

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
--	---	---

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 RIO GILL 401(K) PLAN & TRUST
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 01/01/1998
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) RIO FARMS , LLC 1051 SOUTH PACIFIC AVENUE OXNARD, CA 93030
2b	Employer Identification Number (EIN) 77-0009052
2c	Plan Sponsor's telephone number 831-385-6225
2d	Business code (see instructions) 111210

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.	10/09/2024	JUAN SANCHEZ
	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	5 778
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) 733 6a(2) 721 6b 3 6c 37 6d 761 6e 0 6f 761 6g(1) 226 6g(2) 220 6h 0
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

2E 2F 2G 2J 2K 2R 2T 3D 3H

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
---	---

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1)** ☒ **R** (Retirement Plan Information)
- (2)** ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3)** ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (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 RIO GILL 401(K) PLAN & TRUST	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 RIO FARMS , LLC	D Employer Identification Number (EIN) 77-0009052

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

X

Yes

No
- b

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

(b)	Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
FIDELITY INVESTMENTS INSTITUTIONAL	
04-2647786	

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

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

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

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

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

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

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

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

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

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

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

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

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

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 64 65	RECORDKEEPER	31152	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

LPL FINANCIAL LLC

04-3046611

(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	ADVISOR	28022	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

CUTTONE & MASTRO CPA'S

45-2184917

(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/AUDITOR	12100	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

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

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	
(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		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 RIO GILL 401(K) PLAN & TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 RIO FARMS, LLC		
		D Employer Identification Number (EIN) 77-0009052

Part I	Asset and Liability Statement
---------------	--------------------------------------

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	2031	2068
(2) Participant contributions	1b(2)	13567	13886
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	1381306	1455585
(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)	526	0
(B) Common	1c(4)(B)	89336	153971
(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)	284880	524354
(9) Value of interest in common/collective trusts	1c(9)	0	0
(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)	11865204	13959477
(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	13636850	16109341
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	34780
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	34780
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	13636850	16074561

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)	128757	
(B) Participants	2a(1)(B)	858342	
(C) Others (including rollovers)	2a(1)(C)	47399	
(2) Noncash contributions	2a(2)	0	
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		1034498
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	68597	
(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)	25637	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		94234
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	
(B) Common stock	2b(2)(B)	73	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	304287	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		304360
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	26	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	53	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	
(B) Other	2b(5)(B)	64054	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		0
(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)		1631309
c Other income	2c		0
d Total income. Add all income amounts in column (b) and enter total	2d		3128428

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	579535	
(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)		579535
f Corrective distributions (see instructions)	2f		34780
g Certain deemed distributions of participant loans (see instructions)	2g		5128
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)	31152	
(4) IQPA audit fees.....	2i(4)	12100	
(5) Investment advisory and investment management fees	2i(5)	28022	
(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)		71274
j Total expenses. Add all expense amounts in column (b) and enter total	2j		690717

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		2437711
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: **CUTTONE & MASTRO, CPA'S**

(2) EIN: **45-2184917**

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.)	☒	☐	100
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	B Three-digit plan number (PN)	
RIO GILL 401(K) PLAN & TRUST	001	
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
RIO FARMS , LLC	77-0009052	

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.....
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

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).....
6 b	Enter the amount contributed by the employer to the plan for this plan year.....
6 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)
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
11 b	If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.) ☐ Yes ☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market? ☐ Yes ☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for:		
a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment)	14a	
b The plan year immediately preceding the current plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14b	
c The second preceding plan year. ☐ Check the box if the number reported is a change from what was previously reported (see instructions for required attachment)	14c	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:		
a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

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

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

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

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

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 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702438A.

RIO GILL 401(k) PLAN & TRUST

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE**

**TOGETHER WITH
INDEPENDENT AUDITORS' REPORT**

DECEMBER 31, 2023 AND 2022

TABLE OF CONTENTS

	<u>PAGES</u>
Independent Auditors' Reports	1 - 3
Statements of Net Assets Available for Benefits	4
Statements of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6 - 12
Supplemental Schedules	
Schedule H, Item 4a – Schedule of Delinquent Participant Contributions	13
Schedule H, Item 4i – Schedule of Assets Held for Investment Purposes	14 - 15



INDEPENDENT AUDITOR'S REPORT

To the Trustees of Rio Gill, 401(K) Plan & Trust

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

We have performed audits of the financial statements of Rio Gill 401(K) Plan & Trust (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of 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, having determined it is permissible in the circumstances, has elected to have the audits of Rio Gill 401(K) Plan & Trust's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our 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 ending 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 Auditor's Responsibilities for the Audit of the Financial Statements section:

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they 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 Rio Gill 401(K) Plan & Trust'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 Rio Gill 401(K) Plan & Trust's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Item 4a – Schedule of Delinquent Participant Contributions and Schedule H, line 4i - Schedule of Assets Held **Investment Purposes**, as of December 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the 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 schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, 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 schedules, 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).

RIO GILL 401(k) PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS:		
Investments at fair value:		
Fidelity cash reserve and money market accounts	\$ 1,455,585	\$ 1,381,306
Common stock	153,971	89,336
Preferred stock	-	526
Mutual funds	<u>13,959,477</u>	<u>11,865,204</u>
Total investments	<u>15,569,033</u>	<u>13,336,372</u>
Receivables:		
Notes receivable from participants	524,354	284,880
Employee contribution	13,886	13,567
Employer contribution	<u>2,068</u>	<u>2,031</u>
Total receivables	<u>540,308</u>	<u>300,478</u>
Total assets	<u>16,109,341</u>	<u>13,636,850</u>
LIABILITIES:		
Excess contributions refundable	<u>34,780</u>	-
Total liabilities	<u>34,780</u>	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u>16,074,561</u>	\$ <u>13,636,850</u>

See Notes to Financial Statements

RIO GILL 401(k) PLAN & TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO INVESTMENT INCOME:		
Net appreciation in fair value of investments	\$ 1,695,336	\$ -
Interest and dividends	<u>372,957</u>	<u>318,265</u>
Total investment income	<u>2,068,293</u>	<u>318,265</u>
Interest income on notes receivable from participants	<u>25,637</u>	<u>13,320</u>
CONTRIBUTIONS:		
Participants	858,342	796,429
Employers	128,757	119,370
Rollovers	<u>47,399</u>	<u>54,440</u>
Total contributions	<u>1,034,498</u>	<u>970,239</u>
Total additions	<u>3,128,428</u>	<u>1,301,824</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net depreciation in fair value of investments	-	2,963,657
Benefits paid to participants	579,535	1,474,096
Corrective distributions	34,780	-
Deemed distributions of participant loans	5,128	20,148
Administrative expenses	<u>71,274</u>	<u>72,998</u>
Total deductions	<u>690,717</u>	<u>4,530,899</u>
NET INCREASE (DECREASE)	2,437,711	(3,229,075)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>13,636,850</u>	<u>16,865,925</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ <u>16,074,561</u>	\$ <u>13,636,850</u>

See Notes to Financial Statements

**RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**

NOTE 1. DESCRIPTION OF PLAN & TRUST

The following description of the Rio Gill 401(k) Plan & Trust is for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General – The Plan & Trust is a defined contribution plan adopted January 1, 1998 that covers substantially all employees of participating employers who are at least twenty-one years of age and have one year of service with the Company. Participating employers, who are covered by the provisions of the Plan are:

American Farms, LLC
G & H Farms, LLC
MESA Packing, LLC
Gills Onions, LLC
King City Nursery, LLC
Gill Ranch Company, LLC
Western Harvesting, LLC
Gill Transport, LLC
King City Transplants, LLC
Western Organic, LLC
Western Harvesting Transport LLC
Cold Valley Farms, LLC

The Plan & Trust are subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Eligible participants may contribute, by voluntary payroll deductions, up to the maximum allowed by sections 404, 415, 402(g) and 401(k) of the Internal Revenue Code. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The employers may make a matching contribution equal to a discretionary percentage, to be determined by the employers each year, of the participant's salary reduction. For the years ending December 31, 2023 and 2022, the employers matched 15% of the participants' deferrals.

Participant Accounts - Each participant's account is credited with the participant's contributions, Employer's matching contributions, allocations of the Employer's discretionary contributions and an allocation of the Plan's earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting- Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Partnership's contribution portion of their accounts is based on years of continuous service. A participant is 25 percent vested after 1 year of credited service and continues to vest in increments of 25 percent until 100 percent vested after 3 years of credited service. In determining years of service for vesting purposes, years of service attributable to service prior to the effective date of the Plan or a predecessor plan are excluded.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1. DESCRIPTION OF PLAN & TRUST (Continued)

Payment of Benefits – Upon retirement, death, or disability, a participant or participant’s beneficiary may receive a lump-sum distribution equal to the value of his or her account. Upon termination, a participant may receive a lump-sum distribution equal to the value of their vested account balance. Pre-retirement distributions of a participant’s account are limited to amounts in the participant’s rollover account, or to borrowings under the loan provisions of the Plan. If a terminated participant’s vested balance is less than or equal to \$5,000, the amount may be automatically distributed in the form of payment directly in cash or have it rolled into an eligible retirement plan or IRA. In addition, the Plan allows for hardship distributions if certain criteria are met.

Participant Investment Options – Participants are allowed to invest in a variety of investment choices as more fully described in the Plan’s literature. Participants may change their allocation on a daily basis.

Notes receivable from participants – Participants may apply to borrow from the Plan a minimum amount of \$1,000 and a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant loan fund. Loans may be repaid over any reasonable period, not to exceed the fifth anniversary of the date the funds were borrowed. The loans are secured by the balance in the participant’s account and bear interest at a rate commensurate with local economic conditions and rates being charged by local financial institutions for similar loans, as determined by the Plan Administrator. The Interest rate for all participant loans ranged from 4.25% - 9.5%. New loans were issued at an interest rates of 8.5-9.5% during the year ended December 31, 2023. Principal and interest are paid ratably through payroll deductions.

Forfeitures – When certain terminations of participation in the Plan occur, the nonvested portion of the participant’s account, as defined by the Plan, represents a forfeiture. Any forfeitures occurring during the plan year shall be applied to reduce the contributions of the employer. Notwithstanding any other provision of the Plan to the contrary, forfeitures shall first be used to pay administrative expenses under the plan, if so, directed by the Employer. At December 31, 2023 and 2022, forfeited nonvested accounts totaled \$4,834 and \$15,416, respectively. Forfeitures in the amount of \$12,892 were used to pay administrative expenses for the years ending December 31, 2023. No forfeited amounts were used to reduce employers’ contributions or for administrative expenses for the year ending December 31, 2022.

Plan Expenses – Expenses to administer the Plan, if not paid by the sponsor, may be paid by the Plan and certain fees are allocated to the individual participant accounts. For the years ending December 31, 2023 and 2022 administrative expenses reported of \$71,274 and \$72,998 are reported net of the Revenue Credits received under the Fidelity Revenue Credit Program of \$10,045 and \$10,468, respectively. At December 31, 2023 and 2022, the amounts held for administrative fees totaled \$24,157 and \$13,234, respectively.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting which is in conformity with accounting principles generally accepted in the United States of America.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants – Notes receivable from participants are measured at the unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payments of Benefits – Benefits are recorded when paid.

Excess Contributions Payable - Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. At December 31, 2023 the Plan had excess contributions to the applicable participants in the amount of \$34,780. There were no excess contributions to distribute for 2022.

Subsequent Events – The Plan Administrator has evaluated subsequent events through October 8, 2024, which is the date that the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements, except as noted above.

NOTE 3. CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2023 and 2022 and interest, dividends, and net appreciation (depreciation) of fair value of investments for the years then ended, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company in accordance with 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure Under ERISA.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 3. CERTIFIED INFORMATION, continued

	<u>2023</u>	<u>2022</u>
Fidelity cash reserve and money market accounts	\$ 1,455,585	\$ 1,381,306
Common stock	153,971	89,336
Preferred stock	-	526
Mutual funds	<u>13,959,477</u>	<u>11,865,204</u>
	15,569,033	13,336,372
Notes receivable from participants	<u>524,354</u>	<u>284,880</u>
Total Assets Certified	\$ <u>16,093,387</u>	\$ <u>13,621,252</u>

Fidelity Management Trust Company certified to the completeness and accuracy of \$1,695,336 of net appreciation and \$2,963,657 of net depreciation in fair value of investments and \$398,594 and \$331,585 of interest and dividends related to the aforementioned investments and notes receivable from participants for the years ended December 31, 2023 and 2022, respectively

NOTE 4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB), *Accounting Standards Codification ASC 820 Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual funds: the fair value of mutual funds is based on quoted net asset values (“NAV”) of the shares as reported by the fund. The mutual funds held by the Plan are open-end mutual funds registered with the U.S. Securities and Exchange Commission. The funds must publish their daily NAV and transact at that price. The mutual funds held by the Plan are considered to be actively traded.

Common stock: the fair values of common stocks are based on the closing price reported on the active market where the individual securities are traded.

Preferred stock: the fair values of preferred stocks are based on the closing price reported on the active market where the individual securities are traded.

Money market funds: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2023 and 2022.

	Assets at Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 13,959,477	\$ -	\$ -	\$ 13,959,477
Common stock	153,971	-	-	153,971
Fidelity money market funds	<u>1,455,585</u>	<u>-</u>	<u>-</u>	<u>1,455,585</u>
Total assets at fair value	\$ <u>15,569,033</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>15,569,033</u>
	Assets at Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 11,865,204	\$ -	\$ -	\$ 11,865,204
Common Stock	89,336	-	-	89,336
Preferred stock	526	-	-	526
Fidelity money market funds	<u>1,381,306</u>	<u>-</u>	<u>-</u>	<u>1,381,306</u>
Total assets at fair value	\$ <u>13,336,372</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>13,336,372</u>

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 5. PARTIES-IN-INTEREST

During the years ended December 31, 2023 and 2022, Plan investments were invested in funds held by Fidelity Management Trust Company, the Plan Custodian, as described by the Plan and therefore, certain transactions qualify as party-in-interest. Fees paid by the Plan for the investment management services are included as a reduction of the return earned on each fund. In addition, loan fees, redemption fees and check fees paid from the applicable participant accounts to the plan custodian amounted to \$59,174 and \$60,398 for the years ended December 31, 2023 and 2022, respectively. Fees were also paid by the Plan for the annual audit in the amount of \$12,100 and \$12,600 for the years ended December 31, 2023 and 2022, respectively. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

NOTE 6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Board of Trustees has the right under the Plan document to terminate this Plan subject to the provisions of ERISA. In the event of termination, each participant, retired participant, former participant and beneficiary shall be entitled to receive any amount credited to that person's account.

NOTE 7. INCOME TAX STATUS

The Plan adopted a volume submitter plan offered by Fidelity Investment Institutional. The volume submitter plan received an IRS Opinion Letter dated June 30, 2020, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the IRS Opinion Letter, the plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC, and, therefore believes that the Plan is qualified, and the related trust is tax exempt. Plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8. RISKS AND UNCERTAINTIES

The Plan may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 9. DELINQUENT PARTICIPANT CONTRIBUTIONS

For the year ended December 31, 2023, the Plan Sponsor did not remit certain participant contributions to the Plan on a timely basis as defined by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Untimely remittances identified on the Schedule of Delinquent Participant Contributions, which totaled \$100, are pending correction in the Department of Labor Voluntary Fiduciary Correction Program in 2023. Additionally, the Plan Sponsor has compensated participants for lost earnings resulting from the delay in contributions.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 10. RECONCILIATION OF THE 5500 TO FINANCIAL STATEMENTS

The following is a reconciliation of net assets available for benefits per the financial statements to the Schedule H of the Form 5500 for the year ending December 31, 2023:

	Financial <u>Statements</u>	<u>Form 5500</u>	<u>Difference</u>
Net assets available for benefits, beginning	\$13,636,850	\$13,636,850	\$ -
Contributions:			
Employers	128,757	128,757	-
Participants	858,342	858,342	-
Rollovers	47,399	47,399	-
Earnings on investments:			
Interest on participant loans	25,637	25,637	-
Interest and dividends	372,957	-	372,957
Interest-bearing cash	-	68,597	(68,597)
Dividends preferred stock – common stock	-	73	(73)
Dividends preferred stock – registered investment company shares	-	304,287	(304,287)
Net appreciation in fair value of investments	1,695,336	-	1,695,336
Net gain on sale of assets	-	26	(26)
Aggregate carrying amount	-	(53)	53
Unrealized appreciation of assets	-	64,054	(64,054)
Net investment gain from mutual funds	-	1,631,309	(1,631,309)
Benefit payments directly to participants	(579,535)	(579,535)	-
Corrective distributions	(34,780)	(34,780)	-
Deemed distributions of participant loans	(5,128)	(5,128)	-
Administrative fees	(71,274)	(71,274)	-
Net assets available for benefits, ending	<u>\$16,074,561</u>	<u>\$16,074,561</u>	\$ <u>-</u>

SUPPLEMENTAL SCHEDULES

RIO GILL 401(k) PLAN & TRUST
SCHEDULE H, ITEM 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
AS OF DECEMBER 31, 2023

Plan Name: Rio Gill 401K Plan & Trust
Plan Sponsor's Name: Rio Farms, LLC

EIN: 77-0009052
PN: 001

	Total that Constitutes Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	\$ 0	\$ 0	\$ 100	\$ 0

RIO GILL 401(k) PLAN & TRUST
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2023
Plan Sponsor EIN: 77-0009052
Plan Number: 001

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
*	Fidelity Brokerage Services	Common Stock	\$ 153,971
*	Fidelity Brokerage Services	Cash	2,960
*	Fidelity Management Trust Company	FKLN INTL GRTH R6	19,839
*	Fidelity Management Trust Company	INVS CORP BOND R6	24,414
*	Fidelity Management Trust Company	TRP MID CAP VALUE I	14,254
*	Fidelity Management Trust Company	IS S&P 500 IDX K	14,433
*	Fidelity Management Trust Company	BLKRK HIGH YLD BD K	109,091
*	Fidelity Management Trust Company	FKLN SMMIDCP GRTH R6	72,057
*	Fidelity Management Trust Company	AF BALANCED R6	99,393
*	Fidelity Management Trust Company	LD ABT DEV GRTH R6	22,804
*	Fidelity Management Trust Company	FID MULTI ASSET IDX	12,472
*	Fidelity Management Trust Company	FID NASDAQ COMP INDX	55,652
*	Fidelity Management Trust Company	FID US BOND IDX	9,968
*	Fidelity Management Trust Company	FID 500 INDEX	251,256
*	Fidelity Management Trust Company	FID GLB EX US IDX	6,929
*	Fidelity Management Trust Company	FID REAL ESTATE IDX	49,703
*	Fidelity Management Trust Company	FID TOTAL MKT IDX	87,865
*	Fidelity Management Trust Company	FID INTL INDEX	6,638
*	Fidelity Management Trust Company	FID EXTD MKT IDX	3,991
*	Fidelity Management Trust Company	FA BALANCED Z	418,228
*	Fidelity Management Trust Company	FA TOTAL BOND Z	17,395
*	Fidelity Management Trust Company	FID FDM IDX INC IPR	189,201
*	Fidelity Management Trust Company	FID FDM IDX 2005 IPR	84,758
*	Fidelity Management Trust Company	FID FDM IDX 2010 IPR	691
*	Fidelity Management Trust Company	FID FDM IDX 2015 IPR	739,974
*	Fidelity Management Trust Company	FID FDM IDX 2020 IPR	1,459,533
*	Fidelity Management Trust Company	FID FDM IDX 2025 IPR	1,692,791
*	Fidelity Management Trust Company	FID FDM IDX 2030 IPR	2,454,856
*	Fidelity Management Trust Company	FID FDM IDX 2035 IPR	2,209,366
*	Fidelity Management Trust Company	FID FDM IDX 2040 IPR	1,694,645
*	Fidelity Management Trust Company	FID FDM IDX 2045 IPR	1,090,264
*	Fidelity Management Trust Company	FID FDM IDX 2050 IPR	475,808
*	Fidelity Management Trust Company	FID FDM IDX 2055 IPR	220,348
*	Fidelity Management Trust Company	FID FDM IDX 2060 IPR	154,325
*	Fidelity Management Trust Company	FID LG CAP VAL IDX	169,425
*	Fidelity Management Trust Company	FID GOVT MMKT K6	1,452,626
*	Fidelity Management Trust Company	FID SM CAP VAL IDX	10,627
*	Fidelity Management Trust Company	FID FDM IDX 2065 IPR	<u>16,482</u>
	Total forward		\$ 15,569,033

RIO GILL 401(k) PLAN & TRUST
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2023
Plan Sponsor EIN: 77-0009052
Plan Number: 001

Total forward		\$ 15,569,033
* Notes receivable from participants	Interest rates between 4.25% – 9.5%	<u>524.354</u>
Total		\$ <u>16.093.387</u>

* Represents a party-in-interest

Pursuant to instructions for Form 5500, Schedule H, Part IV, Line 4i, a special rule exempts disclosure of the cost of investments for plans with participant-directed transactions, because the Plan qualifies under this special rule, no cost is disclosed.

The above information has been certified by Fidelity Management Trust Company, the custodian, as complete and accurate.

RIO GILL 401(k) PLAN & TRUST

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE**

**TOGETHER WITH
INDEPENDENT AUDITORS' REPORT**

DECEMBER 31, 2023 AND 2022

TABLE OF CONTENTS

	<u>PAGES</u>
Independent Auditors' Reports	1 - 3
Statements of Net Assets Available for Benefits	4
Statements of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6 - 12
Supplemental Schedules	
Schedule H, Item 4a – Schedule of Delinquent Participant Contributions	13
Schedule H, Item 4i – Schedule of Assets Held for Investment Purposes	14 - 15



INDEPENDENT AUDITOR'S REPORT

To the Trustees of Rio Gill, 401(K) Plan & Trust

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

We have performed audits of the financial statements of Rio Gill 401(K) Plan & Trust (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of 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, having determined it is permissible in the circumstances, has elected to have the audits of Rio Gill 401(K) Plan & Trust's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our 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 ending 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 Auditor's Responsibilities for the Audit of the Financial Statements section:

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they 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 Rio Gill 401(K) Plan & Trust'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 Rio Gill 401(K) Plan & Trust's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Item 4a – Schedule of Delinquent Participant Contributions and Schedule H, line 4i - Schedule of Assets Held **Investment Purposes**, as of December 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the 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 schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, 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 schedules, 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).

RIO GILL 401(k) PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS:		
Investments at fair value:		
Fidelity cash reserve and money market accounts	\$ 1,455,585	\$ 1,381,306
Common stock	153,971	89,336
Preferred stock	-	526
Mutual funds	<u>13,959,477</u>	<u>11,865,204</u>
Total investments	<u>15,569,033</u>	<u>13,336,372</u>
Receivables:		
Notes receivable from participants	524,354	284,880
Employee contribution	13,886	13,567
Employer contribution	<u>2,068</u>	<u>2,031</u>
Total receivables	<u>540,308</u>	<u>300,478</u>
Total assets	<u>16,109,341</u>	<u>13,636,850</u>
LIABILITIES:		
Excess contributions refundable	<u>34,780</u>	-
Total liabilities	<u>34,780</u>	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u>16,074,561</u>	\$ <u>13,636,850</u>

See Notes to Financial Statements

RIO GILL 401(k) PLAN & TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO INVESTMENT INCOME:		
Net appreciation in fair value of investments	\$ 1,695,336	\$ -
Interest and dividends	<u>372,957</u>	<u>318,265</u>
Total investment income	<u>2,068,293</u>	<u>318,265</u>
Interest income on notes receivable from participants	<u>25,637</u>	<u>13,320</u>
CONTRIBUTIONS:		
Participants	858,342	796,429
Employers	128,757	119,370
Rollovers	<u>47,399</u>	<u>54,440</u>
Total contributions	<u>1,034,498</u>	<u>970,239</u>
Total additions	<u>3,128,428</u>	<u>1,301,824</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net depreciation in fair value of investments	-	2,963,657
Benefits paid to participants	579,535	1,474,096
Corrective distributions	34,780	-
Deemed distributions of participant loans	5,128	20,148
Administrative expenses	<u>71,274</u>	<u>72,998</u>
Total deductions	<u>690,717</u>	<u>4,530,899</u>
NET INCREASE (DECREASE)	2,437,711	(3,229,075)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>13,636,850</u>	<u>16,865,925</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ <u>16,074,561</u>	\$ <u>13,636,850</u>

See Notes to Financial Statements

**RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**

NOTE 1. DESCRIPTION OF PLAN & TRUST

The following description of the Rio Gill 401(k) Plan & Trust is for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General – The Plan & Trust is a defined contribution plan adopted January 1, 1998 that covers substantially all employees of participating employers who are at least twenty-one years of age and have one year of service with the Company. Participating employers, who are covered by the provisions of the Plan are:

American Farms, LLC
G & H Farms, LLC
MESA Packing, LLC
Gills Onions, LLC
King City Nursery, LLC
Gill Ranch Company, LLC
Western Harvesting, LLC
Gill Transport, LLC
King City Transplants, LLC
Western Organic, LLC
Western Harvesting Transport LLC
Cold Valley Farms, LLC

The Plan & Trust are subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Eligible participants may contribute, by voluntary payroll deductions, up to the maximum allowed by sections 404, 415, 402(g) and 401(k) of the Internal Revenue Code. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The employers may make a matching contribution equal to a discretionary percentage, to be determined by the employers each year, of the participant's salary reduction. For the years ending December 31, 2023 and 2022, the employers matched 15% of the participants' deferrals.

Participant Accounts - Each participant's account is credited with the participant's contributions, Employer's matching contributions, allocations of the Employer's discretionary contributions and an allocation of the Plan's earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting- Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Partnership's contribution portion of their accounts is based on years of continuous service. A participant is 25 percent vested after 1 year of credited service and continues to vest in increments of 25 percent until 100 percent vested after 3 years of credited service. In determining years of service for vesting purposes, years of service attributable to service prior to the effective date of the Plan or a predecessor plan are excluded.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1. DESCRIPTION OF PLAN & TRUST (Continued)

Payment of Benefits – Upon retirement, death, or disability, a participant or participant’s beneficiary may receive a lump-sum distribution equal to the value of his or her account. Upon termination, a participant may receive a lump-sum distribution equal to the value of their vested account balance. Pre-retirement distributions of a participant’s account are limited to amounts in the participant’s rollover account, or to borrowings under the loan provisions of the Plan. If a terminated participant’s vested balance is less than or equal to \$5,000, the amount may be automatically distributed in the form of payment directly in cash or have it rolled into an eligible retirement plan or IRA. In addition, the Plan allows for hardship distributions if certain criteria are met.

Participant Investment Options – Participants are allowed to invest in a variety of investment choices as more fully described in the Plan’s literature. Participants may change their allocation on a daily basis.

Notes receivable from participants – Participants may apply to borrow from the Plan a minimum amount of \$1,000 and a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant loan fund. Loans may be repaid over any reasonable period, not to exceed the fifth anniversary of the date the funds were borrowed. The loans are secured by the balance in the participant’s account and bear interest at a rate commensurate with local economic conditions and rates being charged by local financial institutions for similar loans, as determined by the Plan Administrator. The Interest rate for all participant loans ranged from 4.25% - 9.5%. New loans were issued at an interest rates of 8.5-9.5% during the year ended December 31, 2023. Principal and interest are paid ratably through payroll deductions.

Forfeitures – When certain terminations of participation in the Plan occur, the nonvested portion of the participant’s account, as defined by the Plan, represents a forfeiture. Any forfeitures occurring during the plan year shall be applied to reduce the contributions of the employer. Notwithstanding any other provision of the Plan to the contrary, forfeitures shall first be used to pay administrative expenses under the plan, if so, directed by the Employer. At December 31, 2023 and 2022, forfeited nonvested accounts totaled \$4,834 and \$15,416, respectively. Forfeitures in the amount of \$12,892 were used to pay administrative expenses for the years ending December 31, 2023. No forfeited amounts were used to reduce employers’ contributions or for administrative expenses for the year ending December 31, 2022.

Plan Expenses – Expenses to administer the Plan, if not paid by the sponsor, may be paid by the Plan and certain fees are allocated to the individual participant accounts. For the years ending December 31, 2023 and 2022 administrative expenses reported of \$71,274 and \$72,998 are reported net of the Revenue Credits received under the Fidelity Revenue Credit Program of \$10,045 and \$10,468, respectively. At December 31, 2023 and 2022, the amounts held for administrative fees totaled \$24,157 and \$13,234, respectively.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting which is in conformity with accounting principles generally accepted in the United States of America.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants – Notes receivable from participants are measured at the unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payments of Benefits – Benefits are recorded when paid.

Excess Contributions Payable - Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. At December 31, 2023 the Plan had excess contributions to the applicable participants in the amount of \$34,780. There were no excess contributions to distribute for 2022.

Subsequent Events – The Plan Administrator has evaluated subsequent events through October 8, 2024, which is the date that the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements, except as noted above.

NOTE 3. CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2023 and 2022 and interest, dividends, and net appreciation (depreciation) of fair value of investments for the years then ended, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company in accordance with 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure Under ERISA.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 3. CERTIFIED INFORMATION, continued

	<u>2023</u>	<u>2022</u>
Fidelity cash reserve and money market accounts	\$ 1,455,585	\$ 1,381,306
Common stock	153,971	89,336
Preferred stock	-	526
Mutual funds	<u>13,959,477</u>	<u>11,865,204</u>
	15,569,033	13,336,372
Notes receivable from participants	<u>524,354</u>	<u>284,880</u>
Total Assets Certified	\$ <u>16,093,387</u>	\$ <u>13,621,252</u>

Fidelity Management Trust Company certified to the completeness and accuracy of \$1,695,336 of net appreciation and \$2,963,657 of net depreciation in fair value of investments and \$398,594 and \$331,585 of interest and dividends related to the aforementioned investments and notes receivable from participants for the years ended December 31, 2023 and 2022, respectively

NOTE 4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB), *Accounting Standards Codification ASC 820 Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual funds: the fair value of mutual funds is based on quoted net asset values (“NAV”) of the shares as reported by the fund. The mutual funds held by the Plan are open-end mutual funds registered with the U.S. Securities and Exchange Commission. The funds must publish their daily NAV and transact at that price. The mutual funds held by the Plan are considered to be actively traded.

Common stock: the fair values of common stocks are based on the closing price reported on the active market where the individual securities are traded.

Preferred stock: the fair values of preferred stocks are based on the closing price reported on the active market where the individual securities are traded.

Money market funds: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2023 and 2022.

	Assets at Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 13,959,477	\$ -	\$ -	\$ 13,959,477
Common stock	153,971	-	-	153,971
Fidelity money market funds	<u>1,455,585</u>	<u>-</u>	<u>-</u>	<u>1,455,585</u>
Total assets at fair value	\$ <u>15,569,033</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>15,569,033</u>
	Assets at Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 11,865,204	\$ -	\$ -	\$ 11,865,204
Common Stock	89,336	-	-	89,336
Preferred stock	526	-	-	526
Fidelity money market funds	<u>1,381,306</u>	<u>-</u>	<u>-</u>	<u>1,381,306</u>
Total assets at fair value	\$ <u>13,336,372</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>13,336,372</u>

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 5. PARTIES-IN-INTEREST

During the years ended December 31, 2023 and 2022, Plan investments were invested in funds held by Fidelity Management Trust Company, the Plan Custodian, as described by the Plan and therefore, certain transactions qualify as party-in-interest. Fees paid by the Plan for the investment management services are included as a reduction of the return earned on each fund. In addition, loan fees, redemption fees and check fees paid from the applicable participant accounts to the plan custodian amounted to \$59,174 and \$60,398 for the years ended December 31, 2023 and 2022, respectively. Fees were also paid by the Plan for the annual audit in the amount of \$12,100 and \$12,600 for the years ended December 31, 2023 and 2022, respectively. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

NOTE 6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Board of Trustees has the right under the Plan document to terminate this Plan subject to the provisions of ERISA. In the event of termination, each participant, retired participant, former participant and beneficiary shall be entitled to receive any amount credited to that person's account.

NOTE 7. INCOME TAX STATUS

The Plan adopted a volume submitter plan offered by Fidelity Investment Institutional. The volume submitter plan received an IRS Opinion Letter dated June 30, 2020, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the IRS Opinion Letter, the plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC, and, therefore believes that the Plan is qualified, and the related trust is tax exempt. Plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8. RISKS AND UNCERTAINTIES

The Plan may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 9. DELINQUENT PARTICIPANT CONTRIBUTIONS

For the year ended December 31, 2023, the Plan Sponsor did not remit certain participant contributions to the Plan on a timely basis as defined by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Untimely remittances identified on the Schedule of Delinquent Participant Contributions, which totaled \$100, are pending correction in the Department of Labor Voluntary Fiduciary Correction Program in 2023. Additionally, the Plan Sponsor has compensated participants for lost earnings resulting from the delay in contributions.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 10. RECONCILIATION OF THE 5500 TO FINANCIAL STATEMENTS

The following is a reconciliation of net assets available for benefits per the financial statements to the Schedule H of the Form 5500 for the year ending December 31, 2023:

	Financial <u>Statements</u>	<u>Form 5500</u>	<u>Difference</u>
Net assets available for benefits, beginning	\$13,636,850	\$13,636,850	\$ -
Contributions:			
Employers	128,757	128,757	-
Participants	858,342	858,342	-
Rollovers	47,399	47,399	-
Earnings on investments:			
Interest on participant loans	25,637	25,637	-
Interest and dividends	372,957	-	372,957
Interest-bearing cash	-	68,597	(68,597)
Dividends preferred stock – common stock	-	73	(73)
Dividends preferred stock – registered investment company shares	-	304,287	(304,287)
Net appreciation in fair value of investments	1,695,336	-	1,695,336
Net gain on sale of assets	-	26	(26)
Aggregate carrying amount	-	(53)	53
Unrealized appreciation of assets	-	64,054	(64,054)
Net investment gain from mutual funds	-	1,631,309	(1,631,309)
Benefit payments directly to participants	(579,535)	(579,535)	-
Corrective distributions	(34,780)	(34,780)	-
Deemed distributions of participant loans	(5,128)	(5,128)	-
Administrative fees	(71,274)	(71,274)	-
Net assets available for benefits, ending	<u>\$16,074,561</u>	<u>\$16,074,561</u>	\$ <u>-</u>

SUPPLEMENTAL SCHEDULES

RIO GILL 401(k) PLAN & TRUST
SCHEDULE H, ITEM 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
AS OF DECEMBER 31, 2023

Plan Name: Rio Gill 401K Plan & Trust
Plan Sponsor's Name: Rio Farms, LLC

EIN: 77-0009052
PN: 001

	Total that Constitutes Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	\$ 0	\$ 0	\$ 100	\$ 0

RIO GILL 401(k) PLAN & TRUST
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2023
Plan Sponsor EIN: 77-0009052
Plan Number: 001

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
*	Fidelity Brokerage Services	Common Stock	\$ 153,971
*	Fidelity Brokerage Services	Cash	2,960
*	Fidelity Management Trust Company	FKLN INTL GRTH R6	19,839
*	Fidelity Management Trust Company	INVS CORP BOND R6	24,414
*	Fidelity Management Trust Company	TRP MID CAP VALUE I	14,254
*	Fidelity Management Trust Company	IS S&P 500 IDX K	14,433
*	Fidelity Management Trust Company	BLKRK HIGH YLD BD K	109,091
*	Fidelity Management Trust Company	FKLN SMMIDCP GRTH R6	72,057
*	Fidelity Management Trust Company	AF BALANCED R6	99,393
*	Fidelity Management Trust Company	LD ABT DEV GRTH R6	22,804
*	Fidelity Management Trust Company	FID MULTI ASSET IDX	12,472
*	Fidelity Management Trust Company	FID NASDAQ COMP INDX	55,652
*	Fidelity Management Trust Company	FID US BOND IDX	9,968
*	Fidelity Management Trust Company	FID 500 INDEX	251,256
*	Fidelity Management Trust Company	FID GLB EX US IDX	6,929
*	Fidelity Management Trust Company	FID REAL ESTATE IDX	49,703
*	Fidelity Management Trust Company	FID TOTAL MKT IDX	87,865
*	Fidelity Management Trust Company	FID INTL INDEX	6,638
*	Fidelity Management Trust Company	FID EXTD MKT IDX	3,991
*	Fidelity Management Trust Company	FA BALANCED Z	418,228
*	Fidelity Management Trust Company	FA TOTAL BOND Z	17,395
*	Fidelity Management Trust Company	FID FDM IDX INC IPR	189,201
*	Fidelity Management Trust Company	FID FDM IDX 2005 IPR	84,758
*	Fidelity Management Trust Company	FID FDM IDX 2010 IPR	691
*	Fidelity Management Trust Company	FID FDM IDX 2015 IPR	739,974
*	Fidelity Management Trust Company	FID FDM IDX 2020 IPR	1,459,533
*	Fidelity Management Trust Company	FID FDM IDX 2025 IPR	1,692,791
*	Fidelity Management Trust Company	FID FDM IDX 2030 IPR	2,454,856
*	Fidelity Management Trust Company	FID FDM IDX 2035 IPR	2,209,366
*	Fidelity Management Trust Company	FID FDM IDX 2040 IPR	1,694,645
*	Fidelity Management Trust Company	FID FDM IDX 2045 IPR	1,090,264
*	Fidelity Management Trust Company	FID FDM IDX 2050 IPR	475,808
*	Fidelity Management Trust Company	FID FDM IDX 2055 IPR	220,348
*	Fidelity Management Trust Company	FID FDM IDX 2060 IPR	154,325
*	Fidelity Management Trust Company	FID LG CAP VAL IDX	169,425
*	Fidelity Management Trust Company	FID GOVT MMKT K6	1,452,626
*	Fidelity Management Trust Company	FID SM CAP VAL IDX	10,627
*	Fidelity Management Trust Company	FID FDM IDX 2065 IPR	<u>16,482</u>
	Total forward		\$ 15,569,033

RIO GILL 401(k) PLAN & TRUST
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2023
Plan Sponsor EIN: 77-0009052
Plan Number: 001

Total forward		\$ 15,569,033
* Notes receivable from participants	Interest rates between 4.25% – 9.5%	<u>524.354</u>
Total		\$ <u>16.093.387</u>

* Represents a party-in-interest

Pursuant to instructions for Form 5500, Schedule H, Part IV, Line 4i, a special rule exempts disclosure of the cost of investments for plans with participant-directed transactions, because the Plan qualifies under this special rule, no cost is disclosed.

The above information has been certified by Fidelity Management Trust Company, the custodian, as complete and accurate.

RIO GILL 401(k) PLAN & TRUST

**FINANCIAL STATEMENTS AND
SUPPLEMENTAL SCHEDULE**

**TOGETHER WITH
INDEPENDENT AUDITORS' REPORT**

DECEMBER 31, 2023 AND 2022

TABLE OF CONTENTS

	<u>PAGES</u>
Independent Auditors' Reports	1 - 3
Statements of Net Assets Available for Benefits	4
Statements of Changes in Net Assets Available for Benefits	5
Notes to Financial Statements	6 - 12
Supplemental Schedules	
Schedule H, Item 4a – Schedule of Delinquent Participant Contributions	13
Schedule H, Item 4i – Schedule of Assets Held for Investment Purposes	14 - 15



INDEPENDENT AUDITOR'S REPORT

To the Trustees of Rio Gill, 401(K) Plan & Trust

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

We have performed audits of the financial statements of Rio Gill 401(K) Plan & Trust (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statement of net assets available for benefits as of 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, having determined it is permissible in the circumstances, has elected to have the audits of Rio Gill 401(K) Plan & Trust's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's (DOL) Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our 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 ending 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 Auditor's Responsibilities for the Audit of the Financial Statements section:

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

Basis for Opinion

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

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they 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 Rio Gill 401(K) Plan & Trust'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 Rio Gill 401(K) Plan & Trust's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter - Supplemental Schedules Required by ERISA

The supplemental schedules of Schedule H, Item 4a – Schedule of Delinquent Participant Contributions and Schedule H, line 4i - Schedule of Assets Held **Investment Purposes**, as of December 31, 2023 are presented for purposes of additional analysis and are not a required part of the financial statements but are supplementary information required by the 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 schedules, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, 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 schedules, 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).

RIO GILL 401(k) PLAN & TRUST
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ASSETS:		
Investments at fair value:		
Fidelity cash reserve and money market accounts	\$ 1,455,585	\$ 1,381,306
Common stock	153,971	89,336
Preferred stock	-	526
Mutual funds	<u>13,959,477</u>	<u>11,865,204</u>
Total investments	<u>15,569,033</u>	<u>13,336,372</u>
Receivables:		
Notes receivable from participants	524,354	284,880
Employee contribution	13,886	13,567
Employer contribution	<u>2,068</u>	<u>2,031</u>
Total receivables	<u>540,308</u>	<u>300,478</u>
Total assets	<u>16,109,341</u>	<u>13,636,850</u>
LIABILITIES:		
Excess contributions refundable	<u>34,780</u>	-
Total liabilities	<u>34,780</u>	-
NET ASSETS AVAILABLE FOR BENEFITS	\$ <u>16,074,561</u>	\$ <u>13,636,850</u>

See Notes to Financial Statements

RIO GILL 401(k) PLAN & TRUST
STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

	<u>2023</u>	<u>2022</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO INVESTMENT INCOME:		
Net appreciation in fair value of investments	\$ 1,695,336	\$ -
Interest and dividends	<u>372,957</u>	<u>318,265</u>
Total investment income	<u>2,068,293</u>	<u>318,265</u>
Interest income on notes receivable from participants	<u>25,637</u>	<u>13,320</u>
CONTRIBUTIONS:		
Participants	858,342	796,429
Employers	128,757	119,370
Rollovers	<u>47,399</u>	<u>54,440</u>
Total contributions	<u>1,034,498</u>	<u>970,239</u>
Total additions	<u>3,128,428</u>	<u>1,301,824</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO:		
Net depreciation in fair value of investments	-	2,963,657
Benefits paid to participants	579,535	1,474,096
Corrective distributions	34,780	-
Deemed distributions of participant loans	5,128	20,148
Administrative expenses	<u>71,274</u>	<u>72,998</u>
Total deductions	<u>690,717</u>	<u>4,530,899</u>
NET INCREASE (DECREASE)	2,437,711	(3,229,075)
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	<u>13,636,850</u>	<u>16,865,925</u>
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	\$ <u>16,074,561</u>	\$ <u>13,636,850</u>

See Notes to Financial Statements

**RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022**

NOTE 1. DESCRIPTION OF PLAN & TRUST

The following description of the Rio Gill 401(k) Plan & Trust is for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General – The Plan & Trust is a defined contribution plan adopted January 1, 1998 that covers substantially all employees of participating employers who are at least twenty-one years of age and have one year of service with the Company. Participating employers, who are covered by the provisions of the Plan are:

American Farms, LLC
G & H Farms, LLC
MESA Packing, LLC
Gills Onions, LLC
King City Nursery, LLC
Gill Ranch Company, LLC
Western Harvesting, LLC
Gill Transport, LLC
King City Transplants, LLC
Western Organic, LLC
Western Harvesting Transport LLC
Cold Valley Farms, LLC

The Plan & Trust are subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Eligible participants may contribute, by voluntary payroll deductions, up to the maximum allowed by sections 404, 415, 402(g) and 401(k) of the Internal Revenue Code. Participants who have attained age 50 before the end of the plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans. The employers may make a matching contribution equal to a discretionary percentage, to be determined by the employers each year, of the participant's salary reduction. For the years ending December 31, 2023 and 2022, the employers matched 15% of the participants' deferrals.

Participant Accounts - Each participant's account is credited with the participant's contributions, Employer's matching contributions, allocations of the Employer's discretionary contributions and an allocation of the Plan's earnings. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. Allocations are based on participant earnings, account balances, or specific participant transactions, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting- Participants are vested immediately in their contributions plus actual earnings thereon. Vesting in the Partnership's contribution portion of their accounts is based on years of continuous service. A participant is 25 percent vested after 1 year of credited service and continues to vest in increments of 25 percent until 100 percent vested after 3 years of credited service. In determining years of service for vesting purposes, years of service attributable to service prior to the effective date of the Plan or a predecessor plan are excluded.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 1. DESCRIPTION OF PLAN & TRUST (Continued)

Payment of Benefits – Upon retirement, death, or disability, a participant or participant’s beneficiary may receive a lump-sum distribution equal to the value of his or her account. Upon termination, a participant may receive a lump-sum distribution equal to the value of their vested account balance. Pre-retirement distributions of a participant’s account are limited to amounts in the participant’s rollover account, or to borrowings under the loan provisions of the Plan. If a terminated participant’s vested balance is less than or equal to \$5,000, the amount may be automatically distributed in the form of payment directly in cash or have it rolled into an eligible retirement plan or IRA. In addition, the Plan allows for hardship distributions if certain criteria are met.

Participant Investment Options – Participants are allowed to invest in a variety of investment choices as more fully described in the Plan’s literature. Participants may change their allocation on a daily basis.

Notes receivable from participants – Participants may apply to borrow from the Plan a minimum amount of \$1,000 and a maximum equal to the lesser of \$50,000, or 50% of their vested account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the Participant loan fund. Loans may be repaid over any reasonable period, not to exceed the fifth anniversary of the date the funds were borrowed. The loans are secured by the balance in the participant’s account and bear interest at a rate commensurate with local economic conditions and rates being charged by local financial institutions for similar loans, as determined by the Plan Administrator. The Interest rate for all participant loans ranged from 4.25% - 9.5%. New loans were issued at an interest rates of 8.5-9.5% during the year ended December 31, 2023. Principal and interest are paid ratably through payroll deductions.

Forfeitures – When certain terminations of participation in the Plan occur, the nonvested portion of the participant’s account, as defined by the Plan, represents a forfeiture. Any forfeitures occurring during the plan year shall be applied to reduce the contributions of the employer. Notwithstanding any other provision of the Plan to the contrary, forfeitures shall first be used to pay administrative expenses under the plan, if so, directed by the Employer. At December 31, 2023 and 2022, forfeited nonvested accounts totaled \$4,834 and \$15,416, respectively. Forfeitures in the amount of \$12,892 were used to pay administrative expenses for the years ending December 31, 2023. No forfeited amounts were used to reduce employers’ contributions or for administrative expenses for the year ending December 31, 2022.

Plan Expenses – Expenses to administer the Plan, if not paid by the sponsor, may be paid by the Plan and certain fees are allocated to the individual participant accounts. For the years ending December 31, 2023 and 2022 administrative expenses reported of \$71,274 and \$72,998 are reported net of the Revenue Credits received under the Fidelity Revenue Credit Program of \$10,045 and \$10,468, respectively. At December 31, 2023 and 2022, the amounts held for administrative fees totaled \$24,157 and \$13,234, respectively.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting – The financial statements of the Plan are prepared on the accrual basis of accounting which is in conformity with accounting principles generally accepted in the United States of America.

NOTE 2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Use of Estimates – The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Valuation of Investments and Income Recognition – The Plan's investments are stated at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. See Note 4 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants – Notes receivable from participants are measured at the unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan document.

Payments of Benefits – Benefits are recorded when paid.

Excess Contributions Payable - Amounts payable to participants for contributions in excess of amounts allowed by the IRS are recorded as a liability with a corresponding reduction to contributions. At December 31, 2023 the Plan had excess contributions to the applicable participants in the amount of \$34,780. There were no excess contributions to distribute for 2022.

Subsequent Events – The Plan Administrator has evaluated subsequent events through October 8, 2024, which is the date that the financial statements were available to be issued. There were no material subsequent events that required recognition or additional disclosure in these financial statements, except as noted above.

NOTE 3. CERTIFIED INFORMATION

All investment information disclosed in the accompanying financial statements and supplemental schedule, including investments held and notes receivable from participants at December 31, 2023 and 2022 and interest, dividends, and net appreciation (depreciation) of fair value of investments for the years then ended, were obtained or derived from information supplied to the Plan Administrator and certified as complete and accurate by Fidelity Management Trust Company in accordance with 29 CFR 2520.103-8 of the DOL's Rules and Regulations for Reporting and Disclosure Under ERISA.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 3. CERTIFIED INFORMATION, continued

	<u>2023</u>	<u>2022</u>
Fidelity cash reserve and money market accounts	\$ 1,455,585	\$ 1,381,306
Common stock	153,971	89,336
Preferred stock	-	526
Mutual funds	<u>13,959,477</u>	<u>11,865,204</u>
	15,569,033	13,336,372
Notes receivable from participants	<u>524,354</u>	<u>284,880</u>
Total Assets Certified	\$ <u>16,093,387</u>	\$ <u>13,621,252</u>

Fidelity Management Trust Company certified to the completeness and accuracy of \$1,695,336 of net appreciation and \$2,963,657 of net depreciation in fair value of investments and \$398,594 and \$331,585 of interest and dividends related to the aforementioned investments and notes receivable from participants for the years ended December 31, 2023 and 2022, respectively

NOTE 4. FAIR VALUE MEASUREMENTS

Financial Accounting Standards Board (FASB), *Accounting Standards Codification ASC 820 Fair Value Measurements and Disclosures*, provides the framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

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

Level 2 Inputs to the valuation methodology include:

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

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

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

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

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 4. FAIR VALUE MEASUREMENTS (Continued)

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2023 and 2022.

Mutual funds: the fair value of mutual funds is based on quoted net asset values (“NAV”) of the shares as reported by the fund. The mutual funds held by the Plan are open-end mutual funds registered with the U.S. Securities and Exchange Commission. The funds must publish their daily NAV and transact at that price. The mutual funds held by the Plan are considered to be actively traded.

Common stock: the fair values of common stocks are based on the closing price reported on the active market where the individual securities are traded.

Preferred stock: the fair values of preferred stocks are based on the closing price reported on the active market where the individual securities are traded.

Money market funds: Valued at the quoted net asset value (NAV) of shares held by the Plan at year end.

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

The following table sets forth by level, within the fair value hierarchy, the Plan’s assets at fair value as of December 31, 2023 and 2022.

	Assets at Fair Value as of December 31, 2023			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 13,959,477	\$ -	\$ -	\$ 13,959,477
Common stock	153,971	-	-	153,971
Fidelity money market funds	<u>1,455,585</u>	<u>-</u>	<u>-</u>	<u>1,455,585</u>
Total assets at fair value	\$ <u>15,569,033</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>15,569,033</u>
	Assets at Fair Value as of December 31, 2022			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 11,865,204	\$ -	\$ -	\$ 11,865,204
Common Stock	89,336	-	-	89,336
Preferred stock	526	-	-	526
Fidelity money market funds	<u>1,381,306</u>	<u>-</u>	<u>-</u>	<u>1,381,306</u>
Total assets at fair value	\$ <u>13,336,372</u>	\$ <u>-</u>	\$ <u>-</u>	\$ <u>13,336,372</u>

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 5. PARTIES-IN-INTEREST

During the years ended December 31, 2023 and 2022, Plan investments were invested in funds held by Fidelity Management Trust Company, the Plan Custodian, as described by the Plan and therefore, certain transactions qualify as party-in-interest. Fees paid by the Plan for the investment management services are included as a reduction of the return earned on each fund. In addition, loan fees, redemption fees and check fees paid from the applicable participant accounts to the plan custodian amounted to \$59,174 and \$60,398 for the years ended December 31, 2023 and 2022, respectively. Fees were also paid by the Plan for the annual audit in the amount of \$12,100 and \$12,600 for the years ended December 31, 2023 and 2022, respectively. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

NOTE 6. PLAN TERMINATION

Although it has not expressed any intent to do so, the Board of Trustees has the right under the Plan document to terminate this Plan subject to the provisions of ERISA. In the event of termination, each participant, retired participant, former participant and beneficiary shall be entitled to receive any amount credited to that person's account.

NOTE 7. INCOME TAX STATUS

The Plan adopted a volume submitter plan offered by Fidelity Investment Institutional. The volume submitter plan received an IRS Opinion Letter dated June 30, 2020, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code (IRC). Although the Plan has been amended since receiving the IRS Opinion Letter, the plan administrator believes that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the IRC, and, therefore believes that the Plan is qualified, and the related trust is tax exempt. Plan management is required to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 8. RISKS AND UNCERTAINTIES

The Plan may invest in various types of investment securities. Investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in value of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the Statements of Net Assets Available for Benefits.

NOTE 9. DELINQUENT PARTICIPANT CONTRIBUTIONS

For the year ended December 31, 2023, the Plan Sponsor did not remit certain participant contributions to the Plan on a timely basis as defined by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Untimely remittances identified on the Schedule of Delinquent Participant Contributions, which totaled \$100, are pending correction in the Department of Labor Voluntary Fiduciary Correction Program in 2023. Additionally, the Plan Sponsor has compensated participants for lost earnings resulting from the delay in contributions.

RIO GILL 401(k) PLAN & TRUST
NOTES TO FINANCIAL STATEMENTS
FOR THE YEARS ENDED DECEMBER 31, 2023 AND 2022

NOTE 10. RECONCILIATION OF THE 5500 TO FINANCIAL STATEMENTS

The following is a reconciliation of net assets available for benefits per the financial statements to the Schedule H of the Form 5500 for the year ending December 31, 2023:

	Financial <u>Statements</u>	<u>Form 5500</u>	<u>Difference</u>
Net assets available for benefits, beginning	\$13,636,850	\$13,636,850	\$ -
Contributions:			
Employers	128,757	128,757	-
Participants	858,342	858,342	-
Rollovers	47,399	47,399	-
Earnings on investments:			
Interest on participant loans	25,637	25,637	-
Interest and dividends	372,957	-	372,957
Interest-bearing cash	-	68,597	(68,597)
Dividends preferred stock – common stock	-	73	(73)
Dividends preferred stock – registered investment company shares	-	304,287	(304,287)
Net appreciation in fair value of investments	1,695,336	-	1,695,336
Net gain on sale of assets	-	26	(26)
Aggregate carrying amount	-	(53)	53
Unrealized appreciation of assets	-	64,054	(64,054)
Net investment gain from mutual funds	-	1,631,309	(1,631,309)
Benefit payments directly to participants	(579,535)	(579,535)	-
Corrective distributions	(34,780)	(34,780)	-
Deemed distributions of participant loans	(5,128)	(5,128)	-
Administrative fees	(71,274)	(71,274)	-
Net assets available for benefits, ending	<u>\$16,074,561</u>	<u>\$16,074,561</u>	\$ <u>-</u>

SUPPLEMENTAL SCHEDULES

RIO GILL 401(k) PLAN & TRUST
SCHEDULE H, ITEM 4a – SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
AS OF DECEMBER 31, 2023

Plan Name: Rio Gill 401K Plan & Trust
Plan Sponsor's Name: Rio Farms, LLC

EIN: 77-0009052
PN: 001

	Total that Constitutes Nonexempt Prohibited Transactions			
Participant Contributions Transferred Late to Plan	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included:	\$ 0	\$ 0	\$ 100	\$ 0

RIO GILL 401(k) PLAN & TRUST
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2023
Plan Sponsor EIN: 77-0009052
Plan Number: 001

(a)	(b)	(c)	(e)
	Identity of Issuer, Borrower, Lessor, or Similar Party	Description of Investment Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Current Value
*	Fidelity Brokerage Services	Common Stock	\$ 153,971
*	Fidelity Brokerage Services	Cash	2,960
*	Fidelity Management Trust Company	FKLN INTL GRTH R6	19,839
*	Fidelity Management Trust Company	INVS CORP BOND R6	24,414
*	Fidelity Management Trust Company	TRP MID CAP VALUE I	14,254
*	Fidelity Management Trust Company	IS S&P 500 IDX K	14,433
*	Fidelity Management Trust Company	BLKRK HIGH YLD BD K	109,091
*	Fidelity Management Trust Company	FKLN SMMIDCP GRTH R6	72,057
*	Fidelity Management Trust Company	AF BALANCED R6	99,393
*	Fidelity Management Trust Company	LD ABT DEV GRTH R6	22,804
*	Fidelity Management Trust Company	FID MULTI ASSET IDX	12,472
*	Fidelity Management Trust Company	FID NASDAQ COMP INDX	55,652
*	Fidelity Management Trust Company	FID US BOND IDX	9,968
*	Fidelity Management Trust Company	FID 500 INDEX	251,256
*	Fidelity Management Trust Company	FID GLB EX US IDX	6,929
*	Fidelity Management Trust Company	FID REAL ESTATE IDX	49,703
*	Fidelity Management Trust Company	FID TOTAL MKT IDX	87,865
*	Fidelity Management Trust Company	FID INTL INDEX	6,638
*	Fidelity Management Trust Company	FID EXTD MKT IDX	3,991
*	Fidelity Management Trust Company	FA BALANCED Z	418,228
*	Fidelity Management Trust Company	FA TOTAL BOND Z	17,395
*	Fidelity Management Trust Company	FID FDM IDX INC IPR	189,201
*	Fidelity Management Trust Company	FID FDM IDX 2005 IPR	84,758
*	Fidelity Management Trust Company	FID FDM IDX 2010 IPR	691
*	Fidelity Management Trust Company	FID FDM IDX 2015 IPR	739,974
*	Fidelity Management Trust Company	FID FDM IDX 2020 IPR	1,459,533
*	Fidelity Management Trust Company	FID FDM IDX 2025 IPR	1,692,791
*	Fidelity Management Trust Company	FID FDM IDX 2030 IPR	2,454,856
*	Fidelity Management Trust Company	FID FDM IDX 2035 IPR	2,209,366
*	Fidelity Management Trust Company	FID FDM IDX 2040 IPR	1,694,645
*	Fidelity Management Trust Company	FID FDM IDX 2045 IPR	1,090,264
*	Fidelity Management Trust Company	FID FDM IDX 2050 IPR	475,808
*	Fidelity Management Trust Company	FID FDM IDX 2055 IPR	220,348
*	Fidelity Management Trust Company	FID FDM IDX 2060 IPR	154,325
*	Fidelity Management Trust Company	FID LG CAP VAL IDX	169,425
*	Fidelity Management Trust Company	FID GOVT MMKT K6	1,452,626
*	Fidelity Management Trust Company	FID SM CAP VAL IDX	10,627
*	Fidelity Management Trust Company	FID FDM IDX 2065 IPR	<u>16,482</u>
	Total forward		\$ 15,569,033

RIO GILL 401(k) PLAN & TRUST
SCHEDULE OF ASSETS HELD FOR INVESTMENT PURPOSES
AS OF DECEMBER 31, 2023
Plan Sponsor EIN: 77-0009052
Plan Number: 001

Total forward		\$ 15,569,033
* Notes receivable from participants	Interest rates between 4.25% – 9.5%	<u>524.354</u>
Total		\$ <u>16.093.387</u>

* Represents a party-in-interest

Pursuant to instructions for Form 5500, Schedule H, Part IV, Line 4i, a special rule exempts disclosure of the cost of investments for plans with participant-directed transactions, because the Plan qualifies under this special rule, no cost is disclosed.

The above information has been certified by Fidelity Management Trust Company, the custodian, as complete and accurate.