

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information	
1a	Name of plan COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN	1b Three-digit plan number (PN) ▶ 004
		1c Effective date of plan 01/01/1997
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) THE COLONIAL WILLIAMSBURG FOUNDATION PO BOX 1776 WILLIAMSBURG, VA 23187-1776	2b Employer Identification Number (EIN) 54-0505888
		2c Plan Sponsor's telephone number 757-229-1000
		2d Business code (see instructions) 712100

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.	10/14/2024	HENRY LAI
	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 1810
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) 1468 6a(2) 1519 6b 53 6c 311 6d 1883 6e 6 6f 1889 6g(1) 1105 6g(2) 1139 6h 25
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 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
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

- (1) ☒ **R** (Retirement Plan Information)
- (2) ☐ **MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
- (3) ☐ **SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary
- (4) ☐ **DCG** (Individual Plan Information) – Number Attached _____
- (5) ☐ **MEP** (Multiple-Employer Retirement Plan Information)

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached _____
- (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 COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN	B Three-digit plan number (PN) ▶ 004
C Plan sponsor's name as shown on line 2a of Form 5500 THE COLONIAL WILLIAMSBURG FOUNDATION	D Employer Identification Number (EIN) 54-0505888

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).....

No

Yes

☒
- 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

(b)

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

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

THE VANGUARD GROUP, INC.

23-1945930

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 16 25 37 52 99	NONE	146210	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

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

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

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 COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN	B Three-digit plan number (PN) ►	004
C Plan sponsor's name as shown on line 2a of Form 5500 THE COLONIAL WILLIAMSBURG FOUNDATION	D Employer Identification Number (EIN) 54-0505888	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1139081	1198858
(9) Value of interest in common/collective trusts	1c(9)	0	54
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	77170639	90051874
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	78309720	91250786
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	78309720	91250786

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)	436003	
(B) Participants	2a(1)(B)	4388046	
(C) Others (including rollovers)	2a(1)(C)	511597	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		5335646
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	78418	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		78418
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	2918386	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		2918386
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		11033996
c Other income	2c		2570
d Total income. Add all income amounts in column (b) and enter total	2d		19369016

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6287331	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)	1908	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		6289239
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	138711	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		138711
j Total expenses. Add all expense amounts in column (b) and enter total	2j		6427950

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		12941066
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **PBMARES LLP**

(2) EIN: **54-0737372**

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

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

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l. DCGs do not complete lines 4e, 4f, 4k, 4l, and 5, and DCGs generally complete the rest of Part IV collectively for all plans in the DCG, except as otherwise provided (see instructions).

During the plan year:

	Yes	No	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒	
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒	
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		☒	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		☒	
e Was this plan covered by a fidelity bond?	☒		10000000
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)	
COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN	004	
C Plan sponsor's name as shown on line 2a of Form 5500	D Employer Identification Number (EIN)	
THE COLONIAL WILLIAMSBURG FOUNDATION	54-0505888	

Part I	Distributions
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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): 23-2186884	
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)	6a		
	b Enter the amount contributed by the employer to the plan for this plan year	6b		
	c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.				
7	Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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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
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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.
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10	Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11	a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
	b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12	Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

14 Enter the number of deferred vested and retired participants (inactive participants), as of the beginning of the plan year, whose contributing employer is no longer making contributions to the plan for: a The current plan year. Check the box to indicate the counting method used to determine the number of inactive participants: ☐ last contributing employer ☐ alternative ☐ reasonable approximation (see instructions for required attachment) 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) 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)	14a 14b 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 b The corresponding number for the second preceding plan year	15a 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 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	16a 16b	
17 If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐	
19 If the total number of participants is 1,000 or more, complete lines (a) and (b): a Enter the percentage of plan assets held as: Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____% High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____% b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets: ☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more	
20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20. a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box: ☐ Yes. ☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date. ☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date. ☐ No. Other. Provide explanation. _____	

Part VII	IRS Compliance Questions
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21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No 21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2). ☐ Design-based safe harbor method ☐ "Prior year" ADP test ☒ "Current year" ADP test ☐ N/A	
22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter <u>06 / 30 / 2020</u> (MM/DD/YYYY) and the Opinion Letter serial number <u>Q703218A</u> .	



The Colonial Williamsburg Foundation

“THAT THE FUTURE MAY LEARN FROM THE PAST”

Colonial Williamsburg Tax Deferred Savings Plan

For the years ended December 31, 2023 and 2022



ASSURANCE, TAX & ADVISORY SERVICES

***Colonial Williamsburg
Tax Deferred Savings Plan***

*Financial Statements as of and for the
Years Ended December 31, 2023 and 2022,
Supplemental Schedule as of December 31, 2023,
And Independent Auditor's Report*

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Colonial Williamsburg Tax Deferred Savings Plan

Opinion

We have audited the financial statements of Colonial Williamsburg Tax Deferred Savings Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2023 and 2022, and the changes in its net assets available for benefit for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (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 audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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 Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023, presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

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

PBMares, LLP

Richmond, Virginia
October 9, 2024

FINANCIAL STATEMENTS

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2023 AND 2022

(In thousands)

Assets	2023	2022
Investments, at fair value:		
Money market fund	\$ 3,437	\$ 3,364
Mutual funds	86,615	73,807
Total investments	90,052	77,171
Receivables:		
Employer contributions	16	14
Participant contributions	172	141
Notes receivable from participants	1,366	1,307
Total receivables	1,554	1,462
Total assets	91,606	78,633
Net assets available for benefits	\$ 91,606	\$ 78,633

See Notes to Financial Statements

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEARS ENDED DECEMBER 31, 2023 AND 2022 (In thousands)

	2023	2022
Additions to net assets:		
Investment income:		
Dividends	\$ 2,918	\$ 2,632
Net appreciation (depreciation) in fair value of investments	11,034	(18,704)
Total investment income (loss)	13,952	(16,072)
Interest from notes receivable	78	64
Contributions:		
Employer	438	389
Participant	4,419	3,818
Rollover	512	3
Total contributions	5,369	4,210
Other additions	3	1
	19,402	(11,797)
Deductions from net assets:		
Benefits paid to participants	6,288	4,732
Administrative expenses	141	119
Total deductions	6,429	4,851
Net increase (decrease)	12,973	(16,648)
Net assets available for benefits:		
Beginning of year	78,633	95,281
End of year	\$ 91,606	\$ 78,633

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF PLAN

The following description of the Colonial Williamsburg Tax Deferred Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all of the employees of the Colonial Williamsburg Foundation and subsidiaries, Colonial Williamsburg Company and Williamsburg Developments, Inc., collectively (the Foundation), who are age 21 or older and meet additional Plan guidelines. The Foundation controls and manages the operation and administration of the Plan. Vanguard Fiduciary Trust Company (Vanguard) serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Each year, participants may make elective deferrals up to 50% of annual compensation to a pretax and/or a post-tax Roth account, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified defined contribution plans. Elective deferrals are limited to the dollar amounts contained in Section 402(g) of the Internal Revenue Code (IRC) of 1986, as amended. Participants who have attained or will attain age 50 during the plan year are permitted to make catch-up contributions limited to amounts specified in Section 414(v) of the IRC. The Foundation makes matching contributions, for eligible employees, to the Plan equal to 25% of the first 4% of the eligible participant's elective deferrals. The Foundation may contribute additional amounts at its option. No additional contributions were made for the years ended December 31, 2023 or 2022. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts - Individual accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, the Foundation's contributions and Plan earnings, and debited for withdrawals, Plan losses, and applicable administrative expenditures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are always 100% vested in their contributions plus actual earnings thereon. Vesting in the Foundation's matching and discretionary contribution portion of their accounts plus actual earnings thereon occurs after two years of credited service.

Investment Options - Upon enrollment in the Plan, participants may direct their elective deferrals in 1% increments in a variety of fund options offered by the trustee. Foundation contributions are automatically contributed according to the allocation mix designated by the participant. Participants may change their investment options or reallocate among the available funds the amounts credited to their directed separate accounts at any time during the plan year.

Notes Receivable from Participants - Participants may borrow from their vested account a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant loan fund. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. The loans are secured by up to 50% of the balance in the participant's account and bear interest equal to the daily prime rate stated in the *Wall Street Journal* plus 2%. Principal and interest are paid ratably through bi-weekly payroll deductions. For 2023 and 2022, participant loans have maturity dates through 2038 with interest rates ranging from 5.25% to 10.5% and 5.25% to 9%, respectively.

(Continued)

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF PLAN (Concluded)

Payment of Benefits - Benefits may be paid to participants or named beneficiaries upon the occurrence of one of the following events: (1) the participant's attainment of age 59½; (2) the participant's death or termination of employment; (3) the termination of the Plan without the establishment of another defined contribution plan; or (4) the approval of a participant's request for a hardship distribution. Unless a participant elects otherwise, distributions begin no later than the 60th day after the end of the plan year in which the latest of the following events occurs: the participant attains age 65, or the participant retires or terminates employment for any other reason.

The account balance of the terminated participant must begin to be distributed no later than April of the calendar year following the year in which the participant attains a certain age, as required by the regulations. Benefits are payable under lump sum and installment payment options.

Forfeited Accounts - Forfeited balances of terminated participants' non-vested accounts are used to reduce future Foundation matching contributions. The balance of forfeited non-vested accounts was \$5,000 and \$2,000, respectively, for years ended December 31, 2023 and 2022. In 2023 and 2022, employer contributions were reduced by \$0 and \$3,000, respectively, from forfeited non-vested accounts.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting - The financial statements for the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and trustees. See Note 3 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual 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.

Contributions - Contributions from Plan participants and the matching contribution from the employer are recorded in the year in which the participant compensation is earned.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any unpaid accrued interest. Interest income is recorded on the accrual basis. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. No allowance for credit losses has been recorded as of December 31, 2023 and 2022. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced, and a benefit payment is recorded.

Payment of Benefits - Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid as of December 31, 2023 and 2022.

(Continued)

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

2. SUMMARY OF ACCOUNTING POLICIES (Concluded)

Administrative Expenses - Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Foundation. Expenses that are paid by the Foundation are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Subsequent Events - The Plan has evaluated all subsequent events through October 9, 2024, the date these financial statements were available to be issued. There are no subsequent events that Plan management has determined should be disclosed pursuant to the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC).

3. FAIR VALUE MEASUREMENTS

FASB ASC 820: *Fair Value Measurement*, provides the framework for measuring fair value. Fair value refers to the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. However, fair value accounting permits the use of a mid-market pricing convention (the mid-point between bid and ask prices). Fair value guidance clarifies that fair value should be based on assumptions that market participants would use when pricing an asset or liability, including assumptions about risk and the risks inherent in valuation techniques and the inputs to valuations. This includes not only the credit standing of the counterparties involved and the impact of credit enhancements, but also the impact of the reporting entity's own nonperformance risk on its liabilities.

The guidance also requires fair value measurements to assume that the transaction occurs in the principal market for the asset or liability, or in the absence of a principal market, the most advantageous market for the asset or liability. In accordance with the guidance for fair value measurements, the Plan maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. Fair value is based on actively quoted market prices, if available. In the absence of actively quoted market prices, price information from external sources, including broker quotes, and industry publications is used. If pricing information from external sources is not available, or if observable pricing is not indicative of fair value, judgment is required to develop the estimates of fair value. In those cases, the Plan estimates prices based on available historical and near-term future price information that reflects its market assumptions.

The Plan also utilizes the following fair value hierarchy, which prioritizes, into three broad levels, the inputs to valuation techniques used to measure fair value:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets and liabilities to which the Plan has the ability to access at the measurement date. Instruments categorized in Level 1 consist of a broadly traded range of registered investment companies.
- Level 2 - Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable for the asset or liability, including 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, and inputs that are derived from observable market data by correlation or other means.
- Level 3 - Unobservable inputs for the asset or liability, including situations where there is little, if any, market activity for the asset or liability.

(Continued)

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

3. FAIR VALUE MEASUREMENTS (Concluded)

The fair value hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3). In some cases, the inputs used to measure fair value might fall in different levels of the fair value hierarchy. The lowest level input that is significant to a fair value measurement in its entirety determines the applicable level in the fair value hierarchy. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

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.

Money market fund: Valued at market price which is equivalent to cost.

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

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

The following table presents the Plan's assets that are measured at fair value on a recurring basis for each hierarchy level as of December 31, 2023 and 2022.

Assets at Fair Value as of December 31, 2023				
	Level 1	Level 2	Level 3	Total
(In thousands)				
Money Market Fund	\$ 3,437	\$ -	\$ -	\$ 3,437
Mutual Funds	<u>86,615</u>	<u>-</u>	<u>-</u>	<u>86,615</u>
Total assets in the fair value hierarchy	<u>\$ 90,052</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 90,052</u>
Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
(In thousands)				
Money Market Fund	\$ 3,364	\$ -	\$ -	\$ 3,364
Mutual Funds	<u>73,807</u>	<u>-</u>	<u>-</u>	<u>73,807</u>
Total assets in the fair value hierarchy	<u>\$ 77,171</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 77,171</u>

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

4. PLAN TERMINATION

Although it has not expressed any intent to do so, the Foundation has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event that the Plan is terminated, participants would become 100% vested in their employer contributions.

5. FEDERAL INCOME TAX STATUS

The Plan has adopted a volume submitter profit sharing plan with cash or deferred arrangement, sponsored by The Vanguard Group. The volume submitter plan provider has received an advisory letter from the IRS as to the volume submitter plan's qualified status. The volume submitter plan advisory letter has been relied upon by the Plan. The Plan has been amended since the volume submitter plan received the advisory letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

U.S. GAAP requires the Plan's management 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 taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Plan investments are investment instruments managed by Vanguard, as trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services are included in net appreciation (depreciation) in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As per the policy described in Note 2, the Plan made direct payments to the trustee in the amount of \$141,000 and \$119,000 in 2023 and 2022, respectively, which was not covered by revenue sharing. The Foundation pays directly any other fees related to the Plan's operations. The Plan also issues loans to participants, which are secured by the vested balances in the participant's accounts. These transactions qualify as party-in-interest transactions.

7. RISKS AND UNCERTAINTIES

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

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Concluded) DECEMBER 31, 2023 AND 2022

8. RECONCILIATION OF THE FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying 2023 and 2022 financial statements to Schedule H of Form 5500 as of December 31:

	<u>2023</u>	<u>2022</u>
(In thousands)		
Net assets available for benefits per the financial statements	\$ 91,606	\$ 78,633
Adjustments for:		
Deemed distributed loans	(167)	(168)
Employer contributions receivable	(16)	(14)
Participant contributions receivable	<u>(172)</u>	<u>(141)</u>
Net assets available for benefits per Form 5500	<u>\$ 91,251</u>	<u>\$ 78,310</u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to net income per the Form 5500 for the years ended December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
(In thousands)		
Net increase (decrease) in plan assets per the financial statements	\$ 12,973	\$ (16,648)
Adjustments for:		
Deemed distributed loans - prior year	168	152
Deemed distributed loans - current year	(167)	(168)
Change in employer contributions receivable	(2)	(2)
Change in participant contributions receivable	<u>(31)</u>	<u>(16)</u>
Net income (loss) per Form 5500	<u>\$ 12,941</u>	<u>\$ (16,682)</u>

For financial statement purposes, the deemed distributions of \$167,000 and \$168,000 represent an asset of the Plan despite the fact that an active participant no longer makes payments on it for the years ended December 31, 2023 and 2022, respectively. The financial obligation to repay will remain on the Plan's financial accounts until a terminable event occurs. For the purpose of Form 5500 filing, Treasury Regulations section 1.72(p)-1 requires that these distributions should be reported on lines 1c(8) and 2g of Schedule H and carried forward as a reduction of the loan balance.

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SUPPLEMENTAL SCHEDULE

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(In Thousands)

DECEMBER 31, 2023

EIN: 54-0505888

PN: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Vanguard	Cash Reserve Federal Money Market Fund	**	\$ 3,437
*	Vanguard	Explorer Fund	**	2,223
*	Vanguard	Extented Market Index Fund	**	8,977
*	Vanguard	Institutional Index Fund	**	14,352
*	Vanguard	Intermediate-Term Treasury Fund	**	4,018
*	Vanguard	Selected Value Fund	**	1,061
*	Vanguard	Small-Cap Value Index Fund	**	1,223
*	Vanguard	Target Retirement 2020 Fund	**	2,539
*	Vanguard	Target Retirement 2025 Fund	**	8,044
*	Vanguard	Target Retirement 2030 Fund	**	4,792
*	Vanguard	Target Retirement 2035 Fund	**	5,273
*	Vanguard	Target Retirement 2040 Fund	**	2,937
*	Vanguard	Target Retirement 2045 Fund	**	3,565
*	Vanguard	Target Retirement 2050 Fund	**	2,751
*	Vanguard	Target Retirement 2055 Fund	**	1,518
*	Vanguard	Target Retirement 2060 Fund	**	341
*	Vanguard	Target Retirement 2065 Fund	**	75
*	Vanguard	Target Retirement 2070 Fund	**	1
*	Vanguard	Target Retirement Income	**	2,125
*	Vanguard	Total Bond Market Index Fund	**	1,171
*	Vanguard	Total International Bond Index Fund	**	165
*	Vanguard	Total International Stock Index Fund	**	3,292
*	Vanguard	U.S. Growth Fund	**	3,065
*	Vanguard	Wellington Investors Fund	**	10,017
*	Vanguard	Windsor II Investors Fund	**	3,090
*	Participant loans ***	Interest rates (5.25% - 10.5%)		
		maturing through July 2038	\$ -0-	1,199
				<u>\$ 91,251</u>

* Party-in-interest

** Cost omitted for participant-directed investments

*** Excludes \$167,000 in deemed loan distributions



The Colonial Williamsburg Foundation

“THAT THE FUTURE MAY LEARN FROM THE PAST”

Colonial Williamsburg Tax Deferred Savings Plan

For the years ended December 31, 2023 and 2022



ASSURANCE, TAX & ADVISORY SERVICES

***Colonial Williamsburg
Tax Deferred Savings Plan***

*Financial Statements as of and for the
Years Ended December 31, 2023 and 2022,
Supplemental Schedule as of December 31, 2023,
And Independent Auditor's Report*

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Colonial Williamsburg Tax Deferred Savings Plan

Opinion

We have audited the financial statements of Colonial Williamsburg Tax Deferred Savings Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2023 and 2022, and the changes in its net assets available for benefit for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (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 audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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 Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023, presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

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

PBMares, LLP

Richmond, Virginia
October 9, 2024

FINANCIAL STATEMENTS

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2023 AND 2022

(In thousands)

Assets	2023	2022
Investments, at fair value:		
Money market fund	\$ 3,437	\$ 3,364
Mutual funds	86,615	73,807
Total investments	90,052	77,171
Receivables:		
Employer contributions	16	14
Participant contributions	172	141
Notes receivable from participants	1,366	1,307
Total receivables	1,554	1,462
Total assets	91,606	78,633
Net assets available for benefits	\$ 91,606	\$ 78,633

See Notes to Financial Statements

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEARS ENDED DECEMBER 31, 2023 AND 2022 (In thousands)

	2023	2022
Additions to net assets:		
Investment income:		
Dividends	\$ 2,918	\$ 2,632
Net appreciation (depreciation) in fair value of investments	11,034	(18,704)
Total investment income (loss)	13,952	(16,072)
Interest from notes receivable	78	64
Contributions:		
Employer	438	389
Participant	4,419	3,818
Rollover	512	3
Total contributions	5,369	4,210
Other additions	3	1
	19,402	(11,797)
Deductions from net assets:		
Benefits paid to participants	6,288	4,732
Administrative expenses	141	119
Total deductions	6,429	4,851
Net increase (decrease)	12,973	(16,648)
Net assets available for benefits:		
Beginning of year	78,633	95,281
End of year	\$ 91,606	\$ 78,633

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF PLAN

The following description of the Colonial Williamsburg Tax Deferred Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all of the employees of the Colonial Williamsburg Foundation and subsidiaries, Colonial Williamsburg Company and Williamsburg Developments, Inc., collectively (the Foundation), who are age 21 or older and meet additional Plan guidelines. The Foundation controls and manages the operation and administration of the Plan. Vanguard Fiduciary Trust Company (Vanguard) serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Each year, participants may make elective deferrals up to 50% of annual compensation to a pretax and/or a post-tax Roth account, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified defined contribution plans. Elective deferrals are limited to the dollar amounts contained in Section 402(g) of the Internal Revenue Code (IRC) of 1986, as amended. Participants who have attained or will attain age 50 during the plan year are permitted to make catch-up contributions limited to amounts specified in Section 414(v) of the IRC. The Foundation makes matching contributions, for eligible employees, to the Plan equal to 25% of the first 4% of the eligible participant's elective deferrals. The Foundation may contribute additional amounts at its option. No additional contributions were made for the years ended December 31, 2023 or 2022. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts - Individual accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, the Foundation's contributions and Plan earnings, and debited for withdrawals, Plan losses, and applicable administrative expenditures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are always 100% vested in their contributions plus actual earnings thereon. Vesting in the Foundation's matching and discretionary contribution portion of their accounts plus actual earnings thereon occurs after two years of credited service.

Investment Options - Upon enrollment in the Plan, participants may direct their elective deferrals in 1% increments in a variety of fund options offered by the trustee. Foundation contributions are automatically contributed according to the allocation mix designated by the participant. Participants may change their investment options or reallocate among the available funds the amounts credited to their directed separate accounts at any time during the plan year.

Notes Receivable from Participants - Participants may borrow from their vested account a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant loan fund. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. The loans are secured by up to 50% of the balance in the participant's account and bear interest equal to the daily prime rate stated in the *Wall Street Journal* plus 2%. Principal and interest are paid ratably through bi-weekly payroll deductions. For 2023 and 2022, participant loans have maturity dates through 2038 with interest rates ranging from 5.25% to 10.5% and 5.25% to 9%, respectively.

(Continued)

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF PLAN (Concluded)

Payment of Benefits - Benefits may be paid to participants or named beneficiaries upon the occurrence of one of the following events: (1) the participant's attainment of age 59½; (2) the participant's death or termination of employment; (3) the termination of the Plan without the establishment of another defined contribution plan; or (4) the approval of a participant's request for a hardship distribution. Unless a participant elects otherwise, distributions begin no later than the 60th day after the end of the plan year in which the latest of the following events occurs: the participant attains age 65, or the participant retires or terminates employment for any other reason.

The account balance of the terminated participant must begin to be distributed no later than April of the calendar year following the year in which the participant attains a certain age, as required by the regulations. Benefits are payable under lump sum and installment payment options.

Forfeited Accounts - Forfeited balances of terminated participants' non-vested accounts are used to reduce future Foundation matching contributions. The balance of forfeited non-vested accounts was \$5,000 and \$2,000, respectively, for years ended December 31, 2023 and 2022. In 2023 and 2022, employer contributions were reduced by \$0 and \$3,000, respectively, from forfeited non-vested accounts.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting - The financial statements for the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and trustees. See Note 3 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual 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.

Contributions - Contributions from Plan participants and the matching contribution from the employer are recorded in the year in which the participant compensation is earned.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any unpaid accrued interest. Interest income is recorded on the accrual basis. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. No allowance for credit losses has been recorded as of December 31, 2023 and 2022. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced, and a benefit payment is recorded.

Payment of Benefits - Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid as of December 31, 2023 and 2022.

(Continued)

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

2. SUMMARY OF ACCOUNTING POLICIES (Concluded)

Administrative Expenses - Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Foundation. Expenses that are paid by the Foundation are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Subsequent Events - The Plan has evaluated all subsequent events through October 9, 2024, the date these financial statements were available to be issued. There are no subsequent events that Plan management has determined should be disclosed pursuant to the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC).

3. FAIR VALUE MEASUREMENTS

FASB ASC 820: *Fair Value Measurement*, provides the framework for measuring fair value. Fair value refers to the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. However, fair value accounting permits the use of a mid-market pricing convention (the mid-point between bid and ask prices). Fair value guidance clarifies that fair value should be based on assumptions that market participants would use when pricing an asset or liability, including assumptions about risk and the risks inherent in valuation techniques and the inputs to valuations. This includes not only the credit standing of the counterparties involved and the impact of credit enhancements, but also the impact of the reporting entity's own nonperformance risk on its liabilities.

The guidance also requires fair value measurements to assume that the transaction occurs in the principal market for the asset or liability, or in the absence of a principal market, the most advantageous market for the asset or liability. In accordance with the guidance for fair value measurements, the Plan maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. Fair value is based on actively quoted market prices, if available. In the absence of actively quoted market prices, price information from external sources, including broker quotes, and industry publications is used. If pricing information from external sources is not available, or if observable pricing is not indicative of fair value, judgment is required to develop the estimates of fair value. In those cases, the Plan estimates prices based on available historical and near-term future price information that reflects its market assumptions.

The Plan also utilizes the following fair value hierarchy, which prioritizes, into three broad levels, the inputs to valuation techniques used to measure fair value:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets and liabilities to which the Plan has the ability to access at the measurement date. Instruments categorized in Level 1 consist of a broadly traded range of registered investment companies.
- Level 2 - Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable for the asset or liability, including 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, and inputs that are derived from observable market data by correlation or other means.
- Level 3 - Unobservable inputs for the asset or liability, including situations where there is little, if any, market activity for the asset or liability.

(Continued)

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

3. FAIR VALUE MEASUREMENTS (Concluded)

The fair value hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3). In some cases, the inputs used to measure fair value might fall in different levels of the fair value hierarchy. The lowest level input that is significant to a fair value measurement in its entirety determines the applicable level in the fair value hierarchy. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

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.

Money market fund: Valued at market price which is equivalent to cost.

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

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

The following table presents the Plan's assets that are measured at fair value on a recurring basis for each hierarchy level as of December 31, 2023 and 2022.

Assets at Fair Value as of December 31, 2023				
	Level 1	Level 2	Level 3	Total
(In thousands)				
Money Market Fund	\$ 3,437	\$ -	\$ -	\$ 3,437
Mutual Funds	<u>86,615</u>	<u>-</u>	<u>-</u>	<u>86,615</u>
Total assets in the fair value hierarchy	<u>\$ 90,052</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 90,052</u>
Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
(In thousands)				
Money Market Fund	\$ 3,364	\$ -	\$ -	\$ 3,364
Mutual Funds	<u>73,807</u>	<u>-</u>	<u>-</u>	<u>73,807</u>
Total assets in the fair value hierarchy	<u>\$ 77,171</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 77,171</u>

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

4. PLAN TERMINATION

Although it has not expressed any intent to do so, the Foundation has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event that the Plan is terminated, participants would become 100% vested in their employer contributions.

5. FEDERAL INCOME TAX STATUS

The Plan has adopted a volume submitter profit sharing plan with cash or deferred arrangement, sponsored by The Vanguard Group. The volume submitter plan provider has received an advisory letter from the IRS as to the volume submitter plan's qualified status. The volume submitter plan advisory letter has been relied upon by the Plan. The Plan has been amended since the volume submitter plan received the advisory letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

U.S. GAAP requires the Plan's management 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 taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Plan investments are investment instruments managed by Vanguard, as trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services are included in net appreciation (depreciation) in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As per the policy described in Note 2, the Plan made direct payments to the trustee in the amount of \$141,000 and \$119,000 in 2023 and 2022, respectively, which was not covered by revenue sharing. The Foundation pays directly any other fees related to the Plan's operations. The Plan also issues loans to participants, which are secured by the vested balances in the participant's accounts. These transactions qualify as party-in-interest transactions.

7. RISKS AND UNCERTAINTIES

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

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Concluded) DECEMBER 31, 2023 AND 2022

8. RECONCILIATION OF THE FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying 2023 and 2022 financial statements to Schedule H of Form 5500 as of December 31:

	<u>2023</u>	<u>2022</u>
(In thousands)		
Net assets available for benefits per the financial statements	\$ 91,606	\$ 78,633
Adjustments for:		
Deemed distributed loans	(167)	(168)
Employer contributions receivable	(16)	(14)
Participant contributions receivable	<u>(172)</u>	<u>(141)</u>
Net assets available for benefits per Form 5500	<u>\$ 91,251</u>	<u>\$ 78,310</u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to net income per the Form 5500 for the years ended December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
(In thousands)		
Net increase (decrease) in plan assets per the financial statements	\$ 12,973	\$ (16,648)
Adjustments for:		
Deemed distributed loans - prior year	168	152
Deemed distributed loans - current year	(167)	(168)
Change in employer contributions receivable	(2)	(2)
Change in participant contributions receivable	<u>(31)</u>	<u>(16)</u>
Net income (loss) per Form 5500	<u>\$ 12,941</u>	<u>\$ (16,682)</u>

For financial statement purposes, the deemed distributions of \$167,000 and \$168,000 represent an asset of the Plan despite the fact that an active participant no longer makes payments on it for the years ended December 31, 2023 and 2022, respectively. The financial obligation to repay will remain on the Plan's financial accounts until a terminable event occurs. For the purpose of Form 5500 filing, Treasury Regulations section 1.72(p)-1 requires that these distributions should be reported on lines 1c(8) and 2g of Schedule H and carried forward as a reduction of the loan balance.

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SUPPLEMENTAL SCHEDULE

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(In Thousands)

DECEMBER 31, 2023

EIN: 54-0505888

PN: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Vanguard	Cash Reserve Federal Money Market Fund	**	\$ 3,437
*	Vanguard	Explorer Fund	**	2,223
*	Vanguard	Extented Market Index Fund	**	8,977
*	Vanguard	Institutional Index Fund	**	14,352
*	Vanguard	Intermediate-Term Treasury Fund	**	4,018
*	Vanguard	Selected Value Fund	**	1,061
*	Vanguard	Small-Cap Value Index Fund	**	1,223
*	Vanguard	Target Retirement 2020 Fund	**	2,539
*	Vanguard	Target Retirement 2025 Fund	**	8,044
*	Vanguard	Target Retirement 2030 Fund	**	4,792
*	Vanguard	Target Retirement 2035 Fund	**	5,273
*	Vanguard	Target Retirement 2040 Fund	**	2,937
*	Vanguard	Target Retirement 2045 Fund	**	3,565
*	Vanguard	Target Retirement 2050 Fund	**	2,751
*	Vanguard	Target Retirement 2055 Fund	**	1,518
*	Vanguard	Target Retirement 2060 Fund	**	341
*	Vanguard	Target Retirement 2065 Fund	**	75
*	Vanguard	Target Retirement 2070 Fund	**	1
*	Vanguard	Target Retirement Income	**	2,125
*	Vanguard	Total Bond Market Index Fund	**	1,171
*	Vanguard	Total International Bond Index Fund	**	165
*	Vanguard	Total International Stock Index Fund	**	3,292
*	Vanguard	U.S. Growth Fund	**	3,065
*	Vanguard	Wellington Investors Fund	**	10,017
*	Vanguard	Windsor II Investors Fund	**	3,090
*	Participant loans ***	Interest rates (5.25% - 10.5%)		
		maturing through July 2038	\$ -0-	1,199
				<u>\$ 91,251</u>

* Party-in-interest

** Cost omitted for participant-directed investments

*** Excludes \$167,000 in deemed loan distributions



The Colonial Williamsburg Foundation

“THAT THE FUTURE MAY LEARN FROM THE PAST”

Colonial Williamsburg Tax Deferred Savings Plan

For the years ended December 31, 2023 and 2022



ASSURANCE, TAX & ADVISORY SERVICES

***Colonial Williamsburg
Tax Deferred Savings Plan***

*Financial Statements as of and for the
Years Ended December 31, 2023 and 2022,
Supplemental Schedule as of December 31, 2023,
And Independent Auditor's Report*

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor’s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.



INDEPENDENT AUDITOR'S REPORT

To the Board of Trustees
Colonial Williamsburg Tax Deferred Savings Plan

Opinion

We have audited the financial statements of Colonial Williamsburg Tax Deferred Savings Plan (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2023 and 2022, and the changes in its net assets available for benefit for the years then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (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 audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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 Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2023, presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's (DOL's) Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

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

PBMares, LLP

Richmond, Virginia
October 9, 2024

FINANCIAL STATEMENTS

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

DECEMBER 31, 2023 AND 2022

(In thousands)

Assets	2023	2022
Investments, at fair value:		
Money market fund	\$ 3,437	\$ 3,364
Mutual funds	86,615	73,807
Total investments	90,052	77,171
Receivables:		
Employer contributions	16	14
Participant contributions	172	141
Notes receivable from participants	1,366	1,307
Total receivables	1,554	1,462
Total assets	91,606	78,633
Net assets available for benefits	\$ 91,606	\$ 78,633

See Notes to Financial Statements

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS YEARS ENDED DECEMBER 31, 2023 AND 2022 (In thousands)

	2023	2022
Additions to net assets:		
Investment income:		
Dividends	\$ 2,918	\$ 2,632
Net appreciation (depreciation) in fair value of investments	11,034	(18,704)
Total investment income (loss)	13,952	(16,072)
Interest from notes receivable	78	64
Contributions:		
Employer	438	389
Participant	4,419	3,818
Rollover	512	3
Total contributions	5,369	4,210
Other additions	3	1
	19,402	(11,797)
Deductions from net assets:		
Benefits paid to participants	6,288	4,732
Administrative expenses	141	119
Total deductions	6,429	4,851
Net increase (decrease)	12,973	(16,648)
Net assets available for benefits:		
Beginning of year	78,633	95,281
End of year	\$ 91,606	\$ 78,633

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF PLAN

The following description of the Colonial Williamsburg Tax Deferred Savings Plan (the Plan) provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution plan covering all of the employees of the Colonial Williamsburg Foundation and subsidiaries, Colonial Williamsburg Company and Williamsburg Developments, Inc., collectively (the Foundation), who are age 21 or older and meet additional Plan guidelines. The Foundation controls and manages the operation and administration of the Plan. Vanguard Fiduciary Trust Company (Vanguard) serves as trustee of the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions - Each year, participants may make elective deferrals up to 50% of annual compensation to a pretax and/or a post-tax Roth account, as defined in the Plan document. Participants may also contribute amounts representing distributions from other qualified defined contribution plans. Elective deferrals are limited to the dollar amounts contained in Section 402(g) of the Internal Revenue Code (IRC) of 1986, as amended. Participants who have attained or will attain age 50 during the plan year are permitted to make catch-up contributions limited to amounts specified in Section 414(v) of the IRC. The Foundation makes matching contributions, for eligible employees, to the Plan equal to 25% of the first 4% of the eligible participant's elective deferrals. The Foundation may contribute additional amounts at its option. No additional contributions were made for the years ended December 31, 2023 or 2022. Contributions are subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts - Individual accounts are maintained for each participant. Each participant's account is credited with the participant's contributions, the Foundation's contributions and Plan earnings, and debited for withdrawals, Plan losses, and applicable administrative expenditures. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Vesting - Participants are always 100% vested in their contributions plus actual earnings thereon. Vesting in the Foundation's matching and discretionary contribution portion of their accounts plus actual earnings thereon occurs after two years of credited service.

Investment Options - Upon enrollment in the Plan, participants may direct their elective deferrals in 1% increments in a variety of fund options offered by the trustee. Foundation contributions are automatically contributed according to the allocation mix designated by the participant. Participants may change their investment options or reallocate among the available funds the amounts credited to their directed separate accounts at any time during the plan year.

Notes Receivable from Participants - Participants may borrow from their vested account a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their account balance. Loan transactions are treated as a transfer to (from) the investment fund from (to) the participant loan fund. Loan terms range from one to five years or up to 15 years for the purchase of a primary residence. The loans are secured by up to 50% of the balance in the participant's account and bear interest equal to the daily prime rate stated in the *Wall Street Journal* plus 2%. Principal and interest are paid ratably through bi-weekly payroll deductions. For 2023 and 2022, participant loans have maturity dates through 2038 with interest rates ranging from 5.25% to 10.5% and 5.25% to 9%, respectively.

(Continued)

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

1. DESCRIPTION OF PLAN (Concluded)

Payment of Benefits - Benefits may be paid to participants or named beneficiaries upon the occurrence of one of the following events: (1) the participant's attainment of age 59½; (2) the participant's death or termination of employment; (3) the termination of the Plan without the establishment of another defined contribution plan; or (4) the approval of a participant's request for a hardship distribution. Unless a participant elects otherwise, distributions begin no later than the 60th day after the end of the plan year in which the latest of the following events occurs: the participant attains age 65, or the participant retires or terminates employment for any other reason.

The account balance of the terminated participant must begin to be distributed no later than April of the calendar year following the year in which the participant attains a certain age, as required by the regulations. Benefits are payable under lump sum and installment payment options.

Forfeited Accounts - Forfeited balances of terminated participants' non-vested accounts are used to reduce future Foundation matching contributions. The balance of forfeited non-vested accounts was \$5,000 and \$2,000, respectively, for years ended December 31, 2023 and 2022. In 2023 and 2022, employer contributions were reduced by \$0 and \$3,000, respectively, from forfeited non-vested accounts.

2. SUMMARY OF ACCOUNTING POLICIES

Basis of Accounting - The financial statements for the Plan have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S GAAP).

Use of Estimates - The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities and changes therein and disclosure of contingent assets and liabilities. Actual results could differ from those estimates.

Investment Valuation and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Committee determines the Plan's valuation policies utilizing information provided by the investment advisers and trustees. See Note 3 for discussion of fair value measurements. Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual 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.

Contributions - Contributions from Plan participants and the matching contribution from the employer are recorded in the year in which the participant compensation is earned.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance plus any unpaid accrued interest. Interest income is recorded on the accrual basis. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. No allowance for credit losses has been recorded as of December 31, 2023 and 2022. If a participant ceases to make loan repayments and the Plan Administrator deems the participant loan to be in default, the participant loan balance is reduced, and a benefit payment is recorded.

Payment of Benefits - Benefit payments to participants are recorded upon distribution. There were no amounts allocated to accounts of persons who have elected to withdraw from the Plan, but have not yet been paid as of December 31, 2023 and 2022.

(Continued)

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

2. SUMMARY OF ACCOUNTING POLICIES (Concluded)

Administrative Expenses - Certain expenses of maintaining the Plan are paid by the Plan, unless otherwise paid by the Foundation. Expenses that are paid by the Foundation are excluded from these financial statements. Fees related to the administration of notes receivable from participants are charged directly to the participant's account and are included in administrative expenses. Investment related expenses are included in net appreciation (depreciation) in fair value of investments.

Subsequent Events - The Plan has evaluated all subsequent events through October 9, 2024, the date these financial statements were available to be issued. There are no subsequent events that Plan management has determined should be disclosed pursuant to the Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC).

3. FAIR VALUE MEASUREMENTS

FASB ASC 820: *Fair Value Measurement*, provides the framework for measuring fair value. Fair value refers to the price that would be received to sell an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants at the measurement date. However, fair value accounting permits the use of a mid-market pricing convention (the mid-point between bid and ask prices). Fair value guidance clarifies that fair value should be based on assumptions that market participants would use when pricing an asset or liability, including assumptions about risk and the risks inherent in valuation techniques and the inputs to valuations. This includes not only the credit standing of the counterparties involved and the impact of credit enhancements, but also the impact of the reporting entity's own nonperformance risk on its liabilities.

The guidance also requires fair value measurements to assume that the transaction occurs in the principal market for the asset or liability, or in the absence of a principal market, the most advantageous market for the asset or liability. In accordance with the guidance for fair value measurements, the Plan maximizes the use of observable inputs and minimizes the use of unobservable inputs when measuring fair value. Fair value is based on actively quoted market prices, if available. In the absence of actively quoted market prices, price information from external sources, including broker quotes, and industry publications is used. If pricing information from external sources is not available, or if observable pricing is not indicative of fair value, judgment is required to develop the estimates of fair value. In those cases, the Plan estimates prices based on available historical and near-term future price information that reflects its market assumptions.

The Plan also utilizes the following fair value hierarchy, which prioritizes, into three broad levels, the inputs to valuation techniques used to measure fair value:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets and liabilities to which the Plan has the ability to access at the measurement date. Instruments categorized in Level 1 consist of a broadly traded range of registered investment companies.
- Level 2 - Inputs other than quoted prices included within Level 1 that are either directly or indirectly observable for the asset or liability, including 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, and inputs that are derived from observable market data by correlation or other means.
- Level 3 - Unobservable inputs for the asset or liability, including situations where there is little, if any, market activity for the asset or liability.

(Continued)

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

3. FAIR VALUE MEASUREMENTS (Concluded)

The fair value hierarchy gives the highest priority to quoted prices in active markets (Level 1) and the lowest priority to unobservable inputs (Level 3). In some cases, the inputs used to measure fair value might fall in different levels of the fair value hierarchy. The lowest level input that is significant to a fair value measurement in its entirety determines the applicable level in the fair value hierarchy. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgment, considering factors specific to the asset or liability.

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.

Money market fund: Valued at market price which is equivalent to cost.

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

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

The following table presents the Plan's assets that are measured at fair value on a recurring basis for each hierarchy level as of December 31, 2023 and 2022.

Assets at Fair Value as of December 31, 2023				
	Level 1	Level 2	Level 3	Total
(In thousands)				
Money Market Fund	\$ 3,437	\$ -	\$ -	\$ 3,437
Mutual Funds	<u>86,615</u>	<u>-</u>	<u>-</u>	<u>86,615</u>
Total assets in the fair value hierarchy	<u>\$ 90,052</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 90,052</u>
Assets at Fair Value as of December 31, 2022				
	Level 1	Level 2	Level 3	Total
(In thousands)				
Money Market Fund	\$ 3,364	\$ -	\$ -	\$ 3,364
Mutual Funds	<u>73,807</u>	<u>-</u>	<u>-</u>	<u>73,807</u>
Total assets in the fair value hierarchy	<u>\$ 77,171</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 77,171</u>

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Continued) DECEMBER 31, 2023 AND 2022

4. PLAN TERMINATION

Although it has not expressed any intent to do so, the Foundation has the right under the Plan to terminate the Plan subject to the provisions of ERISA. In the event that the Plan is terminated, participants would become 100% vested in their employer contributions.

5. FEDERAL INCOME TAX STATUS

The Plan has adopted a volume submitter profit sharing plan with cash or deferred arrangement, sponsored by The Vanguard Group. The volume submitter plan provider has received an advisory letter from the IRS as to the volume submitter plan's qualified status. The volume submitter plan advisory letter has been relied upon by the Plan. The Plan has been amended since the volume submitter plan received the advisory letter. The Plan Administrator believes the Plan is designed and is being operated in compliance with the applicable provisions of the IRC.

U.S. GAAP requires the Plan's management 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 taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

6. RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

Plan investments are investment instruments managed by Vanguard, as trustee of the Plan, and therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Plan for investment management services are included in net appreciation (depreciation) in fair value of the investment, as they are paid through revenue sharing, rather than a direct payment. As per the policy described in Note 2, the Plan made direct payments to the trustee in the amount of \$141,000 and \$119,000 in 2023 and 2022, respectively, which was not covered by revenue sharing. The Foundation pays directly any other fees related to the Plan's operations. The Plan also issues loans to participants, which are secured by the vested balances in the participant's accounts. These transactions qualify as party-in-interest transactions.

7. RISKS AND UNCERTAINTIES

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

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (Concluded) DECEMBER 31, 2023 AND 2022

8. RECONCILIATION OF THE FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits per the accompanying 2023 and 2022 financial statements to Schedule H of Form 5500 as of December 31:

	<u>2023</u>	<u>2022</u>
(In thousands)		
Net assets available for benefits per the financial statements	\$ 91,606	\$ 78,633
Adjustments for:		
Deemed distributed loans	(167)	(168)
Employer contributions receivable	(16)	(14)
Participant contributions receivable	<u>(172)</u>	<u>(141)</u>
Net assets available for benefits per Form 5500	<u>\$ 91,251</u>	<u>\$ 78,310</u>

The following is a reconciliation of net increase in net assets available for benefits per the financial statements to net income per the Form 5500 for the years ended December 31, 2023 and 2022:

	<u>2023</u>	<u>2022</u>
(In thousands)		
Net increase (decrease) in plan assets per the financial statements	\$ 12,973	\$ (16,648)
Adjustments for:		
Deemed distributed loans - prior year	168	152
Deemed distributed loans - current year	(167)	(168)
Change in employer contributions receivable	(2)	(2)
Change in participant contributions receivable	<u>(31)</u>	<u>(16)</u>
Net income (loss) per Form 5500	<u>\$ 12,941</u>	<u>\$ (16,682)</u>

For financial statement purposes, the deemed distributions of \$167,000 and \$168,000 represent an asset of the Plan despite the fact that an active participant no longer makes payments on it for the years ended December 31, 2023 and 2022, respectively. The financial obligation to repay will remain on the Plan's financial accounts until a terminable event occurs. For the purpose of Form 5500 filing, Treasury Regulations section 1.72(p)-1 requires that these distributions should be reported on lines 1c(8) and 2g of Schedule H and carried forward as a reduction of the loan balance.

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SUPPLEMENTAL SCHEDULE

COLONIAL WILLIAMSBURG TAX DEFERRED SAVINGS PLAN

SCHEDULE H, LINE 4(i) – SCHEDULE OF ASSETS (HELD AT END OF YEAR)

(In Thousands)

DECEMBER 31, 2023

EIN: 54-0505888

PN: 004

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value	(d) Cost	(e) Current value
*	Vanguard	Cash Reserve Federal Money Market Fund	**	\$ 3,437
*	Vanguard	Explorer Fund	**	2,223
*	Vanguard	Extented Market Index Fund	**	8,977
*	Vanguard	Institutional Index Fund	**	14,352
*	Vanguard	Intermediate-Term Treasury Fund	**	4,018
*	Vanguard	Selected Value Fund	**	1,061
*	Vanguard	Small-Cap Value Index Fund	**	1,223
*	Vanguard	Target Retirement 2020 Fund	**	2,539
*	Vanguard	Target Retirement 2025 Fund	**	8,044
*	Vanguard	Target Retirement 2030 Fund	**	4,792
*	Vanguard	Target Retirement 2035 Fund	**	5,273
*	Vanguard	Target Retirement 2040 Fund	**	2,937
*	Vanguard	Target Retirement 2045 Fund	**	3,565
*	Vanguard	Target Retirement 2050 Fund	**	2,751
*	Vanguard	Target Retirement 2055 Fund	**	1,518
*	Vanguard	Target Retirement 2060 Fund	**	341
*	Vanguard	Target Retirement 2065 Fund	**	75
*	Vanguard	Target Retirement 2070 Fund	**	1
*	Vanguard	Target Retirement Income	**	2,125
*	Vanguard	Total Bond Market Index Fund	**	1,171
*	Vanguard	Total International Bond Index Fund	**	165
*	Vanguard	Total International Stock Index Fund	**	3,292
*	Vanguard	U.S. Growth Fund	**	3,065
*	Vanguard	Wellington Investors Fund	**	10,017
*	Vanguard	Windsor II Investors Fund	**	3,090
*	Participant loans ***	Interest rates (5.25% - 10.5%)		
		maturing through July 2038	\$ -0-	1,199
				<u>\$ 91,251</u>

* Party-in-interest

** Cost omitted for participant-directed investments

*** Excludes \$167,000 in deemed loan distributions