Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2017

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A This return/report is for:
- [ ] a multiemployer plan
- [ ] a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report
- [ ] the final return/report
- [ ] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 006

1c Effective date of plan 05/01/1976

2a Plan sponsor's name (employer, if for a single-employer plan)
Mailing address (include room, apt., suite no. and street, or P.O. Box)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)

UPSTATE NIAGARA COOPERATIVE, INC.

25 ANDERSON ROAD
BUFFALO, NY 14225

2b Employer Identification Number (EIN)
16-0845625

2c Plan Sponsor's telephone number
716-892-3156

2d Business code (see instructions)
311500

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/11/2018	MICHAEL PATTERSON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor

3b Administrator's EIN

3c Administrator's telephone number

4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
a Sponsor's name
c Plan Name

4b EIN

4d PN

5 Total number of participants at the beginning of the plan year	**5**	437
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines **6a(1), 6a(2), 6b, 6c,** and **6d**).		
a(1) Total number of active participants at the beginning of the plan year	**6a(1)**	396
a(2) Total number of active participants at the end of the plan year	**6a(2)**	410
b Retired or separated participants receiving benefits	**6b**	0
c Other retired or separated participants entitled to future benefits	**6c**	67
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	477
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	4
f Total. Add lines **6d** and **6e**.	**6f**	481
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	423
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	14
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:

2E 2F 2G 2J 2K 2S 2T 3D 3H 2R

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)	[X]	Insurance
(2)	[ ]	Code section 412(e)(3) insurance contracts
(3)	[X]	Trust
(4)	[ ]	General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	[X]	**R** (Retirement Plan Information)
(2)	[ ]	**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)	[ ]	**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	[X]		**H** (Financial Information)
(2)	[ ]		**I** (Financial Information – Small Plan)
(3)	[X]	1	**A** (Insurance Information)
(4)	[X]		**C** (Service Provider Information)
(5)	[X]		**D** (DFE/Participating Plan Information)
(6)	[ ]		**G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) .....…… ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ……..... ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2017 Form M-1 annual report. If the plan was not required to file the 2017 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code_____

SCHEDULE A (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Insurance Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
UPSTATE NIAGARA COOPERATIVE, INC.

D Employer Identification Number (EIN)
16-0845625

Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions

Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

1 Coverage Information:

(a) Name of insurance carrier
THE PRUDENTIAL INSURANCE COMPANY OF AMERICA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
22-1211670	68241	062116	106	01/01/2017	12/31/2017

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		**(e)** Organization code
	(c) Amount	**(d)** Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4	Current value of plan's interest under this contract in the general account at year end	4	
5	Current value of plan's interest under this contract in separate accounts at year end	5	

6 Contracts With Allocated Funds:

a State the basis of premium rates ▶

b	Premiums paid to carrier	6b	
c	Premiums due but unpaid at the end of the year	6c	
d	If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity (3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐

7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee (3) ☒ guaranteed investment (4) ☐ other ▶

b	Balance at the end of the previous year		7b	19379370
c	Additions: (1) Contributions deposited during the year	7c(1)	2118505	
	(2) Dividends and credits	7c(2)	0	
	(3) Interest credited during the year	7c(3)	543967	
	(4) Transferred from separate account	7c(4)		
	(5) Other (specify below) ▶	7c(5)		
	(6) Total additions		7c(6)	2662472
d	Total of balance and additions (add lines **7b** and **7c(6)**).		7d	22041842
e	Deductions:			
	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)		
	(2) Administration charge made by carrier	7e(2)		
	(3) Transferred to separate account	7e(3)		
	(4) Other (specify below)	7e(4)	3095562	
	▶ COMBINATION OF BENEFITS PAID, DISBURSEMENTS FOR ADMINISTRATION, AND TRANSFERS OUT.			
	(5) Total deductions		7e(5)	3095562
f	Balance at the end of the current year (subtract line **7e(5)** from line **7d**)		7f	18946280

Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

a ☐ Health (other than dental or vision) **b** ☐ Dental **c** ☐ Vision **d** ☐ Life insurance
e ☐ Temporary disability (accident and sickness) **f** ☐ Long-term disability **g** ☐ Supplemental unemployment **h** ☐ Prescription drug
i ☐ Stop loss (large deductible) **j** ☐ HMO contract **k** ☐ PPO contract **l** ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:				
a Premiums: (1) Amount received	**9a(1)**			
(2) Increase (decrease) in amount due but unpaid	**9a(2)**			
(3) Increase (decrease) in unearned premium reserve	**9a(3)**			
(4) Earned (**(1)** + **(2)** - **(3)**)			**9a(4)**	0
b Benefit charges (1) Claims paid	**9b(1)**			
(2) Increase (decrease) in claim reserves	**9b(2)**			
(3) Incurred claims (add **(1)** and **(2)**)			**9b(3)**	0
(4) Claims charged			**9b(4)**	
c Remainder of premium: (1) Retention charges (on an accrual basis) --				
(A) Commissions	**9c(1)(A)**			
(B) Administrative service or other fees	**9c(1)(B)**			
(C) Other specific acquisition costs	**9c(1)(C)**			
(D) Other expenses	**9c(1)(D)**			
(E) Taxes	**9c(1)(E)**			
(F) Charges for risks or other contingencies	**9c(1)(F)**			
(G) Other retention charges	**9c(1)(G)**			
(H) Total retention			**9c(1)(H)**	0
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.)			**9c(2)**	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement			**9d(1)**	
(2) Claim reserves			**9d(2)**	
(3) Other reserves			**9d(3)**	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line **9c(2)**.)			**9e**	
10 Nonexperience-rated contracts:				
a Total premiums or subscription charges paid to carrier			**10a**	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.			**10b**	

Specify nature of costs.

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☒ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**2017** **This Form is Open to Public Inspection.**

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
UPSTATE NIAGARA COOPERATIVE, INC.

D Employer Identification Number (EIN)
16-0845625

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions).. . . . . [X] Yes [ ] No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

CHARLES SCHWAB & CO. INC AND AFFIL

94-1737782

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL INSURANCE CO.

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	74126	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

WESTMINSTER CONSULTING LLC

45-3679779

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50	NONE	25000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

PRUDENTIAL TRUST CO.

23-6994310

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
28 50 71 73	NONE	23408	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, $5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB & CO., INC.

94-1737782

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
33 50 71 59 62	NONE	7456	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

(a) Enter name and EIN or address (see instructions)

SCHWAB RETIREMENT PLAN SERVICES, IN

34-1479833

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 50 64	NONE	5670	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

(a) Enter name and EIN or address (see instructions)

CHARLES SCHWAB BANK

42-1558009

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
25 52 59 62	NONE	0	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

Part I Service Provider Information (continued)

3. If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received $1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation
CHARLES SCHWAB & CO AND AFFILIATES	59	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
SEE ATTACHMENT 06-1349805	SEE ATTACHMENT

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	**(b)** Service Codes (see instructions)	**(c)** Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

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(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

(a) Enter name and EIN or address of service provider (see instructions)	**(b)** Nature of Service Code(s)	**(c)** Describe the information that the service provider failed or refused to provide

Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)

(complete as many entries as needed)

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

a Name:	**b** EIN:
c Position:	
d Address:	**e** Telephone:

Explanation:

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
UPSTATE NIAGARA COOPERATIVE, INC.

D Employer Identification Number (EIN)
16-0845625

Part I **Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)**
(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2015 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-0476209-040	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2020 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-0476209-024	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2030 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-0476209-023	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2040 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-0476209-022	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER INCOME INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-0476209-026	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2050 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-0476209-027	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2025 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
02-0476209-041	C	0

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2035 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN 02-0476209-042	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2045 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN 02-0476209-043	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: MANNING & NAPIER 2055 INSTL

b Name of sponsor of entity listed in (a): EXETER TRUST COMPANY

c EIN-PN 02-0476209-044	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0

a Name of MTIA, CCT, PSA, or 103-12 IE: PRUDENTIAL CORE CONSERVATIVE BOND

b Name of sponsor of entity listed in (a): PRUDENTIAL TRUST COMPANY

c EIN-PN 23-6994310-126	**d** Entity code C	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19092048

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
UPSTATE NIAGARA COOPERATIVE, INC.

D Employer Identification Number (EIN)
16-0845625

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	9250	14250
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	116227	379726
(2) Participant contributions	1b(2)	0	1466
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)	8061	14656
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	110650	90571
(9) Value of interest in common/collective trusts	1c(9)	26040626	19092048
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	23948969	38758446
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)	3125556	3131620

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	53359339	61482783
	Liabilities			
g	Benefit claims payable	1g	9250	14250
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j		
k	Total liabilities (add all amounts in lines 1g through1j)	1k	9250	14250
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	53350089	61468533

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	2181479	
	(B) Participants	2a(1)(B)	1905181	
	(C) Others (including rollovers)	2a(1)(C)	389528	
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		4476188
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)	4285	
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		4285
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1201627	
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		1201627
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		0
	(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
	(B) Other	2b(5)(B)		
	(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		1312370
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		4086199
c Other income	2c		420113
d Total income. Add all **income** amounts in column (b) and enter total	2d		11500782
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	3343912	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		3343912
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	25000	
(4) Other	2i(4)	13426	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		38426
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		3382338
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		8118444
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DOPKINS & COMPANY LLP (2) EIN: 16-0929175

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	

			Yes	No	Amount
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		2000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i	X		
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No
If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (See ERISA section 4021.)? ..... ☐ Yes ☐ No ☐ Not determined
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year_____. (See instructions.)

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2017

This Form is Open to Public Inspection.

For calendar plan year 2017 or fiscal plan year beginning 01/01/2017 and ending 12/31/2017

A Name of plan
UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 006

C Plan sponsor's name as shown on line 2a of Form 5500
UPSTATE NIAGARA COOPERATIVE, INC.

D Employer Identification Number (EIN)
16-0845625

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions **1** 0

2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits):

EIN(s): 42-1558009

Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.

3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year **3**

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

If the plan is a defined benefit plan, go to line 8.

5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. **Date:** Month _____ Day _____ Year _____

If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.

6 **a** Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived) **6a**

b Enter the amount contributed by the employer to the plan for this plan year **6b**

c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount) **6c**

If you completed line 6c, skip lines 8 and 9.

7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ..... ☐ **Yes** ☐ **No** ☐ **N/A**

Part III Amendments

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ..... ☐ **Increase** ☐ **Decrease** ☐ **Both** ☐ **No**

Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan? ..... ☐ **Yes** ☐ **No**

11 **a** Does the ESOP hold any preferred stock? ..... ☐ **Yes** ☐ **No**

b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ..... ☐ **Yes** ☐ **No**

12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ..... ☐ **Yes** ☐ **No**

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

a Name of contributing employer

b EIN **c** Dollar amount contributed by employer

d Date collective bargaining agreement expires *(If employer contributes under more than one collective bargaining agreement, check box* ☐ *and see instructions regarding required attachment. Otherwise, enter the applicable date.)* Month _____ Day _____ Year _____

e Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14 Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	**14a**	
b The plan year immediately preceding the current plan year	**14b**	
c The second preceding plan year	**14c**	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	**15a**	
b The corresponding number for the second preceding plan year	**15b**	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	**16a**	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	**16b**	

17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐

19 If the total number of participants is 1,000 or more, complete lines (a) through (c)

a Enter the percentage of plan assets held as:
Stock: 0.0% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

b Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

c What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

UPSTATE NIAGARA COOPERATIVE, INC.
RETIREMENT PLAN

Financial Statements and Supplemental Schedule
With Independent Auditor's Report

December 31, 2017 and 2016

Dopkins & Company, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

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Dopkins & Company, LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

To the Retirement Plan Advisory Committee
Upstate Niagara Cooperative, Inc. Retirement Plan
Buffalo, New York

Report on the Financial Statements
We were engaged to audit the accompanying financial statements of Upstate Niagara Cooperative, Inc. Retirement Plan (the Plan), which comprise the statements of net assets available for benefits as of December 31, 2017 and 2016, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements
Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility
Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion
As permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Charles Schwab Bank or Prudential Insurance Company of America, the custodians of the Plan, except for comparing this information with the related information included in the financial statements. We have been informed by the Plan Administrator that the custodians hold the Plan's assets and execute transactions. The Plan Administrator has obtained certifications from the custodians as of December 31, 2017 and 2016, and for the years then ended, that the information provided to the Plan Administrator by the custodians is complete and accurate.

Disclaimer of Opinion
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

200 International Drive ▪ Buffalo, New York 14221-5794
(716) 634-8800 ▪ Toll Free (888) 634-0001 ▪ Fax (716) 634-8987 ▪ www.dopkins.com

Other Matter
The supplemental schedule, Schedule H, Line 4i – Schedule of assets (held at end of year) as of December 31, 2017, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purposes of additional analysis and is not a required part of the financial statements. This supplemental schedule is the responsibility of the Plan's management. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule.

Report on Form and Content in Compliance with DOL Rules and Regulations
The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the custodians, has been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Dopkins & Company, LLP
CERTIFIED PUBLIC ACCOUNTANTS

October 11, 2018

UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
December 31, 2017 and 2016

ASSETS	**2017**	2016
Cash	**$ 14,250**	$ 9,250
Investments:		
At fair value:		
Mutual funds	**38,758,446**	23,948,969
Self-directed brokerage accounts	**3,146,276**	3,133,617
Collective trust funds	**-**	6,574,695
	41,904,722	33,657,281
At contract value:		
Synthetic guaranteed investment contract	**18,946,280**	19,379,370
	60,851,002	53,036,651
Receivables:		
Notes receivable from participants	**90,571**	110,650
Employer	**379,726**	116,227
Participants	**1,466**	-
	471,763	226,877
Net assets available for benefits	**$ 61,337,015**	$ 53,272,778

See Notes to Financial Statements.

UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
Years Ended December 31, 2017 and 2016

	2017	2016
Additions:		
Additions to net assets attributed to:		
Investment income:		
Net appreciation in fair value of investments	**$ 5,118,287**	$ 2,057,041
Interest credited on synthetic guaranteed investment contract	**543,967**	570,312
Dividends and interest	**1,298,848**	721,725
	6,961,102	3,349,078
Interest on notes receivable from participants	**4,285**	4,854
Contributions:		
Employer	**2,181,479**	1,766,262
Participants	**1,905,181**	1,821,121
Rollovers	**389,528**	14,253
	4,476,188	3,601,636
Total additions	**11,441,575**	6,955,568
Deductions:		
Deductions from net assets attributed to:		
Benefits paid to participants or beneficiaries	**3,338,912**	3,531,679
Administrative expenses	**38,426**	35,312
Total deductions	**3,377,338**	3,566,991
Net increase in net assets available for benefits	**8,064,237**	3,388,577
Net assets available for benefits:		
Beginning of year	**53,272,778**	50,436,323
Transfer of assets out of the Plan	**-**	(552,122)
End of year	**$ 61,337,015**	$ 53,272,778

See Notes to Financial Statements.

NOTES TO FINANCIAL STATEMENTS

Note 1. Plan Description

The following description of Upstate Niagara Cooperative, Inc. Retirement Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution retirement plan sponsored by Upstate Niagara Cooperative, Inc. (the Cooperative) and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Trustees established the Retirement Plan Advisory Committee (the Committee) to be responsible for oversight of the Plan. The Committee determines the appropriateness of the Plan's investment offerings and monitors investment performance.

Eligibility:

Upon hire, non-union employees of the Cooperative and employees of its subsidiaries North Country Dairy, LLC (NCD) and Valley Farms Dairy, LLC (VFD) are eligible to participate in the Plan unless they are a leased employee or classified as a casual employee with less than one year of credited service, as defined (Eligible Employee). The Plan provides non-elective safe harbor, profit sharing and matching cooperative contributions to certain participants with one year of credited service.

During 2017 the Cooperative formed a subsidiary, Upstate Farms Cheese, LLC (UFC). In August 2017, UFC entered into a collective bargaining arrangement (CBA) with Teamsters Local No. 529 (Local 529) which provides for Cooperative non-safe harbor/non-elective contributions to employees of UFC that are members of Local 529 which have completed ninety days of eligible service, as defined.

Pursuant to a new CBA with Teamsters Local No. 264, effective January 1, 2016, employees covered by the CBA were no longer eligible to participate in the Plan. Accordingly, participant accounts covered by the CBA were transferred to the Western New York Teamsters 401(k) Plan during 2016.

Contributions:

Unless otherwise directed by the participant, participants not covered by a CBA are automatically enrolled in salary reduction contributions equal to 4% of eligible compensation, as defined, unless they affirmatively elect not to participate in the Plan. These pre-tax contributions are invested in a designated balanced fund until changed by the participant. Participants may elect an alternate salary reduction amount on a pre-tax and/or after-tax basis. Participants may also contribute amounts representing distributions from other qualified retirement plans (rollover).

Note 1. Plan Description (Continued)

Contributions (continued):

The Plan provides Cooperative matching contributions to non-union Eligible Employees equal to 50% of their salary reduction contributions limited to 4% of eligible compensation. Eligible Employees that are covered by a CBA with Teamsters Local No. 687 are provided with Cooperative matching contributions equal to 50% of their salary reduction contributions up to 6% of eligible compensation. Cooperative matching contributions amounted to $395,695 and $358,501 for the years ended December 31, 2017 and 2016, respectively.

The Plan provides non-union Eligible Employees with Cooperative profit sharing contributions and non-elective safe harbor contributions equal to 5% and 3%, respectively, of eligible compensation. Cooperative profit sharing contributions, net of amounts funded from forfeitures, amounted to $1,021,949 and $923,459 for the years ended December 31, 2017 and 2016, respectively. Cooperative non-elective safe harbor contributions amounted to $525,339 and $484,302 for the years ended December 31, 2017 and 2016, respectively.

During 2017, the Plan was amended to provide a one-time non-elective Cooperative contribution to employees covered by a CBA with the International Union of Operating Engineers Local 158S or the Teamsters Local Union No. 764 that also met certain eligibility requirements. The one-time non-elective Cooperative contribution amounted to $15,850 for the year ended December 31, 2017.

Cooperative non-safe harbor/non-elective contributions provided pursuant to the CBA with Local 529 are equal to 8% of an eligible participant's eligible compensation. In 2018, the Plan provided non-safe harbor/non-elective contributions to eligible participants based on plan year 2017 eligible compensation. This contribution amounted to $222,647 and is included in employer receivables and employer contributions in the accompanying 2017 financial statements.

Contributions are subject to certain Internal Revenue Code (the Code) limitations. Participants direct the investment of contributions into various investment options offered by the Plan.

Participants accounts:

Each participant's account is credited with the participant's contributions, Cooperative contributions, an allocation of Plan earnings and administrative expenses, reduced for benefits paid and charged directly for loan origination and benefit processing fees, if applicable. Plan earnings subject to allocation are allocated based on the investments held by the participant. The benefit to which a participant is entitled is limited to that which can be provided from the participant's vested account balance.

The Plan permits participants to convert all or a portion of the employee's pre-tax portion of their account to an after-tax basis, subject to the participant paying the related income taxes as prescribed by the Code.

Note 1. Plan Description (Continued)

Vesting:

Each participant is fully vested to the extent of participant and Cooperative safe harbor contributions and the one-time non-elective Cooperative contribution. The Cooperative's matching, profit sharing, and non-safe harbor/non-elective contributions become 20% vested after 2 years of service, with vesting increasing at 20% increments each year, thereafter, to 100% after 6 years of credited service, as defined. Vesting is immediate upon death, disability, or attainment of age 60.

Forfeitures:

The total amount of forfeited funds held in the Plan at December 31, 2017 and 2016 was $19,579 and $21,111, respectively. Forfeited non-vested amounts are first used to reduce Plan administrative expenses. Any remaining forfeited amounts are used to reduce future Cooperative contributions as prescribed by the Plan. Forfeited non-vested amounts of $25,783 and $24,592 were used to reduce Plan administrative expenses and $16,850 and $2,256 were used to reduce Cooperative contributions for the years ended December 31, 2017 and 2016, respectively.

Payment of benefits:

Upon termination of service a participant may elect to receive a benefit equal to the value of the participant's vested interest in his or her account. Normal retirement age is 65, but early retirement is permitted beginning at age 55. Benefit payments must commence no later than April 1 following the later of the attainment of age 70½ or retirement. Participants can elect to receive benefits as a single sum, installment payments or an annuity.

Notes receivable from participants:

Participants may borrow up to 50% of their vested account balance ranging from a minimum loan of $1,000 up to an amount not to exceed $50,000, subject to certain restrictions for other outstanding loans. A participant may not have more than five loans outstanding at a time. The loans are secured by the balance in the participant's account and bear interest at a rate determined by the Committee. Principal and interest is paid ratably through payroll deductions over a term not to exceed five years for general purpose loans or ten years for personal residence loans. Delinquent loans generally 90 days past due are considered to be in default.

ERISA expense account:

The Plan receives reimbursement for certain Plan expenses paid through revenue sharing arrangements with certain investment funds owned by the Plan. These reimbursements from revenue sharing arrangements are included in net appreciation in fair value of investments on the statements of changes in net assets available for benefits. Amounts received are included in a Plan administrative budget account until they are used to pay for Plan administrative expenses. Amounts included in the Plan administrative budget account at December 31, 2017 and 2016 were $10,092 and $6,809, respectively.

Note 2. Summary of Significant Accounting Policies

Basis of presentation:

The financial statements have been prepared on the accrual basis of accounting.

Investments held by a defined contribution plan are required to be reported at fair value except for the fully benefit-responsive investment contract. Contract value is the relevant measure for fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Investment valuation and income recognition:

Investments are reported at fair value (except for the fully benefit-responsive contract, which is reported at contract value). Fair value is the price that would be received to sell an asset in an orderly transaction between market participants at the measurement date. The Committee determines the Plan's valuation policies utilizing information provided by the Plan's custodians. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded when received. Net appreciation in fair value of investments includes the Plan's gains and losses on investments bought and sold, as well as held during the year.

Synthetic guaranteed investment contract:

The Plan's investment in the synthetic guaranteed investment contract with Prudential Insurance Company of America (Prudential Insurance) is a synthetic fully benefit-responsive investment contract (the Contract) and is, therefore, reported at contract value. Contract value represents Plan contributions plus earnings at crediting rates and reduced by participant withdrawals and administrative expenses as applicable.

Pursuant to the Contract, the Plan owns the underlying collective trust fund, the Prudential Core Conservative Bond Fund (the Investment Account) which is managed by Prudential Trust Company (Prudential Trust), an affiliate of Prudential Insurance. The Contract also includes a wrapper contract that provides payments to the Plan by Prudential Insurance if the fair value of the Investment Account is not sufficient to fund the contract value for qualified participant withdrawals.

The Contract accrues interest based on crediting rates in accordance with a formula that considers many factors including the fair value of the Investment Account and Contract fees. The crediting interest rate is applied using a single portfolio rate for all contributions made during a quarter and is guaranteed not to fall below 0%. Crediting rates are reviewed quarterly for resetting.

Note 2. Summary of Significant Accounting Policies (Continued)

Synthetic guaranteed investment contract (Continued):

There are no reserves against contract value for the credit risk of Prudential Insurance. Generally there are no events that limit the ability of the Plan to transact at contract value with Prudential Insurance. The Contract does not permit Prudential Insurance to terminate the agreement at an amount less than contract value. The Plan may terminate the Contract with thirty-day notice and would receive the assets of the Investment Account at fair value.

Notes receivable from participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Related fees are recorded as administrative expenses and are expensed as incurred. No allowance for credit losses has been considered necessary as of December 31, 2017 and 2016. Defaulted loans are recorded as distributions.

Payment of benefits:

Benefits are recorded when paid.

Administrative expenses:

Certain expenses of maintaining the Plan are paid directly by the Cooperative and are excluded from these financial statements. Fees related to loan origination and benefit processing fees are charged directly to the participant's account and are included in administrative expenses. The Plan also pays for certain recordkeeping fees and investment advisory fees. Investment expenses related to fund management are included in net appreciation in fair value of investments. Contract management fees are paid directly from the Investment Account.

Use of estimates:

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Subsequent events:

Subsequent events have been evaluated through October 11, 2018, which is the date the financial statements were available to be issued.

Note 3. Information Certified by the Plan's Custodians

The Plan Administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. The following table presents the assets of the Plan that have been certified by Charles Schwab Bank (Charles Schwab) or Prudential Insurance as being accurate and complete at December 31, 2017 and 2016:

	2017	2016
Cash (Certified by Charles Schwab)	**$ 14,250**	$ 9,250
Investments:		
At fair value (Certified by Charles Schwab):		
Mutual funds	**$ 38,758,446**	$ 23,948,969
Self-directed brokerage accounts	**3,146,276**	3,133,617
Collective trust funds	**-**	6,574,695
	41,904,722	33,657,281
At contract value:		
Synthetic guaranteed investment contract (Certified by Prudential Insurance)	**18,946,280**	19,379,370
	$ 60,851,002	$ 53,036,651
Notes receivable from participants (Certified by Charles Schwab)	**$ 90,571**	$ 110,650

Charles Schwab or Prudential Insurance has also certified to the completeness and accuracy of the following financial information:

	2017	2016
Investment income:		
Net appreciation in the fair value of investments (Certified by Charles Schwab)	**$ 5,118,287**	$ 2,057,041
Interest credited on synthetic guaranteed investment contract (Certified by Prudential Insurance)	**543,967**	570,312
Dividends and interest (Certified by Charles Schwab)	**1,298,848**	721,725
	$ 6,961,102	$ 3,349,078
Interest on notes receivable from participants (Certified by Charles Schwab)	**$ 4,285**	$ 4,854

Note 4. Fair Value Measurements

Accounting principles generally accepted in the United States of America establishes a framework for measuring fair value. The framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority level to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). Valuation techniques maximize the use of observable inputs and minimize the use of unobservable inputs. The three levels of the fair value hierarchy are described as follows:

Level 1 – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability; and
- inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2017 and 2016.

Mutual funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. The mutual funds held by the Plan are deemed to be actively traded.

Self-directed brokerage accounts: Primarily consist of common stocks. Common stocks are valued at the closing price reported on the active market on which the individual securities are traded.

Collective trust funds: Valued at the NAV of units of collective trust funds (CTFs). The NAV, as provided by the custodians, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities. This practical expedient is not used when it is determined to be probable that the Plan will sell the fund or any of its units for an amount different than the reported NAV. Participant transactions (purchases and sales) may occur daily.

Note 4. Fair Value Measurements (Continued)

The following tables set forth by level, within the fair value hierarchy, the Plan's investments at fair value at December 31, 2017 and 2016. The classification within the fair value hierarchy table is based on the lowest level of any input that is significant to the fair value measurement.

	2017			
	Level 1	**Level 2**	**Level 3**	**Total**
Mutual funds	**$ 38,758,446**	**$ -**	**$ -**	**$ 38,758,446**
Self-directed brokerage accounts	**3,146,276**	**-**	**-**	**3,146,276**
	$ 41,904,722	**$ -**	**$ -**	**$ 41,904,722**

	2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	$ 23,948,969	$ -	$ -	$ 23,948,969
Self-directed brokerage accounts	3,133,617	-	-	3,133,617
	$ 27,082,586	$ -	$ -	27,082,586
Collective trust funds measured at NAV [(a)]				6,574,695
				$ 33,657,281

(a) In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in the tables are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

The Plan's investments in CTFs have a daily redemption frequency; do not require a redemption notice period; and have no unfunded commitments at December 31, 2016.

Note 5. Plan Termination

Although it has not expressed any intent to do so, the Cooperative has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants will become fully vested in their accounts.

Note 6. Tax Status

The Plan is a non-standardized form of a prototype plan sponsored by Charles Schwab Trust Company. The prototype plan has received an opinion letter from the Internal Revenue Service (IRS) as to the prototype plan's qualified status dated June 19, 2014. The prototype plan opinion letter has been relied upon by this Plan. The Committee believes the Plan is designed and is currently being operated in compliance with the applicable provisions of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Committee has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017 and 2016, there are no uncertain positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing authorities; however, there are currently no audits for any tax periods in progress. The Committee believes it is no longer subject to income tax examinations for years prior to 2014.

Note 7. Party-in-Interest Transactions

A party-in-interest is defined under the Department of Labor's regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer, certain participants, and others. The Plan allows participants to take loans from their accounts in the Plan. Certain notes receivable from participants and income thereon qualify as party-in-interest transactions.

Certain Plan investments are managed by the Plan's custodians, Prudential Insurance and Charles Schwab, and their affiliates. The custodians also provide recordkeeping services and Charles Schwab provides brokerage services to the Plan. Therefore, transactions within these investments and transactions with the custodians qualify as party-in-interest transactions. Recordkeeping fees are included in administrative expenses while indirect brokerage fees are included in net appreciation in fair value of investments.

Westminster Consulting, LLC (Westminster) provides investment advisory services to the Plan and, therefore, transactions with Westminster also qualify as party-in-interest transactions and are included in administrative expenses.

The Plan paid Prudential Insurance and Prudential Trust for contract and investment management services from the fair value of the Investment Account. As described in Note 2, the Contract is reported at contract value and, therefore, these fees are not reflected as expenses in the statements of changes in net assets available for benefits.

NOTES TO FINANCIAL STATEMENTS

Note 8. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Note 9. Reconciliation between these Financial Statements and Form 5500

	As of December 31, 2017	As of December 31, 2016
Net assets available for benefits as presented in these financial statements	**$ 61,337,015**	$ 53,272,778
Difference in reporting methodology of the synthetic guaranteed investment contract between these financial statements and Form 5500	**145,768**	86,561
Benefit payable recorded on Form 5500	**(14,250)**	(9,250)
Net assets available for benefits as presented on Form 5500	**$ 61,468,533**	$ 53,350,089

	Year Ended December 31, 2017	Year Ended December 31, 2016
Net increase in net assets available for benefits as presented in these financial statements	**$ 8,064,237**	$ 3,388,577
Net change in reporting methodology of the synthetic guaranteed investment contract	**59,207**	(119,220)
Change in benefit payable recorded on Form 5500	**(5,000)**	(2,000)
Net increase in net assets available for benefits as presented on Form 5500	**$ 8,118,444**	$ 3,267,357

* * * * *

SUPPLEMENTAL SCHEDULE

UPSTATE NIAGARA COOPERATIVE, INC. RETIREMENT PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
December 31, 2017

EIN: 16-0845625
PLAN NUMBER: 006

	(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investments including maturity date, rate of interest, collateral, par, or maturity date	(e) Current Value
		Mutual funds:		
*		Schwab Funds	Schwab S&P 500 Index Fund - 207,834 shares	$ 8,560,661
		Metropolitan West Funds	Metropolitan West Total Return Bond Fund - 326,916 shares	3,484,925
		Vanguard	Vanguard Total International Stock Index Admiral - 110,066 shares	3,359,205
		T. Rowe Price	T. Rowe Price New America Growth - 52,895 shares	2,540,557
		Vanguard	Vanguard Target Retirement 2025 Fund 1 - 123,196 shares	2,279,132
		Vanguard	Vanguard Mid Cap Index Admiral - 11,436 shares	2,190,656
		American Beacon	American Beacon Bridgeway Large Cap Value - 73,757 shares	2,107,252
		Vanguard	Vanguard Target Retirement 2030 Fund 1 - 47,447 shares	1,595,652
		Vanguard	Vanguard Small Cap Index Admiral Signal - 22,271 shares	1,576,317
		Munder	Victory Munder Mid Cap Core Growth Y - 39,738 shares	1,456,779
		PIMCO Funds	PIMCO Real Return Fund Institutional - 133,180 shares	1,472,973
		Vanguard	Vanguard Target Retirement 2020 Fund 1 - 42,729 shares	1,340,837
		Vanguard	Vanguard Target Retirement 2035 Fund 1 - 51,863 shares	1,073,053
		T. Rowe Price	T. Rowe Price Emerging Markets Stock Fund - 23,534 shares	1,058,793
		Vanguard	Vanguard Target Retirement 2040 Fund 1 - 24,152 shares	863,934
		Vanguard	Vanguard Target Retirement 2050 Fund 1 - 22,458 shares	812,997
		T. Rowe Price	Diversified Small Cap Growth Fund - 22,035 shares	768,799
		Vanguard	Vanguard Target Retirement 2045 Fund 1 - 33,746 shares	759,285
		Vanguard	Vanguard Target Retirement 2015 Fund 1 - 41,497 shares	636,149
		Vanguard	Vanguard Target Retirement Income Investment - 21,677 shares	293,729
		Van Eck	Van Eck Global Hard Assets A - 4,878 shares	177,187
		Vanguard	Vanguard Target Retirement 2055 Fund 1 - 4,486 shares	175,970
		ING Funds	Voya Global Real Estate A - 8,600 shares	150,677
		Vanguard	Vanguard Target Retirement 2065 Fund 1 - 662 shares	22,927
				$ 38,758,446
		Self-directed brokerage accounts:		
*		Charles Schwab Bank	Self-directed brokerage accounts	$ 3,146,276
		Synthetic guaranteed investment contract:		
		Collective trust fund:		
*		Prudential Trust Company	Prudential Core Conservative Bond Fund - 2,461,417 units	$ 19,092,048
		Notes receivable from participants:		
*		Participants	Notes receivable from participants with interest rates ranging from 4.25% to 9.50%, with various maturity dates	$ 90,571

*Party named is a party-in-interest.

Upstate Niagara Cooperative, Inc. Retirement Plan
Schedule C, Part I, Line 3 - Service Provider Indirect Compensation Information
December 31, 2017

EIN: 16-0845625
Plan Number: 006

Received By Charles Schwab & Co., Inc. (EIN: 94-1737782)

Fund Family/Provider	EIN	Formula
Allianz Funds	06-1349805	Rate of 0.02% of average daily balance of asset(s)
Allianz Funds	06-1349805	Rate of 0.02% of average daily balance of asset(s)
American Beacon	75-2401150	Rate of 0.05% of average daily balance of asset(s)
Metropolitan West Funds	95-4597302	Rate of 0.33% of average daily balance of asset(s)
T. Rowe Price	52-2264646	Rate of 0.14% of average daily balance of asset(s)
Van Eck	Not Available	Rate of 0.37% of average daily balance of asset(s)
Victory	Not Available	Rate of 0.23% of average daily balance of asset(s)
Voya	95-4516049	Rate of 0.47% of average daily balance of asset(s)

Received By Charles Schwab Bank (EIN: 42-1558009)

Fund Family/Provider	EIN	Formula
PGIM Investments	22-3703799	Rate of 0.09% of average daily balance of asset(s)

Schedule H, line 4i - Schedule of Assets (Held at End of Year)

NAME OF PLAN SPONSOR: Upstate Niagara Cooperative, Inc.
NAME OF PLAN: Upstate Niagara Cooperative, Inc. Retirement Plan
EIN: 16-0845625
PLAN NUMBER: 006

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current Value
*	PARTICIPANT LOANS	Loans (4.25% - 9.5%)		90,571
	PRUDENTIAL GIC	Common Collective Trust Fund		19,092,048
	PCRA	Self-Directed Brokerage Account		3,131,620
	AMERICAN BEACON LRG CAP VAL I	Registered Investment Company		2,107,252
	METROPOLITAN WEST TOTAL RET BD	Registered Investment Company		3,484,924
	PIMCO REAL RETURN FUND - INSTL	Registered Investment Company		1,472,973
*	SCHWAB S&P 500 INDEX FUND	Registered Investment Company		8,560,662
	T ROWE PRICE EMERG MKTS STK FD	Registered Investment Company		1,058,793
	T ROWE PRICE NEW AMERICA GRTH	Registered Investment Company		2,540,557
	TROWE QM US SM CAP GRTH EQTY	Registered Investment Company		768,799
	VAN ECK GLOBAL HARD ASSETS A	Registered Investment Company		177,187
	VANGUARD MID CAP INDEX ADMIRAL	Registered Investment Company		2,190,656
	VANGUARD SMALL CAP INDEX ADMRL	Registered Investment Company		1,576,317
	VANGUARD TARGET RETIREMNT 2015	Registered Investment Company		636,149
	VANGUARD TARGET RETIREMNT 2020	Registered Investment Company		1,340,837
	VANGUARD TARGET RETIREMNT 2025	Registered Investment Company		2,279,132
	VANGUARD TARGET RETIREMNT 2030	Registered Investment Company		1,595,652
	VANGUARD TARGET RETIREMNT 2035	Registered Investment Company		1,073,053
	VANGUARD TARGET RETIREMNT 2040	Registered Investment Company		863,934
	VANGUARD TARGET RETIREMNT 2045	Registered Investment Company		759,285
	VANGUARD TARGET RETIREMNT 2050	Registered Investment Company		812,997
	VANGUARD TARGET RETIREMNT 2055	Registered Investment Company		175,970
	VANGUARD TARGET RETIREMNT 2060	Registered Investment Company		22,927
	VANGUARD TARGET RETMT INCOME	Registered Investment Company		293,729
	VANGUARD TOT INTL STK IDX ADM	Registered Investment Company		3,359,205
	VICTORY MUNDER MC CORE GRTH Y	Registered Investment Company		1,456,779
	VOYA GLOBAL REAL ESTATE A	Registered Investment Company		150,677
	LIMITED PARTNERSHIP	Limited Partnership		14,656

* Party-in-interest