

# **BROCHURE**

**Cover Page (Item 1)**

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## **The Prosperity Consulting Group, LLC**

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**May 13, 2015**

This Brochure provides information about the qualifications and business practices of The Prosperity Consulting Group, LLC. It contains information that you should consider before becoming a client of our firm.

The information contained herein has not been approved or verified by any governmental authority. Our firm is an SEC registered Investment Adviser Firm. Registration of an Investment Adviser does not imply a certain level of skill or training, only that we have filed the appropriate registration documents in the proper jurisdictions and with the respective governmental entities.

Additional information about The Prosperity Consulting Group can be found on the Investment Adviser Public Disclosure Website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Prosperity Consulting Group's IARD No. is 133777.

A "Brochure Supplement" for each Investment Adviser Representative of our firm is also included with this document. This Brochure is not complete without a Brochure Supplement.

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

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***This version of our Brochure, dated May 13, 2015 is an interim updating amendment. The following are the material changes since our last annual update filing on March 2015.***

1. Since our firm manages over \$100 Million in assets under management, we are required to withdraw registration from state securities authorities (Florida, Maryland and Virginia) and apply for registration with the Securities and Exchange Commission (SEC). If you receive this Brochure, then our application with the SEC has been accepted. Registration with the SEC does not imply any particular level of skill or training. We have reviewed and amended our firm's procedures to ensure they comply with SEC requirements. While this registration subjects the firm to additional regulatory requirements, our commitment to client service remains the same.

***In addition, the following are the material changes since our last annual update of March 2014:***

1. We added Brochure Supplements for one new investment adviser representative: Roger Richardson. In the future, we distribute to each client only those Brochure Supplements of certain advisers associated with their accounts. Other Brochure Supplements are available upon request;
2. We added a new level of advisory fees we charge (0.85%) on a tiered basis for all assets over \$5,000,000. We also added a statement that the fee to be charged on a tiered basis for assets over \$10 million is negotiable;
3. We enhanced our discussion in Items 5 (Fees and Other Compensation) and 10 (Other Industry Affiliations) of the other types of compensation received by some of our investment adviser representatives for the sale of securities and insurance products. We also discuss the conflicts of interest created by the receipt of said compensation and how we address said conflicts.

If you have any questions about this Brochure, please contact us by telephone at 410-363-7211 or by email to [info@prosperityconsult.com](mailto:info@prosperityconsult.com)

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William C. Martin, Jr., CPA	
Erin M. Ansalvish, MBA	
Lauren M. Rebbel, CFP®	
Harold L. Mohn, Jr., CPA	
Roger M. Richardson	

## **ADVISORY SERVICES (Item 4)**

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### **About Our Business**

The Prosperity Consulting Group, LLC (hereinafter, “we”, “our”, the “Firm”, or “Prosperity Consulting Group”) is a wealth management company 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.

Located in Owings Mills, Maryland, we have been managing the wealth of our clients since 2005. Donald N. Hoffman is the majority owner of our firm. Donna Gestl is the other managing principal of our firm. We have seven (7) investment adviser representatives on our staff: Mr. Hoffman, Ms. Gestl, William C. Martin, Jr., Erin M. Ansalvish, Lauren M. Rebbel, Roger Richardson, and Harold L. Mohn, Jr. Donna C. Gestl is our firm’s Chief Compliance Officer.

We have also opened an office in Olney, Maryland, specifically at 2911 Olney Sandy Spring Road, Suite E, Olney, Maryland 20832. At present, Harold Mohn is an investment adviser representative working from that office.

We also have an office in Rockville, Maryland, specifically at 1803 Research Boulevard, Suite 215, Rockville, Maryland 20850. At present there are no full-time or other employees of the Firm working at or from that office; rather, the Firm’s employees and investment adviser representatives that work out of the main office in Owings Mills, Maryland utilize the Rockville, Maryland office from time to time.

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. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

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 simple 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 The Prosperity Consulting Group 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, The Prosperity Consulting Group 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. A written plan will then be presented along with an outline of suggestions to improve the client’s current financial situation as

well as suggested steps to help the client reach his, her or its investment goals.

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 The Prosperity Consulting Group 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 The Prosperity Consulting Group or with any other firm) any or all of the suggestions as outlined in the financial plan. Implementation is solely at the client's discretion. Clients have the option to purchase investment and insurance products recommended by The Prosperity Consulting Group through other brokers and agents unaffiliated with The Prosperity Consulting Group. It is the responsibility of the client to notify The Prosperity Consulting Group of any changes to their financial situation or objectives that may impact the focus of the financial plan. The Prosperity Consulting Group typically assists the client with implementation of the financial plan through its relationships with Triad Advisors, Inc. or Schwab Advisor Services, a division of Charles Schwab & Co., Inc., and Rochdale Investment Management, a third-party manager.

## 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 mutual funds and exchange traded funds and over-the counter equity and other securities.

The Prosperity Consulting Group 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;
- Portfolio adjustments are made as appropriate to reflect significant changes in any or all of the above relevant variables.

The client, with assistance from The Prosperity Consulting Group, will fully and accurately complete a Risk Profile Questionnaire in the form provided by The Prosperity Consulting Group describing the client's financial situation, investment objectives, time horizon, risk tolerance and investment preferences. The client will promptly notify The Prosperity Consulting Group of any material changes in the information furnished by the client in the profile or information that is otherwise material to the client's financial situation, investment objectives, time horizon, risk tolerance and investment strategy. The Prosperity Consulting Group will utilize the profile in rendering services to the client. Upon receipt of the client's profile, The Prosperity Consulting Group and the client will determine the appropriate portfolio type based on results of the Risk Profile Questionnaire. The client and The Prosperity Consulting Group may choose to exclude certain asset classes from their portfolio or choose to disregard the Risk Profile Questionnaire for the portfolio type indicated. The currently available portfolio types are designated as Ultra-Conservative, Conservative, Moderate, Growth, and Aggressive Growth. Portfolio types may be changed or created from time to time by The Prosperity Consulting Group. The portfolios may consist of, but are not limited to, money market funds, mutual funds, institutional mutual funds, stocks, bonds, unit investment trusts, 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. The Prosperity Consulting Group will monitor market conditions and the performance of the client's portfolio, communicate necessary changes to the client and reposition assets as needed. The client will notify The Prosperity Consulting Group of any changes in their investment objectives.

The Prosperity Consulting Group manages accounts on a discretionary basis with the client's express written authorization. For discretionary clients, the Prosperity Consulting Group, LLC 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.

If the client elects to have their accounts managed on a non-discretionary basis, the client will be consulted and approval will be obtained from the client prior to any transactions or reallocation of assets or holdings.

### 3. Third-Party Investment Management

We may determine that opening an account with a professional third party investment manager is in the client's best interests. We also analyze and recommend advisory platforms of other investment advisers with managed strategies to meet the investment needs of our clients. The money manager selected under this program will have discretion to determine the securities to buy and sell within the account, subject to reasonable restrictions imposed by the client. We will not manage or obtain discretionary authority over the assets in the accounts participating in these programs. We will, however, monitor the third-party money manager's strategies to ensure that its objectives remain aligned with the investment objectives and risk tolerance of our clients. *(Please review Item 10, Other Investment Advisers for additional details regarding programs)*

### 4. Retirement Plan Advisory Services

We serve as an adviser to retirement plans, providing both fiduciary and non-fiduciary services. Our services include providing non-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. We may also assist the client with the selection of investment options consistent with the investment option selection provisions of ERISA section 404(c) and the regulations thereunder, assist the client in the development of an investment policy statement (IPS), assist in monitoring investment options by preparing periodic investment reports, meet with client on a periodic basis to discuss the reports and the investment recommendations, provide non-discretionary investment advice to the Plan Sponsor with respect to the selection of a qualified default investment alternative ("QDIA") and assist in the education of the participants in the Plan about general investment principles and the investment alternatives available under the Plan. We also assist 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.

### 5. 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. Client 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

The Prosperity Consulting Group is not a sponsor of, or participant in, any wrap fee program(s).

### Assets Under Management

As of January 16, 2015, we managed \$107,881,000 in client assets on a discretionary basis.

## **FEES AND COMPENSATION (Item 5)**

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### Advisory Fees

The Prosperity Consulting Group is compensated by a combination of hourly charges, fixed fees, a percentage of the assets we manage, and a percentage of the assets directly managed by other firms. Our fees for services are as follows:

1. Financial Planning Fees

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 \$275.00 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" fee. This fee is 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 The Prosperity Consulting Group 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.

2. Investment Management Services

Our Investment Management fees are outlined in our Investment Advisory Agreement. In some instances, the fee may be negotiable. Our standard fee schedule for Investment Management Services is as follows:

The Prosperity Consulting Group – Investment Management Fee Schedule

Assets Management	Annual Fee
First \$500,000	1.50%
Next \$500,000	1.10%
Next \$4,000,000	1.00%
Next \$5,000,000	.85%
Over \$10,000,000	Negotiable

**Sample Fee Calculation:**

Value of Investment \$1,000,000  
First \$500,000 (.015) [\$7,500] plus additional  
\$500,000 (.011) [\$5,500]  
Annual Fee of \$13,000 or Quarterly Fee \$3,250

Assets are aggregated by client household for purposes of determining the fee charged.

3. Third-Party Investment Management Portfolio Fees

The total management fee for portfolios managed by third-party managers does not exceed 2%. The fee to the third party money manager generally ranges from 1.00% to .35% depending on the account value (declining scale) and managed account program. The third party money manager's fees are outlined in its Brochure, management agreement and other disclosure documents, which are provided to Clients. Fees for third party manager programs may be higher or lower than if you obtained the program directly from the manager.

Currently we recommend managers available through Rochdale Investment Management. Rochdale's management fees are negotiable. Rochdale's management fees generally are as follows:



<b>Assets Management</b>	<b>Equity or Balanced Accounts – Annual Fee</b>	<b>Fixed Income Only Accounts -- Annual Fee</b>
\$0 - \$2,000,000	1.00%	0.50%
\$2,000,001 to \$5,000,000	0.80%	0.45%
\$5,000,001 to \$10,000,000	0.60%	0.40%
Over \$10,000,000	0.50%	0.35%

4. **Solicitor Fees**

For accounts managed by Rochdale we receive solicitor fees. These fees may vary depending on the size of the account and the management style or types of assets being managed. The solicitor fees paid to us may vary and generally range from .50% to 1%; the collective management fees (Rochdale's management fee and our solicitor fees) will not exceed 2%. Said fees are negotiable. Each client will be given a compensation disclosure form at the time the investment management agreement is signed that describes the amount of our solicitor fee as a percentage of the assets being managed by the third-party manager.

5. **Retirement Plan Advisory Fees**

Our management fees for retirement plan advisory services are assessed as follows:

**The Prosperity Consulting Group – Retirement Plan Advisory Fee Schedule**

<b>Assets Management</b>	<b>Annual Fee</b>
\$0 - \$750,000	0.75%
\$750,001 to \$2,000,000	0.50%
\$2,000,001 to \$5,000,000	0.35%
Over \$5,000,000	Negotiable

**Sample Fee Calculation:**

Value of Plan Assets \$1,000,000

Annual Fee \$5,000 annual fee

Plans will be reviewed annually to see if they qualify for a breakpoint in fees. Management fees are negotiable and the final fee, as agreed upon, will be outlined in our advisory agreement.

6. **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 billed quarterly in advance, meaning client invoices for advisory fees are transmitted, electronically or otherwise, at the beginning of each quarterly billing period (or shortly thereafter). 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, The Prosperity Consulting Group 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.

We customarily receive written authorization to deduct advisory fees directly from clients' accounts, although some clients may prefer to be billed directly for our fees.

**3. Third-Party Investment Management Billing**

Fees for managed account platforms are assessed quarterly in advance, meaning client invoices for advisory fees are transmitted, electronically or otherwise, at the beginning of each quarterly billing period (or shortly thereafter). 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).

**4. Retirement Plan Advisory Service Fee Assessments**

Fees for management services to retirement plan sponsors are billed in one of three ways:

(1) Quarterly in advance, meaning client invoices for advisory fees are transmitted, electronically or otherwise, at the beginning of each quarterly billing period (or shortly thereafter). 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, The Prosperity Consulting Group 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

(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.

**5. Financial Education Seminars**

We do not charge for our financial education seminars.

**Other Fees & Expenses**

Clients will also incur additional fees and expenses related to management of their investments. These fees may include, but are not limited to, no-load or non-network 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.

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.

The Prosperity Consulting Group 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 The Prosperity Consulting Group 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.

All such fees and charges on the mutual fund level will be disclosed in the prospectus of the applicable mutual fund.

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 The Prosperity Consulting Group 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, The Prosperity Consulting Group will assess fees pro rata to the date of termination and any unearned portion of prepaid fees will be refunded within fourteen (14) business days.

#### Other Compensation

The investment adviser representatives of The Prosperity Consulting Group may also be registered representatives of Triad Advisors, Inc. (CRD No. 25803) (“Triad”), a registered broker-dealer (member FINRA and SIPC). Accordingly, our representatives also earn compensation for the sale of securities or other investment products, which include asset-based sales charges or service fees from the sale of mutual funds.

##### 1. Conflicts of Interest

The Prosperity Consulting Group’s fees are based upon a percentage of the assets we advise upon. However, we do not charge an advisory fee on products on which our representatives earn commissions. This avoids some of the conflicts of interest associated with recommending investment or insurance products with commission-based compensation. Nevertheless, our representatives may still have a financial incentive to recommend commission-based products based upon the compensation to be received by that product. Advisory fees are based on a percentage of assets can still lead to conflicts of interest between our firm and our client. For example, conflicts of interest may arise when we recommend how much a client should maintain in a non-managed cash account. The Prosperity Consulting Group remains committed at all times to act in our clients’ best interests, disregarding any impact of the decision upon our firm. We manage these conflicts of interest by reviewing any commission-based product proposed in order to assure that the product is in the best interests of the client.

To mitigate conflicts of interest or perceived conflicts of interest relative to dual registration and the receipt of advisory fees and commissions, our investment adviser representative adheres to the following standards: (1) recommendations of products and services are based on an evaluation of the client’s best interest (our fiduciary duty); and, (2) we will not charge both an advisory fee for any investment or insurance product as to which we receive a commission or asset-based sales charge; and (3) all commissions and asset-based sales charges are disclosed.

##### 2. Non-Exclusive Investment Products

The investment products offered by our firm are available through other registered representatives or broker-dealers not affiliated with The Prosperity Consulting Group or Triad. As a prospective client or client, you are not obligated to purchase investment products recommended by our firm.

### 3. Commissions Revenue

Our Firm's investment adviser representatives who are also registered representatives of Triad earn significant revenue from commissions. In addition, approximately 4% of our 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.

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

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

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

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The Prosperity Consulting Group 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.

There is a minimum account investment value of \$250,000. The minimum may be waived at the sole discretion of the firm.

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

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### Methods of Analysis and Investment Strategies

The Prosperity Consulting Group 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. The Prosperity Consulting Group 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 and certificates of deposit.

The Prosperity Consulting Group will monitor market conditions and the performance of a client's portfolio, communicate necessary changes to the client and reposition assets as needed.

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 The Prosperity Consulting Group may use include Morningstar information and stock information, fi360 and the World Wide Web. Security analysis methods may include both fundamental and technical analysis.

### 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.
- **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.

#### Recommendation of Specific Types of Securities

The Prosperity Consulting Group 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, exchange traded funds and listed or over-the-counter equities.

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

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Neither The Prosperity Consulting Group 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

The Prosperity Consulting Group 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 our Firm are also registered representatives of Triad Advisors, Inc. (CRD No. 25803), 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 Triad. This creates a conflict of interest in that Prosperity and its IAR's have an incentive to sell our clients investment products that will pay commissions on other forms of transaction-based compensation. 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, Prosperity's policy is to fully disclose all forms of compensation before any such transaction is executed.

#### Financial Industry Affiliations

The Prosperity Consulting Group 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, Mississippi, Louisiana, 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. Insurance products may be available through other channels and as a client you are not obligated to purchase products recommended by our representatives. As a client, you are not obligated to purchase insurance products recommended by our firm.

Acting in dual capacities (insurance agency and financial advisor) and receiving compensation as such, creates conflicts of interest or the perception of conflicts of interest. 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.

Our firm is affiliated with an accounting firm, Hertzbach & Co., PA ("Hertzbach & Co."). Two of our investment advisor representatives, Donald N. Hoffman and William C. Martin, Jr., are licensed Certified Public Accountants with Hertzbach & Co. Mr. Hoffman is also an owner of the Hertzbach & Co. Messrs. Hoffman and Martin provide accounting, tax preparation services, and consultations related to such matters. From time to time, Hertzbach & Co. offers accounting and tax preparation services to our advisory clients. Hertzbach & Co. will receive separate compensation for accounting and tax preparation services and it does not inure the benefit of Prosperity. It does, however, inure to the benefit of some of our owners. In situations when we recommend Hertzbach & Co., there is a potential conflict of interest. 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 our firm. This is our notification of the aforementioned conflict of interest; additional conflicts will be disclosed in writing in advance of providing services.

Except as disclosed hereby, neither The Prosperity Consulting Group 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, pension consultant, 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

We currently select and recommend Rochdale Investment Management LLC as a third party money management platform for clients. Rochdale is an institutional investment advisor (third party money manager) registered with the United States Securities and Exchange Commission<sup>1</sup> ("SEC") that offers investment management services through multi-manager platforms. These platforms provide separately

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<sup>1</sup> Registration does not imply any particular level of skill.

managed portfolios and mutual fund wrap fee programs. We reserve the right to utilize additional separately managed account programs. Rochdale utilizes Pershing as its custodian for advisory accounts.

Please be advised that the fee-sharing compensation derived by our firm from referral of third party money management products and services can be significant and compensation to our firm will vary based on the third-party money management platform recommended to clients. Fee-sharing arrangements create conflicts of interest for our firm because we are recommending the services of third party money managers who have agreed to share a portion of its management fee with our firm versus other third party managers who have not agreed to pay compensation for such referrals. Due to the fee-sharing arrangements, the third-party money management fees paid to our firm may be higher or lower than if you obtain these services directly or if advisory services were obtained separately.

Moreover, conflicts of interest exist when our firm recommends third-party money managers who share a larger percentage of its management fee versus third-party money managers who share a smaller percentage or who do not share fees. To mitigate or remedy any conflicts of interest, fee-sharing arrangements are fully disclosed in this Brochure (See Item 5, Fees and Compensation and Item 14, Client Referrals and Other Compensation) and highlight in our compensation disclosure form to clients before effecting transactions.

To remain informed of conflicts and advise our clients accordingly, our Chief Compliance Officer will review these transactions periodically to assess client suitability to ensure compatibility, fee reasonableness to clients, over-concentrations with respect to any product and service offering by a particular third party money manager, and the fee-sharing arrangements for compensation that appears to extend beyond normal compensation ranges.

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

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### **Code of Ethics**

The Prosperity Consulting Group, 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 our 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**

The Prosperity Consulting Group 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. The Prosperity Consulting Group 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**

The Prosperity Consulting Group makes selection of 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 select custodians based on dual registrations or other qualifications or experience.

Our 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 our 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.

Our investment adviser representatives may also maintain dual registration with Triad Advisors, Inc., (CRD No. 25803) ("Triad"), a FINRA registered broker-dealer (member FINRA and SIPC). As a result of this affiliation, we recommend Triad for our non-discretionary investment management accounts. Our affiliation with Triad is designed to maximize efficiency and cost effectiveness on behalf of our non-discretionary clients. By recommending that clients use Triad as a custodian, 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 Triad as an account custodian or broker-dealer. Investment advisor representatives will receive additional compensation for transactions where such compensation is separate, distinct and in addition to compensation to our 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)*

#### **1. Soft Dollar Benefits**

The Prosperity Consulting Group receives research or other products or services (i.e., soft dollar benefits) from broker-dealers in exchange for placing trades or processing securities related transactions for clients. 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.

More specifically, Schwab provides the Prosperity Consulting Group with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services are contingent on our committing to Schwab a specific amount of business (assets in custody or trading commissions). Schwab also provides us access to products and services that benefit us but may not benefit each client's account specifically. Some other products and services assist us in managing and administering all our accounts custodied at Schwab.

Schwab also makes available to us other services intended to help us manage and further develop our business enterprise, such as compliance and business consulting, practice management publications and conferences, access to employee benefit providers, and other services. Schwab may discount or waive the fees it would otherwise charge to us for these products or services.

As a fiduciary, we endeavor to act in our client's best interests. We may have an incentive to select or recommend Schwab 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.



When the Prosperity Consulting Group uses client commissions (or markups or markdowns) to obtain research or other products or services, 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.

#### 2. Brokerage for Client Referrals

The Prosperity Consulting Group does not receive client referrals from broker-dealers or other third parties in exchange for using any particular broker-dealer.

#### 3. Directed Brokerage

Clients may also direct brokerage although it is not the preferred method for establishing or maintaining accounts. If clients prefer to utilize their own broker-dealer, we will notify the broker-dealer of our advisor-client relationship. Please be aware that when clients direct brokerage we may not be able to effect transactions in the most cost effective manner.

#### 4. Best Execution

Schwab and Triad, the latter through its clearing broker-dealer National Financial Services, LLC, 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.

#### 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.

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

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#### Periodic Reviews

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

##### 1. Review of Financial Plans

Our firm prepares financial plans based on the financial data that clients provide to our 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

The Prosperity Consulting Group reviews client account activity at least quarterly. Either Donald N. Hoffman or Donna C. Gestl will review all accounts. 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.

##### 3. Review of Third-Party Managed Portfolios

We review third-party managed account activity quarterly. On an annual basis, we perform a detailed review of each client's portfolio to ensure that the strategy of the portfolio aligns with the client's investment objective. This process includes reviewing the various asset classes, investment management styles, and

specified risk and return data of the portfolio. If reallocation is necessary, we may recommend different portfolios or third party managers.

#### 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

The Prosperity Consulting Group issues separate written quarterly reports regarding your 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.

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

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#### Economic Benefits for Advisory Services

For its offering of Rochdale separately managed portfolios (third party money managers) to clients, our Firm receives advisory compensation in the form of solicitor's fees. (*See Item 5, Other Investment Advisors*). This results in a potential conflict of interest. The Firm's solicitor compensation agreements comply with Rule 206(4)-3. Clients who engage us for these services will receive additional disclosure documents specifically describing the arrangement and the compensation paid to us by Rochdale.

#### Compensation for Client Referrals

The Prosperity Consulting Group does not compensate any person for client referrals.

## **CUSTODY (Item 15)**

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#### Custodian of Assets

The Prosperity Consulting Group does not hold physical custody of client funds or securities. We require that qualified custodians hold client assets. These custodians are Schwab and Triad 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). Our firm has indirect custody of client funds and securities because of our written authorization and ability to deduct advisory fees directly from clients' accounts; nonetheless, we have implemented the safeguard requirements of SEC regulations by requiring safekeeping of your funds and securities by a qualified custodian.

For a small number of accounts, our firm meets the certain conditions of direct custody as outlined in Adviser Act Rule 206(4)-2 due to management personnel who act as a trustee of and hold power of attorney for advisory accounts. Mark Topolski, a member of Prosperity Consulting Group, serves as trustee for the accounts of advisory clients managed by our firm. For those advisory accounts as to which we have direct custody, we have implemented the following safeguards:

1. Accounts held by non-affiliated qualified custodian.  
Our direct custody accounts are held by Schwab.
2. Clients received itemized statements at least quarterly from the custodian.
3. We employ an independent CPA to conduct surprise verification audits.  
An independent certified public accountant conducts a surprise audit at least annually and verifies the client funds and securities for which we have direct custody. The results of the independent verification are filed with the SEC via Form ADV-E within one hundred and twenty (120) days of the surprise examination.
4. When the account is opened, the Firm will promptly send written notification to clients advising of qualified custodian's name, address, and the manner in which the funds or securities are maintained.

The Firm is also required to send subsequent notification in the event of a custodian change, merger, or acquisition.

#### Account Statements

Although we are your adviser, your official statements are mailed or sent electronically by the account custodian. Please review these statements carefully, comparing asset values, holdings, and advisory fees on your statement to that in previously received statements, confirmations, and fee invoices.

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

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#### Discretionary Authority

For those clients who so choose, Prosperity Consulting Group 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 Advisory 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 our 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.

#### Standard Limitations

Our discretionary authority does not include taking or having possession of any assets in your account or direct delivery to us of any securities or payment of any funds held in the account. Furthermore, our authority by agreement does not allow us to direct the disposition of such securities or funds to anyone except the account owner.

#### 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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The Prosperity Consulting Group and its representative do not participate in proxy voting on behalf of clients. Our clients are responsible for directing their own proxies solicited by issuers of securities. 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.

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

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#### Balance Sheet Requirement

The Prosperity Consulting Group 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

It is customary for Prosperity Consulting Group to exercise full discretionary authority with respect to supervising and directing the investments in client accounts. Clients can also choose to have accounts managed on a non-discretionary basis. We have custody of client funds and securities due to our capacity in managing specific accounts. We have indirect custody of client funds and securities because of our authorization and ability to deduct advisory fees directly from clients' accounts. More importantly, our firm

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

**Bankruptcy Petition Filings**

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