

**FORM ADV PART 2A**  
**COVER PAGE (Item 1)**

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This brochure (the "Brochure") provides information about the qualifications and business practices of The Prosperity Consulting Group, LLC d/b/a Prosperity - An EisnerAmper Company (hereinafter, "we", "our", the "Firm", or "Prosperity"), an investment adviser registered with the United States Securities and Exchange Commission ("SEC"). Registration does not imply a certain level of skill or training. If you have any questions about the contents of this brochure, please contact Donna C. Gestl at 410-363-7211 or [donna.gestl@prosperityea.com](mailto:donna.gestl@prosperityea.com). The information in this Brochure has not been approved or verified by the SEC or by any state securities authority.

Additional information about Prosperity is also available on the SEC's website at [adviserinfo.sec.gov](http://adviserinfo.sec.gov).

## **MATERIAL CHANGES (Item 2)**

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***This version of our Brochure is an interim updating amendment. The following are the material changes since our last annual amendment filing on October 29, 2024:***

1. We revised the description of how our refunds for investment management fees billed in advance are calculated in Item 5. Specifically, refunds will be calculated in part by using a 360-day year instead of 365. Please see Item 5 for additional information.
2. We revised Item 14 to indicate that some of our investment adviser representatives who are also registered representatives of DAI Securities, LLC (CRD No. 36673) (“DAIS”) receive economic benefits from Prosperity and have additional incentives in the form of production incentives for reaching certain predetermined production thresholds for managed asset revenue and brokerage commission revenue. This compensation structure creates a clear and direct incentive to recommend advisory management accounts and brokerage accounts based on the receipt of these payments, among other conflicts of interest. Please see Item 14 for a detailed discussion of these incentives and the conflicts of interest involved, including how we address these conflicts of interest.

***The following are the material changes since our annual amendment filing on February 23, 2024:***

1. We revised Item 5 to reflect that we may charge a one-time or ongoing fee for financial planning services, depending on the scope of the project. Please see Item 5 for more information.
2. We revised Item 8 to include a description of material risks involved with investments in options. All investments involve risk, including potential loss of principal. Please see Item 8 for additional information.
3. We revised Item 10 to indicate that Eisner Advisory Group LLC (“EisnerAmper”), the indirect owner of Prosperity, may serve as a pension consultant and third-party administrator (“TPA”) to retirement plans advised by Prosperity, which presents a conflict of interest. We address this conflict of interest by ensuring that any recommendations are in the best interest of the client.
4. We revised Item 12 to indicate that we routinely recommend that clients direct us to execute transactions through one or more specified broker-dealer(s) with which we have a pre-existing business relationship. Please see Item 12 for more information.
5. We revised Item 14 to reflect that some of our investment adviser representatives receive compensation for client referrals and have entered into promotor and/or solicitor agreements with our Firm governing payment of compensation for these endorsements. These arrangements present conflicts of interest. Please see Item 14 for additional information, including how we address these conflicts of interest.
6. We revised Item 5 to reflect our fees and billing methods for retirement plan advisory services to trustee-directed plan sponsors. Please see Item 5 for more information.
7. In connection with the transition of HPG Wealthcare Advisors, LLC (“HPG”) clients to the Firm, we revised Items 4 and 5 to include a description of services provided through City National Rochdale, LLC (“CNR”), as well as how these services are billed. We further revised Items 4 and 5 to reflect that accounts managed by CNR are wrap fee accounts and to indicate that fees paid to Independent Managers range from 0.2% to 1.46%. Please see Items 4 and 5 for more information.
8. Also related to the transition of HPG clients to the Firm, we revised Items 12 and 15 to reflect that client accounts managed by CNR are maintained through CNR Securities, LLC with Pershing, LLC (“Pershing”). Please see Items 12 and 15 for more information.
9. We revised Item 5 to describe situations in which client accounts maintained at Schwab may incur trade-away fees for trades executed by a broker-dealer other than Schwab. Please see Item 5 for more information.
10. We revised Item 12 to describe certain technology, research, marketing, and compliance consulting benefits we receive from Schwab based on the expectation that we will attain a certain amount of

client assets at Schwab. This creates an incentive for us to recommend Schwab's services based on the receipt of these benefits, which is a conflict of interest. We also revised Item 14 to include a reference to this description. Please see Item 12 for more information, including how we address this conflict of interest.

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## ADVISORY SERVICES (Item 4)

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### About Our Business

Prosperity is an investment adviser that provides the following services: investment planning, tax planning, income protection and asset preservation planning, retirement planning, business planning, estate planning, debt management, insurance planning, education planning, and consulting to pensions, 401(K) plans and other retirement plans.

We have been managing the wealth of our clients since 2005. The Firm is owned by EAG Wealth Management Strategies, LLC (“EAG”), which is wholly owned by Eisner Advisory Group, LLC. Donna Gestl is the Firm’s Chief Compliance Officer.

Our team includes certified public accountants and Certified Financial Planners<sup>™</sup>. Other professionals (e.g., lawyers) are engaged directly by the client on an as-needed basis. Material conflicts of interest will be disclosed to the client using this Brochure.

The initial meeting is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

### Types of Advisory Services

The Firm provides investment advisory services to individuals, trusts, estates, retirement plans and other business entities. We assist you in devising financial strategies for wealth preservation, growing investments and planning for the future. A more detailed explanation of our services is as follows:

1. Financial Planning Services

We prepare financial plans to assist clients in reaching their financial and retirement goals. The Firm develops plans after consultation by evaluating data relative to a client’s personal financial profile, investment objectives and goals, risk tolerance, and tax status. Our financial plans may include information regarding retirement planning, advanced education planning, college planning, life and disability insurance needs, long-term care needs, and estate planning issues. Our plans may also include information or analyses with respect to tax liabilities or risks. We also provide business-planning consulting services for entrepreneurs and other professionals.

A client who chooses to engage us for financial planning will be required to furnish certain records and documents to Prosperity for review. These documents may include tax returns, current financial specifics including W-2s or 1099s, information on current retirement plans and insurance provided by the client’s employer, mortgage information, insurance policies, statements reflecting current investments in retirement and non-retirement accounts, copies of wills or trusts, and other documents that may be deemed pertinent.

Upon receipt of these documents, Prosperity will review the client’s current financial situation and make recommendations based on the client’s current situation, expectations, investment objectives and investment time horizon. At the same time, the client’s risk tolerance (or ability to live comfortably with risk in association with your investments) will be taken into account.

The financial plan chosen by the client may be “comprehensive” or “modular” in structure. A comprehensive plan would focus on all areas listed that are pertinent to the client. A modular plan would focus on only one or two areas of particular interest such as retirement or education planning. Other areas of concern to the client may be reviewed by Prosperity or outsourced to other experts for their review (only with prior approval of the client). The financial plan may

include specific financial and investment strategies as well as specific product recommendations, including equity, fixed income and insurance products.

At no time is the client under any obligation to implement (with Prosperity or with any other firm) any or all of the suggestions as outlined in the financial plan. Implementation is solely the client's decision. Clients have the option to purchase investment and insurance products recommended by Prosperity through other brokers and agents unaffiliated with Prosperity. It is the responsibility of the client to notify Prosperity of any changes to their financial situation or objectives that may impact the focus of the financial plan. Prosperity typically assists the client with implementation of the financial plan through its relationships with DAI Securities, LLC or Schwab Advisor Services, a division of Charles Schwab & Co., Inc. Prosperity may use a suite of digitally powered technology solutions offered by FinLife Partners, a division United Capital Financial Advisors, LLC ("United Capital"). (See FinLife Partners Service Offering discussion and conflicts disclosure below).

## 2. Investment Management Services

We offer both discretionary and non-discretionary investment management services to meet the client's investment goals and objectives. Our services may consist of asset allocation, portfolio construction, managing or supervising assets, and active trading strategies. Our advice regarding securities encompasses primarily exchange-traded equity securities, including over-the-counter equities, open-ended mutual funds and exchange-traded funds (ETFs), as well as structured notes.

In certain circumstances, we recommend clients allocate a portion of their investment assets among unaffiliated independent investment managers ("Independent Managers") in accordance with the client's designated investment goals and objectives. In such situations, the Independent Managers shall have day-to-day responsibility for the active discretionary management of the allocated assets. We shall continue to render investment advisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives.

The specific terms and conditions under which a client engages an Independent Manager are set forth in a separate written agreement with the designated Independent Manager. That agreement can be between Prosperity and the Independent Manager (often called a subadvisor) or the client and the Independent Manager (sometimes called a separate account manager). In addition to this Brochure, clients will typically also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

Prosperity provides client portfolio construction, asset management, and monitoring which constitutes an ongoing process by which:

- Client's investment objectives, constraints and preferences are identified and specified;
- Strategies are developed and implemented through combinations of financial assets;
- Capital market conditions and client circumstances are monitored; and
- Portfolio adjustments are made as appropriate to reflect significant changes in any or all of the above relevant variables.

Prosperity will obtain information regarding each client's financial situation, investment objectives, time horizon, risk tolerance and investment preferences ("Investment Needs"). The client will promptly notify Prosperity of any material changes in their Investment Needs. Prosperity will tailor its services to clients based on their Investment Needs. Specifically, upon receipt of the client's information, Prosperity and the client will determine the appropriate portfolio type. The client and Prosperity may choose to exclude certain asset classes from their portfolio. The portfolio types may range from Ultra-Conservative to Aggressive Growth. The portfolios may consist of, but are not limited to, money market funds, mutual funds, institutional

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mutual funds, stocks, bonds, exchange traded funds and certificates of deposit. The client's portfolio may be invested similar to, or different from, other clients with the same or similar objectives. Prosperity will monitor market conditions and the performance of the client's portfolio, and if managed on a discretionary basis, reposition assets as needed. If the account is managed on a non-discretionary basis, approval will be received from the client before changes are made.

Prosperity manages accounts on a discretionary basis with the client's express written authorization. For discretionary clients, Prosperity will determine the securities to be bought or sold in accounts and may make changes to the asset allocation or specific securities selected, without prior consultation with the client. In addition, where we manage accounts on a discretionary basis, certain clients will grant Prosperity authority to hire and fire Independent Managers without prior consultation with them.

3. Retirement Plan Advisory Services

We serve as an adviser to retirement plans ("Plans") on a non-discretionary and discretionary basis, providing both fiduciary and non-fiduciary services. Our fiduciary services include providing non-discretionary or discretionary investment advice to the client about asset classes and proposed designated investment alternatives available for the Plan that are consistent with the Plan's investment policies and objectives. In a non-discretionary arrangement we will assist the client with the selection of investment options consistent with the IPS and investment option selection provisions of ERISA section 404(c) and the regulations thereunder. In a discretionary arrangement, we will select, monitor, and (if necessary) replace investment options to be offered within the Plan, consistent with the IPS and ERISA section 404(c). Under either arrangement we may also assist the client in the development of an investment policy statement (IPS), assist in monitoring investment options by preparing periodic investment reports, meet with the Plan's sponsor ("Plan Sponsor") on a periodic basis to discuss the reports and the investment recommendations, and provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative ("QDIA"). Our non-fiduciary services include assisting in the education of the participants in the Plan about general investment principles and the investment alternatives available under the Plan, assisting Plan sponsors in organizing plan enrollment meetings and conducting investment education seminars for participants. In conjunction with educational services, we assist retirement plan participants or beneficiaries in understanding investment options offered by the plan as well as providing advice regarding selection and allocation of investment choices within the retirement plan.

4. Apex Portfolios (an Automated Investment Program)

We previously offered an automated investment program, Apex Portfolios Program ("Apex Portfolios") through which clients are invested in a range of investment strategies we have constructed and manage on a discretionary basis. We no longer offer Apex Portfolios to new clients. For existing client accounts enrolled in the Apex Portfolios Program, the client's portfolio is held in a brokerage account opened by the client at Charles Schwab & Co., Inc. ("Schwab"). We use the Institutional Intelligent Portfolios® Platform ("Platform"), offered by Schwab Performance Technologies ("SPT"), a software provider to independent investment advisors and an affiliate of Schwab, to operate the Program. We are independent of and not owned by, affiliated with, or sponsored or supervised by SPT, Schwab, or their affiliates (together, "Schwab").

We do not pay SPT fees for the Platform so long as we maintain \$100 million in client assets in accounts at Schwab that are not enrolled in the Program. If we do not meet this condition, then we pay SPT an annual licensing fee of 0.10% (10 basis points) on the value of our clients' assets in Apex Portfolios. This arrangement represents a conflict of interest because we have an incentive to recommend or require that our clients with accounts not enrolled in Apex Portfolios be maintained with Schwab. We mitigate this conflict by only recommending a client use Schwab services if it is in the client's best interest.

5. **FinLife Partners Service Offering**

Prosperity may use a suite of digitally powered technology solutions offered by FinLife Partners, a division of United Capital. FinLife Partners provides Prosperity with access to a technology platform that includes certain clerical document and data compilation services. FinLife Partners is not in any way involved in, or responsible for, the individual investment management or guidance provided to Prosperity's clients. Prosperity pays FinLife Partners a flat fee for its technology implementation services and fees calculated per percentage-basis formula in accordance with the volume of clients for whom Prosperity utilizes such services and/or products. As the percentage-basis reduces as volume increases, Prosperity is financially incentivized to refer clients to United Capital, thereby creating a conflict of interest. We address this conflict of interest by ensuring any such recommendations are in the client's best interest. No client is under any obligation to utilize FinLife Partners' technology solutions. If a client does not want to receive Prosperity's financial planning services that require access to the FinLife platform, the client is under no obligation to do so.

6. **SEI Investments - Independent Manager Relationship**

Prosperity has a Sub-Advisor Agreement with SEI Investments Management Corporation ("SIMC"), a third-party registered investment advisor. This agreement allows Prosperity to allocate client assets for participation in SIMC's Sub-Advised Program. Accounts are maintained with SEI Private Trust Company ("SPTC"). Prosperity is responsible for determining whether participation in the program is appropriate for our clients.

Under the program, SIMC provides discretionary investment management services to Prosperity and makes available investment strategy models of SIMC or investment managers appointed by SIMC. These models seek to achieve particular investment goals and are not tailored to individual clients. Prosperity may allocate client assets to one or more of SIMC's models which match a client's objectives. SIMC then invests the allocated funds in accordance with the selected models as updated from time to time by SIMC or investment managers appointed by SIMC. In most cases, SIMC will implement those models and execute transactions; in others, the investment manager will do so.

Clients with assets allocated to the Sub-Advised Program are subject to certain risks, including the investment manager implementing its model for its other accounts before implementing it for our clients. In that case, securities may be traded by our clients at prices different than those obtained by the manager's other clients. The risk of price deviations is greater for large orders and thinly traded securities. Additionally, performance of our client's investments in a model may deviate from the performance of other accounts in such models or those managed by SIMC or the investment manager.

Prosperity may also choose to invest its clients' assets into model portfolios of mutual funds and exchange-traded funds ("ETFs") created by SIMC. This includes the SEI Asset Allocation Models ("SEI Asset Allocation Models") that consist of allocations to SEI Funds and SEI ETFs and the Independent Funds Models Program ("Independent Funds Models Program") which consists of model portfolios of allocations to certain families of third-party mutual funds or ETFs.

Under the SEI Asset Allocation Models and the Independent Funds Models Program, SIMC provides non-discretionary services to Prosperity through the publication of investment models consisting of allocations to these different funds (i.e., SEI Funds, SEI ETFs, third-party funds, or third-party ETFs) allocated to the models. Specifically, SIMC: (1) makes available the models, developed and periodically updated by SIMC designed to achieve the model's stated investment objective or goal based upon SIMC's capital market assumptions and any other criteria that SIMC, in its sole discretion, determines is relevant; and (2) periodically publishes for consideration by firm revisions to a model's percentage asset allocations among the underlying SEI Funds, SEI ETFs,



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third-party funds, or third-party ETFs, or adds, removes, or otherwise changes the individual SEI Funds, SEI ETFs, third-party funds, or third-party ETFs underlying an existing model.

7. **City National Rochdale - Independent Manager Relationship**  
Prosperity has an arrangement with City National Rochdale, LLC (“CNR”), a third-party registered investment advisor, to manage certain client accounts. Clients will enter into a separate agreement with CNR granting it authority to manage accounts on a discretionary basis. Client accounts are maintained through CNR Securities, LLC with Pershing, LLC (“Pershing”). Prosperity is responsible for determining that CNR’s management services are consistent with client’s objectives and financial circumstances. Prosperity will also review CNR’s management services on an ongoing basis to ensure it remains appropriate.
8. **Financial Planning Technology Platforms**  
In conjunction with the services provided by various financial planning technology platforms, Prosperity may also provide access to account aggregation services, which can incorporate all of the client’s investment assets,” including those investment assets that are not part of the assets that we manage (the “Excluded Assets”). The client and/or their other advisors that maintain trading authority, and not Prosperity, shall be exclusively responsible for the investment performance of the Excluded Assets. Prosperity does not provide investment management, monitoring or implementation services for the Excluded Assets. If Prosperity is asked to make a recommendation as to any Excluded Assets, the client is under absolutely no obligation to accept the recommendation, and Prosperity shall not be responsible for any implementation error (timing, trading, etc.) relative to the Excluded Assets. The client may engage Prosperity to provide investment management services for the Excluded Assets pursuant to the terms and conditions of the Investment Advisory Agreement between Prosperity and the client.
9. **Financial Education Seminars**  
We conduct financial education seminars that may focus on either comprehensive or modular financial planning matters. Our seminar topics may include education regarding retirement planning, estate and tax planning, cash flow and debt management, asset protection, and other general topics relating to investments or insurance.

#### Tailored Services

Our advice and services are based on the individual needs of our clients after analyzing and thoroughly evaluating the client’s goals, objectives, investment horizon, and risk tolerance. Clients may impose restrictions on investing in certain asset classes or any specific types of securities by advising their investment adviser representative of such restrictions.

#### Wrap Fee Programs

A wrap fee program is a program under which the client pays a single fee that covers both receipt of investment advice and the execution of securities transactions. Prosperity is not a sponsor of any wrap fee program(s). However, some of the Independent Managers we recommend may operate pursuant to wrap fee programs sponsored by the Independent Manager. Clients who participate in a wrap fee program will be provided, and should carefully review, the applicable wrap fee program disclosure brochure for additional information regarding the program and costs associated with the program.

#### Assets Under Management

As of October 18, 2024, we managed \$2,903,599,148 in client assets on a discretionary basis and \$10,222,073 in client assets on a non-discretionary basis.

## FEES AND COMPENSATION (Item 5)

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### Advisory Fees

Prosperity is compensated by hourly charges, fixed fees, and a percentage of the assets we manage. In some instances, the fee may be negotiable, at Prosperity's discretion. Our fees for services are as follows:

#### 1. Financial Planning Fees

For certain clients, financial planning services are included with Prosperity's fee for Investment Management Services. For other clients, financial planning services are provided under a separate agreement for a stand-alone financial planning fee. Since financial planning involves a discovery process, situations may occur wherein the client is unaware of certain financial exposures or predicaments. In the event that the client's situation is substantially different from that disclosed during the initial meeting, a revised fee will be provided for mutual agreement. Clients must approve the change in the scope of planning in advance of the additional work being performed when a fee increase is necessary. The additional work will be either charged at an hourly rate, by a fixed amount, or as agreed to by client and the Firm.

Our Hourly and Fixed fees for financial planning services are as follows:

##### *(a) Hourly Fees*

Depending on the complexity of the financial plan and needs of the client, our hourly fees for financial planning services are up to \$550.00 per hour (min. 1 hour). These fees are negotiable and the final rate, as agreed upon, will be outlined in our financial planning agreement.

##### *(b) Fixed Fees*

Financial planning fees may be determined in advance and set at a "fixed" or "flat" one-time or ongoing fee, depending on the scope of the project. This fee is negotiable and based on the anticipated number of hours to be devoted to the project and the complexity of the client's financial situation. In all cases, this fee will be determined by Prosperity and agreed to in advance with the client. It will not be increased during the term of the project unless the scope of the project is changed greatly by the client. Financial planning services may also be provided at no charge or at a reduced fee for managed account program clients.

For those clients engaging this service and who are receiving financial planning services through Guidebook, part of the FinLife Partners Service Offering, Prosperity's financial planning fees typically start at \$5,000, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

#### 2. Investment Management Services

Our Investment Management fees are outlined in each client's investment management agreement. Our annual Investment Management fees are based upon a percentage of the market value of the client's assets under management and range between 30 basis points (0.30%) and 150 basis points (1.50%). Assets are aggregated by client household for purposes of determining the fee charged.

When we recommend an Independent Manager for management of all or a portion of client assets, the client is assessed an additional cost. Generally, the Independent Manager assesses a fee to Prosperity for its management services and that fee is passed through directly to the client. In some cases, we receive a portion of the Independent Manager's advisory fee. The fee is based on a percentage of the client's assets and ranges from 0.2% to 1.46%, depending on the manager and services provided. Independent Managers also impose minimum investment

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requirements. The minimum amounts vary. Fees for Independent Manager programs may be higher or lower than if you obtained the program directly from the Independent Manager.

3. Retirement Plan Advisory Fees

Our management fees for retirement plan advisory services are outlined in each client's retirement plan advisory or services agreement. Our annual management fees for retirement plan advisory services are based upon a percentage of the market value of the assets in the plan. Fees for services to participant-directed plans range between 5 basis points (0.05%) and 110 basis points (1.10%). Fees for services to trustee-directed plans range between 30 basis points (0.30%) and 150 basis points (1.50%). Fees are negotiable.

4. Financial Education Seminar Fees

We may sponsor financial education seminars at no cost to participants.

## Billing Procedures

1. Financial Planning Fees

Fees for financial planning services are billed as indicated in our financial planning agreement. Typically, fees for financial plans are billed and due upon delivery of the financial plan. Typically, we waive our financial planning fees for clients who implement the plan through our investment management services.

2. Investment Management Fee

Fees for investment management services are typically billed quarterly in advance. The fee assessment is based on the value of the account as of the close of trading on the last business day of the previous quarter (e.g., January through March billing statements are transmitted January 1 based on value of asset as of December 31). Notwithstanding the foregoing, the partial fee for the initial quarter of service is paid in arrears, based on the average daily balance during the initial quarter. No partial billings will be made for subsequent additions into the account during the quarter. Likewise, no refunds will be given on partial withdrawals taken during the quarter. The client is entitled to a refund of unearned fees for the quarter upon termination. Refunds will be calculated by multiplying the last quarter-end market value of the account with the annual billing rate, multiplying by the days in the quarter service was provided, dividing by 360, and subtracting that amount from the amount originally billed. For existing client accounts as of March 31, 2019, refunds are calculated proportionately based on the number of days remaining in the quarter. If the account does not contain sufficient funds to pay advisory fees, Prosperity has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees.

We (and any Independent Managers engaged for the client, as applicable) receive written authorization to deduct investment management fees directly from clients' accounts.

When an Independent Manager is used to manage a client's assets, our fees for investment management services, as well as the Independent Manager's fees, will typically be deducted by the Independent Manager pursuant to the authority granted by the client in our investment advisory agreement or in the Independent Manager's agreement, as applicable. The Independent Manager programs we recommend assess fees in different ways. For example, accounts managed by SIMC will generally be billed quarterly in arrears based on the average daily balance of assets in the client's accounts allocated for management by SIMC. Accounts managed by CNR will generally be billed quarterly in advance based on the value of assets in the client's accounts as of the last business day of the previous quarter. If a client's assets are managed by an Independent Manager, the client will be provided with a copy of the chosen Independent Manager's Form ADV Part 2, Privacy Policy Notice and other applicable disclosure documents detailing the Independent Manager's fees and how fees are billed.

### 3. Retirement Plan Advisory Service Fee Assessments

Fees for retirement plan advisory services to trustee-directed retirement plan sponsors are billed in the same manner as our fees for investment management services as described above. Fees for retirement plan advisory services to participant-directed retirement plan sponsors are billed in one of five ways:

(1) Fees are billed quarterly in advance. The fee assessment is based on the value of the account as of the close of trading on the last business day of the previous quarter (e.g., January through March billing statements are transmitted January 1 based on value of asset as of December 31). For subsequent additions into the account during the quarter, no partial billings will be made. Likewise, no refunds will be given on partial withdrawals taken during the quarter. Upon termination, the client is entitled to a pro-rated refund of unearned fees for the quarter. If the account does not contain sufficient funds to pay advisory fees, Prosperity has limited authority to sell or redeem securities in sufficient amounts to pay advisory fees. Upon initial implementation of the portfolio, advisory fees will be charged in advance upon establishment of the value of the portfolio based upon the proportion of the number of days remaining in the quarter;

(2) The amount of the fee is determined by applying the specified percentage to the average daily balance of the Investable Assets of the Plan for the calendar days in the applicable quarter or portion thereof. Fees will be extracted from all participant accounts on a pro-rata basis or equal-per-participant basis, as specified by the Plan Sponsor. The target fee extraction date is the last business day of the quarter or as soon as administratively feasible.

(3) The amount of the fee is determined by applying the specified basis points percentage to the monthly ending balance of the Investable Assets of the Plan. Fees will be extracted from all participant accounts with an invested balance on a pro-rata basis and will be processed on the last business day of the month or as soon as administratively feasible.

(4) The amount of the fee is determined by applying the specified basis points percentage to the quarterly ending balance of the Investable Assets of the Plan. Fees will be extracted from all participant accounts with an invested balance on a pro-rata basis.

(5) The fee is calculated for each plan participant using the periodic average daily balance of a participant's account multiplied by the annual basis point fee rate. Fees are charged to participant accounts periodically (generally monthly). The final payment for a plan is the sum of the fees collected for each participant in the plan during the payment period.

### 4. Financial Education Seminars

We do not charge for our financial education seminars.

### Other Fees & Expenses

Clients may also incur additional fees and expenses related to management of their investments. These fees include, but are not limited to, fees charged by the Independent Managers, mutual fund ticket charges, brokerage transaction costs, deferred sales charges on previously purchased mutual funds, account maintenance fees, clearing costs, and other legal or transfer fees. Notwithstanding the foregoing, if Prosperity recommends a wrap fee program sponsored by an Independent Manager for client's accounts, fees charged for the execution of transactions in client's accounts will generally be paid to the custodian by the Independent Manager. We receive a portion of the wrap fee for our services. Clients who participate in a wrap fee program will be provided with the wrap fee sponsor's ADV Part 2A or Appendix 1 brochure and are encouraged to carefully review those documents.

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Mutual funds generally charge a management fee for their services as investment managers. The management fee 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. Mutual funds may also charge 12b-1 distribution charges. The 12b-1 distribution charges are typically 0.25% annually.

Prosperity will recommend both “no-load” and “load” mutual funds. The load mutual funds typically have a front-end sales charge; however, the sales charge is waived when purchased in a managed account. However, the 12b-1 distribution charges will still apply. Advisory fees are not reduced to offset the 12b-1 distribution charges and Prosperity does not receive any portion of the 12b-1 fees. Whenever possible, we offer institutional mutual funds which do not charge 12b-1 fees and offer lower internal expenses. Supervised persons of Prosperity receive 12b-1 fees and commissions in their separate capacities as registered representatives of a broker-dealer. For a full discussion of this conflict of interest, as well as how it is addressed, please see Item 5 - Other Compensation below.

All aforementioned fees and charges pertaining to mutual funds are disclosed in the fund’s prospectus and will vary between fund families.

For accounts maintained at Schwab, in addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek best execution of client trades in client accounts maintained at Schwab. Please see Item 12 for more information regarding brokerage practices.

The broker-dealers, mutual fund companies, and other custodians who provide services for your account charge these fees (“third-party fees”) and clients are responsible for payment of all third-party fees and expenses. It is important to note that the advisory fees paid to Prosperity are separate and distinct from the maintenance fees and transaction expenses charged by these third parties. Please refer to *Brokerage Practices* section (Item 12), for more information regarding our brokerage custodian.

#### Refund Policy

Either party may terminate the advisory agreement at any time upon advance written notice. Upon receipt of a termination request, Prosperity will assess fees pro rata to the date of termination and any unearned portion of prepaid fees, as applicable, will be refunded within fourteen (14) business days.

#### Other Compensation

The investment adviser representatives of Prosperity may also be registered representatives of DAI Securities, LLC (CRD No. 36673) (“DAIS”), a registered broker-dealer (member of FINRA and SIPC), or licensed insurance agents. Accordingly, our representatives also earn compensation for the sale of securities, insurance or other investment products, which include asset-based sales charges or service fees from the sale of mutual funds.

##### 1. Conflicts of Interest

Prosperity’s fees are based upon a percentage of the assets we advise upon. We do not charge an advisory fee on products on which our representatives earn commissions in their separate capacities as registered representatives or insurance agents. This avoids some of the conflicts of interest associated with recommending investment or insurance products with commission-

based compensation. Nevertheless, our representatives still have a financial incentive to recommend commission-based products based upon the compensation to be received by that product.

We manage the conflict of interest involved with the sale of insurance products by (1) requiring all representatives who are licensed to offer insurance products to our clients to assure that the recommendation to purchase insurance products is in the client's best interest; (2) requiring all representatives to seek prior approval of any outside employment activity so that we may ensure that any conflicts of interest in such activities are properly disclosed; and (3) fully disclosing to a client when a particular transaction will result in the receipt of commissions or other associated fees. Insurance products may be available through other channels and as a client you are not obligated to purchase insurance products recommended by our representatives.

We manage the conflict of interest involved with dual registration and the receipt of advisory fees and commissions by (1) conducting periodic suitability reviews on our clients' portfolios; (2) not charging an advisory fee for any investment product as to which our supervised persons receive a commission or asset-based sales charge in their separate capacities as registered representatives; and (3) disclosing all commissions and asset-based sales charges before any such transaction is executed. To further mitigate this conflict of interest, financial planning clients may be recommended products or services based on a financial plan in order to help achieve the client's stated goals and objectives. (Please also review Item 10, Financial Industry Activities and Financial Industry Affiliations).

Advisory fees are based on a percentage of assets, which can still lead to conflicts of interest between the Firm and our client. This is because the more assets there are in the client's account, the more the client will pay in fees. Therefore, we have an incentive to encourage clients to increase the assets in their accounts. Similar conflicts of interest arise when we recommend how much a client should maintain in a non-managed cash account. We address these conflicts of interest by ensuring any such recommendations are in the client's best interest.

Some of our investment adviser representatives who are also registered representatives of DAIS have additional incentives in the form of production incentives for reaching certain predetermined production thresholds for managed asset revenue and brokerage commission revenue. Please review Item 14, Client Referrals and Other Compensation, for a detailed discussion of these benefits and the associated conflicts of interest, including how they are addressed by the Firm.

When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act and/or the Internal Revenue Code, as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. A conflict of interest arises when we advise clients to roll over assets from a retirement plan or Individual Retirement Account ("IRA") to a managed account with the Firm. A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an IRA, or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If we recommend that a client roll over their retirement plan or IRA assets into an account to be managed by Prosperity, such a recommendation creates a conflict of interest as we will earn a new (or increase our current) advisory fee as a result of the rollover. We address this conflict of interest by reviewing any such recommendation to ensure it is in the best interest of the client. No client is under any obligation to roll over retirement plan or IRA assets to an account managed by us.

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Prosperity remains committed at all times to act in our clients' best interests, disregarding any impact of the decision upon the Firm.

2. Non-Exclusive Investment Products

The investment products offered by the Firm are available through other registered representatives or broker-dealers not affiliated with Prosperity or DAIS. As a prospective client or client, you are not obligated to purchase investment products recommended by supervised persons of the Firm.

3. Commissions Revenue

The Firm's investment adviser representatives who are also registered representatives of DAIS earn revenue from commissions. In addition, approximately 1% of the Firm's revenue is derived from the sale of commission-based insurance products. We do not charge an advisory fee on insurance product assets for which we have received a commission.

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## **PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT (Item 6)**

Prosperity does not charge performance-based fees and we do not conduct side-by-side investment management services.

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## **TYPES OF CLIENTS (Item 7)**

Prosperity manages investments for many different types of clients. We generally provide advice to individuals, high net worth individuals, 401(k) plans, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities not listed above.

Prosperity generally requires a \$500,000 minimum account size for investing with us. Certain Independent Managers may impose more restrictive account requirements and billing practices from the Firm.

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## **METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS (Item 8)**

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

Prosperity relies upon information received from the client regarding time horizons, risk tolerance, and financial goals and objectives in developing an investment plan for that client. Each client executes a Plan that documents their objectives and their desired investment strategy.

A tremendous amount of academic research concludes that asset allocation - not market timing or stock selection - is the primary determinant of variation in portfolio returns. Asset allocation is an investment discipline that apportions your investment dollars among specific categories of assets, such as stocks, bonds, and real estate. Prosperity allocates and diversifies the client's assets among various asset classes and then among individual investments, as outlined in each client's written Investment Policy Statement.

Portfolios generally consist of, but are not limited to, money market funds, mutual funds, institutional mutual funds, stocks, bonds, unit investment trusts, exchange traded funds, certificates of deposit, and structured notes.

The main sources of information for security analysis include commercially available investment information and evaluation services, financial newspapers and journals, academic white papers and research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that Prosperity may use include Morningstar information and stock information, FactSet, fi360 and the World Wide Web. Security analysis methods may include both fundamental and technical analysis.

In recommending Independent Managers, Prosperity evaluates a variety of information, including the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses we believe are reputable. To the extent possible, we seek to assess the Independent Managers' investment strategies, past performance and risk results in relation to our clients' individual portfolio allocations and risk exposure. We also take into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

#### Material Risks of Methods of Analysis and Investment Strategies

##### **Investing in securities involves risk of loss that clients should be prepared to bear.**

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, among others:

- **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 is eroding 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. Generally, 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. Some securities are highly liquid while others are highly illiquid. Illiquid investments carry more risk because it can be difficult to sell them.



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- **Financial Risk:** Excessive borrowing to finance a business' operations decreases 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.
  - **Independent Manager Risk:** As stated above, the Firm selects certain Independent Managers to manage a portion of its clients' assets. In these situations, we continue to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, we do not have the ability to supervise the Independent Managers on a day-to-day basis. Finally, in certain instances, the agreement between Prosperity and Independent Managers may limit the Independent Manager's liability with respect to advice provided to the client's account or otherwise limit the client's rights.
  - **Price Deterioration for Non-Discretionary Clients:** When Prosperity makes a decision to invest in or sell out of a particular investment, the Firm will generally communicate to its non-discretionary clients and explain the recommendation. Transactions will be effected only for discretionary clients and those non-discretionary clients that have approved a purchase or sale. Non-discretionary clients who delay communicating their approval for a purchase or sale to the Firm will have their transaction executed later and possibly at a less favorable price than other clients, if the market conditions for the recommended security deteriorate.
  - **Cybersecurity Risk:** Prosperity's information and technology systems may be vulnerable to damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches, usage errors by its professionals, power outages and catastrophic events such as fires, tornadoes, floods, hurricanes and earthquakes. Although we have implemented various measures to manage risks relating to these types of events, if these systems are compromised, become inoperable for extended periods of time or cease to function properly, we may have to make a significant investment to fix or replace them. The failure of these systems and/or of disaster recovery plans for any reason could cause significant interruptions in our operations and result in a failure to maintain the security, confidentiality or privacy of sensitive data, including personal information relating to Client accounts. Such a failure could harm Prosperity's reputation or subject it or its affiliates to legal claims and otherwise affect their business and financial performance. Any failure of our information, technology or security systems could have an adverse impact on its ability to manage the client accounts referred to herein.
  - **Economic Conditions Risk:** Changes in economic conditions, including, for example, interest rates, inflation rates, currency and exchange rates, industry conditions, competition, technological developments, trade relationships, political and diplomatic events and trends, tax laws and innumerable other factors, can affect substantially and adversely the investment performance of a client's account. Economic, political and financial conditions (including military conflicts and financial sanctions), or industry or economic trends and developments, may, from time to time, and for varying periods of time, cause volatility, illiquidity or other potentially adverse effects in the financial markets. Economic or political turmoil, a deterioration of diplomatic relations or a natural or man-made disaster in a region or country where Prosperity's clients' assets are invested may result in adverse consequences to such clients' portfolios. None of these conditions is or will be within the control of Prosperity, and no assurances can be given that we will anticipate these developments.
  - **Epidemic Risk:** An epidemic outbreak and reactions to such an outbreak could cause uncertainty in markets and businesses, including Prosperity's business, and may adversely affect the performance of the global economy, including causing market volatility, market

and business uncertainty and closures, supply chain and travel interruptions, the need for employees and vendors to work at external locations, and extensive medical absences. Prosperity has policies and procedures to address known situations, but because a large epidemic may create significant market and business uncertainties and disruptions, not all events that could affect our business and/or the markets can be determined and addressed in advance.

- **Regulatory/Legislative Developments risk:** Regulators and/or legislators may promulgate rules or pass legislation that places restrictions on, adds procedural hurdles to, affects the liquidity of, and/or alters the risks associated with certain investment transactions or the securities underlying such investment transactions. Such rules/legislation could adversely affect the value associated with such investment transactions or underlying securities. Future legal, tax and regulatory changes could occur that may adversely affect business and require additional reporting for registered investment advisors. The SEC, other regulators and self-regulatory organizations and exchanges have taken various extraordinary actions in connection with market events and may take additional actions. Registered investment advisers may also be adversely affected by changes in the enforcement or interpretation of existing laws, rules and regulations, including tax laws, by federal, state and non-U.S. agencies, courts, authorities or regulators.
- **Custody Risk.** Prosperity is required to maintain certain client assets with a qualified custodian. Clients may incur a loss on securities and cash held in custody in the event of a custodian's or sub-custodian's insolvency, negligence, fraud, poor administration or inadequate recordkeeping. Generally, deposits maintained at a bank do not become part of a failed bank's estate however, the Firm's operations could be impacted by the bank's insolvency in that there may be a delay in access to liquidity, trade settlement, delivery of securities, etc. Establishing multiple custodial relationships could mitigate custodial risk in the event of a bank failure.
- **Exposure to Material, Non-Public Information Risk:** From time to time, Prosperity's employees receive material, non-public information with respect to an issuer of publicly traded securities resulting from professional and/or personal channels. In such circumstances, our clients may be prohibited, by law, and policies and procedures for a period of time from (i) unwinding a position in such issuer, (ii) establishing an initial position or taking any greater position in such issuer, and (iii) pursuing other investment opportunities related to such issuer.
- **Counterparty Risk.** Prosperity and/or its clients may be subject to credit and liquidity risk with respect to the counterparties. Exposure to credit and liquidity risk from counterparties can occur through a wide range of activities when dealing with, including but not limited to, service providers, banks, brokers, insurance providers, trading counterparties, or other entities. Should a counterparty become bankrupt or otherwise fail to perform its obligations under a contract due to financial difficulties, there may be significant delays in obtaining any or limited recovery under a contract in a bankruptcy court or other reorganization proceeding. The lack of any independent evaluation of such counterparties' financial capabilities, and the absence of a regulated market to facilitate settlement or provide access to capital will increase the potential for losses by the Firm and/or clients especially during unusually adverse market conditions.
- **Socially Responsible Investing.** Socially Responsible Investing involves the incorporation of Environmental, Social and Governance considerations into the investment due diligence process ("ESG"). There are potential limitations associated with allocating a portion of an investment portfolio in ESG securities (i.e., securities that have a mandate to avoid, when possible, investments in such products as alcohol, tobacco, firearms, oil drilling, gambling, etc.). The number of these securities may be limited when compared to those that do not maintain such a mandate. ESG securities could underperform broad

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market indices. Investors must accept these limitations, including potential for underperformance. Correspondingly, the number of ESG mutual funds and exchange traded funds are few when compared to those that do not maintain such a mandate. As with any type of investment (including any investment and/or investment strategies recommended and/or undertaken by Prosperity), there can be no assurance that investment in ESG securities or funds will be profitable, or prove successful. Prosperity does not maintain or advocate an ESG investment strategy but will seek to employ ESG if directed by a client to do so.

- **Structured Notes.** Prosperity may purchase structured notes for client accounts. A structured note is a financial instrument that combines two elements, a debt security and exposure to an underlying asset or assets. It is essentially a note, carrying counter party risk of the issuer. However, the return on the note is linked to the return of an underlying asset or assets (such as the S&P 500 Index or commodities). It is this latter feature that makes structured products unique, as the payout can be used to provide some degree of principal protection, leveraged returns (but usually with some cap on the maximum return), and be tailored to a specific market or economic view. In addition, investors may receive long-term capital gains tax treatment if certain underlying conditions are met and the note is held for more than one year. Finally, structured notes may also have liquidity constraints, such that the sale thereof before maturity may be limited.
- **Tax Risk.** Income tax costs may result from the sale of individual securities within your Account unless the Account is otherwise tax sheltered or tax deferred. Income tax costs directly reduce investment returns. Under the current income tax system, securities held less than one year that are sold at a gain (short term capital gains) are taxed at the investors highest marginal tax rate, and securities held greater than one year that are sold at a gain (long term capital gains) are taxed at reduced long term capital gains rates. Further, the potential Alternative Minimum Tax (AMT) impact of long and short-term capital gains incurred in the tax year in question should be considered. Clients are responsible for all tax liabilities arising from the sale of individual securities within their accounts.
- **Option Risks.** Investments in options involve risks different from, or possibly greater than, the risks associated with investing directly in securities and other traditional investments. These risks include (i) the risk that the counterparty to a transaction may not fulfill its contractual obligations; (ii) risk of mispricing or improper valuation; and (iii) the risk that changes in the value of the option may not correlate perfectly with the underlying asset, rate or index. Option prices are highly volatile and may fluctuate substantially during a short period of time. The purchaser of a put or call option can lose all of the cost of the option (the premium). Many options expire “out of the money,” meaning the purchaser will lose his or her premium on most options purchased. Selling puts and/or calls in a particular equity does not affect the downside risk of owning that equity, as described in “Market Risk,” above. There are additional significant risks involved in selling uncovered or “naked” puts or calls, that is, puts or calls on securities in which the client does not already own an underlying position in the security.

THIS LIST OF RISK FACTORS DOES NOT PURPORT TO BE A COMPLETE ENUMERATION OR EXPLANATION OF THE RISKS INVOLVED IN CONNECTION WITH THE FIRM'S INVESTMENT OR THE MANAGEMENT OF CLIENTS ACCOUNTS. IN ADDITION, PROSPECTIVE CLIENTS SHOULD BE AWARE THAT, AS THE MARKET DEVELOPS AND CHANGES OVER TIME, INVESTMENTS OF BEHALF OF CLIENTS ACCOUNTS MAY BE SUBJECT TO ADDITIONAL AND DIFFERENT RISKS.

#### Recommendation of Specific Types of Securities

Prosperity does not focus its advice on, or make recommendations relative to, any particular type of security. Our advice encompasses an array of securities and investment vehicles. However,

most of our investment management and advice relates to mutual funds, including exchange traded funds, unit investment trusts, and equities.

## **DISCIPLINARY INFORMATION (Item 9)**

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Neither Prosperity nor its management has been involved in legal or disciplinary events related to our advisory business.

## **OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS (Item 10)**

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### **Financial Industry Activities**

Prosperity is not a registered broker-dealer and does not have an application pending for registration as a broker-dealer. Nevertheless, some of the investment adviser representatives of the Firm are also registered representatives of DAI Securities, LLC (CRD No. 36673) ("DAIS"), a registered broker-dealer. The detailed information about each representative is described on his or her brochure. As such, they are or may be entitled to receive a portion of the commissions or other remuneration on the sale of investment products paid by our clients to DAIS. This creates a conflict of interest in that our IARs have an incentive to sell our clients investment products that will pay commissions or other forms of transaction-based compensation in their separate capacities as registered representatives of DAIS. Prosperity addresses this conflict of interest by conducting periodic suitability reviews on our clients' portfolios and by disclosing this conflict to our clients through this Brochure. To further assure that our clients' interests are protected, the Firm's policy is to fully disclose all forms of compensation before any such transaction is executed.

Prosperity receives client referrals from Charles Schwab & Co., Inc. ("CRD No. 5393") through our participation in the Schwab Advisor Network®. This arrangement and the related conflicts of interest are described below under Item 14 - Client Referrals and Other Compensation.

### **Financial Industry Affiliations**

Prosperity is not registered as, and does not have applications pending to register as, a Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor, nor are members of our management or our supervised persons registered as associated persons thereof.

### **Other Affiliations**

The Firm is also a state-licensed insurance agency, currently licensed to offer and sell insurance products for asset and income protection in the states of Maryland, Virginia and the District of Columbia. Our insurance offerings include life insurance, health insurance, disability insurance, long-term care, group life, and fixed annuities. Many of our insurance products are sold through separate and distinct vendors.

As an insurance agency, we will receive separate, yet customary compensation for insurance product sales. Acting in dual capacities (insurance agency and financial advisor) and receiving compensation as such, creates a conflict of interest. Supervised persons of Prosperity who are licensed insurance agents have also entered into commission sharing, referring agent or other similar agreements with unaffiliated third-party insurance agents or agencies to receive compensation in connection with the placement of insurance-related products by the third-party insurance agent or agency for or on behalf of clients of Prosperity. This presents a conflict of interest in that the supervised person is incentivized to recommend insurance products and the third-party insurance agent based on the compensation to be received rather than based on the client's best interest. We manage these conflicts of interest by requiring all representatives who are licensed to offer insurance products to our clients to assure that the recommendation to

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purchase insurance is in the client's best interest. We also require all representatives to seek prior approval of any outside employment activity so that we may ensure that any conflicts of interest in such activities are properly disclosed and fully disclose to a client when a particular transaction will result in the receipt of commissions or other associated fees before any such transaction is executed. This is our notification of the aforementioned conflict of interest; additional conflicts will be disclosed in writing in advance of providing other services or effecting such purchases. Insurance products may be available through other channels and as a client you are not obligated to purchase products recommended by our representatives.

The Firm is affiliated with an accounting firm, EisnerAmper LLP. "EisnerAmper" is the brand name under which EisnerAmper LLP and Eisner Advisory Group LLC, the indirect owner of Prosperity, and its subsidiary entities provide professional services. EisnerAmper LLP ("EisnerAmper") is a licensed independent CPA firm. From time to time, EisnerAmper offers accounting and tax preparation services to our advisory clients. EisnerAmper will typically receive separate compensation for accounting and tax preparation services, although said compensation may be waived at EisnerAmper's discretion. EisnerAmper's fees for tax preparation are negotiable and some clients may receive lower fees than other clients at the discretion of EisnerAmper. Fees earned by EisnerAmper for accounting and tax preparation services do not inure to the benefit of Prosperity but do, however, inure to the benefit of some of our investment adviser representatives who are licensed Certified Public Accountants with EisnerAmper. Accordingly, when we recommend EisnerAmper to advisory clients, there is a conflict of interest. This conflict is addressed by application of our policies and procedures and ensuring that recommendations are in the best interest of the client. Accounting services may be available through other channels, including less expensive services. As a client, you are not obligated to purchase accounting or tax services even if recommended by the Firm. This is our notification of the aforementioned conflict of interest; additional conflicts will be disclosed in writing in advance of providing services.

It is expected that employees of EisnerAmper, solely incidental to their respective practices as Certified Public Accountants, shall recommend Prosperity's services to certain of EisnerAmper's clients. EisnerAmper provides compensation in the form of incentive bonuses to its employees in exchange for these introductions, as well as an additional bonus for each referred client that becomes a client of Prosperity. In addition, members of EisnerAmper are entitled to gain economic benefits relative to their respective indirect ownership interests of Prosperity. This presents a conflict of interest, in that EisnerAmper employees are incentivized to recommend Prosperity to clients of EisnerAmper due to the receipt of this compensation. We address this conflict of interest by disclosing it here and ensuring that any such recommendations are in the client's best interest. The affiliation between Prosperity and the EisnerAmper employee is readily apparent or is disclosed to the prospective client at the time of the endorsement.

Eisner Advisory Group LLC ("EisnerAmper") and its subsidiary entities provide pension consulting and third-party administrator ("TPA") services to retirement plans, among other services. EisnerAmper may serve as a pension consultant or TPA to retirement plans advised by Prosperity. EisnerAmper will receive separate compensation for its pension consulting and TPA services. There is a conflict of interest when we recommend EisnerAmper to advisory clients, due to the ownership of our Firm. We address this conflict of interest by ensuring that recommendations are in the best interest of the client. Pension consulting and TPA services may be available through other channels, including less expensive services. As a client, you are not obligated to utilize pension consulting and TPA services recommended by our Firm.

Except as disclosed hereby, neither Prosperity nor its management has any arrangement or relationship that is material to its business or clients with a related person that is a broker-dealer, municipal securities dealer, government securities dealer or broker, investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), other

investment advisor or financial planner, futures commission merchant, commodity pool operator, commodity trading advisor, banking or thrift institution, accountant or accounting firm, lawyer or law firm, real estate broker or dealer, sponsor or syndicate of limited partnerships not already disclosed herein. *(Please also review Item 4 - Other Business Activities of each Brochure Supplement).*

#### Other Investment Advisers

As discussed in Item 4, above, we may enter into arrangements with Independent Managers relating to the management of certain portions of client portfolios. We have a conflict of interest in that we will only use or recommend Independent Managers that have an arrangement with our Firm and have met the conditions of our due diligence review. There may be other Independent Managers that may be suitable that we do not have an arrangement with or that may be more or less costly. To address this conflict, we consider the best interests of clients in selecting Independent Managers. You are under no obligation to utilize the services of the Independent Managers we recommend. Please refer to Items 4, 5 and 12 for further details regarding the programs, fees, and conflicts of interest when we select other investment advisers.

### **CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING (Item 11)**

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#### Code of Ethics

Prosperity, its management, and supervised persons (collectively, “personnel”) subscribe to a strict code of ethics. Our Code of Ethics is constructed to comply with the investment advisory laws and regulations that require firms to act as fiduciaries in transactions with their clients. Our inherent fiduciary duty requires that we act solely in your best interest and adhere to standards of utmost integrity in our communications and transactions. These standards ensure that your interests are given precedence. Accordingly, we have implemented policies, guidelines, and procedures that promote ethical practices and conduct by all of the Firm’s personnel. We will provide a copy of our complete Code of Ethics to any client or prospective client upon request.

#### Participation or Interest in Client Transactions

Prosperity does not recommend that clients buy or sell securities in which a related person may have a material financial interest.

#### Personal Trading

##### Proprietary Trading

We may at times, buy or sell securities for our own account that we have also recommended to clients. Prosperity will always document any transactions that could be construed as a conflict of interest. To mitigate or remedy any conflicts of interest or perceived conflicts of interest, we will monitor trading reports for adherence to our Code of Ethics.

##### Simultaneous Trading

From time to time, the Firm and its representatives may buy or sell advisory products for their own accounts at or around the same time as clients. In any instance where similar securities are purchased or sold, we will uphold our fiduciary duty by always ensuring that transactions are beneficial to the interest of our clients.

### **BROKERAGE PRACTICES (Item 12)**

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#### Selection and Recommendation

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Prosperity recommends account custodians after evaluating several factors, including but not limited to relatively low fees and expenses, execution capabilities, reputation, access to securities markets and expertise in handling brokerage support processes. We may also recommend custodians based on dual registrations or other qualifications or experience.

The Firm maintains a custodial services agreement with Charles Schwab & Co., Inc., (hereinafter, “Schwab”). Schwab is a registered broker-dealer (member of FINRA and SIPC) and we are participants in Schwab’s Institutional Services platform for Independent Investment Advisers. Schwab provides brokerage, operational support and other custodial services to the Firm. Schwab will be recommended to certain of our investment management clients as a result of our established services agreement, cost implications, operational support, and custodial services provided. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. Conflicts of interest associated with this arrangement are described below as well as in Item 14 (Client referrals and other compensation). You should consider these conflicts of interest when selecting your custodian.

Our investment adviser representatives may also maintain dual registration with DAI Securities, LLC, (CRD No. 36673) (“DAIS”), a FINRA registered broker-dealer (member of FINRA and SIPC). As a result of this affiliation, we recommend the broker-dealer services of DAIS for our non-discretionary investment management accounts. Our affiliation with DAIS is designed to maximize efficiency and cost effectiveness on behalf of our non-discretionary clients. By recommending that clients use DAIS as a broker-dealer, we seek to achieve the most favorable results relative to trading costs, allocation of funds, and rebalancing of client’s non-discretionary investments.

Due to our dual registration, certain conflicts of interest exist when recommending that clients utilize DAIS as a broker-dealer. Investment advisor representatives will receive additional compensation for transactions where such compensation is separate, distinct and in addition to compensation to the Firm. There may be situations where our investment advisor representatives receive third-party compensation as a result of their registered representative capacity. *(Please review Item 5 - Other Compensation for information regarding our conflicts of interest and advisory fee abatements).*

Investments we manage for our clients under the SEI programs are held in custodial accounts at SEI Private Trust Company (“SPTC”) pursuant to an agreement signed by each client with SPTC to receive custodial services. SPTC is a limited purpose federally registered savings association supervised by the Office of the Comptroller of the Currency, and a qualified custodian. We are independently owned and operated and not affiliated with SPTC. SPTC will hold your assets and buy and sell securities when we instruct them to. While we recommend that you use SPTC as custodian, you will decide whether to do so and open your account with SPTC by entering into an account agreement directly with them. We do not open the account for you.

Client accounts managed by CNR are maintained through CNR Securities, LLC with Pershing, LLC (“Pershing”) pursuant to an agreement signed by each client with Pershing to receive custodial services.

1. **Soft Dollar and Other Benefits**

When Prosperity uses client commissions (or markups or markdowns) to obtain research or other products or services, or obtains research or other products or services by maintaining a relationship with a custodian or maintaining a certain level of assets with a custodian, we receive a benefit because we do not have to produce or pay for the research, products or services. We also may have an incentive to select or recommend a broker-dealer based on our interest in receiving

the research or other products or services, rather than on our clients' interest in receiving most favorable execution.

Prosperity receives research or other products or services from broker-dealers in exchange for placing trades or processing securities related transactions for clients (i.e., soft dollar benefits). No client is charged for these services. The products or services received may benefit all of our customers, not just those whose assets are custodied at the broker-dealer who provides the products or services. This may result in higher transaction costs than those that would have been incurred but for the soft dollar benefits. We have determined that the transaction damages we incur and charge to you are reasonable in relation to the value of the services received.

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business servicing independent investment advisory firms like us. Through Schwab Advisor Services, Schwab provides us and our clients with access to its institutional brokerage services - trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients' accounts while others help us manage and grow our business. Schwab's support services described below are generally available on an unsolicited basis (we don't have to request them) and at no charge to us. The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Here is a more detailed description of Schwab's support services:

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit the client and the client's account.

Schwab also makes available to us other products and services that benefit us but may not directly benefit the client or its account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements);
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- Provide pricing and other market data;
- Facilitate payment of our fees from our clients' accounts; and
- Assist with back-office functions, recordkeeping and client reporting.

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

- Educational conferences and events;
- Technology, compliance, legal, and business consulting;
- Publications and conferences on practice management and business succession; and
- Access to employee benefits providers, human capital consultants and insurance providers.

Schwab provides some Firm clients with reimbursements for the transfer of account exit fees which new Firm clients must pay to transfer their accounts to Prosperity's management and its



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recommended custodian. The reimbursement for account exit fees is contingent upon additional client assets managed by Prosperity and held at Schwab. The receipt of this benefit gives us an incentive to recommend that our clients' accounts be held with Schwab. We address this conflict of interest by assuring that each recommendation of a custodian for assets managed by Prosperity, is in the best interest of the client and is consistent with our obligation of best execution.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits such as occasional business entertainment of our personnel.

The availability of services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for these services, and except for those relating to the Apex Portfolio Program, they are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. With respect to the Apex Portfolios Program, as described above under Item 4 Advisory Business, we are required to pay SWIA fees for its services in connection with the Apex Portfolios Program unless we maintain \$100 Million in client assets in accounts at Schwab that are not enrolled in the Apex Portfolios Program. This fee arrangement gives us an incentive to recommend that our clients with accounts not enrolled in the Apex Portfolio Program be maintained with Schwab. We address this conflict of interest by only recommending a client use Schwab services if it is in the client's best interest and consistent with our obligation of best execution. We no longer offer the Apex Portfolios Program to new clients.

Schwab has also agreed to pay for certain technology, research, marketing, and compliance consulting products and services once the value of our clients' assets in accounts at Schwab reaches certain thresholds, based on the expectation that we will have a certain amount of client assets at Schwab within 12 months from the date of our agreement with Schwab. This creates an incentive for us to recommend Schwab's services based on the receipt of these benefits rather than based solely on your interest in receiving the best value in custody services and the most favorable execution of your transactions, which presents a conflict of interest. Prosperity addresses this conflict by periodically evaluating and assessing whether maintaining client assets at Schwab is in our clients' best interest and consistent with our obligation to obtain best execution.

SEI Investments Management Corporation and its affiliates ("SEI") provide us with certain benefits and services to help conduct our advisory business through SEI's Independent Advisor Solutions by SEI business unit ("IAS"). Accounts held at SPTC are supported through SEI's proprietary platform known as the SEI Wealth Platform. Prosperity uses the SEI Wealth Platform and may use other technology provided by SEI or paid for by SEI to assist us in both the management of your assets and to support our business, as further described below:

1. The Platform is provided to Prosperity at no cost and generally supports the management of our client's accounts held at SEI. The Platform provides a front-office view of our client's custody accounts at SPTC and gives us the ability to submit instructions to SPTC on behalf of our clients, such as transactions, strategy changes, and general servicing of client accounts. In addition, the Platform includes access to SEI's proprietary proposal system that permits us to develop and select investment strategies for our clients to use for accounts at SPTC. The Platform also supports the processing of advisory fees for our Firm. We do not incur a cost for the Platform and are therefore incentivized to recommend SEI over other third-party managers and custodians that do charge a cost for access to a similar platform. We address this conflict of interest by ensuring any such recommendations are in the client's best interest.

2. Through the SEI BusinessWise program, SEI supports various third-party software systems that are available to assist us in managing our clients' assets held at SPTC. SEI may also provide and pay for automated workflow technologies that support the integration of these third-party systems into the Platform or to streamline our use of these third-party systems with the Platform and SEI's other systems. SEI also provides personnel for operational support to facilitate the integration of third-party software/systems that we use with the Platform to help to streamline our operations. We are eligible for these third-party software/systems-related benefits because we are actively engaged with SEI. The use of these software systems creates an incentive for us to recommend SEI over other third-party managers that do not offer this benefit. We address this conflict of interest by ensuring any such recommendations are in the client's best interest.
3. SEI may also support our use of non-integrated third-party software/systems at a reduced cost through SEI or its affiliate's arrangement with the software provider to provide discounted rates to us. Prosperity is eligible for this third-party software/systems-related benefit because we are actively engaged with SEI. The availability of the third-party discounts has created an incentive for us to recommend SEI over other third-party managers that do not offer this benefit. We address this conflict of interest by ensuring any such recommendations are in the client's best interest.

In addition to the SEI Proposal system, SEI provides investment research to assist Prosperity in making investment recommendations for our clients' accounts. This service generally consists of SEI's investment professionals reviewing our client's current investment portfolio, future goals, and potential tax impact of an investment reallocation, as provided by us to SEI, and SEI designing a proposed investment portfolio intended to meet our clients' goals constructed using SEI's investment solutions. The proposed investment portfolio is provided by SEI to Prosperity. We independently review any investment proposal designed by SEI and determine whether to recommend the investment portfolio with our client(s) and/or to implement the portfolio at SEI. This service has created an incentive for us to recommend SEI over other third-party managers that do not offer this benefit. We address this conflict of interest by ensuring any such recommendations are in the client's best interest.

As a fiduciary, we endeavor to act in our client's best interests. We may have an incentive to select or recommend Schwab, SPTC or another broker-dealer based on our receipt of these types of benefits. However, we monitor and periodically assess the totality of these benefits, including particularly those that inure directly or indirectly to our clients, to assure that the continued recommendation of Schwab or such other broker-dealer is in our clients' best interests.

We have authorized SIMC and the various portfolio managers we use in the Sub-Advised Program to effect "agency cross" transactions with client accounts to the extent permitted by law. An "agency cross" transaction is a transaction in which SIMC or one of its portfolio managers, or any person controlling, controlled by or under common control with SIMC or its portfolio managers, acts as a broker for the party or parties on both sides of the transaction. An affiliate of SIMC, or a portfolio manager may receive compensation from the other party to such "agency cross" transactions (the amount of which may vary). As a result, SIMC will have a potentially conflicting division of loyalties and responsibilities in an agency cross transaction. The client may revoke SIMC's cross-transaction authority at any time upon written notice to SIMC.

## 2. Brokerage for Client Referrals

Prosperity receives client referrals from Schwab through our participation in the Schwab Advisor Network®. We pay Schwab fees to receive client referrals through the Service, and the fees may vary according to whether the assets are maintained in custody at Schwab or not. Accordingly, we have an incentive to recommend Schwab based on our interest in receiving client referrals, rather

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than on the client's interest in receiving most favorable execution. We manage this conflict of interest by assuring that each recommendation of a custodian is in the best interest of the client and is consistent with our obligation of best execution. *(Please review Item 14 – Client Referrals and Other Compensation for more information regarding this arrangement and our conflicts of interest).*

3. Directed Brokerage

We routinely recommend that clients direct us to execute transactions through one or more specified broker-dealer(s) with which we have a pre-existing business relationship. Please be aware that by directing brokerage through one or more specified broker-dealers, we may not be able to achieve most favorable execution of client transactions, and this practice may cost clients more money.

4. Best Execution

Schwab and DAIS transmit the orders of our clients to various exchanges or market centers based on a number of factors. These include size of the order, trading characteristics of the security, favorable execution prices, access to reliable market data, availability of automated transaction processing and reduced execution costs through price or other concessions. The Firm reviews the execution of trades at each custodian used to determine whether the clients are receiving the best execution for their transactions. We will consider whether the total costs to our clients, considering all factors, including any discounted commissions and other trading costs charged to our clients by virtue of our relationships with our existing broker-dealers, are significantly affected by poor execution or execution errors. If we determine it is in the best interests of our clients to do so, we will change broker- dealers.

When buying bonds, we focus on the highest net yield (assuming credit is good). For certain bond transactions, we may utilize another broker-dealer to purchase the bonds, instead of a broker-dealer mentioned above. In these instances, we compare bids/offers from these third-party broker-dealers with the bids/offers from Schwab to determine the best value for our clients. Fees, commission, and price markups are variables in calculating the net yield, and therefore influences our purchase decisions. We go through various platforms to ensure we are securing the best net yield. We buy some of our bonds from third-party brokers because they have a better inventory and show us bonds we do not see through the custodian. In addition, with third-party brokers we may have the opportunity to negotiate the price and mark up on the bonds. We are able to negotiate price more effectively with the third-party brokers versus the custodians because the custodians are generally a pass through and are not selling from inventory. Clients shall incur a brokerage transaction fee from Schwab for any such transactions, in addition to commissions and fees charged by the third-party broker-dealer for its services. *(Please Review Item 5 – Fees and Compensation for additional information on other types of fees or expenses clients may pay in connection with our services).*

Order Aggregation

Most trades initiated by the Firm are purchases or sales of exchange traded funds or mutual funds. In those cases, order aggregation does not yield any benefit to clients. When trading stocks, we may group or aggregate orders for the benefit of multiple clients whose accounts have a need to buy or sell shares of the same stock. In these situations, it is the Firm's policy, to the extent practicable, to allocate investment opportunities to the client's accounts over a period of time and on an equitable basis relative to other clients. Under this procedure, transactions will be averaged as to price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account on any given day. We shall not receive any additional compensation or remuneration as a result of the aggregation. There is no assurance that aggregating orders into a batch trade will in all cases result in lower execution costs than would have been the case had the orders been entered separately.

Because we do not always engage in block trading when we have the opportunity to do so, sequential transactions we execute for different clients in the same security may lead to materially different prices paid for the security or received on the sale of the security. This may have the effect, either on a per-transaction basis or over the long term, of favoring some clients over others. This risk is greatly ameliorated by the fact that we typically trade in highly liquid securities and trades are routinely filled within a narrow range of prices.

## **REVIEW OF ACCOUNTS (Item 13)**

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### Periodic Reviews

Prosperity's criteria for reviewing client accounts is as follows:

1. Review of Financial Plans

The Firm prepares financial plans based on the financial data that clients provide to the Firm. Financial plans are updated on an as-needed basis. Once a client elects to revise a financial plan, a summary of the services to be rendered and relevant fees will be described in a new financial planning agreement. It is the client's responsibility to provide financial updates for information contained in the comprehensive Financial Plan and other Confidential Questionnaires.

2. Review of Investment Management Portfolios

Prosperity reviews client account activity at least quarterly. Prosperity's Wealth Advisors are responsible for client account reviews. Our reviews consist of determining whether your portfolios and strategies continue to align with your investment goals and objectives. If reallocation of investments is necessary and depending on our authority (i.e., discretionary or non-discretionary), we may either buy or sell, contact you to sell underperforming investments, or to buy new investments that are more appropriate for your investment goals and objectives.

### Intermittent Review Factors

Intermittent reviews may be triggered by substantial market fluctuation, economic or political events, or by changes in your financial status or investment objections or risk tolerance. It is the responsibility of the client to notify us of any change to financial status, investment objectives or risk tolerance (such as retirement, termination of employment, relocation, or inheritance).

### Client Reports

Prosperity may issue separate written quarterly reports regarding managed accounts to clients. The written updates may include a performance report, statement of gains and losses, or a financial markets summary. You will also receive statements at least quarterly from the account custodian detailing your account activity, holdings, and performance. We urge clients to carefully review these account statements from their qualified custodians and compare the information therein with any financial statements or information received or made available to clients through us.

## **CLIENT REFERRALS AND OTHER COMPENSATION (Item 14)**

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### Economic Benefits for Advisory Services

We receive an economic benefit from Schwab and SPTC in the form of the support products and services each makes available to us. In addition, Schwab has also agreed to pay for certain products and services for which we would otherwise have to pay once the value of our clients' assets in accounts at Schwab reaches a certain size. These products and services, how they benefit us, and the related conflicts of interest are described above under *Item 12 Brokerage Practices*.

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The availability to us of these products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Some of our investment adviser representatives who are also registered representatives of DAIS receive economic benefits from Prosperity and have additional incentives in the form of production incentives for reaching certain predetermined production thresholds for managed asset revenue and brokerage commission revenue.

This compensation structure creates a clear and direct incentive to recommend advisory management accounts and brokerage accounts based on the receipt of these payments. Furthermore, brokerage assets typically pay an upfront commission which is initially greater than the revenue generated from managed assets. In order to minimize that conflict of interest, the Firm pays a lower production incentive on brokerage assets.

Operating under both the managed asset revenue and brokerage commission revenue compensation structures also creates an incentive for an investment adviser representative to maximize his or her income by increasing revenue in one category or another, although the income-maximizing formula will differ for each adviser depending on, among other things, the proximity of the representative's revenue level to the next level that triggers a payout.

We address these conflicts of interest by disclosing them here and ensuring that any recommendations of advisory management accounts or brokerage accounts are in the client's best interest. You should review your representative's Form ADV, Part 2B Brochure Supplement to determine if they are subject to this compensation structure. These services are available through other channels, and you are not obligated to utilize the services or purchase products recommended by our representatives.

#### Compensation for Client Referrals

Prosperity receives client referrals from Charles Schwab & Co., Inc. ("Schwab") through our participation in Schwab Advisor Network<sup>®</sup> ("the Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with the Firm. Schwab does not supervise the Firm and has no responsibility for the Firm's management of clients' portfolios or our other advice or services. Prosperity pays Schwab fees to receive client referrals through the Service. The Firm's participation in the Service may raise potential conflicts of interest described below.

Prosperity pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all referred clients' accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by the Firm is a percentage of the fees the client owes to the Firm or a percentage of the value of the assets in the client's account, subject to a minimum Participation Fee. Prosperity pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to the Firm quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by the Firm and not by the client. Prosperity has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs the Firm charges clients with similar portfolios who were not referred through the Service.

Prosperity generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, the Firm will have an

incentive to recommend that client accounts be held in custody at Schwab. We address this conflict of interest by assuring that each recommendation of a custodian is in the best interest of the client and is consistent with our obligation of best execution.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of Prosperity's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, the Firm will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit the Firm's fees directly from the accounts. We address this conflict of interest by assuring that each recommendation of a custodian is in the best interest of the client and is consistent with our obligation of best execution.

For accounts of Prosperity's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from the Firm's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees.

Thus, the Firm may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. We address this conflict of interest by assuring that each recommendation is consistent with our duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for the Firm's other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Prosperity receives client referrals from certain unaffiliated third parties, including insurance agents. These third parties have entered into promotor and/or solicitor agreements governing payment of compensation for these endorsements in accordance with SEC Rule 206(4)-1. The payment of compensation to these promoters in exchange for client referrals presents a conflict of interest in that these promoters have a significant economic incentive to refer our Firm based on the compensation received. In addition, during the normal course of its business, Prosperity and its affiliates may enter into additional arrangements with these promoters under which the promoters provide additional services to Prosperity or such affiliates for additional fees. This presents an additional incentive on the part of the promoters to refer clients in order to be considered for such additional arrangements. We mitigate these conflicts of interest by ensuring that any required disclosures are provided to the prospective client by the promoters at the time of the endorsement, including the material terms of the compensation arrangement.

Prosperity also receives client referrals from employees of EisnerAmper, an accounting firm affiliated with Prosperity, as further described in Item 10 – Other Financial Industry Activities and Affiliations.

Some of our investment adviser representatives receive compensation for client referrals and have entered into promotor and/or solicitor agreements with our Firm governing payment of compensation for these endorsements. The payment of compensation to our IARs who are promoters in exchange for client referrals presents a conflict of interest in that these promoters have a significant economic incentive to refer our Firm based on the compensation received. We mitigate these conflicts of interest by ensuring that any such recommendations are in the client's

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best interest. The affiliation between Prosperity and our investment adviser representatives is readily apparent or is disclosed to the prospective client at the time of the endorsement.

## **CUSTODY (Item 15)**

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### **Custodian of Assets**

Prosperity does not hold physical custody of client funds or securities. We require that qualified custodians hold client assets. These custodians are Schwab, DAIS, SPTC or Pershing as more fully described in Item 12. For more information regarding the broker-dealer custodian that services our accounts, please review the Brokerage Practices section (Item 12). The Firm has custody of client funds and securities because of our written authorization and ability to deduct advisory fees directly from clients' accounts. We also have custody due to our standing authority to make third-party transfers on behalf of our clients who have granted us this authority. This authority is granted to us by the client through the use of a standing letter of authorization ("SLOA") established by the client with his or her qualified custodian. The SLOA authorizes the Firm to disburse funds to one or more third parties specifically designated by the client pursuant to the terms of the SLOA and can be changed or revoked by the client at any time. We have implemented the safeguard requirements of SEC regulations by requiring safekeeping of your funds and securities by a qualified custodian. We have further implemented procedures to comply with the requirements outlined by the SEC in its February 21, 2017 No-Action Letter to the Investment Adviser Association.

### **Account Statements**

The qualified custodian of each client account sends or makes available, on a quarterly basis or more frequently, account statements directly to each client. Clients also have accessibility to their brokerage accounts via secure login with the respective custodians. We urge clients to carefully review these account statements from their qualified custodians and compare the information therein with any financial statements or information received or made available to clients through us.

## **INVESTMENT DISCRETION (Item 16)**

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### **Discretionary Authority**

For those clients who so choose, Prosperity will exercise limited discretionary authority in order to supervise and direct the investments of client's accounts. This authority is granted upon execution of our investment management agreement. Discretionary authority is for the purpose of making and implementing investment decisions without prior consultation with clients. Investment decisions are made in accordance with your stated investment objectives and you may at any time during our engagement advise the Firm in writing of limitations that you would like to impose on our authority. You may impose limitations on securities in specific industries or countries, etc., and dollar amounts or percentage of, investments in the foregoing. Some clients prefer not to grant such discretionary authority.

### **Non-Discretionary Authority**

Clients may also request that we manage their investments on a non-discretionary basis. This means that we will seek your consultation prior to implementing investment decisions.

## **VOTING CLIENT SECURITIES (Item 17)**

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Prosperity and its representative do not participate in proxy voting on behalf of clients, however, certain Independent Managers recommended by Prosperity may do so. Except with respect to those proxies voted by Independent Managers, as applicable, clients are responsible for directing their own proxies solicited by issuers of securities. In doing so, you are responsible for making elections relative to mergers, acquisitions, tender offers, bankruptcy proceedings and other type events pertaining to the securities in your account. You will receive proxy and other solicitation information by mail from the account custodian. Please follow the instructions for proxy voting included in the mailing. Prosperity will not routinely provide advice on tender offers but may provide advice on tender offers at the Firm's sole discretion, on either a solicited or unsolicited basis, for no additional fee. If Prosperity does provide advice on some tender offers, that does not obligate the Firm to provide advice on all tender offers.

## **FINANCIAL INFORMATION (Item 18)**

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### **Balance Sheet Requirement**

Prosperity does not require or solicit prepayment of more than \$1200 in advisory fees, six (6) months or more in advance and therefore is not required to submit a balance sheet.

### **Discretionary Authority, Custody of Client Funds or Securities and Financial Condition**

Prosperity does not have any financial condition that will impair our ability to meet our contractual commitments to clients.

### **Bankruptcy Petition Filings**

Prosperity has not been the subject of a bankruptcy petition at any time during the past ten (10) years.