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|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| <b>Form 5500</b><br><br>Department of the Treasury<br>Internal Revenue Service<br><br>Department of Labor<br>Employee Benefits Security<br>Administration<br><br>Pension Benefit Guaranty Corporation | <b>Annual Return/Report of Employee Benefit Plan</b><br>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).<br><br><p style="text-align: center;">▶ <b>Complete all entries in accordance with the instructions to the Form 5500.</b></p> | OMB Nos. 1210-0110<br>1210-0089<br><br><b>2019</b><br><br><b>This Form is Open to Public Inspection</b> |
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|----------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Part I</b>                                                                                            | <b>Annual Report Identification Information</b>                                                                                                                                                                                                                                                                                           |
| For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u> |                                                                                                                                                                                                                                                                                                                                           |
| <b>A</b> This return/report is for:                                                                      | <input type="checkbox"/> a multiemployer plan <input type="checkbox"/> a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)<br><input checked="" type="checkbox"/> a single-employer plan <input type="checkbox"/> a DFE (specify) ____ |
| <b>B</b> This return/report is:                                                                          | <input type="checkbox"/> the first return/report <input type="checkbox"/> the final return/report<br><input type="checkbox"/> an amended return/report <input type="checkbox"/> a short plan year return/report (less than 12 months)                                                                                                     |
| <b>C</b> If the plan is a collectively-bargained plan, check here. . . . .                               | <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                  |
| <b>D</b> Check box if filing under:                                                                      | <input checked="" type="checkbox"/> Form 5558 <input type="checkbox"/> automatic extension <input type="checkbox"/> the DFVC program<br><input type="checkbox"/> special extension (enter description)                                                                                                                                    |

|                                                                                                                                                                                                                                                                                                                                                               |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|------------------------------------------------------------------|-------------------------------------------------------------|--|
| <b>Part II</b>                                                                                                                                                                                                                                                                                                                                                | <b>Basic Plan Information</b> —enter all requested information                                                                                                                                                                                                                                                                              |                                                                     |                                                                  |                                                             |  |
| <b>1a</b> Name of plan<br><u>SUEZ WATER RESOURCES, INC. 401(K) PLAN</u>                                                                                                                                                                                                                                                                                       | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;"><b>1b</b> Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2"><b>1c</b> Effective date of plan<br/><u>01/01/2002</u></td> </tr> </table>                             | <b>1b</b> Three-digit plan number (PN) ▶                            | <u>003</u>                                                       | <b>1c</b> Effective date of plan<br><u>01/01/2002</u>       |  |
| <b>1b</b> Three-digit plan number (PN) ▶                                                                                                                                                                                                                                                                                                                      | <u>003</u>                                                                                                                                                                                                                                                                                                                                  |                                                                     |                                                                  |                                                             |  |
| <b>1c</b> Effective date of plan<br><u>01/01/2002</u>                                                                                                                                                                                                                                                                                                         |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>2a</b> Plan sponsor's name (employer, if for a single-employer plan)<br>Mailing address (include room, apt., suite no. and street, or P.O. Box)<br>City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)<br><u>SUEZ WATER RESOURCES, INC.</u><br><br><u>461 FROM RD</u><br><u>PARAMUS, NJ 07652-3524</u> | <table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td><b>2b</b> Employer Identification Number (EIN)<br/><u>71-0005226</u></td> </tr> <tr> <td><b>2c</b> Plan Sponsor's telephone number<br/><u>201-767-9300</u></td> </tr> <tr> <td><b>2d</b> Business code (see instructions)<br/><u>221300</u></td> </tr> </table> | <b>2b</b> Employer Identification Number (EIN)<br><u>71-0005226</u> | <b>2c</b> Plan Sponsor's telephone number<br><u>201-767-9300</u> | <b>2d</b> Business code (see instructions)<br><u>221300</u> |  |
| <b>2b</b> Employer Identification Number (EIN)<br><u>71-0005226</u>                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>2c</b> Plan Sponsor's telephone number<br><u>201-767-9300</u>                                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |
| <b>2d</b> Business code (see instructions)<br><u>221300</u>                                                                                                                                                                                                                                                                                                   |                                                                                                                                                                                                                                                                                                                                             |                                                                     |                                                                  |                                                             |  |

**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.

|                  |                                                   |            |                                                              |
|------------------|---------------------------------------------------|------------|--------------------------------------------------------------|
| <b>SIGN HERE</b> | Filed with authorized/valid electronic signature. | 10/14/2020 | SANDRA SOHL                                                  |
|                  | Signature of plan administrator                   | Date       | Enter name of individual signing as plan administrator       |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of employer/plan sponsor                | Date       | Enter name of individual signing as employer or plan sponsor |
| <b>SIGN HERE</b> |                                                   |            |                                                              |
|                  | Signature of DFE                                  | Date       | Enter name of individual signing as DFE                      |

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2019)  
v. 190130

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |                                                                                                                                                                  |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | <b>3b</b> Administrator's EIN<br><br><b>3c</b> Administrator's telephone number<br><br><div style="background-color: #cccccc; height: 40px; width: 100%;"></div> |
| <b>4</b> 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:<br><b>a</b> Sponsor's name<br><b>c</b> Plan Name                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>4b</b> EIN<br><br><b>4d</b> PN                                                                                                                                |
| <b>5</b> Total number of participants at the beginning of the plan year                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>5</b> 1819                                                                                                                                                    |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).<br><br><b>a(1)</b> Total number of active participants at the beginning of the plan year .....<br><b>a(2)</b> Total number of active participants at the end of the plan year .....<br><br><b>b</b> Retired or separated participants receiving benefits.....<br><b>c</b> Other retired or separated participants entitled to future benefits .....<br><b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....<br><b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....<br><b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....<br><br><b>g</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....<br><br><b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested ..... | <b>6a(1)</b> 1445<br><b>6a(2)</b> 1208<br><b>6b</b> 30<br><b>6c</b> 332<br><b>6d</b> 1570<br><b>6e</b> 0<br><b>6f</b> 1570<br><b>6g</b> 1429<br><b>6h</b> 13     |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | <b>7</b>                                                                                                                                                         |

**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 2R 2S 2T 3F 3H

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

|                                                                                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                                           |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>9a</b> Plan funding arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> General assets of the sponsor | <b>9b</b> Plan benefit arrangement (check all that apply)<br><b>(1)</b> <input type="checkbox"/> Insurance<br><b>(2)</b> <input type="checkbox"/> Code section 412(e)(3) insurance contracts<br><b>(3)</b> <input checked="" type="checkbox"/> Trust<br><b>(4)</b> <input type="checkbox"/> 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)** ☒ **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)** ☒ **H** (Financial Information)
- (2)** ☐ **I** (Financial Information – Small Plan)
- (3)** ☐ **A** (Insurance Information)
- (4)** ☒ **C** (Service Provider Information)
- (5)** ☒ **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 2019 Form M-1 annual report. If the plan was not required to file the 2019 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 \_\_\_\_\_

|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             |                                         |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------|
| <div>SCHEDULE C</div> <div>(Form 5500)</div> <div>Department of the Treasury<br/>Internal Revenue Service</div> <div>Department of Labor<br/>Employee Benefits Security Administration</div> <div>Pension Benefit Guaranty Corporation</div> | <div>Service Provider Information</div> <div>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</div> <div>▶ File as an attachment to Form 5500.</div> | OMB No. 1210-0110                       |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | 2019                                    |
|                                                                                                                                                                                                                                              |                                                                                                                                                                                                                             | This Form is Open to Public Inspection. |

|                                                                                            |                                                      |     |
|--------------------------------------------------------------------------------------------|------------------------------------------------------|-----|
| For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019 |                                                      |     |
| A Name of plan<br>SUEZ WATER RESOURCES, INC. 401(K) PLAN                                   | B Three-digit plan number (PN) ▶                     | 003 |
|                                                                                            |                                                      |     |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>SUEZ WATER RESOURCES, INC.       | D Employer Identification Number (EIN)<br>71-0005226 |     |

|        |                                                 |
|--------|-------------------------------------------------|
| 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)..... ☒ 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 |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                                         |
| 04-2647786                                                                                                 |

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

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

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

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**(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
| 37 60 64 65            | RECORDKEEPER                                                                                      | 105495                                                                 | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                                            | 0                                                                                                                                                                               | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                          |

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

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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)

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---------------------------------------------------------------------------------------------------|------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------|
|                        |                                                                                                   |                                                                        | Yes <input type="checkbox"/> No <input type="checkbox"/>                                             | Yes <input type="checkbox"/> No <input type="checkbox"/>                                                                       |                                                                                                                                                                                 | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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<br>(see instructions) | (c) Enter amount of indirect<br>compensation |
|---------------------------------------------------------|-----------------------------------------|----------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                            |

| (d) Enter name and EIN (address) of source of indirect compensation                 | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |  |
|-------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| INVESCO OPPENHEIMER SENIOR FLOAT R 11 GREENWAY PLAZA SUITE 100<br>HOUSTON, TX 77046 | 0.40%                                                                                                                                                                    |  |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect<br>compensation |
|---------------------------------------------------------|-----------------------------------------|----------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                            |

| (d) Enter name and EIN (address) of source of indirect compensation                    | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |  |
|----------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| ADV PREFERRED GOLD BULLION STRAT I 1445 RESEARCH BLVD SUITE 530<br>ROCKVILLE, MD 20850 | 0.40%                                                                                                                                                                    |  |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect<br>compensation |
|---------------------------------------------------------|-----------------------------------------|----------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 0                                            |

| (d) Enter name and EIN (address) of source of indirect compensation                | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |  |
|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| INVESCO OPPENHEIMER GLOBAL 11 GREENWAY PLAZA SUITE 100<br>OPPORT HOUSTON, TX 77046 | 0.40%                                                                                                                                                                    |  |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                         | 60                                                                                                                                                                 | 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. |                                           |
| ALLIANZGI GLBL WATER CL A<br>1633 BROADWAY<br>NEW YORK, NY 10019           | 0.40%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                    | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                         | 60                                                                                                                                                                 | 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. |                                           |
| BERKSHIRE FOCUS FUND<br>475 MILAN DRIVE SUITE 103<br>SAN JOSE, CA 95134    | 0.40%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                    | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                         | 60                                                                                                                                                                 | 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. |                                           |
| BOSTON TRUST SMALL CAP FUND<br>1 BEACON ST. 33RD FLOOR<br>BOSTON, MA 02108 | 0.40%                                                                                                                                                              |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                                       | 60                                                                                                                                                                 | 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. |                                           |
| CALVERT US MID CAP CORE RSPNSBL IN 4550 MONTGOMERY AVENUESUITE 1000 N BETHESDA, MD 20814 | 0.40%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                                  | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                       | 60                                                                                                                                                                 | 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. |                                           |
| PARAMETRIC INT'L EQUITY INV CL TWO INTERNATIONAL PLACE BOSTON, MA 02110                  | 0.40%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                                  | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                       | 60                                                                                                                                                                 | 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. |                                           |
| FRANKLIN UTILITIES CL A 100 FOUNTAIN PARKWAY ST. PETERSBURG, FL 33716                    | 0.35%                                                                                                                                                              |                                           |

**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<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
|------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                                       | 60                                                                                                                                                                 | 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. |                                           |
| HARTFORD CORE EQUITYCLASS A      100 MATSONFORD RD STE 300<br>RADNOR, PA 19087           | 0.40%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                                  | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                       | 60                                                                                                                                                                 | 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. |                                           |
| MORGAN STANLEY INSTLINTERNTL OPP C      522 FIFTH AVENUE 4TH FLOOR<br>NEW YORK, NY 10036 | 0.40%                                                                                                                                                              |                                           |
| (a) Enter service provider name as it appears on line 2                                  | (b) Service Codes<br>(see instructions)                                                                                                                            | (c) Enter amount of indirect compensation |
| FIDELITY INVESTMENTS INSTITUTIONAL                                                       | 60                                                                                                                                                                 | 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. |                                           |
| EVENTIDE GILEAD FUND CLASS N      80 ARKAY SUITE 110<br>HAUPPAUGE, NY 11788              | 0.40%                                                                                                                                                              |                                           |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 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. |  |
|------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| PIMCO REAL ESTATE REAL RETURN STRA 1633 BROADWAY<br>NEW YORK, NY 10019 | 0.40%                                                                                                                                                              |  |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 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. |  |
|---------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| PIMCO INCOME FUND CL A 1633 BROADWAY<br>NEW YORK, NY 10019          | 0.40%                                                                                                                                                              |  |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 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. |  |
|-----------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| T ROWE PRICE BLUE CHIP GROWTH INC 4515 PAINTERS MILL RD<br>OWINGS MILLS, MD 21117 | 0.15%                                                                                                                                                              |  |

**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<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 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. |
|------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| T ROWE PRICE DIVERSD MID CAP GROWT 4515 PAINTERS MILL RD<br>OWINGS MILLS, MD 21117 | 0.15%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 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. |
|-------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| T ROWE PRICE REAL ESTATE FUND 4515 PAINTERS MILL RD<br>OWINGS MILLS, MD 21117 | 0.15%                                                                                                                                                              |

| (a) Enter service provider name as it appears on line 2 | (b) Service Codes<br>(see instructions) | (c) Enter amount of indirect compensation |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                      | 60                                      | 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. |
|------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| JPMORGAN REALTY INCOME FUND CLASS 1111 POLARIS PARKWAY<br>COLUMBUS, OH 43240 | 0.40%                                                                                                                                                              |

**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<br>(see instructions)                                                                                                                                  | (c) Enter amount of indirect<br>compensation |
|--------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------|
| FIDELITY INVESTMENTS INSTITUTIONAL                                             | 60                                                                                                                                                                       | 0                                            |
| (d) Enter name and EIN (address) of source of indirect compensation            | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |                                              |
| WASATCH ULTRA GROWTH      505 WAKARA WAY SUITE 300<br>SALT LAKE CITY, UT 84108 | 0.40%                                                                                                                                                                    |                                              |
| (a) Enter service provider name as it appears on line 2                        | (b) Service Codes<br>(see instructions)                                                                                                                                  | (c) Enter amount of indirect<br>compensation |
|                                                                                |                                                                                                                                                                          |                                              |
| (d) Enter name and EIN (address) of source of indirect compensation            | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>for or the amount of the indirect compensation. |                                              |
|                                                                                |                                                                                                                                                                          |                                              |
| (a) Enter service provider name as it appears on line 2                        | (b) Service Codes<br>(see instructions)                                                                                                                                  | (c) Enter amount of indirect<br>compensation |
|                                                                                |                                                                                                                                                                          |                                              |
| (d) Enter name and EIN (address) of source of indirect compensation            | (e) Describe the indirect compensation, including any<br>formula used to determine the service provider's eligibility<br>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 |
|                                                                          |                               |                                                                                     |
| (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 |
|                                                                          |                               |                                                                                     |

**Part III Termination Information on Accountants and Enrolled Actuaries (see instructions)**  
(complete as many entries as needed)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                                                                                                                                                                                                               |                                                                                                                                                                                                                              |                                                                                            |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>► File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><b>2019</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------|

For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

|                                                                                                           |                                                                    |            |
|-----------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------|------------|
| <b>A</b> Name of plan<br><u>SUEZ WATER RESOURCES, INC. 401(K) PLAN</u>                                    | <b>B</b> Three-digit plan number (PN) <b>►</b>                     | <u>003</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br><u>SUEZ WATER RESOURCES, INC.</u> | <b>D</b> Employer Identification Number (EIN)<br><u>71-0005226</u> |            |

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

|                                                                                           |                               |                                                                                                                    |
|-------------------------------------------------------------------------------------------|-------------------------------|--------------------------------------------------------------------------------------------------------------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRU CORE PL BD CL 6</u>                 |                               |                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a): <u>PRUDENTIAL TRUST COMPANY</u>         |                               |                                                                                                                    |
| <b>c</b> EIN-PN <u>23-6994310-126</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1327318</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: <u>VANG RET SAV TR V</u>                   |                               |                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a): <u>VANGUARD FIDUCIARY TRUST COMPANY</u> |                               |                                                                                                                    |
| <b>c</b> EIN-PN <u>23-2186884-022</u>                                                     | <b>d</b> Entity code <u>C</u> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>7564267</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                            |                               |                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a):                                         |                               |                                                                                                                    |
| <b>c</b> EIN-PN                                                                           | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                            |                               |                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a):                                         |                               |                                                                                                                    |
| <b>c</b> EIN-PN                                                                           | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                            |                               |                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a):                                         |                               |                                                                                                                    |
| <b>c</b> EIN-PN                                                                           | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                            |                               |                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a):                                         |                               |                                                                                                                    |
| <b>c</b> EIN-PN                                                                           | <b>d</b> Entity code          | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)                |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:                                            |                               |                                                                                                                    |
| <b>b</b> Name of sponsor of entity listed in (a):                                         |                               |                                                                                                                    |
| <b>c</b> EIN-PN                                                                           | <b>d</b> Entity code          | <b>e</b> 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)**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

|                                                                                                                                                                                                                                                                          |                                                                                                                                                                                                                                                                              |                                                                                                          |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>► File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2019</b><br><br><b>This Form is Open to Public Inspection</b> |
| For calendar plan year 2019 or fiscal plan year beginning <b>01/01/2019</b> and ending <b>12/31/2019</b>                                                                                                                                                                 |                                                                                                                                                                                                                                                                              |                                                                                                          |
| <b>A</b> Name of plan<br><b>SUEZ WATER RESOURCES, INC. 401(K) PLAN</b>                                                                                                                                                                                                   | <b>B</b> Three-digit plan number (PN) <b>►</b>                                                                                                                                                                                                                               | <b>003</b>                                                                                               |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br><b>SUEZ WATER RESOURCES, INC.</b>                                                                                                                                                                       | <b>D</b> Employer Identification Number (EIN)<br><b>71-0005226</b>                                                                                                                                                                                                           |                                                                                                          |

| Part I Asset and Liability Statement                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |                 |                       |                 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------|-----------------------|-----------------|
| <b>1</b> 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. <b>Round off amounts to the nearest dollar.</b> 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 |
| <b>a</b> Total noninterest-bearing cash .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | <b>1a</b>       | 0                     | 0               |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                 |                       |                 |
| <b>(1)</b> Employer contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1b(1)</b>    | 796587                | 839583          |
| <b>(2)</b> Participant contributions.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1b(2)</b>    | 0                     | 0               |
| <b>(3)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     | <b>1b(3)</b>    | 0                     | 0               |
| <b>c</b> General investments:                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(1)</b>    | 1251314               | 103971          |
| <b>(2)</b> U.S. Government securities .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | <b>1c(2)</b>    | 0                     | 0               |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(3)(A)</b> | 0                     | 0               |
| <b>(B)</b> All other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>1c(3)(B)</b> | 0                     | 0               |
| <b>(4)</b> Corporate stocks (other than employer securities):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |                 |                       |                 |
| <b>(A)</b> Preferred .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(4)(A)</b> | 0                     | 0               |
| <b>(B)</b> Common.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(4)(B)</b> | 0                     | 0               |
| <b>(5)</b> Partnership/joint venture interests .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      | <b>1c(5)</b>    | 0                     | 0               |
| <b>(6)</b> Real estate (other than employer real property).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(6)</b>    | 0                     | 0               |
| <b>(7)</b> Loans (other than to participants) .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | <b>1c(7)</b>    | 0                     | 0               |
| <b>(8)</b> Participant loans.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(8)</b>    | 3079936               | 3181942         |
| <b>(9)</b> Value of interest in common/collective trusts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | <b>1c(9)</b>    | 9546138               | 8891585         |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           | <b>1c(10)</b>   | 0                     | 0               |
| <b>(11)</b> Value of interest in master trust investment accounts .....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | <b>1c(11)</b>   | 0                     | 0               |
| <b>(12)</b> Value of interest in 103-12 investment entities.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                          | <b>1c(12)</b>   | 0                     | 0               |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                | <b>1c(13)</b>   | 153037341             | 186935095       |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts).....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | <b>1c(14)</b>   |                       |                 |
| <b>(15)</b> Other.....                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    | <b>1c(15)</b>   | 0                     | 0               |

**1d** Employer-related investments:

|                                                                      |              | (a) Beginning of Year | (b) End of Year |
|----------------------------------------------------------------------|--------------|-----------------------|-----------------|
| (1) Employer securities .....                                        | <b>1d(1)</b> | 0                     | 0               |
| (2) Employer real property .....                                     | <b>1d(2)</b> | 0                     | 0               |
| <b>e</b> Buildings and other property used in plan operation .....   | <b>1e</b>    | 0                     | 0               |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e) ..... | <b>1f</b>    | 167711316             | 199952176       |

**Liabilities**

|                                                                           |           |   |   |
|---------------------------------------------------------------------------|-----------|---|---|
| <b>g</b> Benefit claims payable .....                                     | <b>1g</b> | 0 | 0 |
| <b>h</b> Operating payables .....                                         | <b>1h</b> | 0 | 0 |
| <b>i</b> Acquisition indebtedness .....                                   | <b>1i</b> | 0 | 0 |
| <b>j</b> Other liabilities .....                                          | <b>1j</b> | 0 | 0 |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j) ..... | <b>1k</b> | 0 | 0 |

**Net Assets**

|                                                           |           |           |           |
|-----------------------------------------------------------|-----------|-----------|-----------|
| <b>l</b> Net assets (subtract line 1k from line 1f) ..... | <b>1l</b> | 167711316 | 199952176 |
|-----------------------------------------------------------|-----------|-----------|-----------|

**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 |
|------------------------------------------------------------------------------------------------------------|-----------------|------------|-----------|
| <b>a Contributions:</b>                                                                                    |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers .....                                        | <b>2a(1)(A)</b> | 3902957    |           |
| <b>(B)</b> Participants .....                                                                              | <b>2a(1)(B)</b> | 8854148    |           |
| <b>(C)</b> Others (including rollovers) .....                                                              | <b>2a(1)(C)</b> | 2395591    |           |
| (2) Noncash contributions .....                                                                            | <b>2a(2)</b>    | 0          | 15152696  |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            |           |
| <b>b Earnings on investments:</b>                                                                          |                 |            |           |
| (1) Interest:                                                                                              |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit) .....       | <b>2b(1)(A)</b> | 0          | 181360    |
| <b>(B)</b> U.S. Government securities .....                                                                | <b>2b(1)(B)</b> | 0          |           |
| <b>(C)</b> Corporate debt instruments .....                                                                | <b>2b(1)(C)</b> | 0          |           |
| <b>(D)</b> Loans (other than to participants) .....                                                        | <b>2b(1)(D)</b> | 0          |           |
| <b>(E)</b> Participant loans .....                                                                         | <b>2b(1)(E)</b> | 181360     |           |
| <b>(F)</b> Other .....                                                                                     | <b>2b(1)(F)</b> | 0          |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 181360    |
| (2) Dividends: <b>(A)</b> Preferred stock .....                                                            | <b>2b(2)(A)</b> | 0          | 4794678   |
| <b>(B)</b> Common stock .....                                                                              | <b>2b(2)(B)</b> | 0          |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds) .....                                  | <b>2b(2)(C)</b> | 4794678    |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 4794678   |
| (3) Rents .....                                                                                            | <b>2b(3)</b>    |            | 0         |
| (4) Net gain (loss) on sale of assets: <b>(A)</b> Aggregate proceeds .....                                 | <b>2b(4)(A)</b> | 0          | 0         |
| <b>(B)</b> Aggregate carrying amount (see instructions) .....                                              | <b>2b(4)(B)</b> | 0          |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result .....                  | <b>2b(4)(C)</b> |            |           |
| (5) Unrealized appreciation (depreciation) of assets: <b>(A)</b> Real estate .....                         | <b>2b(5)(A)</b> | 0          | 0         |
| <b>(B)</b> Other .....                                                                                     | <b>2b(5)(B)</b> | 0          |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            |           |

|                                                                                                 |        | (a) Amount | (b) Total |
|-------------------------------------------------------------------------------------------------|--------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | 2b(6)  |            | 188841    |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | 2b(7)  |            | 0         |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | 2b(8)  |            | 0         |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | 2b(9)  |            | 0         |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | 2b(10) |            | 26798743  |
| c Other income .....                                                                            | 2c     |            | 1538      |
| d Total income. Add all <b>income</b> amounts in column (b) and enter total .....               | 2d     |            | 47117856  |

**Expenses**

|                                                                                      |       |          |          |
|--------------------------------------------------------------------------------------|-------|----------|----------|
| e Benefit payment and payments to provide benefits:                                  |       |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....      | 2e(1) | 15589291 |          |
| (2) To insurance carriers for the provision of benefits .....                        | 2e(2) | 0        |          |
| (3) Other .....                                                                      | 2e(3) | 0        |          |
| (4) Total benefit payments. Add lines 2e(1) through (3) .....                        | 2e(4) |          | 15589291 |
| f Corrective distributions (see instructions) .....                                  | 2f    |          | 0        |
| g Certain deemed distributions of participant loans (see instructions) .....         | 2g    |          | 0        |
| h Interest expense .....                                                             | 2h    |          | 0        |
| i Administrative expenses: (1) Professional fees .....                               | 2i(1) | 0        |          |
| (2) Contract administrator fees .....                                                | 2i(2) | 0        |          |
| (3) Investment advisory and management fees .....                                    | 2i(3) | 0        |          |
| (4) Other .....                                                                      | 2i(4) | 105495   |          |
| (5) Total administrative expenses. Add lines 2i(1) through (4) .....                 | 2i(5) |          | 105495   |
| j Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | 2j    |          | 15694786 |

**Net Income and Reconciliation**

|                                                          |       |  |          |
|----------------------------------------------------------|-------|--|----------|
| k Net income (loss). Subtract line 2j from line 2d ..... | 2k    |  | 31423070 |
| l Transfers of assets:                                   |       |  |          |
| (1) To this plan .....                                   | 2l(1) |  | 841950   |
| (2) From this plan .....                                 | 2l(2) |  | 24160    |

**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) ☐ Unmodified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

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

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

(1) Name: MAZARS USA LLP

(2) EIN: 13-1459550

**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:

**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.) .....

**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.) .....

|    | Yes | No | Amount |
|----|-----|----|--------|
| 4a |     | X  |        |
| 4b |     | X  |        |

|                                                                                                                                                                                                                         | Yes | No | Amount  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|---------|
| <b>c</b> 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.)                                          |     | X  |         |
| <b>4c</b>                                                                                                                                                                                                               |     | X  |         |
| <b>d</b> 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.)                               |     | X  |         |
| <b>4d</b>                                                                                                                                                                                                               |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond?                                                                                                                                                                      | X   |    | 5000000 |
| <b>4e</b>                                                                                                                                                                                                               | X   |    | 5000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?                                                                                       |     | X  |         |
| <b>4f</b>                                                                                                                                                                                                               |     | X  |         |
| <b>g</b> 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?                                                    |     | X  |         |
| <b>4g</b>                                                                                                                                                                                                               |     | X  |         |
| <b>h</b> 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?                                          |     | X  |         |
| <b>4h</b>                                                                                                                                                                                                               |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)                                                                | X   |    |         |
| <b>4i</b>                                                                                                                                                                                                               | X   |    |         |
| <b>j</b> 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.) |     | X  |         |
| <b>4j</b>                                                                                                                                                                                                               |     | X  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?                                                           |     | X  |         |
| <b>4k</b>                                                                                                                                                                                                               |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?                                                                                                                                            |     | X  |         |
| <b>4l</b>                                                                                                                                                                                                               |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)                                                                                                  |     | X  |         |
| <b>4m</b>                                                                                                                                                                                                               |     | X  |         |
| <b>n</b> 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.                                     |     | X  |         |
| <b>4n</b>                                                                                                                                                                                                               |     | X  |         |

**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) |
|---------------------------------------------------------------|--------------|-------------|
| SUEZ WATER RESOURCES, INC. COLLECTIVELY BARGAINED 401(K) PLAN | 71-0005226   | 004         |
|                                                               |              |             |
|                                                               |              |             |
|                                                               |              |             |

**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.)

|                                                                                                                                                                                                                                                                                                                                                      |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|
| <div>SCHEDULE R<br/>(Form 5500)<br/><br/>Department of the Treasury<br/>Internal Revenue Service<br/><br/>Department of Labor<br/>Employee Benefits Security Administration<br/><br/>Pension Benefit Guaranty Corporation</div>                                                                                                                      | <div>Retirement Plan Information</div> <div>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).</div> <div>▶ File as an attachment to Form 5500.</div> | <div>OMB No. 1210-0110</div> <div>2019</div> <div>This Form is Open to Public Inspection.</div> |
| For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019                                                                                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| A Name of plan<br>SUEZ WATER RESOURCES, INC. 401(K) PLAN                                                                                                                                                                                                                                                                                             |                                                                                                                                                                                                                                                                                                  | B Three-digit plan number (PN) ▶ 003                                                            |
| C Plan sponsor's name as shown on line 2a of Form 5500<br>SUEZ WATER RESOURCES, INC.                                                                                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                  | D Employer Identification Number (EIN)<br>71-0005226                                            |
| 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                                                                                               |
| 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):<br><br>EIN(s): 04-6568107                                                                                                 |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 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)? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> N/A<br>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 _____<br>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? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No <input type="checkbox"/> 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. <input type="checkbox"/> Increase <input type="checkbox"/> Decrease <input type="checkbox"/> Both <input type="checkbox"/> 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? <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                  |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 11 a Does the ESOP hold any preferred stock? <input type="checkbox"/> Yes <input type="checkbox"/> 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.) <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                             |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| 12 Does the ESOP hold any stock that is not readily tradable on an established securities market? <input type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                           |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| For Paperwork Reduction Act Notice, see the Instructions for Form 5500.                                                                                                                                                                                                                                                                              |                                                                                                                                                                                                                                                                                                  |                                                                                                 |
| Schedule R (Form 5500) 2019 v. 190130                                                                                                                                                                                                                                                                                                                |                                                                                                                                                                                                                                                                                                  |                                                                                                 |

**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): \_\_\_\_\_

- 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 .....

**b** The plan year immediately preceding the current plan year .....

**c** The second preceding plan year .....

**14a****14b****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 .....

**b** The corresponding number for the second preceding plan year .....

**15a****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 .....

**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 .....

**16a****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: \_\_\_\_\_% 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): \_\_\_\_\_

- 20 PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

- a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

- b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation \_\_\_\_\_

**SUEZ Water Resources Inc.**  
**401(k) Plan**

Financial Statements and Supplemental Schedule  
Years Ended December 31, 2019 and 2018  
With Independent Auditors' Report



MAZARS USA LLP IS AN INDEPENDENT MEMBER FIRM OF MAZARS GROUP.

SUEZ Water Resources Inc. 401(k) Plan  
Financial Statements and Supplemental Schedule  
Years Ended December 31, 2019 and 2018

**Contents**

|                                                                       |      |
|-----------------------------------------------------------------------|------|
| Independent Auditors' Report.....                                     | 1-2  |
| Financial Statements                                                  |      |
| Statements of Net Assets Available for Benefits .....                 | 3    |
| Statements of Changes in Net Assets Available for Benefits .....      | 4    |
| Notes to Financial Statements.....                                    | 5-11 |
| Supplemental Schedule                                                 |      |
| Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)..... | 12   |

## Independent Auditors' Report

To the Benefits Advisory Committee  
SUEZ Water Resources, Inc.

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SUEZ Water Resources Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statements of changes in net assets available for benefits for the years then ended December 31, 2019 and 2018, 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 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 referred to in Note 5, which was certified by Vanguard Fiduciary Trust Company and Fidelity Management Trust Company, the trustees of the Plan (the "Trustees"), except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Vanguard Fiduciary Trust Company executed transactions from January 1, 2018 to October 31, 2018, and that Fidelity Management Trust Company held the Plan's investments as of December 31, 2019 and December 31, 2018 and executed investment transactions from November 1, 2018 to December 31, 2019. The plan administrator has obtained a certification from the Trustees as of and for the years ended December 31, 2019 and 2018, that the information provided to the plan administrator by the Trustees 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.

**Other Matter**

The supplemental schedule of assets (held at end of year) as of December 31, 2019, 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 purpose of additional analysis and is not a required part of the financial statements. 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 Trustees, have 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.

*Mazars USA LLP*

October 8, 2020

# SUEZ Water Resources Inc. 401(k) Plan

## Statements of Net Assets Available for Benefits

|                                    | December 31,          |                       |
|------------------------------------|-----------------------|-----------------------|
|                                    | 2019                  | 2018                  |
| <b>Assets</b>                      |                       |                       |
| Investments:                       |                       |                       |
| Investments, at fair value         | \$ 195,930,651        | \$ 163,834,793        |
| Total investments                  | <u>195,930,651</u>    | <u>163,834,793</u>    |
| Receivables:                       |                       |                       |
| Employer contributions             | 839,583               | 796,587               |
| Notes receivable from participants | <u>3,181,942</u>      | <u>\$3,079,936</u>    |
| Total receivables                  | <u>4,021,525</u>      | <u>3,876,523</u>      |
| Net assets available for benefits  | <u>\$ 199,952,176</u> | <u>\$ 167,711,316</u> |

*The accompanying notes are an integral part of these financial statements.*

# SUEZ Water Resources Inc. 401(k) Plan

## Statements of Changes in Net Assets Available for Benefits

|                                                                       | December 31,          |                       |
|-----------------------------------------------------------------------|-----------------------|-----------------------|
|                                                                       | 2019                  | 2018                  |
| <b>Additions:</b>                                                     |                       |                       |
| Investment income:                                                    |                       |                       |
| Net appreciation (depreciation) in<br>fair value of investments       | \$ 26,987,584         | \$ (11,802,656)       |
| Interest and dividends                                                | 4,794,678             | 5,193,763             |
| Total investment income (loss)                                        | 31,782,262            | (6,608,893)           |
| Interest income on notes receivable from participants                 | 181,360               | 182,679               |
| Contributions:                                                        |                       |                       |
| Employer                                                              | 3,902,957             | 3,691,374             |
| Participants                                                          | 8,854,148             | 8,267,753             |
| Rollovers                                                             | 2,395,591             | 545,136               |
| Other                                                                 | 1,538                 | (6,053)               |
| Total additions                                                       | 47,117,856            | 6,071,996             |
| <b>Deductions:</b>                                                    |                       |                       |
| Benefits paid to participants                                         | 15,589,291            | 26,849,248            |
| Administrative fees                                                   | 105,495               | 15,037                |
| Total deductions                                                      | 15,694,786            | 26,864,285            |
| <b>Net increase (decrease) in net assets before plan transfers</b>    | <b>31,423,070</b>     | <b>(20,792,289)</b>   |
| <b>Transfers of assets:</b>                                           |                       |                       |
| Transfers into the plan                                               | 841,950               | 402,592               |
| Transfers out of the plan                                             | 24,160                | 2,058                 |
| <b>Net transfers into the plan</b>                                    | <b>817,790</b>        | <b>400,534</b>        |
| <b>Total increase (decrease) in net assets available for benefits</b> | <b>32,240,860</b>     | <b>(20,391,755)</b>   |
| <b>Net assets available for benefits at beginning of year</b>         | <b>167,711,316</b>    | <b>188,103,071</b>    |
| <b>Net assets available for benefits at end of year</b>               | <b>\$ 199,952,176</b> | <b>\$ 167,711,316</b> |

*The accompanying notes are an integral part of these financial statements.*

# SUEZ Water Resources Inc. 401(k) Plan

## Notes to Financial Statements

### 1. Description of the Plan

The following brief description of the SUEZ Water Resources Inc. 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan’s provisions. During 2018, Suez Water Resources elected to change the trustee who administers this plan from Vanguard Fiduciary Trust Company (“VFTC”) to Fidelity Management Trust Company (“FMTC”), or collectively the “Trustees”. This transfer took place on November 1, 2018.

#### General

The Plan is a defined contribution plan that covers the eligible employees of SUEZ Water Resources Inc. and its subsidiaries and certain affiliates (the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

#### Eligibility

All employees of the Company, except for those covered by a collective bargaining agreement and leased employees, automatically become eligible to participate in the Plan upon hire. Effective November 1, 2018, employees are automatically enrolled in the Plan at 3% pre-tax deferral percentage. Employees may elect not to participate in the Plan.

#### Contributions

The Plan permits participants to make pre-tax contributions of between 1% and 50% of their eligible compensation for the year, provided such contributions do not exceed the dollar limitation in effect under the Internal Revenue Code (the “Code”). The Plan also permits participants to make post-tax contributions between 1% and 50% of their eligible compensation for the year, provided such contributions do not exceed the allowable amount under the Code. The total of the participants’ pre-tax contributions and post-tax contributions may not exceed 50% of their compensation for the year and may not exceed the allowable amount under the Code. Participants are also allowed to make rollover contributions of amounts received from other tax-qualified retirement plans. The Company contributions are determined by the amounts indicated in the plan document.

The Company provides an enhanced 401(k) Company match and contribution for certain new hires and certain other employees not currently accruing benefits within a defined benefit plan. The enhancement increases the Company match to 50% of the first 8% of the participant’s contribution, with an additional employer contribution ranging from 1% to 4% of the employee’s base compensation, which increases during the employee’s career based on age. Employees do not have to contribute to the Plan in order to receive the age based contribution.

Participants are fully vested in their contributions and earnings thereon immediately, and become fully vested in the Company’s contributions and earnings thereon after one year of credited service. Full vesting also occurs upon attaining age 65, permanent disability or death, regardless of the participant’s length of service.

# SUEZ Water Resources Inc. 401(k) Plan

## Notes to Financial Statements (continued)

### 1. Description of the Plan (continued)

#### Investment Options

All of the Plan's investment options are participant-directed into various investment options offered by the Plan.

#### Participant Accounts

Each participant's account is credited with his or her contribution, the Company's matching contribution, and Plan earnings or losses.

#### Forfeitures

Forfeitures of terminated, non-vested participants' accounts are first applied to restore any participant accounts of employees who are re-employed and any remaining amounts are used to pay plan expenses as applicable. Forfeitures from employees for the years ended December 31, 2019 and 2018 were \$14,671 and \$38,287, respectively. The available balance of forfeitures as of December 31, 2019 and 2018 were \$97,233 and \$71,133, respectively.

#### Payment of Benefits

Benefits may be paid upon death, disability, termination, normal retirement or attainment of age 59½ to the participants or their beneficiaries. These benefits are generally paid in lump-sum amounts equal to the value of the participant's vested interest in his or her account. The Plan also permits installment distributions not to exceed a ten-year period.

#### Notes Receivable from Participants

Participants may borrow from their accounts in amounts ranging from \$1,000 to \$50,000, provided the loan is not more than 50% of their vested account balances. The terms of the loans range from one to five years, with longer terms permitted for the purchase of a primary residence. The maximum number of loans a participant may have outstanding at any time is three. The loans are secured by the balance in the participant's account and bear interest at a fixed interest rate which is determined when the loan is made by reference to market and non-market interest rates (ranging between 4.25% and 7.25% at December 31, 2019). Interest is fixed for the term of the loan. Principal and interest are paid through payroll deductions. Notes receivable from participants are measured at their unpaid principal balance, plus any accrued interest.

#### Administrative Expenses

Substantially all of the Plan's administrative expenses are paid for by the Company.

#### Transfers

Transfers in during 2019 and 2018 were \$841,950 and \$402,592, respectively, and represent assets transferred in from the SUEZ Water Resources Inc. Collectively Bargained 401(k) Plan as a result of a change in the status of participants from bargained employees to non-bargained employees of the Company.

# SUEZ Water Resources Inc. 401(k) Plan

## Notes to Financial Statements (continued)

### 1. Description of the Plan (continued)

Transfers out during 2019 and 2018 were \$24,160 and \$2,058 as a result of a change in the status by participants from non-bargained employees to bargained employees of the Company.

#### Plan Termination

Although it has not expressed any intent to do so, the Company 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 would become 100% vested in their accounts.

### 2. Summary of Significant Accounting Policies

#### Basis of Presentation

The Plan's financial statements have been prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

#### Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

#### Investment Valuation and Income Recognition

The Plan's investments in registered investment companies are stated at fair value generally by reference to published market prices valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Purchases and sales of investments are recorded on a trade date basis (the day the order to buy or sell is executed). Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

The Plan holds an investment in the Vanguard Retirement Savings Trust, a common and commingled trust (the "Trust") that invests solely in the Vanguard Retirement Savings ("VRST") Master Trust. The Plan's investment in the Trust is valued at the unit value of the Trust. The Trust values its investments in the VRST Master Trust similarly. The underlying investments of the VRST Master Trust are primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by bond trusts and bond mutual funds. The contracts are comprised of: (a) traditional investment contracts issued by insurance companies and banks which are not transferable but provide for benefit-responsive withdrawals by Plan participants at contract value, and (b) alternative investment contracts consisting of investments together with contracts under which a bank or other institution provides for benefit-responsive withdrawals by Plan participants at contract value. For fully benefit-responsive investment contracts included in the VRST, contract value is the relevant measurement attribute because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the underlying defined contribution plans.

## SUEZ Water Resources Inc. 401(k) Plan

### Notes to Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

The plan also holds an investment in the Prudential Core Plus Bond Fund. This Fund was established by the collective trust of Prudential Trust Company as a vehicle to invest in a diversified portfolio of debt securities. The Fund will be invested primarily in fixed income securities in the U.S. investment grade sectors, as well as U.S. fixed income securities rated below investment grade, the debt of developed international markets and the debt of emerging markets. The Fund may also invest in fixed income comingled vehicles. The fund is valued at unit value.

#### 3. Fair Value Measurements

Accounting Standards Codification topic (“ASC”) 820, Fair Value Measurements and Disclosures, defines fair value, and establishes a framework for measuring fair value in US GAAP and disclosing fair value measurements. It also applies under other accounting pronouncements that require or permit fair value measurements.

The fair value hierarchy for disclosure of fair value measurements under ASC 820 is as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Quoted prices, other than quoted prices included in Level 1, that are observable for the assets or liabilities, either directly or indirectly.
- Level 3: Valuation inputs are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during 2019 and 2018.

- Mutual funds: Valued at quoted prices (unadjusted) in an active market at year-end.
- Self-directed brokerage accounts: Self directed brokerage accounts include cash, non-interest cash and mutual funds, which are valued at quoted prices (unadjusted) in an active market of the underlying investments held by the Plan at year-end.
- Common collective trust funds: The fair value of the common collective trust funds are determined by the custodian of the common collective trust funds based on the underlying assets, which represent the net asset value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

## SUEZ Water Resources Inc. 401(k) Plan

### Notes to Financial Statements (continued)

#### 3. Fair Value Measurements (continued)

The fair values of the Plan's investments were as follows at December 31, 2019 and 2018:

|                                               | Level 1               | Level 2     | Level 3     | Total                 |
|-----------------------------------------------|-----------------------|-------------|-------------|-----------------------|
| At December 31, 2019:                         |                       |             |             |                       |
| Mutual Funds                                  | \$ 185,587,805        | \$ -        | \$ -        | \$ 185,587,805        |
| Self-Directed Brokerage Accounts              | 1,451,261             | -           | -           | 1,451,261             |
| Total investments in the fair value hierarchy | <u>\$ 187,039,066</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 187,039,066</u> |
| Common Collective Trust Funds (a)             |                       |             |             | <u>8,891,585</u>      |
| Total investment at fair value                |                       |             |             | <u>\$ 195,930,651</u> |
| At December 31, 2018:                         |                       |             |             |                       |
| Mutual Funds                                  | \$ 153,378,503        | \$ -        | \$ -        | \$ 153,378,503        |
| Self-Directed Brokerage Accounts              | 910,152               | -           | -           | 910,152               |
| Total investments in the fair value hierarchy | <u>\$ 154,288,655</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 154,288,655</u> |
| Common Collective Trust Funds (a)             |                       |             |             | <u>9,546,138</u>      |
| Total investment at fair value                |                       |             |             | <u>\$ 163,834,793</u> |

(a) Certain investments that were measured at net asset value per share (or its equivalent) as a practical expedient to fair value have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

#### 4. Related Party Transactions

The Plan invests in shares of mutual funds managed by an affiliate of VFTC and by FMTC. VFTC and FMTC act as trustees for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Total administrative expense paid by the Plan to parties-in-interest amounted to \$105,495 and \$15,037 for the years ended December 31, 2019 and 2018, respectively.

Effective November 1, 2018, Fidelity receives revenue from certain investments in the Plan. Fidelity and the Employer have agreed that if this revenue exceeds an agreed upon revenue rate, Fidelity shall make an amount equal to such excess available to the Plan to pay ERISA qualified plan administrative expenses. Effective May 1, 2019, this revenue is eligible to be allocated to participants accounts. For the year ended December 31, 2019, an excess of \$7,694 was made available to the Plan. No revenue was used to pay for ERISA qualified plan administrative expenses, or allocated to participant accounts for the year ended December 3, 2019. The remaining balance available to pay future expenses was \$7,755 as of December 31, 2019.

## SUEZ Water Resources Inc. 401(k) Plan

### Notes to Financial Statements (continued)

#### 5. Investments

The plan administrator has elected the method of compliance permitted by CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to all investment information presented and disclosed in the accompanying financial statements certified as complete and accurate by the Trustees.

All investment information disclosed in the accompanying financial statements including investments held and notes receivable from participants at December 31, 2019 and 2018, and net appreciation (depreciation) in fair value of investments, interests and dividends for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustees.

Information relating to investments and notes receivable from participants held by FMTC at December 31, 2019 and 2018 is as follows:

|                                    | <b>2019</b>                  | <b>2018</b>                  |
|------------------------------------|------------------------------|------------------------------|
| Mutual funds                       | <b>\$ 185,587,805</b>        | \$ 153,378,503               |
| Self-directed brokerage accounts   | <b>1,451,261</b>             | 910,152                      |
| Common collective trust funds      | <b>8,891,585</b>             | 9,546,138                    |
| Notes receivable from participants | <b>3,181,942</b>             | 3,079,936                    |
|                                    | <b><u>\$ 199,112,593</u></b> | <b><u>\$ 166,914,729</u></b> |

The following was also certified by VFTC and FMTC for the years ended December 31, 2019 and 2018:

|                                                              | <b>2019</b>          | <b>2018</b>     |
|--------------------------------------------------------------|----------------------|-----------------|
| Net appreciation (depreciation) in fair value of investments | <b>\$ 26,987,584</b> | \$ (11,802,656) |
| Dividend and interest income                                 | <b>\$ 4,794,678</b>  | \$ 5,193,763    |
| Other income                                                 | <b>\$ 1,538</b>      | \$ (6,053)      |
| Interest income on notes receivable from participants        | <b>\$ 181,360</b>    | \$ 182,679      |

#### 6. Income Tax Status

The Plan received a determination letter from the Internal Revenue Service dated February 8, 2018, maintaining that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator and the Plan's counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

## SUEZ Water Resources Inc. 401(k) Plan

### Notes to Financial Statements (continued)

#### 6. Income Tax Status (continued)

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that would not meet the more likely than not standard and be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2019 and 2018, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2016.

The Plan is undergoing a Department of Labor examination for the Plan's compliance with the provisions of ERISA for the 2016 Plan year. Plan management does not expect the examination to affect the Plan's tax status.

#### 7. 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 fair 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.

#### 8. Subsequent Events

The Plan has evaluated subsequent events through October 8, 2020, which is the date these financial statements were available for issuance.

In March 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. The COVID-19 pandemic has led to increased volatility in financial markets. The extent to which such increased volatility will impact the value of Plan assets will depend on future developments that are highly uncertain and cannot be predicted.

On March 27, 2020, the "Coronavirus Aid, Relief, and Economic Security (CARES) Act" was signed in to law. The CARES Act includes several relief provisions available to the Plan and its participants. Plan management has evaluated the relief provisions available to plan participants under the CARES Act and has implemented the following provisions:

- Special coronavirus distributions up to \$100,000.
- Extended the period for loan repayments, if applicable, up to one year.

## Supplemental Schedule

EIN#: 71-0005226

Plan#: 003

SUEZ Water Resources Inc. 401(k) Plan

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2019

| Identity of Issuer, Borrower,<br>Lessor, or Similar Party | Description of Investment, Including Maturity Date,<br>Rate of Interest, Collateral, Par or Maturity Date | Cost ** | Current Value         |
|-----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|---------|-----------------------|
| Registered Investment Company *                           | Fidelity Government Money Market Fund                                                                     |         | \$ 7                  |
| "                                                         | Vanguard Extended Market Index Fund Admiral Shares                                                        |         | 3,225,180             |
| "                                                         | Vanguard Total Bond Market Index Fund Admiral Shares                                                      |         | 1,143,913             |
| "                                                         | Vanguard Federal Money Market Fund Investor Shares                                                        |         | 3,019,366             |
| "                                                         | Vanguard Total International Stock Index Fund Admiral Shares                                              |         | 880,587               |
| "                                                         | Vanguard Institutional Target Retirement Income Fund Institutional Shares                                 |         | 6,553,606             |
| "                                                         | Vanguard 500 Index Fund Investor Shares                                                                   |         | 11,274,697            |
| "                                                         | Vanguard Target Retirement 2015 Fund                                                                      |         | 12,574,073            |
| "                                                         | Vanguard Target Retirement 2020 Fund                                                                      |         | 31,812,900            |
| "                                                         | Vanguard Target Retirement 2025 Fund                                                                      |         | 34,142,723            |
| "                                                         | Vanguard Target Retirement 2030 Fund                                                                      |         | 32,734,261            |
| "                                                         | Vanguard Target Retirement 2035 Fund                                                                      |         | 18,849,844            |
| "                                                         | Vanguard Target Retirement 2040 Fund                                                                      |         | 12,224,135            |
| "                                                         | Vanguard Target Retirement 2045 Fund                                                                      |         | 9,742,086             |
| "                                                         | Vanguard Target Retirement 2050 Fund                                                                      |         | 4,112,916             |
| "                                                         | Vanguard Target Retirement 2055 Fund                                                                      |         | 1,618,879             |
| "                                                         | Vanguard Target Retirement 2060 Fund                                                                      |         | 561,522               |
| "                                                         | Vanguard Target Retirement 2065 Fund                                                                      |         | 1,117,111             |
| Self-Directed Brokerage                                   | Brokerage Link Self-Directed Brokerage Accounts                                                           |         | 1,451,261             |
| Common Collective Trust                                   | Vanguard Retirement Savings Trust                                                                         |         | 7,564,267             |
| "                                                         | Prudential Core Plus Bond Fund Class 6                                                                    |         | 1,327,318             |
| Notes Receivable from<br>Participants                     | Interest rates ranging from 4.25% to 7.25%<br>per annum, with varying maturity dates                      |         | 3,181,941             |
|                                                           |                                                                                                           |         | <u>\$ 199,112,593</u> |

\* Indicates party-in-interest to the Plan

\*\* Cost information is not applicable as the Plan is participant-directed

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**SUEZ Water Resources Inc.**  
**401(k) Plan**

Financial Statements and Supplemental Schedule  
Years Ended December 31, 2019 and 2018  
With Independent Auditors' Report



MAZARS USA LLP IS AN INDEPENDENT MEMBER FIRM OF MAZARS GROUP.

SUEZ Water Resources Inc. 401(k) Plan  
Financial Statements and Supplemental Schedule  
Years Ended December 31, 2019 and 2018

**Contents**

|                                                                       |      |
|-----------------------------------------------------------------------|------|
| Independent Auditors' Report.....                                     | 1-2  |
| Financial Statements                                                  |      |
| Statements of Net Assets Available for Benefits .....                 | 3    |
| Statements of Changes in Net Assets Available for Benefits .....      | 4    |
| Notes to Financial Statements.....                                    | 5-11 |
| Supplemental Schedule                                                 |      |
| Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)..... | 12   |

## Independent Auditors' Report

To the Benefits Advisory Committee  
SUEZ Water Resources, Inc.

### Report on the Financial Statements

We were engaged to audit the accompanying financial statements of SUEZ Water Resources Inc. 401(k) Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2019 and 2018, and the related statements of changes in net assets available for benefits for the years then ended December 31, 2019 and 2018, 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.

### Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits 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 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 referred to in Note 5, which was certified by Vanguard Fiduciary Trust Company and Fidelity Management Trust Company, the trustees of the Plan (the "Trustees"), except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that Vanguard Fiduciary Trust Company executed transactions from January 1, 2018 to October 31, 2018, and that Fidelity Management Trust Company held the Plan's investments as of December 31, 2019 and December 31, 2018 and executed investment transactions from November 1, 2018 to December 31, 2019. The plan administrator has obtained a certification from the Trustees as of and for the years ended December 31, 2019 and 2018, that the information provided to the plan administrator by the Trustees 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.

**Other Matter**

The supplemental schedule of assets (held at end of year) as of December 31, 2019, 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 purpose of additional analysis and is not a required part of the financial statements. 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 Trustees, have 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.

*Mazars USA LLP*

October 8, 2020

# SUEZ Water Resources Inc. 401(k) Plan

## Statements of Net Assets Available for Benefits

|                                    | December 31,          |                       |
|------------------------------------|-----------------------|-----------------------|
|                                    | 2019                  | 2018                  |
| <b>Assets</b>                      |                       |                       |
| Investments:                       |                       |                       |
| Investments, at fair value         | \$ 195,930,651        | \$ 163,834,793        |
| Total investments                  | <u>195,930,651</u>    | <u>163,834,793</u>    |
| Receivables:                       |                       |                       |
| Employer contributions             | 839,583               | 796,587               |
| Notes receivable from participants | <u>3,181,942</u>      | <u>\$3,079,936</u>    |
| Total receivables                  | <u>4,021,525</u>      | <u>3,876,523</u>      |
| Net assets available for benefits  | <u>\$ 199,952,176</u> | <u>\$ 167,711,316</u> |

*The accompanying notes are an integral part of these financial statements.*

# SUEZ Water Resources Inc. 401(k) Plan

## Statements of Changes in Net Assets Available for Benefits

|                                                                       | December 31,          |                       |
|-----------------------------------------------------------------------|-----------------------|-----------------------|
|                                                                       | 2019                  | 2018                  |
| <b>Additions:</b>                                                     |                       |                       |
| Investment income:                                                    |                       |                       |
| Net appreciation (depreciation) in<br>fair value of investments       | \$ 26,987,584         | \$ (11,802,656)       |
| Interest and dividends                                                | 4,794,678             | 5,193,763             |
| Total investment income (loss)                                        | 31,782,262            | (6,608,893)           |
| Interest income on notes receivable from participants                 | 181,360               | 182,679               |
| Contributions:                                                        |                       |                       |
| Employer                                                              | 3,902,957             | 3,691,374             |
| Participants                                                          | 8,854,148             | 8,267,753             |
| Rollovers                                                             | 2,395,591             | 545,136               |
| Other                                                                 | 1,538                 | (6,053)               |
| Total additions                                                       | 47,117,856            | 6,071,996             |
| <b>Deductions:</b>                                                    |                       |                       |
| Benefits paid to participants                                         | 15,589,291            | 26,849,248            |
| Administrative fees                                                   | 105,495               | 15,037                |
| Total deductions                                                      | 15,694,786            | 26,864,285            |
| <b>Net increase (decrease) in net assets before plan transfers</b>    | <b>31,423,070</b>     | <b>(20,792,289)</b>   |
| <b>Transfers of assets:</b>                                           |                       |                       |
| Transfers into the plan                                               | 841,950               | 402,592               |
| Transfers out of the plan                                             | 24,160                | 2,058                 |
| <b>Net transfers into the plan</b>                                    | <b>817,790</b>        | <b>400,534</b>        |
| <b>Total increase (decrease) in net assets available for benefits</b> | <b>32,240,860</b>     | <b>(20,391,755)</b>   |
| <b>Net assets available for benefits at beginning of year</b>         | <b>167,711,316</b>    | <b>188,103,071</b>    |
| <b>Net assets available for benefits at end of year</b>               | <b>\$ 199,952,176</b> | <b>\$ 167,711,316</b> |

*The accompanying notes are an integral part of these financial statements.*

# SUEZ Water Resources Inc. 401(k) Plan

## Notes to Financial Statements

### 1. Description of the Plan

The following brief description of the SUEZ Water Resources Inc. 401(k) Plan (the “Plan”) is provided for general information purposes only. Participants should refer to the plan document for a more complete description of the Plan’s provisions. During 2018, Suez Water Resources elected to change the trustee who administers this plan from Vanguard Fiduciary Trust Company (“VFTC”) to Fidelity Management Trust Company (“FMTC”), or collectively the “Trustees”. This transfer took place on November 1, 2018.

#### General

The Plan is a defined contribution plan that covers the eligible employees of SUEZ Water Resources Inc. and its subsidiaries and certain affiliates (the “Company”). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

#### Eligibility

All employees of the Company, except for those covered by a collective bargaining agreement and leased employees, automatically become eligible to participate in the Plan upon hire. Effective November 1, 2018, employees are automatically enrolled in the Plan at 3% pre-tax deferral percentage. Employees may elect not to participate in the Plan.

#### Contributions

The Plan permits participants to make pre-tax contributions of between 1% and 50% of their eligible compensation for the year, provided such contributions do not exceed the dollar limitation in effect under the Internal Revenue Code (the “Code”). The Plan also permits participants to make post-tax contributions between 1% and 50% of their eligible compensation for the year, provided such contributions do not exceed the allowable amount under the Code. The total of the participants’ pre-tax contributions and post-tax contributions may not exceed 50% of their compensation for the year and may not exceed the allowable amount under the Code. Participants are also allowed to make rollover contributions of amounts received from other tax-qualified retirement plans. The Company contributions are determined by the amounts indicated in the plan document.

The Company provides an enhanced 401(k) Company match and contribution for certain new hires and certain other employees not currently accruing benefits within a defined benefit plan. The enhancement increases the Company match to 50% of the first 8% of the participant’s contribution, with an additional employer contribution ranging from 1% to 4% of the employee’s base compensation, which increases during the employee’s career based on age. Employees do not have to contribute to the Plan in order to receive the age based contribution.

Participants are fully vested in their contributions and earnings thereon immediately, and become fully vested in the Company’s contributions and earnings thereon after one year of credited service. Full vesting also occurs upon attaining age 65, permanent disability or death, regardless of the participant’s length of service.

# SUEZ Water Resources Inc. 401(k) Plan

## Notes to Financial Statements (continued)

### 1. Description of the Plan (continued)

#### Investment Options

All of the Plan's investment options are participant-directed into various investment options offered by the Plan.

#### Participant Accounts

Each participant's account is credited with his or her contribution, the Company's matching contribution, and Plan earnings or losses.

#### Forfeitures

Forfeitures of terminated, non-vested participants' accounts are first applied to restore any participant accounts of employees who are re-employed and any remaining amounts are used to pay plan expenses as applicable. Forfeitures from employees for the years ended December 31, 2019 and 2018 were \$14,671 and \$38,287, respectively. The available balance of forfeitures as of December 31, 2019 and 2018 were \$97,233 and \$71,133, respectively.

#### Payment of Benefits

Benefits may be paid upon death, disability, termination, normal retirement or attainment of age 59½ to the participants or their beneficiaries. These benefits are generally paid in lump-sum amounts equal to the value of the participant's vested interest in his or her account. The Plan also permits installment distributions not to exceed a ten-year period.

#### Notes Receivable from Participants

Participants may borrow from their accounts in amounts ranging from \$1,000 to \$50,000, provided the loan is not more than 50% of their vested account balances. The terms of the loans range from one to five years, with longer terms permitted for the purchase of a primary residence. The maximum number of loans a participant may have outstanding at any time is three. The loans are secured by the balance in the participant's account and bear interest at a fixed interest rate which is determined when the loan is made by reference to market and non-market interest rates (ranging between 4.25% and 7.25% at December 31, 2019). Interest is fixed for the term of the loan. Principal and interest are paid through payroll deductions. Notes receivable from participants are measured at their unpaid principal balance, plus any accrued interest.

#### Administrative Expenses

Substantially all of the Plan's administrative expenses are paid for by the Company.

#### Transfers

Transfers in during 2019 and 2018 were \$841,950 and \$402,592, respectively, and represent assets transferred in from the SUEZ Water Resources Inc. Collectively Bargained 401(k) Plan as a result of a change in the status of participants from bargained employees to non-bargained employees of the Company.

# SUEZ Water Resources Inc. 401(k) Plan

## Notes to Financial Statements (continued)

### 1. Description of the Plan (continued)

Transfers out during 2019 and 2018 were \$24,160 and \$2,058 as a result of a change in the status by participants from non-bargained employees to bargained employees of the Company.

#### Plan Termination

Although it has not expressed any intent to do so, the Company 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 would become 100% vested in their accounts.

### 2. Summary of Significant Accounting Policies

#### Basis of Presentation

The Plan's financial statements have been prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America ("US GAAP").

#### Use of Estimates

The preparation of financial statements in conformity with US GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

#### Investment Valuation and Income Recognition

The Plan's investments in registered investment companies are stated at fair value generally by reference to published market prices valued at the daily closing price as reported by the fund. These funds are required to publish their daily net asset value ("NAV") and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Purchases and sales of investments are recorded on a trade date basis (the day the order to buy or sell is executed). Interest income is accrued when earned. Dividend income is recorded on the ex-dividend date. Capital gain distributions are included in dividend income.

The Plan holds an investment in the Vanguard Retirement Savings Trust, a common and commingled trust (the "Trust") that invests solely in the Vanguard Retirement Savings ("VRST") Master Trust. The Plan's investment in the Trust is valued at the unit value of the Trust. The Trust values its investments in the VRST Master Trust similarly. The underlying investments of the VRST Master Trust are primarily in a pool of investment contracts that are issued by insurance companies and commercial banks and in contracts that are backed by bond trusts and bond mutual funds. The contracts are comprised of: (a) traditional investment contracts issued by insurance companies and banks which are not transferable but provide for benefit-responsive withdrawals by Plan participants at contract value, and (b) alternative investment contracts consisting of investments together with contracts under which a bank or other institution provides for benefit-responsive withdrawals by Plan participants at contract value. For fully benefit-responsive investment contracts included in the VRST, contract value is the relevant measurement attribute because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the underlying defined contribution plans.

## SUEZ Water Resources Inc. 401(k) Plan

### Notes to Financial Statements (continued)

#### 2. Summary of Significant Accounting Policies (continued)

The plan also holds an investment in the Prudential Core Plus Bond Fund. This Fund was established by the collective trust of Prudential Trust Company as a vehicle to invest in a diversified portfolio of debt securities. The Fund will be invested primarily in fixed income securities in the U.S. investment grade sectors, as well as U.S. fixed income securities rated below investment grade, the debt of developed international markets and the debt of emerging markets. The Fund may also invest in fixed income comingled vehicles. The fund is valued at unit value.

#### 3. Fair Value Measurements

Accounting Standards Codification topic (“ASC”) 820, Fair Value Measurements and Disclosures, defines fair value, and establishes a framework for measuring fair value in US GAAP and disclosing fair value measurements. It also applies under other accounting pronouncements that require or permit fair value measurements.

The fair value hierarchy for disclosure of fair value measurements under ASC 820 is as follows:

- Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: Quoted prices, other than quoted prices included in Level 1, that are observable for the assets or liabilities, either directly or indirectly.
- Level 3: Valuation inputs are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used during 2019 and 2018.

- Mutual funds: Valued at quoted prices (unadjusted) in an active market at year-end.
- Self-directed brokerage accounts: Self directed brokerage accounts include cash, non-interest cash and mutual funds, which are valued at quoted prices (unadjusted) in an active market of the underlying investments held by the Plan at year-end.
- Common collective trust funds: The fair value of the common collective trust funds are determined by the custodian of the common collective trust funds based on the underlying assets, which represent the net asset value.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future values. Furthermore, although the Plan believes its valuation are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

## SUEZ Water Resources Inc. 401(k) Plan

### Notes to Financial Statements (continued)

#### 3. Fair Value Measurements (continued)

The fair values of the Plan's investments were as follows at December 31, 2019 and 2018:

|                                               | Level 1               | Level 2     | Level 3     | Total                 |
|-----------------------------------------------|-----------------------|-------------|-------------|-----------------------|
| At December 31, 2019:                         |                       |             |             |                       |
| Mutual Funds                                  | \$ 185,587,805        | \$ -        | \$ -        | \$ 185,587,805        |
| Self-Directed Brokerage Accounts              | 1,451,261             | -           | -           | 1,451,261             |
| Total investments in the fair value hierarchy | <u>\$ 187,039,066</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 187,039,066</u> |
| Common Collective Trust Funds (a)             |                       |             |             | <u>8,891,585</u>      |
| Total investment at fair value                |                       |             |             | <u>\$ 195,930,651</u> |
| At December 31, 2018:                         |                       |             |             |                       |
| Mutual Funds                                  | \$ 153,378,503        | \$ -        | \$ -        | \$ 153,378,503        |
| Self-Directed Brokerage Accounts              | 910,152               | -           | -           | 910,152               |
| Total investments in the fair value hierarchy | <u>\$ 154,288,655</u> | <u>\$ -</u> | <u>\$ -</u> | <u>\$ 154,288,655</u> |
| Common Collective Trust Funds (a)             |                       |             |             | <u>9,546,138</u>      |
| Total investment at fair value                |                       |             |             | <u>\$ 163,834,793</u> |

(a) Certain investments that were measured at net asset value per share (or its equivalent) as a practical expedient to fair value have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

#### 4. Related Party Transactions

The Plan invests in shares of mutual funds managed by an affiliate of VFTC and by FMTC. VFTC and FMTC act as trustees for only those investments as defined by the Plan. Transactions in such investments qualify as party-in-interest transactions which are exempt from the prohibited transaction rules.

Total administrative expense paid by the Plan to parties-in-interest amounted to \$105,495 and \$15,037 for the years ended December 31, 2019 and 2018, respectively.

Effective November 1, 2018, Fidelity receives revenue from certain investments in the Plan. Fidelity and the Employer have agreed that if this revenue exceeds an agreed upon revenue rate, Fidelity shall make an amount equal to such excess available to the Plan to pay ERISA qualified plan administrative expenses. Effective May 1, 2019, this revenue is eligible to be allocated to participants accounts. For the year ended December 31, 2019, an excess of \$7,694 was made available to the Plan. No revenue was used to pay for ERISA qualified plan administrative expenses, or allocated to participant accounts for the year ended December 3, 2019. The remaining balance available to pay future expenses was \$7,755 as of December 31, 2019.

## SUEZ Water Resources Inc. 401(k) Plan

### Notes to Financial Statements (continued)

#### 5. Investments

The plan administrator has elected the method of compliance permitted by CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, as permitted under such election, the plan administrator instructed the Plan's independent auditors not to perform any auditing procedures with respect to all investment information presented and disclosed in the accompanying financial statements certified as complete and accurate by the Trustees.

All investment information disclosed in the accompanying financial statements including investments held and notes receivable from participants at December 31, 2019 and 2018, and net appreciation (depreciation) in fair value of investments, interests and dividends for the years then ended, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by the Trustees.

Information relating to investments and notes receivable from participants held by FMTC at December 31, 2019 and 2018 is as follows:

|                                    | <b>2019</b>                  | <b>2018</b>                  |
|------------------------------------|------------------------------|------------------------------|
| Mutual funds                       | <b>\$ 185,587,805</b>        | \$ 153,378,503               |
| Self-directed brokerage accounts   | <b>1,451,261</b>             | 910,152                      |
| Common collective trust funds      | <b>8,891,585</b>             | 9,546,138                    |
| Notes receivable from participants | <b>3,181,942</b>             | 3,079,936                    |
|                                    | <b><u>\$ 199,112,593</u></b> | <b><u>\$ 166,914,729</u></b> |

The following was also certified by VFTC and FMTC for the years ended December 31, 2019 and 2018:

|                                                              | <b>2019</b>          | <b>2018</b>     |
|--------------------------------------------------------------|----------------------|-----------------|
| Net appreciation (depreciation) in fair value of investments | <b>\$ 26,987,584</b> | \$ (11,802,656) |
| Dividend and interest income                                 | <b>\$ 4,794,678</b>  | \$ 5,193,763    |
| Other income                                                 | <b>\$ 1,538</b>      | \$ (6,053)      |
| Interest income on notes receivable from participants        | <b>\$ 181,360</b>    | \$ 182,679      |

#### 6. Income Tax Status

The Plan received a determination letter from the Internal Revenue Service dated February 8, 2018, maintaining that the Plan is qualified under Section 401(a) of the Code and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The plan administrator and the Plan's counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the Internal Revenue Code and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

## SUEZ Water Resources Inc. 401(k) Plan

### Notes to Financial Statements (continued)

#### 6. Income Tax Status (continued)

US GAAP requires Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that would not meet the more likely than not standard and be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2019 and 2018, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions. The plan administrator believes it is no longer subject to income tax examinations for years prior to 2016.

The Plan is undergoing a Department of Labor examination for the Plan's compliance with the provisions of ERISA for the 2016 Plan year. Plan management does not expect the examination to affect the Plan's tax status.

#### 7. 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 fair 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.

#### 8. Subsequent Events

The Plan has evaluated subsequent events through October 8, 2020, which is the date these financial statements were available for issuance.

In March 2020, the COVID-19 outbreak was declared a pandemic by the World Health Organization. The COVID-19 pandemic has led to increased volatility in financial markets. The extent to which such increased volatility will impact the value of Plan assets will depend on future developments that are highly uncertain and cannot be predicted.

On March 27, 2020, the "Coronavirus Aid, Relief, and Economic Security (CARES) Act" was signed in to law. The CARES Act includes several relief provisions available to the Plan and its participants. Plan management has evaluated the relief provisions available to plan participants under the CARES Act and has implemented the following provisions:

- Special coronavirus distributions up to \$100,000.
- Extended the period for loan repayments, if applicable, up to one year.

## Supplemental Schedule

EIN#: 71-0005226

Plan#: 003

SUEZ Water Resources Inc. 401(k) Plan

Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year)

December 31, 2019

| Identity of Issuer, Borrower,<br>Lessor, or Similar Party | Description of Investment, Including Maturity Date,<br>Rate of Interest, Collateral, Par or Maturity Date | Cost ** | Current Value         |
|-----------------------------------------------------------|-----------------------------------------------------------------------------------------------------------|---------|-----------------------|
| Registered Investment Company *                           | Fidelity Government Money Market Fund                                                                     |         | \$ 7                  |
| "                                                         | Vanguard Extended Market Index Fund Admiral Shares                                                        |         | 3,225,180             |
| "                                                         | Vanguard Total Bond Market Index Fund Admiral Shares                                                      |         | 1,143,913             |
| "                                                         | Vanguard Federal Money Market Fund Investor Shares                                                        |         | 3,019,366             |
| "                                                         | Vanguard Total International Stock Index Fund Admiral Shares                                              |         | 880,587               |
| "                                                         | Vanguard Institutional Target Retirement Income Fund Institutional Shares                                 |         | 6,553,606             |
| "                                                         | Vanguard 500 Index Fund Investor Shares                                                                   |         | 11,274,697            |
| "                                                         | Vanguard Target Retirement 2015 Fund                                                                      |         | 12,574,073            |
| "                                                         | Vanguard Target Retirement 2020 Fund                                                                      |         | 31,812,900            |
| "                                                         | Vanguard Target Retirement 2025 Fund                                                                      |         | 34,142,723            |
| "                                                         | Vanguard Target Retirement 2030 Fund                                                                      |         | 32,734,261            |
| "                                                         | Vanguard Target Retirement 2035 Fund                                                                      |         | 18,849,844            |
| "                                                         | Vanguard Target Retirement 2040 Fund                                                                      |         | 12,224,135            |
| "                                                         | Vanguard Target Retirement 2045 Fund                                                                      |         | 9,742,086             |
| "                                                         | Vanguard Target Retirement 2050 Fund                                                                      |         | 4,112,916             |
| "                                                         | Vanguard Target Retirement 2055 Fund                                                                      |         | 1,618,879             |
| "                                                         | Vanguard Target Retirement 2060 Fund                                                                      |         | 561,522               |
| "                                                         | Vanguard Target Retirement 2065 Fund                                                                      |         | 1,117,111             |
| Self-Directed Brokerage                                   | Brokerage Link Self-Directed Brokerage Accounts                                                           |         | 1,451,261             |
| Common Collective Trust                                   | Vanguard Retirement Savings Trust                                                                         |         | 7,564,267             |
| "                                                         | Prudential Core Plus Bond Fund Class 6                                                                    |         | 1,327,318             |
| Notes Receivable from<br>Participants                     | Interest rates ranging from 4.25% to 7.25%<br>per annum, with varying maturity dates                      |         | 3,181,941             |
|                                                           |                                                                                                           |         | <u>\$ 199,112,593</u> |

\* Indicates party-in-interest to the Plan

\*\* Cost information is not applicable as the Plan is participant-directed

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