

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 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ 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 WILLISTON FINANCIAL GROUP LLC 401(K) PLAN
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 03/01/2011
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) WILLISTON FINANCIAL GROUP, LLC 12909 SW 68TH PARKWAY SUITE 350 PORTLAND, OR 97223
2b	Employer Identification Number (EIN) 27-1434397
2c	Plan Sponsor's telephone number 503-431-8533
2d	Business code (see instructions) 524150

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

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

SIGN HERE	Filed with authorized/valid electronic signature.	10/01/2024	MARY JANE CAPELLINO
	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 1561
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g(1) Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) g(2) Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested	6a(1) 1175 6a(2) 1138 6b 3 6c 380 6d 1521 6e 5 6f 1526 6g(1) 1485 6g(2) 1482 6h 67
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

2E 2F 2G 2J 2K 2S 2T 3D

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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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
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (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 2023 Form M-1 annual report. If the plan was not required to file the 2023 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
		2023
		This Form is Open to Public Inspection.

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan WILLISTON FINANCIAL GROUP LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 WILLISTON FINANCIAL GROUP, LLC	D Employer Identification Number (EIN) 27-1434397	

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
FIDELITY INVESTMENTS INSTITUTIONAL
04-2647786

(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)

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 60 64 65	RECORDKEEPER	141507	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

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

MORGAN STANLEY GLOBAL BANKING OPER

26-4310632

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27	INVESTMENT ADVISOR	35213	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

DELAP

93-0418710

(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?
10	ACCOUNTANT/A UDITOR	20000	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BLKRK HI YLD BD INST - BNY MELLON 500 ROSS STREET 15253-4426 PITTSBURGH, PA 53442	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
BR ADV SC CORE INST - BNY MELLON I 500 ROSS STREET 15253-4426 PITTSBURGH, PA 53442	0.25%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COHEN & STEERS RLTY - SS&C GIDS, I 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.40%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
COL DIVIDEND INC I2 - COLUMBIA MGT PO BOX 219104 KANSAS CITY, MO 64121-9104	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DODGE&COX INTL STK I - SS&C GIDS, 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
DOUBLELINE CORE FI I - U.S. BANCOR 615 EAST MICHIGAN STREET, MILWAUKEE, WISCONSIN 53202 MILWAUKEE, WI 53201	0.15%	

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
FH TOTAL RTN BOND IS - SS&C GIDS, 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.15%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
GQG PTN EM MKT EQ I - SS&C GLOBAL 2000 CROWN COLONY DRIVE QUINCY, MA 02169	0.10%	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	60	0
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
INVS DEVELOP MKT Y - INVESCO INVES 11 GREENWAY PLAZA, SUITE 100 HOUSTON, TX 77046	0.25%	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan WILLISTON FINANCIAL GROUP LLC 401(K) PLAN	B Three-digit plan number (PN) ▶	001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 WILLISTON FINANCIAL GROUP, LLC	D Employer Identification Number (EIN) 27-1434397	

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)
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a Name of MTIA, CCT, PSA, or 103-12 IE: PIF MID CAP EQUITY I		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST COMPANY		
c EIN-PN 45-5114041-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2526727
a Name of MTIA, CCT, PSA, or 103-12 IE: INVESCO STBL VAL III		
b Name of sponsor of entity listed in (a): INVESCO TRUST COMPANY		
c EIN-PN 84-1142974-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2622645
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

Part II **Information on Participating Plans (to be completed by DFEs, other than DCGs)**

(Complete as many entries as needed to report all participating plans. DCGs must report each participating plan using Schedule DCG.)

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

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2023
		This Form is Open to Public Inspection

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan WILLISTON FINANCIAL GROUP LLC 401(K) PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 WILLISTON FINANCIAL GROUP, LLC	D Employer Identification Number (EIN) 27-1434397	

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	646	971
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	1687908	1874751
(9) Value of interest in common/collective trusts	1c(9)	2805639	5149372
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	56735788	72082046
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	61229981	79107140
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	61229981	79107140

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)	1078480	
(B) Participants	2a(1)(B)	9972549	
(C) Others (including rollovers)	2a(1)(C)	4370826	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		15421855
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	36	
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	105579	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		105615
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1668180	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1668180
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	0	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		591495
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		8702721
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		26489866

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	8405893	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		8405893
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		10094
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	141507	
(4) IQPA audit fees.....	2i(4)	20000	
(5) Investment advisory and investment management fees	2i(5)	35213	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		196720
j Total expenses. Add all expense amounts in column (b) and enter total	2j		8612707

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		17877159
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

(1) ☒ 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: **DELAP LLP**

(2) EIN: **93-0418710**

d The opinion of an independent qualified public accountant is **not attached** as part of Schedule H because:

(1) ☐ This form is filed for a CCT, PSA, DCG 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. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

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.)		☒	
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.)		☒	
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.)		☒	
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.)		☒	
e Was this plan covered by a fidelity bond?	☒		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?		☒	
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?		☒	
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?		☒	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	☒		
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.)		☒	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		☒	
l Has the plan failed to provide any benefit when due under the plan?		☒	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		☒	
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.			

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 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan WILLISTON FINANCIAL GROUP LLC 401(K) PLAN		B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 WILLISTON FINANCIAL GROUP, LLC		D Employer Identification Number (EIN) 27-1434397
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?..... ☐ Yes ☐ No		
11 a Does the ESOP hold any preferred stock? ☐ Yes ☐ No		
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No		
12 Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No		
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

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) and (b):	
a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%	
b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
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: _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No	
21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).	
☐ Design-based safe harbor method	
☐ "Prior year" ADP test	
☒ "Current year" ADP test	
☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q702438A</u> .	



Williston Financial Group

**401(k) Plan
Financial Statements and
Supplemental Schedule
Years Ended
December 31, 2023
and 2022**

Williston Financial Group LLC 401(k) Plan

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Independent Auditors' Report

To the 401(k) Planning Committee of the
Williston Financial Group LLC 401(k) Plan

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

We have performed audits of the financial statements of Williston Financial Group LLC 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (GAAP).
- The information in the accompanying financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that Management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.



Responsibilities of Management for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements 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 audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP.

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



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

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule, as listed in the accompanying table of contents, as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of Management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by 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).

DELAPE LLP

September 5, 2024

Williston Financial Group LLC 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets		
Investments at fair value	\$ 77,076,551	\$ 59,327,599
Receivables		
Participant contributions	325,894	244,469
Employer contribution	1,031,154	1,078,480
Notes receivable from participants	1,874,751	1,687,908
Total receivables	<u>3,231,799</u>	<u>3,010,857</u>
Net Assets Available for Benefits	<u>\$ 80,308,350</u>	<u>\$ 62,338,456</u>

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

Williston Financial Group LLC 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Additions (Subtractions) to Net Assets Attributed to		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 9,276,170	\$ (13,731,730)
Dividends	<u>1,744,898</u>	<u>1,600,698</u>
Total investment income (loss) - net	<u>11,021,068</u>	<u>(12,131,032)</u>
Interest income on notes receivable from participants	<u>105,579</u>	<u>70,425</u>
Contributions		
Participant salary deferrals	10,053,974	11,479,094
Employer	1,031,154	1,078,480
Participant rollovers	<u>4,370,826</u>	<u>867,324</u>
Total contributions	<u>15,455,954</u>	<u>13,424,898</u>
Total Additions - Net	<u>26,582,601</u>	<u>1,364,291</u>
Deductions from Net Assets Attributed to		
Benefits paid to participants	8,415,987	7,823,741
Administrative expenses	<u>196,720</u>	<u>192,639</u>
Total Deductions	<u>8,612,707</u>	<u>8,016,380</u>
Net Increase (Decrease)	17,969,894	(6,652,089)
Net assets available for benefits - beginning of year	<u>62,338,456</u>	<u>68,990,545</u>
Net Assets Available for Benefits - End of Year	<u><u>\$ 80,308,350</u></u>	<u><u>\$ 62,338,456</u></u>

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

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

1. Description of the Plan

The following description of the Williston Financial Group LLC 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established for the benefit of eligible employees of Williston Financial Group, LLC (the Employer). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Fidelity Management Trust Company ("the Trustee" or "Fidelity") is the appointed trustee of the Plan's assets. The Plan is administered by the Williston Financial Group LLC 401(k) Planning Committee, whose members are employees of the Employer. Participants may direct their contributions and account balances into various investment options offered by the Plan.

Eligibility

Prior to April 20, 2022, employees – other than those who were union employees, non-resident aliens, or temporary and seasonal employees – were eligible to participate in the Plan if they had completed three months of service. Effective April 20, 2022, employees – other than those who are union employees, non-resident aliens, on-call employees, interns, or temporary and seasonal employees – are eligible to participate in the Plan if they have completed three months of service. Qualifying employees may participate in the Plan on the first day of the month following the date that they meet the eligibility requirements.

Contributions

The Plan includes a salary deferral provision which provides for both pre-tax and after-tax Roth 401(k) contributions. Participants may elect to defer between 1% and 90% of their eligible compensation, subject to current Internal Revenue Code (IRC) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan includes an auto-enrollment provision, whereby all newly eligible employees are automatically enrolled in the Plan within 30 days of eligibility, unless they affirmatively elect not to participate in the Plan. Prior to April 20, 2022, automatically enrolled participants had their deferral rate initially set at 3% of their eligible compensation with annual increases of 1% each year up to a maximum deferral rate of 6%. Effective April 20, 2022, automatically enrolled participants have their deferral rate initially set at 3% of their eligible compensation with annual increases of 1% each year up to a maximum deferral rate of 10%. Such contributions are invested in a designated balanced fund until changed by the participant. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (i.e., rollover contributions). In addition, participants have the option to make in-plan Roth rollover contributions.

The Employer may elect to make matching contributions to the Plan. During each of the years ended December 31, 2023 and 2022, the Employer matched 25% of each participant's eligible deferrals, not to exceed \$1,250. In addition, the Employer may elect to make a discretionary nonelective contribution to the Plan. Nonelective contributions are allocated to each participant's account – whether the participant is eligible or not on the last day of the year – on a proportionate basis of eligible compensation for the year. The Employer did not make a discretionary nonelective contribution during the years ended December 31, 2023 and 2022. The Employer's contributions, if any, are generally paid to the Plan in an annual lump-sum following the Plan's year-end.

Participant accounts

Each participant's account is credited (charged) with the participant's contributions and allocations of (a) the Employer's contributions, (b) Plan earnings (losses), and (c) administrative expenses. Earnings (losses) for each investment fund are allocated to participants' accounts based on the individual participant's account balance as compared to the total balance of the related investment fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

Vesting

Participants are immediately 100% vested in their voluntary salary contributions, rollover contributions, and the actual earnings (losses) thereon. Vesting in the Employer's matching and nonelective contributions is based on years of service as follows:

<u>Years of Service</u>	<u>Nonforfeitable Percentage</u>
Less than 1	0%
1	20%
2	50%
3 or more	100%

In addition, upon death, disability, or retirement at age 65 or older, participants will immediately become 100% vested in their share of the Employer's contributions and the actual earnings (losses) thereon.

Forfeitures

As of December 31, 2023 and 2022, forfeited nonvested accounts were approximately \$95,000 and \$91,000, respectively. Forfeited accounts will first be used to pay Plan expenses and then to reduce future Employer contributions. During the years ended December 31, 2023 and 2022, forfeitures were used to pay Plan expenses of approximately \$58,000 and \$47,000, respectively.

Notes receivable from participants

Participants may elect to borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, reduced by the highest outstanding participant note receivable balance in the preceding one-year period. Notes receivable from participants are secured by the balances in the respective participants' accounts. Notes receivable from participants are generally repayable over a maximum of five years unless used to acquire the participant's principal residence, in which case the term may be extended up to 30 years. The notes receivable from participants bear interest at rates commensurate with local prevailing rates as determined by the plan administrator. The interest rates on notes receivable from participants outstanding as of December 31, 2023 ranged from 4.25% to 9.50%.

Benefits

On termination of service due to death, disability, or retirement, a participant (or their beneficiary) may elect to receive a distribution in the amount of their full vested account balance in the form of a lump-sum payment, annual installment payments over a specified period of time, or a rollover to an individual retirement account (IRA) or other qualified plan. Account balances of less than \$5,000 will be distributed even if a participant does not elect to initiate a distribution. In such cases, account balances of \$1,000 or less will be automatically distributed in a lump-sum payment and account balances between \$1,000 and \$5,000 will be rolled over into an IRA account set up on the participant's behalf. Upon reaching age 59½, participants may request in-service withdrawals of part or all of their vested account balance. Additionally, participants may request in-service withdrawals of part or the entire portion of their account attributable to funds transferred or rolled into the Plan from another qualified plan, including the related earnings (losses) thereon.

Hardship withdrawals

Participants who are still employed by the Employer are permitted to take withdrawals from their accounts under certain financial hardship conditions, as described in the Plan document.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

Administrative expenses

At the Employer's discretion, administrative expenses of the Plan may be paid directly by the Employer; certain other administrative expenses may be paid by the Plan. Expenses that are paid by the Employer are excluded from the accompanying financial statements. Fees related to the administration of notes receivable from participants are charged directly to the related participants' accounts and are included in administrative expenses in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are offset against net appreciation or included in net depreciation in fair value of investments in the accompanying statements of changes in net assets available for benefits.

2. Summary of Significant Accounting Policies

Basis of accounting

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

Use of estimates

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

Investment valuation

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's 401(k) Planning Committee determines the Plan's valuation policies utilizing information provided by the Plan's financial advisors. See Note 4 for discussion of fair value measurements.

Investment income recognition

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 or 2022. If a participant ceases to make loan repayments and the plan administrator deems the note receivable to be in default, the note receivable balance is reduced and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

Subsequent events

The plan administrator has evaluated, for potential recognition or disclosure in the financial statements, subsequent events that have occurred through September 5, 2024, which is the date that the financial statements were available to be issued.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

3. Certified Investments

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held as of December 31, 2023 and 2022, and net appreciation (depreciation) in fair value of investments, dividends, and interest income on notes receivable from participants for the years then ended, was obtained by Management and agreed to or derived from information certified as complete and accurate by the Trustee.

4. Fair Value Measurements

GAAP defines fair value, establishes a framework for measuring fair value, and requires certain disclosures about fair value measurements. The hierarchy of fair value valuation techniques under GAAP provides for three levels: Level 1 provides the most reliable measure of fair value, whereas Level 3, if applicable, generally would require significant management judgment. The three levels for categorizing assets and liabilities under GAAP's fair value measurement requirements are as follows:

- Level 1: Fair value of the asset or liability is determined using unadjusted quoted prices in active markets (that the Plan has the ability to access) for identical assets or liabilities;
- Level 2: Fair value of the asset or liability is determined using inputs other than quoted prices that are observable for the applicable asset or liability, either directly or indirectly, such as quoted prices for similar (as opposed to identical) assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and
- Level 3: Fair value of the asset or liability is determined using unobservable inputs that are significant to the fair value measurement and reflect the Plan's own assumptions regarding the applicable asset or liability.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value. There have been no changes in methodologies used as of December 31, 2023 and 2022.

Mutual funds – The fair value of mutual funds is based on the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trusts – The Plan's common collective trusts are the Invesco Stable Asset Trust (2023 and 2022) and the Principal PIF Mid Cap Equity I Fund (2023) which consist of fully benefit-responsive investment contracts and common stock, respectively. The value of the common collective trusts is based on the NAV as a practical expedient calculated based on the fair value of the underlying assets owned by the common collective trusts using the respective audited financial statements of the common collective trusts.

The methods above may produce fair value calculations that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan administrator believes that the valuation methods used by the Plan are appropriate and consistent with those used by other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in different fair value measurements as of the reporting date.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

The following tables set forth, by level within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2023 and 2022:

	Level 1	Level 2	Level 3	Total
2023				
Mutual funds	\$ 72,083,017	\$ -	\$ -	\$ 72,083,017
Total investments in the fair value hierarchy	<u>\$ 72,083,017</u>	<u>\$ -</u>	<u>\$ -</u>	72,083,017
Investments measured at NAV - common collective trusts				4,993,534
Total investments at fair value				<u>\$ 77,076,551</u>
2022				
Mutual funds	\$ 56,736,434	\$ -	\$ -	\$ 56,736,434
Total investments in the fair value hierarchy	<u>\$ 56,736,434</u>	<u>\$ -</u>	<u>\$ -</u>	56,736,434
Investments measured at NAV - common collective trust				2,591,165
Total investments at fair value				<u>\$ 59,327,599</u>

All of the Plan's investments provide for daily redemption at the prior day's ending NAV, with no advance notification requirements or significant redemption restrictions.

5. Related Party Transactions

Certain of the Plan's investments are invested in investments offered by Fidelity. Therefore, transactions involving these investments qualify as party-in-interest.

The Employer is the sponsor of the Plan and paid certain administrative expenses of the Plan during the years ended December 31, 2023 and 2022. In addition, the plan administrator is a participant in the Plan.

6. Plan Termination

Although it has not expressed any intent to do so, the Employer 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 the Plan's termination, participants would become 100% vested in their accounts.

7. Tax Status

The Plan adopted a prototype defined contribution retirement plan (the Prototype Plan) developed by Fidelity. The Internal Revenue Service (IRS) has determined and informed Fidelity by a letter dated June 30, 2020 that the Prototype Plan is designed in accordance with the applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

GAAP requires the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2023, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the accompanying financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax years in progress.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

8. Risks and Uncertainties

The Plan invests in various investment instruments which are exposed to certain risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the Plan's investments will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements and supplemental schedule.

9. Reconciliation of Financial Statements to the Form 5500

The following are reconciliations of net assets available for benefits and net increase (decrease) according to the financial statements to the Form 5500 as of and for the years ended December 31, 2023 and 2022:

	2023	2022
Net assets available for benefits according to the financial statements	\$ 80,308,350	\$ 62,338,456
Contributions receivable – end of year	(1,357,048)	(1,322,949)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – end of year	155,838	214,474
Net assets available for benefits according to the Form 5500	<u>\$ 79,107,140</u>	<u>\$ 61,229,981</u>
	2023	2022
Net increase (decrease) according to the financial statements	\$ 17,969,894	\$ (6,652,089)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – beginning of year	(214,474)	-
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – end of year	155,838	214,474
Contributions receivable – beginning of year	1,322,949	-
Contributions receivable – end of year	(1,357,048)	(1,322,949)
Net income (loss) according to the Form 5500	<u>\$ 17,877,159</u>	<u>\$ (7,760,564)</u>

Williston Financial Group LLC 401(k) Plan

Schedule H, Line 4i - Schedule of Assets

(Held at End of Year)

December 31, 2023

EIN: 27-1434397 Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Management Trust Company (Fidelity)	FDM Index 2040 Fund	**	\$ 16,124,836
*	Fidelity	FDM Index 2030 Fund	**	11,546,788
*	Fidelity	500 Index Fund	**	5,782,322
*	Fidelity	FDM Index 2035 Fund	**	5,082,804
*	Fidelity	FDM Index 2045 Fund	**	5,038,085
*	Fidelity	FDM Index 2020 Fund	**	4,635,363
*	Fidelity	FDM Index 2050 Fund	**	2,717,448
*	Fidelity	FDM Index 2025 Fund	**	2,649,116
	Principal Global Investors Trust Company	PIF Mid Cap Equity I Fund	**	2,526,727
	Invesco Distributors, Inc.	Invesco Stable Asset Trust	**	2,466,807
*	Fidelity	Blue Chip Growth Fund	**	2,338,413
*	Fidelity	FDM Index 2055 Fund	**	2,147,588
	Columbia Management Investment Adv. LLC	Columbia Dividend Income 12	**	1,619,220
	BlackRock Advisors, LLC	BlackRock Advantage Small Cap Core Institutional	**	1,406,602
	The Vanguard Group	Vanguard Extended Market Index Admiral	**	1,121,031
	Cohen & Steers Capital Management, Inc.	Cohen & Steers Realty Shares	**	1,102,964
	MFS Investment Management	MFS International Value Fund Class R6	**	1,088,192
*	Fidelity	FDM Index Income Fund	**	1,055,136
	GQG Partners	GQG Partners Emerging Markets Equity I	**	1,047,079
	BlackRock Advisors, LLC	BlackRock High Yield Bond Institutional	**	895,038
	Federated Hermes	Federated Hermes Total Return Bond IS	**	853,558
*	Fidelity	FDM Index 2060 Fund	**	675,335
	American Funds	Capital Income Builder R6 Fund	**	610,424
	The Vanguard Group	Vanguard Total Bond Market Index Admiral	**	567,936
	State Street Corporation	Global All Capital Equity ex-US Index Portfolio	**	523,427
	American Funds	Inflation Linked Bond R6 Fund	**	400,497
	Pacific Investment Management Company LLC	PIMCO Real Return Fund Institutional	**	289,327

The independent auditors' report should be read with the supplemental schedule.

Williston Financial Group LLC 401(k) Plan

Schedule H, Line 4i - Schedule of Assets

(Held at End of Year) (Continued)

December 31, 2023

EIN: 27-1434397 Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
	Pacific Investment Management Company LLC	PIMCO International Bond Fund (U.S. Dollar-Hedged) I	**	\$ 268,302
*	Fidelity	FDM Index 2015 Fund	**	207,959
*	Fidelity	FDM Index 2065 Fund	**	131,787
	Dodge & Cox	Dodge & Cox International Stock Fund	**	125,652
*	Fidelity	FDM Index 2010 Fund	**	20,375
*	Fidelity	FDM Index 2005 Fund	**	9,442
*	Fidelity	FDM Government Money Market Fund	**	971
*	Participant Loans	Notes receivable from participants, with maturity dates ranging from January 2024 to July 2051 and interest rates of 4.25% to 9.50%	-	1,874,751
Total				<u>\$ 78,951,302</u>

* A party-in-interest as defined by ERISA.

** Cost information not required for participant-directed accounts.

The independent auditors' report should be read with the supplemental schedule.



Williston Financial Group

**401(k) Plan
Financial Statements and
Supplemental Schedule**

**Years Ended
December 31, 2023
and 2022**

Williston Financial Group LLC 401(k) Plan

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Independent Auditors' Report

To the 401(k) Planning Committee of the
Williston Financial Group LLC 401(k) Plan

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

We have performed audits of the financial statements of Williston Financial Group LLC 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

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

Management has obtained certifications from a qualified institution as of and for the years ended December 31, 2023 and 2022, stating that the certified investment information, as described in Note 3 to the financial statements, is complete and accurate.

Opinion

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

- The amounts and disclosures in the accompanying financial statements referred to above, other than those agreed to or derived from the certified investment information, are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (GAAP).
- The information in the accompanying financial statements referred to above related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that Management determined meets the requirements of ERISA Section 103(a)(3)(C).

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.



Responsibilities of Management for the Financial Statements

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

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

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements 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 audits did not extend to the certified investment information, except for obtaining and reading the certification, comparing the certified investment information with the related information presented and disclosed in the financial statements, and reading the disclosures relating to the certified investment information to assess whether they are in accordance with the presentation and disclosure requirements of GAAP.

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



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

Other Matter - Supplemental Schedule Required by ERISA

The supplemental schedule, as listed in the accompanying table of contents, as of December 31, 2023, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the DOL's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of Management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

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

In our opinion:

- The form and content of the supplemental schedule, other than the information in the supplemental schedule that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- The information in the supplemental schedule related to assets held by and certified to by 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).

DELAPE LLP

September 5, 2024

Williston Financial Group LLC 401(k) Plan

Statements of Net Assets Available for Benefits

December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Assets		
Investments at fair value	\$ 77,076,551	\$ 59,327,599
Receivables		
Participant contributions	325,894	244,469
Employer contribution	1,031,154	1,078,480
Notes receivable from participants	1,874,751	1,687,908
Total receivables	<u>3,231,799</u>	<u>3,010,857</u>
Net Assets Available for Benefits	<u>\$ 80,308,350</u>	<u>\$ 62,338,456</u>

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

Williston Financial Group LLC 401(k) Plan

Statements of Changes in Net Assets Available for Benefits

Years Ended December 31, 2023 and 2022

	<u>2023</u>	<u>2022</u>
Additions (Subtractions) to Net Assets Attributed to		
Investment income (loss)		
Net appreciation (depreciation) in fair value of investments	\$ 9,276,170	\$ (13,731,730)
Dividends	1,744,898	1,600,698
Total investment income (loss) - net	11,021,068	(12,131,032)
Interest income on notes receivable from participants	105,579	70,425
Contributions		
Participant salary deferrals	10,053,974	11,479,094
Employer	1,031,154	1,078,480
Participant rollovers	4,370,826	867,324
Total contributions	15,455,954	13,424,898
Total Additions - Net	26,582,601	1,364,291
Deductions from Net Assets Attributed to		
Benefits paid to participants	8,415,987	7,823,741
Administrative expenses	196,720	192,639
Total Deductions	8,612,707	8,016,380
Net Increase (Decrease)	17,969,894	(6,652,089)
Net assets available for benefits - beginning of year	62,338,456	68,990,545
Net Assets Available for Benefits - End of Year	<u>\$ 80,308,350</u>	<u>\$ 62,338,456</u>

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

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

1. Description of the Plan

The following description of the Williston Financial Group LLC 401(k) Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan established for the benefit of eligible employees of Williston Financial Group, LLC (the Employer). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974, as amended (ERISA). Fidelity Management Trust Company ("the Trustee" or "Fidelity") is the appointed trustee of the Plan's assets. The Plan is administered by the Williston Financial Group LLC 401(k) Planning Committee, whose members are employees of the Employer. Participants may direct their contributions and account balances into various investment options offered by the Plan.

Eligibility

Prior to April 20, 2022, employees – other than those who were union employees, non-resident aliens, or temporary and seasonal employees – were eligible to participate in the Plan if they had completed three months of service. Effective April 20, 2022, employees – other than those who are union employees, non-resident aliens, on-call employees, interns, or temporary and seasonal employees – are eligible to participate in the Plan if they have completed three months of service. Qualifying employees may participate in the Plan on the first day of the month following the date that they meet the eligibility requirements.

Contributions

The Plan includes a salary deferral provision which provides for both pre-tax and after-tax Roth 401(k) contributions. Participants may elect to defer between 1% and 90% of their eligible compensation, subject to current Internal Revenue Code (IRC) limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. The Plan includes an auto-enrollment provision, whereby all newly eligible employees are automatically enrolled in the Plan within 30 days of eligibility, unless they affirmatively elect not to participate in the Plan. Prior to April 20, 2022, automatically enrolled participants had their deferral rate initially set at 3% of their eligible compensation with annual increases of 1% each year up to a maximum deferral rate of 6%. Effective April 20, 2022, automatically enrolled participants have their deferral rate initially set at 3% of their eligible compensation with annual increases of 1% each year up to a maximum deferral rate of 10%. Such contributions are invested in a designated balanced fund until changed by the participant. Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans (i.e., rollover contributions). In addition, participants have the option to make in-plan Roth rollover contributions.

The Employer may elect to make matching contributions to the Plan. During each of the years ended December 31, 2023 and 2022, the Employer matched 25% of each participant's eligible deferrals, not to exceed \$1,250. In addition, the Employer may elect to make a discretionary nonelective contribution to the Plan. Nonelective contributions are allocated to each participant's account – whether the participant is eligible or not on the last day of the year – on a proportionate basis of eligible compensation for the year. The Employer did not make a discretionary nonelective contribution during the years ended December 31, 2023 and 2022. The Employer's contributions, if any, are generally paid to the Plan in an annual lump-sum following the Plan's year-end.

Participant accounts

Each participant's account is credited (charged) with the participant's contributions and allocations of (a) the Employer's contributions, (b) Plan earnings (losses), and (c) administrative expenses. Earnings (losses) for each investment fund are allocated to participants' accounts based on the individual participant's account balance as compared to the total balance of the related investment fund. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

Vesting

Participants are immediately 100% vested in their voluntary salary contributions, rollover contributions, and the actual earnings (losses) thereon. Vesting in the Employer's matching and nonelective contributions is based on years of service as follows:

<u>Years of Service</u>	<u>Nonforfeitable Percentage</u>
Less than 1	0%
1	20%
2	50%
3 or more	100%

In addition, upon death, disability, or retirement at age 65 or older, participants will immediately become 100% vested in their share of the Employer's contributions and the actual earnings (losses) thereon.

Forfeitures

As of December 31, 2023 and 2022, forfeited nonvested accounts were approximately \$95,000 and \$91,000, respectively. Forfeited accounts will first be used to pay Plan expenses and then to reduce future Employer contributions. During the years ended December 31, 2023 and 2022, forfeitures were used to pay Plan expenses of approximately \$58,000 and \$47,000, respectively.

Notes receivable from participants

Participants may elect to borrow a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance, reduced by the highest outstanding participant note receivable balance in the preceding one-year period. Notes receivable from participants are secured by the balances in the respective participants' accounts. Notes receivable from participants are generally repayable over a maximum of five years unless used to acquire the participant's principal residence, in which case the term may be extended up to 30 years. The notes receivable from participants bear interest at rates commensurate with local prevailing rates as determined by the plan administrator. The interest rates on notes receivable from participants outstanding as of December 31, 2023 ranged from 4.25% to 9.50%.

Benefits

On termination of service due to death, disability, or retirement, a participant (or their beneficiary) may elect to receive a distribution in the amount of their full vested account balance in the form of a lump-sum payment, annual installment payments over a specified period of time, or a rollover to an individual retirement account (IRA) or other qualified plan. Account balances of less than \$5,000 will be distributed even if a participant does not elect to initiate a distribution. In such cases, account balances of \$1,000 or less will be automatically distributed in a lump-sum payment and account balances between \$1,000 and \$5,000 will be rolled over into an IRA account set up on the participant's behalf. Upon reaching age 59½, participants may request in-service withdrawals of part or all of their vested account balance. Additionally, participants may request in-service withdrawals of part or the entire portion of their account attributable to funds transferred or rolled into the Plan from another qualified plan, including the related earnings (losses) thereon.

Hardship withdrawals

Participants who are still employed by the Employer are permitted to take withdrawals from their accounts under certain financial hardship conditions, as described in the Plan document.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

Administrative expenses

At the Employer's discretion, administrative expenses of the Plan may be paid directly by the Employer; certain other administrative expenses may be paid by the Plan. Expenses that are paid by the Employer are excluded from the accompanying financial statements. Fees related to the administration of notes receivable from participants are charged directly to the related participants' accounts and are included in administrative expenses in the accompanying statements of changes in net assets available for benefits. In addition, certain investment related expenses are offset against net appreciation or included in net depreciation in fair value of investments in the accompanying statements of changes in net assets available for benefits.

2. Summary of Significant Accounting Policies

Basis of accounting

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

Use of estimates

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

Investment valuation

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's 401(k) Planning Committee determines the Plan's valuation policies utilizing information provided by the Plan's financial advisors. See Note 4 for discussion of fair value measurements.

Investment income recognition

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

Notes receivable from participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 or 2022. If a participant ceases to make loan repayments and the plan administrator deems the note receivable to be in default, the note receivable balance is reduced and a benefit payment is recorded.

Payment of benefits

Benefits are recorded when paid.

Subsequent events

The plan administrator has evaluated, for potential recognition or disclosure in the financial statements, subsequent events that have occurred through September 5, 2024, which is the date that the financial statements were available to be issued.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

3. Certified Investments

Certain information related to investments and notes receivable from participants disclosed in the accompanying financial statements and ERISA-required supplemental schedule, including investments and notes receivable from participants held as of December 31, 2023 and 2022, and net appreciation (depreciation) in fair value of investments, dividends, and interest income on notes receivable from participants for the years then ended, was obtained by Management and agreed to or derived from information certified as complete and accurate by the Trustee.

4. Fair Value Measurements

GAAP defines fair value, establishes a framework for measuring fair value, and requires certain disclosures about fair value measurements. The hierarchy of fair value valuation techniques under GAAP provides for three levels: Level 1 provides the most reliable measure of fair value, whereas Level 3, if applicable, generally would require significant management judgment. The three levels for categorizing assets and liabilities under GAAP's fair value measurement requirements are as follows:

- Level 1: Fair value of the asset or liability is determined using unadjusted quoted prices in active markets (that the Plan has the ability to access) for identical assets or liabilities;
- Level 2: Fair value of the asset or liability is determined using inputs other than quoted prices that are observable for the applicable asset or liability, either directly or indirectly, such as quoted prices for similar (as opposed to identical) assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active; and
- Level 3: Fair value of the asset or liability is determined using unobservable inputs that are significant to the fair value measurement and reflect the Plan's own assumptions regarding the applicable asset or liability.

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

The following is a description of the valuation methodologies used for the Plan's assets measured at fair value. There have been no changes in methodologies used as of December 31, 2023 and 2022.

Mutual funds – The fair value of mutual funds is based on the daily closing price as reported by the fund. Mutual funds held by the Plan are open-end mutual funds that are registered with the Securities and Exchange Commission. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the Plan are deemed to be actively traded.

Common collective trusts – The Plan's common collective trusts are the Invesco Stable Asset Trust (2023 and 2022) and the Principal PIF Mid Cap Equity I Fund (2023) which consist of fully benefit-responsive investment contracts and common stock, respectively. The value of the common collective trusts is based on the NAV as a practical expedient calculated based on the fair value of the underlying assets owned by the common collective trusts using the respective audited financial statements of the common collective trusts.

The methods above may produce fair value calculations that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the plan administrator believes that the valuation methods used by the Plan are appropriate and consistent with those used by other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in different fair value measurements as of the reporting date.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

The following tables set forth, by level within the fair value hierarchy, the Plan's assets measured at fair value as of December 31, 2023 and 2022:

	Level 1	Level 2	Level 3	Total
2023				
Mutual funds	\$ 72,083,017	\$ -	\$ -	\$ 72,083,017
Total investments in the fair value hierarchy	<u>\$ 72,083,017</u>	<u>\$ -</u>	<u>\$ -</u>	72,083,017
Investments measured at NAV - common collective trusts				4,993,534
Total investments at fair value				<u>\$ 77,076,551</u>
2022				
Mutual funds	\$ 56,736,434	\$ -	\$ -	\$ 56,736,434
Total investments in the fair value hierarchy	<u>\$ 56,736,434</u>	<u>\$ -</u>	<u>\$ -</u>	56,736,434
Investments measured at NAV - common collective trust				2,591,165
Total investments at fair value				<u>\$ 59,327,599</u>

All of the Plan's investments provide for daily redemption at the prior day's ending NAV, with no advance notification requirements or significant redemption restrictions.

5. Related Party Transactions

Certain of the Plan's investments are invested in investments offered by Fidelity. Therefore, transactions involving these investments qualify as party-in-interest.

The Employer is the sponsor of the Plan and paid certain administrative expenses of the Plan during the years ended December 31, 2023 and 2022. In addition, the plan administrator is a participant in the Plan.

6. Plan Termination

Although it has not expressed any intent to do so, the Employer 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 the Plan's termination, participants would become 100% vested in their accounts.

7. Tax Status

The Plan adopted a prototype defined contribution retirement plan (the Prototype Plan) developed by Fidelity. The Internal Revenue Service (IRS) has determined and informed Fidelity by a letter dated June 30, 2020 that the Prototype Plan is designed in accordance with the applicable sections of the IRC. Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believe that the Plan is qualified and the related trust is tax-exempt.

GAAP requires the plan administrator to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain tax position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan and has concluded that as of December 31, 2023, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the accompanying financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax years in progress.

Williston Financial Group LLC 401(k) Plan

Notes to Financial Statements

Years Ended December 31, 2023 and 2022

8. Risks and Uncertainties

The Plan invests in various investment instruments which are exposed to certain risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of the Plan's investments will occur in the near-term and that such changes could materially affect participants' account balances and the amounts reported in the financial statements and supplemental schedule.

9. Reconciliation of Financial Statements to the Form 5500

The following are reconciliations of net assets available for benefits and net increase (decrease) according to the financial statements to the Form 5500 as of and for the years ended December 31, 2023 and 2022:

	2023	2022
Net assets available for benefits according to the financial statements	\$ 80,308,350	\$ 62,338,456
Contributions receivable – end of year	(1,357,048)	(1,322,949)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – end of year	155,838	214,474
Net assets available for benefits according to the Form 5500	<u>\$ 79,107,140</u>	<u>\$ 61,229,981</u>
	2023	2022
Net increase (decrease) according to the financial statements	\$ 17,969,894	\$ (6,652,089)
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – beginning of year	(214,474)	-
Adjustment from fair value to contract value for fully benefit-responsive investment contracts – end of year	155,838	214,474
Contributions receivable – beginning of year	1,322,949	-
Contributions receivable – end of year	(1,357,048)	(1,322,949)
Net income (loss) according to the Form 5500	<u>\$ 17,877,159</u>	<u>\$ (7,760,564)</u>

Williston Financial Group LLC 401(k) Plan

Schedule H, Line 4i - Schedule of Assets

(Held at End of Year)

December 31, 2023

EIN: 27-1434397 Plan Number: 001

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost	(e) Current Value
*	Fidelity Management Trust Company (Fidelity)	FDM Index 2040 Fund	**	\$ 16,124,836
*	Fidelity	FDM Index 2030 Fund	**	11,546,788
*	Fidelity	500 Index Fund	**	5,782,322
*	Fidelity	FDM Index 2035 Fund	**	5,082,804
*	Fidelity	FDM Index 2045 Fund	**	5,038,085
*	Fidelity	FDM Index 2020 Fund	**	4,635,363
*	Fidelity	FDM Index 2050 Fund	**	2,717,448
*	Fidelity	FDM Index 2025 Fund	**	2,649,116
	Principal Global Investors Trust Company	PIF Mid Cap Equity I Fund	**	2,526,727
	Invesco Distributors, Inc.	Invesco Stable Asset Trust	**	2,466,807
*	Fidelity	Blue Chip Growth Fund	**	2,338,413
*	Fidelity	FDM Index 2055 Fund	**	2,147,588
	Columbia Management Investment Adv. LLC	Columbia Dividend Income 12	**	1,619,220
	BlackRock Advisors, LLC	BlackRock Advantage Small Cap Core Institutional	**	1,406,602
	The Vanguard Group	Vanguard Extended Market Index Admiral	**	1,121,031
	Cohen & Steers Capital Management, Inc.	Cohen & Steers Realty Shares	**	1,102,964
	MFS Investment Management	MFS International Value Fund Class R6	**	1,088,192
*	Fidelity	FDM Index Income Fund	**	1,055,136
	GQG Partners	GQG Partners Emerging Markets Equity I	**	1,047,079
	BlackRock Advisors, LLC	BlackRock High Yield Bond Institutional	**	895,038
	Federated Hermes	Federated Hermes Total Return Bond IS	**	853,558
*	Fidelity	FDM Index 2060 Fund	**	675,335
	American Funds	Capital Income Builder R6 Fund	**	610,424
	The Vanguard Group	Vanguard Total Bond Market Index Admiral	**	567,936
	State Street Corporation	Global All Capital Equity ex-US Index Portfolio	**	523,427
	American Funds	Inflation Linked Bond R6 Fund	**	400,497
	Pacific Investment Management Company LLC	PIMCO Real Return Fund Institutional	**	289,327

The independent auditors' report should be read with the supplemental schedule.

Williston Financial Group LLC 401(k) Plan

Schedule H, Line 4i - Schedule of Assets

(Held at End of Year) (Continued)

December 31, 2023

EIN: 27-1434397 Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of Issue, Borrower, Lessor, or Similar Party	Description of Investment	Cost	Current Value
	Pacific Investment Management Company LLC	PIMCO International Bond Fund (U.S. Dollar-Hedged) I	**	\$ 268,302
*	Fidelity	FDM Index 2015 Fund	**	207,959
*	Fidelity	FDM Index 2065 Fund	**	131,787
	Dodge & Cox	Dodge & Cox International Stock Fund	**	125,652
*	Fidelity	FDM Index 2010 Fund	**	20,375
*	Fidelity	FDM Index 2005 Fund	**	9,442
*	Fidelity	FDM Government Money Market Fund	**	971
*	Participant Loans	Notes receivable from participants, with maturity dates ranging from January 2024 to July 2051 and interest rates of 4.25% to 9.50%	-	1,874,751
Total				<u>\$ 78,951,302</u>

* A party-in-interest as defined by ERISA.

** Cost information not required for participant-directed accounts.

The independent auditors' report should be read with the supplemental schedule.



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To the 401(k) Planning Committee and Management of the
Williston Financial Group LLC 401(k) Plan

Except as discussed in the following paragraph, in planning and performing our audit of the financial statements of the Williston Financial Group LLC 401(k) Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as of and for the year ended December 31, 2023, in accordance with auditing standards generally accepted in the United States of America (GAAS), we considered the Plan's internal control over financial reporting (internal control) as a basis for designing audit procedures that are appropriate in the circumstances for the purpose of issuing our report on the financial statements and supplemental schedule, but not for the purpose of expressing our opinion on the effectiveness of the Plan's internal control. Accordingly, we do not express an opinion on the effectiveness of the Plan's internal control.

We were engaged to perform an ERISA Section 103(a)(3)(C) audit of those financial statements as permitted by 29 CFR 2520.103-8 of the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audit did not extend to any statements or information related to assets held for investment of the Plan (investment information) by Fidelity Management Trust Company that prepared and certified the statements or information regarding assets so held in accordance with 29 CFR 2520.103-5. Our audit also did not include a consideration of internal control relating to the investment information.

A deficiency in internal control exists when the design or operation of a control does not allow management of the Plan (Management) or employees, in the normal course of performing their assigned functions, to prevent, or detect and correct, misstatements on a timely basis. A material weakness is a deficiency, or a combination of deficiencies, in internal control such that there is a reasonable possibility that a material misstatement of the Plan's financial statements will not be prevented, or detected and corrected, on a timely basis.

Our consideration of internal control was for the limited purpose described in the first two paragraphs and was not designed to identify all deficiencies in internal control that might be material weaknesses. In addition, because of inherent limitations in internal control – including the possibility of management override of controls – misstatements due to error or fraud may occur and not be detected by such controls. Given these limitations, during our audit, we did not identify any deficiencies in internal control that we consider to be material weaknesses. However, material weaknesses may exist that have not been identified.

During our audit, we became aware of the following matter that is an opportunity for strengthening the Plan's internal control and/or operating efficiency:

Plan documentation

During our participant testing, we noted certain discrepancies between personnel file documents and census data. In addition, we noted certain instances where personnel file documents were not retained. We recommend that Management maintain proper, complete, consistent, and accurate documentation related to the Plan.



Status of prior year recommendations

Based on our inquiry of Management and other procedures performed during our audit of the Plan's December 31, 2023 financial statements and supplemental schedule, the recommendations included in our December 31, 2022 letter of comments and recommendations for the Plan appear to have been implemented or are repeated above.

* * * * *

Communication with those charged with governance

We have audited the financial statements of the Plan in accordance with ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit) as of and for the year ended December 31, 2023, and we will issue our report thereon dated September 5, 2024. As permitted by ERISA Section 103(a)(3)(C), our audit did not extend to any statements or investment information certified by Fidelity Management Trust Company, the trustee, which is a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, that prepared and certified the statements or information regarding assets so held in accordance with 29 CFR 2520.103-5. 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 ERISA-required supplemental schedule, 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 (GAAP). Accordingly, the objective of an ERISA Section 103(a)(3)(C) audit is not to express an opinion about whether the financial statements as a whole are presented fairly, in all material respects, in accordance with GAAP. Professional standards require that we provide you with information about our responsibilities under GAAS, as well as certain information related to the planned scope and timing of our audit. We have communicated such information in our engagement letter to you dated April 22, 2024. Professional standards also require that we communicate to you the following information related to our audit:

Qualitative aspects of accounting practices: Management is responsible for the selection and use of appropriate accounting policies. The significant accounting policies used by the Plan are described in Note 2 to the financial statements. No new accounting policies were adopted, and the application of existing policies was not changed, during the year ended December 31, 2023. We noted no transactions entered into by the Plan during the year ended December 31, 2023 for which there is a lack of authoritative guidance or consensus. All significant transactions have been recognized in the financial statements in the proper period.

Accounting estimates are an integral part of the financial statements prepared by Management and are based on Management's knowledge and experience about past and current events and assumptions about future events. Certain accounting estimates are particularly sensitive because of their significance to the financial statements and supplemental schedule and because of the possibility that future events affecting them may differ significantly from those expected. We noted no significant estimates that affected the Plan's financial statements as of and for the year ended December 31, 2023.

Certain financial statement disclosures are particularly sensitive because of their significance to financial statement users. The most sensitive disclosures affecting the financial statements were those describing the Plan's provisions.

The financial statement disclosures are neutral, consistent, and clear.

Form 5500 procedures: We are required to obtain and read a substantially complete draft of Form 5500 prior to dating our auditors' report. The purpose of this procedure is to identify any material



inconsistencies between the draft Form 5500 and the Plan's financial statements. We identified no material inconsistencies in performing and completing our audit.

Difficulties encountered in performing the audit: We encountered no difficulties in dealing with Management in performing and completing our audit.

Corrected and uncorrected misstatements: Professional standards require us to accumulate all misstatements identified during the audit, other than those that are clearly trivial, and communicate them to the appropriate level of Management. There were no uncorrected misstatements of the financial statements. In addition, certain misstatements of the financial statements, as reflected in the attached schedule of adjusting journal entries, were detected as a result of audit procedures and were corrected by Management.

Disagreements with Management: For purposes of this letter, a disagreement with Management is a disagreement on a financial accounting, reporting, or auditing matter, whether or not resolved to our satisfaction, that could be significant to the financial statements or auditors' report. We are pleased to report that no such disagreements arose during the course of our audit.

Management representations: We have requested certain representations from Management that are included in the attached management representation letter dated September 5, 2024.

Management consultations with other independent accountants: In some cases, Management may decide to consult with other accountants about auditing and accounting matters, similar to obtaining a "second opinion" on certain situations. If a consultation involves the application of an accounting principle to the Plan's financial statements or a determination of the type of auditors' opinion that may be expressed on those statements, our professional standards require the consulting accountant to check with us to determine that the consultant has all of the relevant facts. To our knowledge, there were no such consultations with other accountants.

Other audit findings or issues: We generally discuss a variety of matters, including the application of accounting principles and auditing standards, with Management each year prior to retention as the Plan's auditors. However, these discussions occurred in the normal course of our professional relationship, and our responses were not a condition to our retention.

Other matters: Our responsibility for the ERISA-required supplemental schedule accompanying the financial statements is to perform adequate procedures to evaluate whether the form and content of the ERISA-required supplemental schedule, other than that agreed to or derived from the certified investment information, is presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, and whether 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).

* * * * *



This information is intended solely for the use of the 401(k) Planning Committee and Management and is not intended to be, and should not be, used by anyone other than these specified parties.

We would be pleased to discuss the above matters or to respond to any questions, at your convenience.

We would also like to take this opportunity to thank Ms. MaryJane Cappellino, Ms. Julie Spisak, and the various other personnel of Williston Financial Group, LLC for the assistance that they gave us throughout the course of the audit.

DELAP LLP

September 5, 2024



September 5, 2024

Delap LLP
5885 Meadows Road, No. 200
Lake Oswego, OR 97035

This representation letter is provided in connection with your audits of the financial statements and supplemental schedule of the Williston Financial Group LLC 401(k) Plan (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, 2023 and 2022, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements (collectively, the "financial statements"), for the purpose of expressing an opinion as to whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S.) (GAAP) and whether the supplemental schedule is fairly stated in all material respects in relation to the financial statements as a whole. As permitted by Regulation 2520.103-8 of the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under ERISA, we have elected for you to not perform any auditing procedures with respect to information prepared and certified to by Fidelity Management Trust Company, the trustee, in accordance with DOL Regulation 2520.103-5, except for comparing the information with the related information included in the financial statements and supplemental schedule. We understand that the form and content of the information in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, has been audited by you in accordance with auditing standards generally accepted in the U.S., and was subjected to tests of the Plan's accounting records and other procedures you considered necessary to enable you to express an opinion as to whether they are presented in compliance with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.

Certain representations in this letter are described as being limited to matters that are material. Items are considered material, regardless of size, if they involve an omission or misstatement of accounting information that, in light of surrounding circumstances, makes it probable that the judgment of a reasonable person relying on the information would be changed or influenced by the omission or misstatement. An omission or misstatement that is monetarily small in amount could be considered material as a result of qualitative factors.

We confirm, to the best of our knowledge and belief, as of September 5, 2024, the following representations made to you during your audits:

Financial Statements

- 1) We have fulfilled our responsibilities, as set out in the terms of the audit engagement letter dated April 22, 2024, including our responsibility for the preparation and fair presentation of the financial statements.
- 2) The financial statements referred to above are fairly presented in conformity with GAAP, the notes include all disclosures required by laws and regulations to which the Plan is subject, including the DOL's Rules and Regulations for Reporting and Disclosure under ERISA, and the supplemental schedule referred to above is fairly presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- 3) We acknowledge our responsibility for 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.

- 4) We acknowledge our responsibility 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.
- 5) We acknowledge our responsibility for the design, implementation, and maintenance of internal control to prevent and detect fraud.
- 6) The methods, significant assumptions, and data used in making accounting estimates and their related disclosures are appropriate to achieve recognition, measurement, or disclosure that is reasonable and in accordance with U.S. GAAP.
- 7) Related party relationships and transactions and relationships and transactions with parties-in-interest, as defined in ERISA Section 3(14) and regulations thereunder, have been appropriately accounted for and disclosed in accordance with GAAP and ERISA Section 3(14) and regulations thereunder.
- 8) All events subsequent to the date of the financial statements and for which GAAP requires adjustment or disclosure have been adjusted or disclosed.
- 9) We are not aware of any pending or threatened litigation, claims, or assessments or unasserted claims or assessments that are required to be accrued or disclosed in the financial statements in accordance with GAAP, and we have not consulted a lawyer concerning litigation, claims, or assessments.
- 10) Other matters (e.g., breach of fiduciary responsibilities, nonexempt transactions, loans or leases in default, events reportable to the Pension Benefit Guaranty Corporation, or events that may jeopardize the tax status), if any, that legal counsel have advised us that must be disclosed have been properly disclosed.
- 11) Significant estimates and material concentrations have been properly disclosed in accordance with GAAP.
- 12) Financial instruments with concentrations of credit risk have been properly recorded or disclosed in the financial statements.
- 13) Guarantees, whether written or oral, under which the Plan is contingently liable, have been properly recorded or disclosed in accordance with GAAP.
- 14) The supplemental schedule or financial statements disclose the following (if applicable):
 - a) All non-exempt party-in-interest transactions (as defined in ERISA Section 3(14) and regulations thereunder).
 - b) Investments or loans in default or considered to be uncollectible.
 - c) Reportable transactions (as defined in ERISA Section 103(b)(3)(H) and regulations thereunder).
- 15) We have obtained the service auditors' reports from the Plan's service providers (e.g., Fidelity Management Trust Company), as applicable. We have reviewed such reports, including the complementary user controls. We have implemented the relevant user controls, and they were in operation for the years ended December 31, 2023 and 2022.
- 16) At the discretion of the 401(k) Planning Committee, certain administrative expenses of the Plan for the years ended December 31, 2023 and 2022 were paid directly by Williston Financial Group; other administrative expenses were paid by the Plan. There were no administrative fees payable by the Plan as of December 31, 2023 and 2022.
- 17) We have reviewed the draft financial statements (including the notes and supplemental schedule), accept responsibility for them, and approve of their issuance. The absence of our detailed review would be considered a "material weakness" (reported as such in the management letter), because the potential exists that a material misstatement of the financial statements could occur and not be prevented or detected by the Plan's internal control.

In order to provide oversight of the financial statement preparation services at an appropriate level, we have established effective review policies and procedures, including the performance of the following functions by appropriate personnel:

- a) We reconciled detailed schedules prepared by Plan personnel, and also schedules and reports received from the trustee, to the draft financial statements and supplemental schedule, as appropriate.
 - b) We reviewed all supporting documentation and explanations for adjusting journal entries, and we approve of such entries. In addition, the adjusting journal entries have been properly reflected in the Plan's financial statements.
 - c) We reviewed and approved schedules and calculations supporting amounts included in the notes to the draft financial statements and supplemental schedule.
 - d) We applied analytical procedures to the draft financial statements and supplemental schedule.
 - e) We performed other procedures, as considered necessary, to help ensure that the draft financial statements and supplemental schedule have been properly prepared and that the draft note disclosures are appropriate and accurate.
- 18) We acknowledge that our election to have an ERISA Section 103(a)(3)(C) audit does not affect our responsibility for the financial statements and for determining the following:
- a) The circumstances permit an ERISA Section 103(a)(3)(C) audit.
 - b) A qualified institution has prepared and certified the investment information as described in 29 CFR 2520.103-8.
 - c) The certification meets the 29 CFR 2520.103-5 requirements.
 - d) The certified investment information is appropriately measured, presented, and disclosed in accordance with GAAP.

Information Provided

- 19) We have provided you with:
- a) Access to all information, of which we are aware, that is relevant to the preparation and fair presentation of the financial statements, such as records (including information obtained from outside of the general and subsidiary ledgers), documentation, and other matters.
 - b) A substantially complete draft of Form 5500.
 - c) Additional information that you have requested from us for the purpose of the audits.
 - d) Unrestricted access to persons within the Plan and the Plan sponsor from whom you determined it necessary to obtain audit evidence.
 - e) All minutes of the meetings of the 401(k) Planning Committee for the period from January 1, 2023 through the date of this letter, and summaries of actions of recent meetings for which minutes have not yet been prepared.
 - f) Current plan instruments, trust agreements, insurance contracts, or investment contracts and amendments to such documents entered into during the year, including amendments to comply with applicable laws.
- 20) All material transactions have been recorded in the accounting records and are reflected in the financial statements.
- 21) We have disclosed to you the results of our assessment of the risk that the financial statements may be materially misstated as a result of fraud.
- 22) We have no knowledge of any fraud or suspected fraud that affects the Plan and involves:
- a) Management,
 - b) Employees who have significant roles in internal control, or
 - c) Others where the fraud could have a material effect on the financial statements.

- 23) We have no knowledge of any allegations of fraud or suspected fraud affecting the Plan's financial statements communicated by employees, former employees, participants, regulators, beneficiaries, service providers, third-party administrators, or others.
- 24) We have no knowledge of any instances of noncompliance or suspected noncompliance with laws and regulations (including ERISA, DOL, and Internal Revenue Service (IRS) regulations) whose effects should be considered when preparing financial statements.
- 25) We have no knowledge of any actual or possible litigation, claims, and assessments whose effects should be considered when preparing the financial statements.
- 26) We have disclosed to you the names of all of the Plan's related parties and parties-in-interest and all of the related party and party-in-interest relationships and transactions, including any side agreements.
- 27) The Plan has satisfactory title to all owned assets, which are recorded at fair value, and all liens, encumbrances, or security interests requiring disclosure in the financial statements have been properly disclosed.
- 28) We have no:
- a) Plans or intentions that may materially affect the carrying value or classification of assets and liabilities.
 - a) Intentions to terminate the Plan.
- 29) Amendments to the Plan instrument, if any, have been properly recorded or disclosed in the financial statements.
- 30) The Plan has complied with all aspects of debt and other contractual agreements that would have a material effect on the financial statements in the event of noncompliance.
- 31) The methods and significant assumptions used to estimate fair values of financial instruments, including nonreadily marketable securities, are described in Note 1 to the Plan's financial statements. The methods and significant assumptions used result in a measure of fair value appropriate for financial measurement and disclosure purposes.
- 32) We are responsible for the estimation methods and assumptions used in measuring assets and liabilities reported or disclosed at fair value, including information obtained from brokers, pricing services, or other third parties. Our valuation methodologies have been consistently applied from period to period. The fair value measurements reported or disclosed represent our best estimate of fair value as of the measurement date in accordance with the requirements of Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, *Fair Value Measurement*. In addition, our disclosures related to fair value measurements are consistent with the objectives outlined in FASB ASC 820.
- 33) All required amendments to and filings of plan documents with the appropriate agencies have been made. The Plan obtained its latest determination letter on June 30, 2020, in which the IRS stated that the Plan, as then designed, was in compliance with the applicable requirements of the Internal Revenue Code (the IRC). The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Plan's legal counsel believe that the Plan is currently designed and being operated in compliance with the applicable requirements of the IRC. Therefore, we believe that the Plan was qualified and the related trust was tax-exempt as of December 31, 2023 and 2022.
- 34) The Plan (and the trust established under the Plan) is qualified under the appropriate section of the IRC, and we intend to continue them as a qualified plan (and trust). The Plan sponsor has operated the Plan (and trust) in a manner that did not jeopardize this tax status. Required nondiscrimination testing related to IRC Section 401(k) and 401(m) arrangements, as applicable, has been completed for the Plan, and any excess deferrals or contributions have been disposed of in accordance with regulations.
- 35) The Plan has complied with the DOL's regulations concerning the timely remittance of participant contributions to trusts containing assets for the Plan.
- 36) The Plan has complied with the fidelity bonding requirements of ERISA.
- 37) We have apprised you of all communications, whether written or oral, with regulatory agencies concerning the operation of the Plan.

- 38) We have obtained appropriate fee disclosures from covered service providers and have concluded that the fees are reasonable. The Plan is in compliance with DOL regulations regarding ERISA Section 408(b)(2).
- 39) We believe that the form and content of the supplemental schedule are fairly presented in conformity with the DOL's Rules and Regulations for Reporting and Disclosure under ERISA.
- 40) With respect to financial statement preparation and other non-attest services performed by Delap LLP, we have:
- Assumed all management responsibilities.
 - Designated an individual (within senior management) with suitable skill, knowledge, and/or experience to oversee such services.
 - Evaluated the adequacy and results of the services performed.
 - Accepted responsibility for the results of such services.
 - Ensured that the Plan's data and records are complete and received sufficient information to oversee the services.

Signature: Mary Jane Cappellino
Mary Jane Cappellino
Benefits Manager

Signature: Mike Gallaher
Mike Gallaher
Chief Financial Officer

Williston Financial Group LLC 401(k) Plan

Year End: December 31, 2023

Adjusting Journal Entries

Date: 1/1/2023 To 12/31/2023

Number	Date	Name	Account No	Reference	Debit	Credit	Recurrence	Misstatement
AJE 1	12/31/2023	INVESTCO STBL VAL III	139	E-3		155,838.00		
AJE 1	12/31/2023	Investment Earnings	410	E-3	155,838.00			
		to adjust CCT from contract to fair value.						
AJE 2	12/31/2023	Net Assets BOY	300	5C	214,474.00			
AJE 2	12/31/2023	Investment Earnings	410	5C		214,474.00		
		To reverse PY adjustment for contract to fair value.						
AJE 3	12/31/2023	ER Match Receivable	180	C-2	1,031,153.68			
AJE 3	12/31/2023	Participant Contributions Receivable	190	C-2	325,893.83			
AJE 3	12/31/2023	Participant Contributions	400	C-2		325,893.83		
AJE 3	12/31/2023	Employer Matching Contributions	403	C-2		1,031,153.68		
		To record CY EE and ER receivables						
					1,727,359.51	1,727,359.51		

Net Income (Loss) 17,969,893.65