

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2019</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u>	
A	This return/report is for: <div style="display: flex; justify-content: space-between;"> <div> ☐ a multiemployer plan </div> <div> ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) </div> </div>
	☒ a single-employer plan <div style="margin-left: 100px;">☐ a DFE (specify) _____</div>
B	This return/report is: <div style="display: flex; justify-content: space-between;"> <div> ☐ the first return/report </div> <div> ☐ the final return/report </div> </div>
	☒ an amended return/report <div style="margin-left: 100px;">☐ a short plan year return/report (less than 12 months)</div>
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: <div style="display: flex; justify-content: space-between;"> <div> ☒ Form 5558 </div> <div> ☐ automatic extension </div> <div> ☐ the DFVC program </div> </div>
	☐ special extension (enter description) _____

Part II	Basic Plan Information —enter all requested information									
1a	Name of plan <u>KIRBY ELECTRIC, INC. 401(K) SALARY REDUCTION PLAN & TRUST</u>									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">1b</td> <td>Three-digit plan number (PN) ▶</td> <td><u>001</u></td> </tr> <tr> <td>1c</td> <td>Effective date of plan</td> <td><u>07/01/2000</u></td> </tr> </table>	1b	Three-digit plan number (PN) ▶	<u>001</u>	1c	Effective date of plan	<u>07/01/2000</u>			
1b	Three-digit plan number (PN) ▶	<u>001</u>								
1c	Effective date of plan	<u>07/01/2000</u>								
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>KIRBY ELECTRIC, INC.</u> <u>4826 B. STREET NW</u> <u>AUBURN, WA 98001</u>									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;">2b</td> <td>Employer Identification Number (EIN)</td> <td><u>91-1578508</u></td> </tr> <tr> <td>2c</td> <td>Plan Sponsor's telephone number</td> <td><u>253-859-2000</u></td> </tr> <tr> <td>2d</td> <td>Business code (see instructions)</td> <td><u>236200</u></td> </tr> </table>	2b	Employer Identification Number (EIN)	<u>91-1578508</u>	2c	Plan Sponsor's telephone number	<u>253-859-2000</u>	2d	Business code (see instructions)	<u>236200</u>
2b	Employer Identification Number (EIN)	<u>91-1578508</u>								
2c	Plan Sponsor's telephone number	<u>253-859-2000</u>								
2d	Business code (see instructions)	<u>236200</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.

SIGN HERE	Filed with authorized/valid electronic signature.	06/01/2021	VITALY KILCHIK
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.		
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE	Filed with authorized/valid electronic signature.		
	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

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 132
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 113 6a(2) 115 6b 0 6c 0 6d 115 6e 6f 115 6g 86 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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)** ☒ 1 **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 _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019	
A Name of plan KIRBY ELECTRIC, INC. 401(K) SALARY REDUCTION PLAN & TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 KIRBY ELECTRIC, INC.	D Employer Identification Number (EIN) 91-1578508

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier VOYA RETIREMENT INSURANCE AND ANNUITY COMPANY					
(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
71-0294708	86509	872745	86		

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.	
(a) Total amount of commissions paid 12546	(b) Total amount of fees paid 351

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).	
(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid VOYA FINANCIAL ADVISORS, INC.	

(b) Amount of sales and base commissions paid 12546	Fees and other commissions paid		(e) Organization code 6
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid NORTHWEST RETIRE PLAN CONSULTANTS	
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount 351	(d) Purpose	

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4 Current value of plan's interest under this contract in the general account at year end **4** 895**5** Current value of plan's interest under this contract in separate accounts at year end **5** 3354336**6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **6d**
Specify nature of costs ▶**e** Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity(3) ☐ other (specify) ▶**f** If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**a** Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee(3) ☐ guaranteed investment (4) ☐ other ▶**b** Balance at the end of the previous year **7b** 8444**c** Additions: (1) Contributions deposited during the year **7c(1)**
(2) Dividends and credits **7c(2)**
(3) Interest credited during the year **7c(3)** 64
(4) Transferred from separate account **7c(4)**
(5) Other (specify below) **7c(5)**
▶(6) Total additions **7c(6)** 64**d** Total of balance and additions (add lines **7b** and **7c(6)**) **7d** 8508**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 7602(2) Administration charge made by carrier **7e(2)** 12(3) Transferred to separate account **7e(3)**(4) Other (specify below) **7e(4)**
▶(5) Total deductions **7e(5)** 7614**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**) **7f** 894

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection.
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For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019

A Name of plan <u>KIRBY ELECTRIC, INC. 401(K) SALARY REDUCTION PLAN & TRUST</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>KIRBY ELECTRIC, INC.</u>	D Employer Identification Number (EIN) <u>91-1578508</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMBCN MID-CAP VALUE FUND INS</u>				
b Name of sponsor of entity listed in (a): <u>VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D</u>				
c EIN-PN <u>71-0294708-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1239</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMBCN STPNS MD-CAP GRW FD INS</u>				
b Name of sponsor of entity listed in (a): <u>VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D</u>				
c EIN-PN <u>71-0294708-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1134</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN FUNDS GROWTH FND R6</u>				
b Name of sponsor of entity listed in (a): <u>VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D</u>				
c EIN-PN <u>71-0294708-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>36348</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>AMERICAN FUNDS NW PRSPCTV R6</u>				
b Name of sponsor of entity listed in (a): <u>VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D</u>				
c EIN-PN <u>71-0294708-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>34585</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>CARILLON EAGLE SM CAP GRW R6</u>				
b Name of sponsor of entity listed in (a): <u>VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D</u>				
c EIN-PN <u>71-0294708-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1878</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>COLUMBIA HIGH YIELD BOND FD I3</u>				
b Name of sponsor of entity listed in (a): <u>VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D</u>				
c EIN-PN <u>71-0294708-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>3799</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>DFA GLOBAL REAL EST SEC PT INS</u>				
b Name of sponsor of entity listed in (a): <u>VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D</u>				
c EIN-PN <u>71-0294708-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>1232</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US CORE EQUITY 1 PT INS		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9128
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US CORE EQUITY 2 PT INS		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1465
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US LARGE CAP VL PORT INS		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3581
a Name of MTIA, CCT, PSA, or 103-12 IE: DFA US TARGETED VL PORT INS		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6263
a Name of MTIA, CCT, PSA, or 103-12 IE: INV OPP DEVELOPING MKTS FD R6		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2384
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS INTERNATIONAL GRW FND R6		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 294
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO REAL RETURN FUND INS		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3026
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD ENERGY FUND ADM		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24241
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD MID-CAP INDEX FUND ADM		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 30762
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TOT BD MKT IND FD ADM		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1684

a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TOT INT BND IN F ADM		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2073
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TOT ST MKT INDX FD ADM		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 41253
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TRGT RETIRE 2015 FD INV		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7943
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TRGT RETIRE 2020 FD INV		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 220098
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TRGT RETIRE 2025 FD INV		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 657014
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TRGT RETIRE 2030 FD INV		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 654107
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TRGT RETIRE 2035 FD INV		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 243394
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TRGT RETIRE 2040 FD INV		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 562775
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TRGT RETIRE 2045 FD INV		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 306888
a Name of MTIA, CCT, PSA, or 103-12 IE: VANGRD TRGT RETIRE 2050 FD INV		
b Name of sponsor of entity listed in (a): VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D		
c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 222867

a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGRD TRGT RETIRE 2055 FD INV**

b Name of sponsor of entity listed in (a): **VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D**

c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 127939
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGRD TRGT RETIRE 2060 FD INV**

b Name of sponsor of entity listed in (a): **VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D**

c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 38882
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VANGRD TRGT RETIRE INC FD INV**

b Name of sponsor of entity listed in (a): **VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D**

c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 81369
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VOYA FIXED ACCOUNT (4062)**

b Name of sponsor of entity listed in (a): **VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D**

c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 895
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a Name of MTIA, CCT, PSA, or 103-12 IE: **VOYA GV MNY MKT F A (HLD ACCT)**

b Name of sponsor of entity listed in (a): **VOYA RETIREMENT AND ANNUITY COMPANY SEPARATE ACCOUNT D**

c EIN-PN 71-0294708-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24692
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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)
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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)
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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)
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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)
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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
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2019 This Form is Open to Public Inspection
For calendar plan year 2019 or fiscal plan year beginning <u>01/01/2019</u> and ending <u>12/31/2019</u>		
A Name of plan <u>KIRBY ELECTRIC, INC. 401(K) SALARY REDUCTION PLAN & TRUST</u>		B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>KIRBY ELECTRIC, INC.</u>		D Employer Identification Number (EIN) <u>91-1578508</u>

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)	111240	110895
(2) Participant contributions.....	1b(2)	955	265
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)	31942	41894
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)	2732113	3354336
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	8445	895
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	2884695	3508285

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	21380	20780
k Total liabilities (add all amounts in lines 1g through 1j)	1k	21380	20780

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	2863315	3487505
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Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	110895	
(B) Participants	2a(1)(B)	278638	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		389533
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	2817	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		2817
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		590379
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		982729

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	343992	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		343992
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	12897	
(4) Other	2i(4)	1650	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		14547
j Total expenses. Add all expense amounts in column (b) and enter total	2j		358539

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		624190
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

(1) ☐ 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: **BPM ACCOUNTING & CONSULTING**

(2) EIN: **81-4234542**

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
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)			
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.).....			
4d		X	
e Was this plan covered by a fidelity bond?	X		175000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?.....			
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?.....			
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)			
4j		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?			
4k		X	
l Has the plan failed to provide any benefit when due under the plan?.....			
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

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

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

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

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

**KIRBY ELECTRIC, INC. 401(k)
SALARY REDUCTION PLAN & TRUST**

**FINANCIAL STATEMENTS
AND SUPPLEMENTAL SCHEDULE**

December 31, 2019



KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

T A B L E O F C O N T E N T S

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INDEPENDENT AUDITORS' REPORT

To the Trustees
Kirby Electric, Inc. 401(k) Salary Reduction Plan & Trust

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of Kirby Electric, Inc. 401(k) Salary Reduction Plan & Trust (the "Plan"), which comprise the statement of net assets available for benefits as of December 31, 2019, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 ("ERISA"), the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Voya Financial, the custodian of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the plan administrator that the custodian holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the custodian as of and for the year ended December 31, 2019, that the information provided to the plan administrator by the custodian 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 on the 2019 financial statement. Accordingly, we do not express an opinion on the 2019 financial statements.

Other Matter – Supplemental Schedule

The supplemental schedule of Schedule H, Line 4i - Schedule of Assets (Held at End of Year) as of December 31, 2019 is required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA 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 referred to above.

To the Trustees
Kirby Electric, Inc. 401(k) Salary Reduction Plan & Trust

Other Matter – Report on 2018 Compiled Statement of Net Assets

Management is responsible for the accompanying statement of net assets available for benefits as of December 31, 2019 of Kirby Electric, Inc. 401(k) Salary Reduction Plan & Trust, in accordance with accounting principles generally accepted in the United States of America. We have performed a compilation engagement in accordance with Statements on Standards for Accounting and Review Services promulgated by the Accounting and Review Services Committee of the AICPA. We did not audit or review the financial statements nor were we required to perform any procedures to verify the accuracy or completeness of the information provided by management. Accordingly, we do not express an opinion, a conclusion, nor provide any form of assurance on the statement.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the 2019 financial statements and supplemental schedule, other than that derived from the information certified by the custodian, 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.

BPM LLP

Bellevue, Washington
May 18, 2021

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

As of December 31, 2019 and 2018

	<u>2019</u>	<u>2018</u> <i>(Compiled)</i>
ASSETS		
Investments, fair value	\$ 3,354,336	\$ 2,732,113
Investment, contract value	<u>895</u>	<u>8,445</u>
Total investments	<u>3,355,231</u>	<u>2,740,558</u>
Contributions receivable:		
Participant	265	955
Employer	<u>110,895</u>	<u>111,240</u>
Total contributions receivable	<u>111,160</u>	<u>112,195</u>
Participant loans	<u>41,894</u>	<u>31,942</u>
Total assets	3,508,285	2,884,695
LIABILITIES		
Advance contributions	<u>20,780</u>	<u>21,380</u>
Net assets available for benefits	<u><u>\$ 3,487,505</u></u>	<u><u>\$ 2,863,315</u></u>

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

For the year ended December 31, 2019

Additions to net assets attributed to:

Net appreciation in fair value of investments	\$ 590,380
Interest on participant loans	<u>2,817</u>
Total investment income	<u>593,197</u>

Contributions:

Participants	278,638
Employer	<u>110,895</u>
Total contributions	<u>389,533</u>

Total additions to net assets	<u>982,730</u>
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Deductions from net assets attributed to:

Benefits paid to participants	343,992
Administrative fees	<u>14,548</u>
Total deductions from net assets	<u>358,540</u>

Net increase in net assets	624,190
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Net assets available for benefits:

Beginning of year <i>(compiled)</i>	<u>2,863,315</u>
End of year	<u><u>\$ 3,487,505</u></u>

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2019

1. Description of Plan

The following description of Kirby Electric, Inc. 401(k) Salary Reduction Plan & Trust (the “Plan”) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan’s provisions. The Plan was adopted July 1, 2000.

General

The Plan is a defined contribution profit sharing plan covering all eligible employees of Kirby Electric, Inc. Employees who are eligible to participate in the Plan once they have completed one year of service at the first of the month following one year of service and are not leased employees, non-resident aliens, or union employees whose employment is governed by a collective bargaining agreement under which retirement benefits were the subject of good faith bargaining. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (“ERISA”).

Contributions

Each participant may elect to contribute up to 100% of their eligible compensation to the Plan, subject to the maximum allowed under the Internal Revenue Code (“IRC”) (\$19,000 in 2019). Participants who have attained the age of 50 before the end of the Plan year are eligible to make additional catch-up contributions of \$6,000 in 2019. The amount deferred can be a pre-tax, after-tax Roth contribution, or a combination of both. The pre-tax deferral is not subject to income tax until it is actually distributed to the participant; however, it is subject to Social Security tax at the time of deferral. Roth contributions are subject to income taxes at the time of deferral and are not taxed when distributed; earnings thereon are taxed when distributed, unless the distribution is qualified. Participants may also contribute amounts representing rollover distributions from other IRC qualified retirement plans.

The plan sponsor contributes and allocates to each eligible participant discretionary matching contributions. The matching contribution for 2019 and 2018 was \$2,000 each year. Matching contributions are subject to certain limitations by the Plan. The Plan also provides for discretionary profit sharing contributions that are determined annually by the plan sponsor. There were no profit sharing contributions for 2019.

Participant Accounts

Each participant has an account with Voya Financial, the custodian of the Plan (“Voya”). The participant chooses among the various investment options for the deferral and employer contributions.

Vesting

Participants are immediately vested in their 401(k) deferrals, rollover contributions, and the actual earnings thereon. Vesting of employer matching or discretionary contributions is based on years of service. After two years of service, employees become 20% vested in employer contributions. Vesting then occurs in annual increments of 20%, such that participants are fully vested after six years of service. Participants shall also become 100% vested in employer contributions upon attainment of normal retirement age (65 years), death, or permanent disability.

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2019

1. Description of Plan, continued

Payments of Benefits

On termination of service due to death, disability, or retirement, a participant or their representative may elect to receive a lump-sum amount equal to the value of participant's vested interest in his or her account. Benefit payments for other reasons are made to participants for the value of their vested balance either in the form of a lump sum distribution or in payments according to requirements and options listed in the summary plan description provided to all participants.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum of \$50,000. Loans may not exceed 50 percent of the participant's vested account balance. The loans are secured by the vested balance in the participant's account. The interest rate is determined by the plan administrator based on prime plus 1% and is fixed over the life of the loan. The interest rates on the outstanding loans range from 6.25% to 7.25% as of December 31, 2019 and mature at various dates through December 2022.

Forfeitures

Forfeitures are the non-vested portions of a participant's account that are lost upon termination of employment. Forfeitures are retained in the Plan and may be used to pay administrative expenses of the Plan or to reduce future employer contributions to the Plan. Unused forfeitures were \$24,692 and \$25,809 at December 31, 2019 and 2018, respectively.

Plan Administrative Costs

The cost of administering the Plan are paid in part from the assets of the Plan and in part by the employer.

2. Summary of Significant Accounting Policies

Basis of Accounting

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

Use of Estimates

The preparation of financial statements in conformity with U.S. GAAP requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Investment Valuation and Income Recognition

Investments in pooled separate accounts are reported at net asset value ("NAV"). The fully benefit-responsive investment is reported at contract value. Net appreciation or depreciation in the value of investments is the calculated difference between the year-end estimated values and the purchase prices or, if more recent, the beginning of the year estimated values. Purchases and sales of securities are recorded on a trade-date basis. Should the contract with Voya be terminated, surrender charges or adjustments could affect the contractual value.

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2019

2. Summary of Significant Accounting Policies, continued

Payment of Benefits

Benefits are recorded when paid.

3. Investments

Information prepared and certified by the custodian - The following information included in the accompanying financial statements was obtained from data that has been prepared and certified to as complete and accurate by the custodian, Voya, as of and for the year ended December 31:

	2019	2018
		<i>(Compiled)</i>
Investments, fair value	\$ 3,354,336	\$ 2,732,113
Investment, contract value	895	8,445
	<u>\$ 3,355,231</u>	<u>\$ 2,740,558</u>
Appreciation in fair value of investments, net of \$12,897 investment fees	\$ 577,483	
Contributions	389,968	
Benefits paid	(343,992)	
Fees	(1,650)	
	<u>\$ 621,809</u>	

4. Fair Value Measurements

The fair value of the pooled separate accounts determined using net asset value of shares held by the Plan as a practical expedient is \$3,354,336 and \$2,732,113 at December 31, 2019 and 2018, respectively.

There have been no changes in the methodologies used at December 31, 2019 and 2018.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Plan believes its valuation methods 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.

5. Investment Contracts

The Plan held guaranteed interest contracts with Voya at December 31, 2019 and 2018. Voya reserves the right to adjust the fixed or stated rate of return prospectively during the term of the contract or agreement. A market value adjustment may apply to amounts withdrawn at the request of the contract holder, but at no point will the guaranteed rate fall below 1.00%. The underlying contract has no restrictions on the use of Plan assets and there are no valuation reserves recorded to adjust contract amounts.

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2019

5. Investment Contracts, continued

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial Plan termination or merger with another plan); (ii) changes to Plan's prohibition on competing investment options; or (iii) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The plan administrator does not believe that the occurrence of any such value event, which would limit the Plan's ability to transact at contract value with participants, is probable.

The guaranteed interest contracts contract values are \$895 and \$8,445 at December 31, 2019 and 2018, respectively.

6. Advance Contributions

At December 31, 2019 and 2018, Plan's advanced contributions consist of an overpayment of the employer match made in 2017. The Company is planning to cover future employer match with the overpayment.

7. Related Party and Party-In-Interest Transactions

At December 31, 2019 and 2018, Plan investment funds were managed by an entity affiliated with Voya, the custodian of the Plan assets. These transactions qualify as party-in-interest. Fees paid by the Plan for investment management service were included as a reduction of the return earned on each investment.

NW Retirement Plan Consultants, LLC ("NW Retirement") has an administrative service contract with the Plan. Under this agreement, NW Retirement is responsible for maintaining participant account records and assistance with the annual Plan administration. Fees for these administrative expenses are paid by the Plan.

There are no related party transactions other than normal participation in the Plan by employee-officers.

8. Plan Termination

Although it has not expressed any intent to do so, the plan sponsor has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA and the Service Contract Act.

9. Tax Status

The Plan operates under the provisions of a prototype plan maintained by Northwest Retirement Plan Consultants LLC. The Internal Revenue Service has determined by a letter dated December 12, 2014, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). Accordingly, no provision for income taxes has been included in the Plan's financial statements. The Plan has been amended since receiving the determination letter. However, the plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2019

9. Tax Status, continued

Under FASB Accounting Standards Codification 740, Income Taxes, the Plan is required to report benefits arising from uncertain tax positions. If it is probable that an uncertain tax position will result in a material liability and the amount of the liability can be estimated, then the estimated liability is accrued.

If the Plan were to incur any income tax liability in the future, interest on any income tax liability would be reported as interest expense, and penalties on any income tax would be reported as income taxes. The open tax years still subject to examination by the taxing authorities is based on the applicable statute of limitations. As of December 31, 2019, no uncertain tax positions existed.

10. Risks and Uncertainties

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

11. Subsequent Events

On January 30, 2020, the World Health Organization ("WHO") announced a global health emergency stemming from a new strain of coronavirus that was spreading globally (the "COVID-19 outbreak"). On March 11, 2020, the WHO classified the COVID-19 outbreak as a pandemic, triggering volatility in financial markets and a significant negative impact on the global economy. However, because the values of the Plan's individual investments have and will fluctuate in response to changing market conditions, the amount of losses that will be recognized in subsequent periods, if any, cannot be determined. The full impact of the COVID-19 outbreak continues to evolve as of the date of this report.

In addition, the Coronavirus Aid, Relief, and Economic Security Act (the "CARES Act") passed by Congress and signed into law on March 27, 2020, includes provisions that impact retirement plans and their participants by changing existing law regarding early withdrawals, loans, and required minimum distributions. The provisions for participants to take loans or distributions is at the discretion of the plan sponsor. Plan sponsors may elect to implement these provisions with retroactive amendment required by December 31, 2022.

Provisions of the CARES Act management has adopted are:

- Temporary waiver of required minimum distributions for 2020;
- Distributions of up to \$100,000 if a participant has been diagnosed with COVID-19, or a spouse or dependent has been diagnosed with COVID-19; or is experiencing "adverse financial consequences" from quarantine, furlough, layoff, or reduced hours due to the coronavirus or is unable to work due to the lack of childcare. The CARES Act eliminates the 10% penalty for distributions taken prior to age 59½, however, the distribution should be added to the participant's taxable income, which can be done over three years. The participant can then repay the amount to the Plan and receive a refund of the taxes paid on it.

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

NOTES TO FINANCIAL STATEMENTS

December 31, 2019

11. Subsequent Events, continued

In accordance with accounting standards affecting disclosures of subsequent events, the Plan evaluated subsequent events for recognition and disclosure through the report date, the date which these financial statements were available to be issued. Management concluded that, other than listed above, no material subsequent events have occurred since December 31, 2019 that require recognition or disclosure in such financial statements.

SUPPLEMENTAL SCHEDULE

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

EIN: 91-1578508

Plan Number 001

Schedule H, Line 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2019

(a)	(b)	(c)	(d)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par, or Maturity Value	Cost **	Current Value
	Vangrd Trgt Retire 2025 Fd Inv	Pooled separate accounts		\$ 657,014
	Vangrd Trgt Retire 2030 Fd Inv	Pooled separate accounts		654,107
	Vangrd Trgt Retire 2040 Fd Inv	Pooled separate accounts		562,775
	Vangrd Trgt Retire 2045 Fd Inv	Pooled separate accounts		306,888
	Vangrd Trgt Retire 2035 Fd Inv	Pooled separate accounts		243,394
	Vangrd Trgt Retire 2050 Fd Inv	Pooled separate accounts		222,867
	Vangrd Trgt Retire 2020 Fd Inv	Pooled separate accounts		220,098
	Vangrd Trgt Retire 2055 Fd Inv	Pooled separate accounts		127,939
	Vangrd Trgt Retire Inc Fd Inv	Pooled separate accounts		81,369
	Vangrd Tot St Mkt Indx Fd Adm	Pooled separate accounts		41,253
	Vangrd Trgt Retire 2060 Fd Inv	Pooled separate accounts		38,882
	American Funds Growth Fnd R6	Pooled separate accounts		36,348
	American Funds Nw Prspctv R6	Pooled separate accounts		34,585
	Vangrd Mid-Cap Index Fund Adm	Pooled separate accounts		30,762
*	Voya Gv Mny Mkt F A (Hld Acct)	Pooled separate accounts		24,692
	Vangrd Energy Fund Adm	Pooled separate accounts		24,241
	DFA US Core Equity 1 Pt Ins	Pooled separate accounts		9,128
	Vangrd Trgt Retire 2015 Fd Inv	Pooled separate accounts		7,943
	DFA US Targeted VI Port Ins	Pooled separate accounts		6,263
	Columbia High Yield Bond Fd I3	Pooled separate accounts		3,799
	DFA US Large Cap VI Port Ins	Pooled separate accounts		3,581
	PIMCO Real Return Fund Ins	Pooled separate accounts		3,026
	Inv Opp Developing Mkts Fd R6	Pooled separate accounts		2,384
	Vangrd Tot Int Bnd In F Adm	Pooled separate accounts		2,073
	Carillon Eagle Sm Cap Grw R6	Pooled separate accounts		1,878
	Vangrd Tot Bd Mkt Ind Fd Adm	Pooled separate accounts		1,684
	DFA US Core Equity 2 Pt Ins	Pooled separate accounts		1,465
	AmBcn Mid-Cap Value Fund Ins	Pooled separate accounts		1,239
	DFA Global Real Est Sec Pt Ins	Pooled separate accounts		1,232
	AmBcn Stpns Md-Cap Grw Fd Ins	Pooled separate accounts		1,134
*	Voya Fixed Account (4062)	Fixed income contract		895
	MFS International Grw Fnd R6	Pooled separate accounts		293
				3,355,231
*	Participant Loans	Interest rate 6.25% to 7.25%		41,894
				<u>\$ 3,397,125</u>

* Parties-in-interest

** Cost omitted due to participant directed transactions under individual account plan

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ➤ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2019 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2019 or fiscal plan year beginning 01/01/2019 and ending 12/31/2019	
A This return/report is for:	☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____
B This return/report is:	☐ the first return/report ☐ the final return/report ☒ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information
1a Name of plan Kirby Electric, Inc. 401(k) Salary Reduction Plan & Trust	1b Three-digit plan number (PN) ➤ 001 1c Effective date of plan 07/01/2000
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) Kirby Electric, Inc. 4826 B. Street NW AUBURN, WA 98001	2b Employer Identification Number (EIN) 91-1578508 2c Plan Sponsor's telephone number (253) 859-2000 2d Business code (see instructions) 236200

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

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

SIGN HERE		6-1-21	Vitaly Kilchik
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 132
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1), 6a(2), 6b, 6c, and 6d).	
a(1) Total number of active participants at the beginning of the plan year	6a(1) 113
a(2) Total number of active participants at the end of the plan year	6a(2) 115
b Retired or separated participants receiving benefits.....	6b 0
c Other retired or separated participants entitled to future benefits	6c 0
d Subtotal. Add lines 6a(2), 6b, and 6c.....	6d 115
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	6e
f Total. Add lines 6d and 6e.....	6f 115
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 86
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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) ☒ 1 **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 _____

KIRBY ELECTRIC, INC. 401(k) SALARY REDUCTION PLAN & TRUST

EIN: 91-1578508

Plan Number 001

Schedule H, Line 4i

SCHEDULE OF ASSETS (HELD AT END OF YEAR)

As of December 31, 2019

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