

FELRA & UFCW Health & Welfare Plan
*A Plan of the Food Employers Labor Relations Association
and United Food and Commercial Workers
VEBA Fund*

911 Ridgebrook Road
Sparks, Maryland 21152-9451
Telephone: (410) 683-6500
(800) 638-2972
www.associated-admin.com

8400 Corporate Drive, Suite 430
Landover, Maryland 20785-2361
Telephone: (301) 459-3020
(800) 638-2972
www.associated-admin.com

June 10, 2021

Calibre CPA Group, PLLC
c/o Joseph M. Herishen, CPA -
Partner7501 Wisconsin Avenue
Suite 1200 West
Bethesda, MD 20814

Re: Annual Audit for Plan Year Ended December 31, 2020

Dear Mr. Herishen:

This will confirm that the services described in the Calibre CPA Group, PLLC ("Calibre") engagement letter dated June 10, 2021 are acceptable to us with the following qualifications and clarifications:

1. Calibre should know that the Board of Trustees of the Food Employers Labor Relations Association & United Food and Commercial Workers VEBA Fund (FELRA and UFCWVEBA Fund) ("Fund") generally meets at least once per year and relies upon the operating reports prepared by Fund's third-party administrator, Associated Administrators, LLC. The Board of Trustees has engaged Calibre as independent auditors to examine the Fund's books and audit the financial statements for the Fund. To that extent, the Board of Trustees is relying upon Calibre to assist it in fulfilling its responsibility regarding the fair presentation of the financial statements for the year ended December 31, 2020.

2. Calibre will advise the Board of Trustees at the earliest possible date, should they suspect that they will be unable to complete the audit and/or form an opinion, and thereby be unable to express an opinion or issue a report.

3. We understand that the use of selective testing is subject to the inherent risk that some errors or irregularities may not be detected. However, during the course of your examination with respect to the annual audit for the fiscal year described in the engagement letter, we understand that you will review and investigate each matter which is reasonably subject to review and investigation in the course of an audit conducted in accordance with generally accepted auditing procedures, including, where appropriate, solicitation of information or opinions from our outside service providers.

4. Because the Board of Trustees relies to a large degree on what Calibre, as independent auditors, have recommended that it implement for internal controls, the Board of Trustees expects that Calibre will advise them in advance of any changes in internal controls that Calibre recommends. If your professional guidelines identify ways you believe management or administrative practices can be improved or matters which could affect Plan qualification, you will notify the Board of Trustees as soon as practicable, with a separate letter to follow as needed.

5. While we acknowledge our responsibility for the design and implementation of programs and controls to prevent and detect fraud, we expect Calibre to advise us if you believe there are any deficiencies in the programs and controls in place to prevent fraud during the course of your audit.

6. While we acknowledge that we are responsible for preparing the Form 5500 and Form 990, we have engaged Calibre to audit the Fund's books and records for the Plan Year ended December 31, 2020 and to prepare the Form 5500 and Form 990 for that year based on the results of the audit. To that extent, the Board of Trustees is relying upon Calibre's expertise to assist it in discharging its responsibility to complete and file the Form 5500 and Form 990 based upon generally accepted professional standards for an accountant familiar with the requirements of those forms and who is engaged to prepare such forms. For this purpose, Calibre agrees to prepare the Form 5500 and Form 990 for the Plan Year ended December 31, 2020. Unless specifically assigned by the Board of Trustees, Calibre is not engaged to provide tax services other than completing the annual report, Form 5500 and related schedules, Form 990 and information returns based on information from Calibre's annual audit. However, as part of Calibre's engagement, your assistance may be required in the preparation of filings and notices required by the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, *e.g.*, the Summary Annual Report and other reporting. If any filing extension request is needed, Calibre will timely file such request. In the event Calibre finds it necessary to prepare a separate letter concerning material internal control weaknesses to accompany the filing of Form 5500, Calibre will review such letter in draft with the Board of Trustees prior to the signing and submission of the Form 5500. In the event that the Internal Revenue Service ("IRS") or the U.S. Department of Labor ("DOL") request an audit or examination of the Plan's returns, the Board of Trustees reserves the right to request Calibre to represent it, and if so requested, such representation is not part of Calibre's fee caps for preparation of the annual audit and tax returns.

7. In connection with the preparation and submission of Form 5500, you will coordinate with Associated Administrators to timely apply for all electronic certification and registrations in order to file the Plan's Form 5500 under the DOL's EFAST2 program on a timely basis. Unless otherwise provided in writing, your firm shall be responsible for the completion and submission of Form 5500 and related schedules and will coordinate with the Board of Trustees and Associated Administrators to obtain the necessary signatures. In addition, your office will coordinate with Associated Administrators to submit requests to Plan service providers in order to timely complete preparation and submission of all information needed to complete Form 5500, including, but not limited to, information, including indirect and direct compensation, as may need to be reported on Form 5500 Schedule C.

8. We understand that if your professional guidelines for performing an audit and rendering an unmodified opinion that are known before the audit is commenced require the Plan to undertake any additional recordkeeping or procedural steps from that required of prior years' audits, you shall promptly advise the Board of Trustees, but in no event will you first advise the Board of Trustees after the audit is commenced.

9. While we recognize that your firm's work papers and audit documentation for this engagement are the property of your firm and constitute confidential information, you agree that such work papers and audit documentation will be available for review by the Board of Trustees or its designated representative under the supervision of your personnel. We recognize that you may be requested to make certain of these work papers and audit documentation available to the DOL pursuant to authority given to it by law. However, you will allow access to such work papers and documentation only to the extent required by law and under the supervision of your firm's personnel. Calibre reserves the right to request an execution of a reasonable non-disclosure agreement. To the extent practicable and permitted by law, you will give reasonable advance notice of such request to the Board of Trustees. In addition, you agree that the audited financial statements are our exclusive property for our use, subject to applicable laws and regulations.

10. The Board of Trustees reserves the right to review the arrangement with you on an annual basis, and while your continuing to perform services from year to year is desirable, the Board of Trustees does not guarantee that this relationship will be an ongoing relationship beyond the review of the Plan's financial records and preparation of the Form(s) 5500 and 990 for the year ended December 31, 2020.

11. While we recognize your need to use staff on loan from other CPA firms, we reserve the right to refuse the use of any particular non-Calibre personnel.

12. You agree that you will retain copies of your audit documentation for any period required by law.

If you should have any questions concerning the above matters, please advise.

Yours very truly,

Board of Trustees of the Food Employers
Labor Relations Association & United Food
and Commercial Workers VEBA Fund
(FELRA and UFCW VEBA Fund)

By: _____
Union Trustee

By: _____
Employer Trustee

Joseph M. Herishen, CPA
Calibre CPA Group, PLLC
June 10, 2021
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Accepted and Agreed To:

CalibreCPAGroup, PLLC

By:
Calibre CPA Group, PLLC

cc: Plan Counsel