

<p style="text-align: center;">Form 5500</p> <p style="font-size: small;">Department of the Treasury Internal Revenue Service</p> <hr/> <p style="font-size: small;">Department of Labor Employee Benefits Security Administration</p> <hr/> <p style="font-size: x-small;">Pension Benefit Guaranty Corporation</p>	<p>Annual Return/Report of Employee Benefit Plan</p> <p style="font-size: x-small;">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).</p> <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	<p style="font-size: x-small;">OMB Nos. 1210-0110 1210-0089</p> <hr/> <p style="font-size: large; text-align: center;">2024</p> <hr/> <p style="text-align: center;">This Form is Open to Public Inspection</p>
---	---	---

Part I Annual Report Identification Information
 For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

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

<p>1a Name of plan <u>SPS NEW ENGLAND, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u></p>	<p>1b Three-digit plan number (PN) ▶ <u>003</u></p>
<p>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) <u>SPS NEW ENGLAND, INC.</u></p> <p><u>98 ELM STREET</u> <u>SALISBURY, MA 01952</u></p>	<p>1c Effective date of plan <u>01/01/2022</u></p> <p>2b Employer Identification Number (EIN) <u>04-2741165</u></p> <p>2c Plan Sponsor's telephone number <u>978-462-6543</u></p> <p>2d Business code (see instructions) <u>237210</u></p>

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.	10/02/2025	DANIEL BATTERTON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address <input checked="" type="checkbox"/> 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	203
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)	191
	6a(2)	176
	6b	0
	6c	13
	6d	189
	6e	0
	6f	189
	6g(1)	178
6g(2)	186	
6h	8	
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:
2I 2P 2Q 3H

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

9a Plan funding arrangement (check all that apply)	9b Plan benefit arrangement (check all that apply)
(1) <input type="checkbox"/> Insurance	(1) <input type="checkbox"/> Insurance
(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts	(2) <input type="checkbox"/> Code section 412(e)(3) insurance contracts
(3) <input checked="" type="checkbox"/> Trust	(3) <input checked="" type="checkbox"/> Trust
(4) <input type="checkbox"/> General assets of the sponsor	(4) <input type="checkbox"/> General assets of the sponsor

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

a Pension Schedules

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

b General Schedules

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

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

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

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

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

11c Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 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 H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection
--	--	--

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024	
A Name of plan SPS NEW ENGLAND, 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 SPS NEW ENGLAND, INC.	D Employer Identification Number (EIN) 04-2741165

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

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

Assets	(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a	
b Receivables (less allowance for doubtful accounts):		
(1) Employer contributions	1b(1)	
(2) Participant contributions	1b(2)	
(3) Other	1b(3)	
c General investments:		
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	
(2) U.S. Government securities	1c(2)	
(3) Corporate debt instruments (other than employer securities):		
(A) Preferred	1c(3)(A)	
(B) All other	1c(3)(B)	
(4) Corporate stocks (other than employer securities):		
(A) Preferred	1c(4)(A)	
(B) Common	1c(4)(B)	
(5) Partnership/joint venture interests	1c(5)	
(6) Real estate (other than employer real property)	1c(6)	
(7) Loans (other than to participants)	1c(7)	
(8) Participant loans	1c(8)	
(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)	
(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)	18552000	51608000
(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	18552000	51608000
Liabilities			
g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i	55290198	53362894
j Other liabilities.....	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k	55290198	53362894
Net Assets			
l Net assets (subtract line 1k from line 1f).....	1l	-36738198	-1754894

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)	4340299	
(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)		
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)		
(F) Other.....	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(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)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(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)		0
(5) Unrealized appreciation (depreciation) of assets:			
(A) Real estate.....	2b(5)(A)		
(B) Other.....	2b(5)(B)	33056000	
(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)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		37396299

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6826	
(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)		6826
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		2406169
i Administrative expenses:			
(1) Salaries and allowances	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Recordkeeping fees	2i(3)		
(4) IQPA audit fees	2i(4)		
(5) Investment advisory and investment management fees	2i(5)		
(6) Bank or trust company trustee/custodial fees	2i(6)		
(7) Actuarial fees	2i(7)		
(8) Legal fees	2i(8)		
(9) Valuation/appraisal fees	2i(9)		
(10) Other trustee fees and expenses	2i(10)		
(11) Other expenses	2i(11)		
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		0
j Total expenses. Add all expense amounts in column (b) and enter total	2j		2412995

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		34983304
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: **LITMANGERSON ASSOCIATES, LLP**

(2) EIN: **04-2694095**

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.)		X	
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.)		X	
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.)		X	
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.)		X	
e Was this plan covered by a fidelity bond?	X		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?		X	
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?		X	
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?		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
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.)		X	
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
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) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2024 This Form is Open to Public Inspection.
--	---	---

For calendar plan year 2024 or fiscal plan year beginning 01/01/2024 and ending 12/31/2024

A Name of plan <u>SPS NEW ENGLAND, INC. EMPLOYEE STOCK OWNERSHIP PLAN</u>	B Three-digit plan number (PN) ▶	<u>003</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>SPS NEW ENGLAND, INC.</u>	D Employer Identification Number (EIN) <u>04-2741165</u>	

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): _____

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

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: <input type="checkbox"/> last contributing employer <input type="checkbox"/> alternative <input type="checkbox"/> reasonable approximation (see instructions for required attachment).....	14a	
b The plan year immediately preceding the current plan year. <input type="checkbox"/> 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. <input type="checkbox"/> Check the box if the number reported is a change from what was previously reported (see instructions for required attachment).....	14c	

15 Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

16 Information with respect to any employers who withdrew from the plan during the preceding plan year:

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

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

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

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

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

a Enter the percentage of plan assets held as:
 Public Equity: _____% Private Equity: _____% Investment-Grade Debt and Interest Rate Hedging Assets: _____%
 High-Yield Debt: _____% Real Assets: _____% Cash or Cash Equivalents: _____% Other: _____%

b Provide the average duration of the Investment-Grade Debt and Interest Rate Hedging Assets:
 0-5 years 5-10 years 10-15 years 15 years or more

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

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

b If line 20a is "Yes," has PBGC been notified as required by ERISA sections 4043(c)(5) and/or 303(k)(4)? Check the applicable box:
 Yes.
 No. Reporting was waived under 29 CFR 4043.25(c)(2) because contributions equal to or exceeding the unpaid minimum required contribution were made by the 30th day after the due date.
 No. The 30-day period referenced in 29 CFR 4043.25(c)(2) has not yet ended, and the sponsor intends to make a contribution equal to or exceeding the unpaid minimum required contribution by the 30th day after the due date.
 No. Other. Provide explanation: _____

Part VII IRS Compliance Questions

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

21b If this is a Code section 401(k) plan, check all boxes that apply to indicate how the plan is intended to satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under Code sections 401(k)(3) and 401(m)(2).
 Design-based safe harbor method
 "Prior year" ADP test
 "Current year" ADP test
 N/A

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



SPS New England, Inc. Employee Stock Ownership Plan

Financial Statements
and Supplemental Schedule

As of December 31, 2024 and 2023 and for
the Year Ended December 31, 2024

SPS New England, Inc. Employee Stock Ownership Plan

Financial Statements and Supplemental Schedule

As of December 31, 2024 and 2023 and for
the Year Ended December 31, 2024

Table of Contents

Independent Auditors' Report.....	1-3
Financial Statements:	
Statements of Net Assets (Deficit) Available for Benefits.....	4
Statements of Changes in Net Assets (Deficit) Available for Benefits.....	5
Notes to Financial Statements.....	6-13
Supplemental Schedule:	
Schedule H, Line 4i - Schedule of Assets (Held at End of Year).....	14

LGA, LLP

500 West Cummings Park #5650
Woburn, MA 01801

781-569-4700

lga.cpa



Independent Auditors' Report

To the ESOP Administrative Committee and Plan Participants of
SPS New England, Inc. Employee Stock Ownership Plan
Salisbury, Massachusetts

Opinion

We have audited the accompanying financial statements of SPS New England, Inc. Employee Stock Ownership Plan, an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets (deficit) available for benefits as of December 31, 2024 and 2023, and the related statement of changes in net assets (deficit) available for benefits for the year ended December 31, 2024, 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 (deficit) available for benefits of SPS New England, Inc. Employee Stock Ownership Plan as of December 31, 2024 and 2023, and the changes in its net assets (deficit) available for benefits for the year ended December 31, 2024, in accordance with accounting principles generally accepted in the United States of America.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. 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 SPS New England, Inc. Employee Stock Ownership Plan and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Emphasis of Matter – Investments

As discussed in Note 5, the financial statements include an investment representing 100% of total assets as of December 31, 2024 and 2023, whose fair value has been estimated by an independent appraisal, in the absence of readily ascertainable fair values, with the assistance of management and approved by the trustee. Because of the inherent uncertainty of the valuation, the estimated value may differ significantly from the value that would have been used had a market for the investment existed and the difference could be material. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about SPS New England, 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.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an 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 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 SPS New England, 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 SPS New England, 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 Matter – Supplemental Schedule Required by ERISA

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of Schedule H, Line 4i – Schedule of Assets (Held at End of Year) as of December 31, 2024 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 has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards.

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

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

Litman/Bisson Associates, LLP

Woburn, Massachusetts
September 30, 2025

SPS New England, Inc. Employee Stock Ownership Plan

Statements of Net Assets (Deficit) Available for Benefits

December 31, 2024 and 2023

	2024			2023		
	Allocated	Unallocated	Total	Allocated	Unallocated	Total
Assets						
Investment in SPS New England, Inc. common stock, at fair value	\$ 8,257,280	\$ 43,350,720	\$ 51,608,000	\$ 2,102,560	\$ 16,449,440	\$ 18,552,000
Total assets	8,257,280	43,350,720	51,608,000	2,102,560	16,449,440	18,552,000
Liabilities						
Loan payable	-	(53,362,894)	(53,362,894)	-	(55,290,198)	(55,290,198)
Total liabilities	-	(53,362,894)	(53,362,894)	-	(55,290,198)	(55,290,198)
Net assets (deficit) available for benefits	\$ 8,257,280	\$ (10,012,174)	\$ (1,754,894)	\$ 2,102,560	\$ (38,840,758)	\$ (36,738,198)

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

SPS New England, Inc. Employee Stock Ownership Plan

Statement of Changes in Net Assets (Deficit) Available for Benefits

For the Year Ended December 31, 2024

	Allocated	Unallocated	Total
Additions to net assets attributed to:			
Investment income:			
Net appreciation in fair value of investments	\$ 3,746,347	\$ 29,309,653	\$ 33,056,000
Total investment income	<u>3,746,347</u>	<u>29,309,653</u>	<u>33,056,000</u>
Contributions:			
Allocation of 37,333 shares of common stock of SPS New England, Inc., at fair value	2,408,373	-	2,408,373
Employer	6,826	4,333,473	4,340,299
Total contributions	<u>2,415,199</u>	<u>4,333,473</u>	<u>6,748,672</u>
Total additions	<u>6,161,546</u>	<u>33,643,126</u>	<u>39,804,672</u>
Deductions from net assets attributed to:			
Allocation of 37,333 shares of common stock of SPS New England, Inc., at fair value	-	2,408,373	2,408,373
Interest expense	-	2,406,169	2,406,169
Benefits paid to participants	6,826	-	6,826
Total deductions	<u>6,826</u>	<u>4,814,542</u>	<u>4,821,368</u>
Net increase	6,154,720	28,828,584	34,983,304
Net assets available for benefits:			
Beginning of year	<u>2,102,560</u>	<u>(38,840,758)</u>	<u>(36,738,198)</u>
End of year	<u>\$ 8,257,280</u>	<u>\$ (10,012,174)</u>	<u>\$ (1,754,894)</u>

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

SPS New England, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2024 and 2023

1. Description of Plan

The following description of SPS New England, Inc. Employee Stock Ownership Plan (the Plan) provides only general information. Plan participants should refer to the plan document for a more complete description of the Plan's provisions.

General

SPS New England, Inc. (the Company) established the Plan effective January 1, 2022. The Plan is a qualified retirement plan available to all employees of the Company and participating subsidiaries except for leased employees, employees covered under collective bargaining agreements, and nonresident aliens. The Plan is a defined contribution plan intended to qualify under section 401(a) of the Internal Revenue Code (the Code) and operates, in relevant part, as a leveraged employee stock ownership plan (ESOP) designed to comply with section 4975(e)(7) of the Code. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The ESOP Administrative Committee is responsible for the oversight of the Plan. Spinnaker Trust (Trustee) serves as the Plan's trustee. All trust assets held under the Plan are to be administered, distributed, forfeited, and otherwise governed by the provisions of the Plan.

On December 30, 2022, the Plan entered into an agreement whereby it acquired 800,000 shares of Company common stock from the Company's stockholders, which represented 100% ownership in the Company. The Plan's purchase was completed with a \$4,000,000 cash payment and the proceeds from an internal loan from the Company for \$56,000,000. On March 31, 2023, the loan was amended and restated to increase the loan to \$57,137,126 as a result of a purchase price adjustment of \$1,137,126 with annual principal and interest payments of \$4,333,473 beginning December 31, 2023 through December 31, 2042 (the ESOP Note, see Note 6). As the Plan makes each payment of principal and interest, an appropriate percentage of Company common stock is allocated to eligible participant accounts in accordance with the plan document and applicable regulations under the Code. The loan is collateralized by unallocated shares of Company common stock and is guaranteed by the Company. The Company has no rights against shares of Company common stock once they are allocated under the Plan. Accordingly, the financial statements of the Plan as of December 31, 2024 and 2023, and for the year ended December 31, 2024, present separately the assets and liabilities and changes therein pertaining to:

- The accounts of employees with vested or nonvested rights in allocated Company common stock (allocated) and
- Company common stock not yet allocated to employees (unallocated).

Eligibility

Eligible employees are able to participate in the Plan upon reaching the age of 19 and the earlier of completion of 1,000 hours of service during a plan year or completion of one year of service, defined as the period of 12 consecutive months during which an employee has at least 1,000 hours of service. Enrollment in the Plan is the first day of the plan year during which an employee meets the eligibility requirements.

Contributions

The Company is obligated to make employer contributions in cash to the Plan which, when aggregated with the Plan's interest and dividends, if any, equal the amount necessary to enable the Plan to make its regularly scheduled payments of principal and interest due on its outstanding loan payable. Employees are not permitted to make contributions.

SPS New England, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2024 and 2023

1. Description of Plan...continued

Contributions...continued

Employer contributions are “allocated” or divided among participants eligible to share in employer contributions for the plan year. Each participant’s share of employer contributions for the year is determined based on the ratio of a participant’s eligible compensation to the total eligible compensation of all participants for such year based on a specified formula, as defined. A participant must be employed on the last day of the plan year in order to receive an allocation of employer contributions, unless the participant terminates employment due to death, disability, or the attainment of Normal Retirement Age (later of age 65 or the fifth anniversary of participation).

All Company common stock acquired by the Plan with the proceeds of a loan is maintained in an unallocated account and is allocated to participant accounts in future years as the loan is paid. Company common stock released from the unallocated account is allocated to the accounts of participants based upon their share of any dividends or employer contributions used to make the loan payment.

Compensation is subject to certain Internal Revenue Service (IRS) limitations.

Participant Accounts

Each participant’s account is credited with the participant’s share of plan activity including employer contributions, earnings (losses) on investments, forfeitures, and released shares. Only those participants who are eligible employees receive an allocation. Allocations of employer contributions, forfeitures, and dividends paid on unallocated shares are based on a participant’s eligible compensation relative to total eligible compensation of all participants based on a specified formula, as defined. Dividends paid on shares that have been released from collateral are allocated based upon the shares in each participant’s account. Other earnings (losses) of the Plan are allocated to each participant’s account based on the ratio of the participant’s account balance to the total of all participant account balances.

Dividends

Dividends on allocated shares of Company common stock may be: (a) applied to repay any outstanding loan that were used to acquire Company common stock, (b) distributed to participants in cash, or (c) allocated to each participant’s account in Company common stock or cash. The Company has the discretionary authority to handle dividends paid on allocated shares of Company common stock in any of the ways described above. Dividends on unallocated shares of Company common stock that are held in the Plan’s unallocated account may be applied to repay the outstanding loan used to acquire Company common stock or allocated to each participant’s account balance in the same manner as the allocation of employer contributions.

Vesting

Participants who are credited with at least 1,000 hours of service during a plan year earn a year of service for vesting purposes. Each participant begins vesting in his or her account after two years of credited service and becomes fully vested in his or her account after six years of credited service. A participant's account shall also become fully vested and nonforfeitable upon the participant's attainment of his or her Normal Retirement Age while employed by the Company or upon the participant's death or disability while employed by the Company.

Forfeitures

Forfeitures represent the nonvested portion of terminated participant account balances and are allocated to eligible participants in the same manner as any such employer contributions. As of December 31, 2024 and 2023, there were no forfeited shares that had not been reallocated. During the year ended December 31, 2024, terminated participants forfeited 558 shares.

SPS New England, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2024 and 2023

1. Description of Plan...continued

Payment of Benefits

No distributions from the Plan are made until a participant attains Normal Retirement Age, dies (in which case, payment shall be made to his or her beneficiary or, if none, his or her legal representative), becomes permanently disabled, or otherwise terminates employment with the Company. Distributions are made in cash or Company common stock. A participant's vested balance is paid in annual installments over a period of five years. If a participant has an account balance in excess of \$1,380,000, the installment period may be extended by one year to six years. Terminated participants with a vested balance less than \$5,000 receive a distribution in the plan year following the year of termination in a lump sum payment.

Voting Rights

For certain corporate matters, each participant is entitled to exercise voting rights attributable to the shares allocated to his or her account and is notified by the Trustee prior to the time that such rights are to be exercised. If for any reason, participants do not direct the Trustee as to the voting of any shares of Company common stock, the Trustee has discretion in its vote for any unallocated shares and any allocated shares for which no voting instructions have been received.

Diversification

Diversification is offered to participants close to retirement so that they may have the opportunity to move up to 25% of the value of their investment in Company common stock into investments that are more diversified. At the start of the sixth year following diversification, participants may elect to diversify up to 50% of the value of their investment in Company common stock. Participants who have 10 years of participation in the Plan and who have attained age 55 are eligible to diversify provided all other requirements as specified in the plan document are met. Participants will be able to take diversifications beginning in the 2032 plan year.

Put Option

Under federal income tax regulations, the Company common 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 common stock distributed to participants for which there is no market. The put price is representative of the current appraised value of the common stock. The purpose of the put option is to ensure a participant has the ability to ultimately obtain cash.

Administrative Expenses

The Company generally pays administrative expenses, which are excluded from these financial statements. There were no administrative expenses paid by the Plan for the year ended December 31, 2024.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared on the accrual basis of accounting. The financial statements have been prepared in accordance with accounting standards set by the Financial Accounting Standards Board (FASB). The FASB sets accounting principles generally accepted in the United States of America (GAAP) to ensure net assets (deficit) available for benefits and changes in net assets (deficit) available for benefits are consistently reported. References to GAAP issued by the FASB in these notes are to the FASB Accounting Standards Codification (ASC).

SPS New England, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2024 and 2023

2. Summary of Significant Accounting Policies...continued

Use of Estimates

The preparation of financial statements in accordance with GAAP 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.

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. See Note 4 for discussion of fair value measurements.

Purchases and sales of investments are recorded on a trade-date basis. Interest, if any, is recorded on the accrual basis. Dividends, if any, 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.

Allocations

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

Payment of Benefits

Benefits are recorded when paid.

3. Administration of Plan Assets

The Plan's assets, which consist of Company common stock, are held by the Trustee of the Plan.

Employer contributions are held and managed by the Trustee, which invests cash received, interest, and dividends, and makes distributions to participants. The Trustee also administers the payment of interest and principal on the outstanding loan payable.

Certain administrative functions are performed by officers or employees of the Company. No such officer or employee receives compensation from the Plan.

4. Fair Value Measurements

The Plan discloses the fair value of investments in accordance with FASB ASC Topic No. 820, *Fair Value Measurements* (ASC 820). The framework under ASC 820 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).

SPS New England, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2024 and 2023

4. Fair Value Measurements...continued

The three levels of the fair value hierarchy under ASC 820 are described as follows:

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

Level 2 – Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from or corroborated by observable market data by correlation or other means; or
- if the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

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

A financial instrument's 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.

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

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2024:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investment in Company common stock	\$ <u> -</u>	\$ <u> -</u>	\$ <u>51,608,000</u>	\$ <u>51,608,000</u>

The following table sets forth by level, within the fair value hierarchy, the Plan's investments at fair value as of December 31, 2023:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Investment in Company common stock	\$ <u> -</u>	\$ <u> -</u>	\$ <u>18,552,000</u>	\$ <u>18,552,000</u>

SPS New England, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2024 and 2023

4. Fair Value Measurements...continued

The following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used as of December 31, 2024 and 2023. The fair value of Company common stock, held by the Plan, is based upon a combination of the market and income valuation techniques as illustrated in the following table.

Instrument	Fair Value	Principle Valuation Techniques	Unobservable Inputs
Company Common Stock	December 31, 2024: \$51,608,000	Income Approach	Earnings before interest, income taxes, depreciation, and amortization (EBITDA) Net income Weighted average cost of capital Discount rate Discount for lack of marketability
	December 31, 2023: \$18,552,000	Market Approach	Public company comparables EBITDA multiple Discount for lack of marketability

There were no transfers or purchases of Level 3 assets during the year ended December 31, 2024.

The investment in Company common stock has been valued at \$64.51 and \$23.19 per share as of December 31, 2024 and 2023, respectively.

5. Investments

The Plan's investments, as of December 31, 2024 and 2023, consist of the following:

	2024	2023
Allocated shares	127,999	90,666
Unallocated shares	672,001	709,334
	<u>800,000</u>	<u>800,000</u>
Fair value of allocated shares	<u>\$ 8,257,280</u>	<u>\$ 2,102,560</u>
Fair value of unallocated shares	<u>\$ 43,350,720</u>	<u>\$ 16,449,440</u>
Cost of allocated shares	<u>\$ 9,781,864</u>	<u>\$ 6,928,849</u>
Cost of unallocated shares	<u>\$ 51,355,262</u>	<u>\$ 54,208,277</u>

SPS New England, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2024 and 2023

6. Loan Payable

As of December 31, 2024 and 2023, the loan payable consisted of a term loan agreement with the Company. The ESOP Note, in the amended and restated amount of \$57,137,126, is collateralized by the unallocated shares controlled by the Plan and guaranteed by the Company. The ESOP Note requires annual payments of \$4,333,473 plus accrued interest at 4.34% per annum, through December 31, 2042. As of December 31, 2024, scheduled annual principal and interest payments due on the outstanding loan payable are as follows:

	Principal	Interest	Total
2025	\$ 2,017,523	\$ 2,315,950	\$ 4,333,473
2026	2,105,084	2,228,389	4,333,473
2027	2,196,444	2,137,029	4,333,473
2028	2,286,176	2,047,297	4,333,473
2029	2,390,990	1,942,483	4,333,473
Thereafter	42,366,677	13,968,467	56,335,144
	<u>\$ 53,362,894</u>	<u>\$ 24,639,615</u>	<u>\$ 78,002,509</u>

During the year ended December 31, 2024, principal and interest paid on the ESOP Note was \$4,333,473, which resulted in 37,333 shares being released and allocated to participant accounts.

7. Tax Status

The Plan has adopted a non-standardized pre-approved plan in which the IRS determined, by an opinion letter dated June 30, 2020, that the Plan is designed in accordance with applicable sections of the Code. The Plan has not requested a determination letter specific to the Plan. Although the Plan has been amended since receiving the opinion letter, the Plan Administrator, the ESOP Administrative Committee and the Trustee believe that the Plan is designed, and is currently being operated, in compliance with the applicable requirements of the Code and, therefore, believes that the Plan is qualified, and the related trust is tax-exempt.

GAAP requires management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to provisions of ERISA. In the event of the Plan's termination, participants will become fully vested in their accounts. Upon such termination of the Plan, the interest of each participant in the trust will be distributed to such participant or his or her beneficiary at the time prescribed by the Plan's terms and the Code. Upon termination of the Plan, the Plan Administrator and the ESOP Administrative Committee shall instruct the Trustee to pay all liabilities and expenses of the trust and to sell shares of financed Company common stock held in the loan suspense account to the extent it determines such sale to be necessary in order to repay the ESOP Note.

9. Related Party and Party-in-Interest Transactions

The Plan invests in shares of Company common stock and has a loan payable with the Company, which constitute related party and party-in-interest transactions.

SPS New England, Inc. Employee Stock Ownership Plan

Notes to Financial Statements

December 31, 2024 and 2023

10. Risk and Uncertainties

The Plan invests in shares of Company common stock, which are exposed to various risks such as interest rate, market, and credit risks as well as valuation assumptions based on earnings, cash flows, and other such techniques. Due to the level of risk associated with the investment in Company common stock and to uncertainties inherent in estimates and assumptions, it is at least reasonably possible that changes in the fair value of Company common stock will occur in the near term and that such changes could materially affect participant account balances and the amounts reported in the statements of net assets (deficit) available for benefits.

11. Subsequent Events

The Plan has evaluated subsequent events for potential disclosure or recognition through September 30, 2025, the date the financial statements were available to be issued.

Supplemental Schedule

SPS New England, Inc. Employee Stock Ownership Plan

Employer Identification Number 04-2741165

Plan Number 003

Schedule H, Line 4i - Schedule of Assets (Held at End of Year)

December 31, 2024

(a)	(b)	(c) Description of Asset					(d)	(e)
Identity of Issue, Borrower, Lessor or Similar Party	Type of Asset	Maturity Date	Rate of Interest	Collateral	Par or Maturity Value	Cost	Current Value	
* SPS New England, Inc.	800,000 shares of common stock	n/a	n/a	n/a	n/a	\$ 61,137,126	\$ 51,608,000	
* Represents a party-in-interest.						<u>\$ 61,137,126</u>	<u>\$ 51,608,000</u>	

See independent auditors' report.

Schedule H, Line 4i
Schedule of Assets (Held At End of Year)

Name of Plan:

▶ SPS New England, Inc. Employee Stock Ownership Plan

Employer Identification Number: ▶ 04-2741165

For plan year (beginning/ending): ▶ 1/1/2024 to 12/31/2024

Plan number: ▶

003

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity	(d) Cost	(e) Current value
*	SPS New England, Inc.	800,000.0000 Shares Common Stock	61,137,126	51,608,000
	*Party-In-Interest			