

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 <u>01/01/2022</u> and ending <u>12/31/2022</u>	
A This return/report is for:	☐ a multiemployer plan ☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ a single-employer plan ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here.	☒
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here.	☐

Part II Basic Plan Information —enter all requested information		
1a Name of plan <u>FLOWER CITY GROUP, INC. SAVINGS PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>002</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>FLOWER CITY GROUP, INC.</u> <u>1725 MT. READ BLVD.</u> <u>ROCHESTER, NY 14606</u>	1c	Effective date of plan <u>01/01/1985</u>
	2b	Employer Identification Number (EIN) <u>20-3200871</u>
	2c	Plan Sponsor's telephone number <u>585-663-9000</u>
	2d	Business code (see instructions) <u>323100</u>

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2023	SARAH SARKAR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/10/2023	SARAH SARKAR
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2022)
v. 220413

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 364
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits..... d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)..... h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....	 6a(1) 251 6a(2) 223 6b 0 6c 130 6d 353 6e 0 6f 353 6g 353 6h 25
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2T 3H 2S 3D b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ 1 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2022 Form M-1 annual report. If the plan was not required to file the 2022 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500. ▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022		
A Name of plan FLOWER CITY GROUP, INC. SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 FLOWER CITY GROUP, INC.	D Employer Identification Number (EIN) 20-3200871	

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

1 Coverage Information:

(a) Name of insurance carrier PRUDENTIAL RETIREMENT INSURANCE AND ANNUITY COMPANY
--

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
06-1050034	93629	041455	353	01/01/2022	12/31/2022

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

Part II Investment and Annuity Contract Information

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

4	Current value of plan's interest under this contract in the general account at year end.....	4	2841069
5	Current value of plan's interest under this contract in separate accounts at year end.....	5	702137

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

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

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

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

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

b	Balance at the end of the previous year	7b	2555350
----------	---	-----------	---------

c	Additions: (1) Contributions deposited during the year	7c(1)	193120	
	(2) Dividends and credits	7c(2)		
	(3) Interest credited during the year	7c(3)	43887	
	(4) Transferred from separate account	7c(4)		
	(5) Other (specify below)	7c(5)	526338	

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

(6) Total additions	7c(6)	763345
---------------------------	--------------	--------

d	Total of balance and additions (add lines 7b and 7c(6))	7d	3318695
----------	--	-----------	---------

e Deductions:

e	(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	79031	
	(2) Administration charge made by carrier	7e(2)	824	
	(3) Transferred to separate account	7e(3)	20	
	(4) Other (specify below)	7e(4)	397751	

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

(5) Total deductions	7e(5)	477626
----------------------------	--------------	--------

f	Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	2841069
----------	--	-----------	---------

Part III Welfare Benefit Contract Information

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

8 Benefit and contract type (check all applicable boxes)

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

9 Experience-rated contracts:

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

10 Nonexperience-rated contracts:

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

Part IV Provision of Information

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

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

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 FLOWER CITY GROUP, INC. SAVINGS PLAN	B Three-digit plan number (PN) ▶	002
C Plan sponsor's name as shown on line 2a of Form 5500 FLOWER CITY GROUP, INC.	D Employer Identification Number (EIN) 20-3200871	

Part I	Service Provider Information (see instructions)
--------	---

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

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

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

(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)

UBS FINANCIAL SERVICES, INC.

13-2638166

(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 28	NONE	44379	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

PRUDENTIAL RETIREMENT INSURANCE AND

06-1050034

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
13 15 37 50 64	NONE	36326	Yes ☒ No ☐	Yes ☒ No ☐	0	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
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 FLOWER CITY GROUP, INC. SAVINGS PLAN	B Three-digit plan number (PN) ►	002
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 FLOWER CITY GROUP, INC.	D Employer Identification Number (EIN) 20-3200871	

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

a Name of MTIA, CCT, PSA, or 103-12 IE: PRU DAY ONE IFX TRGT BAL		
b Name of sponsor of entity listed in (a): PRUDENTIAL RETIREMENT INS.		
c EIN-PN 06-1050034-697	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 702137
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection		
For calendar plan year 2022 or fiscal plan year beginning <u>01/01/2022</u> and ending <u>12/31/2022</u>				
A Name of plan <u>FLOWER CITY GROUP, INC. SAVINGS PLAN</u>	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 80%; padding: 5px;"> B Three-digit plan number (PN) ► </td> <td style="width: 20%; padding: 5px; text-align: center;"> 002 </td> </tr> </table>		B Three-digit plan number (PN) ►	002
B Three-digit plan number (PN) ►	002			
C Plan sponsor's name as shown on line 2a of Form 5500 <u>FLOWER CITY GROUP, INC.</u>	D Employer Identification Number (EIN) <u>20-3200871</u>			

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....		1a	
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	4863915
(2) Participant contributions.....		1b(2)	673419563
(3) Other.....		1b(3)	
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	
(2) U.S. Government securities		1c(2)	
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred		1c(3)(A)	
(B) All other		1c(3)(B)	
(4) Corporate stocks (other than employer securities):			
(A) Preferred		1c(4)(A)	
(B) Common.....		1c(4)(B)	
(5) Partnership/joint venture interests		1c(5)	
(6) Real estate (other than employer real property)		1c(6)	
(7) Loans (other than to participants).....		1c(7)	
(8) Participant loans.....		1c(8)	445319352772
(9) Value of interest in common/collective trusts.....		1c(9)	
(10) Value of interest in pooled separate accounts		1c(10)	312730702137
(11) Value of interest in master trust investment accounts.....		1c(11)	
(12) Value of interest in 103-12 investment entities		1c(12)	
(13) Value of interest in registered investment companies (e.g., mutual funds).....		1c(13)	1687385313662950
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	25553502841069
(15) Other		1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	20194472	17582406

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	20194472	17582406
---	-----------	----------	----------

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)	309454	
(B) Participants	2a(1)(B)	1199908	
(C) Others (including rollovers)	2a(1)(C)	106603	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1615965
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	19570	
(F) Other	2b(1)(F)	43887	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		63457
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	204569	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		204569
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		-41364
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-3272396
c Other income	2c		-455
d Total income. Add all income amounts in column (b) and enter total	2d		-1430224
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	1099789	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		1099789
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	1000	
(2) Contract administrator fees	2i(2)	36325	
(3) Investment advisory and management fees	2i(3)	44378	
(4) Other	2i(4)	350	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		82053
j Total expenses. Add all expense amounts in column (b) and enter total	2j		1181842
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-2612066
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

b Check the appropriate box(es) to indicate whether the IQPA performed an ERISA section 103(a)(3)(C) audit. Check both boxes (1) and (2) if the audit was performed pursuant to both 29 CFR 2520.103-8 and 29 CFR 2520.103-12(d). Check box (3) if pursuant to neither.

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

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

(1) Name: MENGEL, METZGER, BARR & CO. LLP.

(2) EIN: 16-1092347

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

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

Part IV Compliance Questions

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

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)

	Yes	No	Amount
4a		X	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 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 FLOWER CITY GROUP, INC. SAVINGS PLAN		B Three-digit plan number (PN) ► 002
C Plan sponsor's name as shown on line 2a of Form 5500 FLOWER CITY GROUP, INC.		D Employer Identification Number (EIN) 20-3200871
Part I Distributions		
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 22-1211670		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)		
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III Amendments		
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.		
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....		☐ Yes ☐ No
11 a Does the ESOP hold any preferred stock?.....		☐ Yes ☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....		☐ Yes ☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....		☐ Yes ☐ No
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that (1) contributed more than 5% of total contributions to the plan during the plan year or (2) was one of the top-ten highest contributors (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
	a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment).....	14a	
	b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
	c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year.....	15a	
	b The corresponding number for the second preceding plan year.....	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers.....	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐		

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

18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c) a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____% b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____
20	PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation _____

FLOWER CITY GROUP, INC. SAVINGS PLAN

ROCHESTER, NEW YORK

AUDITED FINANCIAL STATEMENTS

SUPPLEMENTAL SCHEDULE

AND

INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2022 AND 2021



BUSINESS
ADVISORS
AND CPAS

CONTENTS

<u>AUDITED FINANCIAL STATEMENTS</u>	<u>PAGE</u>
Independent Auditor's Report	3
Statements of Net Assets Available for Benefits	6
Statements of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8
 <u>SUPPLEMENTAL SCHEDULE</u>	
Form 5500 – Schedule H – Part IV:	
Item 4i - Schedule of Assets Held for Investment Purposes at End of Year - December 31, 2022	16



BUSINESS
ADVISORS
AND CPAS

INDEPENDENT AUDITOR'S REPORT

Plan Administrator and Plan Participants
Flower City Group, Inc. Savings Plan

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

We have performed audits of the financial statements of Flower City Group, Inc. Savings 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 statements of net assets available for benefits as of December 31, 2022 and 2021 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Flower City Group, Inc. Savings 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 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 that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021 and for the years then ended, stating that the certified investment information, as described in Note C 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 Auditor's 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.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Flower City Group, Inc. Savings Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. 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 Flower City Group, Inc. Savings Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these 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 Flower City Group, Inc. Savings 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 Flower City Group, Inc. Savings Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter – Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets Held for Investment Purposes at End of Year – December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information 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 audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. 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, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

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

Mengel, Metzger, Barw & Co. LLP

Rochester, New York
October 6, 2023

FLOWER CITY GROUP, INC. SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

		December 31,	
		2022	2021
<u>ASSETS</u>			
Investments, at fair value		\$ 14,365,087	\$ 17,186,583
Guaranteed income fund, at contract value		<u>2,841,069</u>	<u>2,555,350</u>
	TOTAL INVESTMENTS	17,206,156	19,741,933
Receivables:			
Employer contribution receivable		3,915	486
Employee contribution receivable		19,563	6,734
Notes receivable from participants		<u>352,772</u>	<u>445,319</u>
		<u>376,250</u>	<u>452,539</u>
	NET ASSETS AVAILABLE		
	FOR BENEFITS	<u>\$ 17,582,406</u>	<u>\$ 20,194,472</u>

See accompanying independent auditor's report and notes to financial statements.

FLOWER CITY GROUP, INC. SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2022	2021
<u>ADDITIONS</u>		
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	\$ 248,456	\$ 210,998
Net (depreciation) appreciation fair value of investments	<u>(3,313,760)</u>	<u>2,068,811</u>
	(3,065,304)	2,279,809
Interest income on notes receivable from participants	19,570	23,098
Contributions:		
Employer contributions	309,454	133,150
Employee contributions	1,199,908	1,098,542
Rollover contributions	<u>106,603</u>	<u>-</u>
	<u>1,615,965</u>	<u>1,231,692</u>
NET ADDITIONS	(1,429,769)	3,534,599
<u>DEDUCTIONS</u>		
Deductions from net assets attributed to:		
Benefits paid to participants	1,099,789	2,881,843
Administrative fees, net	<u>82,508</u>	<u>76,597</u>
TOTAL DEDUCTIONS	<u>1,182,297</u>	<u>2,958,440</u>
NET (DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(2,612,066)	576,159
Net assets available for benefits at beginning of year	<u>20,194,472</u>	<u>19,618,313</u>
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	<u>\$ 17,582,406</u>	<u>\$ 20,194,472</u>

See accompanying independent auditor's report and notes to financial statements.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE A: DESCRIPTION OF THE PLAN

The following description of the Flower City Group, Inc. Savings Plan (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 covering substantially all eligible employees of Flower City Group, Inc. and its affiliated entities (the “Company”). The Plan contains both 401(k) and profit-sharing provisions. Unless otherwise indicated, the Plan provisions are identical for both components. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was amended and restated, effective January 1, 2022, to bring the plan in compliance with the Pension Protection Act of 2006 and other legislative and regulatory changes.

Administration

The Company is the sponsor and administrator of the Plan, Prudential Bank and Trust, F.S.B. (PBT) serves as the trustee and a custodian of the Plan, Empower Annuity Insurance Company (EAIC) serves as a custodian to the Plan, and Prudential Retirement is the record-keeper of the Plan.

Eligibility

Employees that are not nonresident aliens or represented by a collective bargaining agreement are eligible to participate in the Plan. Employees are eligible to participate in the Plan and receive employer matching contributions upon the attainment of age eighteen. Contributions for employee and employer matching contributions begin on the first day of the month coinciding with or following completion of the eligibility requirements.

Employees are eligible to receive discretionary profit-sharing contributions upon completion of one year of service, as defined. Discretionary profit-sharing contributions begin on the first day of the first quarter coinciding with or following completion of the eligibility requirements.

Contributions

Participants may make voluntary tax-deferred contributions of up to 100% of their compensation, as defined by the Plan, subject to certain limitations under the Internal Revenue Code (IRC). Participants may also make after-tax Roth contributions to the Plan. The Plan includes an automatic enrollment feature whereby all employees are automatically enrolled in the Plan with a deferral rate of 3%, unless they elect not to participate or elect a different deferral percentage. In December 2021, the Company amended the Plan to increase the deferral rate for all new participants to 5% effective January 1, 2022. The Plan includes an automatic escalation provision on pre-tax deferrals that will increase 1% for each plan year up to 15% unless the participant elects otherwise. The Company may make matching contributions on a discretionary basis. For the year ended December 31, 2021, the Company made matching contributions equal to 20% of the first \$2,000 of participant’s elective deferrals, 15% on the next \$2,000 of participant’s contributions, and 10% on the next \$3,000 of participant’s contributions for a total employer match of \$1,000. For the year ended December 31, 2022, the Company made matching contributions equal to 50% of contributions up to 6% of participant’s eligible compensation for a total employer match maximum of \$2,000. The Company may also make discretionary profit-sharing contributions to all eligible employees in a given Plan year. The Company made no profit-sharing contributions to the Plan for 2022 or 2021.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE A: DESCRIPTION OF THE PLAN, Cont'd

Participant accounts

Participants direct the investment of their contributions and the Company's contributions into the various investment options offered by the Plan. Each participant's account is credited with the participant's contribution, Company matching contributions, actual earnings or losses and allocations of (a) the Company's profit-sharing contributions and (b) administrative expenses of the Plan. Allocations of profit-sharing contributions and plan expenses are based on participant compensation and account balances, respectively. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Accounts forfeited

Forfeitures of non-vested account balances are used to reduce Company contributions or pay administrative expenses of the Plan. For the years ended December 31, 2022 and 2021, \$23 and \$16,373 was used to offset administrative expenses, respectively. At December 31, 2022 and 2021, unallocated forfeitures totaled \$13,640 and \$4,157, respectively.

Notes receivable from participants

Notes receivable from participants are measured and valued at their unpaid principal balance plus any accrued but unpaid interest. Participants may borrow up to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years, unless they are used to purchase a primary residence, in which case repayment may be made over a reasonable period of time, not to exceed ten years. The loans are secured by the balance in the participant's account and bear interest at a fixed rate of prime plus 1% at the date of the loan application. Principal and interest are paid ratably through payroll deductions.

Payment of benefits

The Plan provides for benefit payments upon termination of service, death, disability or attainment of retirement age. Participants may elect disbursement of their vested account balance in either a lump-sum amount, in installments, or direct rollover into an individual retirement account or another qualified plan. The normal retirement age is the date a participant reaches the age of 65. After termination of employment, if the vested amount account balance is less than \$1,000, the account balance will be distributed from the Plan. If the vested account payable exceeds \$1,000, the participant must consent to the distribution unless payments are required to begin under applicable federal law.

Vesting

Participants hired prior to January 1, 2015 are immediately vested in their elective contributions, Company contributions, and actual earnings/losses thereon. Participants hired after January 1, 2015, are immediately vested in their elective contributions and actual earnings/losses thereon. Company contributions vest 50% upon completion of two years of service and then 25% each year thereafter. Participants are fully vested upon completion of four years of service.

In-service withdrawals

Participants may elect disbursement of all or part of their account balances upon the attainment of age 59 ½. Participants may also withdraw their rollover contribution account balance at any time.

Hardship withdrawals

Hardship withdrawals from the Plan are permitted from a participant's account in certain circumstances. All hardship withdrawals must comply with the rules relating to hardships, which are uniformly applicable to all participants.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Investment valuation and income recognition

Investments are stated at either fair value or contract value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investments in mutual funds and pooled separate accounts are reported at fair value. The Plan's investment in its guaranteed income fund is stated at contract value as reported by the custodian.

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

Payment of benefits

Benefits are recorded when paid.

Use of estimates in the preparation of financial statements

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

Administrative expenses

The Plan pays most of the significant expenses associated with the administration of the Plan. Certain administrative expenses are paid by the Company. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation or depreciation of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

Subsequent events

The Plan has conducted an evaluation of potential subsequent events occurring after the statement of net assets available for benefits date through October 6, 2023, which is the date the financial statements are available to be issued. No subsequent events requiring disclosure were noted.

NOTE C: CERTIFIED INVESTMENTS (UNAUDITED)

Certain information related to investments disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net (depreciation) appreciation in fair value of investments, interest and dividends and interest income on notes receivable from participants for the years ended December 31, 2022 and 2021, was obtained by management and agreed to or derived from information certified as complete and accurate by Prudential Bank & Trust, F.S.B., the trustee of the Plan Empower Annuity Insurance Company, custodian of certain assets.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE C: CERTIFIED INVESTMENTS (UNAUDITED), Cont'd

	December 31,	
	2022	2021
Investments, at fair value	\$ 14,365,087	\$ 17,186,583
Guaranteed income fund, at contract value	2,841,069	2,555,350
Notes receivable from participants	352,772	445,319
Interest and dividends	248,456	210,998
Net (depreciation) appreciation in fair value of investments	(3,313,760)	2,068,811
Interest income on notes receivable from participants	19,570	23,098

All information included in the attached Schedule of Assets Held for Investment Purposes at End of Year - December 31, 2022.

NOTE D: PLAN TERMINATION

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

NOTE E: TAX STATUS

The Plan obtained its latest opinion letter for the Prudential Insurance Company of America Non-Standardized Pre-Approved Profit Sharing Plan with CODA on December 4, 2020, in which the Internal Revenue Service stated that the Non-Standardized Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2019.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE F: RISKS AND UNCERTAINTIES

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

NOTE G: FAIR VALUE MEASUREMENTS

FASB ASC 820-10, *Fair Value Measurement*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE G: FAIR VALUE MEASUREMENTS, Cont'd

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021:

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Pooled Separate Accounts: Valued at the net asset value reported by the fund as a practical expedient. There are no unfunded commitments or other restrictions.

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

The following presents the financial instruments measured at fair value on a recurring basis at December 31, 2022 and 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2022</u>				
Investments in the fair value hierarchy:				
Mutual funds	<u>\$ 13,662,950</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,662,950</u>
Total investments in the fair value hierarchy	13,662,950	-	-	13,662,950
Investments measured at net asset value:				
Pooled Separate Accounts	<u>-</u>	<u>-</u>	<u>-</u>	<u>702,137</u>
Total assets at fair value	<u>\$ 13,662,950</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 14,365,087</u>
 <u>December 31, 2021</u>				
Investments in the fair value hierarchy:				
Mutual funds	<u>\$ 16,873,853</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,873,853</u>
Total investments in the fair value hierarchy	16,873,853	-	-	16,873,853
Investments measured at net asset value:				
Pooled Separate Accounts	<u>-</u>	<u>-</u>	<u>-</u>	<u>312,730</u>
Total assets at fair value	<u>\$ 16,873,853</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 17,186,583</u>

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE H: TRANSACTIONS WITH PARTIES-IN-INTEREST

During 2022 and 2021, PBT and EAIC acted as custodians of the Plan's investments. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. As described in Note B, the Plan paid certain expenses related to the plan operations and investment activity to various service providers. These transactions are party in interest transactions under ERISA.

NOTE I: GROUP ANNUITY CONTRACT WITH INSURANCE COMPANY (Guaranteed Income Fund)

Plan investments include a guaranteed income fund with EAIC , which is a fully benefit-responsive investment contract. The fund is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses. The guaranteed investment fund issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed.

The contract is included in the financial statements at contract value as reported to the Plan by EAIC. Contract value represents the invested principal plus accrued interest, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than contract value.

NOTE J: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The classification of the change in net assets available for benefits for the years ended December 31, 2022 and 2021 differs between the financial statements and Form 5500. However, the total change in net assets for the years then ended agreed between the financial statements and Form 5500.

FLOWER CITY GROUP, INC. SAVINGS PLAN

SUPPLEMENTAL SCHEDULE

FLOWER CITY GROUP, INC. SAVINGS PLAN

EIN: 20-3200871

PLAN NUMBER: 002

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

AT END OF YEAR – DECEMBER 31, 2022

(a)	(b) & (c)	(e)
	Identity of issue, borrower, lessor, or similar party and description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Current value
	<u>Mutual Funds</u>	
	MFS International Diversification Fund Class R3	1,071,480
	Vanguard Small-Cap Index Fund	177,760
	Cohen & Steers Real Estate Securities Fund, Inc. Class A	436,434
	ClearBridge Large Cap Growth Fund Class A	1,566,329
	Carillon Eagle Mid Cap Growth Fund Class A	2,031,710
	Blackrock High Yield Bond Portfolio Institutional Shares	278,248
	American Funds Inflation Linked Bond Fund Class R-5E	336,630
*	Prudential Total Return Bond Fund Class A	999,606
	American Funds American Balanced Fund Class R-4	1,077,376
	Vanguard Total Stock Market Index Fund Admiral Shares	1,232,141
	Putnam Large Cap Value Fund Class A	1,626,461
	Vanguard Mid-Cap Index Fund	248,195
	Allspring Special Small Cap Value Fund - Class A	652,523
	Vanguard Intermediate-Term Bond Index Fund Admiral Shares	725,027
	Vanguard Developed Markets Index Fund Admiral Shares	664,981
	Goldman Sachs Emerging Markets Equity Insights Fund Class A	398,351
	PIMCO Income Fund Class A	139,698
		<u>13,662,950</u>
	<u>Pooled Separate Accounts</u>	
*	Prudential Day One IncomeFlex Target Balanced Fund	702,137
	<u>Guaranteed Income Fund</u>	
*	Prudential Guaranteed Income Fund	2,841,069
	<u>Notes Receivable from Participants</u>	
*	Maturity dates through January 2028	
	with interest rates from 4.25% to 7.25% per annum	352,772
		<u>\$ 17,558,928</u>

* Represents a party-in-interest

Note: Column (d) is not applicable.

FLOWER CITY GROUP, INC. SAVINGS PLAN

ROCHESTER, NEW YORK

AUDITED FINANCIAL STATEMENTS

SUPPLEMENTAL SCHEDULE

AND

INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2022 AND 2021



BUSINESS
ADVISORS
AND CPAS

CONTENTS

<u>AUDITED FINANCIAL STATEMENTS</u>	<u>PAGE</u>
Independent Auditor's Report	3
Statements of Net Assets Available for Benefits	6
Statements of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8
 <u>SUPPLEMENTAL SCHEDULE</u>	
Form 5500 – Schedule H – Part IV:	
Item 4i - Schedule of Assets Held for Investment Purposes at End of Year - December 31, 2022	16



BUSINESS
ADVISORS
AND CPAS

INDEPENDENT AUDITOR'S REPORT

Plan Administrator and Plan Participants
Flower City Group, Inc. Savings Plan

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

We have performed audits of the financial statements of Flower City Group, Inc. Savings 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 statements of net assets available for benefits as of December 31, 2022 and 2021 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Flower City Group, Inc. Savings 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 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 that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021 and for the years then ended, stating that the certified investment information, as described in Note C 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 Auditor's 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.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Flower City Group, Inc. Savings Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. 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 Flower City Group, Inc. Savings Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these 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 Flower City Group, Inc. Savings 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 Flower City Group, Inc. Savings Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter – Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets Held for Investment Purposes at End of Year – December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information 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 audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. 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, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

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

Mengel, Metzger, Barw & Co. LLP

Rochester, New York
October 6, 2023

FLOWER CITY GROUP, INC. SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

		December 31,	
		2022	2021
<u>ASSETS</u>			
Investments, at fair value		\$ 14,365,087	\$ 17,186,583
Guaranteed income fund, at contract value		<u>2,841,069</u>	<u>2,555,350</u>
	TOTAL INVESTMENTS	17,206,156	19,741,933
Receivables:			
Employer contribution receivable		3,915	486
Employee contribution receivable		19,563	6,734
Notes receivable from participants		<u>352,772</u>	<u>445,319</u>
		<u>376,250</u>	<u>452,539</u>
	NET ASSETS AVAILABLE		
	FOR BENEFITS	<u>\$ 17,582,406</u>	<u>\$ 20,194,472</u>

See accompanying independent auditor's report and notes to financial statements.

FLOWER CITY GROUP, INC. SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2022	2021
<u>ADDITIONS</u>		
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	\$ 248,456	\$ 210,998
Net (depreciation) appreciation fair value of investments	<u>(3,313,760)</u>	<u>2,068,811</u>
	(3,065,304)	2,279,809
Interest income on notes receivable from participants	19,570	23,098
Contributions:		
Employer contributions	309,454	133,150
Employee contributions	1,199,908	1,098,542
Rollover contributions	<u>106,603</u>	<u>-</u>
	<u>1,615,965</u>	<u>1,231,692</u>
NET ADDITIONS	(1,429,769)	3,534,599
<u>DEDUCTIONS</u>		
Deductions from net assets attributed to:		
Benefits paid to participants	1,099,789	2,881,843
Administrative fees, net	<u>82,508</u>	<u>76,597</u>
TOTAL DEDUCTIONS	<u>1,182,297</u>	<u>2,958,440</u>
NET (DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(2,612,066)	576,159
Net assets available for benefits at beginning of year	<u>20,194,472</u>	<u>19,618,313</u>
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	<u>\$ 17,582,406</u>	<u>\$ 20,194,472</u>

See accompanying independent auditor's report and notes to financial statements.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE A: DESCRIPTION OF THE PLAN

The following description of the Flower City Group, Inc. Savings Plan (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 covering substantially all eligible employees of Flower City Group, Inc. and its affiliated entities (the “Company”). The Plan contains both 401(k) and profit-sharing provisions. Unless otherwise indicated, the Plan provisions are identical for both components. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was amended and restated, effective January 1, 2022, to bring the plan in compliance with the Pension Protection Act of 2006 and other legislative and regulatory changes.

Administration

The Company is the sponsor and administrator of the Plan, Prudential Bank and Trust, F.S.B. (PBT) serves as the trustee and a custodian of the Plan, Empower Annuity Insurance Company (EAIC) serves as a custodian to the Plan, and Prudential Retirement is the record-keeper of the Plan.

Eligibility

Employees that are not nonresident aliens or represented by a collective bargaining agreement are eligible to participate in the Plan. Employees are eligible to participate in the Plan and receive employer matching contributions upon the attainment of age eighteen. Contributions for employee and employer matching contributions begin on the first day of the month coinciding with or following completion of the eligibility requirements.

Employees are eligible to receive discretionary profit-sharing contributions upon completion of one year of service, as defined. Discretionary profit-sharing contributions begin on the first day of the first quarter coinciding with or following completion of the eligibility requirements.

Contributions

Participants may make voluntary tax-deferred contributions of up to 100% of their compensation, as defined by the Plan, subject to certain limitations under the Internal Revenue Code (IRC). Participants may also make after-tax Roth contributions to the Plan. The Plan includes an automatic enrollment feature whereby all employees are automatically enrolled in the Plan with a deferral rate of 3%, unless they elect not to participate or elect a different deferral percentage. In December 2021, the Company amended the Plan to increase the deferral rate for all new participants to 5% effective January 1, 2022. The Plan includes an automatic escalation provision on pre-tax deferrals that will increase 1% for each plan year up to 15% unless the participant elects otherwise. The Company may make matching contributions on a discretionary basis. For the year ended December 31, 2021, the Company made matching contributions equal to 20% of the first \$2,000 of participant’s elective deferrals, 15% on the next \$2,000 of participant’s contributions, and 10% on the next \$3,000 of participant’s contributions for a total employer match of \$1,000. For the year ended December 31, 2022, the Company made matching contributions equal to 50% of contributions up to 6% of participant’s eligible compensation for a total employer match maximum of \$2,000. The Company may also make discretionary profit-sharing contributions to all eligible employees in a given Plan year. The Company made no profit-sharing contributions to the Plan for 2022 or 2021.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE A: DESCRIPTION OF THE PLAN, Cont'd

Participant accounts

Participants direct the investment of their contributions and the Company's contributions into the various investment options offered by the Plan. Each participant's account is credited with the participant's contribution, Company matching contributions, actual earnings or losses and allocations of (a) the Company's profit-sharing contributions and (b) administrative expenses of the Plan. Allocations of profit-sharing contributions and plan expenses are based on participant compensation and account balances, respectively. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Accounts forfeited

Forfeitures of non-vested account balances are used to reduce Company contributions or pay administrative expenses of the Plan. For the years ended December 31, 2022 and 2021, \$23 and \$16,373 was used to offset administrative expenses, respectively. At December 31, 2022 and 2021, unallocated forfeitures totaled \$13,640 and \$4,157, respectively.

Notes receivable from participants

Notes receivable from participants are measured and valued at their unpaid principal balance plus any accrued but unpaid interest. Participants may borrow up to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years, unless they are used to purchase a primary residence, in which case repayment may be made over a reasonable period of time, not to exceed ten years. The loans are secured by the balance in the participant's account and bear interest at a fixed rate of prime plus 1% at the date of the loan application. Principal and interest are paid ratably through payroll deductions.

Payment of benefits

The Plan provides for benefit payments upon termination of service, death, disability or attainment of retirement age. Participants may elect disbursement of their vested account balance in either a lump-sum amount, in installments, or direct rollover into an individual retirement account or another qualified plan. The normal retirement age is the date a participant reaches the age of 65. After termination of employment, if the vested amount account balance is less than \$1,000, the account balance will be distributed from the Plan. If the vested account payable exceeds \$1,000, the participant must consent to the distribution unless payments are required to begin under applicable federal law.

Vesting

Participants hired prior to January 1, 2015 are immediately vested in their elective contributions, Company contributions, and actual earnings/losses thereon. Participants hired after January 1, 2015, are immediately vested in their elective contributions and actual earnings/losses thereon. Company contributions vest 50% upon completion of two years of service and then 25% each year thereafter. Participants are fully vested upon completion of four years of service.

In-service withdrawals

Participants may elect disbursement of all or part of their account balances upon the attainment of age 59 ½. Participants may also withdraw their rollover contribution account balance at any time.

Hardship withdrawals

Hardship withdrawals from the Plan are permitted from a participant's account in certain circumstances. All hardship withdrawals must comply with the rules relating to hardships, which are uniformly applicable to all participants.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Investment valuation and income recognition

Investments are stated at either fair value or contract value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investments in mutual funds and pooled separate accounts are reported at fair value. The Plan's investment in its guaranteed income fund is stated at contract value as reported by the custodian.

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

Payment of benefits

Benefits are recorded when paid.

Use of estimates in the preparation of financial statements

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

Administrative expenses

The Plan pays most of the significant expenses associated with the administration of the Plan. Certain administrative expenses are paid by the Company. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation or depreciation of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

Subsequent events

The Plan has conducted an evaluation of potential subsequent events occurring after the statement of net assets available for benefits date through October 6, 2023, which is the date the financial statements are available to be issued. No subsequent events requiring disclosure were noted.

NOTE C: CERTIFIED INVESTMENTS (UNAUDITED)

Certain information related to investments disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net (depreciation) appreciation in fair value of investments, interest and dividends and interest income on notes receivable from participants for the years ended December 31, 2022 and 2021, was obtained by management and agreed to or derived from information certified as complete and accurate by Prudential Bank & Trust, F.S.B., the trustee of the Plan Empower Annuity Insurance Company, custodian of certain assets.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE C: CERTIFIED INVESTMENTS (UNAUDITED), Cont'd

	December 31,	
	2022	2021
Investments, at fair value	\$ 14,365,087	\$ 17,186,583
Guaranteed income fund, at contract value	2,841,069	2,555,350
Notes receivable from participants	352,772	445,319
Interest and dividends	248,456	210,998
Net (depreciation) appreciation in fair value of investments	(3,313,760)	2,068,811
Interest income on notes receivable from participants	19,570	23,098

All information included in the attached Schedule of Assets Held for Investment Purposes at End of Year - December 31, 2022.

NOTE D: PLAN TERMINATION

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

NOTE E: TAX STATUS

The Plan obtained its latest opinion letter for the Prudential Insurance Company of America Non-Standardized Pre-Approved Profit Sharing Plan with CODA on December 4, 2020, in which the Internal Revenue Service stated that the Non-Standardized Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2019.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE F: RISKS AND UNCERTAINTIES

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

NOTE G: FAIR VALUE MEASUREMENTS

FASB ASC 820-10, *Fair Value Measurement*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE G: FAIR VALUE MEASUREMENTS, Cont'd

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021:

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Pooled Separate Accounts: Valued at the net asset value reported by the fund as a practical expedient. There are no unfunded commitments or other restrictions.

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

The following presents the financial instruments measured at fair value on a recurring basis at December 31, 2022 and 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2022</u>				
Investments in the fair value hierarchy:				
Mutual funds	<u>\$ 13,662,950</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,662,950</u>
Total investments in the fair value hierarchy	13,662,950	-	-	13,662,950
Investments measured at net asset value:				
Pooled Separate Accounts	<u>-</u>	<u>-</u>	<u>-</u>	<u>702,137</u>
Total assets at fair value	<u>\$ 13,662,950</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 14,365,087</u>
 <u>December 31, 2021</u>				
Investments in the fair value hierarchy:				
Mutual funds	<u>\$ 16,873,853</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,873,853</u>
Total investments in the fair value hierarchy	16,873,853	-	-	16,873,853
Investments measured at net asset value:				
Pooled Separate Accounts	<u>-</u>	<u>-</u>	<u>-</u>	<u>312,730</u>
Total assets at fair value	<u>\$ 16,873,853</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 17,186,583</u>

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE H: TRANSACTIONS WITH PARTIES-IN-INTEREST

During 2022 and 2021, PBT and EAIC acted as custodians of the Plan's investments. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. As described in Note B, the Plan paid certain expenses related to the plan operations and investment activity to various service providers. These transactions are party in interest transactions under ERISA.

NOTE I: GROUP ANNUITY CONTRACT WITH INSURANCE COMPANY (Guaranteed Income Fund)

Plan investments include a guaranteed income fund with EAIC , which is a fully benefit-responsive investment contract. The fund is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses. The guaranteed investment fund issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed.

The contract is included in the financial statements at contract value as reported to the Plan by EAIC. Contract value represents the invested principal plus accrued interest, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than contract value.

NOTE J: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The classification of the change in net assets available for benefits for the years ended December 31, 2022 and 2021 differs between the financial statements and Form 5500. However, the total change in net assets for the years then ended agreed between the financial statements and Form 5500.

FLOWER CITY GROUP, INC. SAVINGS PLAN

SUPPLEMENTAL SCHEDULE

FLOWER CITY GROUP, INC. SAVINGS PLAN

EIN: 20-3200871

PLAN NUMBER: 002

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

AT END OF YEAR – DECEMBER 31, 2022

(a)	(b) & (c) Identity of issue, borrower, lessor, or similar party and description of investment, including maturity date, rate of interest, collateral, par, or maturity value	(e) Current value
	<u>Mutual Funds</u>	
	MFS International Diversification Fund Class R3	1,071,480
	Vanguard Small-Cap Index Fund	177,760
	Cohen & Steers Real Estate Securities Fund, Inc. Class A	436,434
	ClearBridge Large Cap Growth Fund Class A	1,566,329
	Carillon Eagle Mid Cap Growth Fund Class A	2,031,710
	Blackrock High Yield Bond Portfolio Institutional Shares	278,248
	American Funds Inflation Linked Bond Fund Class R-5E	336,630
*	Prudential Total Return Bond Fund Class A	999,606
	American Funds American Balanced Fund Class R-4	1,077,376
	Vanguard Total Stock Market Index Fund Admiral Shares	1,232,141
	Putnam Large Cap Value Fund Class A	1,626,461
	Vanguard Mid-Cap Index Fund	248,195
	Allspring Special Small Cap Value Fund - Class A	652,523
	Vanguard Intermediate-Term Bond Index Fund Admiral Shares	725,027
	Vanguard Developed Markets Index Fund Admiral Shares	664,981
	Goldman Sachs Emerging Markets Equity Insights Fund Class A	398,351
	PIMCO Income Fund Class A	139,698
		<u>13,662,950</u>
	<u>Pooled Separate Accounts</u>	
*	Prudential Day One IncomeFlex Target Balanced Fund	702,137
	<u>Guaranteed Income Fund</u>	
*	Prudential Guaranteed Income Fund	2,841,069
	<u>Notes Receivable from Participants</u>	
*	Maturity dates through January 2028	
	with interest rates from 4.25% to 7.25% per annum	352,772
		<u>\$ 17,558,928</u>

* Represents a party-in-interest

Note: Column (d) is not applicable.

FLOWER CITY GROUP, INC. SAVINGS PLAN

ROCHESTER, NEW YORK

AUDITED FINANCIAL STATEMENTS

SUPPLEMENTAL SCHEDULE

AND

INDEPENDENT AUDITOR'S REPORT

DECEMBER 31, 2022 AND 2021



BUSINESS
ADVISORS
AND CPAS

CONTENTS

<u>AUDITED FINANCIAL STATEMENTS</u>	<u>PAGE</u>
Independent Auditor's Report	3
Statements of Net Assets Available for Benefits	6
Statements of Changes in Net Assets Available for Benefits	7
Notes to Financial Statements	8
 <u>SUPPLEMENTAL SCHEDULE</u>	
Form 5500 – Schedule H – Part IV:	
Item 4i - Schedule of Assets Held for Investment Purposes at End of Year - December 31, 2022	16

INDEPENDENT AUDITOR'S REPORT

Plan Administrator and Plan Participants
Flower City Group, Inc. Savings Plan

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

We have performed audits of the financial statements of Flower City Group, Inc. Savings 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 statements of net assets available for benefits as of December 31, 2022 and 2021 and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Flower City Group, Inc. Savings 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 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 that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

Management has obtained certifications from a qualified institution as of December 31, 2022 and 2021 and for the years then ended, stating that the certified investment information, as described in Note C 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 Auditor's 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.
- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Flower City Group, Inc. Savings Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. 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 Flower City Group, Inc. Savings Plan's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit 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 auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if, there is a substantial likelihood that, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users made on the basis of these 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 Flower City Group, Inc. Savings 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 Flower City Group, Inc. Savings Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter – Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets Held for Investment Purposes at End of Year – December 31, 2022, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information 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 audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. 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, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

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

Mengel, Metzger, Barw & Co. LLP

Rochester, New York
October 6, 2023

FLOWER CITY GROUP, INC. SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

		December 31,	
		2022	2021
<u>ASSETS</u>			
Investments, at fair value		\$ 14,365,087	\$ 17,186,583
Guaranteed income fund, at contract value		<u>2,841,069</u>	<u>2,555,350</u>
	TOTAL INVESTMENTS	17,206,156	19,741,933
Receivables:			
Employer contribution receivable		3,915	486
Employee contribution receivable		19,563	6,734
Notes receivable from participants		<u>352,772</u>	<u>445,319</u>
		<u>376,250</u>	<u>452,539</u>
	NET ASSETS AVAILABLE		
	FOR BENEFITS	<u>\$ 17,582,406</u>	<u>\$ 20,194,472</u>

See accompanying independent auditor's report and notes to financial statements.

FLOWER CITY GROUP, INC. SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

	Year ended December 31,	
	2022	2021
<u>ADDITIONS</u>		
Additions to net assets attributed to:		
Investment income:		
Interest and dividends	\$ 248,456	\$ 210,998
Net (depreciation) appreciation fair value of investments	<u>(3,313,760)</u>	<u>2,068,811</u>
	(3,065,304)	2,279,809
Interest income on notes receivable from participants	19,570	23,098
Contributions:		
Employer contributions	309,454	133,150
Employee contributions	1,199,908	1,098,542
Rollover contributions	<u>106,603</u>	<u>-</u>
	<u>1,615,965</u>	<u>1,231,692</u>
NET ADDITIONS	(1,429,769)	3,534,599
<u>DEDUCTIONS</u>		
Deductions from net assets attributed to:		
Benefits paid to participants	1,099,789	2,881,843
Administrative fees, net	<u>82,508</u>	<u>76,597</u>
TOTAL DEDUCTIONS	<u>1,182,297</u>	<u>2,958,440</u>
NET (DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(2,612,066)	576,159
Net assets available for benefits at beginning of year	<u>20,194,472</u>	<u>19,618,313</u>
NET ASSETS AVAILABLE FOR BENEFITS AT END OF YEAR	<u>\$ 17,582,406</u>	<u>\$ 20,194,472</u>

See accompanying independent auditor's report and notes to financial statements.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

DECEMBER 31, 2022 AND 2021

NOTE A: DESCRIPTION OF THE PLAN

The following description of the Flower City Group, Inc. Savings Plan (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 covering substantially all eligible employees of Flower City Group, Inc. and its affiliated entities (the “Company”). The Plan contains both 401(k) and profit-sharing provisions. Unless otherwise indicated, the Plan provisions are identical for both components. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan was amended and restated, effective January 1, 2022, to bring the plan in compliance with the Pension Protection Act of 2006 and other legislative and regulatory changes.

Administration

The Company is the sponsor and administrator of the Plan, Prudential Bank and Trust, F.S.B. (PBT) serves as the trustee and a custodian of the Plan, Empower Annuity Insurance Company (EAIC) serves as a custodian to the Plan, and Prudential Retirement is the record-keeper of the Plan.

Eligibility

Employees that are not nonresident aliens or represented by a collective bargaining agreement are eligible to participate in the Plan. Employees are eligible to participate in the Plan and receive employer matching contributions upon the attainment of age eighteen. Contributions for employee and employer matching contributions begin on the first day of the month coinciding with or following completion of the eligibility requirements.

Employees are eligible to receive discretionary profit-sharing contributions upon completion of one year of service, as defined. Discretionary profit-sharing contributions begin on the first day of the first quarter coinciding with or following completion of the eligibility requirements.

Contributions

Participants may make voluntary tax-deferred contributions of up to 100% of their compensation, as defined by the Plan, subject to certain limitations under the Internal Revenue Code (IRC). Participants may also make after-tax Roth contributions to the Plan. The Plan includes an automatic enrollment feature whereby all employees are automatically enrolled in the Plan with a deferral rate of 3%, unless they elect not to participate or elect a different deferral percentage. In December 2021, the Company amended the Plan to increase the deferral rate for all new participants to 5% effective January 1, 2022. The Plan includes an automatic escalation provision on pre-tax deferrals that will increase 1% for each plan year up to 15% unless the participant elects otherwise. The Company may make matching contributions on a discretionary basis. For the year ended December 31, 2021, the Company made matching contributions equal to 20% of the first \$2,000 of participant’s elective deferrals, 15% on the next \$2,000 of participant’s contributions, and 10% on the next \$3,000 of participant’s contributions for a total employer match of \$1,000. For the year ended December 31, 2022, the Company made matching contributions equal to 50% of contributions up to 6% of participant’s eligible compensation for a total employer match maximum of \$2,000. The Company may also make discretionary profit-sharing contributions to all eligible employees in a given Plan year. The Company made no profit-sharing contributions to the Plan for 2022 or 2021.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE A: DESCRIPTION OF THE PLAN, Cont'd

Participant accounts

Participants direct the investment of their contributions and the Company's contributions into the various investment options offered by the Plan. Each participant's account is credited with the participant's contribution, Company matching contributions, actual earnings or losses and allocations of (a) the Company's profit-sharing contributions and (b) administrative expenses of the Plan. Allocations of profit-sharing contributions and plan expenses are based on participant compensation and account balances, respectively. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Accounts forfeited

Forfeitures of non-vested account balances are used to reduce Company contributions or pay administrative expenses of the Plan. For the years ended December 31, 2022 and 2021, \$23 and \$16,373 was used to offset administrative expenses, respectively. At December 31, 2022 and 2021, unallocated forfeitures totaled \$13,640 and \$4,157, respectively.

Notes receivable from participants

Notes receivable from participants are measured and valued at their unpaid principal balance plus any accrued but unpaid interest. Participants may borrow up to the lesser of \$50,000 or 50% of their vested account balance. Loan terms range from one to five years, unless they are used to purchase a primary residence, in which case repayment may be made over a reasonable period of time, not to exceed ten years. The loans are secured by the balance in the participant's account and bear interest at a fixed rate of prime plus 1% at the date of the loan application. Principal and interest are paid ratably through payroll deductions.

Payment of benefits

The Plan provides for benefit payments upon termination of service, death, disability or attainment of retirement age. Participants may elect disbursement of their vested account balance in either a lump-sum amount, in installments, or direct rollover into an individual retirement account or another qualified plan. The normal retirement age is the date a participant reaches the age of 65. After termination of employment, if the vested amount account balance is less than \$1,000, the account balance will be distributed from the Plan. If the vested account payable exceeds \$1,000, the participant must consent to the distribution unless payments are required to begin under applicable federal law.

Vesting

Participants hired prior to January 1, 2015 are immediately vested in their elective contributions, Company contributions, and actual earnings/losses thereon. Participants hired after January 1, 2015, are immediately vested in their elective contributions and actual earnings/losses thereon. Company contributions vest 50% upon completion of two years of service and then 25% each year thereafter. Participants are fully vested upon completion of four years of service.

In-service withdrawals

Participants may elect disbursement of all or part of their account balances upon the attainment of age 59 ½. Participants may also withdraw their rollover contribution account balance at any time.

Hardship withdrawals

Hardship withdrawals from the Plan are permitted from a participant's account in certain circumstances. All hardship withdrawals must comply with the rules relating to hardships, which are uniformly applicable to all participants.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE B: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of accounting

The financial statements of the Plan are prepared under the accrual basis of accounting.

Investment valuation and income recognition

Investments are stated at either fair value or contract value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's investments in mutual funds and pooled separate accounts are reported at fair value. The Plan's investment in its guaranteed income fund is stated at contract value as reported by the custodian.

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

Payment of benefits

Benefits are recorded when paid.

Use of estimates in the preparation of financial statements

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

Administrative expenses

The Plan pays most of the significant expenses associated with the administration of the Plan. Certain administrative expenses are paid by the Company. Expenses that are paid directly by the Company are excluded from these financial statements. Certain expenses incurred in connection with the general administration of the Plan that are paid by the Plan are recorded as deductions in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are included in net appreciation or depreciation of fair value of investments presented in the accompanying statements of changes in net assets available for benefits.

Subsequent events

The Plan has conducted an evaluation of potential subsequent events occurring after the statement of net assets available for benefits date through October 6, 2023, which is the date the financial statements are available to be issued. No subsequent events requiring disclosure were noted.

NOTE C: CERTIFIED INVESTMENTS (UNAUDITED)

Certain information related to investments disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held at December 31, 2022 and 2021, and net (depreciation) appreciation in fair value of investments, interest and dividends and interest income on notes receivable from participants for the years ended December 31, 2022 and 2021, was obtained by management and agreed to or derived from information certified as complete and accurate by Prudential Bank & Trust, F.S.B., the trustee of the Plan Empower Annuity Insurance Company, custodian of certain assets.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE C: CERTIFIED INVESTMENTS (UNAUDITED), Cont'd

	December 31,	
	2022	2021
Investments, at fair value	\$ 14,365,087	\$ 17,186,583
Guaranteed income fund, at contract value	2,841,069	2,555,350
Notes receivable from participants	352,772	445,319
Interest and dividends	248,456	210,998
Net (depreciation) appreciation in fair value of investments	(3,313,760)	2,068,811
Interest income on notes receivable from participants	19,570	23,098

All information included in the attached Schedule of Assets Held for Investment Purposes at End of Year - December 31, 2022.

NOTE D: PLAN TERMINATION

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

NOTE E: TAX STATUS

The Plan obtained its latest opinion letter for the Prudential Insurance Company of America Non-Standardized Pre-Approved Profit Sharing Plan with CODA on December 4, 2020, in which the Internal Revenue Service stated that the Non-Standardized Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (IRC). The Plan has been amended since receiving the opinion letter. The Plan administrator and the Plan's tax counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2022, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by tax jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to December 31, 2019.

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE F: RISKS AND UNCERTAINTIES

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

NOTE G: FAIR VALUE MEASUREMENTS

FASB ASC 820-10, *Fair Value Measurement*, establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820-10 are described below:

Level 1 Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets.

Level 2 Inputs to the valuation methodology include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

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

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

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE G: FAIR VALUE MEASUREMENTS, Cont'd

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2022 and 2021:

Mutual funds: Valued at the net asset value of shares held by the Plan at year end.

Pooled Separate Accounts: Valued at the net asset value reported by the fund as a practical expedient. There are no unfunded commitments or other restrictions.

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

The following presents the financial instruments measured at fair value on a recurring basis at December 31, 2022 and 2021:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
<u>December 31, 2022</u>				
Investments in the fair value hierarchy:				
Mutual funds	<u>\$ 13,662,950</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 13,662,950</u>
Total investments in the fair value hierarchy	13,662,950	-	-	13,662,950
Investments measured at net asset value:				
Pooled Separate Accounts	<u>-</u>	<u>-</u>	<u>-</u>	<u>702,137</u>
Total assets at fair value	<u>\$ 13,662,950</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 14,365,087</u>
 <u>December 31, 2021</u>				
Investments in the fair value hierarchy:				
Mutual funds	<u>\$ 16,873,853</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 16,873,853</u>
Total investments in the fair value hierarchy	16,873,853	-	-	16,873,853
Investments measured at net asset value:				
Pooled Separate Accounts	<u>-</u>	<u>-</u>	<u>-</u>	<u>312,730</u>
Total assets at fair value	<u>\$ 16,873,853</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 17,186,583</u>

FLOWER CITY GROUP, INC. SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS, Cont'd

DECEMBER 31, 2022 AND 2021

NOTE H: TRANSACTIONS WITH PARTIES-IN-INTEREST

During 2022 and 2021, PBT and EAIC acted as custodians of the Plan's investments. Transactions in such investments qualify as party-in-interest transactions, which are exempt from the prohibited transaction rules. As described in Note B, the Plan paid certain expenses related to the plan operations and investment activity to various service providers. These transactions are party in interest transactions under ERISA.

NOTE I: GROUP ANNUITY CONTRACT WITH INSURANCE COMPANY (Guaranteed Income Fund)

Plan investments include a guaranteed income fund with EAIC , which is a fully benefit-responsive investment contract. The fund is credited with earnings on the underlying investments and charged for Plan withdrawals and administrative expenses. The guaranteed investment fund issuer is contractually obligated to repay the principal and a specified interest rate that is guaranteed.

The contract is included in the financial statements at contract value as reported to the Plan by EAIC. Contract value represents the invested principal plus accrued interest, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are no reserves against contract value for credit risk of the contract issuer or otherwise. There are no events that allow the issuer to terminate the contract and which require the Plan sponsor to settle at an amount different than contract value.

NOTE J: RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The classification of the change in net assets available for benefits for the years ended December 31, 2022 and 2021 differs between the financial statements and Form 5500. However, the total change in net assets for the years then ended agreed between the financial statements and Form 5500.

FLOWER CITY GROUP, INC. SAVINGS PLAN

SUPPLEMENTAL SCHEDULE

FLOWER CITY GROUP, INC. SAVINGS PLAN

EIN: 20-3200871

PLAN NUMBER: 002

FORM 5500 – SCHEDULE H – PART IV

ITEM 4i – SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES

AT END OF YEAR – DECEMBER 31, 2022

(a)	(b) & (c)	(e)
	Identity of issue, borrower, lessor, or similar party and description of investment, including maturity date, rate of interest, collateral, par, or maturity value	Current value
	<u>Mutual Funds</u>	
	MFS International Diversification Fund Class R3	1,071,480
	Vanguard Small-Cap Index Fund	177,760
	Cohen & Steers Real Estate Securities Fund, Inc. Class A	436,434
	ClearBridge Large Cap Growth Fund Class A	1,566,329
	Carillon Eagle Mid Cap Growth Fund Class A	2,031,710
	Blackrock High Yield Bond Portfolio Institutional Shares	278,248
	American Funds Inflation Linked Bond Fund Class R-5E	336,630
*	Prudential Total Return Bond Fund Class A	999,606
	American Funds American Balanced Fund Class R-4	1,077,376
	Vanguard Total Stock Market Index Fund Admiral Shares	1,232,141
	Putnam Large Cap Value Fund Class A	1,626,461
	Vanguard Mid-Cap Index Fund	248,195
	Allspring Special Small Cap Value Fund - Class A	652,523
	Vanguard Intermediate-Term Bond Index Fund Admiral Shares	725,027
	Vanguard Developed Markets Index Fund Admiral Shares	664,981
	Goldman Sachs Emerging Markets Equity Insights Fund Class A	398,351
	PIMCO Income Fund Class A	139,698
		<u>13,662,950</u>
	<u>Pooled Separate Accounts</u>	
*	Prudential Day One IncomeFlex Target Balanced Fund	702,137
	<u>Guaranteed Income Fund</u>	
*	Prudential Guaranteed Income Fund	2,841,069
	<u>Notes Receivable from Participants</u>	
*	Maturity dates through January 2028	
	with interest rates from 4.25% to 7.25% per annum	352,772
		<u>\$ 17,558,928</u>

* Represents a party-in-interest

Note: Column (d) is not applicable.

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 _____ and ending _____	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.) ☐ a single-employer plan ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☐ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description) _____
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan	1b	Three-digit plan number (PN) ▶ _____
		1c	Effective date of plan
2a		2b	Employer Identification Number (EIN)
Plan sponsor's name (employer, if for a single-employer plan)		2c	Plan Sponsor's telephone number
Mailing address (include room, apt., suite no. and street, or P.O. Box)		2d	Business code (see instructions)
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)			

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			
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☐ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☐ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☐ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☐ C (Service Provider Information) (5) ☐ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 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 _____

[illegible]