement. If the portfolio is out of line with our policies and philosophies or the IPS, we will make recommendations on how to rebalance the assets.

In addition to the regular rebalancing, from time to time we may find it prudent to "harvest capital losses" when down-markets give us an opportunity to close a position and obtain a tax deduction. In these cases we typically purchase similar, but not identical, securities to keep the position in a low-priced asset class.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

Securities Risk: Individual stocks or bonds have more company-specific risk than investments in a pool of securities such as an ETF or mutual fund which would be subject to manager risk. Securities invested in a narrow asset category such as gold or a single country or economic sector have more risk individually than a combination of investments in a more diversified portfolio. We try to mitigate the volatility of all the above risk factors by diversifying investments among issuers, managers, and by asset class, but positive performance is not guaranteed, and past performance is not indicative of future results.

Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.

Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar next year, because purchasing power erodes at the rate of inflation.

Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Financial Risk: Excessive borrowing to finance a business's operations increases the risk of profitability because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Other risks: Various and unpredictable factors such as economic expansion and contraction, global, regional, economic, political or banking crises; lack of liquidity or active trading or other market disruptions; clearing and settlement of transactions may be delayed or disrupted; fees and commissions for trading may change without notice.

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 ProsperiTea Planning or the integrity of ProsperiTea Planning's management. ProsperiTea Planning and its management have no legal or disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

Business Affiliations:

ProsperiTea Planning and its management persons are not registered, do not have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

ProsperiTea Planning and its management persons are not registered, do not have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.

ProsperiTea Planning and its management persons do not have any relationships or arrangements that are material to its advisory business or to its clients.

From time to time, ProsperiTea Planning may recommend the portfolio management services of a third-party manager. Should the client accept this recommendation, the client will sign a separate contract directly with the third-party manager. The third party manager will deduct the fee directly from the client's account at the custodian, and no portion of the fee deducted will be received by ProsperiTea Planning.

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

Code of Ethics

ProsperiTea Planning has adopted a summary Code of Ethics, to which all Investment Advisor Representatives (IARs) and employees of Tea & Taxes Company are bound to adhere. It is modeled on the code of ethics promulgated by the National Association of Personal Financial Advisors as well as the Alliance of Comprehensive Planners; the Firm is a member of both.

Our Code of Ethics states:

- We are in a fiduciary relationship with clients, which means we will put each client's interests first, before our interests or any others, and disclose potential conflicts of interest to all the people we serve as well as prospective clients.
- We will conscientiously complete all work agreed to in a prompt and timely manner.
- We will provide financial planning services solely as a fee-only advisor. We will act objectively in all matters with clients.
- We seek to avoid material conflicts of interest. Accordingly, neither ProsperiTera Planning nor its IARs, nor any employees receive any third party direct monetary compensation (i.e., commissions, 12b-1 fees, or other fees) from brokerage firms (custodians), mutual fund companies, insurance companies, or other providers of products. We do not sell any products. We act as a *trusted advisor* to the people we serve, and hence we work to maintain our independence and our ability to offer objective advice at all times.
- We strive to maintain and continually enhance our high degree of professional education regarding investments, and financial, tax, estate, and risk management planning.
- We will act with integrity and dignity when dealing with clients, prospects, team members, and others; and
- To the extent allowed by law, we will always hold confidential all information shared with us by potential, existing, and former clients.
- The employees of ProsperiTera Planning and its affiliated firm Tea & Taxes Company have committed to a Code of Ethics that is available for review by clients and prospective clients upon request. The firm will provide a copy of

the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

Our Code of Ethics provides that individuals associated with our firm may buy or sell securities for their personal accounts identical or different than those recommended to clients. Indeed, it is highly likely that one or more of our firm's employees invest in the same mutual funds recommended to our clients.

No principal of ProsperiTea Planning participates in securities in which it has any material financial interest. ProsperiTea Planning and its related persons, as a matter of policy, do not recommend to clients, or buy or sell for client accounts, securities in which the firm or its related persons have a material financial interest.

Personal Trading

Although the Advisors may own positions that we also recommend to the people we serve, at no time will the Advisor or any related party receive preferential treatment over clients. The Advisor enforces the applicable rules of the Investment Advisers Act of 1940, including the prohibition against insider trading.

The Advisor maintains the required personal securities transaction records for all employees. The Advisor complies with all relevant laws and regulations and maintains high standards of personal professional conduct. As a Registered Investment Advisor, ProsperiTea Planning owes a fiduciary duty to its clients. That fiduciary duty requires the Advisor to place the interests of her clients ahead of her own interests.

Under no circumstances may any personal securities transactions be made on the basis of information that is not available to the general public. All employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

Item 12 - Brokerage Practices

Factors Used to Select Custodians

ProsperiTea Planning does not have any affiliation with any custodian we recommend. Specific custodian recommendations are made to the Client based on their need for such services. We recommend custodians based on the reputation and services provided by the firm.

Research and Other Soft-Dollar Benefits

ProsperiTea Planning has no formal soft-dollar program in which soft dollars, in connection with client transactions, are used to pay for third-party services. However, we may receive research, products, and services from custodians and broker-dealers in connection with our firm's participation with on their platforms. Such research, products, and services are unrelated to any particular client's account(s) being custodied with any particular institution. ProsperiTea Planning will benefit from such research, products, and services whether or not any particular client benefits, and ProsperiTea Planning does not seek to allocate such research, products, and services to client accounts proportionate to any asset levels in such client accounts. ProsperiTea Planning benefits by not having to produce or pay for such research, products, or services, and ProsperiTea Planning will have an incentive to recommend a broker-dealer based on receiving such research, products, or services. Clients should be aware that ProsperiTea Planning's acceptance of such research, products, and services may result in higher commissions charged to the client. Details of non-economic benefits are outlined in (Item 14) below.

Brokerage for Client Referrals

We receive no referrals from a custodian, broker-dealer or third party in exchange for using that custodian, broker-dealer or third party. We do not have an incentive to select or recommend a broker-dealer based on interest in receiving client referrals, rather than on our clients' interest in receiving the most favorable execution.

Directed Brokerage

We do recommend a specific custodian for clients to use, however, clients may custody their assets at a custodian of their choice. Not all advisers require their clients to direct brokerage. Should the client choose to accept our custodian recommendation, please note that we may be unable to achieve most favorable execution of client transaction and this may cost clients money over using a lower-cost custodian.

Aggregating (Block) Trading for Multiple Client Accounts

We do not engage in block trading. It should be noted that implementing trades on a block or aggregate basis may be less expensive for client accounts; however, it is our trading policy to implement all client orders on an individual basis. Therefore, we do not aggregate or "block" client transactions. Considering the types of investments we hold in advisory client accounts, we do not believe clients are hindered in any

way because we trade accounts individually. This is because we develop individualized investment strategies for clients and holdings will vary. Our strategies are primarily developed for the long-term and minor differences in price execution are not material to our overall investment strategy.

Item 13 - Review of Accounts

Periodic Reviews: One of the two licensed advisors, Samuel Plotkin, CFA or Wendy S.C. Marsden, CPA CFP® is responsible for regularly reviewing and re-assessing financial recommendations made to retained Clients on an “as needed” basis, at least once a year, as part of an ongoing retainer relationship. We do not review the accounts of clients who are under an hourly or project consulting engagement unless it is part of a specific engagement to do so.

Review Triggers: Triggering factors include significant changes in your financial condition, requests for withdrawals or additional contributions, or substantial market fluctuations.

Regular Reports: Investors will receive monthly and/or quarterly statements directly from the custodian holding their account (see Item 15.) Statements default to being delivered electronically, but that can be changed to be sent via mail depending on the Client’s preference.

Performance Reports: ProseriTea Planning does not issue performance reports. However, we purchased a license to Advyzon, an online software as a service that offers some rudimentary performance information in an unaudited fashion that can be helpful in seeing the overall household investment overview.

Item 14 -Client Referrals and Other Compensation

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

Our firm has established relationships with Altruist, LLC; and Charles Schwab & Co., Inc.,(Schwab). The Client will ultimately make the final decision of the custodian to be used to hold the Client’s investments by signing the selected custodian’s account opening documentation.

The people we serve have their own logins with the Custodian in the event that they wish to deal directly with them, but Custodians with whom we have relationships are set up so that the Advisor can perform many actions in their accounts on the Clients’ behalf.

As a result of being on their institutional platform, either Schwab or Altruist may provide us with certain services and products that may benefit us.

Services that may benefit the people we serve:

- Access to a trading desk serving Advisor participants;
- Access to a broad range of investment product, some of which we might not otherwise have access to or would require a significantly higher minimum investment by our Clients;
- Giving ProsperiTea Planning the receipt of duplicate Client statements and confirmations;
- The ability to have advisory fees, particularly from IRAs, deducted directly from Client accounts in pre-tax dollars;
- Access to tools to reduce the trading costs born by our Clients.

Services that may not directly benefit the people we serve:

Custodians make available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our Clients' accounts. They include:

- Investment research, both Schwab's and that of third parties. We may use this research to service all or a substantial number of our Clients' accounts, including accounts not maintained at Altruist or Schwab; and
- Access to practice management tools.

Services that generally benefit only us:

Custodians also offer other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession

The benefits received by the Advisor through participation in the program do not depend on the amount of brokerage transactions directed to the Custodian. As part of its fiduciary duties to clients, the Advisor endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by Advisor in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of Custodian for custody and brokerage services.

All such soft dollar benefits are consistent with the safe harbor contained in Section 28(e) of the Securities Exchange Act of 1934, as amended.

Item 15 - Custody

Account Statements

Our client's investments are held in the custody of a third-party custodian who is responsible for providing record-keeping and asset protection services. Checks are always written to the Custodian for placement of assets into accounts, never to ProsperiTea Planning or any of the individuals who work there.

ProsperiTea Planning has a relationship with several custodians:

- We have full advisor access to accounts at Altruist & Schwab, and
- We have limited trading authority to accounts at Ameritas, TIAA and Vanguard.

When the Client uses a retail account at a place such as Fidelity, or in retirement accounts such as at Voya, the third-party custodian furnishes clients with monthly account statements, and we ask them to forward them to us.

In some cases, ProsperiTea Planning may technically be deemed to have custody by virtue of having fees directly deducted from client advisory accounts, but it always remains in compliance with the safeguards referenced in Rule Chapter 515 § 11(8)(A).

Performance Reports

ProsperiTea Planning does not prepare performance reports. From time to time we offer clients an overview of all their assets using the software Advyzon, but it is not meant to assert any performance returns of our investment strategies, but rather, your overall position changes including held-away assets when we can see them. We recommend that you carefully review statements provided to you by Custodians and consider those to be the most accurate. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain assets.

Item 16 - Investment Discretion

For Financial Planning engagements, including ProsperiTea Planning Open Retainer, Limited Retainer, and De Minimis Investment Advisory agreements (as described in Item 5), ProsperiTea Planning will execute the sale and/or purchase of investments

by Clients on a discretionary basis. Discretion refers to ProsperiTea Planning's ability to initiate investment actions in a Client account without obtaining permission from a client each time a transaction occurs. Clients provide ProsperiTea Planning with discretionary authority in the agreement they sign with the Firm. Clients have the opportunity to place reasonable restrictions on the investment in certain securities or the types of securities to be held in the portfolio. The Advisor will only execute trades in these accounts in accordance with the client's objectives.

To facilitate implementation of accepted recommendations, we will either ask the people we serve to use a Custodian with whom ProsperiTea Planning has a relationship (see Item 12), or ask them to execute a Limited Power of Attorney (also called a Limited Trading Authority) granting the Advisor trading authorization over certain accounts for this purpose.

Item 17 - Voting Client Securities

Clients whose assets are managed by ProsperiTea Planning are expected to vote their own proxies which can be sent to them by their Custodian.

ProsperiTea Planning does not have the authority to vote client securities.

Item 18 - Financial Information

Financial Condition

Registered investment advisors are required in this Item to provide you with certain financial information or disclosures about ProsperiTea Planning's financial condition. ProsperiTea Planning has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients and has not been the subject of a bankruptcy proceeding.

A balance sheet is not required to be provided because ProsperiTea Planning does not serve as a custodian for client funds or securities and does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.