

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2022 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2022 or fiscal plan year beginning 07/01/2022 and ending 06/30/2023	
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.) ☒ a single-employer plan ☐ a DFE (specify) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan BOYS AND GIRLS CLUBS OF THE TENNESSEE VALLEY 401(K) RETIREMENT PLAN	1b	Three-digit plan number (PN) ▶ 001
		1c	Effective date of plan 10/26/1943
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) BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 967 IRWIN STREET KNOXVILLE, TN 37917	2b	Employer Identification Number (EIN) 62-0475743
		2c	Plan Sponsor's telephone number 865-544-3825
		2d	Business code (see instructions) 624410

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.	04/09/2024	MELISSA BIRKHOZ
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name		4b EIN 4d PN
5 Total number of participants at the beginning of the plan year		5 151
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) 119
a(2) Total number of active participants at the end of the plan year		6a(2) 149
b Retired or separated participants receiving benefits		6b 7
c Other retired or separated participants entitled to future benefits.....		6c 25
d Subtotal. Add lines 6a(2) , 6b , and 6c		6d 181
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.		6e 0
f Total. Add lines 6d and 6e		6f 181
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....		6g 114
h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested.....		6h 5
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: 2T 2E 2J 2K 2G 3D 2F		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 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 C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2022
		This Form is Open to Public Inspection.

For calendar plan year 2022 or fiscal plan year beginning 07/01/2022 and ending 06/30/2023	
A Name of plan BOYS AND GIRLS CLUBS OF THE TENNESSEE VALLEY 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY	D Employer Identification Number (EIN) 62-0475743

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

1 Information on Persons Receiving Only Eligible Indirect Compensation

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
THE TRUST COMPANY OF TENNESSEE
62-1291257

(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)

THE TRUST COMPANY OF TENNESSEE

62-1291257

(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?
15 21 37 64 17 24 38 65 19 27 50	NONE	38057	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(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:	H G & A ASSOCIATES	b EIN:	62-1206753
c Position:	CPA FIRM		
d Address:	6504 DEANE HILL DRIVE KNOXVILLE, TN 37919	e Telephone:	865-673-0844

Explanation: H G & A ASSOCS HAS MERGED WITH PYA LLC. PYA LLC IS DOING THE 6/30/2023 AUDIT.

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
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For calendar plan year 2022 or fiscal plan year beginning 07/01/2022 and ending 06/30/2023		
A Name of plan BOYS AND GIRLS CLUBS OF THE TENNESSEE VALLEY 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY		
D Employer Identification Number (EIN) 62-0475743		

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: FEDERATED CAPITAL PRESERVATION FUND			
b Name of sponsor of entity listed in (a): FEDERATED INVESTORS TRUST COMPANY			
c EIN-PN 22-2712853-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	
a Name of MTIA, CCT, PSA, or 103-12 IE:			
b Name of sponsor of entity listed in (a):			
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)	

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

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

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

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection
For calendar plan year 2022 or fiscal plan year beginning 07/01/2022 and ending 06/30/2023		
A Name of plan BOYS AND GIRLS CLUBS OF THE TENNESSEE VALLEY 401(K) RETIREMENT PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY	D Employer Identification Number (EIN) 62-0475743	

Part I	Asset and Liability Statement		
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash.....		1a	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....		1b(1)	171059
(2) Participant contributions.....		1b(2)	0
(3) Other.....		1b(3)	29501
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....		1c(1)	9816
(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)	82562
(9) Value of interest in common/collective trusts.....		1c(9)	0
(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)	4230161
(14) Value of funds held in insurance company general account (unallocated contracts).....		1c(14)	
(15) Other		1c(15)	

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	4523099	5235660

Liabilities

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

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	4523099	5235660
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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)	323726	
(B) Participants	2a(1)(B)	138954	
(C) Others (including rollovers)	2a(1)(C)	1835	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		464515
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	18	
(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)	3434	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		3452
(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)	109366	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		109366
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(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)		400141
c Other income	2c		66
d Total income. Add all income amounts in column (b) and enter total	2d		977540
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	226922	
(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)		226922
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	17433	
(2) Contract administrator fees	2i(2)	20624	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		38057
j Total expenses. Add all expense amounts in column (b) and enter total	2j		264979
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		712561
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **PYA, LLC**

(2) EIN: **62-1517792**

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

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

Part IV Compliance Questions

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

During the plan year:

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

	Yes	No	Amount
4a		X	

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

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

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

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

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

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2022 This Form is Open to Public Inspection.
For calendar plan year 2022 or fiscal plan year beginning 07/01/2022 and ending 06/30/2023		
A Name of plan BOYS AND GIRLS CLUBS OF THE TENNESSEE VALLEY 401(K) RETIREMENT PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY		D Employer Identification Number (EIN) 62-0475743
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): 46-2345389		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....		6a
b Enter the amount contributed by the employer to the plan for this plan year.....		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box..... ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock?..... ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)..... ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?..... ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2022 v. 220413		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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



Financial Statements and Supplemental Schedule

***Boys & Girls Clubs of the Tennessee Valley
401(k) Plan***

Years Ended June 30, 2023 and 2022

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN

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INDEPENDENT AUDITOR'S REPORT

To the Plan Sponsor of the Boys &
Girls Clubs of the Tennessee Valley:

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

We have performed an audit of the financial statements of Boys & Girls Clubs of the Tennessee Valley 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of June 30, 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.

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

Management has obtained certification from a qualified institution as of and for the year ended June 30, 2023, stating that the certified investment information, as described in Note E to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America.

- The information in the accompanying financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our 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 Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Other Matter - Report on the 2022 Financial Statements

The financial statements of the Plan for the year ended June 30, 2022 were audited by another auditor who expressed an unmodified opinion on those statements on April 6, 2023.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with accounting principles generally accepted in the United States of America, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error. Management's election of the ERISA Section 103(a)(3)(C) audit does not affect management's responsibility for the financial statements.

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to maintain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule, Schedule H, Line 4i - Schedule of Assets Held at Year End as of June 30, 2023, is presented for the purpose of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

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

PYA, P.C.

Knoxville, Tennessee
April 4, 2024

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN***Statements of Net Assets Available for Benefits***

	<i>June 30,</i>	
	<i>2023</i>	<i>2022</i>
ASSETS		
Cash and cash equivalents	\$ 18	\$ 9,816
Investments, at fair value	4,929,852	4,230,161
Total cash equivalents and investments	4,929,870	4,239,977
Receivables:		
Employer contributions	234,096	171,059
Notes receivable from participants	71,692	82,562
Accrued interest and dividends	-	29,500
Total receivables	305,788	283,121
NET ASSETS AVAILABLE FOR BENEFITS	\$ 5,235,658	\$ 4,523,098

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN***Statement of Changes in Net Assets Available for Benefits***

	<i>Year Ended June 30, 2023</i>
ADDITIONS:	
Investment income:	
Net appreciation in fair value of investments	\$ 400,140
Interest and dividends	109,384
	<u>509,524</u>
Interest income on notes receivable from participants	<u>3,434</u>
Contributions:	
Participants	138,954
Employer	323,727
Rollovers from other qualified plans	1,835
Other	66
	<u>464,582</u>
TOTAL ADDITIONS	<u>977,540</u>
DEDUCTIONS:	
Distributions to participants, including direct rollovers	226,923
Fees and commissions	38,057
TOTAL DEDUCTIONS	<u>264,980</u>
NET INCREASE	712,560
NET ASSETS AVAILABLE FOR BENEFITS:	
BEGINNING OF YEAR	<u>4,523,098</u>
END OF YEAR	<u>\$ 5,235,658</u>

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN

Notes to Financial Statements

Years Ended June 30, 2023 and 2022

NOTE A--DESCRIPTION OF THE PLAN

The following description of Boys & Girls Clubs of the Tennessee Valley 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General: The Plan is a defined contribution plan sponsored by the Boys & Girls Clubs of the Tennessee Valley (the Organization). The Plan was established effective October 26, 1943, and was subsequently amended on January 30, 1991 and March 10, 1993 and restated on July 1, 2003 to conform the Plan to new tax laws. The Plan was amended, effective July 1, 2004 to change the normal retirement age for the Plan from 65 to 59 1/2 years of age. The Plan was also amended February 13, 2007, to change the vesting schedule from a 5-year cliff to a 3-year cliff due to changes in the Pension Protection Act, effective January 1, 2007. The Plan is subject to and complies with the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Effective October 1, 2009, the Money Purchase Plan was amended to a 401(k) Plan and the Plan name was changed. The amended plan allows eligible employees to make contributions of up to the maximum dollar limit which is set by law (\$22,500 for 2023 and \$20,500 for 2022). Employees who will attain age 50 before the end of the calendar year may elect to defer additional "catch-up" contributions up to the maximum dollar limit which is set by law (\$7,500 for 2023 and \$6,500 for 2022). The amendment does not require an employer contribution.

Effective November 15, 2013, the 401(k) Plan was restated to allow participants to borrow from their fund accounts with a maximum number of loans outstanding at two per participant. Effective January 1, 2014, the 401(k) Plan was amended to include (a) a change to a calendar fiscal year beginning January 1, 2014; (b) a change from 10% employer contribution to a tiered plan consisting of a 7% profit sharing contribution (7% for 10+ years, 5% for 5-9 years, and 3% for 1-4 years) with a 3% match, and (c) forfeitures to be used to reduce the profit sharing owed by the Plan Sponsor. Effective July 1, 2016, the maximum number of loans outstanding per participant at any one time is one.

Effective July 1, 2016, the 401(k) Plan was amended to allow Roth contributions which are elective deferral contributions that are made in the same manner as pre-tax elective deferral contributions but on an after-tax basis.

Effective June 30, 2020, the 401(k) Plan was amended for a change to a fiscal year end of June 30, beginning with a short plan year of January 1, 2020, and ending June 30, 2020. An amendment and restatement of the Plan, effective January 1, 2022, was made for the removal of annuity options except for the transfer of funds and for the matching formula change from discretionary to fixed for 100% of compensation.

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN

Notes to Financial Statements - Continued

Years Ended June 30, 2023 and 2022

Effective January 1, 2023, the 401(k) Plan was amended and restated to change the service requirement for Plan participation from 1,000 hours of service in a one-year period to 500 hours of service in a sixth month period, and to change the entry date for plan participation to the first day of the calendar month following eligibility.

Participation: All employees are eligible to participate in the Plan for the purposes of making contributions, receiving matching employer contributions, and receiving profit sharing contributions if they have completed twelve months of service, 1,000 hours of service and have also attained age 21. One year of service in the Plan is defined as at least 1,000 or more hours of service in twelve consecutive months. As already noted above, effective January 1, 2023 eligibility changed to 500 hours of service in a sixth month period.

Contributions: Each active participant may elect to make a tax deferred contribution to the Plan through payroll deduction in an amount up to one hundred percent (100%) of his/her compensation subject to Internal Revenue Service limitations set by law.

The Organization may make a matching contribution to the Plan based on an allocation formula determined by the Organization. The Organization may also, in its sole discretion, make a profit-sharing contribution for all eligible participants of the Plan. Forfeitures of terminated participants' non-vested accounts may be used to reduce employer profit sharing contributions. At June 30, 2023 and 2022, the Plan had available forfeitures of \$18 and \$9,816, respectfully. For the year ended June 30, 2023, the Plan used \$9,824 of forfeitures and interest earned on the available forfeitures to reduce its profit sharing contribution.

Participant Accounts: Each participant's account is credited with, if applicable, the participant's contribution, the Organization's discretionary matching and profit-sharing contributions, an allocation of Plan earnings and appreciation in the value of investments, and the amount of any personal transfer contributions or rollover contributions. The benefit to which a participant is entitled is the benefit that can be provided from the participant's account. The participants have several investment options into which they may direct contributions.

Vesting: Vesting refers to participants earning or acquiring a non-forfeitable right to the full amount of their account. Any elective deferrals, rollover contributions, transfer contributions, and account earnings or losses are 100% vested. Organization matching and profit-sharing contributions are fully vested upon three or more years of service. A participant will become automatically vested in their account balance if they attain normal retirement age or if employment is terminated due to disability or death. If the Plan is terminated, the participants will automatically become vested in their account balances.

Benefits and Withdrawals: Participants are eligible to receive their vested benefits upon retirement, death, disability, or termination of employment. Upon becoming eligible to receive benefits for any reason other than death, a participant may choose the form of payment. Otherwise,

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN

Notes to Financial Statements - Continued

Years Ended June 30, 2023 and 2022

the payment will be made in the form of a lump sum distribution to the participant. If the participant's vested account balance does not exceed \$1,000, a lump sum payment will be made. If the vested amount exceeds \$1,000, the participant must consent to any distribution of their account balance. Upon death, the participant's beneficiary will become entitled to receive the participant's vested account balance.

Participants that have attained the age of 59½ and are 100% vested may receive an in-service distribution. Participants may receive a distribution from their rollover contribution at any time.

Notes Receivable from Participants: Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or one-half the present value of their vested account balance. The Participant's vested account balance (up to 50%) will serve as collateral for the loan and bear interest at a rate of 4.25% to 9.25%. Loans must be repaid over a period up to five years unless the loan is used to acquire a principal residence. Loan fees may be charged against the Participant's fund account. The maximum number of loans outstanding at any one time by a participant at June 30, 2023 is one.

NOTE B--SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting: The accompanying financial statements have been prepared on the accrual basis of accounting and present net assets available for benefits and changes in those net assets.

Cash Equivalents: The policy of the Plan is to treat all highly liquid debt instruments with an original maturity of three months or less as cash equivalents. At June 30, 2023 and 2022, the Plan had on deposit \$18 and \$9,816, respectively, from accumulated forfeitures of non-vested balances of terminated participants and related earnings. These funds are available on a daily basis.

Trust Fund Management: The Trust Company operates as the trustee and investment fiduciary for the Plan. Under the terms of the trust agreements, the trustee and investment fiduciary are responsible for the safekeeping of assets in the trust funds and the maintenance of records relating to receipts and disbursements from the trust funds. The trustee and investment fiduciary invests funds and makes payments from the trust funds as directed by the Plan Sponsor. All investment information in the accompanying financial statements, including investment income information, is based on data certified as complete and accurate by The Trust Company.

Use of Estimates: Management of the Plan has made certain estimates and assumptions relating to the reporting of assets and liabilities and the disclosure of contingent assets and liabilities to prepare these financial statements in conformity with accounting principles generally accepted in the United States of America. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition: Plan investments are recorded at fair value using price evaluations provided by a pricing service. Fair value is the price that would be received

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN

Notes to Financial Statements - Continued

Years Ended June 30, 2023 and 2022

to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. Investment income is made up of interest and dividends and appreciation (depreciation) of investments. Interest is recorded on an accrual basis and dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Plan Operating Expenses: In 2023 and 2022, the audit and administrative expenses were paid by the Plan.

Payment of Benefits: Benefits are recorded when paid.

Notes Receivable from Participants: Loans to participants are measured at their unpaid principal balances plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. As of June 30, 2023 and 2022, no allowance for credit losses has been recorded. If a participant does not make loan repayments per Plan requirements, the loan will be deemed in default and the entire balance of the loan will be immediately due and the entire balance will be treated as a taxable distribution.

NOTE C--PLAN TERMINATION

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

NOTE D--FINANCIAL INFORMATION CERTIFIED BY THE PLAN TRUSTEE

The Plan Trustee has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Accordingly, the amounts for investment assets and transactions in those assets included in the accompanying financial statements and supplemental schedule as of June 30, 2023 and 2022 have been prepared from statements certified as complete and accurate by the Plan Trustee – the Trust Company - in accordance with DOL regulations. Investment information certified by the Trustee not subjected to any auditing procedures performed by the Plan's independent public accountants included:

- The cash and cash equivalents and investments as shown in the accompanying Statements of Net Assets Available for Benefits of \$4,929,870 and \$4,239,977 as of June 30, 2023, and 2022, respectively.
- Net appreciation in fair value of investments of \$400,140 and interest and dividends of \$109,384.

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN

Notes to Financial Statements - Continued

Years Ended June 30, 2023 and 2022

- All investment-related information in the accompanying supplemental schedule: Schedule H, item 4i - Schedule of Assets Held at Year Ended June 30, 2023.

NOTE E--FAIR VALUE MEASUREMENTS/INVESTMENTS

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: *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 and have the highest priority, *Level 2* inputs to the valuation methodology included quoted prices from similar assets and liabilities in active markets, quoted prices for identical or similar assets and liabilities in inactive markets, inputs other than quoted prices that are observable for the asset or liability, and inputs that are derived principally from or are corroborated by observable market data by correlation or other means, and *Level 3* inputs to the valuation methodology are unobservable and significant to the fair value measurement and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. The Level 1 fair values are based on quoted net asset values of the shares held by the Plan at each year end. There were no Level 2 or Level 3 inputs for the Plan at either year-end.

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 relevant observable inputs and minimize the use of unobservable inputs.

The valuation methods described in Note B may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions could result in a different fair value measurement at the operating date. There have been no changes in the methodologies used at June 30, 2023 and 2022.

Fair value measurement inputs for investments, by level within the fair value hierarchy, held at June 30, 2023 and 2022 were as follows:

	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Investment at fair value as of June 30, 2023				
Cash and cash equivalents	\$ 18	\$ -	\$ -	\$ 18
Mutual funds - registered investment companies	4,929,852	-	-	4,929,852
	<u>\$ 4,929,870</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,929,870</u>

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN

Notes to Financial Statements - Continued

Years Ended June 30, 2023 and 2022

	<i>Level 1</i>	<i>Level 2</i>	<i>Level 3</i>	<i>Total</i>
Investment at fair value as of June 30, 2022				
Cash and cash equivalents	\$ 9,816	\$ -	\$ -	\$ 9,816
Mutual funds - registered investment companies	4,230,161	-	-	4,230,161
	<u>\$ 4,239,977</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 4,239,977</u>

All Plan investments are at the sole discretion of the Plan participants.

NOTE F--RISKS AND UNCERTAINTIES

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

NOTE G--FAIR VALUE OF FINANCIAL INSTRUMENTS

At June 30, 2023 and 2022, the Plan had receivables of \$305,788 and \$283,121, respectively. The carrying value of these financial instruments approximates their estimated fair values at June 30, 2023 and 2022, due to their relatively short maturities.

NOTE H--INCOME TAXES

The original Plan received a favorable determination letter from the Internal Revenue Service stating that it is qualified under provisions of Section 401(a) of the Internal Revenue Code. The Plan obtained its latest determination letter dated June 30, 2020, in which the Internal Revenue Service recognized the Plan as exempt from federal income taxes under Section 501(a) of the Internal Revenue Code. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC and, therefore, believe the Plan is qualified, and the related trust is tax exempt.

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 authorities; however, there are currently no audits for any tax periods in progress.

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN

Notes to Financial Statements - Continued

Years Ended June 30, 2023 and 2022

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

Parties-in-interest are defined under DOL regulations as any fiduciary of the Plan, any party rendering services to the Plan, the employer, and certain others. The Plan holds cash with the Trustee, and therefore, these transactions and the Plan's payment of administrative fees, recordkeeping fees, and investment management fees to the Trustee qualify as party-in-interest transactions. Fees paid by the Plan to the Trustee totaled \$38,057 for the year ended June 30, 2023.

NOTE J--SUBSEQUENT EVENTS

Subsequent events have been evaluated through the date of the Independent Auditor's Report, which is the date the financial statements were available to be issued. During this period, management did not note any material recognizable subsequent events that required recognition or disclosure in the financial statements.

Supplemental Schedule

BOYS & GIRLS CLUBS OF THE TENNESSEE VALLEY 401(k) PLAN

Schedule H, Line 4i - Schedule of Assets at Year End

EIN: 62-0475743

PN: 001

June 30, 2023

(a)	(b) Identity of Issue	(c) Description of Investment	(d) Number of Shares	(e) Current Value
Investments:				
	Money Market Funds	JP Morgan US Govt Mmkt Capital	18.070	\$ 18
	Bond	Metropolitan West Intermediate Bond I	1,693.541	15,834
	Bond	Blackrock Strategic Income Opps K	1,625.573	14,939
	Equity	Conestoga Small Cap Inst'l	901.955	64,003
	Balanced	BlackRock Lifepath Index 2025 Fund K	21,831.178	315,461
	Balanced	BlackRock Lifepath Index 2030 Fund K	21,805.008	336,887
	Balanced	BlackRock Lifepath Index 2035 Fund K	37,631.499	627,693
	Equity	BlackRock Lifepath Index 2040 Fund K	66,771.807	1,181,861
	Equity	BlackRock Lifepath Index 2045 Fund K	39,556.109	743,259
	Equity	BlackRock Lifepath Index 2050 Fund K	15,488.238	300,627
	Equity	BlackRock Lifepath Index 2055 Fund K	16,334.456	326,036
	Equity	BlackRock Lifepath Index 2060 Fund K	3,763.155	67,022
	Equity	BlackRock Lifepath Index 2065 Fund K	699.442	8,757
	Balanced	BlackRock Lifepath Index Retirement Fund K	16,749.805	214,900
	Bond	JP Morgan Core Bond R6	1,560.305	15,915
	Bond	Vanguard Inflation-Protected Sec Fd Admiral	127.908	2,978
	Equity	Vanguard Growth Index Admiral	469.243	68,359
	Equity	Vanguard 500 Index Fd #540 Adm Shs	468.729	192,441
	Equity	Nationwide WCM Focused Small Cap R6	2,451.541	73,252
	Equity	Fidelity Real Estate Index Fund	2,923.221	43,731
	International Equity	Goldman Sachs GQG Ptnrs Intl Opps R6	3,636.945	66,702
	International Equity	Schroders International Multi-Cap Value	7,094.947	65,841
	International Equity	JP Morgan Emerging Markets Equity R6	3,910.464	117,040
	Equity	Vanguard Value Index Admiral #506	1,196.140	66,314
				4,929,870
*	Participant loans - rates charged from 4.25% to 9.25% (included in receivables)			71,692
				\$ 5,001,562

*Denotes party-in interest.

SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES AT 6/30/2023

PLAN NAME: **BOYS & GIRLS CLUBS OF TENNESSEE VALLEY 401(K) PLAN**
 THREE DIGIT PLAN NUMBER: **001**
 PLAN SPONSOR'S NAME: **BOYS & GIRLS CLUBS OF TENNESSEE VALLEY**
 EMPLOYER IDENTIFICATION NUMBER: **62-0475743**

	(B) IDENTITY OF ISSUE, BORROWER, LESSOR , OR SIMILAR PARTY	(C) DESCRIPTION OF INVESTMENT INCLUDING MATURITY DATE, RATE OF INTEREST, COLLATERAL, PAR OR MATURITY VALUE	(D) COST	(E) CURRENT VALUE
(A)	BlackRock Lifepath Index 2025 Fund K	21,831.178 Shares of Registered Investment Co	n/a	315,460.52
	BlackRock Lifepath Index 2030 Fund K	21,805.008 Shares of Registered Investment Co	n/a	336,887.37
	BlackRock Lifepath Index 2035 Fund K	37,631.499 Shares of Registered Investment Co	n/a	627,693.40
	BlackRock Lifepath Index 2040 Fund K	66,771.807 Shares of Registered Investment Co	n/a	1,181,860.98
	BlackRock Lifepath Index 2045 Fund K	39,556.109 Shares of Registered Investment Co	n/a	743,259.29
	BlackRock Lifepath Index 2050 Fund K	15,488.238 Shares of Registered Investment Co	n/a	300,626.70
	BlackRock Lifepath Index 2055 Fund K	16,334.456 Shares of Registered Investment Co	n/a	326,035.74
	BlackRock LifePath Index 2060 Fund K	3,763.155 Shares of Registered Investment Co	n/a	67,021.79
	BlackRock LifePath Index 2065 Fund K	699.442 Shares of Registered Investment Co	n/a	8,757.01
	BlackRock Lifepath Index Retirement Fund K	16,749.805 Shares of Registered Investment Co	n/a	214,900.00
	Blackrock Strategic Income Opps K	1,625.573 Shares of Registered Investment Co	n/a	14,939.02
	Conestoga Small Cap Inst'l	901.955 Shares of Registered Investment Co	n/a	64,002.73
	Fidelity Real Estate Index Fund	2,923.221 Shares of Registered Investment Co	n/a	43,731.39
	Goldman Sachs GQG Ptnrs Intl Opps R6	3,636.945 Shares of Registered Investment Co	n/a	66,701.57
	JP Morgan Core Bond R6	1,560.305 Shares of Registered Investment Co	n/a	15,915.11
	JP Morgan Emerging Markets Equity R6	3,910.464 Shares of Registered Investment Co	n/a	117,040.19
	Metropolitan West Intermediate Bond I	1,693.541 Shares of Registered Investment Co	n/a	15,834.61
	Nationwide WCM Focused Small Cap R6	2,451.541 Shares of Registered Investment Co	n/a	73,252.05
	Schroders International Multi-Cap Value	7,094.947 Shares of Registered Investment Co	n/a	65,841.11
	Vanguard 500 Index Fd #540 Adm Shs	468.729 Shares of Registered Investment Co	n/a	192,441.38
	Vanguard Growth Index Admiral	469.243 Shares of Registered Investment Co	n/a	68,359.32
	Vanguard Inflation-Protected Sec Fd Admiral	127.908 Shares of Registered Investment Co	n/a	2,977.70
	Vanguard Value Index Admiral #506	1,196.140 Shares of Registered Investment Co	n/a	66,314.00
	JPMorgan US Govt Mmkt Capital	18.070 Par Value Money Market Mutual Fund	n/a	18.07
	Boys & Girls Club Participant Loans	Interest Rate 4.25% - 9.25%	n/a	71,692.19