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Form **990**  
 Department of the Treasury  
 Internal Revenue Service

**Return of Organization Exempt From Income Tax**  
 Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)  
 The organization may have to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0047  
**2009**  
**Open to Public Inspection**

**A For the 2009 calendar year, or tax year beginning 01-01-2009 and ending 12-31-2009**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>Please use IRS label or print or type. See Specific Instructions.</b>	<b>C</b> Name of organization HENNEPIN FACULTY ASSOCIATES	<b>D</b> Employer identification number 41-1461900
		Doing Business As	<b>E</b> Telephone number (612) 347-5000
		Number and street (or P O box if mail is not delivered to street address) Room/suite 914 SOUTH 8TH STREET No 600	<b>G</b> Gross receipts \$ 138,791,903
		City or town, state or country, and ZIP + 4 MINNEAPOLIS, MN 554041228	
<b>F</b> Name and address of principal officer DR DONALD JACOBS 914 SOUTH 8TH STREET No 600 MINNEAPOLIS, MN 554041228		<b>H(a)</b> Is this a group return for affiliates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No <b>H(b)</b> Are all affiliates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list (see instructions) <b>H(c)</b> Group exemption number	
<b>I</b> Tax-exempt status <input checked="" type="checkbox"/> 501(c) ( 3 ) (insert no ) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: www.hfahealth.com			
<b>K</b> Form of organization <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other		<b>L</b> Year of formation 1984	<b>M</b> State of legal domicile MN

**Part I Summary**

<b>Activities &amp; Governance</b>	<b>1</b> Briefly describe the organization's mission or most significant activities HENNEPIN FACULTY ASSOCIATES (HFA) IS AN ACADEMIC MULTISPECIALTY PHYSICIAN GROUP PRACTICING PRIMARILY AT HENNEPIN HEALTHCARE SYSTEM, INC D/B/A/ HENNEPIN COUNTY MEDICAL CENTER (HCMC) HFA IS A MINNESOTA NOT-FOR-PROFIT CORPORATION THAT OPERATES EXCLUSIVELY FOR CHARITABLE, EDUCATIONAL AND SCIENTIFIC PURPOSES		
	<b>2</b> Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets		
	<b>3</b> Number of voting members of the governing body (Part VI, line 1a)	<b>3</b>	24
	<b>4</b> Number of independent voting members of the governing body (Part VI, line 1b)	<b>4</b>	0
	<b>5</b> Total number of employees (Part V, line 2a)	<b>5</b>	941
	<b>6</b> Total number of volunteers (estimate if necessary)	<b>6</b>	0
	<b>7a</b> Total gross unrelated business revenue from Part VIII, column (C), line 12	<b>7a</b>	408,631
<b>b</b> Net unrelated business taxable income from Form 990-T, line 34	<b>7b</b>	44,965	
<b>Revenue</b>	<b>8</b> Contributions and grants (Part VIII, line 1h)	<b>Prior Year</b>	<b>Current Year</b>
	<b>9</b> Program service revenue (Part VIII, line 2g)	24,499,741	27,460,888
	<b>10</b> Investment income (Part VIII, column (A), lines 3, 4, and 7d)	108,720,331	110,773,662
	<b>11</b> Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	344	-6,955
	<b>12</b> Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	571,320	557,353
<b>Expenses</b>	<b>13</b> Grants and similar amounts paid (Part IX, column (A), lines 1-3)	133,791,736	138,784,948
	<b>14</b> Benefits paid to or for members (Part IX, column (A), line 4)		0
	<b>15</b> Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)		0
	<b>16a</b> Professional fundraising fees (Part IX, column (A), line 11e)	113,472,705	116,890,980
	<b>b</b> Total fundraising expenses (Part IX, column (D), line 25) $\rightarrow$ 0		
	<b>17</b> Other expenses (Part IX, column (A), lines 11a-11d, 11f-24f)	22,431,881	22,792,308
	<b>18</b> Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	135,904,586	139,683,288
<b>19</b> Revenue less expenses Subtract line 18 from line 12	-2,112,850	-898,340	
<b>Net Assets or Fund Balances</b>		<b>Beginning of Current Year</b>	<b>End of Year</b>
	<b>20</b> Total assets (Part X, line 16)	34,779,630	33,061,670
	<b>21</b> Total liabilities (Part X, line 26)	21,865,012	19,997,687
<b>22</b> Net assets or fund balances Subtract line 21 from line 20	12,914,618	13,063,983	

**Part II Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge

<b>Sign Here</b>	*****	2010-10-15		
	Signature of officer	Date		
	Lawrence R Fosbury President Type or print name and title			
<b>Paid Preparer's Use Only</b>	Preparer's signature	Date	Check if self-employed <input type="checkbox"/>	Preparer's identifying number (see instructions)
	Firm's name (or yours if self-employed), address, and ZIP + 4	RSM MCGLADREY INC 801 NICOLLET AVENUE SUITE 1100 MINNEAPOLIS, MN 55402		EIN
				Phone no (612) 573-8750

May the IRS discuss this return with the preparer shown above? (see instructions)  Yes  No

**Part III Statement of Program Service Accomplishments**

**1** Briefly describe the organization's mission

HFA IS DEDICATED TO (I) PROVIDING THE HIGHEST QUALITY OF PATIENT CARE POSSIBLE BY MEETING THE EXPECTATIONS OF THE COMMUNITY AND ALL PATIENTS COMING TO HENNEPIN COUNTY MEDICAL CENTER (HCMC) FOR DIGNIFIED, HUMANE AND SUPERIOR MEDICAL SERVICES, (II) CONTINUING THE PHYSICIAN EDUCATION AND RESEARCH PROGRAMS AT HCMC, AND (III) CONTINUING THE CLOSE AFFILIATION OF HCMC AND ITS PHYSICIAN FACULTY WITH A STRONG ACADEMIC BASE

**2** Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?  Yes  No

If "Yes," describe these new services on Schedule O

**3** Did the organization cease conducting, or make significant changes in how it conducts, any program services?  Yes  No

If "Yes," describe these changes on Schedule O

**4** Describe the exempt purpose achievements for each of the organization's three largest program services by expenses Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

**4a** (Code ) (Expenses \$ 110,402,269 including grants of \$ ) (Revenue \$ 99,884,797 )

PATIENT CARE - HFA PHYSICIANS FORM THE MEDICAL STAFF AND FACULTY OF HENNEPIN COUNTY MEDICAL CENTER (HCMC), A NATIONALLY RECOGNIZED ACADEMIC MEDICAL CENTER AND PUBLIC HOSPITAL SERVING MINNESOTA AND THE REGION HCMC IS MINNESOTA'S PREMIER LEVEL 1 TRAUMA CENTER WITH MANY NATIONALLY RECOGNIZED SPECIALTIES HFA PHYSICIANS ARE DEDICATED TO PROVIDING THE HIGHEST QUALITY OF PATIENT CARE TO ALL PATIENTS INCLUDING LOW-INCOME, THE UNINSURED AND VULNERABLE POPULATIONS IN 2009 TOTAL GROSS CHARGES, NET OF SUBSEQUENT REIMBURSEMENT, FORGONE FOR SERVICES PROVIDED UNDER HFA'S UNCOMPENSATED CARE (CHARITY CARE) POLICY WERE APPROXIMATELY \$11,947,000 OUR PHYSICIANS CARED FOR PATIENTS AT HCMC WITH APPROXIMATELY 125,000 PATIENT DAYS AND 102,270 EMERGENCY VISITS IN 2009 NEARLY 400 PHYSICIANS, DENTISTS AND OTHER HEALTH PROFESSIONALS CARED FOR PATIENTS IN PRIVATE, ACCREDITED CLINICS AND CENTERS IN MINNEAPOLIS, ITS SUBURBS, GREATER MINNESOTA AND WESTERN WISCONSIN WE WELCOMED MORE THAN 24,000 CHILDREN AND ADULTS THIS YEAR TO OUR HFA CLINICS FOR GENERAL AND SPECIALIZED CARE WITH APPROXIMATELY 350,000 CLINIC VISITS IN ADDITION TO PRIMARY CARE PHYSICIANS IN INTERNAL MEDICINE, PEDIATRICS AND GERIATRICS, WE HAVE PHYSICIANS IN EVERY MEDICAL SPECIALTY TO PROVIDE THE EXPERT CARE PATIENTS NEED

**4b** (Code ) (Expenses \$ 3,487,461 including grants of \$ ) (Revenue \$ 3,487,461 )

TEACHING - WE TRAINED NEW DOCTORS IN OUR CLINICS AND THE HOSPITAL PREPARING APPROXIMATELY 292 RESIDENT PHYSICIANS FOR CAREERS IN MANY FIELDS OF MEDICINE HFA PHYSICIANS SERVE AS FACULTY AND MOST HOLD ACADEMIC APPOINTMENTS AT THE UNIVERSITY OF MINNESOTA MEDICAL SCHOOL, WHERE MANY HAVE ACHIEVED DISTINCTION AND HAVE BEEN RECOGNIZED BY STUDENTS AND PEERS ALIKE FOR THEIR OUTSTANDING SKILLS AS TEACHERS HCMC CURRENTLY OFFERS EIGHT FREE-STANDING RESIDENCY PROGRAMS THAT PROVIDE RESIDENT PHYSICIANS WITH CLINICAL EXPERIENCE IN SERVING A BROAD MIX OF PATIENTS FROM DIVERSE CULTURAL AND SOCIO-ECONOMIC BACKGROUNDS THE AMOUNTS REFLECTED REPRESENT THE EXPENSES AND CONTRACTED REVENUE RECEIVED FROM HCMC FOR PROGRAM AND ASSOCIATE PROGRAM DIRECTORS THE REVENUES AND EXPENSES ASSOCIATED WITH THE DAY-TO-DAY TRAINING AND SUPERVISION OF RESIDENTS ARE DIFFICULT TO SEPARATE FROM PATIENT CARE SERVICES AND THUS INCLUDED IN 4A ABOVE

**4c** (Code ) (Expenses \$ 2,943,095 including grants of \$ ) (Revenue \$ 4,393,678 )

MEDICAL RESEARCH - RESEARCH ACTIVITIES ON OUR CAMPUS ARE CONDUCTED THROUGH THE MINNEAPOLIS MEDICAL RESEARCH FOUNDATION (MMRF), A RELATED 501(C)(3) CORPORATION HFA PHYSICIANS CONTRIBUTED APPROXIMATELY 33,300 RESEARCH HOURS TO MMRF IN 2009 THERE ARE ACTIVE RESEARCH PROGRAMS IN TRAUMA, ALTERNATIVE MEDICINE, CANCER, CLINICAL OUTCOMES, CHRONIC FATIGUE SYNDROME, CHILDREN'S ISSUES, DIABETES AND METABOLISM, FOODS FOR WELL-BEING, HEART DISEASE, HIV/AIDS, KIDNEY DISEASE, LIVER AND GASTROINTESTINAL DISEASE, ORGAN TRANSPLANTATION, SLEEP DISORDERS, SMOKING CESSATION AND WOMEN'S HEALTH

**4d** Other program services (Describe in Schedule O ) **See also Additional Data for Description**  
(Expenses \$ 4,393,678 including grants of \$ ) (Revenue \$ 3,007,726 )

**4e Total program service expenses** \$ 121,226,503

Part IV Checklist of Required Schedules

Table with 3 main columns: Question number, Question text, and Yes/No response columns. Rows include questions 1 through 20 regarding organizational requirements and financial reporting.

**Part IV Checklist of Required Schedules** *(continued)*

<b>21</b>	Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II . . . . .</i>	<b>21</b>		No
<b>22</b>	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III . . . . .</i>	<b>22</b>		No
<b>23</b>	Did the organization answer "Yes" to Part VII, Section A, questions 3, 4, or 5, about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J . . . . .</i>	<b>23</b>	Yes	
<b>24a</b>	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer questions 24b-24d and complete Schedule K. If "No," go to line 25 . . . . .</i>	<b>24a</b>		No
<b>b</b>	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception? . . . . .	<b>24b</b>		
<b>c</b>	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds? . . . . .	<b>24c</b>		
<b>d</b>	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year? . . . . .	<b>24d</b>		
<b>25a</b>	<b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I . . . . .</i>	<b>25a</b>		No
<b>b</b>	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I . . . . .</i>	<b>25b</b>		No
<b>26</b>	Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II . . . . .</i>	<b>26</b>		No
<b>27</b>	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor, or a grant selection committee member, or to a person related to such an individual? <i>If "Yes," complete Schedule L, Part III . . . . .</i>	<b>27</b>		No
<b>28</b>	Was the organization a party to a business transaction with one of the following parties? (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
<b>a</b>	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>	<b>28a</b>		No
<b>b</b>	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>	<b>28b</b>		No
<b>c</b>	An entity of which a current or former officer, director, trustee, or key employee of the organization (or a family member) was an officer, director, trustee, or owner? <i>If "Yes," complete Schedule L, Part IV . . . . .</i>	<b>28c</b>		No
<b>29</b>	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M . . . . .</i>	<b>29</b>		No
<b>30</b>	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M . . . . .</i>	<b>30</b>		No
<b>31</b>	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I . . . . .</i>	<b>31</b>		No
<b>32</b>	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II . . . . .</i>	<b>32</b>		No
<b>33</b>	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I . . . . .</i>	<b>33</b>		No
<b>34</b>	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Parts II, III, IV, and V, line 1 . . . . .</i>	<b>34</b>	Yes	
<b>35</b>	Is any related organization a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2 . . . . .</i>	<b>35</b>	Yes	
<b>36</b>	<b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2 . . . . .</i>	<b>36</b>		No
<b>37</b>	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI . . . . .</i>	<b>37</b>		No
<b>38</b>	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O . . . . .	<b>38</b>	Yes	

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

		Yes	No
<b>1a</b>	Enter the number reported in Box 3 of Form 1096, <i>Annual Summary and Transmittal of U.S. Information Returns</i> . Enter -0- if not applicable . . . . .		
	<b>1a</b> 51		
<b>b</b>	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable . . . . .		
	<b>1b</b> 0		
<b>c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners? . . . . .		
	<b>1c</b>		
<b>2a</b>	Enter the number of employees reported on Form W-3, <i>Transmittal of Wage and Tax Statements</i> filed for the calendar year ending with or within the year covered by this return . . . . .		
	<b>2a</b> 941		
<b>b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note:</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file this return (see instructions) . . . . .	Yes	
	<b>2b</b>		
<b>3a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year covered by this return? . . . . .	Yes	
	<b>3a</b>		
<b>b</b>	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O . . . . .	Yes	
	<b>3b</b>		
<b>4a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)? . . . . .		No
	<b>4a</b>		
<b>b</b>	If "Yes," enter the name of the foreign country: _____ See the instructions for exceptions and filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts . . . . .		
	<b>4b</b>		
<b>5a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . . . . .		No
	<b>5a</b>		
<b>b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction? . . . . .		No
	<b>5b</b>		
<b>c</b>	If "Yes" to line 5a or 5b, did the organization file Form 8886-T, Disclosure by Tax-Exempt Entity Regarding Prohibited Tax Shelter Transaction? . . . . .		
	<b>5c</b>		
<b>6a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible? . . . . .		No
	<b>6a</b>		
<b>b</b>	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible? . . . . .		
	<b>6b</b>		
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor? . . . . .		No
	<b>7a</b>		
<b>b</b>	If "Yes," did the organization notify the donor of the value of the goods or services provided? . . . . .		
	<b>7b</b>		
<b>c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282? . . . . .		No
	<b>7c</b>		
<b>d</b>	If "Yes," indicate the number of Forms 8282 filed during the year . . . . .		
	<b>7d</b>		
<b>e</b>	Did the organization, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .		No
	<b>7e</b>		
<b>f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .		No
	<b>7f</b>		
<b>g</b>	For all contributions of qualified intellectual property, did the organization file Form 8899 as required? . . . . .		
	<b>7g</b>		
<b>h</b>	For contributions of cars, boats, airplanes, and other vehicles, did the organization file a Form 1098-C as required? . . . . .		
	<b>7h</b>		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year? . . . . .		
	<b>8</b>		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>a</b>	Did the organization make any taxable distributions under section 4966? . . . . .		
	<b>9a</b>		
<b>b</b>	Did the organization make a distribution to a donor, donor advisor, or related person? . . . . .		
	<b>9b</b>		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>a</b>	Initiation fees and capital contributions included on Part VIII, line 12 . . . . .	<b>10a</b>	
<b>b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities . . . . .	<b>10b</b>	
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter		
<b>a</b>	Gross income from members or shareholders . . . . .	<b>11a</b>	
<b>b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them) . . . . .	<b>11b</b>	
<b>12a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041? . . . . .	<b>12a</b>	
<b>b</b>	If "Yes," enter the amount of tax-exempt interest received or accrued during the year . . . . .	<b>12b</b>	

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Section A. Governing Body and Management

Table with 3 columns: Question, Yes, No. Rows include: 1a Enter the number of voting members of the governing body (24); 1b Enter the number of voting members that are independent (0); 2 Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee? (No); 3 Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person? (No); 4 Did the organization make any significant changes to its organizational documents since the prior Form 990 was filed? (No); 5 Did the organization become aware during the year of a material diversion of the organization's assets? (No); 6 Does the organization have members or stockholders? (Yes); 7a Does the organization have members, stockholders, or other persons who may elect one or more members of the governing body? (Yes); 7b Are any decisions of the governing body subject to approval by members, stockholders, or other persons? (Yes); 8 Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following: 8a The governing body? (Yes); 8b Each committee with authority to act on behalf of the governing body? (Yes); 9 Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O (No).

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

Table with 3 columns: Question, Yes, No. Rows include: 10a Does the organization have local chapters, branches, or affiliates? (No); 10b If "Yes," does the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with those of the organization?; 11 Has the organization provided a copy of this Form 990 to all members of its governing body before filing the form? (Yes); 11A Describe in Schedule O the process, if any, used by the organization to review the Form 990; 12a Does the organization have a written conflict of interest policy? If "No," go to line 13 (Yes); 12b Are officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts? (Yes); 12c Does the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this is done (Yes); 13 Does the organization have a written whistleblower policy? (Yes); 14 Does the organization have a written document retention and destruction policy? (Yes); 15 Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision? 15a The organization's CEO, Executive Director, or top management official (Yes); 15b Other officers or key employees of the organization (Yes); 16a Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year? (Yes); 16b If "Yes," has the organization adopted a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements? (No).

Section C. Disclosure

Table with 2 columns: Question, Answer. Rows include: 17 List the States with which a copy of this Form 990 is required to be filed (MN); 18 Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply: Own website, Another's website, Upon request (checked); 19 Describe in Schedule O whether (and if so, how), the organization makes its governing documents, conflict of interest policy, and financial statements available to the public. See Additional Data Table; 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization (MR RAY SAILER VP CONTROLLER, 914 S 8TH ST S-600, MINNEAPOLIS, MN 554041228, (612) 347-5110).



<b>1b Total</b>	12,732,090	0	1,738,443
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**2** Total number of individuals (including but not limited to those listed above) who received more than \$100,000 in reportable compensation from the organization **▶**300

	Yes	No
<b>3</b> Did the organization list any <b>former</b> officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		No
<b>4</b> For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	Yes	
<b>5</b> Did any person listed on line 1a receive or accrue compensation from any unrelated organization for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		No

**Section B. Independent Contractors**

**1** Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization

(A) Name and business address	(B) Description of services	(C) Compensation
PROSOURCE BILLING INC PO BOX 67 SAUK RAPIDS, MN 56479	COLLECTIONS	1,216,734
university of mn physicians 720 WASHINGTON AVE SE MINNEAPOLIS, MN 55414	PHYSICIAN SERVICES	1,135,032
JC CHRISTENSEN AND ASSOC INC 215 N BENTON DR SAUK RAPIDS, MN 56379	COLLECTIONS	457,221
SELECT TRANSCRIPTION INC 11040 183rd circle elk river, MN 55330	TRANSCRIPTION SERVICES	362,670
NEUROSURGICAL ASSOCIATES LTD 800 E 28TH ST MPLS, MN 55407	PHYSICIAN SERVICES	339,753

**2** Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **▶**12

**Part VIII Statement of Revenue**

			(A)	(B)	(C)	(D)	
			Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
<b>Contributions, gifts, grants and other similar amounts</b>	<b>1a</b>	Federated campaigns . . . . . <b>1a</b>					
	<b>b</b>	Membership dues . . . . . <b>1b</b>					
	<b>c</b>	Fundraising events . . . . . <b>1c</b>					
	<b>d</b>	Related organizations . . . . . <b>1d</b>					
	<b>e</b>	Government grants (contributions) <b>1e</b>	27,460,888				
	<b>f</b>	All other contributions, gifts, grants, and similar amounts not included above <b>1f</b>					
	<b>g</b>	Noncash contributions included in lines 1a-1f \$ _____					
	<b>h</b>	<b>Total.</b> Add lines 1a-1f . . . . . ▶	27,460,888				
<b>Program Service Revenue</b>			Business Code				
	<b>2a</b>	MEDICAL PROFESSIONAL S _____	621,500	84,343,148	84,063,232	279,916	
	<b>b</b>	CONTRACT REVENUE _____	621,500	17,680,404	17,599,427	80,977	
	<b>c</b>	FEES FROM GOVT AGENCI _____	900,099	6,542,193	6,542,193		
	<b>d</b>	MMRF OCCUPANCY _____	900,099	1,262,425	1,262,425		
	<b>e</b>	PARKING RAMP _____	812,930	945,492	897,754	47,738	
	<b>f</b>	All other program service revenue _____					
<b>g</b>	<b>Total.</b> Add lines 2a-2f . . . . . ▶		110,773,662				
<b>Other Revenue</b>	<b>3</b>	Investment income (including dividends, interest and other similar amounts) . . . . . ▶					
	<b>4</b>	Income from investment of tax-exempt bond proceeds . . . ▶					
	<b>5</b>	Royalties . . . . . ▶					
	<b>6a</b>	(i) Real		(ii) Personal			
			Gross Rents	557,353			
		<b>b</b>	Less rental expenses				
		<b>c</b>	Rental income or (loss)	557,353			
	<b>d</b>	<b>Net rental income or (loss)</b> . . . . . ▶		557,353		557,353	
	<b>7a</b>	(i) Securities		(ii) Other			
			Gross amount from sales of assets other than inventory				
		<b>b</b>	Less cost or other basis and sales expenses		6,955		
		<b>c</b>	Gain or (loss)		-6,955		
<b>d</b>	<b>Net gain or (loss)</b> . . . . . ▶		-6,955		-6,955		
<b>8a</b>	Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c) See Part IV, line 18 . . . . . <b>a</b>						
<b>b</b>	Less direct expenses . . . . . <b>b</b>						
<b>c</b>	<b>Net income or (loss) from fundraising events</b> . . . ▶						
<b>9a</b>	Gross income from gaming activities See Part IV, line 19 . . . . . <b>a</b>						
<b>b</b>	Less direct expenses . . . . . <b>b</b>						
<b>c</b>	<b>Net income or (loss) from gaming activities</b> . . . ▶						
<b>10a</b>	Gross sales of inventory, less returns and allowances . . . <b>a</b>						
<b>b</b>	Less cost of goods sold . . . <b>b</b>						
<b>c</b>	<b>Net income or (loss) from sales of inventory</b> . . . ▶						
		Business Code					
<b>11a</b>	Miscellaneous Revenue _____						
<b>b</b>	_____						
<b>c</b>	_____						
<b>d</b>	All other revenue . . . . .						
<b>e</b>	<b>Total.</b> Add lines 11a-11d . . . . . ▶						
<b>12</b>	<b>Total revenue.</b> See Instructions . . . . . ▶		138,784,948	110,365,031	408,631	550,398	

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns.

All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D).

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
<b>1</b>	Grants and other assistance to governments and organizations in the U S See Part IV, line 21				
<b>2</b>	Grants and other assistance to individuals in the U S See Part IV, line 22				
<b>3</b>	Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
<b>4</b>	Benefits paid to or for members				
<b>5</b>	Compensation of current officers, directors, trustees, and key employees . . . . .	8,516,865	7,380,307	1,136,558	
<b>6</b>	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B) . . . . .				
<b>7</b>	Other salaries and wages	85,738,772	76,568,105	9,170,667	
<b>8</b>	Pension plan contributions (include section 401(k) and section 403(b) employer contributions) . . . . .	8,931,912	8,227,219	704,693	
<b>9</b>	Other employee benefits . . . . .	8,635,439	6,964,833	1,670,606	
<b>10</b>	Payroll taxes . . . . .	5,067,992	4,468,391	599,601	
<b>11</b>	Fees for services (non-employees)				
<b>a</b>	Management . . . . .				
<b>b</b>	Legal . . . . .	227,436	11,115	216,321	
<b>c</b>	Accounting . . . . .	61,776		61,776	
<b>d</b>	Lobbying . . . . .				
<b>e</b>	Professional fundraising See Part IV, line 17 . . . . .				
<b>f</b>	Investment management fees . . . . .				
<b>g</b>	Other . . . . .	7,722,361	5,305,961	2,416,400	
<b>12</b>	Advertising and promotion . . . . .	125,111	17,696	107,415	
<b>13</b>	Office expenses . . . . .	3,418,131	3,082,666	335,465	
<b>14</b>	Information technology . . . . .	647,029	186,092	460,937	
<b>15</b>	Royalties . . . . .				
<b>16</b>	Occupancy . . . . .	2,970,217	2,513,363	456,854	
<b>17</b>	Travel . . . . .	437,860	421,894	15,966	
<b>18</b>	Payments of travel or entertainment expenses for any federal, state, or local public officials . . . . .				
<b>19</b>	Conferences, conventions, and meetings . . . . .	248,815	239,813	9,002	
<b>20</b>	Interest . . . . .	1,223	1,223		
<b>21</b>	Payments to affiliates . . . . .	323,091	145,604	177,487	
<b>22</b>	Depreciation, depletion, and amortization . . . . .	1,735,238	1,187,101	548,137	
<b>23</b>	Insurance . . . . .	1,540,592	1,506,436	34,156	
<b>24</b>	Other expenses Itemize expenses not covered above (Expenses grouped together and labeled miscellaneous may not exceed 5% of total expenses shown on line 25 below )				
<b>a</b>	mncare tax	1,292,802	1,292,802		
<b>b</b>	MAINTENANCE CONTRACTS	655,560	540,075	115,485	
<b>c</b>	DUES & SUBSCRIPTIONS	622,948	593,489	29,459	
<b>d</b>	PARKING	442,223	370,988	71,235	
<b>e</b>	miscellaneous expenses	169,495	89,351	80,144	
<b>f</b>	All other expenses	150,400	111,979	38,421	
<b>25</b>	<b>Total functional expenses.</b> Add lines 1 through 24f	139,683,288	121,226,503	18,456,785	0
<b>26</b>	<b>Joint costs.</b> Check here <input type="checkbox"/> if following SOP 98-2 Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation				

**Part X Balance Sheet**

		(A)		(B)
		Beginning of year		End of year
<b>Assets</b>	<b>1</b> Cash—non-interest-bearing . . . . .			<b>1</b>
	<b>2</b> Savings and temporary cash investments . . . . .	10,598,228		<b>2</b> 8,307,359
	<b>3</b> Pledges and grants receivable, net . . . . .			<b>3</b>
	<b>4</b> Accounts receivable, net . . . . .	11,059,254		<b>4</b> 11,675,541
	<b>5</b> Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L . . . . .			<b>5</b>
	<b>6</b> Receivables from other disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B). Complete Part II of Schedule L . . . . .			<b>6</b>
	<b>7</b> Notes and loans receivable, net . . . . .			<b>7</b>
	<b>8</b> Inventories for sale or use . . . . .			<b>8</b>
	<b>9</b> Prepaid expenses and deferred charges . . . . .	299,932		<b>9</b> 997,064
	<b>10a</b> Land, buildings, and equipment cost or other basis. Complete Part VI of Schedule D . . . . .		6,363,868	
	<b>b</b> Less accumulated depreciation . . . . .		966,265	
	<b>11</b> Investments—publicly traded securities . . . . .	3,302,928		<b>11</b> 4,297,440
	<b>12</b> Investments—other securities. See Part IV, line 11 . . . . .			<b>12</b>
	<b>13</b> Investments—program-related. See Part IV, line 11 . . . . .			<b>13</b>
	<b>14</b> Intangible assets . . . . .			<b>14</b>
	<b>15</b> Other assets. See Part IV, line 11 . . . . .	3,155,420		<b>15</b> 2,386,663
<b>16</b> <b>Total assets.</b> Add lines 1 through 15 (must equal line 34) . . . . .	34,779,630		<b>16</b> 33,061,670	
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .	16,261,648		<b>17</b> 15,875,127
	<b>18</b> Grants payable . . . . .			<b>18</b>
	<b>19</b> Deferred revenue . . . . .			<b>19</b>
	<b>20</b> Tax-exempt bond liabilities . . . . .			<b>20</b>
	<b>21</b> Escrow or custodial account liability. Complete Part IV of Schedule D . . . . .			<b>21</b>
	<b>22</b> Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L . . . . .			<b>22</b>
	<b>23</b> Secured mortgages and notes payable to unrelated third parties . . . . .			<b>23</b>
	<b>24</b> Unsecured notes and loans payable to unrelated third parties . . . . .			<b>24</b>
	<b>25</b> Other liabilities. Complete Part X of Schedule D . . . . .	5,603,364		<b>25</b> 4,122,560
	<b>26</b> <b>Total liabilities.</b> Add lines 17 through 25 . . . . .	21,865,012		<b>26</b> 19,997,687
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	<b>27</b> Unrestricted net assets . . . . .	10,945,779		<b>27</b> 10,945,779
	<b>28</b> Temporarily restricted net assets . . . . .	86,162		<b>28</b> 235,527
	<b>29</b> Permanently restricted net assets . . . . .	1,882,677		<b>29</b> 1,882,677
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	<b>30</b> Capital stock or trust principal, or current funds . . . . .			<b>30</b>
	<b>31</b> Paid-in or capital surplus, or land, building or equipment fund . . . . .			<b>31</b>
	<b>32</b> Retained earnings, endowment, accumulated income, or other funds . . . . .			<b>32</b>
<b>33</b> Total net assets or fund balances . . . . .	12,914,618		<b>33</b> 13,063,983	
<b>34</b> Total liabilities and net assets/fund balances . . . . .	34,779,630		<b>34</b> 33,061,670	

**Part XI Financial Statements and Reporting**

		Yes	No
<b>1</b>	Accounting method used to prepare the Form 990 <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
<b>2a</b>	Were the organization's financial statements compiled or reviewed by an independent accountant? . . .		No
<b>2b</b>	Were the organization's financial statements audited by an independent accountant? . . . . .	Yes	
<b>2c</b>	If "Yes," to 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O . . . .	Yes	
<b>2d</b>	If "Yes" to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a consolidated basis, separate basis, or both <input checked="" type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separated basis		
<b>3a</b>	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133? . . . . .		No
<b>3b</b>	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits . . .		

**SCHEDULE A**  
(Form 990 or 990EZ)

**Public Charity Status and Public Support**

OMB No 1545-0047

**2009**

**Open to Public Inspection**

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Department of the Treasury  
Internal Revenue Service

Name of the organization  
HENNEPIN FACULTY ASSOCIATES

Employer identification number

41-1461900

**Part I Reason for Public Charity Status** (All organizations must complete this part.) See instructions

The organization is not a private foundation because it is (For lines 1 through 11, check only one box )

- 1  A church, convention of churches, or association of churches **section 170(b)(1)(A)(i).**
- 2  A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E )
- 3  A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4  A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state
  
- 5  An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II )
- 6  A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7  An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 8  A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II )
- 9  An organization that normally receives (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III )
- 10  An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11  An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h  
 a  Type I      b  Type II      c  Type III - Functionally integrated      d  Type III - Other
- e  By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f  If the organization received a written determination from the IRS that it is a Type I, Type II or Type III supporting organization, check this box
- g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?  
 (i) a person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the the supported organization?  
 (ii) a family member of a person described in (i) above?  
 (iii) a 35% controlled entity of a person described in (i) or (ii) above?
- h Provide the following information about the supported organization(s)

	Yes	No
<b>11g(i)</b>		
<b>11g(ii)</b>		
<b>11g(iii)</b>		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of support?
			Yes	No	Yes	No	Yes	No	
<b>Total</b>									

**Part II Support Schedule for Organizations Described in IRC 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)**  
 (Complete only if you checked the box on line 5, 7, or 8 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
<b>2</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>3</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>4 Total.</b> Add lines 1 through 3						
<b>5</b> The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
<b>6 Public Support.</b> Subtract line 5 from line 4						

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>7</b> Amounts from line 4						
<b>8</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
<b>9</b> Net income from unrelated business activities, whether or not the business is regularly carried on						
<b>10</b> Other income (Explain in Part IV.) Do not include gain or loss from the sale of capital assets						
<b>11 Total support</b> (Add lines 7 through 10)						

**12** Gross receipts from related activities, etc (See instructions) 12

**13 First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

**14** Public Support Percentage for 2009 (line 6 column (f) divided by line 11 column (f)) 14

**15** Public Support Percentage for 2008 Schedule A, Part II, line 14 15

**16a 33 1/3% support test—2009.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

**b 33 1/3% support test—2008.** If the organization did not check the box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization

**17a 10%-facts-and-circumstances test—2009.** If the organization did not check a box on line 13, 16a, or 16b and line 14 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

**b 10%-facts-and-circumstances test—2008.** If the organization did not check a box on line 13, 16a, 16b, or 17a and line 15 is 10% or more, and if the organization meets the "facts and circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts and circumstances" test. The organization qualifies as a publicly supported organization

**18 Private Foundation** If the organization did not check a box on line 13, 16a, 16b, 17a or 17b, check this box and see instructions

**Part III Support Schedule for Organizations Described in IRC 509(a)(2)**

(Complete only if you checked the box on line 9 of Part I.)

**Section A. Public Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>1</b> Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	20,192,986	21,679,079	21,878,278	24,499,741	27,460,888	115,710,972
<b>2</b> Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	95,349,396	97,512,374	99,521,524	108,265,476	110,365,031	511,013,801
<b>3</b> Gross receipts from activities that are not an unrelated trade or business under section 513						
<b>4</b> Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
<b>5</b> The value of services or facilities furnished by a governmental unit to the organization without charge						
<b>6 Total.</b> Add lines 1 through 5	115,542,382	119,191,453	121,399,802	132,765,217	137,825,919	626,724,773
<b>7a</b> Amounts included on lines 1, 2, and 3 received from disqualified persons						0
<b>b</b> Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year	2,972,287	3,932,431	3,808,953	3,855,785	5,154,344	19,723,800
<b>c</b> Add lines 7a and 7b	2,972,287	3,932,431	3,808,953	3,855,785	5,154,344	19,723,800
<b>8 Public Support</b> (Subtract line 7c from line 6)						607,000,973

**Section B. Total Support**

Calendar year (or fiscal year beginning in)	(a) 2005	(b) 2006	(c) 2007	(d) 2008	(e) 2009	(f) Total
<b>9</b> Amounts from line 6	115,542,382	119,191,453	121,399,802	132,765,217	137,825,919	626,724,773
<b>10a</b> Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	1,295,236	1,603,354	1,818,719	571,320	550,398	5,839,027
<b>b</b> Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
<b>c</b> Add lines 10a and 10b	1,295,236	1,603,354	1,818,719	571,320	550,398	5,839,027
<b>11</b> Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on	404,609	513,994	438,069	454,855	408,631	2,220,158
<b>12</b> Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
<b>13 Total support</b> (Add lines 9, 10c, 11 and 12)	117,242,227	121,308,801	123,656,590	133,791,392	138,784,948	634,783,958

**14 First Five Years** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and **stop here**

**Section C. Computation of Public Support Percentage**

<b>15</b> Public Support Percentage for 2009 (line 8 column (f) divided by line 13 column (f))	<b>15</b>	95.620 %
<b>16</b> Public support percentage from 2008 Schedule A, Part III, line 15	<b>16</b>	95.800 %

**Section D. Computation of Investment Income Percentage**

<b>17</b> Investment income percentage for <b>2009</b> (line 10c column (f) divided by line 13 column (f))	<b>17</b>	0.920 %
<b>18</b> Investment income percentage from <b>2008</b> Schedule A, Part III, line 17	<b>18</b>	1.000 %

**19a 33 1/3% support tests—2009.** If the organization did not check the box on line 14, and line 15 is more than 33 1/3% and line 17 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**b 33 1/3% support tests—2008.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and **stop here**. The organization qualifies as a publicly supported organization

**20 Private Foundation** If the organization did not check a box on line 14, 19a or 19b, check this box and see instructions

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**Part IV** **Supplemental Information.** Supplemental Information. Complete this part to provide the explanation required by Part II, line 10; Part II, line 17a or 17b; or Part III, line 12. Provide any other additional information. See instructions

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SCHEDULE D (Form 990)

OMB No 1545-0047

Supplemental Financial Statements

2009

Open to Public Inspection

Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11, or 12. Attach to Form 990. See separate instructions.

Department of the Treasury Internal Revenue Service

Name of the organization HENNEPIN FACULTY ASSOCIATES

Employer identification number

41-1461900

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

Table with 2 columns: (a) Donor advised funds, (b) Funds and other accounts. Rows 1-4: Total number at end of year, Aggregate contributions to (during year), Aggregate grants from (during year), Aggregate value at end of year.

- 5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds may be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

- 1 Purpose(s) of conservation easements held by the organization (check all that apply): Preservation of land for public use, Protection of natural habitat, Preservation of open space, Preservation of an historically important land area, Preservation of a certified historic structure.

2 Complete lines 2a-2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

Table with 2 columns: Description, Held at the End of the Year. Rows 2a-2d: Total number of conservation easements, Total acreage restricted by conservation easements, Number of conservation easements on a certified historic structure included in (a), Number of conservation easements included in (c) acquired after 8/17/06.

- 3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the taxable year
4 Number of states where property subject to conservation easement is located
5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?
6 Staff and volunteer hours devoted to monitoring, inspecting and enforcing conservation easements during the year
7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year
8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and 170(h)(4)(B)(ii)?
9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

- 1a If the organization elected, as permitted under SFAS 116, not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items
b If the organization elected, as permitted under SFAS 116, to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items: (i) Revenues included in Form 990, Part VIII, line 1; (ii) Assets included in Form 990, Part X
2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 relating to these items: a Revenues included in Form 990, Part VIII, line 1; b Assets included in Form 990, Part X

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** *(continued)*

**3** Using the organization's accession and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a**  Public exhibition
- b**  Scholarly research
- c**  Preservation for future generations
- d**  Loan or exchange programs
- e**  Other

**4** Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV

**5** During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

**1a** Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

**b** If "Yes," explain the arrangement in Part XIV and complete the following table

	Amount
<b>1c</b> Beginning balance	
<b>1d</b> Additions during the year	
<b>1e</b> Distributions during the year	
<b>1f</b> Ending balance	

**2a** Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

**b** If "Yes," explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current Year	(b) Prior Year	(c) Two Years Back	(d) Three Years Back	(e) Four Years Back
<b>1a</b> Beginning of year balance . . . . .	1,665,397	2,619,123			
<b>b</b> Contributions . . . . .					
<b>c</b> Investment earnings or losses . . . . .	455,806	-815,972			
<b>d</b> Grants or scholarships . . . . .					
<b>e</b> Other expenditures for facilities and programs . . . . .	2,999	137,754			
<b>f</b> Administrative expenses . . . . .					
<b>g</b> End of year balance . . . . .	2,118,204	1,665,397			

**2** Provide the estimated percentage of the year end balance held as

- a** Board designated or quasi-endowment 11 120 %
- b** Permanent endowment 88 880 %
- c** Term endowment %

**3a** Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
<b>(i)</b> unrelated organizations . . . . .	<b>3a(i)</b>	No
<b>(ii)</b> related organizations . . . . .	<b>3a(ii)</b>	No
<b>b</b> If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R? . . . . .	<b>3b</b>	

**4** Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Investments—Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of investment	(a) Cost or other basis (Investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
<b>1a</b> Land . . . . .		326,552		326,552
<b>b</b> Buildings . . . . .		2,529,612	527,971	2,001,641
<b>c</b> Leasehold improvements . . . . .		167,938	61,815	106,123
<b>d</b> Equipment . . . . .		3,339,766	376,479	2,963,287
<b>e</b> Other . . . . .				
<b>Total.</b> Add lines 1a-1e (Column (d) should equal Form 990, Part X, column (B), line 10(c).)				5,397,603



**Part XI Reconciliation of Change in Net Assets from Form 990 to Financial Statements**

<b>1</b>	Total revenue (Form 990, Part VIII, column (A), line 12)	<b>1</b>	138,784,948
<b>2</b>	Total expenses (Form 990, Part IX, column (A), line 25)	<b>2</b>	139,683,288
<b>3</b>	Excess or (deficit) for the year Subtract line 2 from line 1	<b>3</b>	-898,340
<b>4</b>	Net unrealized gains (losses) on investments	<b>4</b>	880,340
<b>5</b>	Donated services and use of facilities	<b>5</b>	
<b>6</b>	Investment expenses	<b>6</b>	
<b>7</b>	Prior period adjustments	<b>7</b>	
<b>8</b>	Other (Describe in Part XIV)	<b>8</b>	167,365
<b>9</b>	Total adjustments (net) Add lines 4 - 8	<b>9</b>	1,047,705
<b>10</b>	Excess or (deficit) for the year per financial statements Combine lines 3 and 9	<b>10</b>	149,365

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

<b>1</b>	Total revenue, gains, and other support per audited financial statements	<b>1</b>	138,809,902
<b>2</b>	Amounts included on line 1 but not on Form 990, Part VIII, line 12		
<b>a</b>	Net unrealized gains on investments	<b>2a</b>	
<b>b</b>	Donated services and use of facilities	<b>2b</b>	
<b>c</b>	Recoveries of prior year grants	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV)	<b>2d</b>	17,999
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	17,999
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	138,791,903
<b>4</b>	Amounts included on Form 990, Part VIII, line 12, but not on line <b>1</b> :		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIV)	<b>4b</b>	-6,955
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	-6,955
<b>5</b>	Total Revenue Add lines <b>3</b> and <b>4c</b> . (This should equal Form 990, Part I, line 12)	<b>5</b>	138,784,948

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

<b>1</b>	Total expenses and losses per audited financial statements	<b>1</b>	139,690,243
<b>2</b>	Amounts included on line 1 but not on Form 990, Part IX, line 25		
<b>a</b>	Donated services and use of facilities	<b>2a</b>	
<b>b</b>	Prior year adjustments	<b>2b</b>	
<b>c</b>	Other losses	<b>2c</b>	
<b>d</b>	Other (Describe in Part XIV)	<b>2d</b>	6,955
<b>e</b>	Add lines <b>2a</b> through <b>2d</b>	<b>2e</b>	6,955
<b>3</b>	Subtract line <b>2e</b> from line <b>1</b>	<b>3</b>	139,683,288
<b>4</b>	Amounts included on Form 990, Part IX, line 25, but not on line <b>1</b> :		
<b>a</b>	Investment expenses not included on Form 990, Part VIII, line 7b	<b>4a</b>	
<b>b</b>	Other (Describe in Part XIV)	<b>4b</b>	
<b>c</b>	Add lines <b>4a</b> and <b>4b</b>	<b>4c</b>	0
<b>5</b>	Total expenses Add lines <b>3</b> and <b>4c</b> . (This should equal Form 990, Part I, line 18)	<b>5</b>	139,683,288

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, Part XI, line 8, Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Identifier	Return Reference	Explanation
Part V, Line 4	Description of Intended Use of Endowment Funds	The Non Medicine/Surgery Endowment provides funding for research projects, the Fink Fund was established to provide financial support to Matthew Fink, the son of a former resident who became severely disabled due to an illness, the Family Assistance Fund provides financial support to eligible employees, members and certain family members of HFA employees who are experiencing a financial hardship due to a death or serious health condition
Part X	Description of Uncertain Tax Positions Under FIN 48	"INCOME TAXES HFA IS A TAX-EXEMPT ORGANIZATION AS DESCRIBED IN SECTION 501(C)(3) OF THE INTERNAL REVENUE CODE AND IS GENERALLY EXEMPT FROM FEDERAL AND STATE INCOME TAXES HFA ADOPTED ASC 740, INCOME TAXES, FOR THE PERIOD ENDED DECEMBER 31, 2009 ASC 740 CLARIFIES THE ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ORGANIZATION'S FINANCIAL STATEMENTS IN ACCORDANCE WITH THE ASC AND PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN ASC 740 IS APPLICABLE FOR EACH tax YEAR WHICH IS OPEN TO EXAMINATION AND ASSESSMENT BY TAXING AUTHORITIES, IN ACCORDANCE WITH STATUTES HFA'S TAX YEARS OPEN TO EXAMINATION AND ASSESSMENT INCLUDE YEARS SUBSEQUENT TO DECEMBER 31, 2005 THE ADOPTION OF ASC 740 DID NOT HAVE A MATERIAL EFFECT ON HFA'S FINANCIAL STATEMENTS "
Part XI, Line 8 - Other Adjustments		Change in temporarily restricted net assets Contribution \$15,000 Investment income \$37,943 and Unrealized gain on investments \$114,422 Total \$167,365
Part XII, Line 2d - Other Adjustments		ASSETS RELEASED FROM RESTRICTION 17999
Part XII, Line 4b - Other Adjustments		Loss on Disposal of Assets -6955
Part XIII, Line 2d - Other Adjustments		Loss on Disposal of Assets 6955

**Schedule J**  
**(Form 990)**

**Compensation Information**

OMB No 1545-0047

**2009**

**Open to Public Inspection**

**For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 23.**

**▶ Attach to Form 990. ▶ See separate instructions.**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**  
HENNEPIN FACULTY ASSOCIATES

**Employer identification number**

41-1461900

**Part I Questions Regarding Compensation**

Yes No

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes in line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all the expenses described above? If "No," complete Part III to explain.

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the organization uses to establish the compensation of the organization's CEO/Executive Director. Check all that apply.

- |  |   |
|--|---|
| <input type="checkbox"/> Compensation committee              | <input type="checkbox"/> Written employment contract                                |
| <input type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization:

**a** Receive a severance payment or change-of-control payment?

**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?

**c** Participate in, or receive payment from, an equity-based compensation arrangement?

If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only 501(c)(3) and 501(c)(4) organizations only must complete lines 5-9.**

**5** For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of:

**a** The organization?

**b** Any related organization?

If "Yes," to line 5a or 5b, describe in Part III.

**6** For persons listed in form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of:

**a** The organization?

**b** Any related organization?

If "Yes," to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III.

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regs. section 53.4958-4(a)(3)? If "Yes," describe in Part III.

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
<b>1b</b>		
<b>2</b>		
<b>4a</b>		No
<b>4b</b>		No
<b>4c</b>		No
<b>5a</b>		No
<b>5b</b>		No
<b>6a</b>		No
<b>6b</b>		No
<b>7</b>	Yes	
<b>8</b>		No
<b>9</b>		



**Part III Supplemental Information**

Complete this part to provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 4c, 5a, 5b, 6a, 6b, 7, and 8. Also complete this part for any additional information.

Identifier	Return Reference	Explanation
	Part I, Line 7	Please see the response to Form 990, Part VI, Section B, line 15 for explanation.

**SCHEDULE O**  
(Form 990)

**Supplemental Information to Form 990**

**Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.**

▶ **Attach to Form 990.**

OMB No 1545-0047

**2009**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**  
HENNEPIN FACULTY ASSOCIATES

**Employer identification number**  
41-1461900

Identifier	Return Reference	Explanation
Form 990, Part VI, Section A, line 6		THE MEMBERSHIP OF HFA IS DEFINED IN THE BY-LAWS AS FOLLOWS THE MEMBERS OF THIS CORPORATION WITH VOTING RIGHTS SHALL CONSIST OF THE PERSONS FROM TIME TO TIME DESIGNATED AS SUCH BY THE BOARD OF DIRECTORS THERE SHALL BE NO LIMIT UPON THE NUMBER OF VOTING MEMBERS OF THIS CORPORATION, BUT EACH VOTING MEMBER SHALL BE LICENSED TO RENDER A KIND OF PROFESSIONAL SERVICE WHICH THIS CORPORATION IS AUTHORIZED TO RENDER PURSUANT TO ANY APPLICABLE LAW ONLY THOSE MEMBERS OF THIS CORPORATION WHO DEVOTE FIFTY PERCENT OR MORE OF THEIR TIME ENGAGED IN PROFESSIONAL ACTIVITIES TO ACTING ON BEHALF OF THIS CORPORATION IN THE DISCHARGE OF THIS CORPORATION'S DUTIES, RESPONSIBILITIES AND FUNCTIONS SHALL BE ELIGIBLE TO VOTE IN THE SELECTION OF DIRECTORS THOSE PROVIDING PROFESSIONAL SERVICES AS DESCRIBED ABOVE CONSTITUTE THE SOLE CLASS OF MEMBERS OF HFA MEMBERS HAVE ONLY VOTING RIGHTS AND HAVE NO ECONOMIC INTERESTS AS MEMBERS OF THE CORPORATION
Form 990, Part VI, Section A, line 7a		THOSE PROVIDING PROFESSIONAL SERVICES AS DESCRIBED IN LINE 6 CONSTITUTE THE SINGLE CLASS OF MEMBERS MEMBERS OF THE ORGANIZATION HAVE THE RIGHT TO VOTE FOR EIGHT DIRECTORS OF THE GOVERNING BODY
Form 990, Part VI, Section A, line 7b		THOSE PROVIDING PROFESSIONAL SERVICES AS DESCRIBED IN LINE 6 CONSTITUTE THE SINGLE CLASS OF MEMBERS MEMBERS OF THE ORGANIZATION HAVE THE RIGHT TO APPROVE ANY AMENDMENTS TO THE CORPORATE BY-LAWS BY LAW, THE MEMBERS' APPROVAL IS ALSO REQUIRED FOR AMENDMENT OF THE ARTICLES OF INCORPORATION, MERGER OR DISSOLUTION OF THE CORPORATION, OR TRANSFER OF SUBSTANTIALLY ALL OF THE CORPORATION'S ASSETS
Form 990, Part VI, Section B, line 11		The Form 990 is prepared and initially examined by the Finance department The Form is then reviewed by the HFA President followed by reviews by both legal counsel and outside auditors Copies of the final form are provided to the Board of Directors prior to filing with the IRS
Form 990, Part VI, Section B, line 12c		The Board's Conflict of Interest Policy is part of an online disclosure process for all HFA members equal to or greater than 0.5 FTE In accordance with Board policies each member physician must disclose 1 Certain financial relationships that could potentially be viewed as conflicts of interest (generally those valued at \$10,000 or more) 2 Non-HFA clinical activity 3 For Board members only, additional disclosures as necessary related to the Board's Conflict of Interest Policy Board members go to an intranet site to access the Board policy to review it, and then they complete the acknowledgement and disclosure online The intranet disclosure site tracks each Board member's response and date-stamps it The Director of Quality reviews submissions to ensure all Board members have completed the disclosure form If a Board member lists a potential conflict of interest, that information is forwarded to the CEO for his review and possible action If the evaluation of an individual's disclosure determines that a conflict of interest exists, an action plan must be developed to manage the conflict and mitigate HFA's and the individual's respective risks The action plan could involve a number of measures, including but not limited to 1 Full disclosure of significant financial conflicts of interest to the appropriate decision-making body(ies) 2 Departmental or divisional oversight/monitoring of the activity 3 Divestiture of the equity share 4 Limited (non-PI) role in a conflicted research study 5 Recusal from the affected activity Restrictions for the member with a conflict of interest would be addressed in the action plan
Form 990, Part VI, Section B, line 15		The Chairman/CEO of HFA is a physician and a full-time administrative employee of HFA His compensation was determined by the Executive Committee of the Board of Directors in 2005 using a compensation and productivity study of physician chief administrators prepared by a national accounting firm His compensation has not changed since that time The deliberations and decisions of the Executive Committee are documented in the minutes of its meetings The President of HFA is a full-time administrative employee of HFA but is not a physician His compensation was determined by the CEO in 2005 based on national market data and his knowledge of the market It was subject to the approval of the Executive Committee His compensation has not changed since that time As previously noted, the deliberations and actions of the Executive Committee are incorporated into the permanent minutes The Senior Vice-President of HFA is a full-time administrative employee and a physician His compensation was also determined by the Executive Committee In addition to his administrative role he occasionally provided patient care for which he received nominal compensation based on the department's compensation plan outlined below Each of HFA's other officers, trustees, and key employees, including those listed in Form 990, Part VII, Section A, line 1a, is a physician who is employed by HFA and is compensated by HFA for full-time professional medical services he or she provided to HFA Some are chiefs of medical or surgical departments and some are not No trustees are compensated for their services as trustees Each physician-trustee is paid a base salary and variable compensation for physician services The base salary for department chiefs is determined by the Executive Committee at the time the physician is appointed as department chief The amount is negotiated and takes into consideration the individual's experience and credentials Base salaries for non-chiefs are determined by the department chief Base salaries are paid from each department's base salary allocation pool, the amount of which is determined in the annual compensation plan, which is approved by the Board of Directors and based on the number of full-time employees in that department, the medical specialties involved, and compensation data from a compensation and productivity study prepared by a national accounting firm The process for determining the amount of variable compensation is determined by each medical or surgical department The amount available for distribution as variable compensation is determined based on direct revenues and direct expenses of the department Each department has its own distribution methodology based on HFA's patient care, teaching and research mission as it applies to that department The variation recognizes the unique attributes of each department in terms of size and patient care, teaching and research responsibilities, and that the incentive system needs to be tailored appropriately All compensation decisions are subject to review by HFA's Compensation Compliance Committee (the "CCC") The CCC is charged by the Board of Directors with ensuring that HFA does not engage in any excess benefit transactions with respect to physician compensation (its charge does not extend to non-physician officers) The CCC is accountable to the HFA Board of Directors and reports at least annually to the Board All processes of the CCC require Board approval Using external market data, the CCC establishes screens that it uses to identify compensation arrangements that it will review in detail Arrangements that are identified by the screens (for example, that exceed the 80th percentile of compensation for the relevant specialty and productivity level as reported by a national survey of large multi-specialty clinics) are reviewed in detail to determine whether the compensation is appropriate in light of local demand for a particular specialty, the physician's productivity, or other special considerations The CCC has the authority to reduce compensation that exceeds the level permitted by its standards The chief of the department has the right to appeal the findings of the CCC to the HFA Executive Committee
Form 990, Part VI, Section C, line 19		The organization does not routinely provide this information but would entertain requests from members of the public
FORM 990, PART VI, SECTION B, LINE 16A		HFA IS CO-OWNER OF A PARKING RAMP USED PRIMARILY BY PATIENTS AND EMPLOYEES

Identifier	Return Reference	Explanation
FORM 990, PART VII	COMPENSATION NOTE	ALL OF THE COMPENSATED DIRECTORS ARE PHYSICIANS AND THEIR COMPENSATION IS RECEIVED IN THAT CAPACITY, NOT AS DIRECTORS



**SCHEDULE R  
(Form 990)**

**Related Organizations and Unrelated Partnerships**

OMB No 1545-0047

**2009**

**Open to Public Inspection**

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 33, 34, 35, 36, or 37.**  
▶ **Attach to Form 990.** ▶ **See separate instructions.**

Department of the Treasury  
Internal Revenue Service

**Name of the organization**  
HENNEPIN FACULTY ASSOCIATES

**Employer identification number**

41-1461900

**Part I Identification of Disregarded Entities** (Complete if the organization answered "Yes" on Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
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**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity
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Minneapolis Medical Research Foundation

914 S 8th St Ste 600

Minneapolis, MN 55404  
41-1677920

HENNEPIN HEALTHCARE SYSTEM INC (HENNEPIN CTY MEDICAL CENTER)

701 Park Ave P1 Finance

Minneapolis, MN 55415  
42-1707837

Medical Research

MN

501(c)(3)

509(a)(1) N/A

Patient Care

MN

501(c)(3)

170(b)(1) (A)(iii) N/A

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?	
							Yes	No		Yes	No

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
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**Part V Transactions With Related Organizations** (Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III or IV

**1** During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of **(i)** interest **(ii)** annuities **(iii)** royalties **(iv)** rent from a controlled entity
- b** Gift, grant, or capital contribution to other organization(s)
- c** Gift, grant, or capital contribution from other organization(s)
- d** Loans or loan guarantees to or for other organization(s)
- e** Loans or loan guarantees by other organization(s)
  
- f** Sale of assets to other organization(s)
- g** Purchase of assets from other organization(s)
- h** Exchange of assets
- i** Lease of facilities, equipment, or other assets to other organization(s)
  
- j** Lease of facilities, equipment, or other assets from other organization(s)
- k** Performance of services or membership or fundraising solicitations for other organization(s)
- l** Performance of services or membership or fundraising solicitations by other organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets
- n** Sharing of paid employees
  
- o** Reimbursement paid to other organization for expenses
- p** Reimbursement paid by other organization for expenses
  
- q** Other transfer of cash or property to other organization(s)
- r** Other transfer of cash or property from other organization(s)

	Yes	No
<b>1a</b>	Yes	
<b>1b</b>	Yes	
<b>1c</b>	Yes	
<b>1d</b>		No
<b>1e</b>		No
<b>1f</b>		No
<b>1g</b>		No
<b>1h</b>		No
<b>1i</b>	Yes	
<b>1j</b>	Yes	
<b>1k</b>	Yes	
<b>1l</b>	Yes	
<b>1m</b>	Yes	
<b>1n</b>	Yes	
<b>1o</b>		No
<b>1p</b>		No
<b>1q</b>		No
<b>1r</b>		No

**2** If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

	(a) Name of other organization	(b) Transaction type(a-r)	(c) Amount involved
<b>(1)</b>	Minneapolis Medical Research Foundation	A	1,262,000
<b>(2)</b>	Minneapolis Medical Research Foundation	B	564,000
<b>(3)</b>	Minneapolis Medical Research Foundation	K	3,415,000
<b>(4)</b>			
<b>(5)</b>			
<b>(6)</b>			

**Part VI Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered "Yes" on Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Are all partners section 501(c)(3) organizations?		(e) Share of end-of-year assets	(f) Disproportionate allocations?		(g) Code V—UBI amount in box 20 of Schedule K-1 (Form 1065)	(h) General or managing partner?	
			Yes	No		Yes	No		Yes	No

# Additional Data

**Software ID:**  
**Software Version:**  
**EIN:** 41-1461900  
**Name:** HENNEPIN FACULTY ASSOCIATES

## Form 990, Part III - 4 Program Service Accomplishments (See the Instructions)

### 4d. Other program services

(Code ) (Expenses \$ 4,393,678 including grants of \$ ) (Revenue \$ 3,007,726 )

ADMINISTRATIVE SERVICE - HFA PROVIDES ADMINISTRATIVE SERVICES TO HENNEPIN COUNTY MEDICAL CENTER (HCMC)  
THESE ADMINISTRATIVE SERVICES ARE ESSENTIAL TO THE OPERATION OF HCMC AND RELIEVE THE BURDENS OF  
GOVERNMENT

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
JOSEPH E CLINTON MD SECRETARY	8 00	X		X				333,730	0	51,537
MICHAEL K POPKIN MD TREASURER	10 00	X		X				306,927	0	51,515
BRUCE J BART MD DIRECTOR	1 00	X						244,628	0	49,856
ALLAN J COLLINS MD DIRECTOR	1 00	X						308,186	0	49,831
EDUARDO COLON MD DIRECTOR	1 00	X						246,094	0	54,163
GRETCHEN S CRARY MD DIRECTOR	1 00	X						315,771	0	53,978
SCOTT F DAVIES MD DIRECTOR	1 00	X						237,546	0	54,107
ANTHONY J DIANGELIS dds DIRECTOR	1 00	X						201,189	0	33,619
KEVIN C ENGEL MD PHYSICIAN	1 00	X						255,967	0	39,416
STEVEN r GOLDSMITH MD DIRECTOR	1 00	X						293,042	0	53,195
WILLIAM G HEEGAARD MD DIRECTOR	1 00	X						320,644	0	54,192
CONRAD IBER MD DIRECTOR	1 00	X						219,995	0	42,541
JULIA JOSEPH-DICAPRIOMD DIRECTOR	1 00	X						220,680	0	30,123
RICHARD F KYLE MD DIRECTOR	1 00	X						413,671	0	50,825
VIRGINIA LUPO MD DIRECTOR	1 00	X						349,770	0	50,649
STEPHEN MACLEOD MD PHYSICIAN	1 00	X						293,806	0	52,095
MARK MAHOWALD MD DIRECTOR	1 00	X						203,585	0	34,049
ARTHUR L NEY MD DIRECTOR	1 00	X						431,361	0	52,815
MARK D ODLAND md DIRECTOR	1 00	X						439,586	0	52,015
JEROME F POTTS MD DIRECTOR	1 00	X						216,269	0	50,176
ROBERT R QUICKEL MD DIRECTOR	1 00	X						396,049	0	50,220
CHAD J RICHARDSON MD PHYSICIAN	1 00	X						426,366	0	50,509
ANDREW H SCHMIDT MD DIRECTOR	1 00	X						444,296	0	54,447
GILBERT J SHIN MD DIRECTOR	1 00	X						517,370	0	52,815
RONALD L SCHUT MD PHYSICIAN	1 00	X						154,435	0	36,299

**Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

(A) Name and Title	(B) Average hours per week	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
MARTIN J STILLMAN MD DIRECTOR	1 00	X						110,185	0	27,653
CHARLES L TRUWIT MD DIRECTOR	1 00	X						623,269	0	54,815
DAVID N WILLIAMS MD DIRECTOR	1 00	X						228,778	0	49,447
DONALD M JACOBS MD CEO	40 00			X				494,981	0	50,797
LAWRENCE R FOSBURY PRESIDENT	40 00			X				344,882	0	49,213
STEVEN P STERNER MD SR VICE PRESIDENT	40 00			X				296,695	0	52,120
TERRY KEIFER MD PHYSICIAN	40 00					X		558,715	0	53,437
BARBARA KNOLL MD PHYSICIAN	40 00					X		557,823	0	38,529
PRATEEK SAHGAL MD PHYSICIAN	40 00					X		554,374	0	50,815
Anthony L Severt MD PHYSICIAN	40 00					X		554,374	0	50,815
CONSTANTIN STARHOOK MD PHYSICIAN	40 00					X		617,051	0	55,815

**Form 990, Part VIII - Statement of Revenue - 2a - 2g Program Service Revenue -**

	<b>Business Code</b>	<b>(A) Total Revenue</b>	<b>(B) Related or Exempt Function Revenue</b>	<b>(C) Unrelated Business Revenue</b>	<b>(D) Revenue Excluded from Tax under IRC 512, 513, or 514</b>
MEDICAL PROFESSIONAL S	621,500	84,343,148	84,063,232	279,916	
CONTRACT REVENUE	621,500	17,680,404	17,599,427	80,977	
FEES FROM GOV'T AGENCI	900,099	6,542,193	6,542,193		
MMRF OCCUPANCY	900,099	1,262,425	1,262,425		
PARKING RAMP	812,930	945,492	897,754	47,738	

**Form 990, Part IX - Statement of Functional Expenses - 24a - 24e Other Expenses**

<i>Do not include amounts reported on line 6b, 8b, 9b, and 10b of Part VIII.</i>	<b>(A) Total expenses</b>	<b>(B) Program service expenses</b>	<b>(C) Management and general expenses</b>	<b>(D) Fundraising expenses</b>
mncare tax	1,292,802	1,292,802		
MAINTENANCE CONTRACTS	655,560	540,075	115,485	
DUES & SUBSCRIPTIONS	622,948	593,489	29,459	
PARKING	442,223	370,988	71,235	
miscellaneous expenses	169,495	89,351	80,144	

**Software ID:**  
**Software Version:**  
**EIN:** 41-1461900  
**Name:** HENNEPIN FACULTY ASSOCIATES

**Form 990, Schedule J, Part II - Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported in prior Form 990 or Form 990-EZ
	(i) Base Compensation	(ii) Bonus & incentive compensation	(iii) Other compensation				
JOSEPH E CLINTON MD	(i) 333,730 (ii) 0	0 0	0 0	31,152 0	20,385 0	385,267 0	0 0
MICHAEL K POPKIN MD	(i) 306,927 (ii) 0	0 0	0 0	31,152 0	20,363 0	358,442 0	0 0
BRUCE J BART MD	(i) 244,628 (ii) 0	0 0	0 0	31,152 0	18,704 0	294,484 0	0 0
ALLAN J COLLINS MD	(i) 308,186 (ii) 0	0 0	0 0	31,152 0	18,679 0	358,017 0	0 0
EDUARDO COLON MD	(i) 246,094 (ii) 0	0 0	0 0	31,152 0	23,011 0	300,257 0	0 0
GRETCHEN S CRARY MD	(i) 315,771 (ii) 0	0 0	0 0	31,152 0	22,826 0	369,749 0	0 0
SCOTT F DAVIES MD	(i) 237,546 (ii) 0	0 0	0 0	31,152 0	22,955 0	291,653 0	0 0
ANTHONY J DIANGELIS dds	(i) 201,189 (ii) 0	0 0	0 0	24,692 0	8,927 0	234,808 0	0 0
KEVIN C ENGEL MD	(i) 255,967 (ii) 0	0 0	0 0	31,152 0	8,264 0	295,383 0	0 0
STEVEN r GOLDSMITH MD	(i) 293,042 (ii) 0	0 0	0 0	31,152 0	22,043 0	346,237 0	0 0
WILLIAM G HEEGAARD MD	(i) 320,644 (ii) 0	0 0	0 0	31,152 0	23,040 0	374,836 0	0 0
CONRAD IBER MD	(i) 219,995 (ii) 0	0 0	0 0	25,072 0	17,469 0	262,536 0	0 0
JULIA JOSEPH-DICAPRIOMD	(i) 220,680 (ii) 0	0 0	0 0	27,428 0	2,695 0	250,803 0	0 0
RICHARD F KYLE MD	(i) 413,671 (ii) 0	0 0	0 0	31,152 0	19,673 0	464,496 0	0 0
VIRGINIA LUPO MD	(i) 349,770 (ii) 0	0 0	0 0	31,152 0	19,497 0	400,419 0	0 0
STEPHEN MACLEOD MD	(i) 293,806 (ii) 0	0 0	0 0	31,152 0	20,943 0	345,901 0	0 0
MARK MAHOWALD MD	(i) 203,585 (ii) 0	0 0	0 0	25,072 0	8,977 0	237,634 0	0 0
ARTHUR L NEY MD	(i) 431,361 (ii) 0	0 0	0 0	31,152 0	21,663 0	484,176 0	0 0
MARK D ODLAND md	(i) 439,586 (ii) 0	0 0	0 0	31,152 0	20,863 0	491,601 0	0 0
JEROME F POTTS MD	(i) 216,269 (ii) 0	0 0	0 0	28,264 0	21,912 0	266,445 0	0 0
ROBERT R QUICKEL MD	(i) 396,049 (ii) 0	0 0	0 0	31,152 0	19,068 0	446,269 0	0 0
CHAD J RICHARDSON MD	(i) 426,366 (ii) 0	0 0	0 0	31,152 0	19,357 0	476,875 0	0 0
ANDREW H SCHMIDT MD	(i) 444,296 (ii) 0	0 0	0 0	31,152 0	23,295 0	498,743 0	0 0
GILBERT J SHIN MD	(i) 517,370 (ii) 0	0 0	0 0	31,152 0	21,663 0	570,185 0	0 0
RONALD L SCHUT MD	(i) 154,435 (ii) 0	0 0	0 0	18,131 0	18,168 0	190,734 0	0 0
CHARLES L TRUWIT MD	(i) 623,269 (ii) 0	0 0	0 0	31,152 0	23,663 0	678,084 0	0 0
DAVID N WILLIAMS MD	(i) 228,778 (ii) 0	0 0	0 0	29,632 0	19,815 0	278,225 0	0 0
DONALD M JACOBS MD	(i) 494,981 (ii) 0	0 0	0 0	31,152 0	19,645 0	545,778 0	0 0
LAWRENCE R FOSBURY	(i) 344,882 (ii) 0	0 0	0 0	31,152 0	18,061 0	394,095 0	0 0
STEVEN P STERNER MD	(i) 296,695 (ii) 0	0 0	0 0	31,152 0	20,968 0	348,815 0	0 0
TERRY KEIFER MD	(i) 558,715 (ii) 0	0 0	0 0	31,152 0	22,285 0	612,152 0	0 0
BARBARA KNOLL MD	(i) 557,823 (ii) 0	0 0	0 0	31,152 0	7,377 0	596,352 0	0 0
PRATEEK SAHGAL MD	(i) 554,374 (ii) 0	0 0	0 0	31,152 0	19,663 0	605,189 0	0 0
Anthony L Severt MD	(i) 554,374 (ii) 0	0 0	0 0	31,152 0	19,663 0	605,189 0	0 0
CONSTANTIN STARHOOK MD	(i) 617,051 (ii) 0	0 0	0 0	31,152 0	24,663 0	672,866 0	0 0