# 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 04/01/2022 and ending 03/31/2023

**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.)
- [X] a single-employer plan
- [ ] a DFE (specify) ____

**B** This return/report is:
- [X] the first return/report
- [ ] the final return/report
- [X] an amended return/report
- [ ] a short plan year return/report (less than 12 months)

**C** If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

**D** Check box if filing under:
- [X] Form 5558
- [ ] automatic extension
- [ ] the DFVC program
- [ ] special extension (enter description)

**E** If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. . . . . ▶ [ ]

## Part II Basic Plan Information—enter all requested information

**1a** Name of plan
GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN

**1b** Three-digit plan number (PN) ▶ 002

**1c** Effective date of plan 04/01/2022

**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)
GHILOTTI CONSTRUCTION HOLDING COMPANY

246 GHILOTTI AVE
SANTA ROSA, CA 95407-8152

**2b** Employer Identification Number (EIN) 92-0900075

**2c** Plan Sponsor's telephone number 707-585-1221

**2d** Business code (see instructions) 237310

**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. | 01/11/2024 | HEIDI INGRAM |
| | **Signature of plan administrator** | Date | Enter name of individual signing as plan administrator |
| **SIGN HERE** | Filed with authorized/valid electronic signature. | 01/11/2024 | HEIDI INGRAM |
| | **Signature of employer/plan sponsor** | Date | Enter name of individual signing as employer or plan sponsor |
| **SIGN HERE** | | | |
| | **Signature of DFE** | Date | Enter name of individual signing as DFE |

**3a** Plan administrator's name and address [X] Same as Plan Sponsor

**3b** Administrator's EIN

**3c** Administrator's telephone number

**4** If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report:
**a** Sponsor's name
**c** Plan Name

**4b** EIN

**4d** PN

| | | |
|---|---|---|
| **5** Total number of participants at the beginning of the plan year | **5** | 0 |
| **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)** | 0 |
| **a(2)** Total number of active participants at the end of the plan year | **6a(2)** | 147 |
| **b** Retired or separated participants receiving benefits | **6b** | 0 |
| **c** Other retired or separated participants entitled to future benefits | **6c** | 4 |
| **d** Subtotal. Add lines **6a(2)**, **6b**, and **6c** | **6d** | 151 |
| **e** Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. | **6e** | 0 |
| **f** Total. Add lines **6d** and **6e** | **6f** | 151 |
| **g** Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) | **6g** | 149 |
| **h** Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested | **6h** | 4 |
| **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:
2I 2P 3I

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

**b General Schedules**

| | | |
|---|---|---|
| **(1)** | [X] | **H** (Financial Information) |
| **(2)** | [ ] | **I** (Financial Information – Small Plan) |
| **(3)** | [ ] | **A** (Insurance Information) |
| **(4)** | [X] | **C** (Service Provider Information) |
| **(5)** | [ ] | **D** (DFE/Participating Plan Information) |
| **(6)** | [ ] | **G** (Financial Transaction Schedules) |

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

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

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

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

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

Receipt Confirmation Code_____

| SCHEDULE C (Form 5500) | Service Provider Information | OMB No. 1210-0110 |
|---|---|---|
| Department of the Treasury<br>Internal Revenue Service<br>Department of Labor<br>Employee Benefits Security Administration<br>Pension Benefit Guaranty Corporation | This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br>▶ **File as an attachment to Form 5500.** | **2022**<br>**This Form is Open to Public Inspection.** |

For calendar plan year 2022 or fiscal plan year beginning 04/01/2022 and ending 03/31/2023

**A** Name of plan
GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
GHILOTTI CONSTRUCTION HOLDING COMPANY

**D** Employer Identification Number (EIN)
92-0900075

## Part I Service Provider Information (see instructions)

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

### 1 Information on Persons Receiving Only Eligible Indirect Compensation

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

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

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

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

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

| **(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 ☐ |

**(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 ☐ |

**(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 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 04/01/2022 and ending 03/31/2023

**A** Name of plan
GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
GHILOTTI CONSTRUCTION HOLDING COMPANY

**D** Employer Identification Number (EIN)
92-0900075

## 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) | | |
| **(2)** Participant contributions | 1b(2) | | |
| **(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) | | |
| **(9)** Value of interest in common/collective trusts | 1c(9) | | |
| **(10)** Value of interest in pooled separate accounts | 1c(10) | | |
| **(11)** Value of interest in master trust investment accounts | 1c(11) | | |
| **(12)** Value of interest in 103-12 investment entities | 1c(12) | | |
| **(13)** Value of interest in registered investment companies (e.g., mutual funds) | 1c(13) | | |
| **(14)** Value of funds held in insurance company general account (unallocated contracts) | 1c(14) | | |
| **(15)** Other | 1c(15) | | |

| | | (a) Beginning of Year | (b) End of Year |
|---|---|---|---|
| **1d** Employer-related investments: | | | |
| **(1)** Employer securities | 1d(1) | | 15579600 |
| **(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 | 0 | 15579600 |
| **Liabilities** | | | |
| **g** Benefit claims payable | 1g | | |
| **h** Operating payables | 1h | | |
| **i** Acquisition indebtedness | 1i | | |
| **j** Other liabilities | 1j | | 100132777 |
| **k** Total liabilities (add all amounts in lines 1g through1j) | 1k | 0 | 100132777 |
| **Net Assets** | | | |
| **l** Net assets (subtract line 1k from line 1f) | 1l | 0 | -84553177 |

## 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) | 4629098 | |
| **(B)** Participants | 2a(1)(B) | | |
| **(C)** Others (including rollovers) | 2a(1)(C) | | |
| **(2)** Noncash contributions | 2a(2) | | |
| **(3)** Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)** | 2a(3) | | 4629098 |
| **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) | | |
| **(F)** Other | 2b(1)(F) | | |
| **(G)** Total interest. Add lines **2b(1)(A)** through **(F)** | 2b(1)(G) | | 0 |
| **(2)** Dividends: **(A)** Preferred stock | 2b(2)(A) | | |
| **(B)** Common stock | 2b(2)(B) | | |
| **(C)** Registered investment company shares (e.g. mutual funds) | 2b(2)(C) | | |
| **(D)** Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)** | 2b(2)(D) | | 0 |
| **(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) | -87597698 | |
| **(C)** Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)** | 2b(5)(C) | | -87597698 |

| | | (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) | | |
| (8) Net investment gain (loss) from master trust investment accounts | 2b(8) | | |
| (9) Net investment gain (loss) from 103-12 investment entities | 2b(9) | | |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) | 2b(10) | | |
| c Other income | 2c | | |
| d Total income. Add all **income** amounts in column (b) and enter total | 2d | | -82968600 |
| **Expenses** | | | |
| e Benefit payment and payments to provide benefits: | | | |
| (1) Directly to participants or beneficiaries, including direct rollovers | 2e(1) | 0 | |
| (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) | | 0 |
| f Corrective distributions (see instructions) | 2f | | |
| g Certain deemed distributions of participant loans (see instructions) | 2g | | |
| h Interest expense | 2h | | 1584577 |
| i Administrative expenses: (1) Professional fees | 2i(1) | | |
| (2) Contract administrator fees | 2i(2) | | |
| (3) Investment advisory and management fees | 2i(3) | | |
| (4) Other | 2i(4) | | |
| (5) Total administrative expenses. Add lines **2i(1)** through **(4)** | 2i(5) | | 0 |
| j Total expenses. Add all **expense** amounts in column (b) and enter total | 2j | | 1584577 |
| **Net Income and Reconciliation** | | | |
| k Net income (loss). Subtract line **2j** from line **2d** | 2k | | -84553177 |
| 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)** [X] Unmodified **(2)** [ ] Qualified **(3)** [ ] Disclaimer **(4)** [ ] Adverse

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

**(1)** [ ] DOL Regulation 2520.103-8 **(2)** [ ] DOL Regulation 2520.103-12(d) **(3)** [X] 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: CLIFTONLARSONALLEN LLP **(2)** EIN: 41-0746749

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

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

## Part IV Compliance Questions

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

During the plan year:

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

| | | Yes | No | Amount |
|---|---|---|---|---|
| **b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) | **4b** | | X | |
| **c** Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.) | **4c** | | X | |
| **d** Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.) | **4d** | | X | |
| **e** Was this plan covered by a fidelity bond? | **4e** | X | | 5000000 |
| **f** Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty? | **4f** | | X | |
| **g** Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser? | **4g** | | X | |
| **h** Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser? | **4h** | | X | |
| **i** Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.) | **4i** | X | | |
| **j** Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.) | **4j** | X | | |
| **k** Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC? | **4k** | | X | |
| **l** Has the plan failed to provide any benefit when due under the plan? | **4l** | | X | |
| **m** If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.) | **4m** | | X | |
| **n** If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3. | **4n** | | | |

**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 04/01/2022 and ending 03/31/2023

**A** Name of plan
GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN

**B** Three-digit plan number (PN) ▶ 002

**C** Plan sponsor's name as shown on line 2a of Form 5500
GHILOTTI CONSTRUCTION HOLDING COMPANY

**D** Employer Identification Number (EIN)
92-0900075

## 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): _____ _____

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

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

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

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

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

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

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

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

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

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

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

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

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

## Part III Amendments

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

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

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

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

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

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

## Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify):

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

---

**a** Name of contributing employer

**b** EIN **c** Dollar amount contributed by employer

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

**e** Contribution rate information *(If more than one rate applies, check this box* ☐ *and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)*
(1) Contribution rate (in dollars and cents) _____
(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

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

| | | |
|---|---|---|
| **a** The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment) | **14a** | |
| **b** The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment) | **14b** | |
| **c** The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment) | **14c** | |

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

| | | |
|---|---|---|
| **a** The corresponding number for the plan year immediately preceding the current plan year | **15a** | |
| **b** The corresponding number for the second preceding plan year | **15b** | |

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

| | | |
|---|---|---|
| **a** Enter the number of employers who withdrew during the preceding plan year | **16a** | |
| **b** If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers | **16b** | |

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

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

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

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

**a** Enter the percentage of plan assets held as:
Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

**b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

**c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**20** **PBGC missed contribution reporting requirements.** If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

**a** Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

**b** If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation_____

# GHILOTTI CONSTRUCTION
# EMPLOYEE STOCK OWNERSHIP PLAN

## FINANCIAL STATEMENTS AND
## ERISA-REQUIRED SUPPLEMENTAL SCHEDULES

## AS OF MARCH 31, 2023
## AND FOR THE YEAR ENDED MARCH 31, 2023

CPAs | CONSULTANTS | WEALTH ADVISORS

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**GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN**
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**AS OF MARCH 31, 2023**
**AND FOR THE YEAR ENDED MARCH 31, 2023**


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CliftonLarsonAllen LLP
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# INDEPENDENT AUDITORS' REPORT

ESOP Committee
Ghilotti Construction Employee Stock Ownership Plan
Santa Rosa, California

## Report on the Audit of the Financial Statements

### *Opinion*

We have audited the accompanying financial statements of Ghilotti Construction Employee Stock Ownership Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statement of net assets available for benefits as of March 31, 2023, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Ghilotti Construction Employee Stock Ownership Plan as of March 31, 2023, and the changes in its net assets available for benefits for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

### *Basis for Opinion*

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

### *Responsibilities of Management for the Financial Statements*

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

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

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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.

***Auditors' Responsibilities for the Audit of the Financial Statements***

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

In performing an audit in accordance with GAAS, we:

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Ghilotti Construction Employee Stock Ownership 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 Ghilotti Construction Employee Stock Ownership Plan's ability to continue as a going concern for a reasonable period of time.

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

***Supplemental Schedules Required by ERISA***

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) and schedule of reportable transactions as of or for the year ended March 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

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

CliftonLarsonAllen LLP

**CliftonLarsonAllen LLP**

Novato, California
January 9, 2024

**GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN**
**STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS**
**MARCH 31, 2023**

| | Allocated | Unallocated | Total |
|---|---|---|---|
| **ASSETS** | | | |
| **INVESTMENTS (AT ESTIMATED FAIR VALUE)** | | | |
| Ghilotti Construction Holding Company Common Stock | $ 311,629 | $ 15,267,971 | $ 15,579,600 |
| **LIABILITIES** | | | |
| **NOTE PAYABLE** | - | 100,132,777 | 100,132,777 |
| **NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS** | $ 311,629 | $ (84,864,806) | $ (84,553,177) |

*See accompanying Notes to Financial Statements.*

# GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN
# STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
# YEAR ENDED MARCH 31, 2023

| | 2023 | | |
|---|---|---|---|
| | Allocated | Unallocated | Total |
| **ADDITIONS TO NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTABLE TO:** | | | |
| Net Depreciation in Estimated Fair Value of Investments | $ - | $ (87,597,698) | $ (87,597,698) |
| Employer Contributions | - | 4,629,098 | 4,629,098 |
| Allocation of 155,814 Shares of Common Stock of Ghilotti Construction Holding Company at Estimated Fair Value for the Year Ended March 31, 2023 | 311,629 | - | 311,629 |
| Total Additions | 311,629 | (82,968,600) | (82,656,971) |
| **DEDUCTIONS FROM NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTABLE TO:** | | | |
| Interest Expense | - | 1,584,577 | 1,584,577 |
| Allocation of 155,814 Shares of Common Stock of Ghilotti Construction Holding Company at Estimated Fair Value for the Year Ended March 31, 2023 | - | 311,629 | 311,629 |
| Total Deductions | - | 1,896,206 | 1,896,206 |
| **NET INCREASE (DECREASE)** | 311,629 | (84,864,806) | (84,553,177) |
| **NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS:** | | | |
| Beginning of Year | - | - | - |
| End of Year | $ 311,629 | $ (84,864,806) | $ (84,553,177) |

*See accompanying Notes to Financial Statements.*

## NOTE 1 DESCRIPTION OF PLAN

The following description of Ghilotti Construction Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Company established the Plan effective on April 1, 2022. The Plan is a defined contribution plan sponsored by Ghilotti Construction Holding Company and participating employer, Ghilotti Construction Company (collectively are referred to as Company). The Plan covers substantially all employees of the Company who meet certain eligibility requirements, including the completion of one year of service and the attainment of age 21. All employees employed by the Company on December 1, 2022 became a participant on that date. For the plan year ending March 31, 2023 only, there is also a special rule to waive the one year of service eligibility requirement. The Plan excludes leased employees, nonresident aliens who receive no earned income from the Company, employees classified as a project data processor, and employees covered under a collective bargaining agreement (except for superintendents and foremen). The Plan is designed to invest primarily in securities issued by the Company and is authorized to borrow money for such investments. It is subject to the provisions of ERISA and is intended to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code (IRC) of 1986.

The Plan purchased Company common stock using the proceeds of a note payable and holds the stock in a trust established under the Plan (see Note 5). The borrowing is to be repaid over the loan terms by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the IRC.

The borrowing is collateralized by the unallocated shares of stock and are guaranteed by the Company. The lender has no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan as of and for the year ended March 31, 2023 present separately the assets and liabilities and changes therein pertaining to:

(a) the accounts of employees with vested rights in allocated common stock (Allocated)

(b) common stock not yet allocated to employees (Unallocated).

## NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

### Contributions

Each year, the Company may contribute to the Plan up to 100% of covered compensation as determined annually by its Board of Directors. The Board of Directors authorized cash contributions of $4,629,098 for the year ended March 31, 2023. Contributions may be in the form of shares of common stock or cash. Contributions for each year are never less than the amount required to enable the Plan to discharge its current obligations, without regard to whether some or all of such contribution may fail to qualify for an income tax deduction by the Company. For the Plan year ended March 31, 2023 only, a participant receives an allocation of Company contributions based on a points system. A participant received (1) allocation point for each $1,000 of covered compensation earned and (20) allocation points for each full year of credited service (capped at 10 years of credited service). After the initial Plan year ending March 31, 2023, Company contributions are allocated proportionately based on eligible compensation of eligible participants. In order to receive an allocation of Company contributions, a participant must complete 1,000 hours of service and be employed on the last day of the Plan year unless termination is due to death, disability or retirement. Contributions by Plan participants are not permitted by the Plan. Contributions are subject to Internal Revenue Service (IRS) limitations.

### Participant Accounts

Each participant's account is credited with the Company contributions and investment income or losses. Income is allocated annually based on each participant's share of the fund. The benefit to which a participant is entitled is the benefit that can be provided by the participant's account.

### Vesting

Vesting of participant accounts is based on years of credited service with the Company. A participant's account becomes 20% vested after the first year and fully vested after five years of credited service with the Company, under a graded vesting schedule.

Notwithstanding the above, participants shall, however, become 100% vested in the account upon attaining normal retirement age of 65, their death, or becoming permanently disabled.

### Distributions

Distributions from the Plan shall be paid at the discretion of the Company in a lump sum payment or an installment after a participant retires, dies, becomes disabled, or otherwise terminates employment.

Upon termination of service, a participant will receive a lump sum distribution of their account balance if their balance does not exceed $50,000 and the distribution will be made after the next Plan year following the Plan year in which the participant terminates employment. For a terminated participant's account balance more than $50,000, the distribution will be begin no later than the sixth plan year following the Plan year in which the participant terminates employment in the form of lump sum or annual installments over a period of six years. The amount to be distributed is based upon the account valuation date immediately preceding the distribution.

## NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

### Distributions (Continued)

For accounts of more than $1,230,000 (as indexed), the distribution payout period may be extended for an additional one to five years. If a participant terminates employment and the participant's account balance does not exceed $7,000, the Plan administrator may authorize the benefit payment without the participant's consent. If the balance of the terminated participant's account is between $1,000 and $7,000, the Plan Sponsor may authorize that the benefit payment be rolled into an individual retirement account in the participant's name.

### Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company common stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation service in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. Participants will not have the option to diversify until after March 31, 2032.

### Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the trustee prior to the time that such rights are to be exercised. The trustee is not permitted to vote any allocated share for which instructions have not been given by a participant. The trustee is required, however, to vote any unallocated shares on behalf of the collective best interest of Plan participants and beneficiaries.

### Put Option

Under federal income tax regulations, the Company stock that is held by the Plan and its participants and is not readily tradable on an established market or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company may pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Accounting

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

### Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock (allocated) and (b) stock not yet allocated to employees (unallocated), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Use of Estimates

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

### Valuation of Investments and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. 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

Benefit payments are recorded when paid.

### Administrative Expenses

The Company pays all administrative expenses on behalf of the Plan.

### Subsequent Events

The Plan has evaluated subsequent events through January 9, 2024, the date the financial statements were available to be issued.

## NOTE 3 INVESTMENTS

### Investment in Company Securities

The Plan's initial investment in Company securities consisted of 7,789,800 shares of the outstanding common stock of Ghilotti Construction Holding Company. The shares were acquired on November 8, 2022 for $103,177,298 ($13.25 per share), which was the estimated fair market value, as determined by independent appraisal, at the time.

The estimated fair market value, determined by an independent appraisal as of March 31, 2023 was $2.00 per share, respectively. During the Plan year ended March 31, 2023, 155,814 shares were released to eligible Plan participants.

## NOTE 3 INVESTMENTS (CONTINUED)

**Investment in Company Securities (Continued)**

The Plan's investment in Company securities as of March 31 is presented in the following table:

| | Allocated | Unallocated | Total |
|---|---|---|---|
| Ghilotti Construction Holding Company Common Stock: | | | |
| Number of Shares | 155,814 | 7,633,986 | 7,789,800 |
| Cost | $ 2,063,789 | $ 101,113,509 | $ 103,177,298 |
| Market (at Estimated Fair Value) | $ 311,629 | $ 15,267,971 | $ 15,579,600 |

## NOTE 4 FAIR VALUE OF INVESTMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

*Level 1* – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

*Level 2* – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- 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 assets 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.

## NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

The asset 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.

Following is a description of the valuation methodologies used for assets measured at fair value:

*Ghilotti Construction Holding Company Common Stock:* The fair value of the Company common stock held by the Plan is valued at estimated fair value based on an independent third-party appraisal. This appraisal is based upon a combination of the market and income-based valuation techniques. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of Company assets and liabilities.

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

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Ghilotti Construction Holding Company Common Stock (at Estimated Fair Value) | $ - | $ - | $ 15,579,600 | $ 15,579,600 |

The following table represents certain changes in the Plan's Level 3 financial instruments for the year ended March 31, 2023 attributable to:

| | Company Common Stock |
|---|---|
| Purchases | $ 103,177,298 |
| Issuances | - |
| Transfers In | - |
| Transfers Out | - |

## NOTE 5 NOTE PAYABLE

On November 8, 2022, the Plan entered into an $103,177,298 term loan agreement with the Company. The proceeds of the loan were used to purchase the Company's common stock. The Plan has a note payable related to the purchase of Company common stock on March 31 as follows:

| Description | Amount |
|---|---|
| Note Payable – Ghilotti Construction Holding Company, interest at a rate of 3.92% due March 31, 2072; secured by unallocated Ghilotti Construction Holding Company common stock purchased with proceeds from this note | $ 100,132,777 |

While the Company reserves the right to change the amounts and the timing of contributions to the Plan, the scheduled amortization of the Plan's loan and related Plan contributions for the next five years are as follows:

| Year Ending March 31, | Amount |
|---|---|
| 2024 | $ 703,403 |
| 2025 | 730,977 |
| 2026 | 759,631 |
| 2027 | 789,409 |
| 2028 | 820,354 |
| 2029 and Thereafter | 96,329,003 |

## NOTE 6 PLAN TERMINATION

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

## NOTE 7 PARTY-IN-INTEREST TRANSACTIONS

The Plan's assets, which consist primarily of Company common shares, are held by GreatBanc Trust Company, the trustee of the Plan. Company contributions are held and managed by the trustee, who invests cash received as a result of cash contributions and interest income and makes distributions to participants.

The Plan is administered by the Company and certain administrative functions are outsourced to a third-party administrator. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

## NOTE 8 RISKS AND UNCERTAINTIES

The Plan provides for investment primarily in Company common stock. In general, this investment is exposed to various risks, such as interest rate, credit, and overall market volatility risk. The stock of the Company is valued annually by an independent third-party valuation specialist. Because of the inherent subjectivity in any valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

## NOTE 9 TAX STATUS

The IRS has determined and informed the Company that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the IRC. The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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 IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN**
**E.I.N. 92-0900075 PLAN NO. 002**
**SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**MARCH 31, 2023**

| (a) | (b) | (c) | (d) | (e) |
|---|---|---|---|---|
| | Identity of Issue, Borrower, Lessor, or Similar Party | Description | Cost | Current Value |
| * | Ghilotti Construction Holding Company | **Common Stock:** | | |
| | | Allocated – 155,814 Shares | $ 2,063,789 | $ 311,629 |
| | | Unallocated – 7,633,986 Shares | 101,113,509 | 15,267,971 |
| | | Total | $ 103,177,298 | $ 15,579,600 |

* *Designates party-in-interest*

# GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN
# E.I.N. 92-0900075 PLAN NO. 002
# SCHEDULE H, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
# YEAR ENDED MARCH 31, 2023

| (a) | (b) | (c) | (d) | (g) | (h) | (i) |
|---|---|---|---|---|---|---|
| Identity of Party Involved | Description of Asset/ Transaction | Purchase Price | Selling Price | Cost | Current Value | Net Gain or (Loss) |
| **Category (i) - Single Transaction in Excess of 5% of Plan Assets** | | | | | | |
| Ghilotti Construction Holding Company | Common Stock | $ 103,177,298 | $ - | 103,177,298 | $ 103,177,298 | $ - |
| **Category (iii) - A Series of Transactions in Excess of 5% of Plan Assets** | | | | | | |
| Ghilotti Construction Holding Company | Common Stock | $ 103,177,298 | $ - | 103,177,298 | $ 103,177,298 | $ - |

*There were no category (ii) or (iv) reportable transactions for the year ended March 31, 2023.*
*Columns (e) and (f) are omitted as they are not applicable.*




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# GHILOTTI CONSTRUCTION
# EMPLOYEE STOCK OWNERSHIP PLAN

## FINANCIAL STATEMENTS AND
## ERISA-REQUIRED SUPPLEMENTAL SCHEDULES

## AS OF MARCH 31, 2023
## AND FOR THE YEAR ENDED MARCH 31, 2023

CPAs | CONSULTANTS | WEALTH ADVISORS

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**GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN**
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**AND FOR THE YEAR ENDED MARCH 31, 2023**


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# INDEPENDENT AUDITORS' REPORT

ESOP Committee
Ghilotti Construction Employee Stock Ownership Plan
Santa Rosa, California

## Report on the Audit of the Financial Statements

### *Opinion*

We have audited the accompanying financial statements of Ghilotti Construction Employee Stock Ownership Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statement of net assets available for benefits as of March 31, 2023, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Ghilotti Construction Employee Stock Ownership Plan as of March 31, 2023, and the changes in its net assets available for benefits for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

### *Basis for Opinion*

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

### *Responsibilities of Management for the Financial Statements*

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

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

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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.

***Auditors' Responsibilities for the Audit of the Financial Statements***

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

In performing an audit in accordance with GAAS, we:

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Ghilotti Construction Employee Stock Ownership 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 Ghilotti Construction Employee Stock Ownership Plan's ability to continue as a going concern for a reasonable period of time.

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

***Supplemental Schedules Required by ERISA***

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) and schedule of reportable transactions as of or for the year ended March 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

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

CliftonLarsonAllen LLP

**CliftonLarsonAllen LLP**

Novato, California
January 9, 2024

**GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN**
**STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS**
**MARCH 31, 2023**

| | Allocated | Unallocated | Total |
|---|---|---|---|
| **ASSETS** | | | |
| **INVESTMENTS (AT ESTIMATED FAIR VALUE)** | | | |
| Ghilotti Construction Holding Company Common Stock | $ 311,629 | $ 15,267,971 | $ 15,579,600 |
| **LIABILITIES** | | | |
| **NOTE PAYABLE** | - | 100,132,777 | 100,132,777 |
| **NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS** | $ 311,629 | $ (84,864,806) | $ (84,553,177) |

*See accompanying Notes to Financial Statements.*

# GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN
# STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
# YEAR ENDED MARCH 31, 2023

| | 2023 | | |
|---|---|---|---|
| | Allocated | Unallocated | Total |
| **ADDITIONS TO NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTABLE TO:** | | | |
| Net Depreciation in Estimated Fair Value of Investments | $ - | $ (87,597,698) | $ (87,597,698) |
| Employer Contributions | - | 4,629,098 | 4,629,098 |
| Allocation of 155,814 Shares of Common Stock of Ghilotti Construction Holding Company at Estimated Fair Value for the Year Ended March 31, 2023 | 311,629 | - | 311,629 |
| Total Additions | 311,629 | (82,968,600) | (82,656,971) |
| **DEDUCTIONS FROM NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTABLE TO:** | | | |
| Interest Expense | - | 1,584,577 | 1,584,577 |
| Allocation of 155,814 Shares of Common Stock of Ghilotti Construction Holding Company at Estimated Fair Value for the Year Ended March 31, 2023 | - | 311,629 | 311,629 |
| Total Deductions | - | 1,896,206 | 1,896,206 |
| **NET INCREASE (DECREASE)** | 311,629 | (84,864,806) | (84,553,177) |
| **NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS:** | | | |
| Beginning of Year | - | - | - |
| End of Year | $ 311,629 | $ (84,864,806) | $ (84,553,177) |

*See accompanying Notes to Financial Statements.*

## NOTE 1 DESCRIPTION OF PLAN

The following description of Ghilotti Construction Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Company established the Plan effective on April 1, 2022. The Plan is a defined contribution plan sponsored by Ghilotti Construction Holding Company and participating employer, Ghilotti Construction Company (collectively are referred to as Company). The Plan covers substantially all employees of the Company who meet certain eligibility requirements, including the completion of one year of service and the attainment of age 21. All employees employed by the Company on December 1, 2022 became a participant on that date. For the plan year ending March 31, 2023 only, there is also a special rule to waive the one year of service eligibility requirement. The Plan excludes leased employees, nonresident aliens who receive no earned income from the Company, employees classified as a project data processor, and employees covered under a collective bargaining agreement (except for superintendents and foremen). The Plan is designed to invest primarily in securities issued by the Company and is authorized to borrow money for such investments. It is subject to the provisions of ERISA and is intended to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code (IRC) of 1986.

The Plan purchased Company common stock using the proceeds of a note payable and holds the stock in a trust established under the Plan (see Note 5). The borrowing is to be repaid over the loan terms by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the IRC.

The borrowing is collateralized by the unallocated shares of stock and are guaranteed by the Company. The lender has no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan as of and for the year ended March 31, 2023 present separately the assets and liabilities and changes therein pertaining to:

(a) the accounts of employees with vested rights in allocated common stock (Allocated)

(b) common stock not yet allocated to employees (Unallocated).

## NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

### Contributions

Each year, the Company may contribute to the Plan up to 100% of covered compensation as determined annually by its Board of Directors. The Board of Directors authorized cash contributions of $4,629,098 for the year ended March 31, 2023. Contributions may be in the form of shares of common stock or cash. Contributions for each year are never less than the amount required to enable the Plan to discharge its current obligations, without regard to whether some or all of such contribution may fail to qualify for an income tax deduction by the Company. For the Plan year ended March 31, 2023 only, a participant receives an allocation of Company contributions based on a points system. A participant received (1) allocation point for each $1,000 of covered compensation earned and (20) allocation points for each full year of credited service (capped at 10 years of credited service). After the initial Plan year ending March 31, 2023, Company contributions are allocated proportionately based on eligible compensation of eligible participants. In order to receive an allocation of Company contributions, a participant must complete 1,000 hours of service and be employed on the last day of the Plan year unless termination is due to death, disability or retirement. Contributions by Plan participants are not permitted by the Plan. Contributions are subject to Internal Revenue Service (IRS) limitations.

### Participant Accounts

Each participant's account is credited with the Company contributions and investment income or losses. Income is allocated annually based on each participant's share of the fund. The benefit to which a participant is entitled is the benefit that can be provided by the participant's account.

### Vesting

Vesting of participant accounts is based on years of credited service with the Company. A participant's account becomes 20% vested after the first year and fully vested after five years of credited service with the Company, under a graded vesting schedule.

Notwithstanding the above, participants shall, however, become 100% vested in the account upon attaining normal retirement age of 65, their death, or becoming permanently disabled.

### Distributions

Distributions from the Plan shall be paid at the discretion of the Company in a lump sum payment or an installment after a participant retires, dies, becomes disabled, or otherwise terminates employment.

Upon termination of service, a participant will receive a lump sum distribution of their account balance if their balance does not exceed $50,000 and the distribution will be made after the next Plan year following the Plan year in which the participant terminates employment. For a terminated participant's account balance more than $50,000, the distribution will be begin no later than the sixth plan year following the Plan year in which the participant terminates employment in the form of lump sum or annual installments over a period of six years. The amount to be distributed is based upon the account valuation date immediately preceding the distribution.

## NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

### Distributions (Continued)

For accounts of more than $1,230,000 (as indexed), the distribution payout period may be extended for an additional one to five years. If a participant terminates employment and the participant's account balance does not exceed $7,000, the Plan administrator may authorize the benefit payment without the participant's consent. If the balance of the terminated participant's account is between $1,000 and $7,000, the Plan Sponsor may authorize that the benefit payment be rolled into an individual retirement account in the participant's name.

### Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company common stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation service in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. Participants will not have the option to diversify until after March 31, 2032.

### Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the trustee prior to the time that such rights are to be exercised. The trustee is not permitted to vote any allocated share for which instructions have not been given by a participant. The trustee is required, however, to vote any unallocated shares on behalf of the collective best interest of Plan participants and beneficiaries.

### Put Option

Under federal income tax regulations, the Company stock that is held by the Plan and its participants and is not readily tradable on an established market or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company may pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Accounting

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

### Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock (allocated) and (b) stock not yet allocated to employees (unallocated), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Use of Estimates

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

### Valuation of Investments and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. 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

Benefit payments are recorded when paid.

### Administrative Expenses

The Company pays all administrative expenses on behalf of the Plan.

### Subsequent Events

The Plan has evaluated subsequent events through January 9, 2024, the date the financial statements were available to be issued.

## NOTE 3 INVESTMENTS

### Investment in Company Securities

The Plan's initial investment in Company securities consisted of 7,789,800 shares of the outstanding common stock of Ghilotti Construction Holding Company. The shares were acquired on November 8, 2022 for $103,177,298 ($13.25 per share), which was the estimated fair market value, as determined by independent appraisal, at the time.

The estimated fair market value, determined by an independent appraisal as of March 31, 2023 was $2.00 per share, respectively. During the Plan year ended March 31, 2023, 155,814 shares were released to eligible Plan participants.

## NOTE 3 INVESTMENTS (CONTINUED)

**Investment in Company Securities (Continued)**

The Plan's investment in Company securities as of March 31 is presented in the following table:

| | Allocated | Unallocated | Total |
|---|---|---|---|
| Ghilotti Construction Holding Company Common Stock: | | | |
| Number of Shares | 155,814 | 7,633,986 | 7,789,800 |
| Cost | $ 2,063,789 | $ 101,113,509 | $ 103,177,298 |
| Market (at Estimated Fair Value) | $ 311,629 | $ 15,267,971 | $ 15,579,600 |

## NOTE 4 FAIR VALUE OF INVESTMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

*Level 1* – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

*Level 2* – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- 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 assets 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.

## NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

The asset 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.

Following is a description of the valuation methodologies used for assets measured at fair value:

*Ghilotti Construction Holding Company Common Stock:* The fair value of the Company common stock held by the Plan is valued at estimated fair value based on an independent third-party appraisal. This appraisal is based upon a combination of the market and income-based valuation techniques. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of Company assets and liabilities.

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

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Ghilotti Construction Holding Company Common Stock (at Estimated Fair Value) | $ - | $ - | $ 15,579,600 | $ 15,579,600 |

The following table represents certain changes in the Plan's Level 3 financial instruments for the year ended March 31, 2023 attributable to:

| | Company Common Stock |
|---|---|
| Purchases | $ 103,177,298 |
| Issuances | - |
| Transfers In | - |
| Transfers Out | - |

## NOTE 5 NOTE PAYABLE

On November 8, 2022, the Plan entered into an $103,177,298 term loan agreement with the Company. The proceeds of the loan were used to purchase the Company's common stock. The Plan has a note payable related to the purchase of Company common stock on March 31 as follows:

| Description | Amount |
|---|---|
| Note Payable – Ghilotti Construction Holding Company, interest at a rate of 3.92% due March 31, 2072; secured by unallocated Ghilotti Construction Holding Company common stock purchased with proceeds from this note | $ 100,132,777 |

While the Company reserves the right to change the amounts and the timing of contributions to the Plan, the scheduled amortization of the Plan's loan and related Plan contributions for the next five years are as follows:

| Year Ending March 31, | Amount |
|---|---|
| 2024 | $ 703,403 |
| 2025 | 730,977 |
| 2026 | 759,631 |
| 2027 | 789,409 |
| 2028 | 820,354 |
| 2029 and Thereafter | 96,329,003 |

## NOTE 6 PLAN TERMINATION

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

## NOTE 7 PARTY-IN-INTEREST TRANSACTIONS

The Plan's assets, which consist primarily of Company common shares, are held by GreatBanc Trust Company, the trustee of the Plan. Company contributions are held and managed by the trustee, who invests cash received as a result of cash contributions and interest income and makes distributions to participants.

The Plan is administered by the Company and certain administrative functions are outsourced to a third-party administrator. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

## NOTE 8 RISKS AND UNCERTAINTIES

The Plan provides for investment primarily in Company common stock. In general, this investment is exposed to various risks, such as interest rate, credit, and overall market volatility risk. The stock of the Company is valued annually by an independent third-party valuation specialist. Because of the inherent subjectivity in any valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

## NOTE 9 TAX STATUS

The IRS has determined and informed the Company that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the IRC. The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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 IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN**
**E.I.N. 92-0900075 PLAN NO. 002**
**SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**MARCH 31, 2023**

| (a) | (b) | (c) | (d) | (e) |
|---|---|---|---|---|
| | Identity of Issue, Borrower, Lessor, or Similar Party | Description | Cost | Current Value |
| * | Ghilotti Construction Holding Company | **Common Stock:** | | |
| | | Allocated – 155,814 Shares | $ 2,063,789 | $ 311,629 |
| | | Unallocated – 7,633,986 Shares | 101,113,509 | 15,267,971 |
| | | Total | $ 103,177,298 | $ 15,579,600 |

* *Designates party-in-interest*

# GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN
# E.I.N. 92-0900075 PLAN NO. 002
# SCHEDULE H, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
# YEAR ENDED MARCH 31, 2023

| (a) | (b) | (c) | (d) | (g) | (h) | (i) |
|---|---|---|---|---|---|---|
| Identity of Party Involved | Description of Asset/ Transaction | Purchase Price | Selling Price | Cost | Current Value | Net Gain or (Loss) |
| **Category (i) - Single Transaction in Excess of 5% of Plan Assets** | | | | | | |
| Ghilotti Construction Holding Company | Common Stock | $ 103,177,298 | $ - | 103,177,298 | $ 103,177,298 | $ - |
| **Category (iii) - A Series of Transactions in Excess of 5% of Plan Assets** | | | | | | |
| Ghilotti Construction Holding Company | Common Stock | $ 103,177,298 | $ - | 103,177,298 | $ 103,177,298 | $ - |

*There were no category (ii) or (iv) reportable transactions for the year ended March 31, 2023.*
*Columns (e) and (f) are omitted as they are not applicable.*




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# GHILOTTI CONSTRUCTION
# EMPLOYEE STOCK OWNERSHIP PLAN

## FINANCIAL STATEMENTS AND
## ERISA-REQUIRED SUPPLEMENTAL SCHEDULES

## AS OF MARCH 31, 2023
## AND FOR THE YEAR ENDED MARCH 31, 2023

CPAs | CONSULTANTS | WEALTH ADVISORS

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**GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN**
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**AND FOR THE YEAR ENDED MARCH 31, 2023**


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# INDEPENDENT AUDITORS' REPORT

ESOP Committee
Ghilotti Construction Employee Stock Ownership Plan
Santa Rosa, California

## Report on the Audit of the Financial Statements

### *Opinion*

We have audited the accompanying financial statements of Ghilotti Construction Employee Stock Ownership Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statement of net assets available for benefits as of March 31, 2023, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Ghilotti Construction Employee Stock Ownership Plan as of March 31, 2023, and the changes in its net assets available for benefits for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

### *Basis for Opinion*

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

### *Responsibilities of Management for the Financial Statements*

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

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

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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.

***Auditors' Responsibilities for the Audit of the Financial Statements***

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

In performing an audit in accordance with GAAS, we:

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

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

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of Ghilotti Construction Employee Stock Ownership 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 Ghilotti Construction Employee Stock Ownership Plan's ability to continue as a going concern for a reasonable period of time.

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

***Supplemental Schedules Required by ERISA***

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year) and schedule of reportable transactions as of or for the year ended March 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

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

CliftonLarsonAllen LLP

**CliftonLarsonAllen LLP**

Novato, California
January 9, 2024

**GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN**
**STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS**
**MARCH 31, 2023**

| | Allocated | Unallocated | Total |
|---|---|---|---|
| **ASSETS** | | | |
| **INVESTMENTS (AT ESTIMATED FAIR VALUE)** | | | |
| Ghilotti Construction Holding Company Common Stock | $ 311,629 | $ 15,267,971 | $ 15,579,600 |
| **LIABILITIES** | | | |
| **NOTE PAYABLE** | - | 100,132,777 | 100,132,777 |
| **NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS** | $ 311,629 | $ (84,864,806) | $ (84,553,177) |

*See accompanying Notes to Financial Statements.*

# GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN
# STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
# YEAR ENDED MARCH 31, 2023

| | 2023 | | |
|---|---|---|---|
| | Allocated | Unallocated | Total |
| **ADDITIONS TO NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTABLE TO:** | | | |
| Net Depreciation in Estimated Fair Value of Investments | $ - | $ (87,597,698) | $ (87,597,698) |
| Employer Contributions | - | 4,629,098 | 4,629,098 |
| Allocation of 155,814 Shares of Common Stock of Ghilotti Construction Holding Company at Estimated Fair Value for the Year Ended March 31, 2023 | 311,629 | - | 311,629 |
| Total Additions | 311,629 | (82,968,600) | (82,656,971) |
| **DEDUCTIONS FROM NET ASSETS AVAILABLE FOR BENEFITS ATTRIBUTABLE TO:** | | | |
| Interest Expense | - | 1,584,577 | 1,584,577 |
| Allocation of 155,814 Shares of Common Stock of Ghilotti Construction Holding Company at Estimated Fair Value for the Year Ended March 31, 2023 | - | 311,629 | 311,629 |
| Total Deductions | - | 1,896,206 | 1,896,206 |
| **NET INCREASE (DECREASE)** | 311,629 | (84,864,806) | (84,553,177) |
| **NET ASSETS (DEFICIT) AVAILABLE FOR BENEFITS:** | | | |
| Beginning of Year | - | - | - |
| End of Year | $ 311,629 | $ (84,864,806) | $ (84,553,177) |

*See accompanying Notes to Financial Statements.*

## NOTE 1 DESCRIPTION OF PLAN

The following description of Ghilotti Construction Employee Stock Ownership Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

### General

The Company established the Plan effective on April 1, 2022. The Plan is a defined contribution plan sponsored by Ghilotti Construction Holding Company and participating employer, Ghilotti Construction Company (collectively are referred to as Company). The Plan covers substantially all employees of the Company who meet certain eligibility requirements, including the completion of one year of service and the attainment of age 21. All employees employed by the Company on December 1, 2022 became a participant on that date. For the plan year ending March 31, 2023 only, there is also a special rule to waive the one year of service eligibility requirement. The Plan excludes leased employees, nonresident aliens who receive no earned income from the Company, employees classified as a project data processor, and employees covered under a collective bargaining agreement (except for superintendents and foremen). The Plan is designed to invest primarily in securities issued by the Company and is authorized to borrow money for such investments. It is subject to the provisions of ERISA and is intended to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code (IRC) of 1986.

The Plan purchased Company common stock using the proceeds of a note payable and holds the stock in a trust established under the Plan (see Note 5). The borrowing is to be repaid over the loan terms by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal and interest, an appropriate percentage of stock will be allocated to eligible employees' accounts in accordance with applicable regulations under the IRC.

The borrowing is collateralized by the unallocated shares of stock and are guaranteed by the Company. The lender has no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan as of and for the year ended March 31, 2023 present separately the assets and liabilities and changes therein pertaining to:

(a) the accounts of employees with vested rights in allocated common stock (Allocated)

(b) common stock not yet allocated to employees (Unallocated).

## NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

### Contributions

Each year, the Company may contribute to the Plan up to 100% of covered compensation as determined annually by its Board of Directors. The Board of Directors authorized cash contributions of $4,629,098 for the year ended March 31, 2023. Contributions may be in the form of shares of common stock or cash. Contributions for each year are never less than the amount required to enable the Plan to discharge its current obligations, without regard to whether some or all of such contribution may fail to qualify for an income tax deduction by the Company. For the Plan year ended March 31, 2023 only, a participant receives an allocation of Company contributions based on a points system. A participant received (1) allocation point for each $1,000 of covered compensation earned and (20) allocation points for each full year of credited service (capped at 10 years of credited service). After the initial Plan year ending March 31, 2023, Company contributions are allocated proportionately based on eligible compensation of eligible participants. In order to receive an allocation of Company contributions, a participant must complete 1,000 hours of service and be employed on the last day of the Plan year unless termination is due to death, disability or retirement. Contributions by Plan participants are not permitted by the Plan. Contributions are subject to Internal Revenue Service (IRS) limitations.

### Participant Accounts

Each participant's account is credited with the Company contributions and investment income or losses. Income is allocated annually based on each participant's share of the fund. The benefit to which a participant is entitled is the benefit that can be provided by the participant's account.

### Vesting

Vesting of participant accounts is based on years of credited service with the Company. A participant's account becomes 20% vested after the first year and fully vested after five years of credited service with the Company, under a graded vesting schedule.

Notwithstanding the above, participants shall, however, become 100% vested in the account upon attaining normal retirement age of 65, their death, or becoming permanently disabled.

### Distributions

Distributions from the Plan shall be paid at the discretion of the Company in a lump sum payment or an installment after a participant retires, dies, becomes disabled, or otherwise terminates employment.

Upon termination of service, a participant will receive a lump sum distribution of their account balance if their balance does not exceed $50,000 and the distribution will be made after the next Plan year following the Plan year in which the participant terminates employment. For a terminated participant's account balance more than $50,000, the distribution will be begin no later than the sixth plan year following the Plan year in which the participant terminates employment in the form of lump sum or annual installments over a period of six years. The amount to be distributed is based upon the account valuation date immediately preceding the distribution.

## NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

### Distributions (Continued)

For accounts of more than $1,230,000 (as indexed), the distribution payout period may be extended for an additional one to five years. If a participant terminates employment and the participant's account balance does not exceed $7,000, the Plan administrator may authorize the benefit payment without the participant's consent. If the balance of the terminated participant's account is between $1,000 and $7,000, the Plan Sponsor may authorize that the benefit payment be rolled into an individual retirement account in the participant's name.

### Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move part of the value of their investment in Company common stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation service in the Plan may elect to diversify a portion of their account. Diversification is offered to each eligible participant over a six-year period. Participants will not have the option to diversify until after March 31, 2032.

### Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the trustee prior to the time that such rights are to be exercised. The trustee is not permitted to vote any allocated share for which instructions have not been given by a participant. The trustee is required, however, to vote any unallocated shares on behalf of the collective best interest of Plan participants and beneficiaries.

### Put Option

Under federal income tax regulations, the Company stock that is held by the Plan and its participants and is not readily tradable on an established market or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. The Company may pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

### Basis of Accounting

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

### Allocations

The financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock (allocated) and (b) stock not yet allocated to employees (unallocated), including shares that are committed to be released. Shares are released from collateral and become allocated generally in the period in which debt service is actually paid.

## NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

### Use of Estimates

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

### Valuation of Investments and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements.

Purchases and sales of securities are recorded on a trade-date basis. 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

Benefit payments are recorded when paid.

### Administrative Expenses

The Company pays all administrative expenses on behalf of the Plan.

### Subsequent Events

The Plan has evaluated subsequent events through January 9, 2024, the date the financial statements were available to be issued.

## NOTE 3 INVESTMENTS

### Investment in Company Securities

The Plan's initial investment in Company securities consisted of 7,789,800 shares of the outstanding common stock of Ghilotti Construction Holding Company. The shares were acquired on November 8, 2022 for $103,177,298 ($13.25 per share), which was the estimated fair market value, as determined by independent appraisal, at the time.

The estimated fair market value, determined by an independent appraisal as of March 31, 2023 was $2.00 per share, respectively. During the Plan year ended March 31, 2023, 155,814 shares were released to eligible Plan participants.

## NOTE 3 INVESTMENTS (CONTINUED)

**Investment in Company Securities (Continued)**

The Plan's investment in Company securities as of March 31 is presented in the following table:

| | Allocated | Unallocated | Total |
|---|---|---|---|
| Ghilotti Construction Holding Company Common Stock: | | | |
| Number of Shares | 155,814 | 7,633,986 | 7,789,800 |
| Cost | $ 2,063,789 | $ 101,113,509 | $ 103,177,298 |
| Market (at Estimated Fair Value) | $ 311,629 | $ 15,267,971 | $ 15,579,600 |

## NOTE 4 FAIR VALUE OF INVESTMENTS

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurements and Disclosures*, provides the 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) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy are described as follows:

*Level 1* – Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

*Level 2* – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

- 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 assets 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.

## NOTE 4 FAIR VALUE OF INVESTMENTS (CONTINUED)

The asset 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.

Following is a description of the valuation methodologies used for assets measured at fair value:

*Ghilotti Construction Holding Company Common Stock:* The fair value of the Company common stock held by the Plan is valued at estimated fair value based on an independent third-party appraisal. This appraisal is based upon a combination of the market and income-based valuation techniques. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparables, and estimated fair value of Company assets and liabilities.

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

| | Level 1 | Level 2 | Level 3 | Total |
|---|---|---|---|---|
| Ghilotti Construction Holding Company Common Stock (at Estimated Fair Value) | $ - | $ - | $ 15,579,600 | $ 15,579,600 |

The following table represents certain changes in the Plan's Level 3 financial instruments for the year ended March 31, 2023 attributable to:

| | Company Common Stock |
|---|---|
| Purchases | $ 103,177,298 |
| Issuances | - |
| Transfers In | - |
| Transfers Out | - |

## NOTE 5 NOTE PAYABLE

On November 8, 2022, the Plan entered into an $103,177,298 term loan agreement with the Company. The proceeds of the loan were used to purchase the Company's common stock. The Plan has a note payable related to the purchase of Company common stock on March 31 as follows:

| Description | Amount |
|---|---|
| Note Payable – Ghilotti Construction Holding Company, interest at a rate of 3.92% due March 31, 2072; secured by unallocated Ghilotti Construction Holding Company common stock purchased with proceeds from this note | $ 100,132,777 |

While the Company reserves the right to change the amounts and the timing of contributions to the Plan, the scheduled amortization of the Plan's loan and related Plan contributions for the next five years are as follows:

| Year Ending March 31, | Amount |
|---|---|
| 2024 | $ 703,403 |
| 2025 | 730,977 |
| 2026 | 759,631 |
| 2027 | 789,409 |
| 2028 | 820,354 |
| 2029 and Thereafter | 96,329,003 |

## NOTE 6 PLAN TERMINATION

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

## NOTE 7 PARTY-IN-INTEREST TRANSACTIONS

The Plan's assets, which consist primarily of Company common shares, are held by GreatBanc Trust Company, the trustee of the Plan. Company contributions are held and managed by the trustee, who invests cash received as a result of cash contributions and interest income and makes distributions to participants.

The Plan is administered by the Company and certain administrative functions are outsourced to a third-party administrator. Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

## NOTE 8 RISKS AND UNCERTAINTIES

The Plan provides for investment primarily in Company common stock. In general, this investment is exposed to various risks, such as interest rate, credit, and overall market volatility risk. The stock of the Company is valued annually by an independent third-party valuation specialist. Because of the inherent subjectivity in any valuation, those estimated values may differ significantly from the values that would have been used had a ready market for the securities existed, and the differences could be material. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of the investments will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statement of net assets available for benefits.

## NOTE 9 TAX STATUS

The IRS has determined and informed the Company that the Plan is qualified and the trust established under the Plan is tax exempt under the appropriate sections of the IRC. The Plan has been amended since receiving the determination letter. The Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

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 IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN**
**E.I.N. 92-0900075 PLAN NO. 002**
**SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)**
**MARCH 31, 2023**

| (a) | (b) | (c) | (d) | (e) |
|---|---|---|---|---|
| | Identity of Issue, Borrower, Lessor, or Similar Party | Description | Cost | Current Value |
| * | Ghilotti Construction Holding Company | **Common Stock:** | | |
| | | Allocated – 155,814 Shares | $ 2,063,789 | $ 311,629 |
| | | Unallocated – 7,633,986 Shares | 101,113,509 | 15,267,971 |
| | | Total | $ 103,177,298 | $ 15,579,600 |

* *Designates party-in-interest*

# GHILOTTI CONSTRUCTION EMPLOYEE STOCK OWNERSHIP PLAN
# E.I.N. 92-0900075 PLAN NO. 002
# SCHEDULE H, LINE 4j—SCHEDULE OF REPORTABLE TRANSACTIONS
# YEAR ENDED MARCH 31, 2023

| (a) | (b) | (c) | (d) | (g) | (h) | (i) |
|---|---|---|---|---|---|---|
| Identity of Party Involved | Description of Asset/ Transaction | Purchase Price | Selling Price | Cost | Current Value | Net Gain or (Loss) |
| **Category (i) - Single Transaction in Excess of 5% of Plan Assets** | | | | | | |
| Ghilotti Construction Holding Company | Common Stock | $ 103,177,298 | $ - | 103,177,298 | $ 103,177,298 | $ - |
| **Category (iii) - A Series of Transactions in Excess of 5% of Plan Assets** | | | | | | |
| Ghilotti Construction Holding Company | Common Stock | $ 103,177,298 | $ - | 103,177,298 | $ 103,177,298 | $ - |

*There were no category (ii) or (iv) reportable transactions for the year ended March 31, 2023.*
*Columns (e) and (f) are omitted as they are not applicable.*




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