

Form 5500

Annual Return/Report of Employee Benefit Plan

OMB Nos. 1210-0110 1210-0089

2024

This Form is Open to Public Inspection

Department of the Treasury Internal Revenue Service

Department of Labor Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

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.

Part I Annual Report Identification Information

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

- A This return/report is for: [X] a multiemployer plan [ ] a multiple-employer plan... B This return/report is: [ ] a single-employer plan [ ] a DFE... C If the plan is a collectively-bargained plan, check here... [X] D Check box if filing under: [X] Form 5558 [ ] automatic extension... 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: INTERNATIONAL UNION OF OPERATING ENGINEERS JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA AND DELAWARE
1b Three-digit plan number (PN): 002
1c Effective date of plan: 05/01/1985
2a Plan sponsor's name (employer, if for a single-employer plan): INTERNATIONAL UNION OF OPERATING ENG. JT ANNUITY FD OF EASTERN PENNSYLV
2b Employer Identification Number (EIN): 23-2352166
2c Plan Sponsor's telephone number: 215-542-8211
2d Business code (see instructions): 238290

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.

Table with 4 columns: SIGN HERE, Signature, Date, and Name. Row 1: JAMES REILLEY, 10/13/2025. Row 2: Signature of employer/plan sponsor. Row 3: Signature of DFE.

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

Form 5500 (2024) v. 240311

|   |  |       |
|---|--|-------|
| <b>3a</b> Plan administrator's name and address <input checked="" type="checkbox"/> Same as Plan Sponsor  | <b>3b</b> Administrator's EIN              |       |
|   | <b>3c</b> Administrator's telephone number |       |
| <b>4</b> 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:<br><b>a</b> Sponsor's name<br><b>c</b> Plan Name  | <b>4b</b> EIN                              |       |
|   | <b>4d</b> PN                               |       |
| <b>5</b> Total number of participants at the beginning of the plan year   | <b>5</b>                                   | 11898 |
| <b>6</b> Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines <b>6a(1)</b> , <b>6a(2)</b> , <b>6b</b> , <b>6c</b> , and <b>6d</b> ).<br><b>a(1)</b> Total number of active participants at the beginning of the plan year .....<br><b>a(2)</b> Total number of active participants at the end of the plan year .....<br><b>b</b> Retired or separated participants receiving benefits.....<br><b>c</b> Other retired or separated participants entitled to future benefits .....<br><b>d</b> Subtotal. Add lines <b>6a(2)</b> , <b>6b</b> , and <b>6c</b> .....<br><b>e</b> Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. ....<br><b>f</b> Total. Add lines <b>6d</b> and <b>6e</b> .....<br><b>g(1)</b> Number of participants with account balances as of the beginning of the plan year (only defined contribution plans complete this item) .....<br><b>g(2)</b> Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) .....<br><b>h</b> Number of participants who terminated employment during the plan year with accrued benefits that were less than 100% vested..... | <b>6a(1)</b>                               | 9614  |
|   | <b>6a(2)</b>                               | 9477  |
|   | <b>6b</b>                                  | 110   |
|   | <b>6c</b>                                  | 2181  |
|   | <b>6d</b>                                  | 11768 |
|   | <b>6e</b>                                  |       |
|   | <b>6f</b>                                  | 11768 |
|   | <b>6g(1)</b>                               | 11898 |
| <b>6g(2)</b>  | 11768                                      |       |
| <b>6h</b>   |  |       |
| <b>7</b> Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item) .....  | <b>7</b>                                   | 511   |

**8a** If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions:  
2E 2G 2T

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

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

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

|  |   |
|--|---|
| <b>a Pension Schedules</b>   | <b>b General Schedules</b>  |
| (1) <input type="checkbox"/> <b>R</b> (Retirement Plan Information)  | (1) <input checked="" type="checkbox"/> <b>H</b> (Financial Information)                            |
| (2) <input type="checkbox"/> <b>MB</b> (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary | (2) <input type="checkbox"/> <b>I</b> (Financial Information – Small Plan)                          |
| (3) <input type="checkbox"/> <b>SB</b> (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary                               | (3) <input checked="" type="checkbox"/> <b>A</b> (Insurance Information) – Number Attached <u>1</u> |
| (4) <input type="checkbox"/> <b>DCG</b> (Individual Plan Information) – Number Attached _____  | (4) <input checked="" type="checkbox"/> <b>C</b> (Service Provider Information)                     |
| (5) <input type="checkbox"/> <b>MEP</b> (Multiple-Employer Retirement Plan Information)  | (5) <input checked="" type="checkbox"/> <b>D</b> (DFE/Participating Plan Information)               |
|  | (6) <input type="checkbox"/> <b>G</b> (Financial Transaction Schedules)                             |

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

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**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.

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

**11c** Enter the Receipt Confirmation Code for the 2024 Form M-1 annual report. If the plan was not required to file the 2024 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code \_\_\_\_\_

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|   |  |  |
|---|--|--|
| <p><b>SCHEDULE A</b><br/><b>(Form 5500)</b></p> <p>Department of the Treasury<br/>Internal Revenue Service</p> <hr/> <p>Department of Labor<br/>Employee Benefits Security Administration</p> <hr/> <p>Pension Benefit Guaranty Corporation</p> | <p><b>Insurance Information</b></p> <p>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).</p> <p>▶ <b>File as an attachment to Form 5500.</b></p> <p>▶ Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).</p> | <p>OMB No. 1210-0110</p> <hr/> <p><b>2024</b></p> <hr/> <p><b>This Form is Open to Public Inspection</b></p> |
|---|--|--|

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

|  |  |                   |
|--|--|-------------------|
| <p><b>A</b> Name of plan<br/><b>INTERNATIONAL UNION OF OPERATING ENGINEERS JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA AND DELAWARE</b></p>             | <p><b>B</b> Three-digit plan number (PN) ▶</p>                             | <p><b>002</b></p> |
| <p><b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br/><b>INTERNATIONAL UNION OF OPERATING ENG. JT ANNUITY FD OF EASTERN PENNSYL</b></p> | <p><b>D</b> Employer Identification Number (EIN)<br/><b>23-2352166</b></p> |                   |

**Part I Information Concerning Insurance Contract Coverage, Fees, and Commissions** Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.

**1 Coverage Information:**

(a) Name of insurance carrier  
**PRUDENTIAL RETIREMENT INS. & ANNUITY**

| (b) EIN    | (c) NAIC code | (d) Contract or identification number | (e) Approximate number of persons covered at end of policy or contract year | Policy or contract year |            |
|------------|---------------|---------------------------------------|---|-------------------------|------------|
|            |               |                                       |   | (f) From                | (g) To     |
| 06-1050034 | 93629         | 038503                                |   | 01/01/2024              | 12/31/2024 |

**2 Insurance fee and commission information.** Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

|                                      |                               |
|--------------------------------------|-------------------------------|
| (a) Total amount of commissions paid | (b) Total amount of fees paid |
| 0                                    | 0                             |

**3 Persons receiving commissions and fees.** (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|---|---------------------------------|-------------|-----------------------|
|   | (c) Amount                      | (d) Purpose |                       |
|   |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|---|---------------------------------|-------------|-----------------------|
|   | (c) Amount                      | (d) Purpose |                       |
|   |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|---|---------------------------------|-------------|-----------------------|
|   | (c) Amount                      | (d) Purpose |                       |
|   |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|---|---------------------------------|-------------|-----------------------|
|   | (c) Amount                      | (d) Purpose |                       |
|   |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|---|---------------------------------|-------------|-----------------------|
|   | (c) Amount                      | (d) Purpose |                       |
|   |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|---|---------------------------------|-------------|-----------------------|
|   | (c) Amount                      | (d) Purpose |                       |
|   |                                 |             |                       |

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

| (b) Amount of sales and base commissions paid | Fees and other commissions paid |             | (e) Organization code |
|---|---------------------------------|-------------|-----------------------|
|   | (c) Amount                      | (d) Purpose |                       |
|   |                                 |             |                       |

| <b>Part II</b>                        | <b>Investment and Annuity Contract Information</b>   |                       |
|---------------------------------------|--|-----------------------|
|                                       | Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.   |                       |
| <b>4</b>                              | Current value of plan's interest under this contract in the general account at year end .....  | 135876060             |
| <b>5</b>                              | Current value of plan's interest under this contract in separate accounts at year end.....   | 2504765               |
| <b>6</b>                              | <b>Contracts With Allocated Funds:</b>   |                       |
| <b>a</b>                              | State the basis of premium rates ▶   |                       |
| <b>b</b>                              | Premiums paid to carrier .....   | <b>6b</b>             |
| <b>c</b>                              | Premiums due but unpaid at the end of the year .....   | <b>6c</b>             |
| <b>d</b>                              | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. ....<br>Specify nature of costs ▶  | <b>6d</b>             |
| <b>e</b>                              | Type of contract: (1) <input type="checkbox"/> individual policies      (2) <input type="checkbox"/> group deferred annuity<br>(3) <input type="checkbox"/> other (specify) ▶  |                       |
| <b>f</b>                              | If contract purchased, in whole or in part, to distribute benefits from a terminating plan, check here ▶ <input type="checkbox"/>  |                       |
| <b>7</b>                              | <b>Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)</b>   |                       |
| <b>a</b>                              | Type of contract: (1) <input type="checkbox"/> deposit administration      (2) <input type="checkbox"/> immediate participation guarantee<br>(3) <input checked="" type="checkbox"/> guaranteed investment      (4) <input type="checkbox"/> other ▶ |                       |
| <b>b</b>                              | Balance at the end of the previous year .....  | <b>7b</b> 167428640   |
| <b>c</b>                              | Additions: (1) Contributions deposited during the year .....   | <b>7c(1)</b> 3659285  |
|                                       | (2) Dividends and credits.....   | <b>7c(2)</b>          |
|                                       | (3) Interest credited during the year.....   | <b>7c(3)</b>          |
|                                       | (4) Transferred from separate account .....  | <b>7c(4)</b> 6096142  |
|                                       | (5) Other (specify below).....   | <b>7c(5)</b> 7816508  |
|                                       | ▶ MISC TRANS. IN & FORFEITURE CREDITS  |                       |
| (6) Total additions .....             | <b>7c(6)</b> 17571935  |                       |
| <b>d</b>                              | Total of balance and additions (add lines <b>7b</b> and <b>7c(6)</b> ) .....   | <b>7d</b> 185000575   |
| <b>e</b>                              | Deductions:  |                       |
|                                       | (1) Disbursed from fund to pay benefits or purchase annuities during year .....  | <b>7e(1)</b> 19477115 |
|                                       | (2) Administration charge made by carrier.....   | <b>7e(2)</b> 2375     |
|                                       | (3) Transferred to separate account .....  | <b>7e(3)</b> 29645025 |
|                                       | (4) Other (specify below).....   | <b>7e(4)</b> 0        |
| ▶ OTHER - MISC TRANSFER OUT & FF DBTS |  |                       |
| (5) Total deductions .....            | <b>7e(5)</b> 49124515  |                       |
| <b>f</b>                              | Balance at the end of the current year (subtract line <b>7e(5)</b> from line <b>7d</b> ).....  | <b>7f</b> 135876060   |

**Part III Welfare Benefit Contract Information**  
 If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

**8** Benefit and contract type (check all applicable boxes)

- a**  Health (other than dental or vision)
- b**  Dental
- c**  Vision
- d**  Life insurance
- e**  Temporary disability (accident and sickness)
- f**  Long-term disability
- g**  Supplemental unemployment
- h**  Prescription drug
- i**  Stop loss (large deductible)
- j**  HMO contract
- k**  PPO contract
- l**  Indemnity contract
- m**  Other (specify) ▶

**9** Experience-rated contracts:

|          |  |                 |                 |
|----------|--|-----------------|-----------------|
| <b>a</b> | Premiums: (1) Amount received .....  | <b>9a(1)</b>    |                 |
|          | (2) Increase (decrease) in amount due but unpaid .....   | <b>9a(2)</b>    |                 |
|          | (3) Increase (decrease) in unearned premium reserve .....  | <b>9a(3)</b>    |                 |
|          | (4) Earned ((1) + (2) - (3)) .....   |                 | <b>9a(4)</b>    |
| <b>b</b> | Benefit charges (1) Claims paid .....  | <b>9b(1)</b>    |                 |
|          | (2) Increase (decrease) in claim reserves .....  | <b>9b(2)</b>    |                 |
|          | (3) Incurred claims (add (1) and (2)) .....  |                 | <b>9b(3)</b>    |
|          | (4) Claims charged .....   |                 | <b>9b(4)</b>    |
| <b>c</b> | Remainder of premium: (1) Retention charges (on an accrual basis) --   |                 |                 |
|          | (A) Commissions .....  | <b>9c(1)(A)</b> |                 |
|          | (B) Administrative service or other fees .....   | <b>9c(1)(B)</b> |                 |
|          | (C) Other specific acquisition costs .....   | <b>9c(1)(C)</b> |                 |
|          | (D) Other expenses .....   | <b>9c(1)(D)</b> |                 |
|          | (E) Taxes .....  | <b>9c(1)(E)</b> |                 |
|          | (F) Charges for risks or other contingencies .....   | <b>9c(1)(F)</b> |                 |
|          | (G) Other retention charges .....  | <b>9c(1)(G)</b> |                 |
|          | (H) Total retention .....  |                 | <b>9c(1)(H)</b> |
|          | (2) Dividends or retroactive rate refunds. (These amounts were <input type="checkbox"/> paid in cash, or <input type="checkbox"/> credited.) ..... |                 | <b>9c(2)</b>    |
| <b>d</b> | Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement .....   |                 | <b>9d(1)</b>    |
|          | (2) Claim reserves .....   |                 | <b>9d(2)</b>    |
|          | (3) Other reserves .....   |                 | <b>9d(3)</b>    |
| <b>e</b> | Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).) .....  |                 | <b>9e</b>       |

**10** Nonexperience-rated contracts:

|          |  |            |  |
|----------|--|------------|--|
| <b>a</b> | Total premiums or subscription charges paid to carrier .....   | <b>10a</b> |  |
| <b>b</b> | If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount. .... | <b>10b</b> |  |

Specify nature of costs.

**Part IV Provision of Information**

**11** Did the insurance company fail to provide any information necessary to complete Schedule A? .....  Yes  No

**12** If the answer to line 11 is "Yes," specify the information not provided. ▶

|  |  |   |
|--|--|---|
| <b>SCHEDULE C</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Service Provider Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>▶ File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2024</b><br><br><b>This Form is Open to Public Inspection.</b> |
|--|--|---|

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

|  |   |     |
|--|---|-----|
| <b>A</b> Name of plan<br>INTERNATIONAL UNION OF OPERATING ENGINEERS JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA AND DELAWARE              | <b>B</b> Three-digit plan number (PN) ▶                     | 002 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>INTERNATIONAL UNION OF OPERATING ENG. JT ANNUITY FD OF EASTERN PENNSYLV | <b>D</b> Employer Identification Number (EIN)<br>23-2352166 |     |

**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

THE VANGUARD GROUP, INC.

23-1945930

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

STATE STREET GLOBAL ADVIOSRS TRUST

81-4017137

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ROBERT W. BAIRD & CO., INC.

39-6037917

**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

NEW YORK LIFE INVESTMENT MANAGEMENT

52-2206685

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

EARNEST PARTNERS LLC

58-2386669

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

BOSTON PARTNERS GLOBAL INVESTORS

98-0202744

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

ARTISAN PARTNERS ASSET MANAGEMENT

45-0969585

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

WEDGE CAPITAL MANAGEMENT LLC

56-1557450

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(b)** Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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**(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)

IUOE PENSION FUND OF EASTERN PA

23-6405239

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 49 50                  | RELATED FUND  | 444525   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

EMPOWER ANNUITY INSURANCE COMPANY

84-0467907

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 64 50                  | NONE  | 311211   | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>                                  | Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>  | 0   | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                          |

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

INVESTMENT PERFORMANCE SERVICES

58-1645832

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 28 51                  | NONE  | 70000  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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)

NOVAK FRANCELLA LLC

61-1436956

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 10 50                  | NONE  | 46500  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

BETH MARTIN

23-2352166

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 30 50                  | EMPLOYEE  | 34847  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

PATRICIA REPTESKI

23-2352166

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 30 50                  | EMPLOYEE  | 31218  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

**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)

JOHN HEENAN

23-2352166

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 30 50                  | EMPLOYEE  | 30844  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

TIMOTHY NAGY

23-2352166

| (b)<br>Service Code(s) | (c)<br>Relationship to employer, employee organization, or person known to be a party-in-interest | (d)<br>Enter direct compensation paid by the plan. If none, enter -0-. | (e)<br>Did service provider receive indirect compensation? (sources other than plan or plan sponsor) | (f)<br>Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures? | (g)<br>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)<br>Did the service provider give you a formula instead of an amount or estimated amount? |
|------------------------|---|--|--|--|---|--|
| 30 50                  | EMPLOYEE  | 29733  | Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>                                  | Yes <input type="checkbox"/> No <input type="checkbox"/>   |   | Yes <input type="checkbox"/> No <input type="checkbox"/>                                     |

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

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

**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.

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

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

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

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

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

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

| <b>(a)</b> Enter name and EIN or address of service provider (see instructions) | <b>(b)</b> Nature of Service Code(s) | <b>(c)</b> 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)

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|                    |                     |
|--------------------|---------------------|
| <b>a</b> Name:     | <b>b</b> EIN:       |
| <b>c</b> Position: |                     |
| <b>d</b> Address:  | <b>e</b> Telephone: |
|                    |                     |

Explanation:

|   |  |  |
|---|--|--|
| <b>SCHEDULE D</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small> | <b>DFE/Participating Plan Information</b><br><br>This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).<br><br><b>▶ File as an attachment to Form 5500.</b> | OMB No. 1210-0110<br><br><hr/> <b>2024</b><br><br><b>This Form is Open to Public Inspection.</b> |
|---|--|--|

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

|   |  |              |
|---|--|--------------|
| <b>A</b> Name of plan<br>INTERNATIONAL UNION OF OPERATING ENGINEERS JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA AND DELAWARE                     | <b>B</b> Three-digit plan number (PN)                              | ▶ <u>002</u> |
| <b>C</b> Plan or DFE sponsor's name as shown on line 2a of Form 5500<br>INTERNATIONAL UNION OF OPERATING ENG. JT ANNUITY FD OF EASTERN PENNSYLV | <b>D</b> Employer Identification Number (EIN)<br><u>23-2352166</u> |              |

|               |  |
|---------------|--|
| <b>Part I</b> | <b>Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)</b><br>(Complete as many entries as needed to report all interests in DFEs) |
|---------------|--|

|   |   |   |                 |
|---|---|---|-----------------|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    | <u>STATE ST TARGET RET 2030 SL C1 V</u>               |   |                 |
| <b>b</b> Name of sponsor of entity listed in (a): | <u>STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS</u> |   |                 |
| <b>c</b> EIN-PN <u>90-0337987-492</u>             | <b>d</b> Entity code <u>C</u>                         | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | <u>58778161</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    | <u>STATE ST TARGET RET 2035 SL C1 V</u>               |   |                 |
| <b>b</b> Name of sponsor of entity listed in (a): | <u>STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS</u> |   |                 |
| <b>c</b> EIN-PN <u>90-0337987-499</u>             | <b>d</b> Entity code <u>C</u>                         | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | <u>48940580</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    | <u>STATE ST TARGET RET 2040 SL C1 V</u>               |   |                 |
| <b>b</b> Name of sponsor of entity listed in (a): | <u>STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS</u> |   |                 |
| <b>c</b> EIN-PN <u>90-0337987-493</u>             | <b>d</b> Entity code <u>C</u>                         | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | <u>43599057</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    | <u>STATE ST TARGET RET 2045 SL C1 V</u>               |   |                 |
| <b>b</b> Name of sponsor of entity listed in (a): | <u>STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS</u> |   |                 |
| <b>c</b> EIN-PN <u>32-6528132-001</u>             | <b>d</b> Entity code <u>C</u>                         | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | <u>41294887</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    | <u>STATE ST TARGET RET 2050 SL C1 V</u>               |   |                 |
| <b>b</b> Name of sponsor of entity listed in (a): | <u>STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS</u> |   |                 |
| <b>c</b> EIN-PN <u>32-6528132-002</u>             | <b>d</b> Entity code <u>C</u>                         | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | <u>40611552</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    | <u>STATE ST TARGET RET 2025 SL C1 V</u>               |   |                 |
| <b>b</b> Name of sponsor of entity listed in (a): | <u>STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS</u> |   |                 |
| <b>c</b> EIN-PN <u>90-0337987-498</u>             | <b>d</b> Entity code <u>C</u>                         | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | <u>39242235</u> |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE:    | <u>STATE ST TARGET RET 2055 SL C1 V</u>               |   |                 |
| <b>b</b> Name of sponsor of entity listed in (a): | <u>STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS</u> |   |                 |
| <b>c</b> EIN-PN <u>32-6528132-005</u>             | <b>d</b> Entity code <u>C</u>                         | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) | <u>28415560</u> |

|  |                        |  |
|--|------------------------|--|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: STATE ST TARGET RET 2060 SL C1 V                  |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS |                        |  |
| <b>c</b> EIN-PN 32-6528132-008   | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 18037666 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: STATE ST TARGET RET 2020 SL C1 V                  |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS |                        |  |
| <b>c</b> EIN-PN 90-0337987-491   | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16637515 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: STATE ST TARGET RET 2065 SL C1 V                  |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS |                        |  |
| <b>c</b> EIN-PN 04-0025081-001   | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8368145  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: STATE ST TARGET RET INCOME SL C1 V                |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): STATE STREET GLOBAL ADVISORS COLLECTIVE TRUSTS |                        |  |
| <b>c</b> EIN-PN 90-0337987-490   | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8124202  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP - WEDGE QVM CIT CL C                      |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): COMERICA BANK                                  |                        |  |
| <b>c</b> EIN-PN 93-6820391-001   | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5152901  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: BOSTON PARTNERS LARGE CAP VALUE EQ                |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): BOSTON PARTNERS INVESTMENT FUNDS               |                        |  |
| <b>c</b> EIN-PN 61-1603964-001   | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4765760  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL - EARNEST PARTNERS                  |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): SEI TRUST COMPANY                              |                        |  |
| <b>c</b> EIN-PN 26-4377700-002   | <b>d</b> Entity code C | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3275339  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: LARGE CAP - WELLINGTON                            |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY              |                        |  |
| <b>c</b> EIN-PN 06-1050034-184   | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2504765  |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL FIXED INCOME                      |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY              |                        |  |
| <b>c</b> EIN-PN 06-1050034-364   | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0        |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2060                              |                        |  |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY              |                        |  |
| <b>c</b> EIN-PN 06-1050034-830   | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0        |

|   |                        |   |
|---|------------------------|---|
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2050                 |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-449  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2040                 |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-368  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2030                 |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-367  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT GOAL 2020                 |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-366  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: T ROWE PRICE GROWTH STOCK            |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-435  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE KENNEDY              |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-257  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH/TIMESSQ             |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-132  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP VALUE / ROBECO BOSTON PARTN  |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-440  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP GR/TIMESSQUARE FD            |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-186  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |
| <b>a</b> Name of MTIA, CCT, PSA, or 103-12 IE: LGE CAP VAL/LSV ASSET MGMT           |                        |   |
| <b>b</b> Name of sponsor of entity listed in (a): EMPOWER ANNUITY INSURANCE COMPANY |                        |   |
| <b>c</b> EIN-PN 06-1050034-318  | <b>d</b> Entity code P | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 0 |

**a** Name of MTIA, CCT, PSA, or 103-12 IE: **LARGE CAP VALUE AJO FUND**

**b** Name of sponsor of entity listed in (a): **EMPOWER ANNUITY INSURANCE COMPANY**

|                                       |                               |  |
|---------------------------------------|-------------------------------|--|
| <b>c</b> EIN-PN <b>06-1050034-129</b> | <b>d</b> Entity code <b>P</b> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>0</b> |
|---------------------------------------|-------------------------------|--|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: **INTERNATIONAL GROWTH ARTISAN**

**b** Name of sponsor of entity listed in (a): **EMPOWER ANNUITY INSURANCE COMPANY**

|                                       |                               |  |
|---------------------------------------|-------------------------------|--|
| <b>c</b> EIN-PN <b>06-1050034-259</b> | <b>d</b> Entity code <b>P</b> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>0</b> |
|---------------------------------------|-------------------------------|--|

**a** Name of MTIA, CCT, PSA, or 103-12 IE: **DRYDEN S&P 500 INDEX FUND**

**b** Name of sponsor of entity listed in (a): **EMPOWER ANNUITY INSURANCE COMPANY**

|                                       |                               |  |
|---------------------------------------|-------------------------------|--|
| <b>c</b> EIN-PN <b>06-1050034-123</b> | <b>d</b> Entity code <b>P</b> | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <b>0</b> |
|---------------------------------------|-------------------------------|--|

**a** Name of MTIA, CCT, PSA, or 103-12 IE:

**b** Name of sponsor of entity listed in (a):

|                 |                      |   |
|-----------------|----------------------|---|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |   |
|-----------------|----------------------|---|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |   |
|-----------------|----------------------|---|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |   |
|-----------------|----------------------|---|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |   |
|-----------------|----------------------|---|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |   |
|-----------------|----------------------|---|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> 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):

|                 |                      |   |
|-----------------|----------------------|---|
| <b>c</b> EIN-PN | <b>d</b> Entity code | <b>e</b> Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) |
|-----------------|----------------------|---|



|  |  |  |
|--|--|--|
| <b>SCHEDULE H</b><br><b>(Form 5500)</b><br><br><small>Department of the Treasury<br/>Internal Revenue Service</small><br><br><small>Department of Labor<br/>Employee Benefits Security Administration</small><br><br><small>Pension Benefit Guaranty Corporation</small> | <b>Financial Information</b><br><br>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).<br><br><b>▶ File as an attachment to Form 5500.</b> | <small>OMB No. 1210-0110</small><br><br><b>2024</b><br><br><b>This Form is Open to Public Inspection</b> |
|--|--|--|

|  |  |
|--|--|
| For calendar plan year 2024 or fiscal plan year beginning <u>01/01/2024</u> and ending <u>12/31/2024</u>                                 |  |
| <b>A</b> Name of plan<br>INTERNATIONAL UNION OF OPERATING ENGINEERS JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA AND DELAWARE              | <b>B</b> Three-digit plan number (PN) ▶ <u>002</u>                 |
| <b>C</b> Plan sponsor's name as shown on line 2a of Form 5500<br>INTERNATIONAL UNION OF OPERATING ENG. JT ANNUITY FD OF EASTERN PENNSYLV | <b>D</b> Employer Identification Number (EIN)<br><u>23-2352166</u> |

|               |                                      |
|---------------|--------------------------------------|
| <b>Part I</b> | <b>Asset and Liability Statement</b> |
|---------------|--------------------------------------|

**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 |
|---|-----------------------|-----------------|
| <b>a</b> Total noninterest-bearing cash .....   | <b>1a</b>             | 5948658         |
| <b>b</b> Receivables (less allowance for doubtful accounts):                                      |                       |                 |
| <b>(1)</b> Employer contributions .....   | <b>1b(1)</b>          | 5130604         |
| <b>(2)</b> Participant contributions .....  | <b>1b(2)</b>          | 4363394         |
| <b>(3)</b> Other .....  | <b>1b(3)</b>          | 403083          |
| <b>c</b> General investments:   |                       |                 |
| <b>(1)</b> Interest-bearing cash (include money market accounts & certificates of deposit) .....  | <b>1c(1)</b>          | 4732206         |
| <b>(2)</b> U.S. Government securities .....   | <b>1c(2)</b>          |                 |
| <b>(3)</b> Corporate debt instruments (other than employer securities):                           |                       |                 |
| <b>(A)</b> Preferred .....  | <b>1c(3)(A)</b>       |                 |
| <b>(B)</b> All other .....  | <b>1c(3)(B)</b>       |                 |
| <b>(4)</b> Corporate stocks (other than employer securities):                                     |                       |                 |
| <b>(A)</b> Preferred .....  | <b>1c(4)(A)</b>       |                 |
| <b>(B)</b> Common .....   | <b>1c(4)(B)</b>       |                 |
| <b>(5)</b> Partnership/joint venture interests .....  | <b>1c(5)</b>          |                 |
| <b>(6)</b> Real estate (other than employer real property) .....                                  | <b>1c(6)</b>          |                 |
| <b>(7)</b> Loans (other than to participants) .....   | <b>1c(7)</b>          |                 |
| <b>(8)</b> Participant loans .....  | <b>1c(8)</b>          |                 |
| <b>(9)</b> Value of interest in common/collective trusts .....                                    | <b>1c(9)</b>          | 365243560       |
| <b>(10)</b> Value of interest in pooled separate accounts .....                                   | <b>1c(10)</b>         | 343396274       |
| <b>(11)</b> Value of interest in master trust investment accounts .....                           | <b>1c(11)</b>         |                 |
| <b>(12)</b> Value of interest in 103-12 investment entities .....                                 | <b>1c(12)</b>         |                 |
| <b>(13)</b> Value of interest in registered investment companies (e.g., mutual funds) .....       | <b>1c(13)</b>         | 8804757         |
| <b>(14)</b> Value of funds held in insurance company general account (unallocated contracts)..... | <b>1c(14)</b>         | 167428640       |
| <b>(15)</b> Other.....  | <b>1c(15)</b>         | 48245496        |

| <b>1d</b> Employer-related investments:                                  |              | (a) Beginning of Year | (b) End of Year |
|--|--------------|-----------------------|-----------------|
| (1) Employer securities.....   | <b>1d(1)</b> |                       |                 |
| (2) Employer real property.....  | <b>1d(2)</b> |                       |                 |
| <b>e</b> Buildings and other property used in plan operation.....        | <b>1e</b>    |                       |                 |
| <b>f</b> Total assets (add all amounts in lines 1a through 1e).....      | <b>1f</b>    | 529895564             | 562461744       |
| <b>Liabilities</b>   |              |                       |                 |
| <b>g</b> Benefit claims payable.....                                     | <b>1g</b>    |                       |                 |
| <b>h</b> Operating payables.....   | <b>1h</b>    | 109980                |                 |
| <b>i</b> Acquisition indebtedness.....                                   | <b>1i</b>    |                       |                 |
| <b>j</b> Other liabilities.....  | <b>1j</b>    | 460716                | 110364          |
| <b>k</b> Total liabilities (add all amounts in lines 1g through 1j)..... | <b>1k</b>    | 570696                | 110364          |
| <b>Net Assets</b>  |              |                       |                 |
| <b>l</b> Net assets (subtract line 1k from line 1f).....                 | <b>1l</b>    | 529324868             | 562351380       |

**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.

| <b>Income</b>  |                 | (a) Amount | (b) Total |
|--|-----------------|------------|-----------|
| <b>a Contributions:</b>  |                 |            |           |
| (1) Received or receivable in cash from: <b>(A)</b> Employers.....   | <b>2a(1)(A)</b> | 45370101   |           |
| <b>(B)</b> Participants.....   | <b>2a(1)(B)</b> |            |           |
| <b>(C)</b> Others (including rollovers).....   | <b>2a(1)(C)</b> | 283743     |           |
| (2) Noncash contributions.....   | <b>2a(2)</b>    |            |           |
| (3) Total contributions. Add lines <b>2a(1)(A)</b> , <b>(B)</b> , <b>(C)</b> , and line <b>2a(2)</b> ..... | <b>2a(3)</b>    |            | 45653844  |
| <b>b Earnings on investments:</b>  |                 |            |           |
| <b>(1) Interest:</b>   |                 |            |           |
| <b>(A)</b> Interest-bearing cash (including money market accounts and certificates of deposit).....        | <b>2b(1)(A)</b> |            |           |
| <b>(B)</b> U.S. Government securities.....   | <b>2b(1)(B)</b> |            |           |
| <b>(C)</b> Corporate debt instruments.....   | <b>2b(1)(C)</b> |            |           |
| <b>(D)</b> Loans (other than to participants).....   | <b>2b(1)(D)</b> |            |           |
| <b>(E)</b> Participant loans.....  | <b>2b(1)(E)</b> |            |           |
| <b>(F)</b> Other.....  | <b>2b(1)(F)</b> | 2719882    |           |
| <b>(G)</b> Total interest. Add lines <b>2b(1)(A)</b> through <b>(F)</b> .....                              | <b>2b(1)(G)</b> |            | 2719882   |
| <b>(2) Dividends:</b>  |                 |            |           |
| <b>(A)</b> Preferred stock.....  | <b>2b(2)(A)</b> |            |           |
| <b>(B)</b> Common stock.....   | <b>2b(2)(B)</b> |            |           |
| <b>(C)</b> Registered investment company shares (e.g. mutual funds).....                                   | <b>2b(2)(C)</b> | 225730     |           |
| <b>(D)</b> Total dividends. Add lines <b>2b(2)(A)</b> , <b>(B)</b> , and <b>(C)</b> .....                  | <b>2b(2)(D)</b> |            | 225730    |
| <b>(3)</b> Rents.....  | <b>2b(3)</b>    |            |           |
| <b>(4) Net gain (loss) on sale of assets:</b>  |                 |            |           |
| <b>(A)</b> Aggregate proceeds.....   | <b>2b(4)(A)</b> |            |           |
| <b>(B)</b> Aggregate carrying amount (see instructions).....   | <b>2b(4)(B)</b> |            |           |
| <b>(C)</b> Subtract line <b>2b(4)(B)</b> from line <b>2b(4)(A)</b> and enter result.....                   | <b>2b(4)(C)</b> |            |           |
| <b>(5) Unrealized appreciation (depreciation) of assets:</b>   |                 |            |           |
| <b>(A)</b> Real estate.....  | <b>2b(5)(A)</b> |            |           |
| <b>(B)</b> Other.....  | <b>2b(5)(B)</b> | 5096626    |           |
| <b>(C)</b> Total unrealized appreciation of assets. Add lines <b>2b(5)(A)</b> and <b>(B)</b> .....         | <b>2b(5)(C)</b> |            |           |

|   |               | (a) Amount | (b) Total |
|---|---------------|------------|-----------|
| (6) Net investment gain (loss) from common/collective trusts .....                              | <b>2b(6)</b>  |            | -3990924  |
| (7) Net investment gain (loss) from pooled separate accounts .....                              | <b>2b(7)</b>  |            | 32249233  |
| (8) Net investment gain (loss) from master trust investment accounts .....                      | <b>2b(8)</b>  |            |           |
| (9) Net investment gain (loss) from 103-12 investment entities .....                            | <b>2b(9)</b>  |            |           |
| (10) Net investment gain (loss) from registered investment companies (e.g., mutual funds) ..... | <b>2b(10)</b> |            | 5182665   |
| <b>c</b> Other income .....   | <b>2c</b>     |            | 1410431   |
| <b>d</b> Total income. Add all <b>income</b> amounts in column (b) and enter total .....        | <b>2d</b>     |            | 88547487  |

**Expenses**

|   |               |          |          |
|---|---------------|----------|----------|
| <b>e</b> Benefit payment and payments to provide benefits:                                  |               |          |          |
| (1) Directly to participants or beneficiaries, including direct rollovers .....             | <b>2e(1)</b>  | 54583246 |          |
| (2) To insurance carriers for the provision of benefits .....                               | <b>2e(2)</b>  |          |          |
| (3) Other .....   | <b>2e(3)</b>  |          |          |
| (4) Total benefit payments. Add lines <b>2e(1)</b> through <b>(3)</b> .....                 | <b>2e(4)</b>  |          | 54583246 |
| <b>f</b> Corrective distributions (see instructions) .....                                  | <b>2f</b>     |          |          |
| <b>g</b> Certain deemed distributions of participant loans (see instructions) .....         | <b>2g</b>     |          |          |
| <b>h</b> Interest expense .....   | <b>2h</b>     |          |          |
| <b>i</b> Administrative expenses:   |               |          |          |
| (1) Salaries and allowances .....   | <b>2i(1)</b>  | 288378   |          |
| (2) Contract administrator fees .....   | <b>2i(2)</b>  | 311211   |          |
| (3) Recordkeeping fees .....  | <b>2i(3)</b>  | 183      |          |
| (4) IQPA audit fees .....   | <b>2i(4)</b>  | 46500    |          |
| (5) Investment advisory and investment management fees .....                                | <b>2i(5)</b>  | 70000    |          |
| (6) Bank or trust company trustee/custodial fees .....                                      | <b>2i(6)</b>  |          |          |
| (7) Actuarial fees .....  | <b>2i(7)</b>  |          |          |
| (8) Legal fees .....  | <b>2i(8)</b>  | 49366    |          |
| (9) Valuation/appraisal fees .....  | <b>2i(9)</b>  |          |          |
| (10) Other trustee fees and expenses .....  | <b>2i(10)</b> |          |          |
| (11) Other expenses .....   | <b>2i(11)</b> | 172091   |          |
| (12) Total administrative expenses. Add lines <b>2i(1)</b> through <b>(11)</b> .....        | <b>2i(12)</b> |          | 937729   |
| <b>j</b> Total expenses. Add all <b>expense</b> amounts in column (b) and enter total ..... | <b>2j</b>     |          | 55520975 |

**Net Income and Reconciliation**

|   |              |  |          |
|---|--------------|--|----------|
| <b>k</b> Net income (loss). Subtract line <b>2j</b> from line <b>2d</b> ..... | <b>2k</b>    |  | 33026512 |
| <b>l</b> Transfers of assets:   |              |  |          |
| (1) To this plan .....  | <b>2l(1)</b> |  |          |
| (2) From this plan .....  | <b>2l(2)</b> |  |          |

**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: **NOVAK**

(2) EIN: **61-1436956**

**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  |
|--|-----|----|---------|
| <b>a</b> Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)                 |     | X  |         |
| <b>b</b> Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.) |     | X  |         |
| <b>c</b> Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)   |     | X  |         |
| <b>d</b> Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)  |     | X  |         |
| <b>e</b> Was this plan covered by a fidelity bond?   | X   |    | 1000000 |
| <b>f</b> Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?  |     | X  |         |
| <b>g</b> Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?   |     | X  |         |
| <b>h</b> Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?   |     | X  |         |
| <b>i</b> Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)   | X   |    |         |
| <b>j</b> Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked and see instructions for format requirements.)   |     | X  |         |
| <b>k</b> Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?  |     | X  |         |
| <b>l</b> Has the plan failed to provide any benefit when due under the plan?   |     | X  |         |
| <b>m</b> If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)   |     | X  |         |
| <b>n</b> 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.  |     | X  |         |

**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.)

| <b>5b(1)</b> Name of plan(s) | <b>5b(2)</b> EIN(s) | <b>5b(3)</b> 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 \_\_\_\_\_.

**INTERNATIONAL UNION OF OPERATING ENGINEERS  
JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA  
AND DELAWARE**

FINANCIAL STATEMENTS

DECEMBER 31, 2024

**INTERNATIONAL UNION OF OPERATING ENGINEERS  
JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA  
AND DELAWARE**

**FINANCIAL STATEMENTS WITH SUPPLEMENTAL INFORMATION**

**DECEMBER 31, 2024 AND 2023**

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## INDEPENDENT AUDITOR'S REPORT

To the Participants and Trustees of the  
International Union of Operating Engineers  
Joint Annuity Fund of Eastern Pennsylvania  
and Delaware

We have audited the financial statements of the International Union of Operating Engineers Joint Annuity Fund of Eastern Pennsylvania and Delaware (the Plan), an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 (ERISA), which comprise the statements of net assets available for benefits as of December 31, 2024 and 2023, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

In our opinion, the accompanying financial statements present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2024 and 2023, and the changes in its net assets available for benefits for the years then ended in accordance with accounting principles generally accepted in the United States of America.

### **Basis for Opinion**

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

### **Responsibilities of Management for the Financial Statements**

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

In preparing the financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern 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**

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

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Plan's ability to continue as a going concern for a reasonable period of time.

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

### **Report on Supplemental Information**

Our audits were conducted for the purpose of forming an opinion on the financial statements as a whole. The supplemental Schedules of Administrative Expenses and Schedule of Assets Held at End of Year, together referred to as “supplemental information,” are presented for the purpose of additional analysis and are not a required part of the financial statements. The supplemental Schedule of Assets Held at End of Year represents supplemental information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA. Supplemental information is the responsibility of the Plan's management and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audits of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the financial statements themselves, and other additional procedures in accordance with GAAS.

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

*Novak Francella LLC*

Bala Cynwyd, Pennsylvania  
October 6, 2025

**INTERNATIONAL UNION OF OPERATING ENGINEERS  
JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA  
AND DELAWARE**

**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS**

DECEMBER 31, 2024 AND 2023

|                                       | <u>2024</u>                  | <u>2023</u>                  |
|---------------------------------------|------------------------------|------------------------------|
| <b>ASSETS</b>                         |                              |                              |
| INVESTMENTS - at fair value           |                              |                              |
| Pooled separate accounts              |                              |                              |
| Balanced funds                        | \$ 352,049,560               | \$ 302,388,092               |
| Equity funds                          | 63,944,261                   | 49,812,939                   |
| Stable value - target retirement fund | <u>58,417,846</u>            | <u>81,603,256</u>            |
| Total investments - at fair value     | <u>474,411,667</u>           | <u>433,804,287</u>           |
| INVESTMENTS - at contract value       |                              |                              |
| Group annuity contract                | <u>77,458,214</u>            | <u>85,825,384</u>            |
| Total investments                     | <u>551,869,881</u>           | <u>519,629,671</u>           |
| RECEIVABLES                           |                              |                              |
| Employer contributions                | 4,363,394                    | 5,130,604                    |
| Other                                 | <u>279,811</u>               | <u>382,245</u>               |
| Total receivables                     | <u>4,643,205</u>             | <u>5,512,849</u>             |
| PREPAID INSURANCE                     | <u>-</u>                     | <u>20,838</u>                |
| CASH AND CASH EQUIVALENTS             | <u>5,948,658</u>             | <u>4,732,206</u>             |
| Total assets                          | <u>562,461,744</u>           | <u>529,895,564</u>           |
| <b>LIABILITIES AND NET ASSETS</b>     |                              |                              |
| LIABILITIES                           |                              |                              |
| Due to related pension fund           | 110,364                      | 460,716                      |
| Accrued expenses                      | <u>-</u>                     | <u>109,980</u>               |
| Total liabilities                     | <u>110,364</u>               | <u>570,696</u>               |
| NET ASSETS AVAILABLE FOR BENEFITS     | <u><u>\$ 562,351,380</u></u> | <u><u>\$ 529,324,868</u></u> |

See accompanying notes to financial statements.

**INTERNATIONAL UNION OF OPERATING ENGINEERS  
JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA  
AND DELAWARE**

**STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS**

YEARS ENDED DECEMBER 31, 2024 AND 2023

|   | 2024           | 2023           |
|---|----------------|----------------|
| <b>ADDITIONS</b>                              |                |                |
| Investment income                             |                |                |
| Net appreciation in fair value of investments | \$ 39,947,935  | \$ 50,998,472  |
| Interest                                      | 2,945,708      | 2,501,387      |
|   | 42,893,643     | 53,499,859     |
| Less investment expenses                      | (70,000)       | (50,000)       |
| Investment income - net                       | 42,823,643     | 53,449,859     |
| <br>Contributions                             |                |                |
| Employer                                      | 45,370,101     | 46,953,752     |
| Rollover                                      | 283,743        | 104,859        |
| Total contributions                           | 45,653,844     | 47,058,611     |
| Total additions                               | 88,477,487     | 100,508,470    |
| <br>DEDUCTIONS                                |                |                |
| Withdrawals by participants                   | 54,583,246     | 46,438,952     |
| Administrative expenses                       | 867,729        | 944,150        |
| Total deductions                              | 55,450,975     | 47,383,102     |
| <br>NET INCREASE                              | 33,026,512     | 53,125,368     |
| <br>NET ASSETS AVAILABLE FOR BENEFITS         |                |                |
| Beginning of year                             | 529,324,868    | 476,199,500    |
| End of year                                   | \$ 562,351,380 | \$ 529,324,868 |

See accompanying notes to financial statements.

**INTERNATIONAL UNION OF OPERATING ENGINEERS  
JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA  
AND DELAWARE**

**NOTES TO FINANCIAL STATEMENTS**

DECEMBER 31, 2024 AND 2023

**NOTE 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES**

**Method of Accounting** - The financial statements are prepared using the accrual basis of accounting.

**Investments** - The pooled separate accounts are carried at estimated fair value as reported by the insurance company. The group annuity contract is carried at contract value. Per FASB issued ASU 2015-12, fully benefit-responsive investment contracts are required to be measured at contract value. Because of this, Empower has stated that the group annuity contract is a fully benefit-responsive investment contract and will no longer provide the fair value of the investment.

The Stable Value - Target Retirement Fund is a custom fund of funds that was designed specifically for the Plan. This fund of funds is made up of three underlying investments. The group annuity contract that is also held by the Plan makes up 75% of this investment and is reported at contract value. The Large Cap Value Fund (12.5% of the fund) and the T. Rowe Price Growth Stock Fund (12.5% of the fund) are both equity pooled separate accounts that are carried at estimated fair value as provided by the custodian. Because these fully benefit-responsive investment contracts are measured, presented, and disclosed at contract value, the estimated fair values of the annuity contracts may differ and that difference may be significant.

**Employer Contributions Receivable** - Contributions due but not paid prior to the year end are recorded as contributions receivable. Allowance for uncollectible accounts is considered unnecessary and is not provided.

**Payment of Benefits** - Benefit payments are recorded upon distribution.

**Estimates** - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect certain reported amounts and disclosures in the financial statements. Actual results could differ from those estimates.

**NOTE 2. DESCRIPTION OF PLAN**

The following brief description of the Plan is provided for general information purposes only. The International Union of Operating Engineers Joint Annuity Plan of Eastern Pennsylvania and Delaware (the Plan) provides annuity benefits for eligible members of International Union of Operating Engineers Local 542 employed in eastern Pennsylvania and Delaware.

**NOTE 2. DESCRIPTION OF PLAN (continued)**

The Plan was established May 1, 1985 as a result of collective bargaining agreements between the International Union of Operating Engineers Local 542 and the General Building Contractors Association and the Contractors Association of Eastern Pennsylvania. The Plan is a multiemployer, defined contribution profit sharing plan and is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA), as amended.

Participants in the Plan are fully vested in contributions made for their account by the respective employers. Employer contributions to the Plan are based on the number of hours a participant works in covered employment.

The Trustees of the Plan are required to establish and maintain a separate account for each participant. Effective October 2000, Prudential Financial was appointed Trustee of the Plan. Contributions to the Plan are invested as directed by the participants in various funds. Participants must evaluate their own investment goals and objectives and choose the funds best suited to achieve those goals and objectives. Poor investment performance by the funds selected by the participants may cause their vested balances to be lower than the amounts contributed to the Plan on their behalf. Effective October 2023, Prudential Financial merged in with Empower Annuity Insurance Company.

Effective January 1, 2011, the Annuity Plan was amended to change the withdrawal language of the Plan. As a result, participants are allowed to make up to two in-service withdrawals per year for a total of 50% of their account balance. Hardship withdrawals were also amended to where participants can withdraw 100% of their account balance to buy their primary home only.

Participants should refer to the summary plan description for more complete information.

**NOTE 3. FAIR VALUE MEASUREMENTS**

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

**Basis of Fair Value Measurement:**

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

Level 2 - Inputs to the valuation methodology include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in inactive markets; inputs other than quoted prices that are observable for the asset or liability; inputs that are derived principally from or corroborated by observable market data by correlation or other means.

**NOTE 3. FAIR VALUE MEASUREMENTS (continued)**

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

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

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

The availability of observable market data is monitored to assess the appropriate classification of financial instruments within the fair value hierarchy. Changes in economic conditions or model-based valuation techniques may require the transfer of financial instruments from one fair value level to another. In such instances, the transfer is reported at the beginning of the period.

For the years ended December 31, 2024 and 2023, there were no transfers in or out of levels 1, 2, or 3.

|  | Fair Value Measurements at December 31, 2024 |         |         |               |
|--|--|---------|---------|---------------|
|  | Total  | Level 1 | Level 2 | Level 3       |
| Stable Value - Target Retirement Fund    | \$ 58,417,846                                | \$ -    | \$ -    | \$ 58,417,846 |
| Total assets in the fair value hierarchy | 58,417,846                                   | \$ -    | \$ -    | \$ 58,417,846 |
| Investments measured at NAV (A)          | 415,993,821                                  |         |         |               |
| Total investments                        | <u>\$474,411,667</u>                         |         |         |               |

|                                       | Level 3 Fair Value Measurements for the Year Ended December 31, 2024 |                        |                   |                        |                      |
|---------------------------------------|--|------------------------|-------------------|------------------------|----------------------|
|                                       | Beginning Balance  | Unrealized gain (loss) | Purchases         | Sales                  | Ending Balance       |
| Stable Value - Target Retirement Fund | \$ 81,603,256  | \$ 5,096,369           | \$ 690,316        | \$ (28,972,095)        | \$ 58,417,846        |
| Totals                                | <u>\$ 81,603,256</u>   | <u>\$ 5,096,369</u>    | <u>\$ 690,316</u> | <u>\$ (28,972,095)</u> | <u>\$ 58,417,846</u> |

|  | Fair Value Measurements at December 31, 2023 |         |         |               |
|--|--|---------|---------|---------------|
|  | Total  | Level 1 | Level 2 | Level 3       |
| Local 542 Core Balanced Fund             | \$ 81,603,256                                | \$ -    | \$ -    | \$ 81,603,256 |
| Total assets in the fair value hierarchy | 81,603,256                                   | \$ -    | \$ -    | \$ 81,603,256 |
| Investments measured at NAV (A)          | 352,201,031                                  |         |         |               |
| Total investments                        | <u>\$433,804,287</u>                         |         |         |               |

**NOTE 3. FAIR VALUE MEASUREMENTS (continued)**

|                                 | Level 3 Fair Value Measurements for the Year Ended December 31, 2023 |                        |            |                |                |
|---------------------------------|--|------------------------|------------|----------------|----------------|
|                                 | Beginning Balance  | Unrealized gain (loss) | Purchases  | Sales          | Ending Balance |
| Local 542 Core<br>Balanced Fund | \$ 80,883,596  | \$ 5,769,115           | \$ 655,214 | \$ (5,704,669) | \$ 81,603,256  |
| Totals                          | \$ 80,883,596  | \$ 5,769,115           | \$ 655,214 | \$ (5,704,669) | \$ 81,603,256  |

(A) In accordance with ASU 2015-07 Fair Value Measurement (820), Disclosures for Investments in Certain Entities That Calculate Net Asset Value per share (or Its Equivalent), investments that are measured at fair value using the net asset value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the statement of net assets available for benefits.

The following tables summarize investments for which fair value is measured using the net asset value per share practical expedient at December 31, 2024 and 2023, as identified with an asterisk:

|  | 2024<br>Fair Value    | Unfunded<br>Commitments | Redemption<br>Frequency | Redemption<br>Notice Period |
|--|-----------------------|-------------------------|-------------------------|-----------------------------|
| Pooled separate accounts:                                |                       |                         |                         |                             |
| Balanced funds:  |                       |                         |                         |                             |
| *State St Target Ret 2020 SL C1 V                        | \$ 16,637,515         | \$ -                    | (a)                     | (a)                         |
| *State St Target Ret 2025 SL C1 V                        | 39,242,235            | -                       | (a)                     | (a)                         |
| *State St Target Ret 2030 SL C1 V                        | 58,778,161            | -                       | (a)                     | (a)                         |
| *State St Target Ret 2035 SL C1 V                        | 48,940,580            | -                       | (a)                     | (a)                         |
| *State St Target Ret 2040 SL C1 V                        | 43,599,057            | -                       | (a)                     | (a)                         |
| *State St Target Ret 2045 SL C1 V                        | 41,294,887            | -                       | (a)                     | (a)                         |
| *State St Target Ret 2050 SL C1 V                        | 40,611,552            | -                       | (a)                     | (a)                         |
| *State St Target Ret 2055 SL C1 V                        | 28,415,560            | -                       | (a)                     | (a)                         |
| *State St Target Ret 2060 SL C1 V                        | 18,037,666            | -                       | (a)                     | (a)                         |
| *State St Target Ret 2065 SL C1 V                        | 8,368,145             | -                       | (a)                     | (a)                         |
| *State St Target Ret Income SL C1 V                      | 8,124,202             | -                       | (a)                     | (a)                         |
| Equity funds:  |                       |                         |                         |                             |
| *International - Artisan                                 | 84,890                | -                       | (a)                     | (a)                         |
| *International - EARNEST Partners                        | 3,275,339             | -                       | (a)                     | (a)                         |
| *International - Vanguard Total Index Admiral            | 1,354,653             | -                       | (a)                     | (a)                         |
| *Specialty - Vanguard Real Estate Index Admiral          | 1,412,509             | -                       | (a)                     | (a)                         |
| *Mid Cap - Baird Small Growth Institutional              | 9,798,510             | -                       | (a)                     | (a)                         |
| *Mid Cap - Vanguard Extended Market Idx Adm              | 740,968               | -                       | (a)                     | (a)                         |
| *Mid Cap - Wedge QVM CIT CL C                            | 5,152,901             | -                       | (a)                     | (a)                         |
| *Large Cap - Boston Partners                             | 4,765,760             | -                       | (a)                     | (a)                         |
| *Large Cap - Vanguard 500 Index Admiral                  | 12,203,786            | -                       | (a)                     | (a)                         |
| *Large Cap - Vanguard 500 Index Admiral                  | 21,162,461            | -                       | (a)                     | (a)                         |
| *Large Cap - Wellington                                  | 2,504,765             | -                       | (a)                     | (a)                         |
| *Bond Fund - Baird Intermediate Bond Instl               | 471,897               | -                       | (a)                     | (a)                         |
| *Bond Fund - NYLI MacKay High<br>Yield Corp Bond R6      | 166,476               | -                       | (a)                     | (a)                         |
| *Bond Fund - Vanguard Total Bond<br>Market Index Admiral | 849,346               | -                       | (a)                     | (a)                         |
|  | <u>\$ 415,993,821</u> |                         |                         |                             |

**NOTE 3. FAIR VALUE MEASUREMENTS (continued)**

|                                 | 2023<br>Fair Value    | Unfunded<br>Commitments | Redemption<br>Frequency | Redemption<br>Notice Period |
|---------------------------------|-----------------------|-------------------------|-------------------------|-----------------------------|
| Pooled separate accounts:       |                       |                         |                         |                             |
| Balanced funds:                 |                       |                         |                         |                             |
| *Retirement Goal 2020           | \$ 42,535,482         | \$ -                    | (a)                     | (a)                         |
| *Retirement Goal 2030           | 76,048,260            | -                       | (a)                     | (a)                         |
| *Retirement Goal 2040           | 61,665,844            | -                       | (a)                     | (a)                         |
| *Retirement Goal 2050           | 55,228,375            | -                       | (a)                     | (a)                         |
| *Retirement Goal 2060           | 21,388,202            | -                       | (a)                     | (a)                         |
| *Retirement Goal Income         | 45,521,929            | -                       | (a)                     | (a)                         |
| Equity funds:                   |                       |                         |                         |                             |
| *Dryden S&P 500 Index           | 8,444,254             | -                       | (a)                     | (a)                         |
| *International Growth - Artisan | 2,474,411             | -                       | (a)                     | (a)                         |
| *IVY Science and Tech Fund I    | 7,497,178             | -                       | (a)                     | (a)                         |
| *Large Cap - AJO                | 1,970,225             | -                       | (a)                     | (a)                         |
| *Large Cap - Amercentury        | 8,378,969             | -                       | (a)                     | (a)                         |
| *Large Cap - LSV Asset Mgmt     | 3,823,519             | -                       | (a)                     | (a)                         |
| *Mid Cap - Robeco               | 2,837,281             | -                       | (a)                     | (a)                         |
| *Mid Cap - Times Square         | 6,398,283             | -                       | (a)                     | (a)                         |
| *Small Cap- Times Square        | 3,046,401             | -                       | (a)                     | (a)                         |
| *Small Cap - Val/Kennedy        | 3,634,839             | -                       | (a)                     | (a)                         |
| *Vanguard REIT Index            | 1,307,579             | -                       | (a)                     | (a)                         |
|                                 | <u>\$ 352,201,031</u> |                         |                         |                             |

(a) The Plan's investment is participant directed. Participants can initiate transactions in and out of the investment at any time without prior notice.

The investment objective of the pooled separate accounts - balanced funds is to provide capital growth and manage risk for investors planning to retire in or around the year indicated in the fund's name.

For the Stable Value - Target Retirement Fund allocation decisions are made by the Board of Trustees, based on the advice of their investment consultant. The three underlying funds are the Guaranteed Long-Term Fund, Large Cap - LSV Asset Management Fund and the T. Rowe Price Growth Stock Fund. The Guaranteed Long-Term Fund (75% of the Fund Assets) is a client-specific experience-rated fund for plans with large Stable Value assets that seeks to provide stable crediting rates, while ensuring the safety of invested assets. The Large Cap - LSV Asset Management Fund (12.5% of Fund assets) is advised by LSV Asset Management following their Large Cap Value strategy. It seeks appreciation of capital and to outperform the Russell 1000 Value Index over rolling 3-and 5- year periods, or a full market cycle, whichever is longer. The T. Rowe Price Growth Stock Fund (12.5% of Fund assets) is advised by T. Rowe Price Associates, Inc. and is managed by the investment manager in a manner substantially similar to the T. Rowe Price Growth Stock Mutual Fund. It seeks to provide long-term growth of capital through investments in stocks. Because of the higher valuations/ lower dividend yields of growth stocks, fund prices could decline further in down markets than non-growth focused funds. The investment changed its name when the Plan transitioned to Empower. The new name of the investment is the Stable Value - Target Retirement Fund.

#### **NOTE 4. RELATED PARTY TRANSACTIONS**

The Plan has common Trustees and shares office facilities and staff with the other International Union of Operating Engineers Local 542 Benefit Funds. The operating expenses of the common facilities and staff, except for depreciation expense on common assets, are paid by the Pension Fund. The Plan makes a quarterly payments to the Pension Fund and amounts due to or from the related fund at the end of the year are based on an analysis of total allocable expenses. The Joint Annuity Fund reimbursed the Pension Fund \$448,969 for the year ended December 31, 2024 and \$446,356 for 2023. At December 31, 2024 and 2023, \$110,364 and \$460,716, respectively, was due to the Pension Fund for allocable expenses.

#### **NOTE 5. PRIORITIES UPON TERMINATION**

In the unlikely event of termination of the Plan, participants shall have a non-forfeitable right to the Plan assets after provision for expenses of the Plan including benefits approved prior to the termination of the Plan. Should the liquidation value of the assets on the date of termination be less than the total of the participants' accumulated shares plus expenses, each participant shall receive that part of the total remaining assets in the same ratio as their accumulated share bears to the aggregate amount of the accumulated shares of all participants. No part of the assets shall be returned to any employer or the Local Union.

#### **NOTE 6. TAX STATUS**

The Plan obtained its latest determination letter on April 30, 2015, in which the Internal Revenue Service stated that the Plan, as then designed, was in compliance with the applicable requirements under Sections 401(a) and 401(k) of the Internal Revenue Code and was, therefore, exempt from Federal income taxes under the provisions of Section 501(a).

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 U.S. Federal, state, or local taxing authorities. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. Typically, tax years will remain open for three years; however, this may differ depending upon the circumstances of the Plan.

#### **NOTE 7. FUNDING POLICY**

The participating employers contribute such amounts as are specified in the collective bargaining agreements. The contribution rate for the period May 1, 2019 through April 30, 2023 was \$8.00 per hour. Effective May 1, 2023 through April 30, 2024 the contribution rate was \$8.50 per hour. Effective May 1, 2024 through year end December 2024 the contribution rate was \$9.00 per hour. Employer contributions are accounted for as exchange transactions. The contributions are due on a monthly basis.

**NOTE 8. GROUP ANNUITY CONTRACT WITH PRUDENTIAL RETIREMENT AND INSURANCE COMPANY**

In 2000, the Plan entered into a benefit-responsive investment contract with Prudential Retirement and Insurance Company (Prudential). Prudential maintains the contributions in a general account. The account is credited with earnings on the underlying investments and charged for participant withdrawals and administrative expenses. Effective October 2023, Prudential merged in with Empower Annuity Insurance Company (Empower). Empower took over the investment contract with no material changes. The contract is included in the financial statements at contract value as reported to the Plan by Empower.

The group annuity contract is fully benefit-responsive therefore contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to the group annuity contract.

Contract value, as reported to the Plan by Empower, represents deposits made to the contract, plus earnings at guaranteed credit rates, less withdrawals and fees. Participants may ordinarily direct permitted withdrawal or transfers of all or a portion of their account balances at contract value. At December 31, 2024 and 2023, the aggregate amount of the fully benefit-responsive investment contract was \$77,458,214 and \$85,825,384, respectively.

An event that would limit the Plan's ability to transact at contract value with Empower would be a plan sponsor initiated termination of the contract. There are not any events that allow the issuer to terminate the contract and which would require the plan sponsor to settle at an amount different than contract value paid either within 90 days or over time.

**NOTE 9. RISKS AND UNCERTAINTIES**

The Plan invests in various investments. Investments are exposed to various risks such as economic, interest rate, market and sector risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the values of investments will occur in the near term and that such changes could materially affect the amount reported in the Statements of Net Assets Available for Benefits.

**NOTE 10. CASH CONCENTRATION**

The Plan maintains its cash with one financial institution deemed to be credit worthy. The balances are insured by the Federal Deposit Insurance Corporation (FDIC) up to \$250,000. As of December 31, 2024 cash on deposit with Wells Fargo Bank totaling \$5,005,586 exceeded the FDIC insured limit of \$250,000 in a single bank by \$4,755,586.

**NOTE 11. PARTY-IN-INTEREST TRANSACTIONS**

Certain plan investments are units in pooled separate accounts or group annuity contracts managed by Empower Annuity Insurance Company. Empower Annuity Insurance Company is the Trustee, as defined by the Plan, and therefore, these transactions qualify as party-in-interest transactions. These transactions have been denoted as such on the supplemental Schedules of Assets Held at End of Year.

**NOTE 12. SUBSEQUENT EVENTS**

The Plan has evaluated subsequent events October 6, 2025, the date the financial statements were available to be issued, and they have been evaluated in accordance with relevant accounting standards.

**SUPPLEMENTAL INFORMATION**

**INTERNATIONAL UNION OF OPERATING ENGINEERS  
JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA  
AND DELAWARE**

**SCHEDULES OF ADMINISTRATIVE EXPENSES**

YEARS ENDED DECEMBER 31, 2024 AND 2023

|   | 2024       | 2023       |
|---|------------|------------|
| Personnel costs   |            |            |
| Salaries  | \$ 170,828 | \$ 166,393 |
| Employee benefits   | 117,550    | 113,215    |
| Payroll taxes   | 13,836     | 13,317     |
| Professional fees   |            |            |
| Legal   | 49,366     | 58,742     |
| Accounting, audit, payroll compliance<br>reviews and government filings | 46,683     | 46,220     |
| Empower admin fees  | 311,211    | 412,991    |
| Office and data processing  |            |            |
| Equipment rental and maintenance  | 5,162      | 4,065      |
| Postage and delivery  | 13,520     | 11,611     |
| Computer expense  | 37,391     | 26,948     |
| Stationery and printing   | 4,494      | 3,384      |
| Bank fees   | 14,705     | 5,233      |
| Office supplies and expenses  | 9,483      | 15,260     |
| Conference and travel   | 136        | 135        |
| Miscellaneous   | -          | 24         |
| Depreciation  | 15,741     | 16,244     |
| Insurance   | 22,385     | 22,635     |
| Occupancy   |            |            |
| Rent  | 16,509     | 16,509     |
| Utilities   | 1,887      | 2,902      |
| Telephone   | 3,418      | 3,947      |
| Withdrawal fee  | 9,620      | 1,252      |
| Automobile expenses   | 3,804      | 3,123      |
|   | \$ 867,729 | \$ 944,150 |
| Total administrative expenses   |            |            |

**INTERNATIONAL UNION OF OPERATING ENGINEERS  
JOINT ANNUITY FUND OF EASTERN PENNSYLVANIA AND DELAWARE**

**SCHEDULE OF ASSETS HELD AT END OF YEAR**

DECEMBER 31, 2024

Form 5500, Schedule H, line 4j:

EIN: 23-2352166

Plan No: 002

| (a)<br>Issuer, Borrower          | (b)<br>Description of Investment Including Maturity Date,<br>Rate of Interest, Collateral, Par or Maturity Value | (c)<br>Shares/<br>Principal | (d)<br>Interest<br>Rate | (e)<br>Current<br>Value |
|----------------------------------|--|-----------------------------|-------------------------|-------------------------|
| <u>Pooled separate accounts:</u> |  |                             |                         |                         |
| <u>Balanced funds:</u>           |  |                             |                         |                         |
| * Empower Annuity Insurance Co.  | State St Target Ret Income SL C1 V   | 578,606                     | **                      | \$ 8,124,202            |
| * Empower Annuity Insurance Co.  | State St Target Ret 2020 SL C1 V   | 1,124,384                   | **                      | 16,637,515              |
| * Empower Annuity Insurance Co.  | State St Target Ret 2025 SL C1 V   | 2,459,095                   | **                      | 39,242,235              |
| * Empower Annuity Insurance Co.  | State St Target Ret 2030 SL C1 V   | 3,478,821                   | **                      | 58,778,161              |
| * Empower Annuity Insurance Co.  | State St Target Ret 2035 SL C1 V   | 2,809,932                   | **                      | 48,940,580              |
| * Empower Annuity Insurance Co.  | State St Target Ret 2040 SL C1 V   | 2,430,135                   | **                      | 43,599,057              |
| * Empower Annuity Insurance Co.  | State St Target Ret 2045 SL C1 V   | 2,244,287                   | **                      | 41,294,887              |
| * Empower Annuity Insurance Co.  | State St Target Ret 2050 SL C1 V   | 2,168,262                   | **                      | 40,611,552              |
| * Empower Annuity Insurance Co.  | State St Target Ret 2055 SL C1 V   | 1,515,011                   | **                      | 28,415,560              |
| * Empower Annuity Insurance Co.  | State St Target Ret 2060 SL C1 V   | 961,650                     | **                      | 18,037,666              |
| * Empower Annuity Insurance Co.  | State St Target Ret 2065 SL C1 V   | 440,846                     | **                      | 8,368,145               |
|                                  | Total balanced funds   |                             |                         | <u>352,049,560</u>      |
| <u>Equity funds:</u>             |  |                             |                         |                         |
| * Empower Annuity Insurance Co.  | Bond Fund - Baird Intermediate Bond Instl  | 45,949                      | **                      | 471,897                 |
| * Empower Annuity Insurance Co.  | Bond Fund - NYLI MacKay High Yield Corp Bond R6  | 32,138                      | **                      | 166,476                 |
| * Empower Annuity Insurance Co.  | Bond Fund - Vanguard Total Bond Market Index Admiral   | 89,594                      | **                      | 849,346                 |
| * Empower Annuity Insurance Co.  | International - Artisan  | 4,887                       | **                      | 84,890                  |
| * Empower Annuity Insurance Co.  | International - EARNEST Partners   | 129,871                     | **                      | 3,275,339               |
| * Empower Annuity Insurance Co.  | International - Vanguard Total Index Admiral   | 42,747                      | **                      | 1,354,653               |
| * Empower Annuity Insurance Co.  | Large Cap - Boston Partners  | 112,109                     | **                      | 4,765,760               |
| * Empower Annuity Insurance Co.  | Large Cap - Vanguard 500 Index Admiral   | 22,485                      | **                      | 12,203,786              |
| * Empower Annuity Insurance Co.  | Large Cap - Vanguard Growth Index Adm  | 100,192                     | **                      | 21,162,461              |
| * Empower Annuity Insurance Co.  | Large Cap - Wellington   | 52,154                      | **                      | 2,504,765               |
| * Empower Annuity Insurance Co.  | Mid Cap - Baird Small Growth Institutional   | 567,700                     | **                      | 9,798,510               |
| * Empower Annuity Insurance Co.  | Mid Cap - Vanguard Extended Market Idx Adm   | 5,143                       | **                      | 740,968                 |
| * Empower Annuity Insurance Co.  | Mid Cap - Wedge QVM CIT CL C   | 487,042                     | **                      | 5,152,901               |
| * Empower Annuity Insurance Co.  | Specialty - Vanguard Real Estate Index Admiral   | 11,183                      | **                      | 1,412,509               |
|                                  | Total equity funds   |                             |                         | <u>63,944,261</u>       |
|                                  | Total pooled separate accounts   |                             |                         | <u>415,993,821</u>      |
|                                  | <u>Stable Value - Target Retirement Fund:</u>  |                             |                         |                         |
| * Empower Annuity Insurance Co.  | Stable Value - Target Retirement Fund  | 2,042,583                   | **                      | <u>58,417,846</u>       |
|                                  | <u>Group annuity contract:</u>   |                             |                         |                         |
| * Empower Annuity Insurance Co.  | Guaranteed Income Fund   | 1,278,893                   | **                      | <u>77,458,214</u>       |
|                                  | Total investments  |                             |                         | <u>\$ 551,869,881</u>   |

\* A party-in-interest as defined by ERISA.

\*\*Cost is omitted for participant-directed investments.

**THE FINANCIAL STATEMENTS WILL BE PLACED IN THE  
ATTACHMENT FOR THE ACCOUNTANT'S OPINION**

SEE ACCOUNTANT'S OPINION FOR SCHEDULE  
OF ASSETS HELD