Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2022

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

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

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

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

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
DEL-AIR INVESTOR EMPLOYEE OWNERSHIP PLAN

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2005

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)
DEL-AIR EMPLOYEE INVESTOR I CORP.

1052 BLOOMSBURY RUN
HEATHROW, FL 32746

2b Employer Identification Number (EIN) 92-0824583

2c Plan Sponsor's telephone number 407-333-2665

2d Business code (see instructions) 238220

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.	02/14/2024	TOM MARGIO
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name DEL-AIR HEATING, AIR-CONDITIONING & REFRIGERATION, INC.

c Plan Name EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST FOR THE EMPLOYEES OF DEL-AIR HEATING, AIR CONDITIONING AND REFRIGERATION, INC.

4b EIN 59-2280231

4d PN 002

5 Total number of participants at the beginning of the plan year	**5**	1109
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)**	485
a(2) Total number of active participants at the end of the plan year	**6a(2)**	0
b Retired or separated participants receiving benefits	**6b**	150
c Other retired or separated participants entitled to future benefits	**6c**	860
d Subtotal. Add lines **6a(2)**, **6b**, and **6c**	**6d**	1010
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	**6e**	18
f Total. Add lines **6d** and **6e**	**6f**	1028
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	1028
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

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

2I 2O 2Q 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) [ ] 0 **A** (Insurance Information)
- (4) [ ] **C** (Service Provider Information)
- (5) [ ] **D** (DFE/Participating Plan Information)
- (6) [ ] **G** (Financial Transaction Schedules)

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

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

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

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

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

Receipt Confirmation Code_____

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2022

This Form is Open to Public Inspection

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A Name of plan
DEL-AIR INVESTOR EMPLOYEE OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DEL-AIR EMPLOYEE INVESTOR I CORP.

D Employer Identification Number (EIN)
92-0824583

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)	1112000	0
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	0	107318
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	30368	3968266
(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)	22366632	4364221
(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	23509000	8439805
Liabilities			
g Benefit claims payable	1g	1136606	218332
h Operating payables	1h		
i Acquisition indebtedness	1i	5008425	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through1j)	1k	6145031	218332
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	17363969	8221473

Part II Income and Expense Statement

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

Income		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	0	
(B) Participants	2a(1)(B)	0	
(C) Others (including rollovers)	2a(1)(C)	0	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		0
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	0	
(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)	8314221	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	22366632	
(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		-14052411
(5) Unrealized appreciation (depreciation) of assets: **(A)** Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines **2b(5)(A)** and **(B)**	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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		5138278
d Total income. Add all **income** amounts in column (b) and enter total	2d		-8914133
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	228363	
(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)		228363
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		0
h Interest expense	2h		0
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)	0	
(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		228363
Net Income and Reconciliation			
k Net income (loss). Subtract line **2j** from line **2d**	2k		-9142496
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: MSL, P.A. **(2)** EIN: 59-3070669

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		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	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 01/01/2022 and ending 12/31/2022

A Name of plan
DEL-AIR INVESTOR EMPLOYEE OWNERSHIP PLAN

B Three-digit plan number (PN) ▶ 001

C Plan sponsor's name as shown on line 2a of Form 5500
DEL-AIR EMPLOYEE INVESTOR I CORP.

D Employer Identification Number (EIN)
92-0824583

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): 33-6134835

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_____

DEL-AIR INVESTOR EMPLOYEE OWNERSHIP PLAN AND TRUST f/k/a EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST FOR EMPLOYEES OF DEL-AIR HEATING, AIR CONDITIONING & REFRIGERATION, INC.

FINANCIAL STATEMENTS AND SUPPLEMENTAL SCHEDULE

Year Ended December 31, 2022

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MSL
Certified Public Accountants

INDEPENDENT AUDITOR'S REPORT

Plan Administrator and Plan Trustee
Del-Air Investor Employee Ownership Plan and Trust
Sanford, FL

Opinion

We have audited the accompanying financial statements of the Del-Air Investor Employee Ownership Plan and Trust (the "Plan"), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), which comprise the statements of net assets available for benefits as of December 31, 2022 and 2021, and the related statement of changes in net assets available for benefits for the year ended December 31, 2022, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2022 and 2021, and the changes in its net assets available for benefits for the year ended December 31, 2022, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

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

Emphasis-of-Matter

As discussed in Notes 2 and 5 of the financial statements, the financial statements include an investment in the closely held stock of Del-Air Employee Investor I, Inc. and Del-Air Employee Investor II, Inc. valued at approximately $4,364,000 as of December 31, 2022. In the absence of a readily determined market value, the fair value of that investment has been estimated by the management of Del-Air Employee Investor I, Inc. and Del-Air Employee Investor II, Inc. and the ESOP Trustee based on an independent appraisal. The estimated value may differ significantly from the value that would have been used had a ready market for the common stock existed. Our opinion is not modified with respect to this matter.

As discussed in Note 1, effective November 2, 2022, the Plan sold its stock of Del-Air Heating, Air Conditioning & Refrigeration, Inc. to ACP HVAC Holding, LLC, an affiliate of Astara Capital Partners. Our opinion is not modified with respect to that matter.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, we:

- Exercise professional judgment and maintain professional skepticism throughout the 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 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 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 Schedule Required by ERISA

Our audits were 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) as of December 31, 2022 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards.

In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, including its form and content, is presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

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

MSL, P.A.

Certified Public Accountants

Orlando, Florida
February 14, 2024

DEL-AIR INVESTOR EMPLOYEE OWNERSHIP PLAN AND TRUST f/k/a EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST FOR EMPLOYEES OF DEL-AIR HEATING, AIR CONDITIONING & REFRIGERATION, INC.

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

December 31, 2022 and 2021

	December 31, 2022		
	Allocated	**Unallocated**	**Total**
ASSETS			
Cash	**$ 3,968,266**	**$ -**	**$ 3,968,266**
Non-participant directed investment in Del-Air Employee Investor I, Inc. and Del-Air Employee Investor II, Inc. common units, at fair value	**4,364,221**	**-**	**4,364,221**
Other receivables	**107,318**	**-**	**107,318**
Total assets	**8,439,805**	**-**	**8,439,805**
LIABILITIES			
Benefits payable	**218,332**	**-**	**218,332**
Total liabilities	**218,332**	**-**	**218,332**
Net assets available for benefits	**$ 8,221,473**	**$ -**	**$ 8,221,473**

	December 31, 2021		
	Allocated	Unallocated	Total
ASSETS			
Cash	$ 30,368	$ -	$ 30,368
Non-participant directed investment in Del-Air Heating, Air Conditioning & Refrigeration, Inc. common stock, at fair value	17,839,571	4,527,061	22,366,632
Contributions receivable	1,112,000	-	1,112,000
Total assets	18,981,939	4,527,061	23,509,000
LIABILITIES			
Benefits payable	1,136,606	-	1,136,606
Acquisition loans payable	-	5,008,425	5,008,425
Total liabilities	1,136,606	5,008,425	6,145,031
Net assets (deficiency) available for benefits	$ 17,845,333	$ (481,364)	$ 17,363,969

The accompanying notes are an integral part of the financial statements.

DEL-AIR INVESTOR EMPLOYEE OWNERSHIP PLAN AND TRUST f/k/a EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST FOR EMPLOYEES OF DEL-AIR HEATING, AIR CONDITIONING & REFRIGERATION, INC.

STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

Year Ended December 31, 2022

	Allocated	Unallocated	Total
INVESTMENT ACTIVITY			
Realized loss on sale of Del-Air Heating, Air Conditioning Refrigeration, Inc. common stock	$ (14,052,411)		$ (14,052,411)
TOTAL INVESTMENT ACTIVITY	(14,052,411)	-	(14,052,411)
OTHER INCOME			
Gain on forgiveness of acquisition loans payable	-	5,008,425	5,008,425
Funding from Del-Air Employee Investor I, Inc. and Del-Air Employee Investor II, Inc.	129,853	-	129,853
TOTAL OTHER INCOME	129,853	5,008,425	5,138,278
TOTAL ADDITIONS	(13,922,558)	5,008,425	(8,914,133)
DEDUCTIONS			
Distributions to participants	228,363	-	228,363
TOTAL DEDUCTIONS	228,363	-	228,363
TRANSFERS			
Allocation of 11,041,613 Del-Air-Heating, Air Conditioning, and HVAC, Inc. Common Stock	4,527,061	(4,527,061)	-
(DECREASE) INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	(9,623,860)	481,364	(9,142,496)
NET ASSETS (DEFICIENCY) AVAILABLE FOR BENEFITS - BEGINNING OF	17,845,333	(481,364)	17,363,969
NET ASSETS AVAILABLE FOR BENEFITS - END OF YEAR	$ 8,221,473	$ -	$ 8,221,473

The accompanying notes are an integral part of the financial statements.

DEL-AIR INVESTOR EMPLOYEE OWNERSHIP PLAN AND TRUST f/k/a EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST FOR EMPLOYEES OF DEL-AIR HEATING, AIR CONDITIONING & REFRIGERATION, INC.

NOTES TO FINANCIAL STATEMENTS

Year Ended December 31, 2022

NOTE 1 - PLAN DESCRIPTION

The following description of the Del-Air Investor Employee Ownership Plan and Trust f/k/a Employee Stock Ownership Plan and Trust for the Employees of Del-Air Heating, Air Conditioning & Refrigeration, Inc. (the "Plan") provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan, which was created on January 1, 2005 by Del-Air Heating, Air Conditioning & Refrigeration, Inc. (the "Company") and subsequently amended, is classified as a defined-contribution Plan. The Plan covers previously employed individuals who were age 21 or older with at least one year of service with the Company. The Plan was designed to operate as a leveraged employee stock ownership plan (the "ESOP") and was designed to comply with Section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code ("IRC") of 1986, as amended, and is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"). The Plan is administered by the Plan Trustee, James Urbach.

The major shareholders sold their remaining 29,493,460 shares of Class A common stock to the ESOP on December 18, 2015. The ESOP purchased the shares from the Company's major shareholders with proceeds of loans obtained from the Company by executing installment loan agreements on December 18, 2015, totaling $13,270,000 (see Note 6). As the debt was being repaid, unallocated shares were released and were allocated to individual accounts as of the end of each fiscal year.

Effective September 1, 2022, the Plan was amended to terminate the ESOP Committee and provide that all employer securities held by the Trust shall be voted by the Trustee.

Effective November 2, 2022, the Plan sold its stock of the Company to ACP HVAC Holding, LLC, (the "ACP") an affiliate of Astara Capital Partners (the "Buyer") and received $6,000,000 and 11,474,159 of Class C Common Units of the ACP's shares as consideration for the sale of its Company stock. The Class C Common Units received represent approximately 24% of the total common member equity of ACP. The Rights of Class C Common Units are set forth in the Parent LLC Agreement.

NOTE 1 - PLAN DESCRIPTION *(Continued)*

As part of the sale of the Company stock, the Plan was amended effective October 28, 2022, to provide for the following:

1. Investments in participants accounts changed from the Company stock to cash and stock of the Plan's two newly created subsidiary corporations, Del-Air Employee Investors I, Inc. and Del-Air Employee Investors II, Inc. (the "Subsidiaries") which own the Class C Common Units of the Buyer. The Subsidiaries became the sponsors of the Plan instead of the Company.
2. All individuals who were participants in the Plan as of December 31, 2021, vested 100% in their account balances.
3. The Plan was frozen to new participants and all assets of the plan are to be allocated to the accounts of current participants. No further contributions will be made to the Plan by the Plan sponsor.
4. The Plan and Subsidiaries retained and segregated in a separate deposit account approximately $2,000,000 of the cash proceeds (the "ESOP Obligations Fund") to satisfy Plan obligations. Plan obligations include, but are not limited to, Plan participant stock repurchase obligations, customary and reasonable administrative expenses of Plan paid to the Plan trustee and third-party service providers.
5. Participants received a pro rata allocation of the remaining cash (approximately $4 million) received from the sale based on account balances as of October 28, 2022. Allocations to participant accounts were made before the end of 2022 and were available for withdrawal in early 2023.
6. Each plan year, beginning in the 2023 plan year, participants will have a 30-day window in which they can elect to receive part or all of the cash allocated to their account as of the prior December 31.
7. For all active Participants on October 28, 2022, distributions of the allocated stock portion of their accounts will be made at fair value and are to begin in 2028 and paid in no more than five equal annual installments.
8. Participants who had terminated prior to October 28, 2022 and had begun receiving distributions will continue to receive distributions until their account balances are zero.
9. The Subsidiaries received a limited put option with the Buyer.
10. The Buyer received a call option with the Subsidiaries.
11. The Plan's name changed to the Del-Air Investor Employee Ownership Plan and Trust.

Participant Accounts

Under the Plan, a separate account is maintained for each participant, and each participant's account is credited with an allocation of Subsidiaries shares held by the Plan, if any, and an allocation of Plan earnings or losses.

NOTE 1 - PLAN DESCRIPTION *(Continued)*

Allocation of Shares to Participant Accounts

On October 28, 2022, approximately 11,042,000 loan shares were released and allocated pro rata to participant accounts, on the basis of allocated shares in participant accounts. These shares were then exchanged on a pro rata basis for Subsidiary Shares. At December 31, 2022, there were no unallocated shares.

Eligibility

Prior to the sale of Company stock on October 28, 2022, employees of the Company and its participating employers were generally eligible to participate in the Plan after one year of service, providing they worked at least 1,000 hours during such plan year and attained age 21. Participants who did not have at least 1,000 hours of service during such plan year or were not employed on the last working day of such plan year were generally not eligible for an allocation of Company contributions for such year.

As part of the sale of the Company stock on October 28, 2022, the Plan was frozen to new participants.

Payment of Benefits

Generally, no distributions from the Plan were made until a participant retired, died, or otherwise terminated employment with the Company. Distributions on account of death, disability, or retirement were made the first year following the event. The Plan may force distributions of inactive participants with vested account balances of less than $1,000. The Plan, at its discretion, may forfeit distributable vested account balances that remain unpaid solely due to the inability to locate the participant after diligent efforts (as defined) are made. If a participant or beneficiary is located subsequent to such a forfeiture, the benefit shall be restored first from forfeitures and then from additional funding from the Subsidiaries, if needed. Distributions are made in the form of cash.

Under the provisions of the Plan, the Company had the right of first refusal to repurchase participant shares which had been distributed under the terms of the Plan as long as the shares were not publicly traded or if the shares are subject to trading limitations. During 2022, Plan participants requested share distributions worth approximately $253,000 from the Plan, the Subsidiaries funded the distributions in 2022 and 2023. At December 31, 2022 and 2021, the Plan recorded a contribution receivable from the Company of approximately $-0-, and $1,100,000, respectively. At December 31, 2022, the Plan recorded a receivable from the Subsidiaries of approximately $107,000 to fund distributions.

NOTE 1 - PLAN DESCRIPTION *(Continued)*

Voting Rights

Effective September 1, 2022, the Plan was amended to terminate the ESOP Committee and provide that all employer securities held by the Trust shall be voted by the Trustee. Prior to the termination of the ESOP Committee:

a) All employer securities held by the Trust were voted on by the Trustee at the direction of the ESOP Committee. If the ESOP Committee failed or refused to give the Trustee timely instructions, the Trustee would exercise its power to vote such Employer Securities. Provided however, any voting instructions given by the ESOP Committee to the Trustee were subject to the independent review of the Trustee as to whether such instructions were in accordance with ERISA and in the best interest of the participants and, based on such review, the Trustee would vote (or determine to withhold its vote) in a manner which differs from the instructions received from the ESOP Committee. Notwithstanding the foregoing, participants and/or beneficiaries were entitled to direct the voting of any employer securities allocated to their accounts with respect to any vote required for the approval or disapproval of any corporate merger or consolidation, recapitalization, reclassification, liquidation, dissolution, sale of substantially all the assets of a trade or business, or other similar transactions prescribed by Code Section 409(e) or regulations thereunder.

b) The Trustee would exercise the voting rights with respect to employer securities held in the suspense account as it in its sole discretion determined, except to the extent such exercise would, in the judgment of the Trustee, be imprudent or otherwise conflict with its understanding of its fiduciary responsibilities under ERISA.

Basis of Accounting

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

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Put Option

Under federal income tax regulations, employer stock held by the Plan and its participants that is not readily tradable on an established market or subject to trading limitations includes a put option. The put option is a right to demand that ACP 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 put option shall be exercisable after the Plan has used the $2,000,000 of ESOP Obligations Fund. The put option shall take place no more than 60 days nor less than 10 days after the delivery of the put notice. The purpose of the put option is to ensure that the Plan has the ability to ultimately to satisfy Plan obligations.

Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant of these estimates is the estimate of the value of the Plan's holdings in the Subsidiaries' Common Units or the Company's common stock. This value is based on an independent appraisal of the Subsidiaries' Common Units or the Company's common stock. The fair value of a unit of the Subsidiaries' Common Units was estimated to be approximately $0.08 at December 31, 2022. The fair value of a share of the Company's common stock was estimated to be approximately and $0.41 at December 31, 2021. Actual results could differ from those estimates.

Other Income

Subsidiary funding to the Plan is recorded in the period in which they become obligations of the Subsidiary.

Administrative Expenses

Certain expenses of the Plan were paid by the Plan's sponsor, including certain fees for custodial, legal, and accounting services.

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 were released from collateral and became allocated when the Plan's acquisition loans payable were settled in connection with the sale of the Company.

Investment Valuation and Income Recognition

The Plan's investment in the Subsidiaries Common Units or the Company's common stock is stated at estimated fair value and is maintained and allocated to each participant by FuturePlan, the Plan's third-party administrator. The investment in the Subsidiaries' Common Units or in Company stock has no active quoted market. Company management, the ESOP Committee, and an independent stock appraiser determined a combination of the income-based approach and the market-based approach to be the most appropriate methodology to estimate the fair value of the investment. Many factors, considerations and assumptions are included in this estimate including Subsidiaries' or Company projections, growth rates, execution risk factors, regulatory risk, etc.

Realized losses on investment transactions are recognized as incurred and is reflected in the Plan's statement of changes in net assets available for benefits as the difference between proceeds received and the carrying value. The realized loss on sale of common stock during the year ended December 31, 2022, was approximately $14,000,000.

The process of estimating the fair value of an investment that has no active quoted market requires a significant amount of judgment. The valuation methods used by the Plan may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. These favorable or unfavorable differences could be material. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a materially different fair value measurement at the reporting date.

Concentrations and Credit Risk

The Plan's investments are not insured by the Plan's Trustee, the Subsidiaries, Federal Deposit Insurance Corporation, or any other governmental agency; accordingly, the Plan is subject to the normal investment risks associated with employer stock and other similar types of investments that it may elect to invest in.

Financial instruments which potentially subject the Plan to concentrations of credit risk consist of the Plan's investments. The Plan's investments consisted entirely of common stock of companies that do not have an active quoted market and are exposed to various risks, such as interest rate, market, and credit risks, as well as valuation assumptions based on earnings, cash flows, and other techniques. Due to the level of risk associated with the investment in the common stock and to uncertainties inherent in estimates and assumptions, it is at least reasonably possible that changes in the value of the common stock will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets available for benefits.

Plan Termination

Although it has not expressed any intent to do so, the Subsidiaries have the right, under the Plan, to terminate the Plan subject to the provisions of ERISA.

Payment of Benefits

Benefits are recorded when paid.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES *(Continued)*

Investment Risk

The Plan's investments are not insured and are subject to credit and market risks.

The Plan's investment holdings consist solely of equity securities of two non-public companies. Investment securities are exposed to various risks, such as interest rate, market, and credit risks as well as valuation assumptions based on earnings, cash flows, and other techniques. Due to the level of risk associated with private investment securities that have no active market, and market volatility, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

Subsequent Events

In preparing the financial statements, the Plan's management has evaluated events and transactions for potential recognition through February 14, 2024, the date the financial statements were available to be issued.

NOTE 3 - INCOME TAX STATUS

The Plan is intended to be a qualified trust under the IRC and is subject to the provisions of ERISA. The Plan previously received a determination letter from the Internal Revenue Service dated September 13, 2017, stating that the Plan was qualified under the IRC and was, therefore, exempt from taxation. The Plan administrator believes the Plan is currently designed and operated in accordance with the applicable requirements of the IRC and, therefore, believe the Plan is qualified, and the related trust is tax exempt. Accordingly, no provision or liability for income taxes has been included in the Plan's financial statements.

NOTE 4 - INVESTMENTS

The Plans investments in common units (stock) at December 31, 2022 and 2021, are as follows:

	December 31, 2022		December 31, 2021	
	Allocated	**Unallocated**	Allocated	Unallocated
Cost	**$ 4,364,221**	**$ -**	$ 35,688,938	$ 9,056,609
Market	**$ 4,364,221**	**$ -**	$ 17,839,571	$ 4,527,061
Number of Common Shares	**54,552,760**	**-**	43,511,147	11,041,613

NOTE 5 - FAIR VALUE MEASUREMENT

The fair value of financial instruments is presented based upon a hierarchy of levels that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. The three levels of the fair value hierarchy under current accounting principles generally accepted in the United States of America 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 to the valuation methodology that are observable, either directly or indirectly, such as quoted prices for similar assets or liabilities; quoted prices in markets that are not active; or other inputs that are observable or can be corroborated by observable market data for substantially the full term of the assets or liabilities. If the asset or liability has a specified (contractual) term, the Level 2 input must be observable for substantially the full term of the asset or liability.

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

The following tables set forth by level, within the fair value hierarchy, the Plan's investments recorded at fair value as of December 31, 2022 and 2021:

	December 31, 2022	
	Level 3	**Total**
Assets:		
Del-Air Employee Investor I, Inc. & Del-Air Employee Investor II, Inc. Common Units	**$ 4,364,221**	**$ 4,364,221**

	December 31, 2021	
	Level 3	Total
Assets:		
Del-Air Heating, Air Conditioning & Refrigeration, Inc. Common Stock	$ 22,366,632	$ 22,366,632

NOTE 5 - FAIR VALUE MEASUREMENT *(Continued)*

The following tables present a summary of changes in the Plan's Level 3 assets for the years ended December 31, 2022 and 2021:

	2022	2021
Company Common Stock:		
Beginning balance	**$ 22,366,632**	$ 45,824,318
Sale of Company Stock:		
Proceeds	**(8,314,221)**	-
Realized loss	**(14,052,411)**	-
Unrealized (depreciation)/appreciation	**-**	(23,457,686)
Ending balance	**$ -**	$ 22,366,632

	2022	2021
Class C Common Units:		
Beginning balance	**$ -**	$ -
Receipt of ACP Class C Common Units	**4,364,221**	-
Ending balance	**$ 4,364,221**	$ -

NOTE 6 - ACQUISITION LOANS PAYABLE

In 2015, the Plan entered into an agreement to purchase 25,059,360 shares of class A Common stock owned by Robert G. Dello Russo and Diane M. Dello Russo for a purchase price of $13,270,000. The purchase was financed through the issuance of a $5,000,000 payable to the Company ("Loan 1") and a $8,270,000 note payable to the Dello Russo's ("Loan 2"). Loan 2 was then transferred and assigned to the Company as creditor. All unallocated shares from this purchase served as collateral for the loans.

Loan 1 provided for the loan to be repaid annually over 30 years in installments of $242,406, including interest at an annual rate of 2.61%. Loan 2 provided for the loan to be repaid annually over 30 years in installments of $400,939, including interest at an annual rate of 2.61%.

The debt has been settled in connection with the sale of the Company. For the year ended December 31, 2022, the Plan recorded a gain on forgiveness of acquisition loans payable in the Statement of Changes in Net Assets Available for Benefits.

NOTE 7 - RELATED-PARTY AND PARTY-IN-INTEREST TRANSACTIONS

The Plan owns 100% of the Subsidiaries' common stock. This is a related-party and party-in-interest transaction.

NOTE 8 - CONTINGENCIES

In connection with the sale of the Plan's stock of the Company to the Buyer, a class action lawsuit has been brought against the Buyer, the Plan's Trustee, and the Company's board of directors (collectively, the "Defendants"). The complaint filed by certain participants of the Plan (the "Complainants") allege the following:

1. The Defendants forced the Plan to sell control of the Company for less than fair market value.
2. The Defendants looked out for their own interests instead of the interest of Del-Air employees.
3. The Defendants failed to satisfy their fiduciary duties and violated ERISA rule and regulations.

The Complainants wish to remedy the Defendants alleged unlawful conduct, recover losses to the Plan, and prevent future harm to the Plan and obtain appropriate relief. The Plan Trustee and Plan management believe the Complainants allegations are unfounded and that they have meritorious defenses to the allegations. The Claimants counsel stayed lawsuit pending the administrative process and have not reinstituted the case since the Defendants provided their response.

SUPPLEMENTAL INFORMATION

DEL-AIR INVESTOR EMPLOYEE OWNERSHIP PLAN AND TRUST f/k/a EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST FOR EMPLOYEES OF DEL-AIR HEATING, AIR CONDITIONING & REFRIGERATION, INC.

FORM 5500, SCHEDULE H, LINE 4(i) -
SCHEDULE OF ASSETS (HELD AT END OF YEAR)
EIN: 92-0824583
Plan Number: 001

December 31, 2022

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment # Shares	(d) Cost	(e) Current Value
*	Del-Air Employee Investor I, Inc. and Del-Air Employee Investor II, Inc.	Common Stock 54,552,760 aggregate shares	$ 4,364,221	$ 4,364,221

* *Party-in-interest*

See Independent Auditor's Report.

Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2022

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2022 or fiscal plan year beginning 01/01/2022 and ending 12/31/2022

A This return/report is for:
- ☐ a multiemployer plan
- ☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)
- ☒ a single-employer plan
- ☐ a DFE (specify) ____

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

C If the plan is a collectively-bargained plan, check here. . . . . ▶ ☐

D Check box if filing under:
- ☐ Form 5558
- ☐ automatic extension
- ☐ the DFVC program
- ☒ special extension (enter description) Hurricane Idalia extension

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
Del-Air Investor Employee Ownership Plan

1b Three-digit plan number (PN) ▶ 001

1c Effective date of plan 01/01/2005

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)

Del-Air Employee Investor I Corp.

1052 Bloomsbury Run

Heathrow FL 32746

2b Employer Identification Number (EIN) 92-0824583

2c Plan Sponsor's telephone number 407-333-2665

2d Business code (see instructions) 238220

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	Thomas E Margio	2/14/24	Tom Margio
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3b Administrator's EIN

3c Administrator's telephone number

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

a Sponsor's name Del-Air Heating, Air-Conditioning & Refrigeration, Inc.

c Plan Name Employee Stock Ownership Plan and Trust for the Employees of Del-Air Heating, Air Conditioning and Refrigeration, Inc.

4b EIN 59-2280231

4d PN 002

5	Total number of participants at the beginning of the plan year	1,109
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	485
a(2)	Total number of active participants at the end of the plan year	0
b	Retired or separated participants receiving benefits	150
c	Other retired or separated participants entitled to future benefits	860
d	Subtotal. Add lines **6a(2)**, **6b**, and **6c**.	1,010
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.	18
f	Total. Add lines **6d** and **6e**.	1,028
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	1,028
h	Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	0
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	

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

2I 2O 2Q 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)** [ ] **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_____

DEL-AIR INVESTOR EMPLOYEE OWNERSHIP PLAN AND TRUST f/k/a EMPLOYEE STOCK OWNERSHIP PLAN AND TRUST FOR EMPLOYEES OF DEL-AIR HEATING, AIR CONDITIONING & REFRIGERATION, INC.

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* *Party-in-interest*

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