

54 West 40th Street
New York, NY 10018

Form ADV Part 2A

Client Brochure

March 30, 2016

This brochure (“Brochure”) provides information about the qualifications and business practices of Minerva Wealth Advisory. (“Minerva or MWA”), a registered investment adviser. Registration does not imply a certain level of skill or training but only indicates that Minerva has registered its business with state and federal regulatory authorities, including the United States Securities and Exchange Commission (our SEC number is 801-107247). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

If you have any questions about the contents of this Brochure, please contact us at (914) 715-9770. Additional information about Minerva is also available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 2 Material Changes

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Item 4 Advisory Business

A. General Description of the Firm

Minerva is a Registered Investment Advisor registered with the Securities and Exchange Commission (“SEC”) formed in February, 2016. Minerva is wholly owned by Minerva Wealth Advisory, LLC, a Delaware Limited Liability Corporation. Additional information about Minerva’s products, structure and owners is provided on Part 1 of Minerva’s Form ADV which is available online at <http://www.adviserinfo.sec.gov>. We encourage visiting our website www.Minervawealth.com for additional information.

As an investment advisory firm, Minerva offers services to clients on an as needed basis. With a focus on financial planning, Minerva meets with all clients and gathers extensive information. Some clients elect to have Minerva generate a financial plan which details the client's financial profile, risk profile and investment objectives before making recommendations for future course of action. The plan may recommend additional specific professional advice from either affiliated or unaffiliated professionals such as legal, estate, tax or other issues that require specialized expertise. In that case, the client can pay a one time or hourly financial planning fee. For those Minerva client’s that wish to engage Minerva for the investment implementation phase, clients may employ an investment advisor representative of Minerva to manage specific accounts on either a discretionary or non-discretionary basis. Minerva can also employ outside advisors in a “sub-advisor” capacity to assist in the management of those accounts or a specific account. If Minerva uses other investment advisors, Minerva will discuss the advisor with the client(s) first. Some clients will choose not to engage Minerva for the asset allocation phase.

B. Summary of Minerva’s Advisory Services

Minerva Wealth Advisory LLC provides fee-only, financial planning and investment advisory services to individuals and families. Advisory services cover key areas of financial planning: budgeting, retirement planning, tax planning, estate planning, investments, insurance, education planning and employee benefits. Minerva Wealth Advisory also offers investor education courses which may be given to a private group or may be open to the public.

Portfolio and investment recommendations may be implemented by Minerva Wealth Advisory or the client may implement the portfolio in a brokerage account unrelated to MWA.

MWA will work with client’s attorney and accountant to coordinate the financial plan. MWA does not provide legal or accounting advice. Neither Minerva, nor any of its representatives, serves as an attorney or accountant. Minerva may recommend the services of other professionals

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(i.e., attorneys, accountants, insurance, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Minerva.

C. Tailored Services and Investment Restrictions

Minerva shall provide investment advisory services specific to the situation and goals of each client. Prior to providing investment advisory services, Minerva will ascertain the client's general financial condition and financial goals. The client may, at any time, impose reasonable restrictions on the selected investments. For example a client may be restrict investments to those consistent with non-financial objectives such as socially responsible investing (SRI), also known as sustainable, socially conscious, "green" or ethical investing, or any investment strategy which seeks to consider both financial return and social.

When appropriate, Minerva may employ tax-loss harvesting services, selling securities with investment losses to offset taxes due on other gains and income

D. Assets Under Management

As disclosed in Minerva's Form ADV Part 1, Minerva is a new firm and currently manages \$0 in client assets on a discretionary basis. This total is calculated using the closing U.S. market prices from January 1, 2016. Minerva does not manage assets on a nondiscretionary basis. Minerva does not participate in a wrap fee program.

Item 5 Fees and Compensation

A. Advisory Fees

Minerva charges fees for financial planning services on an hourly rate or flat rate as negotiated with the client. For portfolios managed by Minerva, fees are calculated as a percent of assets under management as described below.

Minerva hourly fee is \$300/hr. or as negotiated with Client. Flat fees for financial planning will be a minimum of \$2,500.

Services to be provided and the anticipated fee range are detailed in the written Client Agreement.

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Minerva is compensated for its advisory services by charging a fee based on the net market value of a Client's Account. Minerva reserves the right, in its sole discretion, to negotiate, reduce or waive the advisory fee for certain Client Accounts for any period of time determined by Minerva. In addition, Minerva may reduce or waive its fees for the Accounts of some Clients without notice to, or fee adjustment for, other Clients.

Minerva's advisory fees range from a high of 1.00% on an annualized basis to a low of 0.50% on a Client's aggregate assets under management. Advisory fees are charged on a quarterly basis as explained below.

Minerva will bill its fees on a quarterly basis. Clients will be billed in arrears each calendar quarter. Clients will authorize Minerva to directly debit fees from client accounts. Management fees shall be prorated for each capital contribution and withdrawal made during the applicable calendar quarter (with the exception of de minimis contributions and withdrawals). Accounts initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, and any earned, unpaid fees will be due and payable. In the very rare case that a client has pre-paid advisory fees, any prepaid, unearned fees will be promptly refunded upon account termination.

B. Other Account Fees

Minerva is a "fee only" investment advisor, and other than its advisory fee described above, neither the firm nor its employees receive or accept any direct or indirect compensation related to investments that are purchased or sold for Client Accounts. This means that Clients will not be sold products or services that create additional fees or compensation to benefit Minerva or its employees or its affiliates other than those described in this Brochure and on the Site. However, in addition to advisory fees, Clients may also pay other fees or expenses to third-parties. These third parties can include custodians, brokers and/or third party outside portfolio managers and others.

Third party fees can include investment management fees charged by outside portfolio managers, commissions on securities transactions, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer fees, electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. The issuer of some of the securities or products we purchase for Clients, such as ETFs, mutual funds or other similar financial products, may charge product fees that affect Clients. Minerva does not charge these fees directly to Clients, and does not benefit directly or indirectly from any such fees. For example, an ETF typically includes embedded expenses that may reduce the fund's net asset value, and therefore directly affect the fund's performance and indirectly affect a Client's portfolio performance or an index benchmark comparison. Expenses of an ETF may include management fees, custodian fees, brokerage commissions, and legal and accounting fees. ETF expenses may change from time to time at the sole discretion of the ETF issuer.

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

Minerva does not charge performance-based fees. Our advisory fees are only charged as disclosed above in Item 5.

Item 7 Types Of Clients

Minerva provides financial planning and investment advisory services to individuals, couples and families.

The minimum amount required to open and maintain a Minerva Account is \$50,000.00 Additional requirements for opening an Account with Minerva are described in Item 4, above.

At any time, a Client may terminate an Account, or withdraw all or part of an Account, or update her investment profile, which may initiate an adjustment in the Accounts' holdings. In that case, unless otherwise directed by the Client, Minerva will sell the securities in the Client Account (or portion of the Account, in the case of a partial withdrawal or update) at market prices at the time of the termination, withdrawal or update.

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

Minerva makes investment recommendations based on the principal that asset allocation across a diverse selection of asset classes is the primary determinant of long term results. Minerva strives to obtain exposure to market segments using index funds, enhanced index funds, and, where there is historical precedence for performance above the index benchmark, active managers. Minerva employs fundamental, long-term, buy-and-hold approaches in their investment selection and implementation strategies. Recommendations provided are based on publicly available reports, analysis, research materials, computerized asset allocation models and various subscription services. Clients must be aware that investing in securities involves risk of loss as described below.

Minerva continuously monitors our Clients' portfolios and periodically rebalances them back to the Clients' target mix in an effort to optimize returns for the intended level of risk. We consider tax implications and the volatility associated with each of our chosen asset classes when deciding when and how to rebalance.

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RISK CONSIDERATIONS

Minerva cannot guarantee any level of performance or that any Client will avoid a loss of Account assets. **Any investment in securities involves the possibility of financial loss that Clients should be prepared to bear.**

When evaluating risk, financial loss may be viewed differently by each Client and may depend on many different risk items, each of which may affect the probability of adverse consequences and the magnitude of any potential losses. The following risks may not be all-inclusive, but should be considered carefully by a prospective Client before retaining Minerva's services. These risks should be considered as possibilities, with additional regard to their actual probability of occurring and the effect on a Client if there is in fact an occurrence.

Market Risk – The price of any security or the value of an entire asset class can decline for a variety of reasons outside of Minerva's control, including, but not limited to, changes in the macroeconomic environment, unpredictable market sentiment, forecasted or unforeseen economic developments, interest rates, regulatory changes, and domestic or foreign political, demographic, or social events. If a Client has a high allocation in a particular asset class it may negatively affect overall performance to the extent that the asset class underperforms relative to other market assets. Conversely, a low allocation to a particular asset class that outperforms other asset classes in a particular period will cause that Client Account to underperform relative to the overall market.

Advisory Risk – There is no guarantee that Minerva's judgment or investment decisions about particular securities or asset classes will necessarily produce the intended results. Minerva's judgment may prove to be incorrect, and a Client might not achieve her investment objectives. Minerva may also make future changes to the investing algorithms and advisory services that it provides. In addition, it is possible that Clients or Minerva itself may experience computer equipment failure, loss of internet access, viruses, or other events that may impair access to Minerva's software based financial advisory service. Minerva and its representatives are not responsible to any Client for losses unless caused by Minerva breaching its fiduciary duty.

Volatility and Correlation Risk – Clients should be aware that Minerva's asset selection process is based in part on a careful evaluation of past price performance and volatility in order to evaluate future probabilities. However, it is possible that different or unrelated asset classes may exhibit similar price changes in similar directions which may adversely affect a Client, and may become more acute in times of market upheaval or high volatility. **Past performance is no guarantee of future results, and any historical returns, expected returns, or probability projections may not reflect actual future performance.**

Liquidity and Valuation Risk – High volatility and/or the lack of deep and active liquid markets for a security may prevent a Client from selling her securities at all, or at an advantageous time or price because Minerva and the Client's Broker may have difficulty finding a buyer and may be forced to sell at a significant discount to market value. Some securities (including ETFs) that hold or trade financial instruments may be adversely affected by liquidity issues as they manage their portfolios. While Minerva values the securities held in Client Accounts based on reasonably

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available exchange-traded security data, Minerva may from time to time receive or use inaccurate data, which could adversely affect security valuations, transaction size for purchases or sales, and/or the resulting advisory fees paid by a Client to Minerva.

Credit Risk – Minerva cannot control and Clients are exposed to the risk that financial intermediaries or security issuers may experience adverse economic consequences that may include impaired credit ratings, default, bankruptcy or insolvency, any of which may affect portfolio values or management. This risk applies to assets on deposit with any Broker utilized by Client, notwithstanding asset segregation and insurance requirements that are beneficial to Broker clients generally. In addition, exchange trading venues or trade settlement and clearing intermediaries could experience adverse events that may temporarily or permanently limit trading or adversely affect the value of Client securities. Finally, any issuer of securities may experience a credit event that could impair or erase the value of the issuer's securities held by a Client. Minerva seeks to limit credit risk by generally adhering to the purchase of ETFs, which are subject to regulatory limits on asset segregation and leverage such that fund shareholders are given liquidation priority versus the fund issuer; however, certain funds and products may involve higher issuer credit risk because they are not structured as a registered fund.

Legislative and Tax Risk - Performance may directly or indirectly be affected by government legislation or regulation, which may include, but is not limited to: changes in investment advisor or securities trading regulation; change in the U.S. government's guarantee of ultimate payment of principal and interest on certain government securities; and changes in the tax code that could affect interest income, income characterization and/or tax reporting obligations (particularly for ETF securities dealing in natural resources). Minerva does not engage in financial or tax planning, and in certain circumstances a Client may incur taxable income on her investments without a cash distribution to pay the tax due.

Foreign Investing and Emerging Markets Risk - Foreign investing involves risks not typically associated with U.S. investments, and the risks may be exacerbated further in emerging market countries. These risks may include, among others, adverse fluctuations in foreign currency values, as well as adverse political, social and economic developments affecting one or more foreign countries. In addition, foreign investing may involve less publicly available information and more volatile or less liquid securities markets, particularly in markets that trade a small number of securities, have unstable governments, or involve limited industry. Investments in foreign countries could be affected by factors not present in the U.S., such as restrictions on receiving the investment proceeds from a foreign country, foreign tax laws or tax withholding requirements, unique trade clearance or settlement procedures, and potential difficulties in enforcing contractual obligations or other legal rules that jeopardize shareholder protection. Foreign accounting may be less transparent than U.S. accounting practices and foreign regulation may be inadequate or irregular.

Inflation, Currency, and Interest Rate Risks - Security prices and portfolio returns will likely vary in response to changes in inflation and interest rates. Inflation causes the value of future dollars to be worth less and may reduce the purchasing power of an investor's future interest payments and principal. Inflation also generally leads to higher interest rates, which in turn may

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cause the value of many types of fixed income investments to decline. In addition, the relative value of the U.S. dollar-denominated assets primarily managed by Minerva may be affected by the risk that currency devaluations affect Client purchasing power.

Item 9 Regulatory Disciplinary Information

Like all registered investment advisors, Minerva is obligated to disclose any disciplinary event that might be material to any Client when evaluating our services.

We do not have any legal, financial, regulatory, or other “disciplinary” item to report to any Client. This statement applies to our firm and to every employee of our firm.

Item 10 Other Financial Industry Activities and Affiliations

Minerva does not have ownership interest in any broker dealer or qualified custodian. Minerva does maintain a custodial relationship with _____ and clients are encouraged to open and maintain their investment account(s) at _____. Minerva instructs the Clearing Firm to provide execution services for Clients’ Account transactions pursuant to the authority the Client has given under the applicable Account Agreement. In the event that the client(s) choose to maintain their account at a different brokerage house, Minerva will contact the brokerage house directly to effect transactions on behalf of our Clients.

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

Minerva’s paramount ethical, professional, and legal duty is to act at all times as a fiduciary to its Clients. This means that Minerva puts the interests of its Clients *ahead of its own*, and carefully manages for any perceived or actual conflict of interest that may arise in relation to its advisory services. Minerva has adopted a Code of Ethics, which is designed to ensure that we meet our fiduciary obligation to Clients, enhance our culture of compliance within the firm, and detect and prevent any violations of securities laws.

Minerva’s Code of Ethics is detailed in our Policies and Procedures Manual (the “Code”), which establishes standards of conduct for Minerva’s officers and employees (“Supervised Persons” as defined in the Code) and is consistent with the Code of Ethics requirements of Rule 204A-1 under the Investment Advisers Act of 1940, as amended. The Code includes general requirements that all Supervised Persons comply with their fiduciary obligations to Clients and applicable securities

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laws, and specific requirements relating to, among other things, personal trading, insider trading, conflicts of interest, and confidentiality of client information.

Each new Minerva employee receives a copy of the Policies and Procedures Manual when hired by Minerva. Minerva sends copies of any amendments to the Manual to all Supervised Persons, who must acknowledge in writing having received the Manual and the amendments. Annually or as otherwise required, each Supervised Person must confirm to Minerva that he or she has complied with all sections of the Manual and the Code during such preceding period.

Under the Code, Minerva's directors and Supervised Persons may personally invest in securities recommended for purchase/sale in client accounts. Transactions in recommended securities have been pre-approved for trading by Minerva's Managing Member based on the security's liquidity profile and structural characteristics. Supervised Persons may also buy or sell specific securities for their own accounts that are not purchased or sold for Clients. Minerva monitors the securities transactions of all Supervised Persons and investigates any unusual patterns that it detects. It also requires all Supervised Persons to report any violations of the Code promptly to Minerva's Managing Member.

Item 12 Brokerage Practices

Minerva seeks the best overall execution of transactions for Client Accounts consistent with its judgment as to the business qualifications of the various Brokers through which Minerva Accounts are available. Minerva obtains information as to the general level of commission rates being charged by the brokerage community from time to time, and will periodically evaluate the overall reasonableness of brokerage commissions paid on Client transactions by reference to such data to ensure competitive commission rates. "Best execution" means the best overall qualitative execution, not necessarily the lowest possible commission cost. Accordingly, the factors that Minerva considers when selecting or recommending Brokers are matters that directly benefit Client Accounts, and consistent with obtaining the best execution of their transactions. These factors include: execution capability and available liquidity; timing and size of particular orders; commission rates; responsiveness; trading experience; reputation, integrity and fairness in resolving disputes; quality of their application programming interfaces and technology; and other factors.

Unlike many investment advisors, Minerva does *not* engage in any "soft dollar" practices involving the receipt of research or other brokerage service in relation to client commission money, nor do we receive any research or other products in connection with Client transactions. Minerva also does not use Client commission money to compensate or otherwise reward any brokers for client referrals.

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In the interest of better trade execution, Minerva may, but is not required to, aggregate orders for a Client's Account with orders of other Clients. Minerva may aggregate securities sale and purchase orders for a Client with similar orders being made contemporaneously for other Client Accounts. In such event, the average price of the securities purchased or sold in such a transaction may be determined and a Client may be charged or credited, as the case may be, the average transaction price. As a result, however, the price may be less favorable to the Client than it would be if similar transactions were not being executed concurrently for other Accounts.

Item 13 Review of Accounts

Minerva provides all Clients with continuous access via the Site to real-time reporting information about Account status, securities positions and balances. Clients may also receive periodic e-mail communications describing portfolio performance, Account information, and product features.

Minerva reviews each Client's Account when it is opened, and continuously monitors and periodically rebalances each Client's portfolio to seek to maintain a Client's targeted risk tolerance and optimal return for the Client's risk level. Minerva also conducts reviews when material changes may have occurred to a Client's portfolio or investment objectives. We consider tax implications and the volatility associated with each of our chosen asset classes when deciding when and how to rebalance.

On a not less than biennial basis, Minerva contacts each Client to remind them to review and update the profile information they previously provided. Minerva also requests that Clients reconfirm the same information on an annual basis. Currently the Minerva team members whose tasks include supervising, arranging and responding to these notifications, confirmations and reviews are: the Chief Compliance Officer with help from Client Services.

Item 14 Client Referrals and Other Compensation

From time to time, Minerva may engage solicitors whom it pays for Client referrals. Minerva discloses this practice in writing to the affected Clients and complies with the requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended, to the extent required by applicable law.

Item 15 Custody

Minerva does not maintain custody of any Client funds or securities. Minerva provides instructions to Minerva Brokerage Corporation regarding the investment of the Client's assets.

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Each Client will receive Account information, including trade confirmations and monthly account statements, directly from his or her Broker. Each Client should carefully review this information and compare it with information provided by Minerva when they are evaluating Account performance, securities holdings, and transactions. While Minerva reviews all trading information with Brokers on a regular basis, a Client may experience differences in the information due to pending transactions, dividends, corporate actions, cash movements or withdrawals, or other activity. Only the Broker's (or other third-party's) trading confirmations and statements represent the official records of a Client's Account.

Item 16 Investment Discretion

Minerva requires that an Account Agreement be completed by a Client who decides to retain Minerva as her investment advisor. Under the terms of the Account Agreement, Minerva assumes full discretionary trading and investment authority over the Client's assets held with the Broker. This means that Minerva is given full authority under a power of attorney arrangement to select the timing, size, and identity of securities to buy and sell for the Client. Additional information about the Account Agreement can be found in Items 4 and 7, above.

Item 17 Voting Client Securities

MWA, as a matter of policy and practice, has no authority to vote proxies on behalf of advisory clients. The firm may offer assistance as to proxy matters upon a client's request, but the client always retains the proxy voting responsibility. MWA's policy of having no proxy voting responsibility is disclosed to clients in its Investment Advisory Agreement.

Item 18 Financial Information

This Item is not applicable because Minerva does not require or solicit the prepayment of any advisory fees, and does not have any adverse financial condition that is reasonably likely to impair our ability to continuously meet our contractual commitments to our Clients.

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Form ADV Part 2B Client Brochure Supplement

January 1, 2016

This Brochure Supplement provides biographical information about certain Minerva professionals. This information is in addition to the information contained in the brochure. Please contact Minerva at (914) 715-9770 if you did not receive Minerva's Brochure or if you have any questions about the contents of this Brochure Supplement. Additional information about Dalya Inhaber is available on the SEC's website at www.adviserinfo.sec.gov.

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Dalya Inhaber Ph.D., CFP® Dalya has a rich interdisciplinary background in financial planning, fixed income, investor education and economic research. Most recently, she was a financial advisor at Gerstein Fisher, a Registered Investment Advisor from October 2010 to December 2014. Dalya worked primarily with individuals and families to help them achieve their financial goals. This covered all aspects of financial planning, including investments, estate planning, tax and retirement planning. She worked on a team of three professionals which served about 120 clients.

Prior to joining Gerstein Fisher, Dalya was managing director of curriculum and programming at TIGER21, an investment club of high net worth investors. At TIGER21, she directed member education through a speakers program that addressed various aspects of wealth management including investing, family dynamics, philanthropy and legacy. Prior to that role, Dalya was vice president of municipal investment banking at PaineWebber, working with state and local governments to structure and market bond offerings to investors.

Formerly a research economist at the Federal Reserve Bank of New York, Dalya specialized in the monetary aggregates both in research projects and in weekly briefings to senior officers on the open market desk.

Dalya received a Ph.D. in economics from the University of Michigan and a B.A. in economics from the University of California at Santa Barbara. She is a CERTIFIED FINANCIAL PLANNER™ and Series 65 registered.

EXPERIENCE

GERSTEIN FISHER, New York, New York

2010 to 2014

Client Advisory Team, Private Client

Wealth advisor and senior relationship manager at RIA rated #17 on Barron's Top 100 Advisors in 2014.

- Led team of 3 professionals serving 150 families ranging between \$500,000 and \$18 million in assets under management. □ Increased assets under management year to date by 15% through referrals and deepening existing client relationships.
- Client retention rate of over 99% over 4 year period.
- Proactively developed new ways for the firm to engage clients and prospects through client events including the very popular 'Women and Investing' seminars.

TIGER 21, New York, New York

2005 to 2007

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Managing Director, Curriculum and Programming

Designed and developed program content for the premier peer to peer learning network for high net worth investors representing a total of \$6 billion in investable assets. Programs spanned all aspects of wealth management including investing, legacy, family dynamics, and philanthropy.

- Assessed and selected over 100 investment managers to include in the program.
- Doubled program content from serving 6 groups in New York City to 13 groups in New York, California and Florida; hired and trained new staff.

PAINWEBBER, New York, New York

1985 to 1992

Vice President, Municipal Investment Banking

Responsible for investment banking services and business development specializing in tax exempt bond financing of water and waste-water treatment facilities; served department's largest account, The NYC Municipal Water Finance Authority.

FEDERAL RESERVE BANK OF NEW YORK, New York, New York

1983 to 1985

Economist, Research Department

Analyzed monetary aggregates and participated in weekly briefings to senior officers at the Open Market Desk. Prepared research reports on topical issues related to the implementation of monetary policy.

PROFESSIONAL ASSOCIATIONS

FINANCIAL PLANNING ASSOCIATION OF NEW YORK

2007 to Present

Board Member and Public Relations Committee

2009 to 2013

- Coordinated FPA programs at the Science Industry and Business Library: semiannual Financial Fitness Day, coordinated weekly financial counseling program, gave presentations and counseled individuals.
- Presented and volunteered at the Annual Financial Fitness Workshop at NYU.

Pro Bono Committee

2007 to 2010

Presented financial literacy programs to financially underserved women; chaired program at Midtown Community Court.