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

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
- [X] 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:
- [X] 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
ZMC HOTELS, LLC 401(K) PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/1988

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)
ZMC HOTELS, LLC

1855 OLYMPIC BLVD SUITE 300
WALNUT CREEK, CA 94596

2b Employer Identification Number (EIN) 47-4191838

2c Plan Sponsor's telephone number 218-529-7733

2d Business code (see instructions) 721110

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.	09/29/2023	BEVERLY MURPHY
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address [X] Same as Plan Sponsor	**3b** Administrator's EIN	
	3c Administrator's telephone number	
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: **a** Sponsor's name **c** Plan Name	**4b** EIN **4d** PN	
5 Total number of participants at the beginning of the plan year	**5**	548
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)**	474
a(2) Total number of active participants at the end of the plan year	**6a(2)**	563
b Retired or separated participants receiving benefits	**6b**	3
c Other retired or separated participants entitled to future benefits	**6c**	71
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	637
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	2
f Total. Add lines **6d** and **6e**	**6f**	639
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	177
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
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:

2G 2J 2K 2T 3H 2E 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) [X]	Trust	**(3)** [X]	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

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

b General Schedules

- **(1)** [X] **H** (Financial Information)
- **(2)** [ ] **I** (Financial Information – Small Plan)
- **(3)** [ ] 0 **A** (Insurance Information)
- **(4)** [X] **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 C (Form 5500)	Service Provider Information	OMB No. 1210-0110
Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ **File as an attachment to Form 5500.**	**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
ZMC HOTELS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ZMC HOTELS, LLC

D Employer Identification Number (EIN)
47-4191838

Part I Service Provider Information (see instructions)

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

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

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

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

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

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

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

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

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

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

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

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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?
37 60 64 65	RECORDKEEPER	22366	Yes [X] No [ ]	Yes [X] No [ ]	0	Yes [X] No [ ]

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

BAYBRIDGE CAPITAL GROUP LLC

47-5067434

(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	ADVISOR	19468	Yes [ ] No [X]	Yes [ ] No [ ]		Yes [ ] No [ ]

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

(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?
			Yes [ ] No [ ]	Yes [ ] No [ ]		Yes [ ] No [ ]

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
C&S REAL ESTATE I - DST ASSET MANA 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.10%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
INVS DEVELOP MKT Y - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
J H ENTERPRISE I - JANUS HENDERSON 151 DETROIT STREET, DENVER, CO 80206	0.10%

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
FIDELITY INVESTMENTS INSTITUTIONAL	60	0

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
JPM STRAT INC OPP R5 - DST ASSET M 430 W 7TH STREET STE 219432 KANSAS CITY, MO 64105	0.10%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
LD ABT SH DRTN INC I - DST SYSTEMS 43-1581814	0.10%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
MFS INTL INTR VAL R4 - MFS SERVICE 04-2865649	0.15%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PGIM GLOBAL RE Z - PRUDENTIAL MUTU 22-3703799	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
PGIM HIGH YIELD Z - PRUDENTIAL MUT 22-3703799	0.25%

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND A - FRANKLIN TEMP 94-3167260	0.40%

Part I Service Provider Information (continued)

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

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

(d) Enter name and EIN (address) of source of indirect compensation	**(e)** Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
TMPL GLOBAL BOND ADV - FRANKLIN TE 94-3167260	0.15%

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

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

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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

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

(complete as many entries as needed)

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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
ZMC HOTELS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ZMC HOTELS, LLC

D Employer Identification Number (EIN)
47-4191838

Part I Asset and Liability Statement

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	598428	574442
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	86774	29839
(9) Value of interest in common/collective trusts	1c(9)	0	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	10038018	7525712
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

		(a) Beginning of Year	(b) End of Year
1d Employer-related investments:			
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	10723220	8129993
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	10723220	8129993

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)	0	
(B) Participants	2a(1)(B)	620427	
(C) Others (including rollovers)	2a(1)(C)	47405	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		667832
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	7859	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	3093	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		10952
(2) Dividends: **(A)** Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	283468	
(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		283468
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(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)	0	
(B) Other	2b(5)(B)	0	
(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)		0
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1956753
c Other income	2c		0
d Total income. Add all **income** amounts in column (b) and enter total	2d		-994501
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1528959	
(2) To insurance carriers for the provision of benefits	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines **2e(1)** through **(3)**	2e(4)		1528959
f Corrective distributions (see instructions)	2f		27933
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
i Administrative expenses: (1) Professional fees	2i(1)	0	
(2) Contract administrator fees	2i(2)	0	
(3) Investment advisory and management fees	2i(3)	0	
(4) Other	2i(4)	41834	
(5) Total administrative expenses. Add lines **2i(1)** through **(4)**	2i(5)		41834
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		1598726
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-2593227
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

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) [X] 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) [X] 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: FRANK, RIMERMAN CO. LLP **(2)** EIN: 94-1341042

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

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

Part IV Compliance Questions

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

During the plan year:

		Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	

		Yes	No	Amount
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	**4b**		X	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	**4c**		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	**4d**		X	
e Was this plan covered by a fidelity bond?	**4e**	X		500000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	**4f**		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4g**		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	**4h**		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	**4i**	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)	**4j**		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	**4k**		X	
l Has the plan failed to provide any benefit when due under the plan?	**4l**		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	**4m**		X	
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	**4n**		X	

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? ☐ Yes ☒ No

If "Yes," enter the amount of any plan assets that reverted to the employer this year _____.

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

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

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
ZMC HOTELS, LLC 401(K) PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
ZMC HOTELS, LLC

D Employer Identification Number (EIN)
47-4191838

Part I Distributions

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

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

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

EIN(s): 04-6568107

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

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

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

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

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

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

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

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

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

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

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

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

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

Part III Amendments

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

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

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

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

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

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

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (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_____

ZMC Hotels, LLC 401(k) Plan
Financial Statements and Supplemental Schedule
with
Independent Auditors' Report
December 31, 2022 and 2021

Frank, Rimerman + Co. LLP

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

	Page(s)
INDEPENDENT AUDITORS' REPORT	1 - 5
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	6
Statement of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8 - 14
SUPPLEMENTAL SCHEDULE ACCOMPANYING FORM 5500	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	15 - 16

Plan Administrator
ZMC Hotels, LLC 401(k) Plan
Walnut Creek, California



Certified
Public
Accountants

INDEPENDENT AUDITORS' REPORT

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

We have performed the audits of the financial statements of ZMC Hotels, LLC 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) (ERISA Section 103(a)(3)(C) audit). 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 ended December 31, 2022, 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 audits 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 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 year ended December 31, 2022, stating the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section:

- the amounts and disclosures in the accompanying financial statements, 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 of America (GAAP).

An independent member of Baker Tilly International

Frank Rimerman + Co. LLP is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities.

- the information in the accompanying financial statements related to assets held by and certified to by the qualified institutions 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 of America (GAAS). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe 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 the financial statements in accordance with GAAP, 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 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 the participants.

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

In performing an audit in accordance with GAAS, we:

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit 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 GAAP.

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 GAAP.

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 we identified during the audit.

Other Matter—Supplemental Schedule Required by ERISA

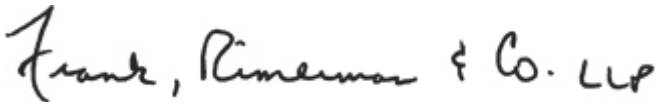
The supplemental schedule included in the accompanying table of contents is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such 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 GAAS. 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, are 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 the qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution management determined meets the requirements of ERISA Section 103(a)(3)(C).



San Jose, California
September 28, 2023

ZMC Hotels, LLC 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31, 2022	December 31, 2021
Assets		
Investments, at fair value:		
Mutual funds	$ 7,525,712	$ 10,038,018
Money market fund	574,442	598,428
Total investments	8,100,154	10,636,446
Notes receivable from participants	29,839	86,774
Total assets	8,129,993	10,723,220
Liability		
Liability for corrective distributions	(42,168)	(24,990)
Net Assets Available for Benefits	$ 8,087,825	$ 10,698,230

See Notes to Financial Statements

ZMC Hotels, LLC 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions to Net Assets	
Investment income (loss):	
Net depreciation in fair value of investments	$ (1,956,753)
Interest and dividends	291,327
Net investment loss	(1,665,426)
Interest on notes receivable from participants	3,093
Net loss	(1,662,333)
Contributions:	
Participant	578,259
Participant rollover	47,405
Total contributions	625,664
Total additions	(1,036,669)
Deductions from Net Assets	
Benefits paid to participants	1,531,902
Administrative expenses	41,834
Total deductions	1,573,736
Net Decrease	(2,610,405)
Net Assets Available for Benefits	
December 31, 2021	10,698,230
December 31, 2022	$ 8,087,825

See Notes to Financial Statements

1. Description of Plan

The ZMC Hotels, LLC 401(k) Plan (the Plan) was established by ZMC Hotels, LLC (the Company) to provide participants with a method to fund their retirement on a tax-deferred basis. The Plan, as amended and restated on April 26, 2022, provides retirement benefits to eligible employees of the Company, related employers consisting of Modology Design Group (formerly RAD Design Group) and Modology LLC (formerly RAD Urban LLC), as well as unrelated employers consisting of Hall Equities Group and COPA Innovation Laboratories LLC (collectively, the Employers). As a result of participating unrelated employers, the Plan is designated as a multiple employer plan. The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan with a 401(k) salary deferral arrangement qualified under appropriate provisions of the Internal Revenue Code (the Code) and applicable state laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Company is the Plan sponsor and Plan administrator. The Plan is administered by Company employees and an Investment Committee, responsible for selecting investment options under the Plan and monitoring performance. Fidelity Management Trust Company (Fidelity) serves as the Plan's trustee and record keeper. Fidelity holds, invests and reinvests trust assets in the interest and at the direction of participants and their beneficiaries.

Eligible Participants:

Eligible employees, as defined by the Plan agreement, age 21 or older, may participate in the Plan after six months of service.

Contributions:

Participants may make contributions to the Plan through pre-tax salary reduction up to 90% of annual compensation, as defined by the Plan agreement, subject to certain limitations under the Code. Participants who have reached the age of 50 may elect to withhold additional catch-up contributions under the Code. Participants may also contribute after-tax contributions and amounts representing distributions from other qualified defined benefit or contribution plans (rollovers), subject to Code regulations.

The Employers may make discretionary matching and non-elective contributions to the Plan. No Employer matching or non-elective contributions were made to the Plan through December 31, 2022.

Contributions are subject to certain limitations under the Code.

1. Description of Plan (continued)

Participant Accounts:

Each participant account is credited with participant contributions and an allocation of Employer contributions, if any, plus earnings (less any losses) thereon. Allocations are based on participant earnings or account balances, in accordance with the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants may elect to invest their accounts in a variety of participant-directed investment fund options offered by the Plan that are designed to provide the participants with a wide range of investment options. Participants may authorize transfers among investment options at any time.

Vesting and Forfeitures:

Participants are immediately vested in their salary deferral, after-tax and rollover contributions, plus earnings (less any losses) thereon. Vesting in Employer matching and non-elective contributions, if any, plus allocated earnings (less any losses) thereon, is based on continuous years of service. A participant becomes 20% vested in Employer matching and non-elective contributions after one year of service and is fully vested after five years, or upon retirement, disability, or death.

Forfeited non-vested accounts may be used to reduce Plan expenses and then to reduce Employer contributions. At December 31, 2022 and 2021, there was no balance in forfeited non-vested accounts as there have been no Employer contributions to the Plan.

Notes Receivable from Participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan agreement.

Participants may borrow up to one-half of their vested account balance, not to exceed $50,000, for a period not to exceed five years, except for notes used to purchase a primary residence for which longer terms may be granted. The notes are evidenced by a written note, secured by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates, as determined by the Plan administrator, under the Plan's note policy. Participants may only have one note outstanding at any time. Interest rates on notes outstanding at December 31, 2022 range from 4.25% to 9.00%. Repayment of principal and interest is generally made through payroll deductions.

1. Description of Plan (continued)

Liability for Corrective Distributions:

The liability for corrective distributions represents contributions made by certain participants that must be refunded for the Plan to comply with applicable non-discrimination tests. The December 31, 2022 liability of $42,168 was refunded in 2023 (the December 31, 2021 liability of $24,990 was refunded in 2022).

Payment of Benefits:

Upon termination of service, participants may elect to leave their account balance in the Plan or receive their total benefits in a lump sum amount equal to the value of the participant account. Benefits are recorded when paid.

A vested account balances between $1,001 and $5,000 for participants no longer employed by the Employer may be automatically distributed to Individual Retirement Accounts on behalf of the participants without participant approval. Account balances of $1,000 or less for participants no longer employed by the Employers may be distributed directly to participants without participant consent.

Administrative Expenses:

Several of the investment fund options are subject to investment fees based on a percentage of invested assets, as disclosed in the fund's prospectus. These fees are charged directly against the fund's investment performance and, thus, are not separately disclosed in the financial statements. Participant accounts are assessed a separate fee for the administration of notes receivable and certain third-party administration fees. All other expenses to administer the Plan are paid by the Employers and are not reflected in the Plan's financial statements.

Risks and Uncertainties:

The Plan offers a variety of investment options to participants. Investments are exposed to various risks, such as interest rate, market fluctuation, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible changes in risk in the near term could materially affect participant account balances and the amounts reported in the financial statements.

Plan Termination:

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to terminate the Plan at any time, subject to provisions of ERISA. In the event of Plan termination, participants will remain fully vested in their accounts and distributions will be made to participants as described in the Plan agreement.

2. Summary of Significant Accounting Policies

Basis of Accounting:

The Plan prepares its financial statements on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates:

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

Investments:

Investments consist of mutual funds and a money market fund. These funds are reported at the net asset value (NAV) of shares held by the Plan at year end, as quoted in active markets. It is not probable these funds will be sold at amounts that differ materially from the NAV of shares held.

Fair Value Measurement:

The Plan uses a three-level hierarchy for fair value measurement based on the nature of inputs used in the valuation of an asset or liability at the measurement date. The three-level hierarchy prioritizes within the measurement of fair value, the use of market-based information over entity-specific information. Fair value focuses on an exit price and is defined as 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. The inputs or methodology used for valuing financial instruments are not necessarily an indication of the risk associated with investing in those financial instruments.

The three-level hierarchy for fair value measurement is defined as follows:

Level I: Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level II: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level III: Inputs to the valuation methodology, which are significant to the fair value measurement, are unobservable.

A financial instrument's categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

2. Summary of Significant Accounting Policies (continued)

Fair Value Measurement: (continued)

The Plan's mutual funds and the money market fund are recorded at fair value and classified as Level I within the fair value hierarchy at December 31, 2022 and 2021.

Income Recognition:

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual method of accounting. Dividends are recorded on the ex-dividend date. Net depreciation includes gains and losses on the Plan's investments bought, sold or held during the year.

3. Information Prepared and Certified by Fidelity

Fidelity, as the Plan's trustee, has certified the fair value of the following assets held at December 31, 2022 and 2021, and the net loss for the year ended December 31, 2022, which were used in the preparation of the financial statements and supplemental schedule.

The following table summarizes the certified information as of December 31:

	2022	2021
Investments, at fair value	$ 8,100,154	$ 10,636,446
Notes receivable from participants	29,839	86,774
Total certified assets	$ 8,129,993	$ 10,723,220
Certified net loss for the year ended December 31, 2022	$ (1,662,333)	

4. Tax Status

The Plan is a volume submitter plan offered by Fidelity, which has received an opinion letter from the Internal Revenue Service (IRS) dated June 30, 2020, stating that the form of the plan submitted for review was qualified under applicable provisions of the Code. The Plan and Plan sponsor believe the Plan is being operated in compliance with the applicable requirements of the Code and related state statutes and is, therefore, qualified and the trust, which forms a part of the Plan, is exempt from federal and state income taxes.

4. Tax Status (continued)

GAAP require Plan management evaluate income tax positions taken by the Plan and recognize an income tax liability if the Plan has taken an uncertain income tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the income tax positions taken by the Plan, and has concluded, at December 31, 2022 there are no uncertain income tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any income tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for the years prior to 2019.

5. Party-In-Interest Transactions

Certain of the Plan's investments are offered by Fidelity, the Plan's trustee. Purchases and sales of these investments qualify as party-in-interest transactions. Notes receivable transactions with participants also qualify as party-in-interest transactions. These transactions are exempt from the prohibited transaction rules under ERISA.

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 at December 31:

	2022	2021
Net assets available for benefits per the financial statements	$ 8,087,825	$ 10,698,230
Liability for corrective distributions	42,168	24,990
Net assets available for benefits per Form 5500	$ 8,129,993	$ 10,723,220

The following is a reconciliation of the change in net assets available for benefits per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2022:

Net decrease in net assets available for benefits per the financial statements	$ (2,610,405)
Change in liability for corrective distributions	17,178
Net increase in net assets available for benefits per Form 5500	$ (2,593,227)

7. Subsequent Events

Subsequent events have been evaluated through September 28, 2023, which is the date the financial statements were approved by the Plan Administrator and available to be issued.

ZMC Hotels, LLC 401(k) Plan
(Employer Identification Number 47-4191838)
(Plan Number 001)
Supplemental Schedule Accompanying Form 5500
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
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.	(d) Cost	(e) Current Value
	Fidelity Management Trust Company		
	American Funds American Balanced Fund Class R-6	**	$ 336,430
	American Funds Capital Income Builder Class R-6	**	228,817
	American Funds Capital World Growth And Income Fund Class R-6	**	445,214
	American Funds EuroPacific Growth Fund Class R-6	**	20,331
	American Funds The Income Fund Of America Class R-6	**	1,121,369
	American Funds New World Fund Class R-6	**	42,012
	American Funds Smallcap World Fund Class R-6	**	60,830
	American Funds The Growth Fund Of America Class R-6	**	194,891
	American Funds Washington Mutual Investors Fund Class R-6	**	165,846
	Blackrock Mid-Cap Growth Equity Portfolio Class K	**	114,235
	Cohen & Steers Real Estate Securities Fund, Inc. Class Institutional	**	93,336
	DFA U.S. Targeted Value Portfolio Institutional Class	**	96,236
*	Fidelity 500 Index Fund	**	64,141
*	Fidelity Contrafund K6	**	238,141
*	Fidelity Freedom Index 2015 Fund Institutional Premium Class	**	50,959
*	Fidelity Freedom Index 2020 Fund Institutional Premium Class	**	84,853
*	Fidelity Freedom Index 2025 Fund Institutional Premium Class	**	506,174
*	Fidelity Freedom Index 2030 Fund Institutional Premium Class	**	97,724
*	Fidelity Freedom Index 2035 Fund Institutional Premium Class	**	194,536
*	Fidelity Freedom Index 2040 Fund Institutional Premium Class	**	347,044
*	Fidelity Freedom Index 2045 Fund Institutional Premium Class	**	523,339
*	Fidelity Freedom Index 2050 Fund Institutional Premium Class	**	451,706
*	Fidelity Freedom Index 2055 Fund Institutional Premium Class	**	80,280
*	Fidelity Freedom Index 2060 Fund Institutional Premium Class	**	72,564
*	Fidelity Freedom Index 2065 Fund Institutional Premium Class	**	13,998
*	Fidelity Freedom Index Income Fund Institutional Premium Class	**	19,495
*	Fidelity Government Cash Reserves	**	574,442
*	Fidelity Inflation-Protected Bond Index Fund	**	28,195
*	Fidelity Small Cap Growth K6 Fund	**	146,916
*	Fidelity Small Cap Index Fund	**	76,984
	Invesco Developing Markets Fund Class Y	**	39,917
	JPMorgan Strategic Income Opportunities Fund Class R5 Shares	**	84,338
	Lord Abbett Short Duration Income Fund Class I	**	45,777
	MFS International Intrinsic Value Fund Class R4	**	46,494
	MFS Technology Fund Class R6	**	110,171
	Pioneer Bond Fund Class K	**	79,806
	PGIM Global Real Estate Fund- Class Z	**	7,151
	PGIM High Yield Fund- Class Z	**	28,658

(continued)

	Fidelity Management Trust Company (continued)			
	The Hartford World Bond Fund Class R6	**	$	17,559
	Vanguard Financials Index Fund Admiral Shares	**		95,612
	Vanguard Intermediate-Term Bond Index Fund Admiral Shares	**		9,096
	Vanguard Mid-Cap Index Fund Admiral Shares	**		368,611
	Vanguard Total Stock Market Index Fund Admiral Shares	**		255,928
	Vanguard Wellington Fund Investor Shares	**		347,012
	Victory Sycamore Established Value Fund Class R6	**		72,986
*	Participant loans receivable - 11 loans outstanding with interest rates from 4.25% to 9.00%	-		29,839
	Total assets held at end of year		$	8,129,993

* An asterisk in column (a) denotes a transaction with a party-in-interest to the Plan.
** Cost information is not required as all investments are participant directed.

ZMC Hotels, LLC 401(k) Plan
Financial Statements and Supplemental Schedule
with
Independent Auditors' Report
December 31, 2022 and 2021

Frank, Rimerman + Co. LLP

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

	Page(s)
INDEPENDENT AUDITORS' REPORT	1 - 5
FINANCIAL STATEMENTS	
Statements of Net Assets Available for Benefits	6
Statement of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8 - 14
SUPPLEMENTAL SCHEDULE ACCOMPANYING FORM 5500	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)	15 - 16

Plan Administrator
ZMC Hotels, LLC 401(k) Plan
Walnut Creek, California



Certified
Public
Accountants

INDEPENDENT AUDITORS' REPORT

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

We have performed the audits of the financial statements of ZMC Hotels, LLC 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) (ERISA Section 103(a)(3)(C) audit). 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 ended December 31, 2022, 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 audits 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 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 year ended December 31, 2022, stating the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

In our opinion, based on our audits and on the procedures performed as described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section:

- the amounts and disclosures in the accompanying financial statements, 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 of America (GAAP).

An independent member of Baker Tilly International

Frank Rimerman + Co. LLP is a member of the global network of Baker Tilly International Ltd., the members of which are separate and independent legal entities.

- the information in the accompanying financial statements related to assets held by and certified to by the qualified institutions 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 of America (GAAS). Our responsibilities under those standards are further described in the *Auditors' Responsibilities for the Audit of the Financial Statements* section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe 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 the financial statements in accordance with GAAP, 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 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 the participants.

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

In performing an audit in accordance with GAAS, we:

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

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.

- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.

- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

Our audit 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 GAAP.

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 GAAP.

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 we identified during the audit.

Other Matter—Supplemental Schedule Required by ERISA

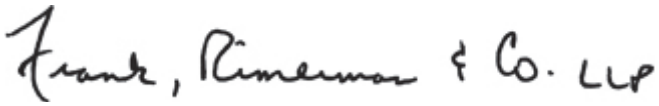
The supplemental schedule included in the accompanying table of contents is presented for purposes of additional analysis and is not a required part of the financial statements, but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such 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 GAAS. 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, are 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 the qualified institution agrees to or is derived from, in all material respects, the information prepared and certified by an institution management determined meets the requirements of ERISA Section 103(a)(3)(C).



San Jose, California
September 28, 2023

ZMC Hotels, LLC 401(k) Plan
Statements of Net Assets Available for Benefits

	December 31, 2022	December 31, 2021
Assets		
Investments, at fair value:		
Mutual funds	$ 7,525,712	$ 10,038,018
Money market fund	574,442	598,428
Total investments	8,100,154	10,636,446
Notes receivable from participants	29,839	86,774
Total assets	8,129,993	10,723,220
Liability		
Liability for corrective distributions	(42,168)	(24,990)
Net Assets Available for Benefits	$ 8,087,825	$ 10,698,230

See Notes to Financial Statements

ZMC Hotels, LLC 401(k) Plan
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2022

Additions to Net Assets	
Investment income (loss):	
Net depreciation in fair value of investments	$ (1,956,753)
Interest and dividends	291,327
Net investment loss	(1,665,426)
Interest on notes receivable from participants	3,093
Net loss	(1,662,333)
Contributions:	
Participant	578,259
Participant rollover	47,405
Total contributions	625,664
Total additions	(1,036,669)
Deductions from Net Assets	
Benefits paid to participants	1,531,902
Administrative expenses	41,834
Total deductions	1,573,736
Net Decrease	(2,610,405)
Net Assets Available for Benefits	
December 31, 2021	10,698,230
December 31, 2022	$ 8,087,825

See Notes to Financial Statements

1. Description of Plan

The ZMC Hotels, LLC 401(k) Plan (the Plan) was established by ZMC Hotels, LLC (the Company) to provide participants with a method to fund their retirement on a tax-deferred basis. The Plan, as amended and restated on April 26, 2022, provides retirement benefits to eligible employees of the Company, related employers consisting of Modology Design Group (formerly RAD Design Group) and Modology LLC (formerly RAD Urban LLC), as well as unrelated employers consisting of Hall Equities Group and COPA Innovation Laboratories LLC (collectively, the Employers). As a result of participating unrelated employers, the Plan is designated as a multiple employer plan. The following description of the Plan provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General:

The Plan is a defined contribution plan with a 401(k) salary deferral arrangement qualified under appropriate provisions of the Internal Revenue Code (the Code) and applicable state laws. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Company is the Plan sponsor and Plan administrator. The Plan is administered by Company employees and an Investment Committee, responsible for selecting investment options under the Plan and monitoring performance. Fidelity Management Trust Company (Fidelity) serves as the Plan's trustee and record keeper. Fidelity holds, invests and reinvests trust assets in the interest and at the direction of participants and their beneficiaries.

Eligible Participants:

Eligible employees, as defined by the Plan agreement, age 21 or older, may participate in the Plan after six months of service.

Contributions:

Participants may make contributions to the Plan through pre-tax salary reduction up to 90% of annual compensation, as defined by the Plan agreement, subject to certain limitations under the Code. Participants who have reached the age of 50 may elect to withhold additional catch-up contributions under the Code. Participants may also contribute after-tax contributions and amounts representing distributions from other qualified defined benefit or contribution plans (rollovers), subject to Code regulations.

The Employers may make discretionary matching and non-elective contributions to the Plan. No Employer matching or non-elective contributions were made to the Plan through December 31, 2022.

Contributions are subject to certain limitations under the Code.

1. Description of Plan (continued)

Participant Accounts:

Each participant account is credited with participant contributions and an allocation of Employer contributions, if any, plus earnings (less any losses) thereon. Allocations are based on participant earnings or account balances, in accordance with the Plan agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Participants may elect to invest their accounts in a variety of participant-directed investment fund options offered by the Plan that are designed to provide the participants with a wide range of investment options. Participants may authorize transfers among investment options at any time.

Vesting and Forfeitures:

Participants are immediately vested in their salary deferral, after-tax and rollover contributions, plus earnings (less any losses) thereon. Vesting in Employer matching and non-elective contributions, if any, plus allocated earnings (less any losses) thereon, is based on continuous years of service. A participant becomes 20% vested in Employer matching and non-elective contributions after one year of service and is fully vested after five years, or upon retirement, disability, or death.

Forfeited non-vested accounts may be used to reduce Plan expenses and then to reduce Employer contributions. At December 31, 2022 and 2021, there was no balance in forfeited non-vested accounts as there have been no Employer contributions to the Plan.

Notes Receivable from Participants:

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant notes are reclassified as distributions based upon the terms of the Plan agreement.

Participants may borrow up to one-half of their vested account balance, not to exceed $50,000, for a period not to exceed five years, except for notes used to purchase a primary residence for which longer terms may be granted. The notes are evidenced by a written note, secured by the vested balance in the participant's account and bear interest at a rate commensurate with local prevailing rates, as determined by the Plan administrator, under the Plan's note policy. Participants may only have one note outstanding at any time. Interest rates on notes outstanding at December 31, 2022 range from 4.25% to 9.00%. Repayment of principal and interest is generally made through payroll deductions.

1. Description of Plan (continued)

Liability for Corrective Distributions:

The liability for corrective distributions represents contributions made by certain participants that must be refunded for the Plan to comply with applicable non-discrimination tests. The December 31, 2022 liability of $42,168 was refunded in 2023 (the December 31, 2021 liability of $24,990 was refunded in 2022).

Payment of Benefits:

Upon termination of service, participants may elect to leave their account balance in the Plan or receive their total benefits in a lump sum amount equal to the value of the participant account. Benefits are recorded when paid.

A vested account balances between $1,001 and $5,000 for participants no longer employed by the Employer may be automatically distributed to Individual Retirement Accounts on behalf of the participants without participant approval. Account balances of $1,000 or less for participants no longer employed by the Employers may be distributed directly to participants without participant consent.

Administrative Expenses:

Several of the investment fund options are subject to investment fees based on a percentage of invested assets, as disclosed in the fund's prospectus. These fees are charged directly against the fund's investment performance and, thus, are not separately disclosed in the financial statements. Participant accounts are assessed a separate fee for the administration of notes receivable and certain third-party administration fees. All other expenses to administer the Plan are paid by the Employers and are not reflected in the Plan's financial statements.

Risks and Uncertainties:

The Plan offers a variety of investment options to participants. Investments are exposed to various risks, such as interest rate, market fluctuation, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible changes in risk in the near term could materially affect participant account balances and the amounts reported in the financial statements.

Plan Termination:

Although it has not expressed any intent to do so, the Plan sponsor has the right under the Plan to terminate the Plan at any time, subject to provisions of ERISA. In the event of Plan termination, participants will remain fully vested in their accounts and distributions will be made to participants as described in the Plan agreement.

2. Summary of Significant Accounting Policies

Basis of Accounting:

The Plan prepares its financial statements on the accrual method of accounting in accordance with accounting principles generally accepted in the United States of America (GAAP).

Use of Estimates:

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

Investments:

Investments consist of mutual funds and a money market fund. These funds are reported at the net asset value (NAV) of shares held by the Plan at year end, as quoted in active markets. It is not probable these funds will be sold at amounts that differ materially from the NAV of shares held.

Fair Value Measurement:

The Plan uses a three-level hierarchy for fair value measurement based on the nature of inputs used in the valuation of an asset or liability at the measurement date. The three-level hierarchy prioritizes within the measurement of fair value, the use of market-based information over entity-specific information. Fair value focuses on an exit price and is defined as 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. The inputs or methodology used for valuing financial instruments are not necessarily an indication of the risk associated with investing in those financial instruments.

The three-level hierarchy for fair value measurement is defined as follows:

Level I: Inputs to the valuation methodology are quoted prices (unadjusted) for identical assets or liabilities in active markets.

Level II: Inputs to the valuation methodology include quoted prices for similar assets and liabilities in active markets, and inputs that are observable for the asset or liability, either directly or indirectly, for substantially the full term of the financial instrument.

Level III: Inputs to the valuation methodology, which are significant to the fair value measurement, are unobservable.

A financial instrument's categorization within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

2. Summary of Significant Accounting Policies (continued)

Fair Value Measurement: (continued)

The Plan's mutual funds and the money market fund are recorded at fair value and classified as Level I within the fair value hierarchy at December 31, 2022 and 2021.

Income Recognition:

Purchases and sales of investments are recorded on a trade-date basis. Interest income is recorded on the accrual method of accounting. Dividends are recorded on the ex-dividend date. Net depreciation includes gains and losses on the Plan's investments bought, sold or held during the year.

3. Information Prepared and Certified by Fidelity

Fidelity, as the Plan's trustee, has certified the fair value of the following assets held at December 31, 2022 and 2021, and the net loss for the year ended December 31, 2022, which were used in the preparation of the financial statements and supplemental schedule.

The following table summarizes the certified information as of December 31:

	2022	2021
Investments, at fair value	$ 8,100,154	$ 10,636,446
Notes receivable from participants	29,839	86,774
Total certified assets	$ 8,129,993	$ 10,723,220
Certified net loss for the year ended December 31, 2022	$ (1,662,333)	

4. Tax Status

The Plan is a volume submitter plan offered by Fidelity, which has received an opinion letter from the Internal Revenue Service (IRS) dated June 30, 2020, stating that the form of the plan submitted for review was qualified under applicable provisions of the Code. The Plan and Plan sponsor believe the Plan is being operated in compliance with the applicable requirements of the Code and related state statutes and is, therefore, qualified and the trust, which forms a part of the Plan, is exempt from federal and state income taxes.

4. Tax Status (continued)

GAAP require Plan management evaluate income tax positions taken by the Plan and recognize an income tax liability if the Plan has taken an uncertain income tax position that more likely than not would not be sustained upon examination by the IRS. The Plan administrator has analyzed the income tax positions taken by the Plan, and has concluded, at December 31, 2022 there are no uncertain income tax positions taken or expected to be taken that would require recognition of a liability or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any income tax periods in progress. The Plan administrator believes the Plan is no longer subject to income tax examinations for the years prior to 2019.

5. Party-In-Interest Transactions

Certain of the Plan's investments are offered by Fidelity, the Plan's trustee. Purchases and sales of these investments qualify as party-in-interest transactions. Notes receivable transactions with participants also qualify as party-in-interest transactions. These transactions are exempt from the prohibited transaction rules under ERISA.

6. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500 at December 31:

	2022	2021
Net assets available for benefits per the financial statements	$ 8,087,825	$ 10,698,230
Liability for corrective distributions	42,168	24,990
Net assets available for benefits per Form 5500	$ 8,129,993	$ 10,723,220

The following is a reconciliation of the change in net assets available for benefits per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2022:

Net decrease in net assets available for benefits per the financial statements	$ (2,610,405)
Change in liability for corrective distributions	17,178
Net increase in net assets available for benefits per Form 5500	$ (2,593,227)

7. Subsequent Events

Subsequent events have been evaluated through September 28, 2023, which is the date the financial statements were approved by the Plan Administrator and available to be issued.

ZMC Hotels, LLC 401(k) Plan
(Employer Identification Number 47-4191838)
(Plan Number 001)
Supplemental Schedule Accompanying Form 5500
Schedule H, Line 4i - Schedule of Assets (Held at End of Year)
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.	(d) Cost	(e) Current Value
	Fidelity Management Trust Company		
	American Funds American Balanced Fund Class R-6	**	$ 336,430
	American Funds Capital Income Builder Class R-6	**	228,817
	American Funds Capital World Growth And Income Fund Class R-6	**	445,214
	American Funds EuroPacific Growth Fund Class R-6	**	20,331
	American Funds The Income Fund Of America Class R-6	**	1,121,369
	American Funds New World Fund Class R-6	**	42,012
	American Funds Smallcap World Fund Class R-6	**	60,830
	American Funds The Growth Fund Of America Class R-6	**	194,891
	American Funds Washington Mutual Investors Fund Class R-6	**	165,846
	Blackrock Mid-Cap Growth Equity Portfolio Class K	**	114,235
	Cohen & Steers Real Estate Securities Fund, Inc. Class Institutional	**	93,336
	DFA U.S. Targeted Value Portfolio Institutional Class	**	96,236
*	Fidelity 500 Index Fund	**	64,141
*	Fidelity Contrafund K6	**	238,141
*	Fidelity Freedom Index 2015 Fund Institutional Premium Class	**	50,959
*	Fidelity Freedom Index 2020 Fund Institutional Premium Class	**	84,853
*	Fidelity Freedom Index 2025 Fund Institutional Premium Class	**	506,174
*	Fidelity Freedom Index 2030 Fund Institutional Premium Class	**	97,724
*	Fidelity Freedom Index 2035 Fund Institutional Premium Class	**	194,536
*	Fidelity Freedom Index 2040 Fund Institutional Premium Class	**	347,044
*	Fidelity Freedom Index 2045 Fund Institutional Premium Class	**	523,339
*	Fidelity Freedom Index 2050 Fund Institutional Premium Class	**	451,706
*	Fidelity Freedom Index 2055 Fund Institutional Premium Class	**	80,280
*	Fidelity Freedom Index 2060 Fund Institutional Premium Class	**	72,564
*	Fidelity Freedom Index 2065 Fund Institutional Premium Class	**	13,998
*	Fidelity Freedom Index Income Fund Institutional Premium Class	**	19,495
*	Fidelity Government Cash Reserves	**	574,442
*	Fidelity Inflation-Protected Bond Index Fund	**	28,195
*	Fidelity Small Cap Growth K6 Fund	**	146,916
*	Fidelity Small Cap Index Fund	**	76,984
	Invesco Developing Markets Fund Class Y	**	39,917
	JPMorgan Strategic Income Opportunities Fund Class R5 Shares	**	84,338
	Lord Abbett Short Duration Income Fund Class I	**	45,777
	MFS International Intrinsic Value Fund Class R4	**	46,494
	MFS Technology Fund Class R6	**	110,171
	Pioneer Bond Fund Class K	**	79,806
	PGIM Global Real Estate Fund- Class Z	**	7,151
	PGIM High Yield Fund- Class Z	**	28,658

(continued)

	Fidelity Management Trust Company (continued)			
	The Hartford World Bond Fund Class R6	**	$	17,559
	Vanguard Financials Index Fund Admiral Shares	**		95,612
	Vanguard Intermediate-Term Bond Index Fund Admiral Shares	**		9,096
	Vanguard Mid-Cap Index Fund Admiral Shares	**		368,611
	Vanguard Total Stock Market Index Fund Admiral Shares	**		255,928
	Vanguard Wellington Fund Investor Shares	**		347,012
	Victory Sycamore Established Value Fund Class R6	**		72,986
*	Participant loans receivable - 11 loans outstanding with interest rates from 4.25% to 9.00%	-		29,839
	Total assets held at end of year		$	8,129,993

* An asterisk in column (a) denotes a transaction with a party-in-interest to the Plan.
** Cost information is not required as all investments are participant directed.

Attachment to the 2022 Form 5500
Form 5500 Multiple Employer Plan Participating Employer Information
Plan Name: ZMC Hotels, LLC 401(k) Plan
EIN: 47-4191838 PN: 001
Plan Sponsor's Name: ZMC Hotels, LLC

Participant Employer	EIN	Percent of Total Contributions
ZMC Hotels, LLC	47-4191838	43%
Hall Equities Group	94-1545885	47%
COPA Innovation Laboratories, LLC	82-2637858	7%
Modology LLC	84-3079312	3%
Modology Design Group	84-4270076	0%