

Firm Brochure
(Part 2A of Form ADV)



Tea & Taxes Company dba
ProsperiTea Planning
3 Grinnell St
Greenfield, Massachusetts 01301-3601

Contact Information

(413) 829-4832

www.ProsperiTeaPlanning.com

Office@ProsperiTeaPlanning.com

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 Commonwealth of Massachusetts. 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.

February 28, 2025

Item 2 - Material Changes

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

Minimum fees were updated in Item 5, and we've removed maximum fees.

We have ended a custodial relationship with Pershing, LLC

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 now constituting 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.

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 ProsperiTera 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, that 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 February 28, 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 receives 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: ProsperiTea 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.

Item 19 - Requirements for State Licensed Investment Advisors

Principal Executive Officers and Management Persons:

The education and business background for all management and supervised persons can be found in the Part 2B of this Brochure.

Professional Certifications earned by various of our advisors:

CFA: The CFA Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. It is designed to prepare charter holders for a wide range of investment specialties that apply in every market all over the world.

Chartered Financial Analysts designation is awarded by the CFA Institute. To earn a

CFA charter, applicants must:

- Hold a bachelor's degree from an accredited institution or have equivalent educational or work experience.
- Successfully pass all three exam levels of the CFA Program using an assigned curriculum.
- Have 48 months of acceptable professional work experience in the investment decision-making process.
- Fulfill society requirements, which vary by society. Unless you are upgrading from affiliate membership, all societies require two sponsor statements as part of each application; these are submitted online by your sponsors.
- Agree to adhere to and sign the Member's Agreement, a Professional Conduct Statement, and any additional documentation requested by CFA Institute.

CFP®: The CERTIFIED FINANCIAL PLANNER™, CFP® and federally registered CFP (with flame design) marks (collectively, the "CFP® marks") are professional certification marks granted in the United States by Certified Financial Planner Board of Standards, Inc. ("CFP Board").

The CFP® certification is a voluntary certification; no federal or state law or regulation requires financial planners to hold CFP® certification. It is recognized in the United States and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients. To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Education – Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Examination – Pass the comprehensive CFP® Certification Examination. The examination, administered in 10 hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real-world circumstances;
- Experience – Complete at least three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Ethics – Agree to be bound by the CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Continuing Education – Complete 30 hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Ethics – Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

CFP® professionals who fail to comply with the above standards and requirements may be subject to the CFP Board’s enforcement process, which could result in suspension or permanent revocation of their CFP® certification.

Personal Financial Specialist (PFS): This designation is issued by the American Institute of Certified Public Accountants (AICPA) and is granted to individuals who must meet all of the following prerequisites: a member of the AICPA; hold an unrevoked CPA certificate issued by a state authority; earn at least 100 points under the PFS point system; and have substantial business experience in personal financial planning related services. The candidate is required to obtain personal financial planning specific education in addition to holding a valid CPA. The candidate must take a final certification examination (proctored by the AICPA) and once issued the individual must undergo Continuing Education in the form of 60 PFS points in personal financial planning experience as well as qualified ‘life-long learning’ activities every three years. Although previously awarded, Wendy didn’t renew the designation as it is duplicating the CFP® credential.

Professional Licenses: CPA

A Certified Public Accountant is licensed by the Commonwealth of Massachusetts Division of Professional Licensure after rigorous education, work experience and testing requirements are met.

To retain the license, an individual must receive 80 hours of mandatory CPE every two years, four hours of which must be in an approved course of professional ethics.

Outside Business Activities:

The outside business activities for all management and supervised persons can be

found in the Part 2B of this Brochure.

Performance Based Fee Description:

Neither ProsperiTea Planning nor its management receive performance based fees. Please see Item 6 of the ADV 2A for more information.

Disclosure of Material Facts Related to Arbitration or Disciplinary Actions Involving Management Persons:

1. Neither ProsperiTea Planning nor its management have been involved in any of the following:
 - A. An award or otherwise been found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:
 - B. An investment or an investment-related business or activity;
 - C. Fraud, false statement(s) or omissions;
 - D. Theft, embezzlement or other wrongful taking of property;
 - E. Bribery, forgery, counterfeiting, or extortion;
 - F. Dishonest, unfair or unethical practices.
2. An award or otherwise been found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:
 - A. An investment or an investment-related business or activity;
 - B. Fraud, false statement(s) or omissions;
 - C. Theft, embezzlement or other wrongful taking of property;
 - D. Bribery, forgery, counterfeiting, or extortion;
 - E. Dishonest, unfair or unethical practices.

Material Relationship Maintained by this Advisory Business or Management persons with Issuers of Securities:

There are no material relationships with issuers of securities to disclose.

Material Conflicts of Interest Assurance:

All material conflicts of interest regarding ProsperiTea Planning, its representatives or any of its employees which could be reasonably expected to impair the rendering of unbiased and objective advice are disclosed as required under CCR Section 260.238(k).

Item 20 – Succession & Continuity Planning

Continuity Plan

As part of normal business practices, Client data is held in such a way that it can be recovered from the internet with only minor disruption.

Client data that might need to be shared in an emergency is stored on a Sharefile portal to which the Client also has access. The people we serve have their own logins and contact information for their investment custodians, as well.

If Wendy Marsden, CPA CFP® and Samuel Plotkin, CFA should suddenly become unable to provide services, the Alliance of Comprehensive Planners Business Continuity Plan would be referenced. It has a list of all Open Retainer Clients who would need to be contacted by a member of the firm or a member of Wendy's family. Clients would be instructed on how to find an affiliated advisor in the Alliance of Comprehensive Planners or the National Association of Personal Financial Advisors, should the need arise. The ACP and NAPFA local communities would also be informed of the need.

The Investment Policy Statements created by ProsperiTea Planning are standardized in such a way that other Alliance of Comprehensive Planner members could identify which Clients might be a good fit, with an eye towards transferring the relationships as smoothly as possible.

Documents that assist internally with continuity problems include:

1. Financial Plan Overview Document (held internally in Google Drive)
2. PtP Workpapers (held internally in Google Drive)
3. Information in the CRM (Insightly)
4. Investment Policy Statement (stored in Sharefile)

Succession Plan

There is an operating agreement and a stock purchase agreement in place for Samuel Plotkin to move from minority owner to majority owner by 1/1/2027. No retirement date is currently contemplated, and is specifically forbidden before 1/1/2027.

Brochure Advisor Supplement (Part 2B of Form ADV)

Item 1: Cover Page - Marsden

Wendy S.C. Marsden
3 Grinnell St
Greenfield, Massachusetts 01301-3601
(413) 829-4832

Wendy@ProsperiTeaPlanning.com

This brochure supplement provides information about Wendy S.C. Marsden supplements the ProsperiTea Planning brochure. You should receive a copy of that brochure. Please contact ProsperiTea Planning if you did not receive the ProsperiTea Planning brochure or if you have any questions about the contents of this supplement.

February 28, 2025

Item 2: Educational Background and Business Experience

Wendy S. C. Marsden, CPA CFP® was born in Ann Arbor, Michigan in 1964. Her mother brought her to the Northeast Kingdom of Vermont in 1979. From there she moved to Massachusetts in 1982 to attend Mount Holyoke College in South Hadley. In 1989 she married Ben Marsden and they have made Greenfield, Massachusetts their primary residence ever since. They have a second home on Peaks Island near Portland, Maine.

Credentials Earned (See Part 2A Item 19 for more description of the credentials.)

- E.A. (Enrolled to act as an agent before the I.R.S.) 1996, discontinued 2004
- C.P.A. (Certified Public Accountant) 2000
- CFP ® (Certified Financial Planner™) 2013
- PFS (Personal Financial Specialist) 2019 (discontinued)

Education:

Kaplan University: coursework required for the Certified Financial Planner credential, 2011 to 2013. (No new degree required because of an existing master's degree and years of experience.)

Isenberg School of Business, University of Massachusetts Amherst: M.S. in Accounting, 1997. A member of the M.B.A. program, her concentration in accounting allowed her the choice of which degree to receive.

Mount Holyoke College, B.S. in Astronomy and Physics with a concentration in computer science. Astronomy was a Five College program that involved taking courses at four different campuses.

Honors:

Passed Enrolled Agent Exam, Certified Public Accounting exam and Certified Financial Planner exam each on her first try.

Wall Street Journal Award, 1997: awarded each year by Dow Jones & Company to the person graduating with the Masters in Accounting degree with the highest grade point average.

Business Experience:

Jan, 2013 – present: Owner/Principal Tea & Taxes Company, currently also doing business as ProsperiTea Planning, Greenfield, MA

Jan, 2015 – Dec, 2018: Firm Principal, ProsperiTea Planning: a sole proprietorship in Greenfield, MA. It was first registered as an RIA on January 25, 2016, and merged into Tea & Taxes Company at the end of 2018.

Sept, 2001 – Dec, 2012: Tea & Taxes, Sole proprietor, until incorporated

Sept, 1997 - Aug, 2001: Staff Accountant: Lincoln Hirst, Plumley & Associates, and Pieciak & Company

Professional Memberships:

Wendy Marsden, CPA CFP® has been a member of the **Alliance of Comprehensive Planners**. (ACP) since 2015. This non-profit organization provides training and support through an alliance of fee-only comprehensive financial advisors working with middle-income clients. As a member of the ACP, ProsperiTea Planning has the right to use proprietary products and systems designed by the ACP. The ACP offers education in the form of in person, web- and tele-conferences (which may provide continuing education credits) and services produced by collaborative efforts of the fee-only financial advisors. As an active member, Wendy regularly presents educational seminars at their annual national conference.

Wendy Marsden, CPA CFP®, has been an active member since 2012 of the **National Association of Personal Financial Advisors** (NAPFA), an organization of comprehensive, fee-only advisors who are compensated solely by the client with neither the advisor nor any related party receiving compensation that is contingent on the purchase or sale of a financial product.

Requirements for membership include a broad-based advanced education in financial planning and three years of comprehensive planning experience. Applicants for NAPFA-Registered Financial Advisor status must demonstrate the ability to take a comprehensive approach to financial planning by either submitting a sample comprehensive financial plan or participating in a peer review dialogue with a third party Plan/Peer Reviewer.

There is a continuing education requirement of at least 60 hours of continuing education every two years and adherence to the pledge to be a fee-only fiduciary planner in all engagements. Wendy regularly attends their national conferences and occasionally presents educational material at the MA or CT state chapter meetings. She is certified to present Ethics training to CFP® professionals, and presented a special Diversity & Inclusion-focused training in San Diego in November 2019.

Wendy Marsden, CPA CFP® is also a member of:

- Kitces Nerd's Eye View Premier Member, where "advisers" obtain the most up-to-date possible continuing education from the team at Kitces.com.
- Financial Planning Association ® (FPA®) is the largest membership

organization for CFP® professionals in the United States.

- National Association of Tax Professional: the NATP is a non-profit professional association which provides support, continuing education, and research services to its members.
- American Association of Individual Investors, an independent nonprofit corporation that helps investors achieve their financial goals by becoming effective managers of their assets.

Wendy Marsden, CPA CFP® is a former member of:

- XY Planning Network. The leading organization of fee-only financial advisors who are focused on working with Generation X and Generation Y using cutting edge technology to address the issues that matter to them. She was a member for the five years ending from 2017 to 2022.
- AICPA, where the The Personal Financial Planning (PFP) Section is the premier provider of information, tools, advocacy and guidance for CPAs who specialize in providing estate, tax, retirement, risk management & investment planning advice. She was most recently a member through September, 2023.

Item 3: Disciplinary Information

No management person at ProsperiTea Planning has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Item 4: Other Business Activities

Professionally Related:

Conference Presenter: ACP Conferences in Seattle (2016), San Antonio (2017), and San Diego (2019); NAPFA MA Chapter (2017), and NAPFA CT Chapter (2024)

Working member ACP Diversity & Inclusion Ad Hoc Committee, 2019 to present

Community Volunteering:

Greenfield Redevelopment Authority, 2010 to 2018

Greenfield Sustainable Master Plan, 2013 to 2014

Item 5: Additional Compensation

Tea & Taxes Company, an S Corporation, compensates Wendy in two ways: as an employee, and as a shareholder who receives profit-sharing distributions.

Item 6: Supervision

Wendy S.C. Marsden is the Chief Compliance Officer, and as such, her duties include monitoring and ensuring compliance with all applicable State and Federal laws, rules, and regulations. While there is no one in a supervisory capacity over her, ProsperiTea Planning has implemented a Code of Ethics and internal compliance that guide each Supervised Person in meeting their fiduciary obligations to the people served by ProsperiTea Planning. Further, ProsperiTea Planning is subject to regulatory oversight by various agencies. If you have any questions, Wendy can be reached at (413) 829-4832.

Item 7: Requirements for State-Registered Advisors

Wendy S.C. Marsden has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.



Just for fun, here's a picture of Wendy with Jack Bogle from November, 2012.

Brochure Advisor Supplement (Part 2B of Form ADV)

Item 1: Cover Page - Plotkin

Samuel P. Plotkin
3 Grinnell St
Greenfield, Massachusetts 01301-3601
(413) 829-4832

Sam@ProsperiTeaPlanning.com

This brochure supplement provides information about Samuel P. Plotkin supplements the ProsperiTea Planning brochure. You should receive a copy of that brochure. Please contact ProsperiTea Planning if you did not receive the ProsperiTea Planning brochure or if you have any questions about the contents of this supplement.

February 28, 2025

Item 2: Educational Background and Business Experience

Samuel P. Plotkin, CFA was born in Greenfield, MA in 1986. He obtained a Bachelor of Business Administration and Finance from the University of Massachusetts, Amherst in 2008.

Credentials Earned (See Part 2A Item 19 for more description of the credentials.)

- CFA:(Chartered Financial Analyst): 2013

Business Experience:

01/2024 – Present, ProsperiTea Planning, Investment Advisor Representative

10/2022 – 02/2024, Steadfast Insurance, LLC Managing Partner/Insurance Agent

01/2021 – 02/2024, Clarity Wealth Management LLC, Investment Advisor Representative

10/2021 – 11/2021, AE Wealth Management, LLC, Investment Advisor Representative

09/2021 – 11/2021, Dale Frank Financial, Financial Advisor

01/2017 – 11/2021, Wellington Management, Fair Value Analyst

03/2011 – 08/2016, Eaton Vance Management; Equity Research Analyst;

Item 3: Disciplinary Information

No management person at ProsperiTea Planning has ever been involved in an arbitration claim of any kind or been found liable in a civil, self-regulatory organization, or administrative proceeding.

Item 4: Other Business Activities

Professionally Related:

Samuel Plotkin owns rental property. He receives typical rental income compensation.

Community Volunteering:

Samuel Plotkin is the past treasurer and board member at the Center School, a private elementary school. In this capacity, he reviews and advises on the school's annual budget and other financial matters.

Item 5: Additional Compensation

Samuel P. Plotkin does not receive any economic benefit from any person, company, or organization, in exchange for providing Clients advisory services through

ProsperiTea Planning other than what is described in Item 5 of Part 2A.

Item 6: Supervision

Samuel P. Plotkin is supervised by Wendy S.C. Marsden, Chief Compliance Officer of ProsperiTea Planning, and as such, her duties include monitoring and ensuring compliance with all State and Federal laws, rules, and regulations. Wendy Marsden can be reached at Wendy@ProsperiTeaPlanning.com or (413) 829-4832.

Additionally, as a managing member of ProsperiTea Planning, Samuel P. Plotkin is responsible for supervision and formulation and monitoring of investment advice offered to Clients. He will adhere to the policies and procedures as described in the firm's Compliance Manual. Samuel P. Plotkin can be reached at SAM@PROSPERITYPLANNING.COM or (413) 522-4582.

Item 7: Requirements for State-Registered Advisors

Samuel P. Plotkin has NOT been involved in an arbitration, civil proceeding, self-regulatory proceeding, administrative proceeding, or a bankruptcy petition.



Just for fun, here's a picture of Sam with his family.



Tea & Taxes Company dba Prosperitea Planning
Privacy Policy
Effective Date: February 28, 2025

FACTS

**WHAT DOES PROSPERITEA PLANNING
DO WITH YOUR PERSONAL INFORMATION?**

Why?

At Tea & Taxes Company dba Prosperitea Planning, privacy is important to us. While information is the cornerstone of our ability to offer excellent service, our firm recognizes the need to keep the information shared with us in the strictest confidence. This notice provides you with our privacy policies and practices with respect to the disclosure of nonpublic information about our prospective, current or former clients.

What?

In providing you with our services, we collect nonpublic personal information about you from the following sources:

- Information we receive from you on tax returns or other forms or interviews you give us
- Information you authorize us to collect on your behalf, including loan and/or investment information and bank balances
- Information you share with investment custodians with whom we have trading authority.

Examples contained within this Privacy Policy are illustrations; they are not intended to be exclusive.

How?

Our Security Practices

We restrict access to your personal information to the minimum necessary members of the firm. We maintain physical, electronic, and procedural safeguards to guard your information. We routinely shred discarded confidential papers and we use a firewall against Internet incursions into our data.

All financial companies need to share customer's personal information to run their everyday business. In the section on the next page, we list the reasons financial companies can share their customer's personal information; the reasons ProsperiTea Planning chooses to share; and whether you can limit this sharing.

We do not disclose any other nonpublic personal information to anyone else, except as permitted or required by law. Under Massachusetts law, if you provide us with information which you identify as confidential pursuant to a professional engagement with us, we are not permitted to disclose that information without your consent, except in response to a court proceeding, to use a specific person's information in response to their own complaint, or to respond to inquiries from a certifying or licensing authority. In addition, we do not routinely disclose even public information about our clients, including your name or the nature of the services we provide to you, unless you have consented to act as a reference for us and even then, of course, we do not discuss your confidential information.

Questions?

Call 413-829-4832 or go to www.ProspertiTeaPlanning.com

REASONS WE CAN SHARE YOUR PERSONAL INFORMATION	DOES PROSPERITEA PLANNING SHARE?	CAN YOU LIMIT THIS SHARING?
For our everyday business purposes— to vendor firms that use your data only in the performance of services for us, such as to process your transactions, maintain your account(s)	Yes	No
For responding to court orders and legal investigations— in response to your own complaint, or to respond to inquiries from a certifying or licensing authority, or report to credit bureaus	Yes	No
For our marketing purposes— to offer our own products and services to you, between Tea & Taxes Company and ProsperiTea Planning	Yes	No
For joint marketing with other financial companies	No	We don't share
For our affiliates' everyday business purposes— information about your transactions and experiences	No	We don't share

For our affiliates' everyday business purposes— information about your creditworthiness	No	We don't share
While acting as your authorized representative in dealings with tax authorities	Yes	Yes
To anyone to whom you specifically request that we send your financial information— including College Financial Aid Offices, Town Assessor's Offices, Banks, Investment Companies or others with whom you are doing business. In these situations we would limit the information disclosed to the minimum required to meet your purpose.	Yes	Yes
To any successor firms— including any incorporated form of these businesses, and in the case of a continuity or succession plan requiring a substitute advisor	Yes	No
For nonaffiliates to market to you— Of course, we do not sell mailing lists.	No	We don't share

OPT-IN to NPI Sharing

If you wish to allow ProsperiTea Planning to share necessary public information with third parties, initial here:	_____
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WHO WE ARE

Who is providing this notice?	Tea & Taxes Company dba ProsperiTea Planning
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WHAT WE DO

How does ProsperiTea Planning protect my personal information?	<p>To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings.</p> <p>In addition, we have developed and implemented a comprehensive Written Information Security Program ("WISP") in accordance with Massachusetts regulations. This program includes administrative, technical, and physical safeguards designed to minimize the risk concerning any sensitive information that we store.</p>
How does ProsperiTea Planning collect my personal information?	<p>We collect your personal information, for example, when you</p> <ul style="list-style-type: none">■ open an account or give us your income information■ tell us about your portfolio or deposit money■ enter into an investment advisory contract <p>We also collect your personal information from others, including affiliates and other companies.</p>
Why can't I limit all sharing?	<p>Federal law gives you the right to limit only</p> <ul style="list-style-type: none">■ sharing for affiliates' everyday business purposes—information about your creditworthiness■ affiliates from using your information to market to you■ sharing for nonaffiliates to market to you <p>State laws and individual companies may give you additional rights to limit sharing.</p>

DEFINITIONS

Affiliates	<p>Companies related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none">■ <i>We have no affiliates.</i>
Nonaffiliates	<p>Companies not related by common ownership or control. They can be financial and nonfinancial companies.</p> <ul style="list-style-type: none">■ <i>Tea & Taxes Company dba ProsperiTea Planning does not share with nonaffiliates so they can market to you.</i>
Joint marketing	<p>A formal agreement between nonaffiliated financial companies that together market financial products or services to you.</p> <ul style="list-style-type: none">■ <i>Tea & Taxes Company dba ProsperiTea Planning does not jointly market.</i>

OTHER IMPORTANT INFORMATION

Former Clients	<p>Even if you are no longer our client, our Privacy Policy will continue to apply to you.</p>
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