

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) _____
B	This return/report is: ☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☒ the DFVC program ☐ special extension (enter description)
E	If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶ ☐

Part II	Basic Plan Information—enter all requested information
1a	Name of plan FLEIS & VANDENBRINK ENGINEERING INC EMPLOYEE STOCK OWNERSHIP PLAN
1b	Three-digit plan number (PN) ▶ 003
1c	Effective date of plan 01/01/2006
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) F & V COMPANIES INC 2960 LUCERNE DRIVE SE GRAND RAPIDS, MI 49546-7183
2b	Employer Identification Number (EIN) 47-2260160
2c	Plan Sponsor's telephone number 616-977-1000
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.	01/14/2025	BRIAN RICE
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

3a Plan administrator's name and address ☐ Same as Plan Sponsor F & V COMPANIES INC 2960 LUCERNE DRIVE SE GRAND RAPIDS, MI 49546-7183	3b Administrator's EIN 47-2260160 3c Administrator's telephone number 616-977-1000
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	5 324
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) 262 6a(2) 272 6b 0 6c 59 6d 331 6e 0 6f 331 6g(1) 311 6g(2) 331 6h 16
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 2H 2J 2K 2P 2Q 2T 3H 3I 2S

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

9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
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10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

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

b General Schedules

- (1) ☒ **H** (Financial Information)
- (2) ☐ **I** (Financial Information – Small Plan)
- (3) ☐ **A** (Insurance Information) – Number Attached 0
- (4) ☒ **C** (Service Provider Information)
- (5) ☐ **D** (DFE/Participating Plan Information)
- (6) ☐ **G** (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2023 Form M-1 annual report. If the plan was not required to file the 2023 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan FLEIS & VANDENBRINK ENGINEERING INC EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) 003
C Plan sponsor's name as shown on line 2a of Form 5500 F & V COMPANIES INC	D Employer Identification Number (EIN) 47-2260160

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).....

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

(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)

MATHESON FINANCIAL ADVISORS

20-0431875

(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?
34	NONE	9250	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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 FLEIS & VANDENBRINK ENGINEERING INC EMPLOYEE STOCK OWNERSHIP PLAN	B Three-digit plan number (PN) ▶	003
C Plan sponsor's name as shown on line 2a of Form 5500 F & V COMPANIES INC		
		D Employer Identification Number (EIN) 47-2260160

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

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	695479	618209
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	236622	200732
(2) Participant contributions	1b(2)		
(3) Other	1b(3)	726136	2004822
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	656	1514135
(2) U.S. Government securities	1c(2)	0	233724
(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)	0	276935
(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)	0	0
(9) Value of interest in common/collective trusts	1c(9)		
(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)	0	0
(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)	8639710	11204525
(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	10298603	16053082
Liabilities			
g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0
Net Assets			
l Net assets (subtract line 1k from line 1f)	1l	10298603	16053082

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)	908490	
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		908490
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	64765	
(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)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		64765
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1807114	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	7105	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1814219
(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)	3609512	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts.....	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		28938
c Other income	2c		6399
d Total income. Add all income amounts in column (b) and enter total	2d		6432323

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	666608	
(2) To insurance carriers for the provision of benefits.....	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		666608
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees.....	2i(2)		
(3) Recordkeeping fees.....	2i(3)	820	
(4) IQPA audit fees.....	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)	9250	
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)	1166	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		11236
j Total expenses. Add all expense amounts in column (b) and enter total	2j		677844

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		5754479
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: **VANDERPLOEG BERGAKKER & ASSOCIATES**

(2) EIN: **38-2445537**

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.
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan FLEIS & VANDENBRINK ENGINEERING INC EMPLOYEE STOCK OWNERSHIP PLAN		B Three-digit plan number (PN) ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 F & V COMPANIES INC		D Employer Identification Number (EIN) 47-2260160
Part I	Distributions	
All references to distributions relate only to payments of benefits during the plan year.		
1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....		1 0
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 84-0467907 20-3943568		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year		3
Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part.)	
4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)? ☐ Yes ☐ No ☐ N/A		
If the plan is a defined benefit plan, go to line 8.		
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____		
If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)		6a
b Enter the amount contributed by the employer to the plan for this plan year		6b
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)		6c
If you completed line 6c, skip lines 8 and 9.		
7 Will the minimum funding amount reported on line 6c be met by the funding deadline? ☐ Yes ☐ No ☐ N/A		
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change? ☐ Yes ☐ No ☐ N/A		
Part III	Amendments	
9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box. ☐ Increase ☐ Decrease ☐ Both ☐ No		
Part IV	ESOPs (see instructions). If this is not a plan described under section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.	
10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?		☐ Yes ☒ No
11 a Does the ESOP hold any preferred stock?		☐ Yes ☒ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)		☐ Yes ☒ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?		☒ Yes ☐ No
For Paperwork Reduction Act Notice, see the Instructions for Form 5500.		
Schedule R (Form 5500) 2023 v. 230707		

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

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

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

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

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

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

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

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

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

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18 If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment..... ☐

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

a Enter the percentage of plan assets held as:

Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%

High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:

☐ 0-5 years ☐ 5-10 years ☐ 10-15 years ☐ 15 years or more

20 PBGC missed contribution reporting requirements. If this is a multiemployer plan or a single-employer plan that is not covered by PBGC, skip line 20.

a Is the amount of unpaid minimum required contributions for all years from Schedule SB (Form 5500) line 40 greater than zero? ☐ Yes ☐ No

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:

☐ Yes.

☐ No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.

☐ No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.

☐ No. Other. Provide explanation. _____

Part VII	IRS Compliance Questions
-----------------	---------------------------------

21a Does the plan satisfy the coverage and nondiscrimination tests of Code sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules? ☐ Yes ☒ No

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).

☒ Design-based safe harbor method

☐ "Prior year" ADP test

☐ "Current year" ADP test

☐ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2022 (MM/DD/YYYY) and the Opinion Letter serial number Q702445A.

**FLEIS & VANDENBRINK ENGINEERING, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

FINANCIAL STATEMENTS

December 31, 2023 and 2022

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

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Independent Auditors' Report

To the Trustees of
Fleis & VandenBrink Engineering, Inc.
Employee Stock Ownership Plan

Opinion on the 2023 Financial Statements

We have audited the accompanying financial statements of Fleis & VandenBrink Engineering, Inc. Employee Stock Ownership Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statement of net assets available for benefits as of December 31, 2023, and the related statement of changes in net assets available for benefits for the year then ended, and the related notes to the financial statements.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of Fleis & VandenBrink Engineering, Inc. Employee Stock Ownership Plan as of December 31, 2023, and the changes in its net assets available for benefits for the year then ended, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion on the 2023 Financial Statements

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the 2023 Financial Statements section of our report. We are required to be independent of Fleis & VandenBrink Engineering, Inc. Employee Stock Ownership Plan and to meet our other ethical responsibilities, in accordance with the relevant ethical requirements relating to our audit. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Responsibilities of Management for the 2023 Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the 2023 Financial Statements

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

In performing an audit in accordance with generally accepted auditing standards, 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 Fleis & VandenBrink Engineering, Inc. Employee Stock Ownership Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about Fleis & VandenBrink Engineering, Inc. Employee Stock Ownership Plan's ability to continue as a going concern for a reasonable period of time.

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

Other Matters

2023 Supplemental Schedules Required by ERISA

Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedule of Assets (Held at End of Year) and Schedule of Reportable Transactions are presented for purposes of additional analysis and are not a required part of the financial statements but are 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 schedules 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 generally accepted auditing standards.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, including their form and content, are presented in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

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

2022 Financial Statements

We performed an audit of the 2022 financial statements of Fleis & VandenBrink Engineering, Inc. Employee Stock Ownership Plan. 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, our audit did not extend to any statements or information related to assets held for investment of the plan that were certified by a qualified institution. In our report dated October 16, 2023, we indicated that in our opinion (a) the amounts and disclosures in the 2022 financial statements, other than those agreed to or derived from the certified investment information, were presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America, and (b) the information in the 2022 financial statements related to assets held by and certified to by a qualified institution agrees to, or is derived from, in all material respects, the information prepared and certified by an institution that management determined meets the requirements of ERISA Section 103(a)(3)(C).



Grand Rapids, Michigan
January 13, 2025

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Net Assets Available
for Benefits

December 31,

	2023			2022		
	<i>Allocated</i>	<i>Unallocated</i>	<i>Total</i>	<i>Allocated</i>	<i>Unallocated</i>	<i>Total</i>
ASSETS						
Cash and cash equivalents:						
Non-interest bearing	\$ 618,209	\$ -	\$ 618,209	\$ 695,479	\$ -	\$ 695,479
Money market funds	1,514,135	-	1,514,135	656	-	656
Investments, at fair value	510,659	-	510,659	-	-	-
Company common stock, at fair value	11,204,525	-	11,204,525	8,639,710	-	8,639,710
Accrued income	1,560,124	-	1,560,124	612,256	-	612,256
Stock redemption receivable	444,698	-	444,698	113,880	-	113,880
Employer contribution receivable	200,732	-	200,732	236,622	-	236,622
Total Assets	16,053,082	-	16,053,082	10,298,603	-	10,298,603
NET ASSETS AVAILABLE FOR BENEFITS	\$ 16,053,082	\$ -	\$ 16,053,082	\$ 10,298,603	\$ -	\$ 10,298,603

See accompanying notes to financial statements.

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Statements of Changes in Net Assets
Available for Benefits

For the Years Ended
December 31,

	2023			2022		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
ADDITIONS:						
Contributions:						
Participants	\$ -	\$ -	\$ -	\$ 1,048,279	\$ -	\$ 1,048,279
Rollovers	-	-	-	182,562	-	182,562
Employer	908,490	-	908,490	753,914	-	753,914
Total Contributions	908,490	-	908,490	1,984,755	-	1,984,755
Interest income on notes receivable from participants	-	-	-	426	-	426
Investment income (loss):						
Interest and dividend income	1,878,984	-	1,878,984	883,630	-	883,630
Net appreciation (depreciation) in fair value of investments	3,644,849	-	3,644,849	(2,041,387)	-	(2,041,387)
Total Investment Income (Loss)	5,523,833	-	5,523,833	(1,157,757)	-	(1,157,757)
TOTAL ADDITIONS	6,432,323	-	6,432,323	827,424	-	827,424
DEDUCTIONS:						
Distributions to participants	666,608	-	666,608	2,043,656	-	2,043,656
Administrative fees	11,236	-	11,236	79,192	-	79,192
TOTAL DEDUCTIONS	677,844	-	677,844	2,122,848	-	2,122,848
INCREASE (DECREASE) IN NET ASSETS BEFORE PLAN TRANSFERS	5,754,479	-	5,754,479	(1,295,424)	-	(1,295,424)
TRANSFERS TO FLEIS & VANDENBRINK ENGINEERING, INC. 401(k) PLAN	-	-	-	(17,656,381)	-	(17,656,381)
INCREASE (DECREASE) IN NET ASSETS	5,754,479	-	5,754,479	(18,951,805)	-	(18,951,805)
NET ASSETS AVAILABLE FOR BENEFITS:						
Beginning of year	10,298,603	-	10,298,603	29,250,408	-	29,250,408
End of year	\$ 16,053,082	\$ -	\$ 16,053,082	\$ 10,298,603	\$ -	\$ 10,298,603

See accompanying notes to financial statements.

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

NOTE 1 - DESCRIPTION OF THE PLAN

The following description of the Fleis & VandenBrink Engineering, Inc. Employee Stock Ownership Plan (the ESOP Plan) is provided for general information purposes only. Participants should refer to the Plan agreement for complete information. Additionally, the Plan has precedence if any discrepancies in this document.

The Fleis & VandenBrink Engineering, Inc. Employee Stock Ownership and 401(k) Plan (the ESOP/401K Plan) spun off the 401(k) assets and participant accounts to a separate plan effective September 1, 2022. The account balances of active and inactive participants with 401(k) account balances were transferred to a newly created Fleis & VandenBrink Engineering, Inc. 401(k) Plan (the 401K Plan). The remaining Plan was renamed the Fleis & VandenBrink Engineering, Inc. Employee Stock Ownership Plan. Assets of \$17,656,381 were transferred out of the ESOP Plan into the Fleis & VandenBrink Engineering, Inc. 401(k) Plan during the year ended December 31, 2022.

As part of the spinoff of the assets, the ESOP Plan was restated on September 1, 2022. With the restatement, employee contributions to the ESOP Plan were discontinued, participant loans are no longer allowed, and distributions from the ESOP Plan are limited to termination of employment, diversifications, death, QDRO, or plan termination. The Company continues to make safe harbor matching contributions to the ESOP Plan based on employee contributions to the 401K Plan. All remaining assets in the plan are non-participant directed.

Eligibility - The ESOP Plan is a defined contribution plan generally covering full-time employees of F&V Companies, Inc. (the Company) who are age eighteen or older. It is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Contributions – Prior to the ESOP Plan restatement on September 1, 2022, employee 401(k) contributions to the ESOP/401K Plan were elective and were in the form of pre-tax or Roth salary deferrals, not to exceed the current IRS imposed limitations. Participants who attained age 50 before the end of the plan year were eligible to make catch-up contributions. Participants could also make rollovers to the ESOP/401K Plan from other qualified plans. Participants directed the investment of their contributions into various investment options offered by the ESOP/401K Plan. The ESOP/401K Plan offered various mutual funds and an investment contract as investment options for participants. Subsequent to September 1, 2022, employees were no longer permitted to make contributions to the ESOP Plan, and there were no employee contributions during the year ended December 31, 2023.

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

For the entire plan year ending December 31, 2023, for each employee that met the participation requirements, the Company provides a safe harbor match equal to the amount contributed by the employee to the ESOP Plan up to 2% of compensation with an additional match of 75% of the amount contributed by the employee to the ESOP Plan in excess of 2% up to 3% of compensation with an additional match of 50% of the amount contributed by the employee to the ESOP Plan in excess of 3% up to 6% of compensation with a maximum limit equal to 4.25%.

For the entire plan year ending December 31, 2022, for each employee that met the participation requirements, the Company provides a safe harbor match equal to the amount contributed by the employee to the ESOP Plan up to 3% of compensation with an additional match of 50% of the amount contributed by the employee to the ESOP Plan in excess of 3% up to 5% of compensation with a maximum limit equal to 4%.

The plan sponsor can also make a discretionary ESOP contribution. The service requirement from January 1, 2022, through August 31, 2022 under the ESOP/401K Plan, was one year of service. Effective September 1, 2022, there is no longer a service requirement to be eligible for the safe harbor match under the ESOP Plan.

Participant Accounts - Each participant's account is credited with the participant's contribution and allocations of (a) the Company's contributions and (b) plan earnings and charged with an allocation of administrative expenses paid by the ESOP Plan. Allocations are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. If the ESOP Plan purchases or redeems Company stock for cash, each participant's share is determined by allocating the transacted shares based on the participant's applicable balance against the aggregate amount in the accounts of all participants. For unallocated Company stock purchased with an exempt loan, a participant's account is credited upon payment of a portion of the balance with an allocation of shares of the Company's common stock released by the Trustee from the unallocated account.

Vesting - Vesting in the Company's discretionary ESOP contributions are based on years of service. A participant vests 20% per year starting with the completion of two years of service and is 100% vested after six years of service. For a participant whose initial entry date is prior to January 1, 2023, the vesting percentage with respect to the participant's safe harbor contributions is 100%. For a participant whose initial entry date is on or after January 1, 2023, the vesting percentage with respect to the participant's safe harbor contributions is 50% after completion of 1 year and 100% after completion of 2 years. Participant contributions were immediately vested. There were no participant contributions in the ESOP Plan after restatement on September 1, 2022. Forfeitures were not material in 2023 and 2022.

FLEIS & VANDENBRINK ENGINEERING, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

Payment of Benefits - Prior to plan restatement on September 1, 2022, funds in the ESOP/401K Plan could be withdrawn from a participant's account upon the occurrence of one of the following: hardship, attainment of age 59-1/2, QDRO, death, total disability, termination of employment, transfer of employment, or attainment of age 70-1/2. Upon termination of service, a participant may elect to either receive distribution of a lump-sum amount equal to the value of the participant's vested interest in his or her account, or to transfer the value of the participant's account into another qualified retirement plan.

Subsequent to September 1, 2022, funds in the ESOP Plan may be withdrawn from a participant's account upon the occurrence of one of the following: termination of employment, diversifications, death, QDRO, or plan termination. Upon termination of service, distribution shall be made as soon as administratively feasible following the end of the plan year that includes the date the employee terminates employment. Participant may elect to either receive distribution of a lump-sum or to transfer the value into another qualified retirement plan.

Distributions and benefits are recorded when paid.

Notes Receivable - Prior to plan restatement on September 1, 2022, participants could borrow from their fund accounts in the ESOP/401K Plan. The loans were secured by the balance in the participant's account and bear interest at rates that are commensurate with local prevailing rates as determined by the plan administrator. Subsequent to September 1, 2022, participants could no longer borrow from the ESOP Plan as all assets were non-participant directed. There were no participant loans at December 31, 2023 and December 31, 2022.

Put Option - Under Federal income tax regulations, the employer stock that is held by the ESOP 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 or the ESOP Plan buy any shares of its stock distributed to participants for which there is no market. The put price is representative of the fair market value of the stock. 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 that they may have the opportunity to move part of the value of their investment in Company common stock into investments which are more diversified. Participants who are at least age 55 with at least 10 years of participation in the ESOP Plan may elect to diversify a portion of their account into other investments offered under the ESOP Plan. Diversification is offered to each eligible participant over a six-year period. In each of the first five years, a participant may diversify up to 25% of the number of shares allocated to his or her account, less any shares previously diversified. In the sixth year, the percentage changes to 50%.

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

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

NOTE 2 - SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the ESOP Plan are prepared on the accrual basis of accounting.

Cash and Cash Equivalents - For financial statement purposes, the ESOP Plan considers all highly liquid investments with maturity of three months or less when purchased to be cash equivalents.

Valuation of Investments and Income Recognition - Investments are reported at fair value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The ESOP Plan's Investment Committee determines the ESOP Plan's valuation policies utilizing information provided by the investment advisers, custodians and insurance company. Investments in mutual funds and corporate stocks are stated at fair value as determined using quoted market values as of the last business day of the plan year. Investments in treasury bills are stated at fair value determined based on recent market transactions for identical or similar securities. The common shares of the Company are valued at fair value on December 31, 2023 and 2022. Fair value of the common shares of the Company is determined by annual independent appraisal. Realized and unrealized gains and losses are included in investment income. The Fair market value of these shares was \$247.97 and \$174.90 as of December 31, 2023 and 2022, respectively. See Note 6 for discussion of fair value measurements.

On December 31, 2023, the Company redeemed 4,213 shares of the Company's stock for \$1,044,698. The redemption was done with cash and a note receivable. The ESOP Plan redeemed 2,419 shares of the Company's stock with cash for \$600,000, and the ESOP Plan redeemed 1,794 shares of the Company's common stock with a note receivable of \$444,698.

On December 31, 2022, the Company redeemed 2,000 shares of the Company's stock for \$349,800. The redemption was done with cash and a note receivable. The ESOP Plan redeemed 1,349 shares

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

of the Company's stock with cash for \$235,920, and the ESOP Plan redeemed 651 shares of the Company's common stock with a note receivable of \$113,880.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date. Net appreciation (depreciation) includes the plan's gains and losses on investments bought and sold as well as held during the year.

Allocations - The financial statements of the ESOP Plan present separately the assets and liabilities and changes therein pertaining to (a) the accounts of employees with rights in allocated stock ("allocated") and (b) stock not yet allocated to employees ("unallocated"), including shares that are committed to be released. Shares become allocated generally in the period in which debt service is actually paid.

Company Dividends - The Company declared a S-corporation distribution to all shareholders. Based on Company shares held, the ESOP was declared \$1,807,114 and \$766,450 during the years ended December 31, 2023 and 2022, respectively. Of the distributions declared, \$1,560,124 and \$612,256 were received in subsequent years and are included on the statements of net assets available for benefits as accrued income as of December 31, 2023 and 2022, respectively.

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

Voting Rights - All shares of Company Stock held by the Trust will be voted by the Trustee, as the administrative committee shall direct in writing from time to time. The Trustee shall give its proxy to the administrative committee, or its nominee, at the direction of the administrative committee.

Reclassifications - Certain amounts as reported in the 2022 financial statements and footnotes have been reclassified to conform with the 2023 presentation.

NOTE 3 - INFORMATION CERTIFIED BY THE PLAN'S CUSTODIAN

Investment information relating to participant directed accounts for the activity from January 1, 2022 through August 31, 2022 has been certified by Empower Trust Company, LLC and Empower Annuity Insurance Company of America (Formerly known as Great-West Trust Company and

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

Great-West Life & Annuity Insurance Company) who held such assets of the ESOP/401K Plan from January 1, 2022 through August 31, 2022. There was no certified investment activity, and no certified investments held by the ESOP Plan after August 31, 2022.

The following investment information and schedule for the period January 1, 2022, through August 31, 2022, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by these custodians:

	<u>2022</u>
Interest and dividend income on mutual funds, investment contract, and notes receivable from participants	\$ 117,551
Net depreciation in mutual funds and investment contract	(3,452,796)

NOTE 4 - NONPARTICIPANT-DIRECTED INVESTMENTS AND OTHER NET ASSETS

As of December 31, 2023 and 2022 all net assets are held in nonparticipant-directed investments held in the ESOP Plan. For the year ended December 31, 2023 and period September 1, 2022 through December 31, 2022, all components of the changes in net assets relate to nonparticipant-directed investments.

For the period January 1, 2022 through August 31, 2022 the significant components of the changes in net assets held in the ESOP/401K plan relating to the nonparticipant-directed investments and other assets is as follows:

	<u>2022</u>
Changes in Net Assets:	
Employer contributions	\$ 753,914
Interest and dividends	766,505
Net appreciation	1,411,409
Benefits paid to participants	(514,780)
Transfers to participant directed (diversifications)	(30,965)
Administrative fees	(37,786)
Total	<u>\$ 2,348,297</u>

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

The ESOP Plan's investment in Company common stock consists of the following shares:

	<i>Year Ended December 31,</i>			
	<i>2023</i>		<i>2022</i>	
	<i>Allocated</i>	<i>Unallocated</i>	<i>Allocated</i>	<i>Unallocated</i>
Common stock:				
Number of shares	45,185	-	49,398	-
Cost	\$ 5,250,716	\$ -	\$ 5,622,897	-
Estimated fair value	\$ 11,204,525	\$ -	\$ 8,639,710	-

NOTE 5 - INCOME TAX STATUS

The Internal Revenue Service has determined and informed the Company by a letter dated August 23, 2023, that the ESOP Plan was designed in accordance with applicable regulations of the Internal Revenue Code. The plan administrator, the ESOP Plan's legal counsel, and the ESOP Plan's tax counsel believe that the ESOP Plan is currently designed and being operated in compliance with the applicable requirements of the Internal Revenue Code. Therefore, they believe that the ESOP Plan is qualified, and the related trust is tax-exempt as of the financial statement date.

Accounting principles generally accepted in the United States of America require plan management to evaluate tax positions taken by the ESOP Plan and recognize a tax liability (or asset) if the ESOP Plan has taken an uncertain position that more-likely-than-not would not be sustained upon examination by the applicable taxing authorities. The plan administrator has analyzed the tax positions taken by the ESOP Plan, and has concluded that as of December 31, 2023 there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The ESOP Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

FLEIS & VANDENBRINK ENGINEERING, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

NOTE 6 - FAIR VALUE MEASUREMENTS

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) and the lowest priority to unobservable inputs (level 3). The three levels of the fair value hierarchy under FASB ASC 820 are described as follows:

Level 1 Fair Value Measurements

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

Level 2 Fair Value Measurements

Inputs to the valuation methodology includes 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 specific (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Fair Value Measurements

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

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 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 ESOP Plan are open-end mutual funds that are registered with the SEC. These funds are required to publish their daily net asset value (NAV) and to transact at that price. The mutual funds held by the ESOP Plan are deemed to be actively traded and are presented as level 1 in the fair value measurements table.

Corporate stocks: Valued at the daily closing price as reported by the stock. Corporate stocks are held by the ESOP Plan are open-end corporate stocks that are registered with the SEC. These stocks are required to publish their daily net asset value (NAV) and to

FLEIS & VANDENBRINK ENGINEERING, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

transact at that price. The corporate stocks held by the ESOP Plan are deemed to be actively traded and are presented as level 1 in the fair value measurements table.

U.S Treasury bills: Stated at fair value determined based on recent market transactions for identical or similar securities. These bills can be held until maturity or sold at any time on a secondary market, however, there are not quoted prices for identical assets as treasury bills can vary in maturity date, discount rate, and par value. As a result, the treasury bills held by the ESOP Plan are presented as level 2 in the fair value measurements table.

Company Stock: Valued based on an annual independent appraisal. This appraisal was based on a combination of the market and income valuation approaches. The appraiser took into account historical and projected cash flow and net earnings received from management, weighted average cost of capital, market comparable, and applicable discounts and premiums. There have been no changes in the methodologies used at December 31, 2023 and 2022.

The valuation process involves the selection of an appraiser under contract with the right to cancel such contract at any time. Plan management accumulates the data for the appraiser from historical and projected financial information of the Company. The appraiser prepares a report of estimated per share value that a participant will receive upon distribution. Management received the report, reviewed the report and assumptions, and approved the valuation.

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 ESOP 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 Company stock is presented as level 3 in the fair value measurement table.

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

The following tables present fair value measurement information for certain financial instruments:

		Fair Value Measurements at Report Date Using:		
		Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
	Fair Value			
December 31, 2023				
F&V Companies, Inc.				
common stock	\$ 11,204,525	\$ -	\$ -	\$ 11,204,525
Corporate stocks	276,935	276,935	-	-
U.S. Treasury bills	233,724	-	233,724	-
Total	<u>\$ 11,715,184</u>	<u>\$ 276,935</u>	<u>\$ 233,724</u>	<u>\$ 11,204,525</u>
December 31, 2022				
F&V Companies, Inc.				
common stock	\$ 8,639,710	\$ -	\$ -	\$ 8,639,710
Total	<u>\$ 8,639,710</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 8,639,710</u>

The following tables provide further details of the Level 3 measurements.

	Company Common Stock
December 31, 2023	
Beginning balance	\$ 8,639,710
Net gains	3,609,513
Sales	(1,044,698)
Ending Balance	<u>\$ 11,204,525</u>
Total gains for the year included in changes in net assets available for benefits attributable to the change in realized and unrealized gains or losses relating to investments held at December 31, 2023	
	<u>\$ 3,609,513</u>

FLEIS & VANDENBRINK ENGINEERING, INC. EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

	<u>Company Common Stock</u>
December 31, 2022	
Beginning balance	\$ 7,578,635
Net gains	1,410,875
Sales	<u>(349,800)</u>
Ending Balance	<u>\$ 8,639,710</u>
Total gains for the year included in changes in net assets available for benefits attributable to the change in realized and unrealized gains or losses relating to investments held at December 31, 2022	<u>\$ 1,410,875</u>

There were no purchases during the years ended December 31, 2023 and 2022. Gains are recorded in the statement of changes in net assets as part of the net appreciation (depreciation) in fair value of investments.

NOTE 7 - RISKS AND UNCERTAINTIES

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

NOTE 8 - TRANSACTIONS WITH PARTIES IN INTEREST

Watkins Ross served as one of the ESOP Plan's recordkeepers and related transactions qualify as exempt party-in-interest transactions. Fees paid by the ESOP Plan to Watkins Ross for recordkeeping services amounted to \$0 and \$19,216 for the years ended December 31, 2023 and 2022, respectively. Empower Annuity Insurance Company of America served as one of the ESOP Plan's recordkeepers and custodians for the year ended December 31, 2022. Fees paid by the ESOP Plan to Empower Annuity Insurance Company of America were \$26,150 for the year ended December 31, 2022. The ESOP Plan paid Merrill Lynch \$720 and \$24,805 for custodial and advisory services for the years ended December 31, 2023 and 2022, respectively. The ESOP Plan paid Matheson Financial Advisors \$9,250 and \$0 for valuation and appraisal services for the years ended December 31, 2023 and 2022, respectively. The recordkeeping, custodial and advisory

FLEIS & VANDENBRINK ENGINEERING, INC.

EMPLOYEE STOCK OWNERSHIP PLAN

Notes to Financial Statements

service fees are included in administrative fees on the statement of changes in net assets available for benefits.

The ESOP Plan invests in the Company's common stock. This is a related party and part in interest transaction. As described in Note 1, the Company pays a portion of the plan expenses. The ESOP Plan has a number of service providers. Such providers are parties in interest under ERISA. In addition, the Company redeemed stock from the ESOP Plan during the years ended December 31, 2023 and 2022. See Notes 2.

NOTE 9 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right under the ESOP Plan to discontinue its contributions at any time and to terminate the ESOP Plan subject to the provisions of ERISA. Under termination of the ESOP Plan all participants will become fully vested, and the administrator shall direct the Trustee to distribute to each participant or his or her beneficiary at the time prescribed by the ESOP Plan terms and the IRC.

NOTE 10 - SUBSEQUENT EVENTS

Management of the ESOP Plan has evaluated subsequent events through the date of the independent auditors' report, January 13, 2025, which was the date the financial statements were available to be issued.

SUPPLEMENTAL SCHEDULES

FLEIS & VANDENBRINK ENGINEERING, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

*Form 5500 – Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)*

Plan #003

EIN: 38-3088518

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	U.S. Treasury Bill	\$21,000 maturity value, due 1/25/24	\$ 20,679	\$ 20,929
	U.S. Treasury Bill	\$21,000 maturity value, due 2/22/24	20,589	20,844
	U.S. Treasury Bill	\$21,000 maturity value, due 3/21/24	20,504	20,761
	U.S. Treasury Bill	\$22,000 maturity value, due 4/18/24	21,402	21,661
	U.S. Treasury Bill	\$22,000 maturity value, due 5/16/24	21,315	21,578
	U.S. Treasury Bill	\$22,000 maturity value, due 6/13/24	21,227	21,497
	U.S. Treasury Bill	\$22,000 maturity value, due 7/11/24	21,138	21,447
	U.S. Treasury Bill	\$22,000 maturity value, due 8/8/24	21,051	21,367
	U.S. Treasury Bill	\$22,000 maturity value, due 9/5/24	20,965	21,285
	U.S. Treasury Bill	\$22,000 maturity value, due 10/3/24	20,978	21,209
	U.S. Treasury Bill	\$22,000 maturity value, due 10/30/24	21,035	21,146
	Alphabet Inc.	Common Stock (61 shares)	8,580	8,521
	Amazon Inc.	Common Stock (53 shares)	7,118	8,052
	Amphenol Corp.	Common Stock (57 shares)	5,437	5,651
	Apple Inc.	Common Stock (98 shares)	17,825	18,868
	Blackrock Inc.	Common Stock (9 shares)	5,881	7,306
	Boeing Company	Common Stock (28 shares)	5,437	7,299
	Boston Scientific Corp.	Common Stock (119 shares)	6,014	6,879
	Broadcom Inc.	Common Stock (5 shares)	4,519	5,581
	ConocoPhillips	Common Stock (31 shares)	3,755	3,598
	Costco Wholesale Corp.	Common Stock (17 shares)	9,595	11,221
	Eli Lilly & Co.	Common Stock (9 shares)	5,489	5,246
	Exxon Mobil Corp.	Common Stock (68 shares)	7,281	6,799
	Ferrari NV	Common Stock (11 shares)	3,312	3,723
	Hilton Worldwide	Common Stock (23 shares)	3,668	4,188
	Home Depot Inc.	Common Stock (17 shares)	5,004	5,891
	Honeywell Int'l Inc.	Common Stock (14 shares)	2,582	2,936
	JP Morgan Chase	Common Stock (53 shares)	7,757	9,015
	Kenvue Inc.	Common Stock (244 shares)	4,732	5,253
	McDonalds Corp.	Common Stock (19 shares)	4,909	5,634
	Microsoft Corp.	Common Stock (61 shares)	20,468	22,939
	Netflix Inc.	Common Stock (15 shares)	6,322	7,303
	Nvidia Corp.	Common Stock (20 shares)	9,448	9,904
	O'Reilly Automotive Inc.	Common Stock (4 shares)	3,668	3,800
	Palo Alto Networks Inc.	Common Stock (9 shares)	2,363	2,654
	Parker Hannifin Corp.	Common Stock (18 shares)	7,379	8,293
	Procter & Gamble Co.	Common Stock (18 shares)	2,572	2,638
	Progressive Corp. Ohio	Common Stock (41 shares)	5,958	6,531

**FLEIS & VANDENBRINK ENGINEERING, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

*Form 5500 – Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)*

Plan #003

EIN: 38-3088518

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Prologis Inc.	Common Stock (56 shares)	\$ 6,245	\$ 7,465
	Ross Stores Inc.	Common Stock (21 shares)	2,365	2,906
	S&P Global Inc.	Common Stock (16 shares)	6,078	7,048
	Schlumberger Ltd.	Common Stock (71 shares)	4,176	3,695
	ServiceNow Inc.	Common Stock (8 shares)	4,659	5,652
	Tesla Inc.	Common Stock (18 shares)	4,355	4,473
	Thermo Fisher Scientific	Common Stock (5 shares)	2,477	2,654
	Toronto Dominion Bank	Common Stock (44 shares)	2,597	2,843
	Union Pacific Corp.	Common Stock (29 shares)	6,167	7,123
	United Rentals Inc.	Common Stock (8 shares)	3,708	4,587
	UnitedHealth Group Inc.	Common Stock (14 shares)	7,338	7,371
	Visa Inc.	Common Stock (32 shares)	7,561	8,331
	Walmart Inc.	Common Stock (38 shares)	6,017	5,991
	Welltower Inc.	Common Stock (44 shares)	3,737	3,968
	Zoetis Inc.	Common Stock (36 shares)	6,448	7,105
*	F&V Companies, Inc.	Common Stock (45,185 shares)	5,250,716	11,204,525
	TOTAL ASSETS HELD FOR INVESTMENT			<u>\$ 11,715,184</u>

* An exempt party-in-interest as defined by ERISA.

**FLEIS & VANDENBRINK ENGINEERING, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

Form 5500 – Schedule H, Line 4j – Schedule of Reportable Transactions *Year Ended
December 31, 2023*

Plan #003

EIN: 38-3088518

(a)	(b) Identity of party involved	(c) Description of asset (include interest rate and maturity in case of a loan)	(d) Purchase price	(e) Selling price	(f) Cost of asset	(g) Current value of asset on transaction date	(h) Net gain or (loss)
i)	A single transaction in excess of 5% of the beginning of the plan year current value of assets:						
	F&V Companies, Inc.	Common Stock - 4,213 shares	\$ -	\$ 1,044,698	\$ 489,571	\$ 1,044,698	\$ 555,127

Note: Column (e) "Lease rental" and column (f) "Expense incurred with transaction" have not been included as they are not applicable.

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 <u>01/01/2023</u> and ending <u>12/31/2023</u>	
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) ____
B This return/report is:	☐ the first return/report ☐ the final return/report ☐ an amended return/report ☐ a short plan year return/report (less than 12 months)
C If the plan is a collectively-bargained plan, check here. ▶	☐
D Check box if filing under:	☒ Form 5558 ☐ automatic extension ☒ the DFVC program ☐ special extension (enter description)
E If this is a retroactively adopted plan permitted by SECURE Act section 201, check here. ▶	☐

Part II	Basic Plan Information—enter all requested information
1a Name of plan	1b Three-digit plan number (PN) ▶ <u>003</u>
FLEIS & VANDENBRINK ENGINEERING INC EMPLOYEE STOCK OWNERSHIP PLAN	1c Effective date of plan <u>01/01/2006</u>
2a Plan sponsor's name (employer, if for a single-employer plan)	2b Employer Identification Number (EIN) <u>47-2260160</u>
Mailing address (include room, apt., suite no. and street, or P.O. Box)	2c Plan Sponsor's telephone number <u>616-977-1000</u>
City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)	2d Business code (see instructions) <u>541330</u>
F & V Companies Inc	
2960 Lucerne Drive Se	
Grand Rapids MI 49546-7183	

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		<u>01/14/2025</u>	Brian Rice
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

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

Form 5500 (2023)
v. 2300728

**FLEIS & VANDENBRINK ENGINEERING, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

Form 5500 – Schedule H, Line 4j – Schedule of Reportable Transactions *Year Ended
December 31, 2023*

Plan #003
EIN: 38-3088518

(a) Identity of party involved	(b) Description of asset (include interest rate and maturity in case of a loan)	(c) Purchase price	(d) Selling price	(g) Cost of asset	(h) Current value of asset on transaction date	(i) Net gain or (loss)
i)						
A single transaction in excess of 5% of the beginning of the plan year current value of assets:						
F&V Companies, Inc.	Common Stock - 4,213 shares	\$ -	\$ 1,044,698	\$ 489,571	\$ 1,044,698	\$ 555,127

Note: Column (e) "Lease rental" and column (f) "Expense incurred with transaction" have not been included as they are not applicable.

FLEIS & VANDENBRINK ENGINEERING, INC.
EMPLOYEE STOCK OWNERSHIP PLAN

*Form 5500 – Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)*

Plan #003

EIN: 38-3088518

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	U.S. Treasury Bill	\$21,000 maturity value, due 1/25/24	\$ 20,679	\$ 20,929
	U.S. Treasury Bill	\$21,000 maturity value, due 2/22/24	20,589	20,844
	U.S. Treasury Bill	\$21,000 maturity value, due 3/21/24	20,504	20,761
	U.S. Treasury Bill	\$22,000 maturity value, due 4/18/24	21,402	21,661
	U.S. Treasury Bill	\$22,000 maturity value, due 5/16/24	21,315	21,578
	U.S. Treasury Bill	\$22,000 maturity value, due 6/13/24	21,227	21,497
	U.S. Treasury Bill	\$22,000 maturity value, due 7/11/24	21,138	21,447
	U.S. Treasury Bill	\$22,000 maturity value, due 8/8/24	21,051	21,367
	U.S. Treasury Bill	\$22,000 maturity value, due 9/5/24	20,965	21,285
	U.S. Treasury Bill	\$22,000 maturity value, due 10/3/24	20,978	21,209
	U.S. Treasury Bill	\$22,000 maturity value, due 10/30/24	21,035	21,146
	Alphabet Inc.	Common Stock (61 shares)	8,580	8,521
	Amazon Inc.	Common Stock (53 shares)	7,118	8,052
	Amphenol Corp.	Common Stock (57 shares)	5,437	5,651
	Apple Inc.	Common Stock (98 shares)	17,825	18,868
	Blackrock Inc.	Common Stock (9 shares)	5,881	7,306
	Boeing Company	Common Stock (28 shares)	5,437	7,299
	Boston Scientific Corp.	Common Stock (119 shares)	6,014	6,879
	Broadcom Inc.	Common Stock (5 shares)	4,519	5,581
	ConocoPhillips	Common Stock (31 shares)	3,755	3,598
	Costco Wholesale Corp.	Common Stock (17 shares)	9,595	11,221
	Eli Lilly & Co.	Common Stock (9 shares)	5,489	5,246
	Exxon Mobil Corp.	Common Stock (68 shares)	7,281	6,799
	Ferrari NV	Common Stock (11 shares)	3,312	3,723
	Hilton Worldwide	Common Stock (23 shares)	3,668	4,188
	Home Depot Inc.	Common Stock (17 shares)	5,004	5,891
	Honeywell Int'l Inc.	Common Stock (14 shares)	2,582	2,936
	JP Morgan Chase	Common Stock (53 shares)	7,757	9,015
	Kenvue Inc.	Common Stock (244 shares)	4,732	5,253
	McDonalds Corp.	Common Stock (19 shares)	4,909	5,634
	Microsoft Corp.	Common Stock (61 shares)	20,468	22,939
	Netflix Inc.	Common Stock (15 shares)	6,322	7,303
	Nvidia Corp.	Common Stock (20 shares)	9,448	9,904
	O'Reilly Automotive Inc.	Common Stock (4 shares)	3,668	3,800
	Palo Alto Networks Inc.	Common Stock (9 shares)	2,363	2,654
	Parker Hannifin Corp.	Common Stock (18 shares)	7,379	8,293
	Procter & Gamble Co.	Common Stock (18 shares)	2,572	2,638
	Progressive Corp. Ohio	Common Stock (41 shares)	5,958	6,531

**FLEIS & VANDENBRINK ENGINEERING, INC.
EMPLOYEE STOCK OWNERSHIP PLAN**

*Form 5500 – Schedule H, Line 4i – Schedule of Assets
(Held at End of Year)*

Plan #003

EIN: 38-3088518

(a)	(b)	(c)	(d)	(e)
	Identity of Issue Borrower, Lessor or Similar Party	Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	Cost	Current Value
	Prologis Inc.	Common Stock (56 shares)	\$ 6,245	\$ 7,465
	Ross Stores Inc.	Common Stock (21 shares)	2,365	2,906
	S&P Global Inc.	Common Stock (16 shares)	6,078	7,048
	Schlumberger Ltd.	Common Stock (71 shares)	4,176	3,695
	ServiceNow Inc.	Common Stock (8 shares)	4,659	5,652
	Tesla Inc.	Common Stock (18 shares)	4,355	4,473
	Thermo Fisher Scientific	Common Stock (5 shares)	2,477	2,654
	Toronto Dominion Bank	Common Stock (44 shares)	2,597	2,843
	Union Pacific Corp.	Common Stock (29 shares)	6,167	7,123
	United Rentals Inc.	Common Stock (8 shares)	3,708	4,587
	UnitedHealth Group Inc.	Common Stock (14 shares)	7,338	7,371
	Visa Inc.	Common Stock (32 shares)	7,561	8,331
	Walmart Inc.	Common Stock (38 shares)	6,017	5,991
	Welltower Inc.	Common Stock (44 shares)	3,737	3,968
	Zoetis Inc.	Common Stock (36 shares)	6,448	7,105
*	F&V Companies, Inc.	Common Stock (45,185 shares)	5,250,716	11,204,525
	TOTAL ASSETS HELD FOR INVESTMENT			<u>\$ 11,715,184</u>

* An exempt party-in-interest as defined by ERISA.