

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2023 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023	
A	This return/report is for: ☐ a multiemployer plan ☐ a multiple-employer plan (Filers checking this box must provide participating employer information in accordance with the form instructions.) ☒ a single-employer plan ☐ a DFE (specify) _____ ☐ the first return/report ☐ the final return/report ☒ an amended return/report ☐ a short plan year return/report (less than 12 months)
C	If the plan is a collectively-bargained plan, check here. ▶ ☐
D	Check box if filing under: ☒ Form 5558 ☐ automatic extension ☐ the DFVC program ☒ special extension (enter description) EXTENDED DISASTER RELIEF FORM 5500
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 RIVERGATE KW MANAGEMENT 401(K)
1b	Three-digit plan number (PN) ▶ 001
1c	Effective date of plan 06/27/2014
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) RIVERGATE KW MANAGEMENT LLC 8200 NW 33RD STREET SUITE 340 MIAMI, FL 33122
2b	Employer Identification Number (EIN) 47-1241858
2c	Plan Sponsor's telephone number 305-969-8001
2d	Business code (see instructions) 531310

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/09/2025	MIGLIDE GARCON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor or the plan name has changed since the last return/report filed for this plan, enter the plan sponsor's name, EIN, the plan name and the plan number from the last return/report: a Sponsor's name c Plan Name	4b EIN 4d PN
5 Total number of participants at the beginning of the plan year	5 340
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) 266 6a(2) 478 6b 0 6c 54 6d 532 6e 0 6f 532 6g(1) 250 6g(2) 408 6h
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7

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

2E 2F 2G 2J 2K 2R 2S 2T 3B 3D

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 RIVERGATE KW MANAGEMENT 401(K)	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 RIVERGATE KW MANAGEMENT LLC	D Employer Identification Number (EIN) 47-1241858

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

FIDELITY INVESTMENTS INSTITUTIONAL

04-2647786

(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)

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04-2647786

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 64 65	RECORDKEEPER	4610	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

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

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

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

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

Part I Service Provider Information (continued)

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

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

Part II Service Providers Who Fail or Refuse to Provide Information

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

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

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

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

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

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2023 This Form is Open to Public Inspection.
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For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023

A Name of plan RIVERGATE KW MANAGEMENT 401(K)	B Three-digit plan number (PN) ▶ 001
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 RIVERGATE KW MANAGEMENT LLC	D Employer Identification Number (EIN) 47-1241858

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	INVESCO STABLE ASSET
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b Name of sponsor of entity listed in (a):	INVESCO TRUST COMPANY
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c EIN-PN 27-3884161-001	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:	STATE ST INTL IDX SECLEND VIII
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b Name of sponsor of entity listed in (a):	STATE STREET BANK & TRUST CO
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c EIN-PN 90-0337987-336	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:	STATE ST RUSS SC IDX VIII
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b Name of sponsor of entity listed in (a):	STATE STREET BANK & TRUST CO
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c EIN-PN 90-0337987-340	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:	STATE ST S&P 500 IDX IX
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b Name of sponsor of entity listed in (a):	STATE STREET BANK & TRUST CO
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c EIN-PN 90-0337987-344	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:	STATE ST S&P MD CP IDX NL J
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b Name of sponsor of entity listed in (a):	STATE STREET BANK & TRUST CO
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c EIN-PN 90-0337987-347	d Entity code C	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:	
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b Name of sponsor of entity listed in (a):	
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c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

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

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

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

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

For calendar plan year 2023 or fiscal plan year beginning 01/01/2023 and ending 12/31/2023		
A Name of plan RIVERGATE KW MANAGEMENT 401(K)	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 RIVERGATE KW MANAGEMENT LLC	D Employer Identification Number (EIN) 47-1241858	

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	0	0
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	0	0
(2) Participant contributions	1b(2)	0	0
(3) Other	1b(3)	0	0
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	0	0
(2) U.S. Government securities	1c(2)	0	0
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)	0	0
(B) All other	1c(3)(B)	0	0
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)	0	0
(B) Common	1c(4)(B)	0	0
(5) Partnership/joint venture interests	1c(5)	0	0
(6) Real estate (other than employer real property)	1c(6)	0	0
(7) Loans (other than to participants)	1c(7)	0	0
(8) Participant loans	1c(8)	151411	106696
(9) Value of interest in common/collective trusts	1c(9)	459784	0
(10) Value of interest in pooled separate accounts	1c(10)	0	0
(11) Value of interest in master trust investment accounts	1c(11)	0	0
(12) Value of interest in 103-12 investment entities	1c(12)	0	0
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)	1971992	3311884
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)	0	0
(15) Other	1c(15)	0	0

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	0	0
(2) Employer real property	1d(2)	0	0
e Buildings and other property used in plan operation	1e	0	0
f Total assets (add all amounts in lines 1a through 1e)	1f	2583187	3418580
Liabilities			
g Benefit claims payable	1g	0	0
h Operating payables	1h	0	0
i Acquisition indebtedness	1i	0	0
j Other liabilities	1j	0	0
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	2583187	3418580

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)	382115	
(B) Participants	2a(1)(B)	628911	
(C) Others (including rollovers)	2a(1)(C)	40611	
(2) Noncash contributions	2a(2)	0	1051637
(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)	0	9144
(B) U.S. Government securities	2b(1)(B)	0	
(C) Corporate debt instruments	2b(1)(C)	0	
(D) Loans (other than to participants)	2b(1)(D)	0	
(E) Participant loans	2b(1)(E)	9144	
(F) Other	2b(1)(F)	0	
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		9144
(2) Dividends: (A) Preferred stock	2b(2)(A)	0	56318
(B) Common stock	2b(2)(B)	0	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	56318	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		56318
(3) Rents	2b(3)		0
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	0	0
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	0	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)	0	0
(B) Other	2b(5)(B)	0	
(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)		27626
(7) Net investment gain (loss) from pooled separate accounts.....	2b(7)		0
(8) Net investment gain (loss) from master trust investment accounts.....	2b(8)		0
(9) Net investment gain (loss) from 103-12 investment entities.....	2b(9)		0
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		479532
c Other income	2c		3192
d Total income. Add all income amounts in column (b) and enter total	2d		1627449

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	760193	
(2) To insurance carriers for the provision of benefits.....	2e(2)	0	
(3) Other	2e(3)	0	
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		760193
f Corrective distributions (see instructions)	2f		0
g Certain deemed distributions of participant loans (see instructions)	2g		3108
h Interest expense	2h		0
i Administrative expenses:			
(1) Salaries and allowances	2i(1)	0	
(2) Contract administrator fees.....	2i(2)	0	
(3) Recordkeeping fees.....	2i(3)	27965	
(4) IQPA audit fees.....	2i(4)	0	
(5) Investment advisory and investment management fees	2i(5)	790	
(6) Bank or trust company trustee/custodial fees	2i(6)	0	
(7) Actuarial fees	2i(7)	0	
(8) Legal fees	2i(8)	0	
(9) Valuation/appraisal fees	2i(9)	0	
(10) Other trustee fees and expenses	2i(10)	0	
(11) Other expenses	2i(11)	0	
(12) Total administrative expenses. Add lines 2i(1) through (11)	2i(12)		28755
j Total expenses. Add all expense amounts in column (b) and enter total	2j		792056

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		835393
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

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

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

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

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

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

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

(1) Name: **PAAST P.L.**

(2) EIN: **65-0942623**

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.)	☒	☐	722326
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?	☒	☐	268000
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 RIVERGATE KW MANAGEMENT 401(K)				B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 RIVERGATE KW MANAGEMENT LLC				D Employer Identification Number (EIN) 47-1241858	
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	
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): 04-6568107 57-1198022					
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
----------------	---

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

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

a Enter the percentage of plan assets held as:

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

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

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

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

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

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

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

☐ Yes.

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

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

☐ No. Other. Provide explanation. _____

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

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

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

☒ Design-based safe harbor method

☐ "Prior year" ADP test

☒ "Current year" ADP test

☐ N/A

22 If the plan sponsor is an adopter of a pre-approved plan that received a favorable IRS Opinion Letter, enter the date of the Opinion Letter 06 / 30 / 2020 (MM/DD/YYYY) and the Opinion Letter serial number Q702438A.

RIVERGATE KW MANAGEMENT 401K PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Rivergate KW Management 401k Plan

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Rivergate KW Management 401k 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 ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Rivergate KW Management 401k 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 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 Rivergate KW Management 401k 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 Rivergate KW Management 401k Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter—Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4(a) – Delinquent Participant Contributions and Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) 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, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including 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 form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules 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).

PAAST, PL

Coral Gables, Florida
September 21, 2025

RIVERGATE KW MANAGEMENT 401K PLAN
FINANCIAL STATEMENTS
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FINANCIAL STATEMENTS

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RIVERGATE KW MANAGEMENT 401K PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments, at fair value (Note 3):		
Mutual funds	\$ 3,311,884	\$ 1,971,992
Common collective trusts	<u>-</u>	<u>459,784</u>
Total investments	<u>3,311,884</u>	<u>2,431,776</u>
Receivables:		
Participant contributions	24,665	61,412
Employer contributions	15,780	36,299
Notes receivable from participants	<u>114,049</u>	<u>155,261</u>
Total receivables	<u>154,494</u>	<u>252,972</u>
TOTAL ASSETS	<u>3,466,378</u>	<u>2,684,748</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 3,466,378</u>	<u>\$ 2,684,748</u>

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

RIVERGATE KW MANAGEMENT 401K PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2023

ADDITIONS:

Additions to net assets attributed to:

Investment income, net (Note 7):

Net appreciation in fair value of investments	\$ 507,158
Interest and dividend income	<u>56,318</u>

Total investment income	<u>563,476</u>
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Interest income on notes receivable from participants	<u>9,539</u>
---	--------------

Other income	<u>3,192</u>
--------------	--------------

Contributions:

Participant	592,164
Employer	361,596
Rollover	<u>40,611</u>

Total contributions	<u>994,371</u>
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TOTAL ADDITIONS	<u>1,570,578</u>
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DEDUCTIONS:

Deductions from net assets attributed to:

Benefits paid to participants	760,193
Administrative fees	<u>28,755</u>

TOTAL DEDUCTIONS	<u>788,948</u>
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NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	781,630
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>2,684,748</u>
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End of year	<u>\$ 3,466,378</u>
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The accompanying notes are an integral part of these financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Rivergate KW Management 401k Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

A) GENERAL

The Plan is a profit-sharing plan covering all full-time employees of Rivergate KW Property Management LLC (the "Company") under the provisions of Section 401(a) of the Internal Revenue Code (the "Code"), as amended, which includes qualified cash or deferred arrangements as described in Section 401(k) of the Code, for the benefit of eligible employees of the Company. The Plan's service provider and trustee were Automated Data Processing Inc. ("ADP") and Reliance Trust Company ("Reliance"), respectively, as of December 31, 2022 and for the period of January 1, 2023 to July 31, 2023. Effective August 1, 2023, all Plan assets were transferred to a new service provider and trustee, Fidelity Management Trust Company ("Fidelity").

The Plan is subject to and conforms with the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

B) CONTRIBUTIONS

Eligible employees can contribute up to the maximum percentage allowable, subject to certain limitations under the Code, of pretax or after-tax (Roth option) annual compensation. Effective January 1, 2022, the Plan was restated to include an automatic enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan, unless they affirmatively elect not to participate, with a default rate set at 1% of eligible compensation. The Plan is designed as a "Safe Harbor 401(k)" plan, as such, the Plan makes safe harbor matching contributions equal to 100% of a participant's elective deferral up to the first 4% of each participant's eligible compensation. The Company matched approximately \$362,000 for the year ended December 31, 2023. The Company may also elect to make discretionary matching and profit-sharing contributions to the Plan. No discretionary matching or profit-sharing contributions were made for the year ended December 31, 2023. The total maximum allowable contribution per participant to the Plan directly from the participant was \$22,500 for 2023, not including additional catch-up contributions allowed for participants over the age of 50, which were \$7,500.

C) ELIGIBILITY

Employees were eligible to participate in the Plan upon reaching the age of 21 and completing six months of service, as defined, prior to entry date. Effective August 1, 2023, the service requirement was removed from the Plan. The Plan entry date is the first day of the month after meeting the above requirements.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

D) VESTING

Participants are always 100% vested in their contributions, the Company's safe harbor contributions and any other special contributions made to the Plan as specified by the Plan document.

E) PAYMENT OF BENEFITS

Benefits are payable on termination of service due to retirement, termination, disability or death. Participants or their beneficiaries may elect to receive a lump-sum distribution, equal installments or partial withdrawals, as defined in the Plan document. Eligible participants may also make hardship withdrawals, as defined.

F) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's compensation deferral contributions, the Company's safe harbor matching and profit-sharing contributions, if any, and an allocation of the investment earnings, based upon each participant's election, and charged with an allocation of administrative expenses not paid by the Company. The benefit to which a participant is entitled upon withdrawal from the Plan, as defined above, is the vested benefit in the participant's account. Participants may direct the investment of their account balances into various investment options offered by the Plan.

G) INVESTMENT OPTIONS

Participants are allowed to invest their elective 401(k) contributions, rollovers, if any, as well as Company safe harbor matching, discretionary matching and profit-sharing contributions to the Plan in a variety of investment options as more fully described in the Plan document. Participants may change their investment options and deferral percentages at any time.

H) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their accounts a minimum of \$500 and up to a maximum equal to the lesser of (a) 50 percent of their vested account balance, or (b) \$50,000 reduced by the highest outstanding loan balance in their account during the prior twelve month period. The notes are secured by the vested balance in the participant's account and the interest rate is fixed for the duration of the loan. Prior to the change in service provider from ADP to Fidelity, participant loans bore interest at the prime rate plus two percentage points. Effective August 1, 2023, participant loans bear interest at the prime rate. The interest rate for a loan will be the rate in effect in the month the note is effective. Principal and interest is paid ratably through monthly payroll deductions. Loans used to purchase a primary residence may be repaid within a period of no more than 30 years.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

I) FORFEITED ACCOUNTS

Pursuant to the Plan, forfeited non-vested accounts may be used to offset expenses or reduce future employer contributions. During the year ended December 31, 2023, no forfeitures were used to pay Plan expenses or offset matching contributions. At December 31, 2023 and 2022, there was a remaining forfeiture balance of approximately \$12,000.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

A) BASIS OF ACCOUNTING

The Plan's financial statements are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America for employee benefit plans.

B) INVESTMENT VALUATION AND INCOME RECOGNITION

Assets of the Plan are reported at fair value. Common collective trusts are valued based on the quoted market prices of the underlying assets held in the fund by utilizing the practical expedient of using the Net Asset Value ("NAV") under ASC 820. Mutual funds are valued at the NAV of shares held by the Plan.

Purchases and sales of securities are recorded on a trade date basis. Dividend and interest income are recorded by the trustee in the period earned. Net realized and unrealized appreciation or depreciation in fair value of investments consists of the change in unrealized appreciation or depreciation and the realized gain or loss on the sales of investments during the year. Acquisition costs are included in the cost of investments purchased and sales are recorded net of selling expenses. Investments are self-directed by the individual Plan participants.

C) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2023 and 2022, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

D) 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 the reported amount of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

E) RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in 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.

F) PAYMENT OF BENEFITS

Benefits are recorded when paid.

G) ADMINISTRATIVE EXPENSES

The Plan agreement allows for the Company to absorb a significant amount of the Plan's administrative expenses. Investment related expenses are included in net appreciation or depreciation of fair value of investments through revenue sharing arrangements. During the year ended December 31, 2023, administrative expenses incurred by the Plan totaled approximately \$29,000.

H) RECENT ACCOUNTING PRONOUNCEMENTS

The Company evaluates new accounting pronouncements for relevance and impact on the Plan's financial statements. Management does not expect that timely adoption of new pronouncements will have a material impact on the Plan's net assets available for benefits.

I) MANAGEMENT REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through September 21, 2025, the date when the financial statements were available to be issued.

NOTE 3 - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

Accounting guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs consist of unobservable inputs and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. During 2023 and 2022, Level 1 inputs were available and therefore used. No level 2 and 3 inputs were used by the Plan.

The following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds - The mutual funds invest mainly in domestic equity funds, international equity funds, bond funds, short-term funds, and common stocks which have observable Level 1 pricing inputs, including quoted prices for identical assets in active markets. Mutual funds are valued at the quoted NAV of shares held by the Plan at year-end.

Common Collective Trusts - The common collective trusts invest mainly in fixed securities, mutual funds, repurchase agreements, stocks and commercial paper. They are valued based on the quoted market prices of the underlying assets held in the fund by utilizing the practical expedient of using the NAV under ASC 820.

The input levels used by investment category are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2023				
Mutual funds	\$ 3,311,884	\$ -	\$ -	\$ 3,311,884
Total assets in the fair value hierarchy	\$ 3,311,884	\$ -	\$ -	\$ 3,311,884

RIVERGATE KW MANAGEMENT 401K PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2022				
Mutual funds	\$ 1,971,992	\$ -	\$ -	\$ 1,971,992
Total assets in the fair value hierarchy	<u>\$ 1,971,992</u>	<u>\$ -</u>	<u>\$ -</u>	1,971,992
Investments measured at NAV*				<u>459,784</u>
Total investments				<u>\$ 2,431,776</u>

*In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

All of these investments valued at NAV have no unfunded commitments or redemption restrictions and can be redeemed daily.

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2023 are reported in net appreciation in fair value of investments.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to suspend or terminate the Plan subject to the provisions of ERISA.

NOTE 5 - TAX STATUS

The Plan is based on a "prototype" plan document. The sponsor of the prototype document has received a favorable determination letter from the Internal Revenue Service ("IRS") dated June 30, 2020, stating that the form of the Plan is qualified under Section 401 of the Code. The Company has chosen to rely on the IRS determination letter issued to the sponsor of the prototype document as evidence that the form of the Plan is tax-qualified. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and therefore believe that the Plan is qualified and the related trust is tax-exempt. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 6 - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

ADP and Fidelity were the appointed custodian / trustee of the Plan's assets as of December 31, 2023 and 2022, respectively. Therefore, fees paid to the custodian and trustee qualify as party-in-interest transactions. Notes receivable from participants are also considered party-in-interest transactions.

NOTE 7 - RELATED PARTY TRANSACTIONS – PROHIBITED TRANSACTION

During 2023 and 2022, the plan sponsor did not remit certain employees' contributions in accordance with guidelines set forth by the United States Department of Labor ("DOL") and Employee Benefits Security Administration ("EBSA"). However, the contributions were remitted soon thereafter. The DOL considers this a prohibited transaction and may impose penalties on the Plan sponsor as a result of these transactions.

NOTE 8 - INFORMATION PREPARED AND CERTIFIED BY THE PLAN TRUSTEES

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Reliance and Fidelity, the trustees of the Plan and qualified institutions, have certified that the following information included in the accompanying financial statements and supplemental schedules is complete and accurate as of December 31, 2023 and 2022 and for the year ended December 31, 2023.

	<u>2023</u>	<u>2022</u>
Investments at fair value (Note 3)	<u>\$ 3,311,884</u>	<u>\$ 2,431,776</u>
Notes receivable from participants	<u>\$ 114,049</u>	<u>\$ 155,261</u>
Total investment income	<u>\$ 563,476</u>	
Interest income on notes receivable from participants	<u>\$ 9,539</u>	

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE 9 - FIDELITY BONDING

The Company maintains a fidelity bond of \$268,000 for Plan fiduciaries and individuals who handle the funds of the Plan, pursuant to the requirements of ERISA. The policy has a provision whereby loss coverage is increased to the minimum required by ERISA up to the \$500,000 limit.

RIVERGATE KW MANAGEMENT 401K PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net asset available for benefits per the financial statements to Schedule H of Form 5500 as of December 31,:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 3,466,378	\$ 2,684,748
Less: Participant's contribution receivable	(24,665)	(61,412)
Employer contribution receivable	(15,780)	(36,299)
Deemed distribution loans ("DDL") excluded in the Form 5500	<u>(7,353)</u>	<u>(3,850)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 3,418,580</u>	<u>\$ 2,583,187</u>

The following is a reconciliation of contributions received from participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Contributions received from participants per the financial statements	\$ 592,164
Add: Prior year employer contributions receivable	61,412
Less: Participant contributions receivable	<u>(24,665)</u>
Contributions received from the participants per the Schedule H of Form 5500	<u>\$ 628,911</u>

The following is a reconciliation of contributions received from the employer per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Contributions received from the employer per the financial statements	\$ 361,596
Add: Prior year employer contributions receivable	36,299
Less: Employer contributions receivable	<u>(15,780)</u>
Contributions received from the employer per the Schedule H of Form 5500	<u>\$ 382,115</u>

RIVERGATE KW MANAGEMENT 401K PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of interest income on notes receivable from participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Interest income on notes receivable from participants per the financial statements	\$ 9,539
Less: DDL interest	<u>(395)</u>

Interest income on notes receivable from participants per the Schedule H of Form 5500	<u>\$ 9,144</u>
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The following is a reconciliation of benefits paid to participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Benefits paid to participants per the financial statements	\$ 760,193
Add: Current year deemed distributions loans	<u>3,108</u>

Contributions received from the employer per the Schedule H of Form 5500	<u>\$ 763,301</u>
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NOTE 11 - SUBSEQUENT EVENTS

Effective December 13, 2024, the Hello Alfred 401(k) Plan was merged into the Plan and approximately \$747,000 in assets were transferred into the Plan on December 23, 2024. Additionally, effective December 31, 2024, Alfred PM Acquisition LLC and Hello Alfred became participating employers in the Plan. Effective May 1, 2025, A Residential Management, LLC also became a participating employer.

SUPPLEMENTAL SCHEDULES

RIVERGATE KW MANAGEMENT 401K PLAN
SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN SPONSOR EIN – 47-1241858
PLAN NUMBER - 001
DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2021 Plan Year	\$ 302,947	\$ -	\$ -	\$ -
2022 Plan Year	159,393	-	-	-
2023 Plan Year	<u>259,996</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 722,336</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

See Independent Auditor's Report.

RIVERGATE KW MANAGEMENT 401K PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 47-1241858
PLAN NUMBER - 001
DECEMBER 31, 2023

(a)	(b)	(c)	(d)	(e)
(*) PARTY IN INTEREST	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
	BLKRK LP IDX 2025 K	Mutual Funds		\$ 119,162
	BLKRK LP IDX 2030 K	Mutual Funds		170,283
	BLKRK LP IDX 2035 K	Mutual Funds		484,447
	BLKRK LP IDX 2040 K	Mutual Funds		387,620
	BLKRK LP IDX 2045 K	Mutual Funds		586,181
	BLKRK LP IDX 2050 K	Mutual Funds		306,181
	BLKRK LP IDX 2055 K	Mutual Funds		389,501
	BLKRK LP IDX 2060 K	Mutual Funds		173,645
	BLKRK LP IDX 2065 K	Mutual Funds		49,610
	BLKRK LP IDX RTMT K	Mutual Funds		40,686
	DFA US SMALL CAP I	Mutual Funds		127,292
*	FID 500 INDEX	Mutual Funds		38,139
*	FID EXTD MKT IDX	Mutual Funds		14,274
*	FID TOTAL INTL IDX	Mutual Funds		1,572
	GABELLI US MM I	Mutual Funds		107,644
	INVS COMSTOCK R6	Mutual Funds		7,857
	JPM LG CAP GROWTH R6	Mutual Funds		306,331
	MFS INTL DIVRSN R6	Mutual Funds		<u>1,459</u>
				3,311,884
*	Participant Loans	Interest rates from 5.25% to 10.25% maturing through 2039		<u>114,049</u>
	Total			<u>\$ 3,425,933</u>

* Denotes party-in-interest.

** Funds are participant-directed and, therefore, cost information is omitted.

See Independent Auditor's Report.



April 28, 2025

To whom this may concern,

Rivergate KW Management LLC (the Plan Sponsor) has engaged a qualified public accounting firm (PAAST, P.L.) to conduct an audit of the Rivergate KW Management 401k Plan (the "Plan") as of and for the year ended December 31, 2023, as permitted by ERISA Section 103(a)(3)(C). Due to unforeseen circumstances, the audit has not been completed as of the extended Disaster Relief Form 5500 deadline, May 1, 2025. An amended filing will be submitted with the corresponding accountant's report and opinion immediately upon completion of the audit.

Sincerely,

A handwritten signature in black ink that reads "Miglide Garcon". The script is fluid and cursive.

Miglide Garcon
VP of Payroll and HR Admin
8200 NW 33rd Street Suite 340
Doral, FL 33122

RIVERGATE KW MANAGEMENT 401K PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Rivergate KW Management 401k Plan

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Rivergate KW Management 401k 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 ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Rivergate KW Management 401k 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 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 Rivergate KW Management 401k 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 Rivergate KW Management 401k Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter—Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4(a) – Delinquent Participant Contributions and Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) 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, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including 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 form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules 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).

PAAST, PL

Coral Gables, Florida
September 21, 2025

RIVERGATE KW MANAGEMENT 401K PLAN
FINANCIAL STATEMENTS
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RIVERGATE KW MANAGEMENT 401K PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments, at fair value (Note 3):		
Mutual funds	\$ 3,311,884	\$ 1,971,992
Common collective trusts	<u>-</u>	<u>459,784</u>
Total investments	<u>3,311,884</u>	<u>2,431,776</u>
Receivables:		
Participant contributions	24,665	61,412
Employer contributions	15,780	36,299
Notes receivable from participants	<u>114,049</u>	<u>155,261</u>
Total receivables	<u>154,494</u>	<u>252,972</u>
TOTAL ASSETS	<u>3,466,378</u>	<u>2,684,748</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 3,466,378</u>	<u>\$ 2,684,748</u>

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

RIVERGATE KW MANAGEMENT 401K PLAN
 STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
 FOR THE YEAR ENDED DECEMBER 31, 2023

ADDITIONS:

Additions to net assets attributed to:

Investment income, net (Note 7):

Net appreciation in fair value of investments	\$ 507,158
Interest and dividend income	<u>56,318</u>

Total investment income	<u>563,476</u>
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Interest income on notes receivable from participants	<u>9,539</u>
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Other income	<u>3,192</u>
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Contributions:

Participant	592,164
Employer	361,596
Rollover	<u>40,611</u>

Total contributions	<u>994,371</u>
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TOTAL ADDITIONS	<u>1,570,578</u>
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DEDUCTIONS:

Deductions from net assets attributed to:

Benefits paid to participants	760,193
Administrative fees	<u>28,755</u>

TOTAL DEDUCTIONS	<u>788,948</u>
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NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	781,630
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>2,684,748</u>
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End of year	<u>\$ 3,466,378</u>
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The accompanying notes are an integral part of these financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Rivergate KW Management 401k Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

A) GENERAL

The Plan is a profit-sharing plan covering all full-time employees of Rivergate KW Property Management LLC (the "Company") under the provisions of Section 401(a) of the Internal Revenue Code (the "Code"), as amended, which includes qualified cash or deferred arrangements as described in Section 401(k) of the Code, for the benefit of eligible employees of the Company. The Plan's service provider and trustee were Automated Data Processing Inc. ("ADP") and Reliance Trust Company ("Reliance"), respectively, as of December 31, 2022 and for the period of January 1, 2023 to July 31, 2023. Effective August 1, 2023, all Plan assets were transferred to a new service provider and trustee, Fidelity Management Trust Company ("Fidelity").

The Plan is subject to and conforms with the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

B) CONTRIBUTIONS

Eligible employees can contribute up to the maximum percentage allowable, subject to certain limitations under the Code, of pretax or after-tax (Roth option) annual compensation. Effective January 1, 2022, the Plan was restated to include an automatic enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan, unless they affirmatively elect not to participate, with a default rate set at 1% of eligible compensation. The Plan is designed as a "Safe Harbor 401(k)" plan, as such, the Plan makes safe harbor matching contributions equal to 100% of a participant's elective deferral up to the first 4% of each participant's eligible compensation. The Company matched approximately \$362,000 for the year ended December 31, 2023. The Company may also elect to make discretionary matching and profit-sharing contributions to the Plan. No discretionary matching or profit-sharing contributions were made for the year ended December 31, 2023. The total maximum allowable contribution per participant to the Plan directly from the participant was \$22,500 for 2023, not including additional catch-up contributions allowed for participants over the age of 50, which were \$7,500.

C) ELIGIBILITY

Employees were eligible to participate in the Plan upon reaching the age of 21 and completing six months of service, as defined, prior to entry date. Effective August 1, 2023, the service requirement was removed from the Plan. The Plan entry date is the first day of the month after meeting the above requirements.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

D) VESTING

Participants are always 100% vested in their contributions, the Company's safe harbor contributions and any other special contributions made to the Plan as specified by the Plan document.

E) PAYMENT OF BENEFITS

Benefits are payable on termination of service due to retirement, termination, disability or death. Participants or their beneficiaries may elect to receive a lump-sum distribution, equal installments or partial withdrawals, as defined in the Plan document. Eligible participants may also make hardship withdrawals, as defined.

F) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's compensation deferral contributions, the Company's safe harbor matching and profit-sharing contributions, if any, and an allocation of the investment earnings, based upon each participant's election, and charged with an allocation of administrative expenses not paid by the Company. The benefit to which a participant is entitled upon withdrawal from the Plan, as defined above, is the vested benefit in the participant's account. Participants may direct the investment of their account balances into various investment options offered by the Plan.

G) INVESTMENT OPTIONS

Participants are allowed to invest their elective 401(k) contributions, rollovers, if any, as well as Company safe harbor matching, discretionary matching and profit-sharing contributions to the Plan in a variety of investment options as more fully described in the Plan document. Participants may change their investment options and deferral percentages at any time.

H) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their accounts a minimum of \$500 and up to a maximum equal to the lesser of (a) 50 percent of their vested account balance, or (b) \$50,000 reduced by the highest outstanding loan balance in their account during the prior twelve month period. The notes are secured by the vested balance in the participant's account and the interest rate is fixed for the duration of the loan. Prior to the change in service provider from ADP to Fidelity, participant loans bore interest at the prime rate plus two percentage points. Effective August 1, 2023, participant loans bear interest at the prime rate. The interest rate for a loan will be the rate in effect in the month the note is effective. Principal and interest is paid ratably through monthly payroll deductions. Loans used to purchase a primary residence may be repaid within a period of no more than 30 years.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

I) FORFEITED ACCOUNTS

Pursuant to the Plan, forfeited non-vested accounts may be used to offset expenses or reduce future employer contributions. During the year ended December 31, 2023, no forfeitures were used to pay Plan expenses or offset matching contributions. At December 31, 2023 and 2022, there was a remaining forfeiture balance of approximately \$12,000.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

A) BASIS OF ACCOUNTING

The Plan's financial statements are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America for employee benefit plans.

B) INVESTMENT VALUATION AND INCOME RECOGNITION

Assets of the Plan are reported at fair value. Common collective trusts are valued based on the quoted market prices of the underlying assets held in the fund by utilizing the practical expedient of using the Net Asset Value ("NAV") under ASC 820. Mutual funds are valued at the NAV of shares held by the Plan.

Purchases and sales of securities are recorded on a trade date basis. Dividend and interest income are recorded by the trustee in the period earned. Net realized and unrealized appreciation or depreciation in fair value of investments consists of the change in unrealized appreciation or depreciation and the realized gain or loss on the sales of investments during the year. Acquisition costs are included in the cost of investments purchased and sales are recorded net of selling expenses. Investments are self-directed by the individual Plan participants.

C) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2023 and 2022, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

D) 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 the reported amount of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

E) RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in 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.

F) PAYMENT OF BENEFITS

Benefits are recorded when paid.

G) ADMINISTRATIVE EXPENSES

The Plan agreement allows for the Company to absorb a significant amount of the Plan's administrative expenses. Investment related expenses are included in net appreciation or depreciation of fair value of investments through revenue sharing arrangements. During the year ended December 31, 2023, administrative expenses incurred by the Plan totaled approximately \$29,000.

H) RECENT ACCOUNTING PRONOUNCEMENTS

The Company evaluates new accounting pronouncements for relevance and impact on the Plan's financial statements. Management does not expect that timely adoption of new pronouncements will have a material impact on the Plan's net assets available for benefits.

I) MANAGEMENT REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through September 21, 2025, the date when the financial statements were available to be issued.

NOTE 3 - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

Accounting guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs consist of unobservable inputs and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. During 2023 and 2022, Level 1 inputs were available and therefore used. No level 2 and 3 inputs were used by the Plan.

The following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds - The mutual funds invest mainly in domestic equity funds, international equity funds, bond funds, short-term funds, and common stocks which have observable Level 1 pricing inputs, including quoted prices for identical assets in active markets. Mutual funds are valued at the quoted NAV of shares held by the Plan at year-end.

Common Collective Trusts - The common collective trusts invest mainly in fixed securities, mutual funds, repurchase agreements, stocks and commercial paper. They are valued based on the quoted market prices of the underlying assets held in the fund by utilizing the practical expedient of using the NAV under ASC 820.

The input levels used by investment category are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2023				
Mutual funds	\$ <u>3,311,884</u>	\$ -	\$ -	\$ <u>3,311,884</u>
Total assets in the fair value hierarchy	\$ <u>3,311,884</u>	\$ -	\$ -	\$ <u>3,311,884</u>

RIVERGATE KW MANAGEMENT 401K PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2022				
Mutual funds	\$ 1,971,992	\$ -	\$ -	\$ 1,971,992
Total assets in the fair value hierarchy	<u>\$ 1,971,992</u>	<u>\$ -</u>	<u>\$ -</u>	1,971,992
Investments measured at NAV*				<u>459,784</u>
Total investments				<u>\$ 2,431,776</u>

*In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

All of these investments valued at NAV have no unfunded commitments or redemption restrictions and can be redeemed daily.

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2023 are reported in net appreciation in fair value of investments.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to suspend or terminate the Plan subject to the provisions of ERISA.

NOTE 5 - TAX STATUS

The Plan is based on a "prototype" plan document. The sponsor of the prototype document has received a favorable determination letter from the Internal Revenue Service ("IRS") dated June 30, 2020, stating that the form of the Plan is qualified under Section 401 of the Code. The Company has chosen to rely on the IRS determination letter issued to the sponsor of the prototype document as evidence that the form of the Plan is tax-qualified. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and therefore believe that the Plan is qualified and the related trust is tax-exempt. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 6 - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

ADP and Fidelity were the appointed custodian / trustee of the Plan's assets as of December 31, 2023 and 2022, respectively. Therefore, fees paid to the custodian and trustee qualify as party-in-interest transactions. Notes receivable from participants are also considered party-in-interest transactions.

NOTE 7 - RELATED PARTY TRANSACTIONS – PROHIBITED TRANSACTION

During 2023 and 2022, the plan sponsor did not remit certain employees' contributions in accordance with guidelines set forth by the United States Department of Labor ("DOL") and Employee Benefits Security Administration ("EBSA"). However, the contributions were remitted soon thereafter. The DOL considers this a prohibited transaction and may impose penalties on the Plan sponsor as a result of these transactions.

NOTE 8 - INFORMATION PREPARED AND CERTIFIED BY THE PLAN TRUSTEES

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Reliance and Fidelity, the trustees of the Plan and qualified institutions, have certified that the following information included in the accompanying financial statements and supplemental schedules is complete and accurate as of December 31, 2023 and 2022 and for the year ended December 31, 2023.

	<u>2023</u>	<u>2022</u>
Investments at fair value (Note 3)	<u>\$ 3,311,884</u>	<u>\$ 2,431,776</u>
Notes receivable from participants	<u>\$ 114,049</u>	<u>\$ 155,261</u>
Total investment income	<u>\$ 563,476</u>	
Interest income on notes receivable from participants	<u>\$ 9,539</u>	

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE 9 - FIDELITY BONDING

The Company maintains a fidelity bond of \$268,000 for Plan fiduciaries and individuals who handle the funds of the Plan, pursuant to the requirements of ERISA. The policy has a provision whereby loss coverage is increased to the minimum required by ERISA up to the \$500,000 limit.

RIVERGATE KW MANAGEMENT 401K PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net asset available for benefits per the financial statements to Schedule H of Form 5500 as of December 31,:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 3,466,378	\$ 2,684,748
Less: Participant's contribution receivable	(24,665)	(61,412)
Employer contribution receivable	(15,780)	(36,299)
Deemed distribution loans ("DDL") excluded in the Form 5500	<u>(7,353)</u>	<u>(3,850)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 3,418,580</u>	<u>\$ 2,583,187</u>

The following is a reconciliation of contributions received from participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Contributions received from participants per the financial statements	\$ 592,164
Add: Prior year employer contributions receivable	61,412
Less: Participant contributions receivable	<u>(24,665)</u>
Contributions received from the participants per the Schedule H of Form 5500	<u>\$ 628,911</u>

The following is a reconciliation of contributions received from the employer per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Contributions received from the employer per the financial statements	\$ 361,596
Add: Prior year employer contributions receivable	36,299
Less: Employer contributions receivable	<u>(15,780)</u>
Contributions received from the employer per the Schedule H of Form 5500	<u>\$ 382,115</u>

RIVERGATE KW MANAGEMENT 401K PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of interest income on notes receivable from participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Interest income on notes receivable from participants per the financial statements	\$ 9,539
Less: DDL interest	<u>(395)</u>

Interest income on notes receivable from participants per the Schedule H of Form 5500	<u>\$ 9,144</u>
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The following is a reconciliation of benefits paid to participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Benefits paid to participants per the financial statements	\$ 760,193
Add: Current year deemed distributions loans	<u>3,108</u>

Contributions received from the employer per the Schedule H of Form 5500	<u>\$ 763,301</u>
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NOTE 11 - SUBSEQUENT EVENTS

Effective December 13, 2024, the Hello Alfred 401(k) Plan was merged into the Plan and approximately \$747,000 in assets were transferred into the Plan on December 23, 2024. Additionally, effective December 31, 2024, Alfred PM Acquisition LLC and Hello Alfred became participating employers in the Plan. Effective May 1, 2025, A Residential Management, LLC also became a participating employer.

SUPPLEMENTAL SCHEDULES

RIVERGATE KW MANAGEMENT 401K PLAN
SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN SPONSOR EIN – 47-1241858
PLAN NUMBER - 001
DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2021 Plan Year	\$ 302,947	\$ -	\$ -	\$ -
2022 Plan Year	159,393	-	-	-
2023 Plan Year	<u>259,996</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 722,336</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

See Independent Auditor's Report.

RIVERGATE KW MANAGEMENT 401K PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 47-1241858
PLAN NUMBER - 001
DECEMBER 31, 2023

(a)	(b)	(c)	(d)	(e)
(*) PARTY IN INTEREST	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
	BLKRK LP IDX 2025 K	Mutual Funds		\$ 119,162
	BLKRK LP IDX 2030 K	Mutual Funds		170,283
	BLKRK LP IDX 2035 K	Mutual Funds		484,447
	BLKRK LP IDX 2040 K	Mutual Funds		387,620
	BLKRK LP IDX 2045 K	Mutual Funds		586,181
	BLKRK LP IDX 2050 K	Mutual Funds		306,181
	BLKRK LP IDX 2055 K	Mutual Funds		389,501
	BLKRK LP IDX 2060 K	Mutual Funds		173,645
	BLKRK LP IDX 2065 K	Mutual Funds		49,610
	BLKRK LP IDX RTMT K	Mutual Funds		40,686
	DFA US SMALL CAP I	Mutual Funds		127,292
*	FID 500 INDEX	Mutual Funds		38,139
*	FID EXTD MKT IDX	Mutual Funds		14,274
*	FID TOTAL INTL IDX	Mutual Funds		1,572
	GABELLI US MM I	Mutual Funds		107,644
	INVS COMSTOCK R6	Mutual Funds		7,857
	JPM LG CAP GROWTH R6	Mutual Funds		306,331
	MFS INTL DIVRSN R6	Mutual Funds		<u>1,459</u>
				3,311,884
*	Participant Loans	Interest rates from 5.25% to 10.25% maturing through 2039		<u>114,049</u>
	Total			<u>\$ 3,425,933</u>

* Denotes party-in-interest.

** Funds are participant-directed and, therefore, cost information is omitted.

See Independent Auditor's Report.

RIVERGATE KW MANAGEMENT 401K PLAN

FINANCIAL STATEMENTS

DECEMBER 31, 2023 AND 2022



INDEPENDENT AUDITOR'S REPORT

To the Plan Administrator of
Rivergate KW Management 401k Plan

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

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

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

Management has obtained certifications from a qualified institution as of December 31, 2023 and 2022, and for the year ended December 31, 2023, stating that the certified investment information, as described in Note 8 to the financial statements, is complete and accurate.

Opinion

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

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

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of Rivergate KW Management 401k 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 ERISA Section 103(a)(3)(C) audit opinion.

Responsibilities of Management for the Financial Statements

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about Rivergate KW Management 401k 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 Financial Statements

Except as described in the Scope and Nature of the ERISA Section 103(a)(3)(C) Audit section of our report, our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with 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 Rivergate KW Management 401k 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 Rivergate KW Management 401k Plan's ability to continue as a going concern for a reasonable period of time.

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

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

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

Other Matter—Supplemental Schedules Required by ERISA

The supplemental Schedule H, Line 4(a) – Delinquent Participant Contributions and Schedule H, Line 4(i) – Schedule of Assets (Held at End of Year) 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, other than that agreed to or derived from the certified investment information, has been subjected to auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with generally accepted auditing standards. For information included in the supplemental schedules that agreed to or is derived from the certified investment information, we compared such information to the related certified investment information.

In forming our opinion on the supplemental schedules, we evaluated whether the supplemental schedules, other than the information agreed to or derived from the certified investment information, including 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 form and content of the supplemental schedules, other than the information in the supplemental schedules that agreed to or is derived from the certified investment information, are presented, in all material respects, in conformity with the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.
- the information in the supplemental schedules 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).

PAAST, PL

Coral Gables, Florida
September 21, 2025

RIVERGATE KW MANAGEMENT 401K PLAN
FINANCIAL STATEMENTS
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FINANCIAL STATEMENTS

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RIVERGATE KW MANAGEMENT 401K PLAN
STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
DECEMBER 31,

	<u>2023</u>	<u>2022</u>
ASSETS		
Investments, at fair value (Note 3):		
Mutual funds	\$ 3,311,884	\$ 1,971,992
Common collective trusts	<u>-</u>	<u>459,784</u>
Total investments	<u>3,311,884</u>	<u>2,431,776</u>
Receivables:		
Participant contributions	24,665	61,412
Employer contributions	15,780	36,299
Notes receivable from participants	<u>114,049</u>	<u>155,261</u>
Total receivables	<u>154,494</u>	<u>252,972</u>
TOTAL ASSETS	<u>3,466,378</u>	<u>2,684,748</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 3,466,378</u>	<u>\$ 2,684,748</u>

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

RIVERGATE KW MANAGEMENT 401K PLAN
STATEMENT OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS
FOR THE YEAR ENDED DECEMBER 31, 2023

ADDITIONS:

Additions to net assets attributed to:

Investment income, net (Note 7):

Net appreciation in fair value of investments	\$ 507,158
Interest and dividend income	<u>56,318</u>

Total investment income	<u>563,476</u>
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Interest income on notes receivable from participants	<u>9,539</u>
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Other income	<u>3,192</u>
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Contributions:

Participant	592,164
Employer	361,596
Rollover	<u>40,611</u>

Total contributions	<u>994,371</u>
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TOTAL ADDITIONS	<u>1,570,578</u>
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DEDUCTIONS:

Deductions from net assets attributed to:

Benefits paid to participants	760,193
Administrative fees	<u>28,755</u>

TOTAL DEDUCTIONS	<u>788,948</u>
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NET INCREASE IN NET ASSETS AVAILABLE FOR BENEFITS	781,630
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NET ASSETS AVAILABLE FOR BENEFITS:

Beginning of year	<u>2,684,748</u>
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End of year	<u>\$ 3,466,378</u>
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The accompanying notes are an integral part of these financial statements.

NOTE 1 - DESCRIPTION OF PLAN

The following description of the Rivergate KW Management 401k Plan (the "Plan") provides only general information. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

A) GENERAL

The Plan is a profit-sharing plan covering all full-time employees of Rivergate KW Property Management LLC (the "Company") under the provisions of Section 401(a) of the Internal Revenue Code (the "Code"), as amended, which includes qualified cash or deferred arrangements as described in Section 401(k) of the Code, for the benefit of eligible employees of the Company. The Plan's service provider and trustee were Automated Data Processing Inc. ("ADP") and Reliance Trust Company ("Reliance"), respectively, as of December 31, 2022 and for the period of January 1, 2023 to July 31, 2023. Effective August 1, 2023, all Plan assets were transferred to a new service provider and trustee, Fidelity Management Trust Company ("Fidelity").

The Plan is subject to and conforms with the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA").

B) CONTRIBUTIONS

Eligible employees can contribute up to the maximum percentage allowable, subject to certain limitations under the Code, of pretax or after-tax (Roth option) annual compensation. Effective January 1, 2022, the Plan was restated to include an automatic enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan, unless they affirmatively elect not to participate, with a default rate set at 1% of eligible compensation. The Plan is designed as a "Safe Harbor 401(k)" plan, as such, the Plan makes safe harbor matching contributions equal to 100% of a participant's elective deferral up to the first 4% of each participant's eligible compensation. The Company matched approximately \$362,000 for the year ended December 31, 2023. The Company may also elect to make discretionary matching and profit-sharing contributions to the Plan. No discretionary matching or profit-sharing contributions were made for the year ended December 31, 2023. The total maximum allowable contribution per participant to the Plan directly from the participant was \$22,500 for 2023, not including additional catch-up contributions allowed for participants over the age of 50, which were \$7,500.

C) ELIGIBILITY

Employees were eligible to participate in the Plan upon reaching the age of 21 and completing six months of service, as defined, prior to entry date. Effective August 1, 2023, the service requirement was removed from the Plan. The Plan entry date is the first day of the month after meeting the above requirements.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

D) VESTING

Participants are always 100% vested in their contributions, the Company's safe harbor contributions and any other special contributions made to the Plan as specified by the Plan document.

E) PAYMENT OF BENEFITS

Benefits are payable on termination of service due to retirement, termination, disability or death. Participants or their beneficiaries may elect to receive a lump-sum distribution, equal installments or partial withdrawals, as defined in the Plan document. Eligible participants may also make hardship withdrawals, as defined.

F) PARTICIPANT ACCOUNTS

Each participant's account is credited with the participant's compensation deferral contributions, the Company's safe harbor matching and profit-sharing contributions, if any, and an allocation of the investment earnings, based upon each participant's election, and charged with an allocation of administrative expenses not paid by the Company. The benefit to which a participant is entitled upon withdrawal from the Plan, as defined above, is the vested benefit in the participant's account. Participants may direct the investment of their account balances into various investment options offered by the Plan.

G) INVESTMENT OPTIONS

Participants are allowed to invest their elective 401(k) contributions, rollovers, if any, as well as Company safe harbor matching, discretionary matching and profit-sharing contributions to the Plan in a variety of investment options as more fully described in the Plan document. Participants may change their investment options and deferral percentages at any time.

H) NOTES RECEIVABLE FROM PARTICIPANTS

Participants may borrow from their accounts a minimum of \$500 and up to a maximum equal to the lesser of (a) 50 percent of their vested account balance, or (b) \$50,000 reduced by the highest outstanding loan balance in their account during the prior twelve month period. The notes are secured by the vested balance in the participant's account and the interest rate is fixed for the duration of the loan. Prior to the change in service provider from ADP to Fidelity, participant loans bore interest at the prime rate plus two percentage points. Effective August 1, 2023, participant loans bear interest at the prime rate. The interest rate for a loan will be the rate in effect in the month the note is effective. Principal and interest is paid ratably through monthly payroll deductions. Loans used to purchase a primary residence may be repaid within a period of no more than 30 years.

NOTE 1 - DESCRIPTION OF PLAN (CONTINUED)

I) FORFEITED ACCOUNTS

Pursuant to the Plan, forfeited non-vested accounts may be used to offset expenses or reduce future employer contributions. During the year ended December 31, 2023, no forfeitures were used to pay Plan expenses or offset matching contributions. At December 31, 2023 and 2022, there was a remaining forfeiture balance of approximately \$12,000.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The following are the significant accounting policies followed by the Plan:

A) BASIS OF ACCOUNTING

The Plan's financial statements are prepared on the accrual basis of accounting and in accordance with accounting principles generally accepted in the United States of America for employee benefit plans.

B) INVESTMENT VALUATION AND INCOME RECOGNITION

Assets of the Plan are reported at fair value. Common collective trusts are valued based on the quoted market prices of the underlying assets held in the fund by utilizing the practical expedient of using the Net Asset Value ("NAV") under ASC 820. Mutual funds are valued at the NAV of shares held by the Plan.

Purchases and sales of securities are recorded on a trade date basis. Dividend and interest income are recorded by the trustee in the period earned. Net realized and unrealized appreciation or depreciation in fair value of investments consists of the change in unrealized appreciation or depreciation and the realized gain or loss on the sales of investments during the year. Acquisition costs are included in the cost of investments purchased and sales are recorded net of selling expenses. Investments are self-directed by the individual Plan participants.

C) NOTES RECEIVABLE FROM PARTICIPANTS

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Interest income is recorded on the accrual basis. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2023 and 2022, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

D) 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 the reported amount of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. Accordingly, actual results may differ from those estimates.

E) RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks, such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in 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.

F) PAYMENT OF BENEFITS

Benefits are recorded when paid.

G) ADMINISTRATIVE EXPENSES

The Plan agreement allows for the Company to absorb a significant amount of the Plan's administrative expenses. Investment related expenses are included in net appreciation or depreciation of fair value of investments through revenue sharing arrangements. During the year ended December 31, 2023, administrative expenses incurred by the Plan totaled approximately \$29,000.

H) RECENT ACCOUNTING PRONOUNCEMENTS

The Company evaluates new accounting pronouncements for relevance and impact on the Plan's financial statements. Management does not expect that timely adoption of new pronouncements will have a material impact on the Plan's net assets available for benefits.

I) MANAGEMENT REVIEW OF SUBSEQUENT EVENTS

Management has evaluated subsequent events through September 21, 2025, the date when the financial statements were available to be issued.

NOTE 3 - FAIR VALUE MEASUREMENTS

The Plan's investments are reported at fair value in the accompanying statements of net assets available for benefits. The methods used to measure fair value may produce an amount that may not be indicative of net realizable value or reflective of future fair values. Although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to measure the fair value of certain financial instruments could result in a different fair value at the reporting date.

Accounting guidance establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority, Level 2 inputs consist of observable inputs other than quoted prices for identical assets, and Level 3 inputs consist of unobservable inputs and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. During 2023 and 2022, Level 1 inputs were available and therefore used. No level 2 and 3 inputs were used by the Plan.

The following is a description of the valuation methodologies used for assets measured at fair value:

Mutual Funds - The mutual funds invest mainly in domestic equity funds, international equity funds, bond funds, short-term funds, and common stocks which have observable Level 1 pricing inputs, including quoted prices for identical assets in active markets. Mutual funds are valued at the quoted NAV of shares held by the Plan at year-end.

Common Collective Trusts - The common collective trusts invest mainly in fixed securities, mutual funds, repurchase agreements, stocks and commercial paper. They are valued based on the quoted market prices of the underlying assets held in the fund by utilizing the practical expedient of using the NAV under ASC 820.

The input levels used by investment category are as follows:

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2023				
Mutual funds	\$ <u>3,311,884</u>	\$ -	\$ -	\$ <u>3,311,884</u>
Total assets in the fair value hierarchy	\$ <u>3,311,884</u>	\$ -	\$ -	\$ <u>3,311,884</u>

RIVERGATE KW MANAGEMENT 401K PLAN
NOTES TO FINANCIAL STATEMENTS
DECEMBER 31, 2023 AND 2022

NOTE 3 - FAIR VALUE MEASUREMENTS (CONTINUED)

	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
December 31, 2022				
Mutual funds	\$ 1,971,992	\$ -	\$ -	\$ 1,971,992
Total assets in the fair value hierarchy	\$ 1,971,992	\$ -	\$ -	1,971,992
Investments measured at NAV*				459,784
Total investments				\$ 2,431,776

*In accordance with Subtopic 820-10, certain investments that were measured at NAV per share (or its equivalent) have not been classified in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the line items presented in the statements of net assets available for benefits.

All of these investments valued at NAV have no unfunded commitments or redemption restrictions and can be redeemed daily.

Gains and losses (realized and unrealized) included in changes in net assets available for benefits for the year ended December 31, 2023 are reported in net appreciation in fair value of investments.

NOTE 4 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to suspend or terminate the Plan subject to the provisions of ERISA.

NOTE 5 - TAX STATUS

The Plan is based on a "prototype" plan document. The sponsor of the prototype document has received a favorable determination letter from the Internal Revenue Service ("IRS") dated June 30, 2020, stating that the form of the Plan is qualified under Section 401 of the Code. The Company has chosen to rely on the IRS determination letter issued to the sponsor of the prototype document as evidence that the form of the Plan is tax-qualified. Although the Plan has been amended since receiving the determination letter, the Plan administrator and the Plan's tax counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code and therefore believe that the Plan is qualified and the related trust is tax-exempt. The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the Code.

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the Internal Revenue Service. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress.

NOTE 6 - RELATED PARTY AND PARTY-IN-INTEREST TRANSACTIONS

ADP and Fidelity were the appointed custodian / trustee of the Plan's assets as of December 31, 2023 and 2022, respectively. Therefore, fees paid to the custodian and trustee qualify as party-in-interest transactions. Notes receivable from participants are also considered party-in-interest transactions.

NOTE 7 - RELATED PARTY TRANSACTIONS – PROHIBITED TRANSACTION

During 2023 and 2022, the plan sponsor did not remit certain employees' contributions in accordance with guidelines set forth by the United States Department of Labor ("DOL") and Employee Benefits Security Administration ("EBSA"). However, the contributions were remitted soon thereafter. The DOL considers this a prohibited transaction and may impose penalties on the Plan sponsor as a result of these transactions.

NOTE 8 - INFORMATION PREPARED AND CERTIFIED BY THE PLAN TRUSTEES

The plan administrator has elected the method of annual reporting compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Accordingly, Reliance and Fidelity, the trustees of the Plan and qualified institutions, have certified that the following information included in the accompanying financial statements and supplemental schedules is complete and accurate as of December 31, 2023 and 2022 and for the year ended December 31, 2023.

	<u>2023</u>	<u>2022</u>
Investments at fair value (Note 3)	<u>\$ 3,311,884</u>	<u>\$ 2,431,776</u>
Notes receivable from participants	<u>\$ 114,049</u>	<u>\$ 155,261</u>
Total investment income	<u>\$ 563,476</u>	
Interest income on notes receivable from participants	<u>\$ 9,539</u>	

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

NOTE 9 - FIDELITY BONDING

The Company maintains a fidelity bond of \$268,000 for Plan fiduciaries and individuals who handle the funds of the Plan, pursuant to the requirements of ERISA. The policy has a provision whereby loss coverage is increased to the minimum required by ERISA up to the \$500,000 limit.

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

The following is a reconciliation of net asset available for benefits per the financial statements to Schedule H of Form 5500 as of December 31,:

	<u>2023</u>	<u>2022</u>
Net assets available for benefits per the financial statements	\$ 3,466,378	\$ 2,684,748
Less: Participant's contribution receivable	(24,665)	(61,412)
Employer contribution receivable	(15,780)	(36,299)
Deemed distribution loans ("DDL") excluded in the Form 5500	<u>(7,353)</u>	<u>(3,850)</u>
Net assets available for benefits per Schedule H of Form 5500	<u>\$ 3,418,580</u>	<u>\$ 2,583,187</u>

The following is a reconciliation of contributions received from participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Contributions received from participants per the financial statements	\$ 592,164
Add: Prior year employer contributions receivable	61,412
Less: Participant contributions receivable	<u>(24,665)</u>
Contributions received from the participants per the Schedule H of Form 5500	<u>\$ 628,911</u>

The following is a reconciliation of contributions received from the employer per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Contributions received from the employer per the financial statements	\$ 361,596
Add: Prior year employer contributions receivable	36,299
Less: Employer contributions receivable	<u>(15,780)</u>
Contributions received from the employer per the Schedule H of Form 5500	<u>\$ 382,115</u>

NOTE 10 - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500 (CONTINUED)

The following is a reconciliation of interest income on notes receivable from participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Interest income on notes receivable from participants per the financial statements	\$ 9,539
Less: DDL interest	<u>(395)</u>

Interest income on notes receivable from participants per the Schedule H of Form 5500	<u>\$ 9,144</u>
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The following is a reconciliation of benefits paid to participants per the financial statements to Schedule H of Form 5500 for the year ended December 31, 2023:

Benefits paid to participants per the financial statements	\$ 760,193
Add: Current year deemed distributions loans	<u>3,108</u>

Contributions received from the employer per the Schedule H of Form 5500	<u>\$ 763,301</u>
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NOTE 11 - SUBSEQUENT EVENTS

Effective December 13, 2024, the Hello Alfred 401(k) Plan was merged into the Plan and approximately \$747,000 in assets were transferred into the Plan on December 23, 2024. Additionally, effective December 31, 2024, Alfred PM Acquisition LLC and Hello Alfred became participating employers in the Plan. Effective May 1, 2025, A Residential Management, LLC also became a participating employer.

SUPPLEMENTAL SCHEDULES

RIVERGATE KW MANAGEMENT 401K PLAN
SCHEDULE H, LINE 4(a) - SCHEDULE OF DELINQUENT PARTICIPANT CONTRIBUTIONS
PLAN SPONSOR EIN – 47-1241858
PLAN NUMBER - 001
DECEMBER 31, 2023

Participant Contributions Transferred Late to Plan	Total that Constitute Nonexempt Prohibited Transactions			Total Fully Corrected Under VFCP and PTE 2002-51
Check here if Late Participant Loan Repayments are included: ✓	Contributions Not Corrected	Contributions Corrected Outside VFCP	Contributions Pending Correction in VFCP	
2021 Plan Year	\$ 302,947	\$ -	\$ -	\$ -
2022 Plan Year	159,393	-	-	-
2023 Plan Year	<u>259,996</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total	<u>\$ 722,336</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

See Independent Auditor's Report.

RIVERGATE KW MANAGEMENT 401K PLAN
SCHEDULE H, LINE 4(i) - SCHEDULE OF ASSETS (HELD AT END OF YEAR)
PLAN SPONSOR EIN – 47-1241858
PLAN NUMBER - 001
DECEMBER 31, 2023

(a)	(b)	(c)	(d)	(e)
(*) PARTY IN INTEREST	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
	BLKRK LP IDX 2025 K	Mutual Funds		\$ 119,162
	BLKRK LP IDX 2030 K	Mutual Funds		170,283
	BLKRK LP IDX 2035 K	Mutual Funds		484,447
	BLKRK LP IDX 2040 K	Mutual Funds		387,620
	BLKRK LP IDX 2045 K	Mutual Funds		586,181
	BLKRK LP IDX 2050 K	Mutual Funds		306,181
	BLKRK LP IDX 2055 K	Mutual Funds		389,501
	BLKRK LP IDX 2060 K	Mutual Funds		173,645
	BLKRK LP IDX 2065 K	Mutual Funds		49,610
	BLKRK LP IDX RTMT K	Mutual Funds		40,686
	DFA US SMALL CAP I	Mutual Funds		127,292
*	FID 500 INDEX	Mutual Funds		38,139
*	FID EXTD MKT IDX	Mutual Funds		14,274
*	FID TOTAL INTL IDX	Mutual Funds		1,572
	GABELLI US MM I	Mutual Funds		107,644
	INVS COMSTOCK R6	Mutual Funds		7,857
	JPM LG CAP GROWTH R6	Mutual Funds		306,331
	MFS INTL DIVRSN R6	Mutual Funds		<u>1,459</u>
				3,311,884
*	Participant Loans	Interest rates from 5.25% to 10.25% maturing through 2039		<u>114,049</u>
	Total			<u>\$ 3,425,933</u>

* Denotes party-in-interest.

** Funds are participant-directed and, therefore, cost information is omitted.

See Independent Auditor's Report.