

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 JOHNSON, MIRMIRAN & THOMPSON ESOP AND 401(K) RETIREMENT SAVINGS PLAN AND TRUST
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 12/01/1974
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) JOHNSON, MIRMIRAN & THOMPSON, INC. 40 WIGHT AVENUE HUNT VALLEY, MD 21030-2059
2b	Employer Identification Number (EIN) 52-0963531
2c	Plan Sponsor's telephone number 410-316-2421
2d	Business code (see instructions) 541330

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	MICHAEL KOLAR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/14/2024	MICHAEL KOLAR
	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 3347
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) 1993 6a(2) 2228 6b 68 6c 793 6d 3089 6e 21 6f 3110 6g(1) 2726 6g(2) 3016 6h 60
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 2G 2I 2J 2K 2P 2Q 2S 2T 3H 3I

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

9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ 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 0
- (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 JOHNSON, MIRMIRAN & THOMPSON ESOP AND 401(K) RETIREMENT SAVINGS PLAN AND TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 JOHNSON, MIRMIRAN & THOMPSON, INC.	D Employer Identification Number (EIN) 52-0963531	

Part I

Service Provider Information (see instructions)

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

1

Information on Persons Receiving Only Eligible Indirect Compensation

- a

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

X

 Yes No
- b

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

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
PRINCIPAL LIFE INSURANCE COMPANY
42-0127290

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

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

PRINCIPAL LIFE INSURANCE COMPANY

42-0127290

(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?
13 37 50 64	CONTRACT ADMINISTRATOR	200662	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

RESOURCES INVESTMENT ADVISORS

43-1451524

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
27 50 99	INVESTMENT ADVISORY	72469	Yes ☒ No ☐	Yes ☐ No ☒	20865	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
RESOURCES INVESTMENT ADVISORS	27 50 99	20865
(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.	
PRINCIPAL LIFE INSURANCE COMPANY 42-0127290	INVESTMENT ADVISORY (PLAN)	

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan JOHNSON, MIRMIRAN & THOMPSON ESOP AND 401(K) RETIREMENT SAVINGS PLAN AND TRUST		B Three-digit plan number (PN) ▶ 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 JOHNSON, MIRMIRAN & THOMPSON, INC.		D Employer Identification Number (EIN) 52-0963531
Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)		
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HYB 2010 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HYB 2015 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-002	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2743987
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HYB 2020 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-003	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11158891
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HYB 2025 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-004	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 25345786
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HYB 2030 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-005	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20518399
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HB 2035 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-006	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 19669523
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HB 2040 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-007	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21045423
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule D (Form 5500) 2023 v. 230707		

a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HB 2045 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-008	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 17168613
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HY 2050 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-009	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11871944
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HY 2055 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-010	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 9114289
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HY INC CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-011	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3310705
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HY 2060 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-012	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6088956
a Name of MTIA, CCT, PSA, or 103-12 IE: PRINCIPAL STABLE VALUE Z FUND		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 93-6274328-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8261135
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HY 2065 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-013	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1503955
a Name of MTIA, CCT, PSA, or 103-12 IE: PRIN LIFETIME HYB 2070 CIT X		
b Name of sponsor of entity listed in (a): PRINCIPAL GLOBAL INVESTORS TRUST CO		
c EIN-PN 26-6447574-014	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16416
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

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

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

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

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan JOHNSON, MIRMIRAN & THOMPSON ESOP AND 401(K) RETIREMENT SAVINGS PLAN AND TRUST	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 JOHNSON, MIRMIRAN & THOMPSON, INC.	D Employer Identification Number (EIN) 52-0963531	

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)	5766682	10413132
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	1125	
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)	2349926	2592000
(9) Value of interest in common/collective trusts	1c(9)	133790863	157818023
(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)	63030706	82264570
(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)	136788517	155105317
(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	341727819	408193042
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	2934275	1767608
k Total liabilities (add all amounts in lines 1g through 1j)	1k	2934275	1767608
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	338793544	406425434

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)	11750000	
(B) Participants	2a(1)(B)	18179123	
(C) Others (including rollovers)	2a(1)(C)	3134544	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		33063667
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)	145359	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		145359
(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)	1106050	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1106050
(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)	16959950	
(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)		21144581
(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)		12606954
c Other income	2c		21942
d Total income. Add all income amounts in column (b) and enter total	2d		85048503

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	16971485	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)	640	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		16972125
f Corrective distributions (see instructions)	2f		534
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		170201
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)	201169	
(3) Recordkeeping fees.....	2i(3)		
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)	72584	
(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)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		273753
j Total expenses. Add all expense amounts in column (b) and enter total	2j		17416613

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		67631890
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: **CLIFTONLARSENALLEN LLP**

(2) EIN: **41-0746749**

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?	☒		1000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		☒	
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.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan <u>JOHNSON, MIRMIRAN & THOMPSON ESOP AND 401(K) RETIREMENT SAVINGS PLAN AND TRUST</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JOHNSON, MIRMIRAN & THOMPSON, INC.</u>	D Employer Identification Number (EIN) <u>52-0963531</u>

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.....	1	<u>0</u>
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): <u>42-0127290</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)
----------------	---

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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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.
----------------	---

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2023
v. 230707

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

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

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 ____/____/____ (MM/DD/YYYY) and the Opinion Letter serial number _____.

**JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
401(K) RETIREMENT SAVINGS PLAN AND TRUST**

**FINANCIAL STATEMENTS AND
ERISA-REQUIRED SUPPLEMENTAL SCHEDULE**

**DECEMBER 31, 2023 AND 2022 AND
THE YEAR ENDED DECEMBER 31, 2023**



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**JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
401(K) RETIREMENT SAVINGS PLAN AND TRUST
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INDEPENDENT AUDITORS' REPORT

Trustees, Retirement Committee, and Plan Participants
Johnson, Mirmiran & Thompson, Inc.
Employee Stock Ownership and
401(k) Retirement Savings Plan and Trust
Hunt Valley, Maryland

Report on the Audit of the Financial Statements

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

We have performed audits of the accompanying financial statements of Johnson, Mirmiran & Thompson, Inc. Employee Stock Ownership and 401(k) Retirement Savings Plan and Trust, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), as permitted by ERISA Section 103(a)(3)(C) (ERISA Section 103(a)(3)(C) audit). The financial statements comprise the statements of net assets available for benefits as of December 31, 2023 and 2022, and the related statement of changes in net assets available for benefits for the year ended December 31, 2023, and the related notes to the financial statements.

Management, having determined it is permissible in the circumstances, has elected to have the audits of Johnson, Mirmiran & Thompson, Inc. Employee Stock Ownership and 401(k) Retirement Savings Plan and Trust's financial statements performed in accordance with ERISA Section 103(a)(3)(C) pursuant to 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. As permitted by ERISA Section 103(a)(3)(C), our audits need not extend to any statements or information related to assets held for investment of the plan (investment information) by a bank or similar institution or insurance carrier that is regulated, supervised, and subject to periodic examination by a state or federal agency, provided that the statements or information regarding assets so held are prepared and certified to by the bank or similar institution or insurance carrier in accordance with 29 CFR 2520.103-5 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA (qualified institution).

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

Opinion

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

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

Trustees, Retirement Committee, and Plan Participants
Johnson, Mirmiran & Thompson, Inc.
Employee Stock Ownership and
401(k) Retirement Savings Plan and Trust

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America (GAAS). Our responsibilities under those standards are further described in the Auditors' Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Johnson, Mirmiran & Thompson, Inc. Employee Stock Ownership and 401(k) Retirement Savings Plan and Trust and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Johnson, Mirmiran & Thompson, Inc. Employee Stock Ownership and 401(k) Retirement Savings Plan and Trust's ability to continue as a going concern for one year after the date that the financial statements are available to be issued.

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

Auditors' Responsibilities for the Audit of the Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the financial statements.

Trustees, Retirement Committee, and Plan Participants
Johnson, Mirmiran & Thompson, Inc.
Employee Stock Ownership and
401(k) Retirement Savings Plan and Trust

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 Johnson, Mirmiran & Thompson, Inc. Employee Stock Ownership and 401(k) Retirement Savings Plan and Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Johnson, Mirmiran & Thompson, Inc. Employee Stock Ownership and 401(k) Retirement Savings Plan and Trust's ability to continue as a going concern for a reasonable period of time.

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

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

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

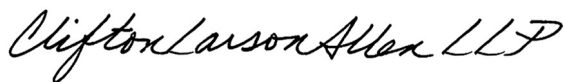
Trustees, Retirement Committee, and Plan Participants
Johnson, Mirmiran & Thompson, Inc.
Employee Stock Ownership and
401(k) Retirement Savings Plan and Trust

Other Matter — Supplemental Schedule Required by ERISA

The supplemental Schedule of Assets (Held at End of Year) as of December 31, 2023 is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information included in the supplemental schedule, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS. For information included in the supplemental schedule that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information. In forming our opinion on the supplemental schedule, we evaluated whether the supplemental schedule, other than the information agreed to or derived from the certified investment information, including its form and content, is presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

In our opinion

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



CliftonLarsonAllen LLP

Baltimore, Maryland
October 10, 2024

**JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
401(K) RETIREMENT SAVINGS PLAN AND TRUST
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2023**

	Participant Directed	Nonparticipant Directed		Total
		Allocated	Unallocated	
ASSETS				
INVESTMENTS				
Johnson, Mirmiran & Thompson, Inc.				
Common Stock, at Estimated Fair Value	\$ -	\$ 151,574,448	\$ 3,530,868	\$ 155,105,316
Investments, at Fair Value	240,082,593	-	-	240,082,593
Total Investments	240,082,593	151,574,448	3,530,868	395,187,909
RECEIVABLES				
Company Contributions	-	10,413,132	-	10,413,132
Notes Receivable from Participants	2,594,105	-	-	2,594,105
Total Receivables	2,594,105	10,413,132	-	13,007,237
Total Assets	242,676,698	161,987,580	3,530,868	408,195,146
LIABILITIES				
Note Payable	-	-	1,767,608	1,767,608
NET ASSETS AVAILABLE FOR BENEFITS	\$ 242,676,698	\$ 161,987,580	\$ 1,763,260	\$ 406,427,538

See accompanying Notes to Financial Statements.

**JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
401(K) RETIREMENT SAVINGS PLAN AND TRUST
STATEMENT OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31, 2022**

	Participant Directed	Nonparticipant Directed		Total
		Allocated	Unallocated	
ASSETS				
INVESTMENTS				
Johnson, Mirmiran & Thompson, Inc.				
Common Stock, at Estimated Fair Value	\$ -	\$ 131,468,595	\$ 5,319,922	\$ 136,788,517
Investments at Fair Value	<u>196,821,568</u>	<u>-</u>	<u>-</u>	<u>196,821,568</u>
Total Investments	196,821,568	131,468,595	5,319,922	333,610,085
RECEIVABLES				
Company Contributions	-	5,767,808	-	5,767,808
Notes Receivable from Participants	<u>2,310,062</u>	<u>-</u>	<u>-</u>	<u>2,310,062</u>
Total Receivables	<u>2,310,062</u>	<u>5,767,808</u>	<u>-</u>	<u>8,077,870</u>
Total Assets	199,131,630	137,236,403	5,319,922	341,687,955
LIABILITIES				
Note Payable	<u>-</u>	<u>-</u>	<u>2,934,275</u>	<u>2,934,275</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 199,131,630</u>	<u>\$ 137,236,403</u>	<u>\$ 2,385,647</u>	<u>\$ 338,753,680</u>

See accompanying Notes to Financial Statements.

**JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
401(K) RETIREMENT SAVINGS PLAN AND TRUST
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
YEAR ENDED DECEMBER 31, 2023**

	Participant Directed	Nonparticipant Directed		Total
		Allocated	Unallocated	
ADDITIONS:				
INVESTMENT INCOME				
Net Appreciation in Fair Value of Company Common Stock	\$ -	\$ 16,306,829	\$ 653,121	\$ 16,959,950
Net Appreciation in Fair Value of Other Investments	33,751,536	-	-	33,751,536
Interest and Dividends	1,106,047	-	-	1,106,047
Total Investment Income	34,857,583	16,306,829	653,121	51,817,533
INTEREST INCOME ON NOTES RECEIVABLE FROM PARTICIPANTS	144,513	-	-	144,513
CONTRIBUTIONS				
Participants	18,179,123	-	-	18,179,123
Company	-	10,413,132	1,336,868	11,750,000
Rollovers	3,134,544	-	-	3,134,544
Total Contributions	21,313,667	10,413,132	1,336,868	33,063,667
ALLOCATION OF 16,313 SHARES OF COMMON STOCK OF SPONSOR COMPANY AT FAIR VALUE	-	2,442,174	-	2,442,174
Total Additions	56,315,763	29,162,135	1,989,989	87,467,887
DEDUCTIONS:				
Benefits Paid to Participants	12,363,094	4,410,958	-	16,774,052
Contract Administrator Fees	251,810	-	-	251,810
Interest Expense	-	-	170,202	170,202
Defaulted Loans	155,791	-	-	155,791
Allocation of 16,313 Shares of Common Stock of Sponsor Company at Fair Value	-	-	2,442,174	2,442,174
Total Deductions	12,770,695	4,410,958	2,612,376	19,794,029
NET INCREASE (DECREASE) IN NET ASSETS	43,545,068	24,751,177	(622,387)	67,673,858
NET ASSETS AVAILABLE FOR BENEFITS:				
Beginning of Year	199,131,630	137,236,403	2,385,647	338,753,680
End of Year	<u>\$ 242,676,698</u>	<u>\$ 161,987,580</u>	<u>\$ 1,763,260</u>	<u>\$ 406,427,538</u>

See accompanying Notes to Financial Statements.

**JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022**

NOTE 1 DESCRIPTION OF PLAN

The following description of the Johnson, Mirmiran & Thompson, Inc. Employee Stock Ownership and 401(k) Retirement Savings Plan and Trust (the Plan) provides only general information. Participants should refer to the Plan agreement for a more complete description of the Plan's provisions.

General

The Plan is a defined contribution plan effective December 1, 1974, that includes 401(k), profit sharing and Employee Stock Ownership (ESOP) components covering all employees, except leased employees, of Johnson, Mirmiran & Thompson, Inc. (JMT) and its wholly owned subsidiaries, The Spectra Group Inc. (Spectra); R. Kenneth Weeks, LLC (RKW); Kupper, LLC (Kupper); Atlantic Engineering, LLC (Atlantic); Barr & Prevost, GBF Engineering, Inc. (GBF), Rubeling & Associates, Inc. (Rubeling), Kennedy Consulting, Inc., Bayside Engineering, Inc., Spectra Engineering, Architecture and Surveying, P.C., Spectra Subsurface Imaging Group, LLC the Construction Management Services division of Trumbull, Inc., Pioneer Holdings, Inc., ECM International, Inc. (collectively, the Company). Employees of Richter Cornbrooks Gribble, Inc. and Civil Consulting Group, PLLC were granted credit for past services for purposes of eligibility and vesting. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

The Plan operates as a leveraged employee stock ownership plan and is designed to comply with section 4975(e)(7) and the regulations thereunder of the Internal Revenue Code (IRC) of 1986, as amended and is subject to the applicable provisions of ERISA, as amended.

The Plan purchased Company common shares using contributions and proceeds from borrowings provided and guaranteed by the Company, and holds the stock in a trust established under the Plan. The borrowing is to be repaid over a period of 15 years by fully deductible Company contributions to the trust fund. As the Plan makes each payment of principal and interest, an appropriate percentage of stock is allocated to eligible employees' accounts in accordance with applicable regulations under the IRC.

The borrowing is collateralized by the unallocated shares of stock and is guaranteed by the Company. The lender has no rights against shares once they are allocated under the Plan. Accordingly, the financial statements of the Plan present separately the assets and liabilities and changes therein pertaining to:

- a) the accounts of employees with vested rights in allocated stock (Allocated) and
- b) stock not yet allocated to employees (Unallocated)

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Eligibility

Employees who are 18 years of age or older are eligible to participate immediately in the 401(k) portion of the Plan. For the discretionary profit sharing and ESOP components of the Plan, employees are eligible who are 18 years of age or older, and who have been employed at least 12 months, and who have performed at least 1,000 hours of service during a 12-month period, as defined by the Plan. Additionally for the ESOP component, employees must be employed on the last day of the Plan year to be eligible to receive an ESOP contribution. Under certain conditions, this requirement has been eliminated for seasonal employees. Effective January 1, 2023, the Plan was amended to change the service requirement to 1 hour work for eligibility for the ESOP component.

Employee Contributions

Participants may elect to make salary reduction contributions in amounts up to 100% of their eligible compensation not to exceed maximum annual allowable amounts under the IRC. Participants are automatically enrolled upon attainment of eligibility and 6% of their eligible compensation is contributed unless otherwise directed by the employee. The Plan provisions include an annual increase of 1%, not to exceed 10%. Effective June 1, 2021, the Plan was amended to increase the cap from 10% to 15%. Participants who have attained age 50 before the end of the year can make additional catch-up contributions, subject to annual limitations imposed by the IRC. The Plan also allows for after-tax Roth elective deferrals. Participants may also contribute amounts representing distributions from other qualified defined benefit and contribution plans.

ESOP Contributions

The Company is obligated to make contributions in cash to the Plan, which when aggregated with the Plan's dividends, and interest earnings, equal the amount necessary to enable the Plan to make the regularly scheduled payments of principal and interest due on its term loan. The Company may, at its discretion, elect to make a profit sharing contribution to the Plan. Discretionary Company contributions for the year ended December 31, 2023 was \$10,413,132.

Voting Rights

Each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account, with respect to certain major corporate matters, and is notified by the trustees of the Plan prior to the time that such rights are to be exercised. The trustees have voting rights for all unallocated shares on behalf of the collective best interest of the Plan participants and beneficiaries. Other corporate matters are voted on by the Plan's trustees.

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Vesting

Participants are immediately vested in their salary reduction contributions plus earnings and losses thereon. Vesting in the remainder of their accounts is based on years of service. Participants are vested in discretionary Company profit sharing and ESOP contributions and earnings and losses thereon according to the following graduated vesting schedule:

<u>Years of Service</u>	<u>Vested Percentage</u>
Less than 2	0%
2 Years	20%
3 Years	40%
4 Years	60%
5 Years	80%
6 Years and Over	100%

Participants become 100% vested in Company profit sharing and ESOP contributions in the event of normal retirement at age 65, disability, death, or if the Plan is terminated or partially terminated.

Participant Accounts

Each Plan participant has a separate Company stock account and an investment account within the Plan.

Each participant's investment account is credited with the participant's contribution, the Company's profit sharing contribution (if any), and an allocation of Plan earnings or losses. The benefit to which a participant is entitled is the vested portion of the participant's account. Allocations of earnings and losses are based on the proportion of each participant's account balance to the total of all account balances within the respective fund or investment. Participant accounts are charged with an allocation of administrative expenses that are paid by the Plan. The benefit to which a participant is entitled to is the benefits that can be provided from the participant's vested account.

Each participant's Company stock account is credited as of the last day of each Plan year with an allocation of shares of the Company's common stock released by the trustees from the unallocated account and forfeitures of terminated participants' nonvested accounts.

Participants who earned compensation from the Company during the Plan year and either a) retired, became disabled, or died during the Plan year, or b) were employed on the last day of such Plan year, will receive an allocation.

Under certain conditions, seasonal employees not employed on the last day of the Plan year may receive an allocation. Allocations are based on a participant's eligible compensation, as defined by the Plan, relative to total eligible compensation, or account balance.

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Participant Accounts (Continued)

Plan earnings are allocated to each participant's account based on the ratio of the participant's beginning of year account balance to all participant's beginning of year account balances. Upon enrollment, a participant may direct salary reduction contributions and profit sharing contributions, but not ESOP contributions, to any of the Plan's fund options.

Put Option

Under federal income tax regulations, Company stock that is held by the Plan and its participants and is not readily tradable on an established market, or is subject to trading limitations includes a put option. The put option is a right to demand that the Company buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the current fair market value of the stock. The Company can pay for the purchase with interest over a period of five years. The purpose of the put option is to ensure that the participant has the ability to ultimately obtain cash.

Diversification

Diversification is offered to participants close to retirement so they may have the opportunity to move part of the value of their investment in Company stock into investments which are more diversified. Upon attainment of age of 55 and being a participant in the Plan for 10 years, participants may diversify a portion of the employer securities held in their ESOP account as an active employee. Participants are eligible to diversify up to 25% of the shares of stock allocated to the account. In addition, participants will be offered an annual opportunity to diversify up to 25% (cumulatively over five years), with an opportunity to diversify up to 50% of the stock in your sixth election year. After that, the eligible cumulative diversification amount will decrease by 5% each year, but will not go below 25%.

Notes Receivable from Participants

Participants may borrow from their fund accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance (excluding their ESOP account). The notes are secured by the balance in the participant's account and bear interest at a rate commensurate with local prevailing rates as determined quarterly by the Plan administrator. Principal and interest is paid ratably through payroll deductions.

Forfeitures

Upon a participant terminating from the Plan, forfeitures of nonvested Company Profit Sharing and ESOP contributions are to be allocated among participants based on their annual eligible compensation as a percentage of total eligible compensation. Forfeitures of terminated nonvested account balances allocated to eligible participants at December 31, 2023 and 2022 were 1,990 and 2,876 shares, respectively. The Plan used \$-0- to reduce Plan administrative expenses for the year ended December 31, 2023. Forfeitures available to the Plan as of December 31, 2023 and 2022 were \$0.

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 1 DESCRIPTION OF PLAN (CONTINUED)

Payment of Benefits

With respect to 401(k) participant accounts, upon termination of service due to death, disability, or retirement, a participant may elect to receive the value of the vested interest in his or her account in the form of a lump sum distribution or installments. The Plan allows for in-service distributions if a participant reaches age 59½ and hardship distributions subject to Plan provisions. If a participant terminates employment and the participant's account balance does not exceed \$1,000, the Plan administrator will authorize the benefit payment without the participant's consent. If the balance of the terminated participant's account is between \$1,000 and \$5,000 (increased to \$7,000 effective January 1, 2024), the Company may authorize that the benefit payment be rolled into an individual retirement account in the participant's name.

Distributions relating to vested ESOP account balances commence, if elected, no later than one year after the end of the Plan year following such a termination. In either case, ESOP account distributions will be made in five substantially equal annual installments. Distributions from a participant's ESOP account will be a minimum installment of \$20,000 each year starting in the year the participant initiates the installment distribution.

Under the provisions of the Plan, the Company is obligated to repurchase participant shares, which have been distributed under the terms of the Plan if the shares are not publicly traded or if the shares are subject to trading limitations. During 2023, -0- shares were repurchased by the Company.

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting

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

Use of Estimates

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

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 2 SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Investment Valuation and Income Recognition

The Plan's investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The Plan's Retirement Plan Committee determines the Plan's valuation policies utilizing information provided by the independent appraiser, insurance company, and custodian. See Note 5 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 includes the Plan's gains and losses on investments bought and sold as well as held during the year.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balances, plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are recorded as administrative expenses and are expensed when they are incurred. No allowance for credit losses has been recorded as of December 31, 2023 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

Benefits are recorded when paid.

Administrative Expenses

Certain expenses of maintaining the Plan are paid directly by the Company and 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 of fair value of investments.

Subsequent Events

The Plan has evaluated subsequent events through October 10, 2024, the date the financial statements were available to be issued. Effective January 1, 2024 the Plan was amended to allow employees of Structural Engineering Associates, Inc. to participate in the Plan. Participants were granted credit for past services for purposes of eligibility and vesting.

**JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022**

NOTE 3 CERTIFICATION OF INVESTMENT INFORMATION

Principal Life Insurance Company, on behalf of Principal Global Investors Trust Company and Delaware Charter Guarantee and Trust Company dba: Principal Trust Company (Principal), insurance company and custodian of the Plan, have supplied the Plan administrator with a certification as to the completeness and accuracy of certain investment information and notes receivable from participants reflected on the accompanying statements of net assets available for benefits as of December 31, 2023 and 2022, the statement of changes in net assets available for benefits for the year ended December 31, 2023, and the supplemental schedule of assets (held at end of year) as of December 31, 2023.

Amounts relating to Company common stock of \$155,105,316 and \$136,788,517 held at December 31, 2023 and 2022, respectively, and net appreciation in fair value of Company common stock for the year ended December 31, 2023 of \$16,959,950 was not certified.

NOTE 4 INVESTMENTS IN COMPANY COMMON STOCK

The estimated fair market value, as determined by independent appraisal as of December 31, 2023 and 2022 was \$149.71 and \$133.34 per share, respectively.

The Plan's investments in Company common stock at December 31 are presented in the following table:

	2023		2022	
	Allocated	Unallocated	Allocated	Unallocated
Company Common Stock:				
Number of Shares	<u>1,012,453</u>	<u>23,585</u>	<u>985,966</u>	<u>39,897</u>
Cost	<u>\$ 66,552,273</u>	<u>\$ 1,606,562</u>	<u>\$ 69,479,321</u>	<u>\$ 2,717,783</u>
Estimated Fair Value	<u>\$ 151,574,448</u>	<u>\$ 3,530,868</u>	<u>\$ 131,468,595</u>	<u>\$ 5,319,922</u>

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 5 FAIR VALUE OF INVESTMENTS

The framework for measuring fair value provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements) and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy are described as follows:

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

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly, such as:

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

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

Level 3 – Inputs to the valuation methodology are unobservable and significant to the fair market value measurement, and include situations where there is little, if any, market activity for the asset or liability. The inputs into the determination of fair value are based upon the best information in the circumstances and may require significant management judgment or estimation.

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

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

Mutual Funds: Valued at the daily closing price as reported by the fund. Mutual funds held by the Plan are open-ended 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.

Pooled Separate Accounts: Valued at the NAV of units as determined by the insurance company or trust company. NAV is a readily determinable fair value and is the basis for current transactions.

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 5 FAIR VALUE OF INVESTMENTS (CONTINUED)

Company Common Stock: The fair value of the Sponsor Company common stock held by the Plan is valued at fair value based on an independent third-party appraisal. This appraisal is based upon a combination of the market and income valuation techniques consistent with prior years. The appraiser took into account historical and projected cash flow and net income, return on assets, return on equity, market comparable, and estimated fair value of Company assets and liabilities.

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 sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31:

2023				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 82,264,570	\$ -	\$ -	\$ 82,264,570
Pooled Separate Accounts	-	157,818,023	-	157,818,023
Company Common Stock	-	-	155,105,316	155,105,316
Total	<u>\$ 82,264,570</u>	<u>\$ 157,818,023</u>	<u>\$ 155,105,316</u>	<u>\$ 395,187,909</u>

2022				
	Level 1	Level 2	Level 3	Total
Mutual Funds	\$ 63,030,706	\$ -	\$ -	\$ 63,030,706
Pooled Separate Accounts	-	133,790,862	-	133,790,862
Company Common Stock	-	-	136,788,517	136,788,517
Total	<u>\$ 63,030,706</u>	<u>\$ 133,790,862</u>	<u>\$ 136,788,517</u>	<u>\$ 333,610,085</u>

The following table sets forth a summary of certain changes in the fair value of the Plan's Level 3 assets during the year ended December 31:

	2023
Purchases	\$ 1,356,851
Issuances	-
Transfers In	-
Transfers Out	-

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
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NOTE 6 NOTE PAYABLE

On December 8, 2011, the ESOP trust entered into a term loan with the Company in the amount of \$17,500,000 to purchase 256,900 Company common shares from existing stockholders.

The terms of the \$17,500,000 loan agreement between the Company and the ESOP call for annual principal payments in the amount of \$1,166,667, to begin December 8, 2012, through the note's maturity on December 8, 2026. Interest is to be charged at a rate equal to the one-month SOFR rate on December 8 plus 1.5% per annum, which was 6.87% and 5.721% at December 31, 2023 and 2022, respectively. ESOP shares were pledged as collateral for this loan agreement.

The amount of debt amounted to \$1,767,608 and \$2,934,275 as of December 31, 2023 and 2022, respectively. As the debt is repaid, shares will be released from collateral and allocated to the Plan's eligible employees. The value of allocated and unallocated shares for the year ended December 31, 2023 is based upon an independent appraisal. The ESOP shares as of December 31, 2023 and 2022 were as follows:

	<u>2023</u>	<u>2022</u>
Allocated Shares	1,012,453	985,966
Unallocated Shares	<u>23,585</u>	<u>39,897</u>
Total ESOP Shares	<u>1,036,038</u>	<u>1,025,863</u>
Fair Value of Unallocated Shares	<u>\$ 3,530,868</u>	<u>\$ 5,319,922</u>
Fair Value of Allocated Shares	<u>\$ 151,574,448</u>	<u>\$ 131,468,595</u>

The future maturities of the note payable are as follows:

<u>Year Ending December 31,</u>	<u>Amount</u>
2024	1,166,667
2025	600,941
Total	<u>\$ 1,767,608</u>

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 7 RELATED PARTY TRANSACTIONS

The Plan's investment in Company common shares represented 38% and 40% of total assets at December 31, 2023 and 2022, respectively.

The Plan invests in Company common stock and had indebtedness guaranteed by the Company. These are related party and party-in-interest transactions. As the Company is the Plan Sponsor, transactions involving Company common stock qualify as party-in-interest transactions. At December 31, 2023 and 2022, the Plan held 1,036,038 and 1,025,863 shares of Company common stock, respectively. All of these party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

Company contributions are held and managed by the custodian, which invests cash received, interest and dividends income and makes distributions to participants. The custodian also administers the payment of interest and principal on the loan.

Certain Plan investments are shares of pooled separate accounts, and mutual funds managed by Principal. Principal is the insurance company and custodian as defined by the Plan and, therefore, the investment transactions qualify as party-in-interest transactions. Fees incurred by the Plan for the investment management services are included in net appreciation in fair value of the investment.

NOTE 8 INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated September 28, 2017, that the Plan is qualified and the trust established under the Plan is tax-exempt, under the appropriate sections of the IRC. Although the Plan has been amended since receiving the determination letter, the Plan administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan. Management evaluated the Plan's tax position and concluded that the Plan had maintained its tax-exempt status and had taken no uncertain tax positions that require adjustments to the financial statements. Therefore, no provision or liability for income taxes has been included in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

**JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022**

NOTE 9 PLAN TERMINATION

The Company reserves the right to terminate the Plan at any time, subject to Plan provisions. Upon such termination of the Plan, the interest of each participant in the trust fund will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan terms and the IRC. Upon termination of the Plan, the Employee Stock Ownership Committee shall direct the Trustee to pay all liabilities and expenses of the trust fund and to sell shares of financed stock held in the loan suspense account to the extent it determines such a sale to be necessary in order to repay the loan. In the event of Plan termination, participants will become 100% vested in their accounts.

NOTE 10 RISKS AND UNCERTAINTIES

The Plan invests in various investment securities, including the Company's common stock. Investment securities are exposed to various risks such as interest rate, market, and credit risk, as well as valuation assumptions based on earnings, cash flows, and/or other such techniques. Due to the level of risk associated with certain investment securities and the Company's common stock, and to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in the values of investment securities and the Company's common stock will occur in the near-term and that such changes could materially affect participant's account balances and the amounts reported in the statements of net assets available for benefits.

NOTE 11 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net assets available for benefits according to the financial statements to the Form 5500 as of December 31:

	2023	2022
Net Assets Available for Benefits per the Financial Statements	\$ 406,427,538	\$ 338,753,680
Rounding	1	-
Deemed Distributions	(2,105)	39,864
Net Assets Available for Benefits per the Form 5500	<u>\$ 406,425,434</u>	<u>\$ 338,793,544</u>

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 11 RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of net increase in net assets available for benefits according to the financial statements to the Form 5500 for the year ended December 31:

	<u>2023</u>
Net In Increase in Net Assets Available for Benefits per the Financial Statements	\$ 67,673,858
Deemed Distributions	(41,969)
Rounding	<u>1</u>
Net Increase in Net Assets Available for Benefits per the Form 5500	<u><u>\$ 67,631,890</u></u>

Defaulted loans are recorded as deemed distributions at the time of default on the Form 5500 and when the participant has a distributable event on the financial statements.

JOHNSON, MIRMIRAN & THOMPSON, INC.
EMPLOYEE STOCK OWNERSHIP AND
401(K) RETIREMENT SAVINGS PLAN AND TRUST
E.I.N. 52-0963531 PLAN NO. 001
SCHEDULE H, LINE 4i—SCHEDULE OF ASSETS (HELD AT END OF YEAR)
DECEMBER 31, 2023

(a)	(b) Identity of Issuer, Borrower, Lessor, or Similar Party	(c) Description of Investment	(d) Cost Value	(e) Current Value
	AB LP	AB Small Cap Growth Port Z Fund	**	\$ 1,664,303
	American Funds	New World R6	**	954,757
	American Century	Midcap Value Fund	**	1,462,793
	American Funds	New Prospective Fund	**	7,164,550
	Black Rock	HY Bond Institutional Fund	**	2,589,134
	Fidelity	500 Index Fund	**	23,662,662
	Fidelity	International Index Fund	**	1,565,952
	Fidelity	Mid Cap Index Fund	**	3,583,488
	Fidelity	Small Cap Index Fund	**	2,897,580
	Fidelity	US Bond Index Fund	**	2,493,193
	Fidelity	International Capital Appreciation K6 Fund	**	2,804,183
	Invesco	Eqv International Fund	**	761,206
	Invesco	Small Cap Value R6 Fund	**	2,959,015
	JP Morgan	Large Cap Growth R6 Fund	**	9,757,232
	PIMCO	Credit Bond Fund	**	3,134,208
*	Principal	Stable Value Fund	**	8,261,136
*	Principal	Income Fund	**	3,310,705
*	Principal	Target 2015 Fund	**	2,743,987
*	Principal	Target 2020 Fund	**	11,158,891
*	Principal	Target 2025 Fund	**	25,345,786
*	Principal	Target 2030 Fund	**	20,518,399
*	Principal	Target 2035 Fund	**	19,669,524
*	Principal	Target 2040 Fund	**	21,045,424
*	Principal	Target 2045 Fund	**	17,168,614
*	Principal	Target 2050 Fund	**	11,871,945
*	Principal	Target 2055 Fund	**	9,114,290
*	Principal	Target 2060 Fund	**	6,088,951
*	Principal	Target 2065 Fund	**	1,503,954
*	Principal	Target 2070 Fund	**	16,417
	T.Rowe Price	Blue Chip Growth I Fund	**	12,209,229
	Vanguard	Equity Income Adm Fund	**	2,601,085
*	Notes Receivable from Participants	Interest rates ranging from 4.25% to 9.50% with various maturity dates	-	2,594,105
*	Johnson, Mirmiran & Thompson, Inc.	Common Stock - 1,036,038 shares	\$ 68,158,835	155,105,316
				<u>\$ 397,782,014</u>

* Indicates party-in-interest

**Cost omitted for participant-directed accounts

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

JOHNSON, MIRMIRAN & THOMPSON ESOP AND 401(K)
 ND TRUST
 EIN 52 0963531
 PLAN NUMBER 001
 PLAN YEAR 01/01/2023 TO 12/31/2023

(A) Identity of issuer, borrower, lessor or similar party.	(B) Description of investment including maturity date, rate of interest, collateral, par or maturity value.	(C) Cost	(D) Current Value
American Century Investments	Registered Investment Company American Centur Mid-Cap Val R6	\$ 0.00	\$ 1,462,792.96
The American Funds	Registered Investment Company American Funds NewPrsp R6 End	\$ 0.00	\$ 7,164,550.92
Alliance Bernstein	Registered Investment Company AB Small Cap Grwth Port Z Fd	\$ 0.00	\$ 1,664,302.77
The American Funds	Registered Investment Company AMERICAN FUNDS NEWORLD R6	\$ 0.00	\$ 954,756.41
BlackRock	Registered Investment Company BlackRock HY Bond Inst Fund	\$ 0.00	\$ 2,589,134.63
Fidelity Investments	Registered Investment Company Fidelity International Idx Fd	\$ 0.00	\$ 1,565,952.92
Fidelity Investments	Registered Investment Company Fidelity Mid Cp Index Fund	\$ 0.00	\$ 3,583,488.13
Fidelity Investments	Registered Investment Company Fidelity Sm Cap Index Fund	\$ 0.00	\$ 2,897,580.51
Fidelity Investments	Registered Investment Company Fidelity US Bond Index Fund	\$ 0.00	\$ 2,493,193.09
Fidelity Investments	Registered Investment Company Fidelity 500 Index Fund	\$ 0.00	\$ 23,662,662.20
Fidelity Investments	Registered Investment Company FIDELITY INTL CAP APPREC K6 FD	\$ 0.00	\$ 2,804,183.65
Invesco Funds Group, Inc.	Registered Investment Company Invesco Small Cap Value R6 Fd	\$ 0.00	\$ 2,959,015.32
Invesco Funds Group, Inc.	Registered Investment Company INVECO EQV INTL SM CO R6	\$ 0.00	\$ 761,205.89
JMT	Employer Security JMT COMMON STOCK - Employer Security	\$ 0.00	\$155,105,316.50
JP Morgan Funds	Registered Investment Company JP Morgan Large Cap Gr R6 Fd	\$ 0.00	\$ 9,757,231.32

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

JOHNSON, MIRIRAN & THOMPSON ESOP AND 401(K)
ND TRUST
EIN 52 0963531
PLAN NUMBER 001
PLAN YEAR 01/01/2023 TO 12/31/2023

(A)	(B) Identity of issuer, 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
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime Hy Inc CIT X	\$ 0.00	\$ 3,310,705.24
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime Hy 2050 CIT X	\$ 0.00	\$ 11,871,944.45
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime Hy 2055 CIT X	\$ 0.00	\$ 9,114,289.05
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime Hy 2060 CIT X	\$ 0.00	\$ 6,088,955.85
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime Hy 2065 CIT X	\$ 0.00	\$ 1,503,954.76
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime Hyb 2015 CIT X	\$ 0.00	\$ 2,743,987.02
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime Hyb 2020 CIT X	\$ 0.00	\$ 11,158,891.48
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime Hyb 2025 CIT X	\$ 0.00	\$ 25,345,785.93
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime Hyb 2030 CIT X	\$ 0.00	\$ 20,518,399.26
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime HB 2035 CIT X	\$ 0.00	\$ 19,669,522.83
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime HB 2040 CIT X	\$ 0.00	\$ 21,045,423.17
*	Principal Global Investors Trust Co	Common/Collective Trust Prin LifeTime HB 2045 CIT X	\$ 0.00	\$ 17,168,612.66
*	Principal Global Investors Trust Co	Common/Collective Trust Principal Stable Value Z Fund	\$ 0.00	\$ 8,261,135.00
	PIMCO Funds	Registered Investment Company PIMCO Inv Gd Credi Bd Instl Fd	\$ 0.00	\$ 3,134,207.56
*	Principal Global Investors Trust Co	Common/Collective Trust PRIN LIFETIME HYB 2070 CIT X	\$ 0.00	\$ 16,416.06

SCHEDULE H, line 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

JOHNSON, MIRMIAN & THOMPSON ESOP AND 401(K)
ND TRUST
EIN 52 0963531
PLAN NUMBER 001
PLAN YEAR 01/01/2023 TO 12/31/2023

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