

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 2021 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2021 or fiscal plan year beginning <u>07/01/2021</u> and ending <u>06/30/2022</u>	
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)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	▶ ☐

Part II	Basic Plan Information—enter all requested information										
1a Name of plan <u>U.A. LOCAL NO. 447 DEFINED CONTRIBUTION PLAN AND TRUST</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%;">1b Three-digit plan number (PN) ▶</td> <td style="width: 20%; text-align: center;"><u>002</u></td> </tr> <tr> <td colspan="2">1c Effective date of plan <u>07/01/1981</u></td> </tr> <tr> <td colspan="2">2b Employer Identification Number (EIN) <u>68-0401920</u></td> </tr> <tr> <td colspan="2">2c Plan Sponsor's telephone number <u>916-457-0821</u></td> </tr> <tr> <td colspan="2">2d Business code (see instructions) <u>238220</u></td> </tr> </table>	1b Three-digit plan number (PN) ▶	<u>002</u>	1c Effective date of plan <u>07/01/1981</u>		2b Employer Identification Number (EIN) <u>68-0401920</u>		2c Plan Sponsor's telephone number <u>916-457-0821</u>		2d Business code (see instructions) <u>238220</u>	
1b Three-digit plan number (PN) ▶	<u>002</u>										
1c Effective date of plan <u>07/01/1981</u>											
2b Employer Identification Number (EIN) <u>68-0401920</u>											
2c Plan Sponsor's telephone number <u>916-457-0821</u>											
2d Business code (see instructions) <u>238220</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>BOARD OF TRUSTEES, U.A. LOCAL NO. 447 DEFINED CONTRIBUTION PLAN AND TRUST</u> <u>PO BOX 191030</u> <u>SACRAMENTO, CA 95819</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.	04/17/2023	ROD BARBOUR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	04/17/2023	TODD SCHIAVO
	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

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

Form 5500 (2021)
v. 210624

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 1418
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) 750 6a(2) 801 6b 14 6c 596 6d 1411 6e 30 6f 1441 6g 1441 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item).....	7 71

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:
 2C 2F 2H 2J

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 2021 Form M-1 annual report. If the plan was not required to file the 2021 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 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning 07/01/2021 and ending 06/30/2022		
A Name of plan U.A. LOCAL NO. 447 DEFINED CONTRIBUTION PLAN AND TRUST	B Three-digit plan number (PN) ▶ 002	
C Plan sponsor's name as shown on line 2a of Form 5500 BOARD OF TRUSTEES, U.A. LOCAL NO. 447 DEFINED	D Employer Identification Number (EIN) 68-0401920	

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 PRUDENTIAL 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
06-1050034	93629	041041	127	07/01/2021	06/30/2022

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

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

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

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

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

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

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

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

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

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

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

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

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
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(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** 3745009**5** Current value of plan's interest under this contract in separate accounts at year end..... **5****6** Contracts With Allocated Funds:**a** State the basis of premium rates ▶**b** Premiums paid to carrier **6b****c** Premiums due but unpaid at the end of the year **6c****d** If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. **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** 4411313**c** Additions: (1) Contributions deposited during the year **7c(1)** 3315
(2) Dividends and credits..... **7c(2)**
(3) Interest credited during the year..... **7c(3)** 54491
(4) Transferred from separate account..... **7c(4)**
(5) Other (specify below) **7c(5)** 1675851
▶(6) Total additions **7c(6)** 1733657**d** Total of balance and additions (add lines **7b** and **7c(6)**). **7d** 6144970**e** Deductions:(1) Disbursed from fund to pay benefits or purchase annuities during year **7e(1)** 1597846(2) Administration charge made by carrier..... **7e(2)**(3) Transferred to separate account..... **7e(3)**(4) Other (specify below) **7e(4)** 802115
▶(5) Total deductions **7e(5)** 2399961**f** Balance at the end of the current year (subtract line **7e(5)** from line **7d**)..... **7f** 3745009

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. Specify nature of costs.	10b	

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider 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
		2021
		This Form is Open to Public Inspection.

For calendar plan year 2021 or fiscal plan year beginning 07/01/2021 and ending 06/30/2022		
A Name of plan U.A. LOCAL NO. 447 DEFINED CONTRIBUTION PLAN AND TRUST	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 BOARD OF TRUSTEES, U.A. LOCAL NO. 447 DEFINED	D Employer Identification Number (EIN) 68-0401920	

Part I	Service Provider Information (see instructions)
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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
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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)

RAEL & LETSON

94-1701048

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 17	NONE	13106	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

VERUS ADVISORS

91-1320111

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	NONE	22000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 49	NONE	97788	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

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

US BANK

31-0841368

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21	NONE	28555	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MILLER KAPLAN ARASE LLP

95-2036255

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	24400	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CALIBER NETWORKS

27-2155341

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	NONE	22175	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

LINDQUIST LLP

52-2385296

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	9728	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CHRIS MCDANIEL

5841 NEWMAN CT
SACRAMENTO, CA 95819

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14	EE OF AFFIL. TR	36790	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

BRAD BERNEL

5841 NEWMAN CT
SACRAMENTO, CA 95819

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14	EE OF AFFIL. TR	27550	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

CONNIE HIBBARD

5841 NEWMAN CT
SACRAMENTO, CA 95819

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14	EE OF AFFIL. TR	21409	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

ALISA MUELLER

5841 NEWMAN CT
SACRAMENTO, CA 95819

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14	EE OF AFFIL. TR	26948	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

INNOVATIVE SOFTWARE SOLUTIONS

3000 S LENOLA RD
MAPLE SHADE, NJ 08052

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15	NONE	16580	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

ISLIP & CO

68-0344156

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10	NONE	40070	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

KRAW LAW GROUP, APC

32-0465891

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29	NONE	14421	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MICHELLE PERRY

5841 NEWMAN CT
SACRAMENTO, CA 95819

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
14	EE OF AFFIL. TR	27247	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection
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For calendar plan year 2021 or fiscal plan year beginning 07/01/2021 and ending 06/30/2022		
A Name of plan U.A. LOCAL NO. 447 DEFINED CONTRIBUTION PLAN AND TRUST	B Three-digit plan number (PN) ►	002
C Plan sponsor's name as shown on line 2a of Form 5500 BOARD OF TRUSTEES, U.A. LOCAL NO. 447 DEFINED	D Employer Identification Number (EIN) 68-0401920	

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)	285309	353175
(2) Participant contributions.....	1b(2)	319486	408781
(3) Other	1b(3)	24047	18007
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	3225172	1394118
(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)		
(9) Value of interest in common/collective trusts	1c(9)	4113343	3676235
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	97056117	78699135
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	4411313	3745009
(15) Other.....	1c(15)		

		(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:		
(1)	Employer securities.....	1d(1)	
(2)	Employer real property.....	1d(2)	
e	Buildings and other property used in plan operation	1e	
f	Total assets (add all amounts in lines 1a through 1e)	1f	109434787 88294460
Liabilities			
g	Benefit claims payable	1g	
h	Operating payables	1h	34343 39297
i	Acquisition indebtedness.....	1i	
j	Other liabilities.....	1j	
k	Total liabilities (add all amounts in lines 1g through 1j)	1k	34343 39297
Net Assets			
l	Net assets (subtract line 1k from line 1f).....	1l	109400444 88255163

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.

		(a) Amount	(b) Total
Income			
a	Contributions:		
(1)	Received or receivable in cash from: (A) Employers	2a(1)(A)	3086907
	(B) Participants	2a(1)(B)	4080131
	(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)	7167038
b	Earnings on investments:		
(1)	Interest:		
	(A) Interest-bearing cash (including money market accounts and certificates of deposit).....	2b(1)(A)	1227
	(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)	
	(F) Other	2b(1)(F)	69491
	(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)	70718
(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)	2900283
	(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)	2900283
(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)		-437108
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		-17161721
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		-7460790
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers.....	2e(1)	13116765	
(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)		13116765
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)	104768	
(2) Contract administrator fees.....	2i(2)	275387	
(3) Investment advisory and management fees.....	2i(3)	150866	
(4) Other.....	2i(4)	36705	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		567726
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		13684491
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d.....	2k		-21145281
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 Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

(1) ☐ DOL Regulation 2520.103-8 (2) ☐ DOL Regulation 2520.103-12(d) (3) ☒ neither DOL Regulation 2520.103-8 nor DOL Regulation 2520.103-12(d).

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

(1) Name: MILLER KAPLAN ARASE LLP

(2) EIN: 95-2036255

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.).....

	Yes	No	Amount
4a	X		170120

	Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)			
4b		X	
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		1000000
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 Was the plan a defined benefit plan covered under the PBGC insurance program at any time during this plan year? (See ERISA section 4021 and instructions.) ☐ Yes ☐ No ☐ Not determined If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year _____.			

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2021 This Form is Open to Public Inspection.
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For calendar plan year 2021 or fiscal plan year beginning 07/01/2021 and ending 06/30/2022

A Name of plan U.A. LOCAL NO. 447 DEFINED CONTRIBUTION PLAN AND TRUST	B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 BOARD OF TRUSTEES, U.A. LOCAL NO. 447 DEFINED	D Employer Identification Number (EIN) 68-0401920

Part I	Distributions
---------------	----------------------

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

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 94-1268305		
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	0

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

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a	0	
b Enter the amount contributed by the employer to the plan for this plan year	6b	0	
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

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

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

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

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

Schedule R (Form 5500) 2021
v. 201209

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 deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:

a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....

14a

b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14b

c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....

14c

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

a The corresponding number for the plan year immediately preceding the current plan year.....

15a

b The corresponding number for the second preceding plan year

15b

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

a Enter the number of employers who withdrew during the preceding plan year

16a

b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....

16b

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

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

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

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

a Enter the percentage of plan assets held as:

Stock: _____% 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 _____

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST

FINANCIAL STATEMENTS

JUNE 30, 2022 AND 2021



INDEPENDENT AUDITOR'S REPORT

Board of Trustees
U.A. Local No. 447 Defined Contribution
Plan and Trust
P.O. Box 191030
Sacramento, California 95819

Members of the Board:

Opinion

We have audited the accompanying financial statements of U.A. Local No. 447 Defined Contribution Plan and Trust (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), which comprise the statements of net assets available for benefits as of June 30, 2022 and 2021, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of June 30, 2022 and 2021, and the changes in its net assets available for benefits for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for 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.

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for one year after the date the financial statements are available to be issued.

Management is also responsible for maintaining a current plan instrument, including all plan amendments; administering the plan; and determining that the plan's transactions that are presented and disclosed in the financial statements are in conformity with the plan's provisions, including maintaining sufficient records with respect to each of the participants, to determine the benefits due or which may become due to such participants.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audit.

Miller Kaplan Arase LLP
MILLER KAPLAN ARASE LLP

San Francisco, California

April 12, 2023

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

ASSETS	<u>June 30, 2022</u>	<u>June 30, 2021</u>
Cash	\$ 1,394,118	\$ 3,225,172
Investments		
Trustee Directed:		
Investments, at Fair Value:		
Common/Collective Trust	3,676,235	4,113,343
Mutual Funds	66,041,254	78,986,853
	<u>69,717,489</u>	<u>83,100,196</u>
Participant Directed:		
Investments, at Fair Value -		
Mutual Funds	12,657,881	18,069,264
Investments, at Contract Value -		
Insurance Company General Account	3,745,009	4,411,313
	<u>16,402,890</u>	<u>22,480,577</u>
Total Investments	<u>86,120,379</u>	<u>105,580,773</u>
Receivables		
Participant Contributions	408,781	319,486
Employer Contributions	353,175	285,309
Due from Related Party - Administrative Office	18,007	24,047
Total Receivables	<u>779,963</u>	<u>628,842</u>
TOTAL ASSETS	<u>88,294,460</u>	<u>109,434,787</u>
 LIABILITIES		
Accounts Payable	<u>39,297</u>	<u>34,343</u>
TOTAL LIABILITIES	<u>39,297</u>	<u>34,343</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 88,255,163</u>	<u>\$ 109,400,444</u>

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JULY 1, 2021 TO JUNE 30, 2022

	<u>Participant Directed</u>	<u>Trustee Directed</u>	<u>Total</u>
ADDITIONS			
Investment Income (Loss)			
Dividends and Interest	\$ 1,096,825	\$ 1,819,685	\$ 2,916,510
Net (Depreciation) Investments	(4,358,384)	(13,185,954)	(17,544,338)
Less: Investment Expenses	<u>(100,246)</u>	<u>(50,620)</u>	<u>(150,866)</u>
Net Investment (Loss)	<u>(3,361,805)</u>	<u>(11,416,889)</u>	<u>(14,778,694)</u>
Contributions			
Employer Contributions	120,819	2,966,088	3,086,907
Participant Contributions	<u>480,712</u>	<u>3,599,419</u>	<u>4,080,131</u>
Total Contributions	<u>601,531</u>	<u>6,565,507</u>	<u>7,167,038</u>
TOTAL ADDITIONS	<u>(2,760,274)</u>	<u>(4,851,382)</u>	<u>(7,611,656)</u>
DEDUCTIONS			
Pension Benefits	-	13,116,765	13,116,765
Administrative Expenses, Net	-	312,092	312,092
Professional Fees	<u>-</u>	<u>104,768</u>	<u>104,768</u>
TOTAL DEDUCTIONS	<u>-</u>	<u>13,533,625</u>	<u>13,533,625</u>
NET (DECREASE) FOR THE YEAR	<u>(2,760,274)</u>	<u>(18,385,007)</u>	<u>(21,145,281)</u>
NET ASSETS AVAILABLE FOR BENEFITS			
BEGINNING OF YEAR	22,480,577	86,919,867	109,400,444
Transfers	<u>(3,317,413)</u>	<u>3,317,413</u>	<u>-</u>
END OF YEAR	<u><u>\$ 16,402,890</u></u>	<u><u>\$ 71,852,273</u></u>	<u><u>\$ 88,255,163</u></u>

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
JULY 1, 2020 TO JUNE 30, 2021

	<u>Participant Directed</u>	<u>Trustee Directed</u>	<u>Total</u>
ADDITIONS			
Investment Income			
Dividends and Interest	\$ 507,393	\$ 1,903,192	\$ 2,410,585
Net Appreciation of Investments	5,547,442	11,259,006	16,806,448
Less: Investment Expenses	<u>(91,937)</u>	<u>(50,789)</u>	<u>(142,726)</u>
Net Investment Income	<u>5,962,898</u>	<u>13,111,409</u>	<u>19,074,307</u>
Contributions			
Employer Contributions	90,337	2,708,601	2,798,938
Participant Contributions	<u>347,902</u>	<u>3,533,968</u>	<u>3,881,870</u>
Total Contributions	<u>438,239</u>	<u>6,242,569</u>	<u>6,680,808</u>
TOTAL ADDITIONS	<u>6,401,137</u>	<u>19,353,978</u>	<u>25,755,115</u>
DEDUCTIONS			
Pension Benefits	-	6,168,038	6,168,038
Administrative Expenses, Net	-	298,009	298,009
Professional Fees	<u>-</u>	<u>100,337</u>	<u>100,337</u>
TOTAL DEDUCTIONS	<u>-</u>	<u>6,566,384</u>	<u>6,566,384</u>
NET INCREASE FOR THE YEAR	6,401,137	12,787,594	19,188,731
NET ASSETS AVAILABLE FOR BENEFITS			
BEGINNING OF YEAR	17,452,014	72,759,699	90,211,713
Transfers	<u>(1,372,574)</u>	<u>1,372,574</u>	<u>-</u>
END OF YEAR	<u>\$ 22,480,577</u>	<u>\$ 86,919,867</u>	<u>\$ 109,400,444</u>

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 1 - DESCRIPTION OF THE PLAN

The following brief description of the U.A. Local No. 447 Defined Contribution Plan and Trust (the "Plan") is provided for general information purposes only. Participants should refer to the Plan document for a complete description of the Plan.

A. General

The Plan is a defined contribution plan that provides retirement and related benefits to eligible members of U.A. Local Union No. 447 of the United Association of Journeymen and Apprentices of the Plumbing and Pipefitting Industry of the United States and Canada (the "Union") and their beneficiaries pursuant to a collective bargaining agreement between the Union and certain employers represented by the Associated Plumbing and Mechanical Contractors of Sacramento, Inc. (the "Employer Organization"). The Plan is subject to provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA) and the Internal Revenue Code (the "Code").

B. Administration

The Board of Trustees (the "Board") is the Plan sponsor and plan administrator. The Board established a trust (the "Trust") to receive employer and participant contributions and maintain assets of the Plan for provision of benefits, and established an administrative office ("Administrative Office") to maintain participant records and carry out a majority of tasks associated with day-to-day Plan administration. The Board appointed investment managers to provide professional investment management services for Board directed investments of the Trust and delegated to the investment managers responsibility for managing these investments subject to the Plan's investment policy and Board approval. Costs of Plan administration are paid by the Plan.

C. Eligibility

All Union members employed in a job classification for which contributions are required to be made to the Trust under terms of the prevailing collective bargaining agreement ("Covered Employment") and certain non-bargaining unit employees pursuant to participation agreements are eligible to participate in the Plan on their date of hire unless an employee is specifically excluded from the Plan under the collective bargaining agreement or a participation agreement.

D. Contributions and Participant Accounts

Employer contributions for hours worked prior to July 1, 2014 are money purchase contributions as defined in the Code. Such contributions have been credited to each participant's money purchase plan account.

Employer contributions on or after July 1, 2014 are employer non-elective contributions as defined in the Code. Such contributions are credited to each participant's non-elective contribution account. Employer non-elective contributions are made at the rate of \$2.25 per hour of covered employment worked by eligible members pursuant to collective bargaining.

A participant may elect to defer a designated amount of his or her compensation to the Plan on pre-tax basis. Deferral elections up to \$9.50 per hour are made in accordance with Plan administrative procedures. A participant who attains age 50 prior to the end of a taxable year is permitted to make additional catch-up contributions in accordance with Code provisions. Elective deferrals are credited to each participant's 401(k) account and are subject to applicable Code limits.

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 1 - DESCRIPTION OF THE PLAN (Continued)

E. Participant Accounts

Separate accounts are maintained for each participant. The Plan permits a participant to segregate all or a portion of his or her accounts between Trustee directed and self-directed investments. Trustee directed investments are valued quarterly and each participant receives a pro rata allocation of earnings or losses on Trustee directed investments following the end of each quarter of the Plan year.

Prudential Bank & Trust, FSB (Prudential) serves as custodian of self-directed investments, and a Prudential affiliate serves as third party administrator that maintains the records of self-directed participant account activity. In April 2022, Empower acquired Prudential Financial, Inc.'s full service retirement business. Participants who maintain self-directed accounts may choose from a diversified menu of mutual funds and one insurance company general account selected by the Trustee to provide a variety of asset classes appropriate for different investment goals and levels of risk. Self-directed accounts are valued daily. Expenses are factored into self-directed investment funds as a reduction in investment return.

F. Vesting

Participants are immediately 100% vested in their accounts.

G. Payment of Benefits

Normal retirement age under the Plan is age 63. A participant may elect to receive a distribution of his or her account in the form of an annuity or lump sum benefit. Participants may defer benefits in certain circumstances but in no event later than the year in which a participant attains age 72.

H. Pension Enhancement Option

A participant may elect to rollover all or a portion (\$10,000 minimum) of his or her account to the U.A. Local No. 447 Pension Fund, a defined benefit pension plan maintained for Union members. A participant's benefits under the U.A. Local No. 447 Pension Fund will be increased by the actuarial equivalent of his or her rollover contribution. Pension benefits paid during the 2022 and 2021 Plan years include transfers of approximately \$1,251,000 and \$951,000, respectively, to the U.A. Local No. 447 Pension Fund.

I. Reciprocity

Reciprocity contributions payable result from contributions remitted by employers on behalf of members of other local unions who work on projects within the Union's jurisdiction.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

A. Basis of Accounting

The financial statements of the Plan are presented on the accrual basis of accounting.

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

B. Estimates

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

C. Investment Valuation and Income Recognition

Investments are reported at fair value, except for fully benefit-responsive investment contracts which are reported at contract value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Contract value represents contributions made under a contract, plus earnings, less participant withdrawals and administrative expenses.

Purchases of sales of investments are recorded on the trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Mutual fund capital gains distributions are included in dividend income. Net appreciation (depreciation) of investments includes gains and losses on investments bought and sold as well as held during the year.

D. Payment of Benefits

Benefits are recorded when paid.

NOTE 3 - STABILIZATION AND WORK PRESERVATION FUND

A Stabilization and Work Preservation Fund provides for benefits to be allocated annually to a maximum of \$2.00 per hour of service to the accounts of active participants whose service during the year included residential/light commercial and refrigeration service work ("RLC Participant"). Allocations are based on hours worked annually by each RLC Participant in relation to total RLC Participant hours. Plan operating expenses may also be paid from the Stabilization and Work Preservation Fund.

Employers contribute \$0.50 per hour for each active member not employed in residential/light commercial and/or refrigeration service work to the Stabilization and Work Preservation Fund ("SWP contributions"). Effective July 1, 2017, the Board directed future SWP contributions be remitted to the Plan. Since 2009, SWP contributions had been remitted to the U.A. Local No. 447 Pipe Trades Health and Welfare Plan ("HW Plan"), a related plan that provides health and welfare benefits to eligible Union members.

Approximately \$163,000 and \$130,000 was allocated to RLC Participants for the years ended June 30, 2022 and 2021, respectively. Plan expenses totaling approximately \$435,000 and \$605,000 in 2022 and 2021, respectively, were paid from the SWP Fund.

NOTE 4 - INCOME TAX STATUS

The Plan has been amended since receiving its latest favorable determination letter on August 6, 2015, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements of the Code. The plan administrator and Plan legal counsel believe the Plan is currently designed and operated in compliance with the applicable requirements of the Code and the Trust is exempt from federal and state income taxes.

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 4 - INCOME TAX STATUS (Continued)

Accounting principles generally accepted in the United States of America require management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken a tax position that more likely than not would not be sustained upon examination by a tax authority. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 5 - EXPENSES

A. Administrative Expenses, Net

The Plan pays direct administrative costs. Certain other common costs of operating the Plan and related pension and health and welfare plans maintained for Union members are apportioned to the Plan. Net administrative expenses paid by the Plan were as follows for the years ended June 30:

	<u>2022</u>	<u>2021</u>
Recordkeeping and Administration, Net	\$ 275,387	\$ 267,077
Insurance	30,094	30,094
Other	<u>6,611</u>	<u>838</u>
	<u>\$ 312,092</u>	<u>\$ 298,009</u>

B. Professional Fees

Professional fees paid by the Plan were as follows for the years ended June 30:

	<u>2022</u>	<u>2021</u>
Legal Fees and Expenses	\$ 18,733	\$ 12,390
Actuarial Fees and Expenses	20,169	13,106
Audit, Accounting and Related Services	<u>65,866</u>	<u>74,841</u>
	<u>\$ 104,768</u>	<u>\$ 100,337</u>

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

A. Plan Custodian

The guaranteed income fund included in participant directed investments is provided by Prudential, subsequent to April 2022, Empower, the custodian of participant directed investments. Purchases and sales of units of investment in this fund and payment of administrative and investment related expenses from Plan assets are considered party-in-interest transactions under ERISA. Such transactions are permitted under provisions of the Plan and are specifically exempt from the prohibition of party-in-interest transactions under ERISA.

B. Recordkeeping and Administrative Services

The Administrative Office provides recordkeeping and administrative services to the Plan and other related pension and health and welfare plans maintained for Union members. Administrative Office expenses were as follows for the Plan years ended June 30:

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS (Continued)

B. Recordkeeping and Administrative Services (Continued)

	<u>2022</u>	<u>2021</u>
Wages and Benefits	\$ 154,385	\$ 152,506
Payroll Taxes	1,512	4,217
Network Repairs and Maintenance	47,001	45,441
Accounting	6,129	6,589
Employer Compliance Examinations	10,392	15,510
Legal	2,467	2,673
Bad Debt Expense	119	1,877
Bank Charges	10,534	6,314
Rent	5,922	5,922
Office Expenses	11,280	6,473
Printing and Postage	6,349	6,053
Telephone and Utilities	6,244	6,170
Automobile Expenses	748	596
Equipment Repairs and Maintenance	704	2,304
Equipment Lease and Rental	2,603	3,885
Insurance	10,347	3,804
Other	2,251	343
	<u>278,987</u>	<u>270,677</u>
Administrative Fee Reimbursements	<u>(3,600)</u>	<u>(3,600)</u>
	<u>\$ 275,387</u>	<u>\$ 267,077</u>

The Administrative Office maintains a bank checking account in the name of U.A. Local No. 447 Trust Funds where all employer contributions are deposited. The Administrative Office transfers receipts from employers to the plans in accordance with terms of the collective bargaining agreement between the Union and the Employer Organization. The Plan recorded receivables of approximately \$18,000 and \$24,000 from the Administrative Office at June 30, 2022 and 2021, respectively.

The Administrative Office leases facilities in a building owned by the Union and pays rent to the Union. The Administrative Office receives fees for services provided to the Union. Administrative fee reimbursements are offset against administrative service costs allocated to the plans.

C. Administrative Office Employee Benefits

Administrative Office employees participate in the U.A. Local No. 447 Pipe Trades Health and Welfare Plan, a related plan that provides health and welfare benefits including postretirement health and welfare benefits to Union members. The Health and Welfare Plan provides medical, dental, vision, prescription drug, life and accidental death and dismemberment insurance benefits for eligible participants and their covered dependents. Participants who meet retiree eligibility requirements qualify for postretirement benefits, and the eligible spouse and dependents of a retiree participating in the plan qualify for coverage. Retirees share in the cost of coverage.

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS (Continued)

C. Administrative Office Employee Benefits (Continued)

Administrative Office employees participate in this Plan and in the U.A. Local No. 447 Pension Fund, a related defined benefit pension plan. The total cost of providing health and welfare and retirement benefits to Administrative Office employees for the years ended June 30 were approximately as follows:

	<u>2022</u>	<u>2021</u>
U.A. Local No. 447 Pension Fund	\$ 97,000	\$ 87,000
U.A. Local No. 447 Defined Contribution Plan and Trust	59,000	49,000
U.A. Local No. 447 Pipe Trades Health and Welfare Plan	<u>121,000</u>	<u>126,000</u>
	<u>\$ 277,000</u>	<u>\$ 262,000</u>

A portion of these costs have been allocated to the Plan and are included in Administrative Office wages and benefits.

D. Multiemployer Pension Plans

The Plan's Administrative Office contributes to the U.A. Local No. 447 Pension Fund. The U.A. Local No. 447 Pension Fund is a multiemployer defined benefit pension plan provided under terms of the collective bargaining agreement. Contributions to the U.A. Local No. 447 Pension Fund are based on represented employee hours worked and rates from contractual arrangements. The risks of participating in the multiemployer defined benefit plans is different from single employer plans in the following respects:

- Assets contributed to the plan by one employer may be used to provide benefits to employees of other participating employers.
- If a participating employer stops contributing to the plan, unfunded obligations may be borne by remaining participating employers.
- If the Administrative Office ceased participation in the plan, it may be required to contribute an amount based on the underfunded status of the plan, referred to as a withdrawal liability.

The Plan's participation in this plan for the years ended June 30, 2022 and 2021 is outlined in the following table. The information included in this table is as follows:

- The "EIN/Pension Plan Number" column provides the employer identification number ("EIN") and the three-digit plan number.
- The Pension Protection Act of 2006 ("PPA") zone status is based on information that the Plan received from the plan and is certified by the plan's actuaries. Among other factors, plans in the red zone are generally less than 65% funded, plans in orange and yellow zones are less than 80% funded or are projected to become insolvent within 7 years, and plans in the green zone are at least 80% funded.
- The "FIP/RP Status" column indicates plans for which a funding improvement plan ("FIP") or a rehabilitation plan ("RP") is either pending or has been implemented.
- The column "Surcharge Imposed" indicates whether the Plan was required to pay a surcharge to the plan.
- The last column lists the expiration date of the collective bargaining agreement to which the plan is subject.

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS (Continued)

D. Multiemployer Pension Plans (Continued)

Pension Fund	EIN/Pension Plan Number	Pension Protection Act Zone Status		FIP/RP Status	Contributions by the Administrative Office		Surcharge Imposed	Expiration Date of Collective Bargaining Agreement
		2022	2021		2022	2021		
U.A. Local No. 447 Pension Fund	94-6269669/001	Green	Green	No	\$ 97,000	\$ 87,000	No	6/30/2024

NOTE 7 - CONCENTRATIONS, RISKS AND UNCERTAINTIES

Investments are exposed to various risks such as interest rate, market, liquidity, and credit risks. Due to the level of risk associated with investments, it is at least reasonably possible that changes in the value of investments in the near term could materially affect the amounts reported in the financial statements.

Contributions from two employers account for approximately 23% and 24% of total contributions in 2022 and 2021, respectively.

NOTE 8 - FAIR VALUE MEASUREMENTS

Accounting guidance on measuring fair value establishes a hierarchy that prioritizes valuation inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Under the fair value hierarchy Level 1 inputs are quoted prices in an active market. Level 2 inputs are quoted prices for similar instruments and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data. Level 3 inputs are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. Mutual funds are valued at the net asset value (NAV) of shares held by the Plan at year end based on closing market prices. The following table summarizes Plan investments at June 30 based on the inputs used to value them:

	Level 1	
	2022	2021
Mutual Funds	<u>\$ 78,699,135</u>	<u>\$ 97,056,117</u>

NOTE 9 - INVESTMENT MEASURED AT NET ASSET VALUE

Chevy Chase Trust Company is trustee of the AFL-CIO Equity Index Fund and maintains fiduciary authority over its management. The fund objective is to track the return of the broad U.S. large-cap equity market as represented by the S&P 500 Index. The fund reports fair value using net asset value per unit of investment as a practical expedient.

	Fair Value		Unfunded Commitments	Redemption Frequency	Redemption Notice Period
	2022	2021			
Common/Collective Trust - AFL-CIO Equity Index Fund	\$ 3,676,235	\$ 4,113,343	None	Daily	None

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
NOTES TO FINANCIAL STATEMENTS
JUNE 30, 2022 AND 2021

NOTE 10 - GUARANTEED INCOME FUND

The Guaranteed Income Fund is a participant directed investment option offered under the Plan. The fund is a group annuity product issued by Prudential Retirement Insurance and Annuity Company ("PRIAC"). Contributions and transfers into the fund are maintained in a general account by PRIAC. A single guaranteed interest rate is applied to all contributions. Interest crediting rates are reviewed on a semiannual basis for resetting. The minimum guaranteed crediting rate is 1.50%.

The value of the fund represents deposits made to the fund plus earnings at the guaranteed crediting rate less withdrawals and fees. Because the fund is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of net assets available for benefits attributable to the fund. The concept of a value other than contract value does not apply to this fund as there are no conditions that limit the Plan's ability to transact at contract value. In the event of liquidation of the Plan's entire investment in the fund, the fund provides for payment at contract value within 90 days of the date that the plan administrator provides notice of withdrawal from the fund.

NOTE 11 - PLAN TERMINATION

Although they have not expressed any intent to do so, the Plan may be terminated by action of the Board subject to the provisions of ERISA. The accounts of participants affected by a partial or complete termination of the Plan are non-forfeitable and will be determined as of the termination date.

NOTE 12 - DELINQUENT PARTICIPANT CONTRIBUTIONS

Certain participating employers were late in remitting participant elective contributions to the Plan. The total amount of known late participant contributions was \$170,120 for the Plan year ended June 30, 2022. The Administrative Office has an internal control policy and established procedures for the collection of delinquent contributions and allocation of interest. Prohibited Transaction Exemption (PTE) 76-1 provides that a failure of a participating employer to make such a contribution to the Plan when the contribution is due or a failure of the Plan to collect such a delinquent contribution does not constitute a prohibited transaction under Code Section 4975 if the Plan is making a systematic, reasonable, and diligent effort to collect delinquent contributions.

NOTE 13 - SUBSEQUENT EVENTS

Management has evaluated subsequent events through April 12, 2023, the date on which the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosures in these financial statements.

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
FORM 5500
SCHEDULE H - PART IV, LINE 4
E.I.N. 68-0401920; PLAN NO. 002

SUPPLEMENTAL SCHEDULES REQUIRED
BY THE DEPARTMENT OF LABOR



Independent Auditor's Report on Supplemental
Schedules Required by the Department of Labor

Board of Trustees
U.A. Local No. 447 Defined Contribution
Plan and Trust
P.O. Box 191030
Sacramento, California 95819

Members of the Board:

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedules of assets (held at end of year) as of June 30, 2022 and delinquent participant contributions for the year ended June 30, 2022 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion, the information in the accompanying schedules is fairly stated, in all material respects, in relation to the financial statements as a whole, and the form and content are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

Miller Kaplan Arase LLP
MILLER KAPLAN ARASE LLP

San Francisco, California

April 12, 2023

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
FORM 5500

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
E.I.N. 68-0401920; PLAN NO. 002
JULY 1, 2021 TO JUNE 30, 2022

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VECP	
\$170,120	\$ -	\$170,120	\$ -	\$ -

Check here () if Late
Participant Loan Payments
are Included

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
FORM 5500

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 68-0401920; PLAN NO. 002
JUNE 30, 2022

No. of Shares	<u>Common/Collective Trust</u>	<u>Carry Value</u>	<u>Fair Value</u>
103,797	AFL-CIO Equity Index Fund	\$ 2,000,025	\$ 3,676,235
 <u>Trustee Directed Mutual Funds</u>			
52,575	First American Government Obligation Fund	\$ 52,575	\$ 52,575
104,229	American Funds EuroPacific Growth Fund	4,184,207	5,048,291
43,804	Dodge & Cox International Stock Fund	1,396,699	1,863,857
141,172	T. Rowe Price Large Cap Growth Fund	3,465,178	6,940,038
261,299	Vanguard Global Minimum Volatility Fund	7,676,176	7,128,228
146,868	Vanguard Value Index Fund	6,243,880	7,546,078
1,306,219	Loomis Sayles Fixed Income Fund	17,289,031	14,760,279
395,552	Stone Harbor Emerging Market	4,126,195	2,760,954
2,090,246	Metropolitan West Total Return Bond Fund	22,751,158	19,940,954
 <u>Subtotal - Trustee Directed Mutual Funds</u>		<u>\$ 67,185,099</u>	<u>\$ 66,041,254</u>
 <u>Participant Directed Mutual Funds</u>			
	American Funds Europacific Growth Fund Class R-6	#	\$ 875,443
	American Funds Fundamental Investors Class R-6	#	477,712
	American Funds The Growth Fund Of America Class R-6	#	1,576,247
	American Funds The Income Fund Of America Class R-6	#	392,132
	Metropolitan West Total Return Bond Fund Class I	#	235,322
	Neuberger Berman Genesis Fund Class R6	#	1,262,481
	Vanguard Extended Market Index Fund Admiral Shares	#	2,907,795
	Vanguard Target Retirement 2020 Fund	#	221,162
	Vanguard Target Retirement 2025 Fund	#	241,896
	Vanguard Target Retirement 2030 Fund	#	1,109,097
	Vanguard Target Retirement 2035 Fund	#	174,172
	Vanguard Target Retirement 2040 Fund	#	262,063
	Vanguard Target Retirement 2045 Fund	#	516,892
	Vanguard Target Retirement 2050 Fund	#	157,153
	Vanguard Target Retirement 2055 Fund	#	104,597
	Vanguard Target Retirement Income Fund	#	146,625
	Vanguard Total Stock Market Index Fund Admiral Shares	#	1,997,092
 <u>Subtotal - Participant Directed Mutual Funds</u>			<u>\$ 12,657,881</u>
 <u>TOTAL - MUTUAL FUNDS</u>			<u>\$ 78,699,135</u>

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
FORM 5500
SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 68-0401920; PLAN NO. 002
JUNE 30, 2022

	Fair Value
<u>Participant Directed Insurance Company General Account</u>	
Prudential Retirement Insurance and Annuity Company Guaranteed Income Fund*	<u>\$ 3,745,009</u>
<u>TOTAL INVESTMENTS</u>	<u><u>\$ 86,120,379</u></u>

* Party-in-interest

Cost is not required for participant directed investments.

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
FORM 5500

SCHEDULE H, LINE 4a - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
E.I.N. 68-0401920; PLAN NO. 002
JULY 1, 2021 TO JUNE 30, 2022

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VECP	
\$170,120	\$ -	\$170,120	\$ -	\$ -

Check here () if Late
Participant Loan Payments
are Included

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
FORM 5500

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
E.I.N. 68-0401920; PLAN NO. 002
JUNE 30, 2022

No. of Shares	<u>Common/Collective Trust</u>	<u>Carry Value</u>	<u>Fair Value</u>
103,797	AFL-CIO Equity Index Fund	\$ 2,000,025	\$ 3,676,235
 <u>Trustee Directed Mutual Funds</u>			
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 <u>Subtotal - Trustee Directed Mutual Funds</u>		<u>\$ 67,185,099</u>	<u>\$ 66,041,254</u>
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	Vanguard Total Stock Market Index Fund Admiral Shares	#	1,997,092
 <u>Subtotal - Participant Directed Mutual Funds</u>			<u>\$ 12,657,881</u>
 <u>TOTAL - MUTUAL FUNDS</u>			<u>\$ 78,699,135</u>

U.A. LOCAL NO. 447
DEFINED CONTRIBUTION PLAN AND TRUST
 FORM 5500
 SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
 E.I.N. 68-0401920; PLAN NO. 002
 JUNE 30, 2022

	Fair Value
<u>Participant Directed Insurance Company General Account</u>	
Prudential Retirement Insurance and Annuity Company Guaranteed Income Fund*	<u>\$ 3,745,009</u>
<u>TOTAL INVESTMENTS</u>	<u><u>\$ 86,120,379</u></u>

* Party-in-interest

Cost is not required for participant directed investments.