

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 2022 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
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 VIRGINIA PHYSICIANS, INC. 401(K) PLAN	1b	Three-digit plan number (PN) ▶ 003
		1c	Effective date of plan 01/01/2000
2a	Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) VIRGINIA PHYSICIANS, INC. 4900 COX ROAD SUITE 155 GLEN ALLEN, VA 23060	2b	Employer Identification Number (EIN) 54-0883363
		2c	Plan Sponsor's telephone number 804-726-8567
		2d	Business code (see instructions) 621111

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.	09/27/2023	STEPHANIE PARDUE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN	
		3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:		4b EIN	
a Sponsor's name		4d PN	
c Plan Name			
5 Total number of participants at the beginning of the plan year		5	397
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).			
a(1) Total number of active participants at the beginning of the plan year		6a(1)	307
a(2) Total number of active participants at the end of the plan year		6a(2)	320
b Retired or separated participants receiving benefits		6b	1
c Other retired or separated participants entitled to future benefits.....		6c	122
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d	443
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e	0
f Total. Add lines 6d and 6e		6f	443
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g	443
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h	6
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 2S 3D			
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:			
9a Plan funding arrangement (check all that apply)		9b Plan benefit arrangement (check all that apply)	
(1) ☒ Insurance		(1) ☒ Insurance	
(2) ☐ Code section 412(e)(3) insurance contracts		(2) ☐ Code section 412(e)(3) insurance contracts	
(3) ☒ Trust		(3) ☒ Trust	
(4) ☐ General assets of the sponsor		(4) ☐ General assets of the sponsor	
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)			
a Pension Schedules		b General Schedules	
(1) ☒ R (Retirement Plan Information)		(1) ☒ H (Financial Information)	
(2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary		(2) ☐ I (Financial Information – Small Plan)	
(3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		(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 2022 Form M-1 annual report. If the plan was not required to file the 2022 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 2022 This Form is Open to Public Inspection
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For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022	
A Name of plan VIRGINIA PHYSICIANS, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 VIRGINIA PHYSICIANS, INC.	D Employer Identification Number (EIN) 54-0883363

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	039589	443	01/01/2022	12/31/2022

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
0	0

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	

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end.....	4	5806782
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	10467823

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

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

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

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ ☐**7** Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)

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

b	Balance at the end of the previous year	7b	5446165
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c	Additions: (1) Contributions deposited during the year	7c(1)	337363	
	(2) Dividends and credits	7c(2)		
	(3) Interest credited during the year	7c(3)	94140	
	(4) Transferred from separate account	7c(4)	28226	
	(5) Other (specify below)	7c(5)	674862	

▶ **FORFEITURE CREDITS, TRANSFERS IN LOAN REPAYMENTS MISC. IN**

(6) Total additions	7c(6)	1134591
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d	Total of balance and additions (add lines 7b and 7c(6))	7d	6580756
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e Deductions:

e	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	351977	
	(2) Administration charge made by carrier	7e(2)	318	
	(3) Transferred to separate account	7e(3)	3687	
	(4) Other (specify below)	7e(4)	417992	

▶ **FORF. DR., TRANSFERS OUT LOAN INITIATIONS MISC. OUT**

(5) Total deductions	7e(5)	773974
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f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	5806782
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Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Specify nature of costs.

Part IV Provision of Information

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

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

SCHEDULE 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
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan VIRGINIA PHYSICIANS, INC. 401(K) PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 VIRGINIA PHYSICIANS, INC.	D Employer Identification Number (EIN) 54-0883363	

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRUDENTIAL RETIREMENT INSURANCE AND
06-1050034

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

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

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

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

PRUDENTIAL RETIREMENT INSURANCE AND

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?
13 15 37 50 64	NONE	57931	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

LPL FINANCIAL LLC

95-2834236

(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	21000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

THE PRUDENTIAL INSURANCE COMPANY OF

22-1211670

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	20120	Yes ☒ No ☐	Yes ☒ No ☐	0	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
THE PRUDENTIAL INSURANCE COMPANY OF	15 60 64	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
PRUDENTIAL INVESTMENTS, LLC 22-3468527	27.000 BPS AND \$0.00 PER PARTICIPANT INVESTED IN THE FUND FROM 1/1/2022 TO 12/31/2022 PGIM JENN MID GROWTH A	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
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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
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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
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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 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan VIRGINIA PHYSICIANS, INC. 401(K) PLAN	B Three-digit plan number (PN) ►	003
C Plan sponsor's name as shown on line 2a of Form 5500 VIRGINIA PHYSICIANS, INC.	D Employer Identification Number (EIN) 54-0883363	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	55015655	50210101

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	55015655	50210101
---	-----------	----------	----------

Part II Income and Expense Statement

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

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	1161103	
(B) Participants	2a(1)(B)	1560218	
(C) Others (including rollovers)	2a(1)(C)	356870	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		3078191
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	18106	
(F) Other	2b(1)(F)	94140	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		112246
(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)	686191	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		686191
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-1985027
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		-5475484
d Total income. Add all income amounts in column (b) and enter total	2d		-3583883
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1100287	
(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)		1100287
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)	78050	
(3) Investment advisory and management fees	2i(3)	21000	
(4) Other	2i(4)	22334	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		121384
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1221671
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-4805554
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: KEITER

(2) EIN: 54-1631262

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		101628

	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.)		X	
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.)		X	
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.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		1000000
4e	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?		X	
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?		X	
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.)		X	
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?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan VIRGINIA PHYSICIANS, INC. 401(K) PLAN		B Three-digit plan number (PN) ► 003
C Plan sponsor's name as shown on line 2a of Form 5500 VIRGINIA PHYSICIANS, INC.		D Employer Identification Number (EIN) 54-0883363
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): 22-1211670		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....		☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?.....		☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....		☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....		☐ Yes ☐ No
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (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 _____

Virginia Physicians, Inc. 401(k) Plan

Financial Statements

December 31, 2022 and 2021



4401 Dominion Boulevard
Glen Allen, Virginia 23060
Tel: 804.747.0000
www.keitercpa.com

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of the
Virginia Physicians, Inc. 401(k) Plan
Glen Allen, Virginia

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of the Virginia Physicians, Inc. 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statement of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note 10 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States.
- the information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States. 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 audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States, 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of our report, 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 generally accepted auditing standards 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 generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- 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.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States.

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.

Supplemental Schedules Required by ERISA

The supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022 and Schedule H Line 4a – Schedule of Delinquent Participants Contributions for the year ended December 31, 2022, are presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL'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 included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit 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 generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



September 20, 2023
Glen Allen, Virginia

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

<u>Assets</u>	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 44,071,411	\$ 49,207,496
Investments, at contract value	5,806,782	5,446,165
Notes receivable from participants	331,908	361,994
Contributions receivable:		
Employer	<u>1,240,973</u>	<u>1,161,103</u>
Net assets available for benefits	<u>\$ 51,451,074</u>	<u>\$ 56,176,758</u>

See accompanying notes to financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2021 and 2021

	<u>2022</u>	<u>2021</u>
Additions (deductions) to net assets attributed to:		
Investment (loss) income:		
Interest and dividends	\$ 780,331	\$ 907,507
Net (depreciation) appreciation in fair value of investments	<u>(7,460,511)</u>	<u>6,701,608</u>
Total investment (loss) income	<u>(6,680,180)</u>	<u>7,609,115</u>
Interest income on notes receivable from participants	<u>18,106</u>	<u>18,940</u>
Contributions:		
Participants	1,560,218	1,436,457
Employer	1,240,973	1,153,390
Rollovers	<u>356,870</u>	<u>37,740</u>
Total contributions	<u>3,158,061</u>	<u>2,627,587</u>
Total (deductions) additions	<u>(3,504,013)</u>	<u>10,255,642</u>
Deductions from net assets attributed to:		
Benefits paid to participants	1,100,287	3,090,143
Deemed distributions of notes receivable from participants	-	50,035
Administrative expenses and other miscellaneous expenses	<u>121,384</u>	<u>124,204</u>
Total deductions	<u>1,221,671</u>	<u>3,264,382</u>
Net (decrease) increase	<u>(4,725,684)</u>	<u>6,991,260</u>
Net assets available for benefits:		
Beginning of year	<u>56,176,758</u>	<u>49,185,498</u>
End of year	<u>\$ 51,451,074</u>	<u>\$ 56,176,758</u>

See accompanying notes to financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements

1. Description of Plan:

The following description of the Virginia Physicians, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all eligible employees of Virginia Physicians, Inc. (the "Company"), except for any collectively bargained (union) employees. Employees became eligible to participate in the plan after completing one year of service with at least 1,000 hours of service. Effective March 15, 2017, employees become eligible to participate in the plan after completing 90 days of service. Employees become eligible to receive matching non-elective safe harbor and profit sharing contributions on the first day of the month coinciding with or next following the date the employee completes one year of service with at least 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: The Plan provides for participant contributions of pre-tax and Roth contributions of annual compensation, as defined in the Plan. Participants may contribute up to 100% of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified plan and certain individual retirement accounts. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3 percent of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. The Plan includes an automatic increase of deferral rate of 1 percent per year until 10 percent until changed by the participant.

Annually, the Company makes a Safe Harbor Non-Elective contribution to the plan in the amount of 3% of the participants' covered compensation for the plan year. The Company may make a discretionary profit sharing contribution not to exceed 2% of a participant's covered compensation for the plan year and may also make a discretionary supplemental profit sharing contribution. There was a 2% percent profit sharing contribution to the Plan for 2022 and 2021.

Participant Accounts: Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options: Participants may direct Prudential Retirement Insurance and Annuity Company ("Prudential"), as to the investment of their account balances in accordance with guidelines established by the Plan. Participants may change their investment elections at any time. Investments which are invested in one of the trustee's investment options are described herein as "Participant-Directed." Investments which are invested outside of the trustee's investment options are described as "Self-Directed."

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

1. Description of Plan, Continued:

Vesting: Participants are immediately vested in their contributions and Safe Harbor Non-Elective contributions from the Company, plus actual earnings thereon. Vesting in the Company's discretionary matching and profit sharing contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. Participants are fully vested in Company contributions after attaining six years of credited service.

Notes Receivable from Participants: Participants may borrow from their Plan accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms cannot exceed five years, unless the proceeds are used to acquire a principal residence. The loans are secured by the vested balance in the participant's account and bear interest at rates commensurate with the bank prime rate plus 1% as determined by the U.S. Federal Reserve on the last business day of a calendar quarter. Principal and interest are paid ratably through payroll deductions. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Only one outstanding loan is allowed per participant at any one time. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is considered necessary.

Plan Administration: Overall responsibility for administering the Plan rests with the Company. Participant accounts are administered by Prudential which serves as third party administrator to the Plan. Prudential Bank & Trust, FSB ("Trustee") serves as the trustee. In April 2022, Prudential was acquired by Empower Annuity Insurance Company of America's ("Empower"). Prudential will continue to administer the Plan until such time the business can be converted without disruption to the Empower environment. The self-directed funds are the responsibility of the Plan administrator.

Payment of Benefits: On termination of service due to death or retirement, the participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, periodic installments over a term not to exceed the life expectancy of the participant or the joint life and last survivor expectancy of the participant and his spouse, or a single life annuity. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures: Forfeited balances of terminated participants' non-vested accounts are applied to pay administrative expenses or to reduce future Company contributions. Forfeited balances available at December 31, 2022 and 2021 were \$145,978 and \$121,486, respectively. No forfeitures were applied to reduce Company contributions during 2022 and 2021.

2. Summary of Significant Accounting Policies:

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

2. Summary of Significant Accounting Policies, Continued:

Guaranteed Investment Contract: Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the term of the Plan.

Investment Valuation and Income Recognition: The Plan's investments are stated 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. See Note 3 for discussion of fair value measurements.

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

Payment of Benefits: Benefits are recorded when paid.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Reclassification: Certain prior year balances have been reclassified to conform to current year presentation.

Subsequent Events: Management has evaluated subsequent events through September 20, 2023, the date the financial statements were available to be issued, and has determined there are no subsequent events to be reported in the accompanying financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements:

The Financial Accounting Standards Board ("FASB") has issued guidance for measurement and disclosure of fair value and established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology are quoted prices for similar instruments in active and inactive markets; and model driven valuations with significant inputs and drivers derived from observable active markets.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for investments carried or disclosed at fair value:

Money market fund: Valued at cost, which approximates fair value.

Mutual funds, corporate stocks and ETFs: Valued at the closing price reported on the active market on which the individual securities are traded.

Corporate bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing values on yields currently available on comparable securities of issuers with similar credit ratings.

Pooled separate accounts: Valued at the net assets value ("NAV") of shares held by the Plan at year-end. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

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

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2022:

	Investments at Fair Value		
	Level 1	Level 2	Total
Participant-Directed funds:			
Mutual funds	\$ 25,385,638	\$ -	\$ 25,385,638
Self-Directed funds:			
Money market accounts	327,799	-	327,799
Corporate stocks	4,389,297	-	4,389,297
Corporate bonds	314,467	1,346,025	1,660,492
Other assets	216,334	-	216,334
ETFs	1,624,028	-	1,624,028
Total assets in the fair value hierarchy	<u>\$ 32,257,563</u>	<u>\$ 1,346,025</u>	<u>\$ 33,603,588</u>
Investments measured at net asset value (a)			10,467,823
Total investments at fair value			<u>\$ 44,071,411</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2021:

	Investments at Fair Value		
	Level 1	Level 2	Total
Participant-Directed funds:			
Mutual funds	\$ 28,450,765	\$ -	\$ 28,450,765
Self-Directed funds:			
Money market accounts	655,304	-	655,304
Corporate stocks	5,455,733	-	5,455,733
Corporate bonds	215,189	766,660	981,849
Other assets	144,136	-	144,136
ETFs	1,450,111	-	1,450,111
Total assets in the fair value hierarchy	<u>\$ 48,440,836</u>	<u>\$ 766,660</u>	<u>\$ 37,137,898</u>
Investments measured at net asset value (a)			12,069,598
Total investments at fair value			<u>\$ 49,207,496</u>

(a) Certain investments that were measured at NAV have not been classified in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

There were no level 3 investments as of December 31, 2022 and 2021.

4. Investment Contract with Insurance Company:

The Plan entered into a traditional benefit-responsive investment contract with Prudential. As the guaranteed investment contract issuer, Prudential is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The specified interest rate is based on formula established by the contract issuer but may not be less than one percent. The guaranteed investment contract does not permit Prudential to terminate the agreement prior to the scheduled maturity date. The average net interest credit rating was 1.68% for 2022 and 1.70% for 2021.

In accordance of FASB guidance Accounting Standard Update (ASU) 2015-12, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or other factors.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the plan to transact at contract value with the participants.

5. Administrative Expenses:

Although not required by the Plan, some of the costs of the Plan administration are absorbed by the Company.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

6. Related-Party Transactions:

The Plan invests in various mutual funds and a guaranteed investment contract managed by the Trustee. These are related-party transactions and are identified as parties-in-interest in the accompanying schedule of assets (held at end of year). The Plan paid administrative fees to the Trustee amounting to \$69,418 during 2022 and \$73,616 during 2021.

The self-directed funds are administered by Buehler & Berryhill who charges participants transaction fees for services provided with regards to these accounts. Fees paid by the Plan for the investment management services for the self-directed funds are included in administrative expenses. During 2022, the Plan paid \$51,966 of administrative expenses to Buehler & Berryhill and \$50,588 in 2021.

7. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

8. Tax Status:

The Internal Revenue Service has determined and informed the prototype sponsor by a letter dated September 16, 2022 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter; however, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the effects of accounting guidance related to uncertain income tax positions and concluded that the Plan had no significant financial statement exposure to uncertain income tax positions at December 31, 2022 and 2021. The Plan is not currently under audit by any tax authority.

9. Risks and Uncertainties:

The Plan provides for various investment securities. Investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

10. Financial Information Certified by a Qualified Institution:

Prudential Bank & Trust, FSB, has certified that the following information is complete and accurate:

- Investments, at fair value
- Investment income
- Schedule of assets (held at end of year)
- Notes receivable from participants
- Interest income on notes receivable from participants

The self-directed funds are not covered by the certification above. The following balances relate to the self-directed funds:

	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 8,217,950	\$ 8,687,133
Investment (loss) income	\$ (397,791)	\$ 1,217,178

11. Late Remittances:

During the plan year ended December 31, 2022, the Company failed to remit an aggregate of \$101,628 of participant contributions timely on three occasions, as reflected in the accompanying schedule of delinquent participant contributions. The Company has submitted additional funds for lost earnings to the affected participants. The Company has reported these transactions to the Department of Labor under its Voluntary Fiduciary Correction ("VFC") program.

12. Reconciliation to Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as filed by the Company as of December 31:

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 51,451,074	\$ 56,176,758
Employer contribution receivable	<u>(1,240,973)</u>	<u>(1,161,103)</u>
Net assets available for benefits per the Form 5500	<u>\$ 50,210,101</u>	<u>\$ 55,015,655</u>

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

12. Reconciliation to Form 5500, Continued:

The following is a reconciliation of net increase in net assets per the financial statements to the Form 5500 for the year ended December 31:

	<u>2022</u>	<u>2021</u>
Net (decrease) increase in net assets per the financial statements	\$ (4,725,684)	\$ 6,991,260
Employer contribution receivable	(1,240,973)	(1,161,103)
Prior year participant contribution receivable	-	61,705
Prior year employer contribution receivable	<u>1,161,103</u>	<u>1,207,089</u>
Net (decrease) increase in net assets per the Form 5500	<u>\$ (4,805,554)</u>	<u>\$ 7,098,951</u>

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Year Ended December 31, 2022

(a)	(b)	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
(a)	Identity of issuer, borrower, lessor or similar party		
	Self-Directed Funds	Various	\$ 8,217,950
	Columbia Dividend VAL ISP	Pooled Separate Account	5,945,791
	Large CP Growth II FD	Pooled Separate Account	4,522,032
*	Prudential Guaranteed Income Fund	Guaranteed Investment Contract	5,806,782
	MFS Mid Cap Value Fund Class R6	Mutual Fund	3,052,875
	Janus Henderson Enterprise Fund Class N	Mutual Fund	2,889,539
	Vanguard 500 Index Fund Admiral Shares	Mutual Fund	2,629,477
	Fidelity International Index Fund	Mutual Fund	2,603,971
	TIAA-CREF Lifecycle Index 2030 Fund Institutional Class	Mutual Fund	2,416,923
	Baird Core Plus Bond Fund Class Institutional	Mutual Fund	1,864,609
	TIAA-CREF Lifecycle Index 2045 Fund Institutional Class	Mutual Fund	1,757,880
	TIAA-CREF Lifecycle Index 2035 Fund Institutional Class	Mutual Fund	1,628,703
	TIAA-CREF Lifecycle Index 2040 Fund Institutional Class	Mutual Fund	1,402,217
	TIAA-CREF Lifecycle Index 2050 Fund Institutional Class	Mutual Fund	1,183,923
	TIAA-CREF Lifecycle Index 2020 Fund Institutional Class	Mutual Fund	1,132,536
	TIAA-CREF Lifecycle Index 2025 Fund Institutional Class	Mutual Fund	1,095,841
	TIAA-CREF Lifecycle Index 2055 Fund Institutional Class	Mutual Fund	375,332
	Vanguard Mid-Cap Index Fund Admiral	Mutual Fund	262,513
	Fidelity Small Cap Index Fund	Mutual Fund	262,030
	JPMorgan Small Cap Growth Fund Class R6	Mutual Fund	242,459

See independent auditor's report.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year), Continued
Year Ended December 31, 2022

(a)	(b)	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Identity of issuer, borrower, lessor or similar party		
	TIAA-CREF Lifecycle Index 2060 Fund Institutional Class	Mutual Fund	\$ 136,018
	TIAA-CREF Lifecycle Index 2015 Fund Institutional Class	Mutual Fund	131,375
	LABB BD Debenture R6	Mutual Fund	99,269
	Goldman Sachs International Small Cap Insights Fund Class R6	Mutual Fund	82,857
	American Century Small Cap Value Fund R6 Class	Mutual Fund	57,772
	DFA Investment Grade Portfolio Institutional Fund Class R6	Mutual Fund	49,030
	TIAA-CREF Lifecycle Index 2010 Fund Institutional Class	Mutual Fund	11,279
	JPMorgan Government Bond Fund Class R6	Mutual Fund	9,026
	TIAA-CREF Lifecycle Index Retirement Income Fund Inst Class	Mutual Fund	<u>8,184</u>
			49,878,193
*	Participant loans	4.25% - 7.25%	<u>331,908</u>
			<u><u>\$ 50,210,101</u></u>

(d) "Cost" is not required as all investments are participant directed.

* Indicates a party-in-interest to the Plan.

See independent auditor's report.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan	Prohibited Transactions Contributions corrected in VFCP
Contributions withheld 04/29/2022, remitted 08/05/2022	\$ 62,051
Contributions withheld 06/10/2022, remitted 08/05/2022	39,035
Contributions withheld 07/25/2022, remitted 08/23/2022	542
	<u>\$ 101,628</u>

See independent auditor's report.

Virginia Physicians, Inc. 401(k) Plan

Financial Statements

December 31, 2022 and 2021



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VIRGINIA PHYSICIANS, INC. 401(k) PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of the
Virginia Physicians, Inc. 401(k) Plan
Glen Allen, Virginia

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of the Virginia Physicians, Inc. 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statement of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note 10 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States.
- the information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States. 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 audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States, 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of our report, 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 generally accepted auditing standards 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 generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- 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.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States.

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.

Supplemental Schedules Required by ERISA

The supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022 and Schedule H Line 4a – Schedule of Delinquent Participants Contributions for the year ended December 31, 2022, are presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL'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 included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit 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 generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



September 20, 2023
Glen Allen, Virginia

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits December 31, 2022 and 2021

<u>Assets</u>	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 44,071,411	\$ 49,207,496
Investments, at contract value	5,806,782	5,446,165
Notes receivable from participants	331,908	361,994
Contributions receivable:		
Employer	<u>1,240,973</u>	<u>1,161,103</u>
Net assets available for benefits	<u>\$ 51,451,074</u>	<u>\$ 56,176,758</u>

See accompanying notes to financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2021 and 2021

	<u>2022</u>	<u>2021</u>
Additions (deductions) to net assets attributed to:		
Investment (loss) income:		
Interest and dividends	\$ 780,331	\$ 907,507
Net (depreciation) appreciation in fair value of investments	<u>(7,460,511)</u>	<u>6,701,608</u>
Total investment (loss) income	<u>(6,680,180)</u>	<u>7,609,115</u>
Interest income on notes receivable from participants	<u>18,106</u>	<u>18,940</u>
Contributions:		
Participants	1,560,218	1,436,457
Employer	1,240,973	1,153,390
Rollovers	<u>356,870</u>	<u>37,740</u>
Total contributions	<u>3,158,061</u>	<u>2,627,587</u>
Total (deductions) additions	<u>(3,504,013)</u>	<u>10,255,642</u>
Deductions from net assets attributed to:		
Benefits paid to participants	1,100,287	3,090,143
Deemed distributions of notes receivable from participants	-	50,035
Administrative expenses and other miscellaneous expenses	<u>121,384</u>	<u>124,204</u>
Total deductions	<u>1,221,671</u>	<u>3,264,382</u>
Net (decrease) increase	<u>(4,725,684)</u>	<u>6,991,260</u>
Net assets available for benefits:		
Beginning of year	<u>56,176,758</u>	<u>49,185,498</u>
End of year	<u>\$ 51,451,074</u>	<u>\$ 56,176,758</u>

See accompanying notes to financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements

1. Description of Plan:

The following description of the Virginia Physicians, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all eligible employees of Virginia Physicians, Inc. (the "Company"), except for any collectively bargained (union) employees. Employees became eligible to participate in the plan after completing one year of service with at least 1,000 hours of service. Effective March 15, 2017, employees become eligible to participate in the plan after completing 90 days of service. Employees become eligible to receive matching non-elective safe harbor and profit sharing contributions on the first day of the month coinciding with or next following the date the employee completes one year of service with at least 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: The Plan provides for participant contributions of pre-tax and Roth contributions of annual compensation, as defined in the Plan. Participants may contribute up to 100% of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified plan and certain individual retirement accounts. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3 percent of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. The Plan includes an automatic increase of deferral rate of 1 percent per year until 10 percent until changed by the participant.

Annually, the Company makes a Safe Harbor Non-Elective contribution to the plan in the amount of 3% of the participants' covered compensation for the plan year. The Company may make a discretionary profit sharing contribution not to exceed 2% of a participant's covered compensation for the plan year and may also make a discretionary supplemental profit sharing contribution. There was a 2% percent profit sharing contribution to the Plan for 2022 and 2021.

Participant Accounts: Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options: Participants may direct Prudential Retirement Insurance and Annuity Company ("Prudential"), as to the investment of their account balances in accordance with guidelines established by the Plan. Participants may change their investment elections at any time. Investments which are invested in one of the trustee's investment options are described herein as "Participant-Directed." Investments which are invested outside of the trustee's investment options are described as "Self-Directed."

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

1. Description of Plan, Continued:

Vesting: Participants are immediately vested in their contributions and Safe Harbor Non-Elective contributions from the Company, plus actual earnings thereon. Vesting in the Company's discretionary matching and profit sharing contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. Participants are fully vested in Company contributions after attaining six years of credited service.

Notes Receivable from Participants: Participants may borrow from their Plan accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms cannot exceed five years, unless the proceeds are used to acquire a principal residence. The loans are secured by the vested balance in the participant's account and bear interest at rates commensurate with the bank prime rate plus 1% as determined by the U.S. Federal Reserve on the last business day of a calendar quarter. Principal and interest are paid ratably through payroll deductions. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Only one outstanding loan is allowed per participant at any one time. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is considered necessary.

Plan Administration: Overall responsibility for administering the Plan rests with the Company. Participant accounts are administered by Prudential which serves as third party administrator to the Plan. Prudential Bank & Trust, FSB ("Trustee") serves as the trustee. In April 2022, Prudential was acquired by Empower Annuity Insurance Company of America's ("Empower"). Prudential will continue to administer the Plan until such time the business can be converted without disruption to the Empower environment. The self-directed funds are the responsibility of the Plan administrator.

Payment of Benefits: On termination of service due to death or retirement, the participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, periodic installments over a term not to exceed the life expectancy of the participant or the joint life and last survivor expectancy of the participant and his spouse, or a single life annuity. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures: Forfeited balances of terminated participants' non-vested accounts are applied to pay administrative expenses or to reduce future Company contributions. Forfeited balances available at December 31, 2022 and 2021 were \$145,978 and \$121,486, respectively. No forfeitures were applied to reduce Company contributions during 2022 and 2021.

2. Summary of Significant Accounting Policies:

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

2. Summary of Significant Accounting Policies, Continued:

Guaranteed Investment Contract: Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the term of the Plan.

Investment Valuation and Income Recognition: The Plan's investments are stated 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. See Note 3 for discussion of fair value measurements.

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

Payment of Benefits: Benefits are recorded when paid.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Reclassification: Certain prior year balances have been reclassified to conform to current year presentation.

Subsequent Events: Management has evaluated subsequent events through September 20, 2023, the date the financial statements were available to be issued, and has determined there are no subsequent events to be reported in the accompanying financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements:

The Financial Accounting Standards Board ("FASB") has issued guidance for measurement and disclosure of fair value and established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology are quoted prices for similar instruments in active and inactive markets; and model driven valuations with significant inputs and drivers derived from observable active markets.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for investments carried or disclosed at fair value:

Money market fund: Valued at cost, which approximates fair value.

Mutual funds, corporate stocks and ETFs: Valued at the closing price reported on the active market on which the individual securities are traded.

Corporate bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing values on yields currently available on comparable securities of issuers with similar credit ratings.

Pooled separate accounts: Valued at the net assets value ("NAV") of shares held by the Plan at year-end. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

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

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2022:

	Investments at Fair Value		
	Level 1	Level 2	Total
Participant-Directed funds:			
Mutual funds	\$ 25,385,638	\$ -	\$ 25,385,638
Self-Directed funds:			
Money market accounts	327,799	-	327,799
Corporate stocks	4,389,297	-	4,389,297
Corporate bonds	314,467	1,346,025	1,660,492
Other assets	216,334	-	216,334
ETFs	1,624,028	-	1,624,028
Total assets in the fair value hierarchy	<u>\$ 32,257,563</u>	<u>\$ 1,346,025</u>	<u>\$ 33,603,588</u>
Investments measured at net asset value (a)			10,467,823
Total investments at fair value			<u>\$ 44,071,411</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2021:

	Investments at Fair Value		
	Level 1	Level 2	Total
Participant-Directed funds:			
Mutual funds	\$ 28,450,765	\$ -	\$ 28,450,765
Self-Directed funds:			
Money market accounts	655,304	-	655,304
Corporate stocks	5,455,733	-	5,455,733
Corporate bonds	215,189	766,660	981,849
Other assets	144,136	-	144,136
ETFs	1,450,111	-	1,450,111
Total assets in the fair value hierarchy	<u>\$ 48,440,836</u>	<u>\$ 766,660</u>	<u>\$ 37,137,898</u>
Investments measured at net asset value (a)			12,069,598
Total investments at fair value			<u>\$ 49,207,496</u>

(a) Certain investments that were measured at NAV have not been classified in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

There were no level 3 investments as of December 31, 2022 and 2021.

4. Investment Contract with Insurance Company:

The Plan entered into a traditional benefit-responsive investment contract with Prudential. As the guaranteed investment contract issuer, Prudential is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The specified interest rate is based on formula established by the contract issuer but may not be less than one percent. The guaranteed investment contract does not permit Prudential to terminate the agreement prior to the scheduled maturity date. The average net interest credit rating was 1.68% for 2022 and 1.70% for 2021.

In accordance of FASB guidance Accounting Standard Update (ASU) 2015-12, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or other factors.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the plan to transact at contract value with the participants.

5. Administrative Expenses:

Although not required by the Plan, some of the costs of the Plan administration are absorbed by the Company.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

6. Related-Party Transactions:

The Plan invests in various mutual funds and a guaranteed investment contract managed by the Trustee. These are related-party transactions and are identified as parties-in-interest in the accompanying schedule of assets (held at end of year). The Plan paid administrative fees to the Trustee amounting to \$69,418 during 2022 and \$73,616 during 2021.

The self-directed funds are administered by Buehler & Berryhill who charges participants transaction fees for services provided with regards to these accounts. Fees paid by the Plan for the investment management services for the self-directed funds are included in administrative expenses. During 2022, the Plan paid \$51,966 of administrative expenses to Buehler & Berryhill and \$50,588 in 2021.

7. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

8. Tax Status:

The Internal Revenue Service has determined and informed the prototype sponsor by a letter dated September 16, 2022 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter; however, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the effects of accounting guidance related to uncertain income tax positions and concluded that the Plan had no significant financial statement exposure to uncertain income tax positions at December 31, 2022 and 2021. The Plan is not currently under audit by any tax authority.

9. Risks and Uncertainties:

The Plan provides for various investment securities. Investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

10. Financial Information Certified by a Qualified Institution:

Prudential Bank & Trust, FSB, has certified that the following information is complete and accurate:

- Investments, at fair value
- Investment income
- Schedule of assets (held at end of year)
- Notes receivable from participants
- Interest income on notes receivable from participants

The self-directed funds are not covered by the certification above. The following balances relate to the self-directed funds:

	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 8,217,950	\$ 8,687,133
Investment (loss) income	\$ (397,791)	\$ 1,217,178

11. Late Remittances:

During the plan year ended December 31, 2022, the Company failed to remit an aggregate of \$101,628 of participant contributions timely on three occasions, as reflected in the accompanying schedule of delinquent participant contributions. The Company has submitted additional funds for lost earnings to the affected participants. The Company has reported these transactions to the Department of Labor under its Voluntary Fiduciary Correction ("VFC") program.

12. Reconciliation to Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as filed by the Company as of December 31:

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 51,451,074	\$ 56,176,758
Employer contribution receivable	<u>(1,240,973)</u>	<u>(1,161,103)</u>
Net assets available for benefits per the Form 5500	<u>\$ 50,210,101</u>	<u>\$ 55,015,655</u>

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

12. Reconciliation to Form 5500, Continued:

The following is a reconciliation of net increase in net assets per the financial statements to the Form 5500 for the year ended December 31:

	<u>2022</u>	<u>2021</u>
Net (decrease) increase in net assets per the financial statements	\$ (4,725,684)	\$ 6,991,260
Employer contribution receivable	(1,240,973)	(1,161,103)
Prior year participant contribution receivable	-	61,705
Prior year employer contribution receivable	<u>1,161,103</u>	<u>1,207,089</u>
Net (decrease) increase in net assets per the Form 5500	<u>\$ (4,805,554)</u>	<u>\$ 7,098,951</u>

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Year Ended December 31, 2022

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Self-Directed Funds	Various	\$ 8,217,950
	Columbia Dividend VAL ISP	Pooled Separate Account	5,945,791
	Large CP Growth II FD	Pooled Separate Account	4,522,032
*	Prudential Guaranteed Income Fund	Guaranteed Investment Contract	5,806,782
	MFS Mid Cap Value Fund Class R6	Mutual Fund	3,052,875
	Janus Henderson Enterprise Fund Class N	Mutual Fund	2,889,539
	Vanguard 500 Index Fund Admiral Shares	Mutual Fund	2,629,477
	Fidelity International Index Fund	Mutual Fund	2,603,971
	TIAA-CREF Lifecycle Index 2030 Fund Institutional Class	Mutual Fund	2,416,923
	Baird Core Plus Bond Fund Class Institutional	Mutual Fund	1,864,609
	TIAA-CREF Lifecycle Index 2045 Fund Institutional Class	Mutual Fund	1,757,880
	TIAA-CREF Lifecycle Index 2035 Fund Institutional Class	Mutual Fund	1,628,703
	TIAA-CREF Lifecycle Index 2040 Fund Institutional Class	Mutual Fund	1,402,217
	TIAA-CREF Lifecycle Index 2050 Fund Institutional Class	Mutual Fund	1,183,923
	TIAA-CREF Lifecycle Index 2020 Fund Institutional Class	Mutual Fund	1,132,536
	TIAA-CREF Lifecycle Index 2025 Fund Institutional Class	Mutual Fund	1,095,841
	TIAA-CREF Lifecycle Index 2055 Fund Institutional Class	Mutual Fund	375,332
	Vanguard Mid-Cap Index Fund Admiral	Mutual Fund	262,513
	Fidelity Small Cap Index Fund	Mutual Fund	262,030
	JPMorgan Small Cap Growth Fund Class R6	Mutual Fund	242,459

See independent auditor's report.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year), Continued
Year Ended December 31, 2022

(a)	(b)	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Identity of issuer, borrower, lessor or similar party		
	TIAA-CREF Lifecycle Index 2060 Fund Institutional Class	Mutual Fund	\$ 136,018
	TIAA-CREF Lifecycle Index 2015 Fund Institutional Class	Mutual Fund	131,375
	LABB BD Debenture R6	Mutual Fund	99,269
	Goldman Sachs International Small Cap Insights Fund Class R6	Mutual Fund	82,857
	American Century Small Cap Value Fund R6 Class	Mutual Fund	57,772
	DFA Investment Grade Portfolio Institutional Fund Class R6	Mutual Fund	49,030
	TIAA-CREF Lifecycle Index 2010 Fund Institutional Class	Mutual Fund	11,279
	JPMorgan Government Bond Fund Class R6	Mutual Fund	9,026
	TIAA-CREF Lifecycle Index Retirement Income Fund Inst Class	Mutual Fund	<u>8,184</u>
			49,878,193
*	Participant loans	4.25% - 7.25%	<u>331,908</u>
			<u><u>\$ 50,210,101</u></u>

(d) "Cost" is not required as all investments are participant directed.

* Indicates a party-in-interest to the Plan.

See independent auditor's report.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan	Prohibited Transactions Contributions corrected in VFCP
Contributions withheld 04/29/2022, remitted 08/05/2022	\$ 62,051
Contributions withheld 06/10/2022, remitted 08/05/2022	39,035
Contributions withheld 07/25/2022, remitted 08/23/2022	542
	<u>\$ 101,628</u>

See independent auditor's report.

Virginia Physicians, Inc. 401(k) Plan

Financial Statements

December 31, 2022 and 2021



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VIRGINIA PHYSICIANS, INC. 401(k) PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of the
Virginia Physicians, Inc. 401(k) Plan
Glen Allen, Virginia

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of the Virginia Physicians, Inc. 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statement of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note 10 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States.
- the information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States. 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 audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States, 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of our report, 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 generally accepted auditing standards 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 generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- 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.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States.

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.

Supplemental Schedules Required by ERISA

The supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022 and Schedule H Line 4a – Schedule of Delinquent Participants Contributions for the year ended December 31, 2022, are presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL'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 included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit 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 generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



September 20, 2023
Glen Allen, Virginia

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

<u>Assets</u>	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 44,071,411	\$ 49,207,496
Investments, at contract value	5,806,782	5,446,165
Notes receivable from participants	331,908	361,994
Contributions receivable:		
Employer	<u>1,240,973</u>	<u>1,161,103</u>
Net assets available for benefits	<u>\$ 51,451,074</u>	<u>\$ 56,176,758</u>

See accompanying notes to financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2021 and 2021

	<u>2022</u>	<u>2021</u>
Additions (deductions) to net assets attributed to:		
Investment (loss) income:		
Interest and dividends	\$ 780,331	\$ 907,507
Net (depreciation) appreciation in fair value of investments	<u>(7,460,511)</u>	<u>6,701,608</u>
Total investment (loss) income	<u>(6,680,180)</u>	<u>7,609,115</u>
Interest income on notes receivable from participants	<u>18,106</u>	<u>18,940</u>
Contributions:		
Participants	1,560,218	1,436,457
Employer	1,240,973	1,153,390
Rollovers	<u>356,870</u>	<u>37,740</u>
Total contributions	<u>3,158,061</u>	<u>2,627,587</u>
Total (deductions) additions	<u>(3,504,013)</u>	<u>10,255,642</u>
Deductions from net assets attributed to:		
Benefits paid to participants	1,100,287	3,090,143
Deemed distributions of notes receivable from participants	-	50,035
Administrative expenses and other miscellaneous expenses	<u>121,384</u>	<u>124,204</u>
Total deductions	<u>1,221,671</u>	<u>3,264,382</u>
Net (decrease) increase	<u>(4,725,684)</u>	<u>6,991,260</u>
Net assets available for benefits:		
Beginning of year	<u>56,176,758</u>	<u>49,185,498</u>
End of year	<u>\$ 51,451,074</u>	<u>\$ 56,176,758</u>

See accompanying notes to financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements

1. Description of Plan:

The following description of the Virginia Physicians, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all eligible employees of Virginia Physicians, Inc. (the "Company"), except for any collectively bargained (union) employees. Employees became eligible to participate in the plan after completing one year of service with at least 1,000 hours of service. Effective March 15, 2017, employees become eligible to participate in the plan after completing 90 days of service. Employees become eligible to receive matching non-elective safe harbor and profit sharing contributions on the first day of the month coinciding with or next following the date the employee completes one year of service with at least 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: The Plan provides for participant contributions of pre-tax and Roth contributions of annual compensation, as defined in the Plan. Participants may contribute up to 100% of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified plan and certain individual retirement accounts. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3 percent of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. The Plan includes an automatic increase of deferral rate of 1 percent per year until 10 percent until changed by the participant.

Annually, the Company makes a Safe Harbor Non-Elective contribution to the plan in the amount of 3% of the participants' covered compensation for the plan year. The Company may make a discretionary profit sharing contribution not to exceed 2% of a participant's covered compensation for the plan year and may also make a discretionary supplemental profit sharing contribution. There was a 2% percent profit sharing contribution to the Plan for 2022 and 2021.

Participant Accounts: Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options: Participants may direct Prudential Retirement Insurance and Annuity Company ("Prudential"), as to the investment of their account balances in accordance with guidelines established by the Plan. Participants may change their investment elections at any time. Investments which are invested in one of the trustee's investment options are described herein as "Participant-Directed." Investments which are invested outside of the trustee's investment options are described as "Self-Directed."

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

1. Description of Plan, Continued:

Vesting: Participants are immediately vested in their contributions and Safe Harbor Non-Elective contributions from the Company, plus actual earnings thereon. Vesting in the Company's discretionary matching and profit sharing contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. Participants are fully vested in Company contributions after attaining six years of credited service.

Notes Receivable from Participants: Participants may borrow from their Plan accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms cannot exceed five years, unless the proceeds are used to acquire a principal residence. The loans are secured by the vested balance in the participant's account and bear interest at rates commensurate with the bank prime rate plus 1% as determined by the U.S. Federal Reserve on the last business day of a calendar quarter. Principal and interest are paid ratably through payroll deductions. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Only one outstanding loan is allowed per participant at any one time. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is considered necessary.

Plan Administration: Overall responsibility for administering the Plan rests with the Company. Participant accounts are administered by Prudential which serves as third party administrator to the Plan. Prudential Bank & Trust, FSB ("Trustee") serves as the trustee. In April 2022, Prudential was acquired by Empower Annuity Insurance Company of America's ("Empower"). Prudential will continue to administer the Plan until such time the business can be converted without disruption to the Empower environment. The self-directed funds are the responsibility of the Plan administrator.

Payment of Benefits: On termination of service due to death or retirement, the participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, periodic installments over a term not to exceed the life expectancy of the participant or the joint life and last survivor expectancy of the participant and his spouse, or a single life annuity. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures: Forfeited balances of terminated participants' non-vested accounts are applied to pay administrative expenses or to reduce future Company contributions. Forfeited balances available at December 31, 2022 and 2021 were \$145,978 and \$121,486, respectively. No forfeitures were applied to reduce Company contributions during 2022 and 2021.

2. Summary of Significant Accounting Policies:

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

2. Summary of Significant Accounting Policies, Continued:

Guaranteed Investment Contract: Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the term of the Plan.

Investment Valuation and Income Recognition: The Plan's investments are stated 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. See Note 3 for discussion of fair value measurements.

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

Payment of Benefits: Benefits are recorded when paid.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Reclassification: Certain prior year balances have been reclassified to conform to current year presentation.

Subsequent Events: Management has evaluated subsequent events through September 20, 2023, the date the financial statements were available to be issued, and has determined there are no subsequent events to be reported in the accompanying financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements:

The Financial Accounting Standards Board ("FASB") has issued guidance for measurement and disclosure of fair value and established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology are quoted prices for similar instruments in active and inactive markets; and model driven valuations with significant inputs and drivers derived from observable active markets.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for investments carried or disclosed at fair value:

Money market fund: Valued at cost, which approximates fair value.

Mutual funds, corporate stocks and ETFs: Valued at the closing price reported on the active market on which the individual securities are traded.

Corporate bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing values on yields currently available on comparable securities of issuers with similar credit ratings.

Pooled separate accounts: Valued at the net assets value ("NAV") of shares held by the Plan at year-end. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

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

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2022:

	Investments at Fair Value		
	Level 1	Level 2	Total
Participant-Directed funds:			
Mutual funds	\$ 25,385,638	\$ -	\$ 25,385,638
Self-Directed funds:			
Money market accounts	327,799	-	327,799
Corporate stocks	4,389,297	-	4,389,297
Corporate bonds	314,467	1,346,025	1,660,492
Other assets	216,334	-	216,334
ETFs	1,624,028	-	1,624,028
Total assets in the fair value hierarchy	<u>\$ 32,257,563</u>	<u>\$ 1,346,025</u>	<u>\$ 33,603,588</u>
Investments measured at net asset value (a)			10,467,823
Total investments at fair value			<u>\$ 44,071,411</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2021:

	Investments at Fair Value		
	Level 1	Level 2	Total
Participant-Directed funds:			
Mutual funds	\$ 28,450,765	\$ -	\$ 28,450,765
Self-Directed funds:			
Money market accounts	655,304	-	655,304
Corporate stocks	5,455,733	-	5,455,733
Corporate bonds	215,189	766,660	981,849
Other assets	144,136	-	144,136
ETFs	1,450,111	-	1,450,111
Total assets in the fair value hierarchy	<u>\$ 48,440,836</u>	<u>\$ 766,660</u>	<u>\$ 37,137,898</u>
Investments measured at net asset value (a)			12,069,598
Total investments at fair value			<u>\$ 49,207,496</u>

(a) Certain investments that were measured at NAV have not been classified in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

There were no level 3 investments as of December 31, 2022 and 2021.

4. Investment Contract with Insurance Company:

The Plan entered into a traditional benefit-responsive investment contract with Prudential. As the guaranteed investment contract issuer, Prudential is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The specified interest rate is based on formula established by the contract issuer but may not be less than one percent. The guaranteed investment contract does not permit Prudential to terminate the agreement prior to the scheduled maturity date. The average net interest credit rating was 1.68% for 2022 and 1.70% for 2021.

In accordance of FASB guidance Accounting Standard Update (ASU) 2015-12, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or other factors.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the plan to transact at contract value with the participants.

5. Administrative Expenses:

Although not required by the Plan, some of the costs of the Plan administration are absorbed by the Company.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

6. Related-Party Transactions:

The Plan invests in various mutual funds and a guaranteed investment contract managed by the Trustee. These are related-party transactions and are identified as parties-in-interest in the accompanying schedule of assets (held at end of year). The Plan paid administrative fees to the Trustee amounting to \$69,418 during 2022 and \$73,616 during 2021.

The self-directed funds are administered by Buehler & Berryhill who charges participants transaction fees for services provided with regards to these accounts. Fees paid by the Plan for the investment management services for the self-directed funds are included in administrative expenses. During 2022, the Plan paid \$51,966 of administrative expenses to Buehler & Berryhill and \$50,588 in 2021.

7. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

8. Tax Status:

The Internal Revenue Service has determined and informed the prototype sponsor by a letter dated September 16, 2022 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter; however, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the effects of accounting guidance related to uncertain income tax positions and concluded that the Plan had no significant financial statement exposure to uncertain income tax positions at December 31, 2022 and 2021. The Plan is not currently under audit by any tax authority.

9. Risks and Uncertainties:

The Plan provides for various investment securities. Investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

10. Financial Information Certified by a Qualified Institution:

Prudential Bank & Trust, FSB, has certified that the following information is complete and accurate:

- Investments, at fair value
- Investment income
- Schedule of assets (held at end of year)
- Notes receivable from participants
- Interest income on notes receivable from participants

The self-directed funds are not covered by the certification above. The following balances relate to the self-directed funds:

	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 8,217,950	\$ 8,687,133
Investment (loss) income	\$ (397,791)	\$ 1,217,178

11. Late Remittances:

During the plan year ended December 31, 2022, the Company failed to remit an aggregate of \$101,628 of participant contributions timely on three occasions, as reflected in the accompanying schedule of delinquent participant contributions. The Company has submitted additional funds for lost earnings to the affected participants. The Company has reported these transactions to the Department of Labor under its Voluntary Fiduciary Correction ("VFC") program.

12. Reconciliation to Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as filed by the Company as of December 31:

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 51,451,074	\$ 56,176,758
Employer contribution receivable	<u>(1,240,973)</u>	<u>(1,161,103)</u>
Net assets available for benefits per the Form 5500	<u>\$ 50,210,101</u>	<u>\$ 55,015,655</u>

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

12. Reconciliation to Form 5500, Continued:

The following is a reconciliation of net increase in net assets per the financial statements to the Form 5500 for the year ended December 31:

	<u>2022</u>	<u>2021</u>
Net (decrease) increase in net assets per the financial statements	\$ (4,725,684)	\$ 6,991,260
Employer contribution receivable	(1,240,973)	(1,161,103)
Prior year participant contribution receivable	-	61,705
Prior year employer contribution receivable	<u>1,161,103</u>	<u>1,207,089</u>
Net (decrease) increase in net assets per the Form 5500	<u>\$ (4,805,554)</u>	<u>\$ 7,098,951</u>

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Year Ended December 31, 2022

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Self-Directed Funds	Various	\$ 8,217,950
	Columbia Dividend VAL ISP	Pooled Separate Account	5,945,791
	Large CP Growth II FD	Pooled Separate Account	4,522,032
*	Prudential Guaranteed Income Fund	Guaranteed Investment Contract	5,806,782
	MFS Mid Cap Value Fund Class R6	Mutual Fund	3,052,875
	Janus Henderson Enterprise Fund Class N	Mutual Fund	2,889,539
	Vanguard 500 Index Fund Admiral Shares	Mutual Fund	2,629,477
	Fidelity International Index Fund	Mutual Fund	2,603,971
	TIAA-CREF Lifecycle Index 2030 Fund Institutional Class	Mutual Fund	2,416,923
	Baird Core Plus Bond Fund Class Institutional	Mutual Fund	1,864,609
	TIAA-CREF Lifecycle Index 2045 Fund Institutional Class	Mutual Fund	1,757,880
	TIAA-CREF Lifecycle Index 2035 Fund Institutional Class	Mutual Fund	1,628,703
	TIAA-CREF Lifecycle Index 2040 Fund Institutional Class	Mutual Fund	1,402,217
	TIAA-CREF Lifecycle Index 2050 Fund Institutional Class	Mutual Fund	1,183,923
	TIAA-CREF Lifecycle Index 2020 Fund Institutional Class	Mutual Fund	1,132,536
	TIAA-CREF Lifecycle Index 2025 Fund Institutional Class	Mutual Fund	1,095,841
	TIAA-CREF Lifecycle Index 2055 Fund Institutional Class	Mutual Fund	375,332
	Vanguard Mid-Cap Index Fund Admiral	Mutual Fund	262,513
	Fidelity Small Cap Index Fund	Mutual Fund	262,030
	JPMorgan Small Cap Growth Fund Class R6	Mutual Fund	242,459

See independent auditor's report.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year), Continued
Year Ended December 31, 2022

(a)	(b)	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Identity of issuer, borrower, lessor or similar party		
	TIAA-CREF Lifecycle Index 2060 Fund Institutional Class	Mutual Fund	\$ 136,018
	TIAA-CREF Lifecycle Index 2015 Fund Institutional Class	Mutual Fund	131,375
	LABB BD Debenture R6	Mutual Fund	99,269
	Goldman Sachs International Small Cap Insights Fund Class R6	Mutual Fund	82,857
	American Century Small Cap Value Fund R6 Class	Mutual Fund	57,772
	DFA Investment Grade Portfolio Institutional Fund Class R6	Mutual Fund	49,030
	TIAA-CREF Lifecycle Index 2010 Fund Institutional Class	Mutual Fund	11,279
	JPMorgan Government Bond Fund Class R6	Mutual Fund	9,026
	TIAA-CREF Lifecycle Index Retirement Income Fund Inst Class	Mutual Fund	<u>8,184</u>
			49,878,193
*	Participant loans	4.25% - 7.25%	<u>331,908</u>
			<u><u>\$ 50,210,101</u></u>

(d) "Cost" is not required as all investments are participant directed.

* Indicates a party-in-interest to the Plan.

See independent auditor's report.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan	Prohibited Transactions Contributions corrected in VFCP
Contributions withheld 04/29/2022, remitted 08/05/2022	\$ 62,051
Contributions withheld 06/10/2022, remitted 08/05/2022	39,035
Contributions withheld 07/25/2022, remitted 08/23/2022	542
	<u>\$ 101,628</u>

See independent auditor's report.

Virginia Physicians, Inc. 401(k) Plan

Financial Statements

December 31, 2022 and 2021



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VIRGINIA PHYSICIANS, INC. 401(k) PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of the
Virginia Physicians, Inc. 401(k) Plan
Glen Allen, Virginia

Scope and Nature of the ERISA Section 103(a)(3)(C) Audit

We have performed audits of the accompanying financial statements of the Virginia Physicians, Inc. 401(k) Plan (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as permitted by ERISA Section 103(a)(3)(C). The financial statements comprise the statement of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of the Plan's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit need not extend to any statements or information related to assets held for investment of the plan ("investment information") by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the DOL's Rules and Regulations for Reporting and Disclosure under ERISA ("qualified institution").

Management has obtained a certification from a qualified institution as of December 31, 2022 and 2021, and for the years then ended, stating that the certified investment information, as described in Note 10 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audit and on the procedures performed as described in the Auditor's Responsibilities for the Audit of the Financial Statements section—

- the amounts and disclosures in the financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States.
- the information in the financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States. 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 audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States, 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. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit of our report, 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 generally accepted auditing standards 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 generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the audits.
- 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.

Our audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of accounting principles generally accepted in the United States.

Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States.

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.

Supplemental Schedules Required by ERISA

The supplemental schedule, Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2022 and Schedule H Line 4a – Schedule of Delinquent Participants Contributions for the year ended December 31, 2022, are presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL'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 included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit 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 generally accepted auditing standards. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion—

- the form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, is presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedule related to assets held by and certified to by a qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



September 20, 2023
Glen Allen, Virginia

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Statements of Net Assets Available for Benefits
December 31, 2022 and 2021

<u>Assets</u>	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 44,071,411	\$ 49,207,496
Investments, at contract value	5,806,782	5,446,165
Notes receivable from participants	331,908	361,994
Contributions receivable:		
Employer	<u>1,240,973</u>	<u>1,161,103</u>
Net assets available for benefits	<u>\$ 51,451,074</u>	<u>\$ 56,176,758</u>

See accompanying notes to financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Statements of Changes in Net Assets Available for Benefits Years Ended December 31, 2021 and 2021

	<u>2022</u>	<u>2021</u>
Additions (deductions) to net assets attributed to:		
Investment (loss) income:		
Interest and dividends	\$ 780,331	\$ 907,507
Net (depreciation) appreciation in fair value of investments	<u>(7,460,511)</u>	<u>6,701,608</u>
Total investment (loss) income	<u>(6,680,180)</u>	<u>7,609,115</u>
Interest income on notes receivable from participants	<u>18,106</u>	<u>18,940</u>
Contributions:		
Participants	1,560,218	1,436,457
Employer	1,240,973	1,153,390
Rollovers	<u>356,870</u>	<u>37,740</u>
Total contributions	<u>3,158,061</u>	<u>2,627,587</u>
Total (deductions) additions	<u>(3,504,013)</u>	<u>10,255,642</u>
Deductions from net assets attributed to:		
Benefits paid to participants	1,100,287	3,090,143
Deemed distributions of notes receivable from participants	-	50,035
Administrative expenses and other miscellaneous expenses	<u>121,384</u>	<u>124,204</u>
Total deductions	<u>1,221,671</u>	<u>3,264,382</u>
Net (decrease) increase	<u>(4,725,684)</u>	<u>6,991,260</u>
Net assets available for benefits:		
Beginning of year	<u>56,176,758</u>	<u>49,185,498</u>
End of year	<u>\$ 51,451,074</u>	<u>\$ 56,176,758</u>

See accompanying notes to financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements

1. Description of Plan:

The following description of the Virginia Physicians, Inc. 401(k) Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan covering all eligible employees of Virginia Physicians, Inc. (the "Company"), except for any collectively bargained (union) employees. Employees became eligible to participate in the plan after completing one year of service with at least 1,000 hours of service. Effective March 15, 2017, employees become eligible to participate in the plan after completing 90 days of service. Employees become eligible to receive matching non-elective safe harbor and profit sharing contributions on the first day of the month coinciding with or next following the date the employee completes one year of service with at least 1,000 hours of service. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

Contributions: The Plan provides for participant contributions of pre-tax and Roth contributions of annual compensation, as defined in the Plan. Participants may contribute up to 100% of pretax annual compensation. Participants may also contribute amounts representing distributions from other qualified plan and certain individual retirement accounts. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan unless they affirmatively elect not to participate in the Plan. Automatically enrolled participants have their deferral rate set at 3 percent of eligible compensation and their contributions invested in a designated balanced fund until changed by the participant. The Plan includes an automatic increase of deferral rate of 1 percent per year until 10 percent until changed by the participant.

Annually, the Company makes a Safe Harbor Non-Elective contribution to the plan in the amount of 3% of the participants' covered compensation for the plan year. The Company may make a discretionary profit sharing contribution not to exceed 2% of a participant's covered compensation for the plan year and may also make a discretionary supplemental profit sharing contribution. There was a 2% percent profit sharing contribution to the Plan for 2022 and 2021.

Participant Accounts: Each participant's account is credited with the participant's contributions and allocations of (a) the Company's contributions and (b) Plan earnings or losses, and charged with an allocation of administrative expenses. Allocations are based on participant compensation or account balances, as defined by the Plan. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Investment Options: Participants may direct Prudential Retirement Insurance and Annuity Company ("Prudential"), as to the investment of their account balances in accordance with guidelines established by the Plan. Participants may change their investment elections at any time. Investments which are invested in one of the trustee's investment options are described herein as "Participant-Directed." Investments which are invested outside of the trustee's investment options are described as "Self-Directed."

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

1. Description of Plan, Continued:

Vesting: Participants are immediately vested in their contributions and Safe Harbor Non-Elective contributions from the Company, plus actual earnings thereon. Vesting in the Company's discretionary matching and profit sharing contribution portion of their accounts plus actual earnings thereon is based on years of continuous service. Participants are fully vested in Company contributions after attaining six years of credited service.

Notes Receivable from Participants: Participants may borrow from their Plan accounts a minimum of \$1,000 up to a maximum amount equal to the lesser of \$50,000 or 50% of their vested account balance. Loan terms cannot exceed five years, unless the proceeds are used to acquire a principal residence. The loans are secured by the vested balance in the participant's account and bear interest at rates commensurate with the bank prime rate plus 1% as determined by the U.S. Federal Reserve on the last business day of a calendar quarter. Principal and interest are paid ratably through payroll deductions. Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Only one outstanding loan is allowed per participant at any one time. Management has evaluated notes receivable from participants for collectability and has determined that no allowance is considered necessary.

Plan Administration: Overall responsibility for administering the Plan rests with the Company. Participant accounts are administered by Prudential which serves as third party administrator to the Plan. Prudential Bank & Trust, FSB ("Trustee") serves as the trustee. In April 2022, Prudential was acquired by Empower Annuity Insurance Company of America's ("Empower"). Prudential will continue to administer the Plan until such time the business can be converted without disruption to the Empower environment. The self-directed funds are the responsibility of the Plan administrator.

Payment of Benefits: On termination of service due to death or retirement, the participant may elect to receive either a lump sum amount equal to the value of the participant's vested interest in his or her account, periodic installments over a term not to exceed the life expectancy of the participant or the joint life and last survivor expectancy of the participant and his spouse, or a single life annuity. For termination of service for other reasons, a participant may receive the value of the vested interest in his or her account as a lump sum distribution.

Forfeitures: Forfeited balances of terminated participants' non-vested accounts are applied to pay administrative expenses or to reduce future Company contributions. Forfeited balances available at December 31, 2022 and 2021 were \$145,978 and \$121,486, respectively. No forfeitures were applied to reduce Company contributions during 2022 and 2021.

2. Summary of Significant Accounting Policies:

Basis of Accounting: The financial statements of the Plan are prepared on the accrual basis of accounting.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

2. Summary of Significant Accounting Policies, Continued:

Guaranteed Investment Contract: Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the term of the Plan.

Investment Valuation and Income Recognition: The Plan's investments are stated 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. See Note 3 for discussion of fair value measurements.

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

Payment of Benefits: Benefits are recorded when paid.

Use of Estimates: The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Actual results could differ from those estimates.

Reclassification: Certain prior year balances have been reclassified to conform to current year presentation.

Subsequent Events: Management has evaluated subsequent events through September 20, 2023, the date the financial statements were available to be issued, and has determined there are no subsequent events to be reported in the accompanying financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements:

The Financial Accounting Standards Board ("FASB") has issued guidance for measurement and disclosure of fair value and established a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows:

- Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.
- Level 2 Inputs to the valuation methodology are quoted prices for similar instruments in active and inactive markets; and model driven valuations with significant inputs and drivers derived from observable active markets.
- Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

Valuation techniques used should maximize the use of observable inputs and minimize the use of unobservable inputs. The following is a description of the valuation methodologies used for investments carried or disclosed at fair value:

Money market fund: Valued at cost, which approximates fair value.

Mutual funds, corporate stocks and ETFs: Valued at the closing price reported on the active market on which the individual securities are traded.

Corporate bonds: Valued using pricing models maximizing the use of observable inputs for similar securities. This includes basing values on yields currently available on comparable securities of issuers with similar credit ratings.

Pooled separate accounts: Valued at the net assets value ("NAV") of shares held by the Plan at year-end. The NAV, as provided by the Trustee, is used as a practical expedient to estimate fair value. The NAV is based on the fair value of the underlying investments held by the fund less its liabilities.

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

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2022:

	Investments at Fair Value		
	Level 1	Level 2	Total
Participant-Directed funds:			
Mutual funds	\$ 25,385,638	\$ -	\$ 25,385,638
Self-Directed funds:			
Money market accounts	327,799	-	327,799
Corporate stocks	4,389,297	-	4,389,297
Corporate bonds	314,467	1,346,025	1,660,492
Other assets	216,334	-	216,334
ETFs	1,624,028	-	1,624,028
Total assets in the fair value hierarchy	<u>\$ 32,257,563</u>	<u>\$ 1,346,025</u>	<u>\$ 33,603,588</u>
Investments measured at net asset value (a)			10,467,823
Total investments at fair value			<u>\$ 44,071,411</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2021:

	Investments at Fair Value		
	Level 1	Level 2	Total
Participant-Directed funds:			
Mutual funds	\$ 28,450,765	\$ -	\$ 28,450,765
Self-Directed funds:			
Money market accounts	655,304	-	655,304
Corporate stocks	5,455,733	-	5,455,733
Corporate bonds	215,189	766,660	981,849
Other assets	144,136	-	144,136
ETFs	1,450,111	-	1,450,111
Total assets in the fair value hierarchy	<u>\$ 48,440,836</u>	<u>\$ 766,660</u>	<u>\$ 37,137,898</u>
Investments measured at net asset value (a)			12,069,598
Total investments at fair value			<u>\$ 49,207,496</u>

(a) Certain investments that were measured at NAV have not been classified in the fair value hierarchy. The fair value amounts presented in the tables above are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statement of net assets available for benefits.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

3. Fair Value Measurements, Continued:

There were no level 3 investments as of December 31, 2022 and 2021.

4. Investment Contract with Insurance Company:

The Plan entered into a traditional benefit-responsive investment contract with Prudential. As the guaranteed investment contract issuer, Prudential is contractually obligated to repay the principal and a specified interest rate that is guaranteed to the Plan. The specified interest rate is based on formula established by the contract issuer but may not be less than one percent. The guaranteed investment contract does not permit Prudential to terminate the agreement prior to the scheduled maturity date. The average net interest credit rating was 1.68% for 2022 and 1.70% for 2021.

In accordance of FASB guidance Accounting Standard Update (ASU) 2015-12, because the guaranteed investment contract is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the guaranteed investment contract. Contract value, as reported to the Plan by Prudential, represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or other factors.

The Plan's ability to receive amounts due is dependent on the issuer's ability to meet its financial obligations. The issuer's ability to meet its contractual obligations may be affected by future economic and regulatory developments.

Certain events may limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (1) amendments to the Plan documents (including complete or partial plan termination or merger with another plan), (2) changes to Plan's prohibition on competing investment options or deletion of equity wash provisions, (3) bankruptcy of the Plan sponsor or other Plan sponsor events (for example, divestitures or spin-offs of a subsidiary) that cause a significant withdrawal from the Plan, or (4) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. No events are probable of occurring that might limit the ability of the Plan to transact at contract value with the contract issuers and that also would limit the ability of the plan to transact at contract value with the participants.

5. Administrative Expenses:

Although not required by the Plan, some of the costs of the Plan administration are absorbed by the Company.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

6. Related-Party Transactions:

The Plan invests in various mutual funds and a guaranteed investment contract managed by the Trustee. These are related-party transactions and are identified as parties-in-interest in the accompanying schedule of assets (held at end of year). The Plan paid administrative fees to the Trustee amounting to \$69,418 during 2022 and \$73,616 during 2021.

The self-directed funds are administered by Buehler & Berryhill who charges participants transaction fees for services provided with regards to these accounts. Fees paid by the Plan for the investment management services for the self-directed funds are included in administrative expenses. During 2022, the Plan paid \$51,966 of administrative expenses to Buehler & Berryhill and \$50,588 in 2021.

7. Plan Termination:

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their accounts.

8. Tax Status:

The Internal Revenue Service has determined and informed the prototype sponsor by a letter dated September 16, 2022 that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code. The Plan has been amended since receiving the opinion letter; however, the plan administrator believes the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Management has evaluated the effects of accounting guidance related to uncertain income tax positions and concluded that the Plan had no significant financial statement exposure to uncertain income tax positions at December 31, 2022 and 2021. The Plan is not currently under audit by any tax authority.

9. Risks and Uncertainties:

The Plan provides for various investment securities. Investments are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect participants' account balances and the amounts reported in the financial statements.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

10. Financial Information Certified by a Qualified Institution:

Prudential Bank & Trust, FSB, has certified that the following information is complete and accurate:

- Investments, at fair value
- Investment income
- Schedule of assets (held at end of year)
- Notes receivable from participants
- Interest income on notes receivable from participants

The self-directed funds are not covered by the certification above. The following balances relate to the self-directed funds:

	<u>2022</u>	<u>2021</u>
Investments, at fair value	\$ 8,217,950	\$ 8,687,133
Investment (loss) income	\$ (397,791)	\$ 1,217,178

11. Late Remittances:

During the plan year ended December 31, 2022, the Company failed to remit an aggregate of \$101,628 of participant contributions timely on three occasions, as reflected in the accompanying schedule of delinquent participant contributions. The Company has submitted additional funds for lost earnings to the affected participants. The Company has reported these transactions to the Department of Labor under its Voluntary Fiduciary Correction ("VFC") program.

12. Reconciliation to Form 5500:

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500 as filed by the Company as of December 31:

	<u>2022</u>	<u>2021</u>
Net assets available for benefits per the financial statements	\$ 51,451,074	\$ 56,176,758
Employer contribution receivable	<u>(1,240,973)</u>	<u>(1,161,103)</u>
Net assets available for benefits per the Form 5500	<u>\$ 50,210,101</u>	<u>\$ 55,015,655</u>

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

Notes to Financial Statements, Continued

12. Reconciliation to Form 5500, Continued:

The following is a reconciliation of net increase in net assets per the financial statements to the Form 5500 for the year ended December 31:

	<u>2022</u>	<u>2021</u>
Net (decrease) increase in net assets per the financial statements	\$ (4,725,684)	\$ 6,991,260
Employer contribution receivable	(1,240,973)	(1,161,103)
Prior year participant contribution receivable	-	61,705
Prior year employer contribution receivable	<u>1,161,103</u>	<u>1,207,089</u>
Net (decrease) increase in net assets per the Form 5500	<u>\$ (4,805,554)</u>	<u>\$ 7,098,951</u>

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year)
Year Ended December 31, 2022

(a)	(b) Identity of issuer, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Self-Directed Funds	Various	\$ 8,217,950
	Columbia Dividend VAL ISP	Pooled Separate Account	5,945,791
	Large CP Growth II FD	Pooled Separate Account	4,522,032
*	Prudential Guaranteed Income Fund	Guaranteed Investment Contract	5,806,782
	MFS Mid Cap Value Fund Class R6	Mutual Fund	3,052,875
	Janus Henderson Enterprise Fund Class N	Mutual Fund	2,889,539
	Vanguard 500 Index Fund Admiral Shares	Mutual Fund	2,629,477
	Fidelity International Index Fund	Mutual Fund	2,603,971
	TIAA-CREF Lifecycle Index 2030 Fund Institutional Class	Mutual Fund	2,416,923
	Baird Core Plus Bond Fund Class Institutional	Mutual Fund	1,864,609
	TIAA-CREF Lifecycle Index 2045 Fund Institutional Class	Mutual Fund	1,757,880
	TIAA-CREF Lifecycle Index 2035 Fund Institutional Class	Mutual Fund	1,628,703
	TIAA-CREF Lifecycle Index 2040 Fund Institutional Class	Mutual Fund	1,402,217
	TIAA-CREF Lifecycle Index 2050 Fund Institutional Class	Mutual Fund	1,183,923
	TIAA-CREF Lifecycle Index 2020 Fund Institutional Class	Mutual Fund	1,132,536
	TIAA-CREF Lifecycle Index 2025 Fund Institutional Class	Mutual Fund	1,095,841
	TIAA-CREF Lifecycle Index 2055 Fund Institutional Class	Mutual Fund	375,332
	Vanguard Mid-Cap Index Fund Admiral	Mutual Fund	262,513
	Fidelity Small Cap Index Fund	Mutual Fund	262,030
	JPMorgan Small Cap Growth Fund Class R6	Mutual Fund	242,459

See independent auditor's report.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4i – Schedule of Assets (Held at End of Year), Continued
Year Ended December 31, 2022

(a)	(b)	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(e) Current value
	Identity of issuer, borrower, lessor or similar party		
	TIAA-CREF Lifecycle Index 2060 Fund Institutional Class	Mutual Fund	\$ 136,018
	TIAA-CREF Lifecycle Index 2015 Fund Institutional Class	Mutual Fund	131,375
	LABB BD Debenture R6	Mutual Fund	99,269
	Goldman Sachs International Small Cap Insights Fund Class R6	Mutual Fund	82,857
	American Century Small Cap Value Fund R6 Class	Mutual Fund	57,772
	DFA Investment Grade Portfolio Institutional Fund Class R6	Mutual Fund	49,030
	TIAA-CREF Lifecycle Index 2010 Fund Institutional Class	Mutual Fund	11,279
	JPMorgan Government Bond Fund Class R6	Mutual Fund	9,026
	TIAA-CREF Lifecycle Index Retirement Income Fund Inst Class	Mutual Fund	<u>8,184</u>
			49,878,193
*	Participant loans	4.25% - 7.25%	<u>331,908</u>
			<u><u>\$ 50,210,101</u></u>

(d) "Cost" is not required as all investments are participant directed.

* Indicates a party-in-interest to the Plan.

See independent auditor's report.

VIRGINIA PHYSICIANS, INC. 401(k) PLAN

EIN: 54-0883363 Plan: 003

Schedule H, Line 4a – Schedule of Delinquent Participant Contributions
Year Ended December 31, 2022

Participant Contributions Transferred Late to Plan	Prohibited Transactions Contributions corrected in VFCP
Contributions withheld 04/29/2022, remitted 08/05/2022	\$ 62,051
Contributions withheld 06/10/2022, remitted 08/05/2022	39,035
Contributions withheld 07/25/2022, remitted 08/23/2022	542
	<u>\$ 101,628</u>

See independent auditor's report.