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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 private foundations)

▶ Do not enter Social Security numbers on this form as it may be made public By law, the IRS generally cannot redact the information on the form

▶ Information about Form 990 and its instructions is at www.IRS.gov/form990

OMB No 1545-0047

2013

Open to Public Inspection

A For the 2013 calendar year, or tax year beginning 01-01-2013 , 2013, and ending 12-31-2013

B Check if applicable
- ☐ Address change
- ☐ Name change
- ☐ Initial return
- ☐ Terminated
- ☐ Amended return
- ☐ Application pending

C Name of organization
Brattleboro Retreat

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
1 Anna Marsh Lane

City or town, state or province, country, and ZIP or foreign postal code
Brattleboro, VT 05302

D Employer identification number
03-0107360

E Telephone number
(802) 257-7785

G Gross receipts $ 77,169,689

F Name and address of principal officer
Robert E Simpson Jr
1 Anna Marsh Lane
Brattleboro, VT 05302

H(a) Is this a group return for subordinates? ☐ Yes ☑ No

H(b) Are all subordinates included? ☐ Yes ☐ No
If "No," attach a list (see instructions)

H(c) Group exemption number ▶

I Tax-exempt status ☑ 501(c)(3) ☐ 501(c) ( ) ◀ (insert no) ☐ 4947(a)(1) or ☐ 527

J Website: ▶ www brattlebororetreat org

K Form of organization ☑ Corporation ☐ Trust ☐ Association ☐ Other ▶

L Year of formation 1834

M State of legal domicile VT

Part I Summary

1 Briefly describe the organization's mission or most significant activities
Offering a continuum of care including Inpatient, Partial Hospitalization, Residential and Outpatient Treatment for Children, Adolescents, Adults, and Older Adults throughout the Northeast

2 Check this box ▶ ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets

Activities & Governance

3	Number of voting members of the governing body (Part VI, line 1a)	**3**	11
4	Number of independent voting members of the governing body (Part VI, line 1b)	**4**	10
5	Total number of individuals employed in calendar year 2013 (Part V, line 2a)	**5**	918
6	Total number of volunteers (estimate if necessary)	**6**	0
7a	Total unrelated business revenue from Part VIII, column (C), line 12	**7a**	370,883
b	Net unrelated business taxable income from Form 990-T, line 34	**7b**	-19,275

		Prior Year	Current Year
Revenue **8**	Contributions and grants (Part VIII, line 1h)	2,914,401	3,318,574
9	Program service revenue (Part VIII, line 2g)	53,511,374	59,418,262
10	Investment income (Part VIII, column (A), lines 3, 4, and 7d)	377,706	318,838
11	Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	62,033	156,307
12	Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	56,865,514	63,211,981
Expenses **13**	Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	0
14	Benefits paid to or for members (Part IX, column (A), line 4)	0	0
15	Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	39,305,446	44,986,216
16a	Professional fundraising fees (Part IX, column (A), line 11e)	0	0
b	Total fundraising expenses (Part IX, column (D), line 25) ▶0		
17	Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	15,257,853	13,422,356
18	Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	54,563,299	58,408,572
19	Revenue less expenses Subtract line 18 from line 12	2,302,215	4,803,409

		Beginning of Current Year	End of Year
Net Assets or Fund Balances **20**	Total assets (Part X, line 16)	40,044,107	45,625,285
21	Total liabilities (Part X, line 26)	22,809,631	23,863,523
22	Net assets or fund balances Subtract line 21 from line 20	17,234,476	21,761,762

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

Sign Here

****** | 2014-10-27
Signature of officer | Date

Robert E Simpson Jr President & CEO
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Barbara J McGuan CPA		2014-10-27		P00219457

Firm's name ▶ Berry Dunn McNeil & Parker LLC | Firm's EIN ▶ 01-0523282

Firm's address ▶ PO Box 1100
Portland, ME 041041100 | Phone no (207) 775-2387

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

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III . . . . . ☑

1 Briefly describe the organization's mission

Inspired by the courage of our patients, the Brattleboro Retreat is dedicated to children, adolescents and adults in their pursuit of recovery from mental illness, psychological trauma and addiction We are committed to excellence in treatment, advocacy, education, research and community service We provide hope, healing, safety and privacy through a full continuum of medical and holistic services delivered by expert caregivers in a uniquely restorative Vermont setting

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 organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations 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 $ 48,393,020 including grants of $) (Revenue $ 56,552,501)

Offering a continuum of care including inpatient, partial hospitalization, residential and outpatient treatment for children, adolescents, adults and older adults throughout the Northeast Patient Days Inpatient 36,025, Partial 9,546, Residential 9,912, Outpatient 22,823

4b (Code) (Expenses $ 207,951 including grants of $) (Revenue $ 189,494)

Continuing education program providing up to 30 workshops and seminars throughout the year for Psychiatrists, Physicians, Social Workers, Psychologists, Therapists, Alcohol Counselors, Nurses and Other Healthcare Professionals

4c (Code) (Expenses $ 1,447,151 including grants of $) (Revenue $ 2,326,709)

Vermont accredited school serving children and adolescent inpatients, residential, and partial hospitalization The curriculum meets the educational, clinical and behavioral needs of our students and the requirements of Vermont's educational standards Patient School Days 14,142

4d Other program services (Describe in Schedule O)

(Expenses $ including grants of $) (Revenue $)

4e **Total program service expenses** ▶ 50,048,122

Part IV Checklist of Required Schedules

			Yes	No
1	Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? *If "Yes," complete Schedule A*	1	Yes	
2	Is the organization required to complete *Schedule B, Schedule of Contributors* (see instructions)?	2	Yes	
3	Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? *If "Yes," complete Schedule C, Part I*	3		No
4	**Section 501(c)(3) organizations.** Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? *If "Yes," complete Schedule C, Part II*	4	Yes	
5	Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? *If "Yes," complete Schedule C, Part III*	5		No
6	Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? *If "Yes," complete Schedule D, Part I*	6		No
7	Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? *If "Yes," complete Schedule D, Part II*	7		No
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? *If "Yes," complete Schedule D, Part III*	8		No
9	Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? *If "Yes," complete Schedule D, Part IV*	9		No
10	Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? *If "Yes," complete Schedule D, Part V*	10	Yes	
11	If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable			
a	Did the organization report an amount for land, buildings, and equipment in Part X, line 10? *If "Yes," complete Schedule D, Part VI.*	11a	Yes	
b	Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VII*	11b		No
c	Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part VIII*	11c		No
d	Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? *If "Yes," complete Schedule D, Part IX*	11d		No
e	Did the organization report an amount for other liabilities in Part X, line 25? *If "Yes," complete Schedule D, Part X*	11e	Yes	
f	Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? *If "Yes," complete Schedule D, Part X*	11f		No
12a	Did the organization obtain separate, independent audited financial statements for the tax year? *If "Yes," complete Schedule D, Parts XI and XII*	12a	Yes	
b	Was the organization included in consolidated, independent audited financial statements for the tax year? *If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional*	12b		No
13	Is the organization a school described in section 170(b)(1)(A)(ii)? *If "Yes," complete Schedule E*	13		No
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		No
b	Did the organization have aggregate revenues or expenses of more than $10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at $100,000 or more? *If "Yes," complete Schedule F, Parts I and IV*	14b		No
15	Did the organization report on Part IX, column (A), line 3, more than $5,000 of grants or other assistance to or for any foreign organization? *If "Yes," complete Schedule F, Parts II and IV*	15		No
16	Did the organization report on Part IX, column (A), line 3, more than $5,000 of aggregate grants or other assistance to or for foreign individuals? *If "Yes," complete Schedule F, Parts III and IV*	16		No
17	Did the organization report a total of more than $15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? *If "Yes," complete Schedule G, Part I (see instructions)*	17		No
18	Did the organization report more than $15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? *If "Yes," complete Schedule G, Part II*	18	Yes	
19	Did the organization report more than $15,000 of gross income from gaming activities on Part VIII, line 9a? *If "Yes," complete Schedule G, Part III*	19		No
20a	Did the organization operate one or more hospital facilities? *If "Yes," complete Schedule H*	20a	Yes	
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	Yes	

Part IV Checklist of Required Schedules *(continued)*

21	Did the organization report more than $5,000 of grants or other assistance to any domestic organization or government on Part IX, column (A), line 1? *If "Yes," complete Schedule I, Parts I and II*	**21**		No
22	Did the organization report more than $5,000 of grants or other assistance to individuals in the United States on Part IX, column (A), line 2? *If "Yes," complete Schedule I, Parts I and III*	**22**		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? *If "Yes," complete Schedule J*	**23**	Yes	
24a	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? *If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a*	**24a**	Yes	
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	**24b**		No
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	**24c**		No
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	**24d**		No
25a	**Section 501(c)(3) and 501(c)(4) organizations.** Did the organization engage in an excess benefit transaction with a disqualified person during the year? *If "Yes," complete Schedule L, Part I*	**25a**		No
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? *If "Yes," complete Schedule L, Part I*	**25b**		No
26	Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? *If so, complete Schedule L, Part II*	**26**		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? *If "Yes," complete Schedule L, Part III*	**27**		No
28	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)			
a	A current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28a**		No
b	A family member of a current or former officer, director, trustee, or key employee? *If "Yes," complete Schedule L, Part IV*	**28b**		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? *If "Yes," complete Schedule L, Part IV*	**28c**		No
29	Did the organization receive more than $25,000 in non-cash contributions? *If "Yes," complete Schedule M*	**29**	Yes	
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? *If "Yes," complete Schedule M*	**30**		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? *If "Yes," complete Schedule N, Part I*	**31**		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? *If "Yes," complete Schedule N, Part II*	**32**		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301 7701-2 and 301 7701-3? *If "Yes," complete Schedule R, Part I*	**33**		No
34	Was the organization related to any tax-exempt or taxable entity? *If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1*	**34**		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	**35a**		No
b	If 'Yes' to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? *If "Yes," complete Schedule R, Part V, line 2*	**35b**		
36	**Section 501(c)(3) organizations.** Did the organization make any transfers to an exempt non-charitable related organization? *If "Yes," complete Schedule R, Part V, line 2*	**36**		No
37	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? *If "Yes," complete Schedule R, Part VI*	**37**		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? **Note.** All Form 990 filers are required to complete Schedule O	**38**	Yes	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response or note to any line in this Part V . . . . . ☐

				Yes	No
1a	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable . .	1a	90		
b	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable	1b	0		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	1c		Yes	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return	2a	918		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? **Note.** If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	2b		Yes	
3a	Did the organization have unrelated business gross income of $1,000 or more during the year? . . .	3a		Yes	
b	If "Yes," has it filed a Form 990-T for this year? *If "No" to line 3b, provide an explanation in Schedule O* . . .	3b		Yes	
4a	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)?	4a			No
b	If "Yes," enter the name of the foreign country ▶ _____ See instructions for filing requirements for Form TD F 90-22 1, Report of Foreign Bank and Financial Accounts				
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year? . .	5a			No
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?	5b			No
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?	5c			
6a	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 as charitable contributions? . . .	6a			No
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	6b			
7	**Organizations that may receive deductible contributions under section 170(c).**				
a	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?	7a		Yes	
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	7b		Yes	
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?	7c			No
d	If "Yes," indicate the number of Forms 8282 filed during the year	7d			
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	7e			No
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . .	7f			No
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?	7g			
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?	7h			
8	**Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.** Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?	8			
9	**Sponsoring organizations maintaining donor advised funds.**				
a	Did the organization make any taxable distributions under section 4966?	9a			
b	Did the organization make a distribution to a donor, donor advisor, or related person?	9b			
10	**Section 501(c)(7) organizations.** Enter				
a	Initiation fees and capital contributions included on Part VIII, line 12 . . .	10a			
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities	10b			
11	**Section 501(c)(12) organizations.** Enter				
a	Gross income from members or shareholders	11a			
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)	11b			
12a	**Section 4947(a)(1) non-exempt charitable trusts.** Is the organization filing Form 990 in lieu of Form 1041?	12a			
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year	12b			
13	**Section 501(c)(29) qualified nonprofit health insurance issuers.**				
a	Is the organization licensed to issue qualified health plans in more than one state? **Note.** See the instructions for additional information the organization must report on Schedule O	13a			
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans	13b			
c	Enter the amount of reserves on hand	13c			
14a	Did the organization receive any payments for indoor tanning services during the tax year?	14a			No
b	If "Yes," has it filed a Form 720 to report these payments? *If "No," provide an explanation in Schedule O* . .	14b			

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.*

Check if Schedule O contains a response or note to any line in this Part VI . . . . . ☑

Section A. Governing Body and Management

				Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year	**1a**	11		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O				
b	Enter the number of voting members included in line 1a, above, who are independent	**1b**	10		
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?	**2**			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? .	**3**			No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	**4**			No
5	Did the organization become aware during the year of a significant diversion of the organization's assets? .	**5**			No
6	Did the organization have members or stockholders?	**6**			No
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	**7a**			No
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	**7b**			No
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	**8a**		Yes	
b	Each committee with authority to act on behalf of the governing body?	**8b**		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*	**9**			No

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

			Yes	No
10a	Did the organization have local chapters, branches, or affiliates?	**10a**		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?	**10b**		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	**11a**	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990			
12a	Did the organization have a written conflict of interest policy? *If "No," go to line 13*	**12a**	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	**12b**	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? *If "Yes," describe in Schedule O how this was done*	**12c**	Yes	
13	Did the organization have a written whistleblower policy?	**13**	Yes	
14	Did the organization have a written document retention and destruction policy?	**14**		No
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?			
a	The organization's CEO, Executive Director, or top management official	**15a**	Yes	
b	Other officers or key employees of the organization	**15b**	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)			
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?	**16a**	Yes	
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?	**16b**		No

Section C. Disclosure

17 List the States with which a copy of this Form 990 is required to be filed ▶ VT

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 made these available Check all that apply

☐ Own website ☐ Another's website ☑ Upon request ☐ Other (explain in Schedule O)

19 Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization

▶ Lisa Dixon 1 Anna Marsh Lane
Brattleboro, VT 05301 (802) 258-4312

Part VII Compensation of Officers, Directors,Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response or note to any line in this Part VII . . . . . ☐

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee "
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than $100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, or highest compensated employees who received more than $100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than $10,000 of reportable compensation from the organization and any related organizations

List persons in the following order individual trustees or directors, institutional trustees, officers, key employees, highest compensated employees, and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
(1) Bette Abrams Board Secretary	1 00	X		X				0	0	0
(2) Jeffrey Morse Board Chair	1 00	X		X				0	0	0
(3) Mary Faucher Trustee	1 00	X						0	0	0
(4) Michael Sarsynski Trustee	1 00	X						0	0	0
(5) Robert Simpson Jr President & CEO	40 00	X		X				445,304	0	41,200
(6) Tammy Richards Assistant Secretary	1 00	X		X				0	0	0
(7) Tonia Wheeler Trustee	1 00	X						0	0	0
(8) Patricia O'Donnell Trustee	1 00	X						0	0	0
(9) David Dunn Trustee	1 00	X						0	0	0
(10) Daniel Normandeau Trustee	1 00	X						0	0	0
(11) Elizabeth Catlin Trustee	1 00	X						0	0	0
(12) John Blaha Sr VP Finance & CFO	40 00			X				194,041	0	20,589
(13) Frederick Engstrom Chief Medical Officer	40 00					X		250,976	0	26,291
(14) Robyn Ostrander Senior Medical Director	40 00					X		247,374	0	28,723
(15) Timothy Rowland Physician	40 00					X		215,612	0	27,873
(16) Joseph T Smith Physician	40 00					X		231,009	0	22,026
(17) Karl Jeffries Physician	40 00					X		230,681	0	1,689

Part VII **Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees** *(continued)*

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(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			
1b **Sub-Total** . . . . . ▶										
c **Total from continuation sheets to Part VII, Section A** . . . . ▶										
d **Total (add lines 1b and 1c)** . . . . . ▶								1,814,997	0	168,391

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 of reportable compensation from the organization ▶ 9

			Yes	No
3	Did the organization list any **former** officer, director or trustee, key employee, or highest compensated employee on line 1a? *If "Yes," complete Schedule J for such individual*	**3**		No
4	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? *If "Yes," complete Schedule J for such individual*	**4**	Yes	
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? *If "Yes," complete Schedule J for such person*	**5**		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 Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
Sodexo 153 Second Avenue Waltham MA 02254	Cafe/Dietary/Housekeeping	2,883,217
HP Cummings PO Box 269 Woodsville NH 03785	Construction	2,063,553
GPI Construction 436 Canal St Brattleboro VT 05301	Construction	1,361,473
Locumtenenscom PO Box 405547 Atlanta GA 30384	Contract Labor	1,217,902
Netsmart Technologies PO Box 823519 Philadelphia PA 19182	Electronic Medical Record Vendor	520,284
2 Total number of independent contractors (including but not limited to those listed above) who received more than $100,000 of compensation from the organization ▶ 17		

Part VIII Statement of Revenue

Check if Schedule O contains a response or note to any line in this Part VIII . . . . . ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512-514
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns	1a				
	b	Membership dues	1b				
	c	Fundraising events	1c	73,398			
	d	Related organizations	1d				
	e	Government grants (contributions)	1e	2,743,317			
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	501,859			
	g	Noncash contributions included in lines 1a-1f $		339,668			
	h	**Total.** Add lines 1a-1f			3,318,574		
Program Service Revenue			Business Code				
	2a	Patient Service Revenue	900099		56,270,164	56,270,164	
	b	Miscellaneous	900099		1,498,770	1,498,770	
	c	MSO Revenue	621300		925,504	925,504	
	d	Daycare	624410		441,527		370,883	70,644
	e	Conference Revenue	611710		189,494	189,494	
	f	All other program service revenue			92,803	92,803	
	g	**Total.** Add lines 2a–2f			59,418,262		
	3	Investment income (including dividends, interest, and other similar amounts)			375,236			375,236
	4	Income from investment of tax-exempt bond proceeds						
	5	Royalties						
			(i) Real	(ii) Personal				
	6a	Gross rents	242,115					
	b	Less rental expenses	170,184					
	c	Rental income or (loss)	71,931					
	d	Net rental income or (loss)			71,931			71,931
			(i) Securities	(ii) Other				
	7a	Gross amount from sales of assets other than inventory	13,696,110					
	b	Less cost or other basis and sales expenses	13,752,508					
	c	Gain or (loss)	-56,398					
	d	Net gain or (loss)			-56,398			-56,398
Other Revenue	8a	Gross income from fundraising events (not including $ 73,398 of contributions reported on line 1c) See Part IV, line 18	a	27,423				
	b	Less direct expenses	b	35,016				
	c	Net income or (loss) from fundraising events			-7,593			-7,593
	9a	Gross income from gaming activities See Part IV, line 19	a					
	b	Less direct expenses	b					
	c	Net income or (loss) from gaming activities						
	10a	Gross sales of inventory, less returns and allowances	a					
	b	Less cost of goods sold	b					
	c	Net income or (loss) from sales of inventory						
		Miscellaneous Revenue		Business Code				
	11a	Joint venture earnings		900099	91,969	91,969		
	b							
	c							
	d	All other revenue						
	e	**Total.** Add lines 11a–11d			91,969			
	12	**Total revenue.** See Instructions			63,211,981	59,068,704	370,883	453,820

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)

Check if Schedule O contains a response or note to any line in this Part IX . . . . . ☐

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
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21				
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	701,134		701,134	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	33,598,409	30,791,526	2,806,883	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	816,709	766,221	50,488	
9 Other employee benefits	7,443,158	6,294,339	1,148,819	
10 Payroll taxes	2,426,806	2,154,356	272,450	
11 Fees for services (non-employees)				
a Management				
b Legal	461,224		461,224	
c Accounting	102,260		102,260	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	39,373		39,373	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	4,544,921	3,445,061	1,099,860	
12 Advertising and promotion	247,404	247,404		
13 Office expenses	356,272	65,644	290,628	
14 Information technology				
15 Royalties . .				
16 Occupancy	1,002,475	1,002,475		
17 Travel	125,136	47,459	77,677	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings				
20 Interest	350,264	350,264		
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	1,605,965	1,605,965		
23 Insurance	498,478	498,478		
24 Other expenses Itemize expenses not covered above (List miscellaneous expenses in line 24e If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a Provider Tax	900,881	900,881		
b Medical Supplies	833,081	833,081		
c Miscellaneous	559,645	189,569	370,076	
d Meals	485,431	406,794	78,637	
e All other expenses	1,309,546	448,605	860,941	
25 **Total functional expenses.** Add lines 1 through 24e	58,408,572	50,048,122	8,360,450	0
26 **Joint costs.** Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here ▶ ☐ if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response or note to any line in this Part X . . . . . ☐

				(A) Beginning of year		(B) End of year
Assets	1	Cash–non-interest-bearing		178,462	1	312,962
	2	Savings and temporary cash investments		1,485,505	2	295,442
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		8,323,567	4	10,731,668
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L			5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L			6	
	7	Notes and loans receivable, net			7	
	8	Inventories for sale or use		137,985	8	138,259
	9	Prepaid expenses and deferred charges		298,975	9	502,484
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 50,284,371			
	b	Less accumulated depreciation	10b 28,997,406	18,342,807	10c	21,286,965
	11	Investments—publicly traded securities		10,444,192	11	11,230,693
	12	Investments—other securities See Part IV, line 11			12	
	13	Investments—program-related See Part IV, line 11			13	
	14	Intangible assets			14	
	15	Other assets See Part IV, line 11		832,614	15	1,126,812
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		40,044,107	16	45,625,285
Liabilities	17	Accounts payable and accrued expenses		5,952,682	17	6,087,970
	18	Grants payable			18	
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities		11,255,000	20	11,210,000
	21	Escrow or custodial account liability Complete Part IV of Schedule D			21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L			22	
	23	Secured mortgages and notes payable to unrelated third parties		4,349,677	23	3,797,802
	24	Unsecured notes and loans payable to unrelated third parties		0	24	1,829,884
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D		1,252,272	25	937,867
	26	**Total liabilities.** Add lines 17 through 25		22,809,631	26	23,863,523
Net Assets or Fund Balances		**Organizations that follow SFAS 117 (ASC 958), check here ▶ ☑ and complete lines 27 through 29, and lines 33 and 34.**				
	27	Unrestricted net assets		16,984,027	27	21,446,599
	28	Temporarily restricted net assets		155,294	28	174,491
	29	Permanently restricted net assets		95,155	29	140,672
		Organizations that do not follow SFAS 117 (ASC 958), check here ▶ ☐ and complete lines 30 through 34.				
	30	Capital stock or trust principal, or current funds			30	
	31	Paid-in or capital surplus, or land, building or equipment fund			31	
	32	Retained earnings, endowment, accumulated income, or other funds			32	
	33	Total net assets or fund balances		17,234,476	33	21,761,762
	34	Total liabilities and net assets/fund balances		40,044,107	34	45,625,285

Part XI Reconcilliation of Net Assets

Check if Schedule O contains a response or note to any line in this Part XI . . . . . ☐

1	Total revenue (must equal Part VIII, column (A), line 12)	1	63,211,981
2	Total expenses (must equal Part IX, column (A), line 25)	2	58,408,572
3	Revenue less expenses Subtract line 2 from line 1	3	4,803,409
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	17,234,476
5	Net unrealized gains (losses) on investments	5	-276,123
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	21,761,762

Part XII Financial Statements and Reporting

Check if Schedule O contains a response or note to any line in this Part XII . . . . . ☑

			Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☑ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O			
2a	Were the organization's financial statements compiled or reviewed by an independent accountant?	2a		No
	If 'Yes,' check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
b	Were the organization's financial statements audited by an independent accountant?	2b	Yes	
	If 'Yes,' check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☑ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis			
c	If "Yes," to line 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?	2c	Yes	
	If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O			
3a	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?	3a		No
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	3b		

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SCHEDULE A (Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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.**
▶ **Information about Schedule A (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Brattleboro Retreat

Employer identification number
03-0107360

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 described in **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 - Non-functionally integrated

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?

	Yes	No
(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 supported organization? **11g(i)**		
(ii) A family member of a person described in (i) above? **11g(ii)**		
(iii) A 35% controlled entity of a person described in (i) or (ii) above? **11g(iii)**		

h Provide the following information about the supported organization(s)

(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 monetary support
			Yes	**No**	**Yes**	**No**	**Yes**	**No**	
Total									

Part II **Support Schedule for Organizations Described in Sections 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 or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 **Total.** Add lines 1 through 3						
5 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)						
6 **Public support.** Subtract line 5 from line 4						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 **Total support** (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 2013 (line 6, column (f) divided by line 11, column (f)) **14**

15 Public support percentage for 2012 Schedule A, Part II, line 14 **15**

16a **33 1/3% support test—2013.** 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—2012.** If the organization did not check a 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—2013.** 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—2012.** 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 Section 509(a)(2)**
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants ")						
2 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						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5						
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
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						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6)						

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) 2013	(f) Total
9 Amounts from line 6						
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
13 **Total support.** (Add lines 9, 10c, 11, and 12)						

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

15	Public support percentage for 2013 (line 8, column (f) divided by line 13, column (f))	15	
16	Public support percentage from 2012 Schedule A, Part III, line 15	16	

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2013** (line 10c, column (f) divided by line 13, column (f))	17	
18	Investment income percentage from **2012** Schedule A, Part III, line 17	18	

19a **33 1/3% support tests—2013.** 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—2012.** 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 ▶☐

Part IV **Supplemental Information.** Provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test		
Return Reference	Explanation	

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SCHEDULE C (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527

▶ Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.
▶ See separate instructions. ▶ Information about Schedule C (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

If the organization answered "Yes" to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered "Yes" to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered "Yes" to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization	Employer identification number
Brattleboro Retreat	03-0107360

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1 Provide a description of the organization's direct and indirect political campaign activities in Part IV

2 Political expenditures ▶ $ _____

3 Volunteer hours _____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ $ _____

2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ $ _____

3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year? ☐ Yes ☐ No

4a Was a correction made? ☐ Yes ☐ No

b If "Yes," describe in Part IV

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ $ _____

2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ $ _____

3 Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b ▶ $ _____

4 Did the filing organization file **Form 1120-POL** for this year? ☐ Yes ☐ No

5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV

(a) Name	**(b)** Address	**(c)** EIN	**(d)** Amount paid from filing organization's funds If none, enter -0-	**(e)** Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A **Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

A Check ▶ ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)

B Check ▶ ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)	(a) Filing organization's totals	(b) Affiliated group totals
1a Total lobbying expenditures to influence public opinion (grass roots lobbying)		
b Total lobbying expenditures to influence a legislative body (direct lobbying)		
c Total lobbying expenditures (add lines 1a and 1b)		
d Other exempt purpose expenditures		
e Total exempt purpose expenditures (add lines 1c and 1d)		
f Lobbying nontaxable amount Enter the amount from the following table in both columns		
g Grassroots nontaxable amount (enter 25% of line 1f)		
h Subtract line 1g from line 1a If zero or less, enter -0-		
i Subtract line 1f from line 1c If zero or less, enter -0-		

If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:
Not over $500,000	20% of the amount on line 1e
Over $500,000 but not over $1,000,000	$100,000 plus 15% of the excess over $500,000
Over $1,000,000 but not over $1,500,000	$175,000 plus 10% of the excess over $1,000,000
Over $1,500,000 but not over $17,000,000	$225,000 plus 5% of the excess over $1,500,000
Over $17,000,000	$1,000,000

j If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year? ☐ Yes ☐ No

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period — Calendar year (or fiscal year beginning in)	(a) 2010	(b) 2011	(c) 2012	(d) 2013	(e) Total
2a Lobbying nontaxable amount					
b Lobbying ceiling amount (150% of line 2a, column(e))					
c Total lobbying expenditures					
d Grassroots nontaxable amount					
e Grassroots ceiling amount (150% of line 2d, column (e))					
f Grassroots lobbying expenditures					

Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a) Yes	(a) No	(b) Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?		No	
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?	Yes		
c	Media advertisements?		No	
d	Mailings to members, legislators, or the public?		No	
e	Publications, or published or broadcast statements?		No	
f	Grants to other organizations for lobbying purposes?		No	
g	Direct contact with legislators, their staffs, government officials, or a legislative body?		No	
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?		No	
i	Other activities?	Yes		13,387
j	Total Add lines 1c through 1i			13,387
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?		No	
b	If "Yes," enter the amount of any tax incurred under section 4912			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

			Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1		
2	Did the organization make only in-house lobbying expenditures of $2,000 or less?	2		
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3		

Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures **(do not include amounts of political expenses for which the section 527(f) tax was paid).**		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV Supplemental Information

Provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1 Also, complete this part for any additional information

Return Reference	Explanation
Part II-B, Line 1	Line 1b relates to a portion of MSO VP's salary in the amount of 15,508 Line 1j includes the portion of AHA and VAHHS dues related to lobbying

Part IV Supplemental Information *(continued)*

Return Reference	Explanation

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SCHEDULE D (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

▶ Complete if the organization answered "Yes," to Form 990, Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
▶ Attach to Form 990. ▶ See separate instructions. ▶ Information about Schedule D (Form 990) and its instructions is at *www.irs.gov/form990*.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Brattleboro Retreat

Employer identification number
03-0107360

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.

		(a) Donor advised funds	(b) Funds and other accounts
1	Total number at end of year		
2	Aggregate contributions to (during year)		
3	Aggregate grants from (during year)		
4	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? ☐ Yes ☐ No

6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can 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? ☐ Yes ☐ No

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 (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☐ Preservation of a certified historic structure
☐ Preservation of open space

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

		Held at the End of the Year
a	Total number of conservation easements	2a
b	Total acreage restricted by conservation easements	2b
c	Number of conservation easements on a certified historic structure included in (a)	2c
d	Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax 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? ☐ Yes ☐ No

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 section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, 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 (ASC 958), 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 XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), 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 (ASC 958) 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 acquisition, 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 XIII

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 XIII and complete the following table

		Amount
c	Beginning balance	1c
d	Additions during the year	1d
e	Distributions during the year	1e
f	Ending balance	1f

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

b If "Yes," explain the arrangement in Part XIII Check here if the explanation has been provided in Part XIII . . . . . ☐

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

		(a) Current year	(b) Prior year	b (c) Two years back	(d) Three years back	(e) Four years back
1a	Beginning of year balance	10,940,589	11,804,134	10,524,393	9,351,252	11,583,990
b	Contributions				750,000	
c	Net investment earnings, gains, and losses	492,713	436,455	1,279,741	423,141	192,262
d	Grants or scholarships					
e	Other expenditures for facilities and programs	188,885	1,300,000			2,425,000
f	Administrative expenses					
g	End of year balance	11,244,417	10,940,589	11,804,134	10,524,393	9,351,252

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶ 100 000 %
- b Permanent endowment ▶
- c Temporarily restricted endowment ▶

The percentages in lines 2a, 2b, and 2c should equal 100%

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

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

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

Part VI Land, Buildings, and Equipment. Complete if the organization answered 'Yes' to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land		120,033		120,033
b Buildings		39,634,216	21,983,258	17,650,958
c Leasehold improvements				
d Equipment		7,820,204	5,699,462	2,120,742
e Other		2,709,918	1,314,686	1,395,232
Total. Add lines 1a through 1e *(Column (d) must equal Form 990, Part X, column (B), line 10(c).)* ▶				21,286,965

Part VII **Investments—Other Securities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
Other		
Total. *(Column (b) must equal Form 990, Part X, col (B) line 12)* ▶		

Part VIII **Investments—Program Related.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation Cost or end-of-year market value
Total. *(Column (b) must equal Form 990, Part X, col (B) line 13)* ▶		

Part IX **Other Assets.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11d See Form 990, Part X, line 15

(a) Description	(b) Book value
Total. *(Column (b) must equal Form 990, Part X, col.(B) line 15.)* . . . . . ▶	

Part X **Other Liabilities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

1 (a) Description of liability	(b) Book value
Federal income taxes	
Bank Overdraft	434,244
Deferred Compensation Obligation	125,894
Estimated Third Party Settlements	377,729
Total. *(Column (b) must equal Form 990, Part X, col (B) line 25)* ▶	937,867

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740) Check here if the text of the footnote has been provided in Part XIII ☐

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements			1	63,141,058
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	-276,123		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	205,200		
e	Add lines **2a** through **2d**			2e	-70,923
3	Subtract line **2e** from line **1**			3	63,211,981
4	Amounts included on Form 990, Part VIII, line 12, but not on line **1**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total revenue Add lines **3** and **4c.** (This must equal Form 990, Part I, line 12)			5	63,211,981

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return. Complete if the organization answered 'Yes' to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements			1	58,613,772
2	Amounts included on line 1 but not on Form 990, Part IX, line 25				
a	Donated services and use of facilities	2a			
b	Prior year adjustments	2b			
c	Other losses	2c			
d	Other (Describe in Part XIII)	2d	205,200		
e	Add lines **2a** through **2d**			2e	205,200
3	Subtract line **2e** from line **1**			3	58,408,572
4	Amounts included on Form 990, Part IX, line 25, but not on line **1:**				
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a			
b	Other (Describe in Part XIII)	4b			
c	Add lines **4a** and **4b**			4c	0
5	Total expenses Add lines **3** and **4c.** (This must equal Form 990, Part I, line 18)			5	58,408,572

Part XIII Supplemental Information

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, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b Also complete this part to provide any additional information

Return Reference	Explanation
Part V, Line 4	These funds consist of assets held by a trustee under an indenture agreement and funds set aside by the Board for capital improvements, over which the Board retains control and may, at its discretion, use for other purposes such as short-term operating needs
Part XI, Line 2d - Other Adjustments	Rental Expenses 170,184 Fundraising Expenses 35,016
Part XII, Line 2d - Other Adjustments	Rental Expenses 170,184 Fundraising Expenses 35,016

Part XIII Supplemental Information *(continued)*

Return Reference	Explanation

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SCHEDULE G (Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than $15,000 on Form 990-EZ, line 6a.

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

▶ **Information about Schedule G (Form 990 or 990-EZ) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Brattleboro Retreat

Employer identification number
03-0107360

Part I **Fundraising Activities.** Complete if the organization answered "Yes" to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities Check all that apply

- **a** ☐ Mail solicitations
- **b** ☐ Internet and email solicitations
- **c** ☐ Phone solicitations
- **d** ☐ In-person solicitations
- **e** ☐ Solicitation of non-government grants
- **f** ☐ Solicitation of government grants
- **g** ☐ Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ **Yes** ☐ **No**

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least $5,000 by the organization

	(i) Name and address of individual or entity (fundraiser)	**(ii)** Activity	**(iii)** Did fundraiser have custody or control of contributions? Yes	No	**(iv)** Gross receipts from activity	**(v)** Amount paid to (or retained by) fundraiser listed in col **(i)**	**(vi)** Amount paid to (or retained by) organization
1							
2							
3							
4							
5							
6							
7							
8							
9							
10							
Total . . . . . ▶							

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

Part II **Fundraising Events.** Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than $15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than $5,000.

		(a) Event #1 Golf Tournament (event type)	(b) Event #2 Ride for Heroes (event type)	(c) Other events 1 (total number)	(d) Total events (add col (a) through col (c))
Revenue	1 Gross receipts	52,904	11,067	36,850	100,821
	2 Less Contributions	42,100	9,298	22,000	73,398
	3 Gross income (line 1 minus line 2)	10,804	1,769	14,850	27,423
Direct Expenses	4 Cash prizes	0			
	5 Noncash prizes	3,972	2,044	0	6,016
	6 Rent/facility costs	6,926	0	3,679	10,605
	7 Food and beverages	4,974	1,500	5,423	11,897
	8 Entertainment		706	1,800	2,506
	9 Other direct expenses	1,061	241	2,690	3,992
	10 Direct expense summary Add lines 4 through 9 in column (d) ▶				(35,016)
	11 Net income summary Subtract line 10 from line 3, column (d) ▶				-7,593

Part III **Gaming.** Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than $15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1 Gross revenue				
Direct Expenses	2 Cash prizes				
	3 Non-cash prizes				
	4 Rent/facility costs				
	5 Other direct expenses				
	6 Volunteer labor	☐ Yes % ☐ No	☐ Yes % ☐ No	☐ Yes % ☐ No	
	7 Direct expense summary Add lines 2 through 5 in column (d) ▶				
	8 Net gaming income summary Subtract line 7 from line 1, column (d) ▶				

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

11

Does the organization operate gaming activities with nonmembers? . . . . . ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? . . . . . ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a	The organization's facility	13a	%
b	An outside facility	13b	%

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶ .....

Address ▶ .....

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? . . . . . ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ $ _____ and the amount of gaming revenue retained by the third party ▶ $ _____

c If "Yes," enter name and address of the third party

Name ▶ .....

Address ▶ .....

16 Gaming manager information

Name ▶ .....

Gaming manager compensation ▶ $ .....

Description of services provided ▶ .....

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? . . . . . ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ $

Part IV Supplemental Information. Provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Return Reference	Explanation

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SCHEDULE H (Form 990)

Department of the Treasury
Internal Revenue Service

Hospitals

▶ Complete if the organization answered "Yes" to Form 990, Part IV, question 20.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule H (Form 990) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Brattleboro Retreat

Employer identification number
03-0107360

Part I Financial Assistance and Certain Other Community Benefits at Cost

			Yes	No
1a	Did the organization have a financial assistance policy during the tax year? If "No," skip to question 6a	1a	Yes	
b	If "Yes," was it a written policy?	1b	Yes	
2	If the organization had multiple hospital facilities, indicate which of the following best describes application of the financial assistance policy to its various hospital facilities during the tax year ☐ Applied uniformly to all hospital facilities ☐ Applied uniformly to most hospital facilities ☐ Generally tailored to individual hospital facilities			
3	Answer the following based on the financial assistance eligibility criteria that applied to the largest number of the organization's patients during the tax year			
a	Did the organization use Federal Poverty Guidelines (FPG) as a factor in determining eligibility for providing *free* care? If "Yes," indicate which of the following was the FPG family income limit for eligibility for *free* care ☐ 100% ☐ 150% ☑ 200% ☐ Other _____ %	3a	Yes	
b	Did the organization use FPG as a factor in determining eligibility for providing *discounted* care? If "Yes," indicate which of the following was the family income limit for eligibility for discounted care ☐ 200% ☐ 250% ☑ 300% ☐ 350% ☐ 400% ☐ Other _____ %	3b	Yes	
c	If the organization used factors other than FPG in determining eligibility, describe in Part VI the income based criteria for determining eligibility for free or discounted care Include in the description whether the organization used an asset test or other threshold, regardless of income, as a factor in determining eligibility for free or discounted care			
4	Did the organization's financial assistance policy that applied to the largest number of its patients during the tax year provide for free or discounted care to the "medically indigent"?	4	Yes	
5a	Did the organization budget amounts for free or discounted care provided under its financial assistance policy during the tax year?	5a	Yes	
b	If "Yes," did the organization's financial assistance expenses exceed the budgeted amount?	5b	Yes	
c	If "Yes" to line 5b, as a result of budget considerations, was the organization unable to provide free or discounted care to a patient who was eligibile for free or discounted care?	5c		No
6a	Did the organization prepare a community benefit report during the tax year?	6a	Yes	
b	If "Yes," did the organization make it available to the public?	6b	Yes	
	Complete the following table using the worksheets provided in the Schedule H instructions Do not submit these worksheets with the Schedule H			

7 Financial Assistance and Certain Other Community Benefits at Cost

Financial Assistance and Means-Tested Government Programs	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community benefit expense	(d) Direct offsetting revenue	(e) Net community benefit expense	(f) Percent of total expense
a Financial Assistance at cost (from Worksheet 1)			53,975		53,975	0 090 %
b Medicaid (from Worksheet 3, column a)			26,900,974	26,310,584	590,390	1 010 %
c Costs of other means-tested government programs (from Worksheet 3, column b)						
d **Total** Financial Assistance and Means-Tested Government Programs			26,954,949	26,310,584	644,365	1 100 %
Other Benefits						
e Community health improvement services and community benefit operations (from Worksheet 4)			80,908		80,908	0 140 %
f Health professions education (from Worksheet 5)			186,736		186,736	0 320 %
g Subsidized health services (from Worksheet 6)			7,010,283	4,224,020	2,786,263	4 770 %
h Research (from Worksheet 7)						
i Cash and in-kind contributions for community benefit (from Worksheet 8)			60,639		60,639	0 100 %
j **Total.** Other Benefits			7,338,566	4,224,020	3,114,546	5 330 %
k **Total.** Add lines 7d and 7j			34,293,515	30,534,604	3,758,911	6 430 %

Part II Community Building Activities Complete this table if the organization conducted any community building activities during the tax year, and describe in Part VI how its community building activities promoted the health of the communities it serves.

	(a) Number of activities or programs (optional)	(b) Persons served (optional)	(c) Total community building expense	(d) Direct offsetting revenue	(e) Net community building expense	(f) Percent of total expense
1 Physical improvements and housing						
2 Economic development						
3 Community support			3,128		3,128	0 010 %
4 Environmental improvements						
5 Leadership development and training for community members						
6 Coalition building						
7 Community health improvement advocacy						
8 Workforce development						
9 Other						
10 **Total**			3,128		3,128	0 010 %

Part III Bad Debt, Medicare, & Collection Practices

Section A. Bad Debt Expense

			Yes	No
1	Did the organization report bad debt expense in accordance with Heathcare Financial Management Association Statement No 15?	1	Yes	
2	Enter the amount of the organization's bad debt expense Explain in Part VI the methodology used by the organization to estimate this amount	2 665,205		
3	Enter the estimated amount of the organization's bad debt expense attributable to patients eligible under the organization's financial assistance policy Explain in Part VI the methodology used by the organization to estimate this amount and the rationale, if any, for including this portion of bad debt as community benefit	3		
4	Provide in Part VI the text of the footnote to the organization's financial statements that describes bad debt expense or the page number on which this footnote is contained in the attached financial statements			

Section B. Medicare

5	Enter total revenue received from Medicare (including DSH and IME)	5	8,560,705
6	Enter Medicare allowable costs of care relating to payments on line 5	6	11,860,775
7	Subtract line 6 from line 5 This is the surplus (or shortfall)	7	-3,300,070
8	Describe in Part VI the extent to which any shortfall reported in line 7 should be treated as community benefit Also describe in Part VI the costing methodology or source used to determine the amount reported on line 6 Check the box that describes the method used		

☐ Cost accounting system ☑ Cost to charge ratio ☐ Other

Section C. Collection Practices

9a	Did the organization have a written debt collection policy during the tax year?	9a	Yes	
b	If "Yes," did the organization's collection policy that applied to the largest number of its patients during the tax year contain provisions on the collection practices to be followed for patients who are known to qualify for financial assistance? Describe in Part VI	9b	Yes	

Part IV Management Companies and Joint Ventures (owned 10% or more by officers, directors, trustees, key employees, and physicians—see instructions)

	(a) Name of entity	(b) Description of primary activity of entity	(c) Organization's profit % or stock ownership %	(d) Officers, directors, trustees, or key employees' profit % or stock ownership %	(e) Physicians' profit % or stock ownership %
1					
2					
3					
4					
5					
6					
7					
8					
9					
10					
11					
12					
13					

Part V Facility Information

Section A. Hospital Facilities

(list in order of size from largest to smallest—see instructions)
How many hospital facilities did the organization operate during the tax year? 1

	Name, address, primary website address, and state license number	Licensed hospital	General medical & surgical	Children's hospital	Teaching hospital	Critical access hospital	Research facility	ER-24 hours	ER-other	Other (Describe)	Facility reporting group
	See Additional Data Table										

Part V Facility Information *(continued)*

Section B. Facility Policies and Practices

(Complete a separate Section B for each of the hospital facilities or facility reporting groups listed in Part V, Section A)

Name of hospital facility or facility reporting group Brattleboro Retreat

If reporting on Part V, Section B for a single hospital facility only: line number of hospital facility (from Schedule H, Part V, Section A) 1

			Yes	No
Community Health Needs Assessment (Lines 1 through 8c are optional for tax years beginning on or before March 23, 2012)				
1	During the tax year or either of the two immediately preceding tax years, did the hospital facility conduct a community health needs assessment (CHNA)? If "No," skip to line 9	**1**	Yes	
	If "Yes," indicate what the CHNA report describes (check all that apply)			
a	☑ A definition of the community served by the hospital facility			
b	☑ Demographics of the community			
c	☑ Existing health care facilities and resources within the community that are available to respond to the health needs of the community			
d	☑ How data was obtained			
e	☑ The health needs of the community			
f	☑ Primary and chronic disease needs and other health issues of uninsured persons, low-income persons, and minority groups			
g	☑ The process for identifying and prioritizing community health needs and services to meet the community health needs			
h	☑ The process for consulting with persons representing the community's interests			
i	☑ Information gaps that limit the hospital facility's ability to assess the community's health needs			
j	☐ Other (describe in Part VI)			
2	Indicate the tax year the hospital facility last conducted a CHNA 20 12			
3	In conducting its most recent CHNA, did the hospital facility take into account input from persons who represent the broad interests of the community served by the hospital facility, including those with special knowledge of or expertise in public health? If "Yes," describe in Part VI how the hospital facility took into account input from persons who represent the community, and identify the persons the hospital facility consulted	**3**	Yes	
4	Was the hospital facility's CHNA conducted with one or more other hospital facilities? If "Yes," list the other hospital facilities in Part VI	**4**	Yes	
5	Did the hospital facility make its CHNA report widely available to the public?	**5**	Yes	
	If "Yes," indicate how the CHNA report was made widely available (check all that apply)			
a	☑ Hospital facility's website (list url)			
b	☐ Other website (list url)			
c	☑ Available upon request from the hospital facility			
d	☐ Other (describe in Part VI)			
6	If the hospital facility addressed needs identified in its most recently conducted CHNA, indicate how (check all that apply as of the end of the tax year)			
a	☑ Adoption of an implementation strategy that addresses each of the community health needs identified through the CHNA			
b	☑ Execution of the implementation strategy			
c	☐ Participation in the development of a community-wide plan			
d	☐ Participation in the execution of a community-wide plan			
e	☑ Inclusion of a community benefit section in operational plans			
f	☐ Adoption of a budget for provision of services that address the needs identified in the CHNA			
g	☑ Prioritization of health needs in its community			
h	☐ Prioritization of services that the hospital facility will undertake to meet health needs in its community			
i	☐ Other (describe in Part VI)			
7	Did the hospital facility address all of the needs identified in its most recently conducted CHNA? If "No," explain in Part VI which needs it has not addressed and the reasons why it has not addressed such needs	**7**	Yes	
8a	Did the organization incur an excise tax under section 4959 for the hospital facility's failure to conduct a CHNA as required by section 501(r)(3)?	**8a**		No
b	If "Yes" to line 8a, did the organization file Form 4720 to report the section 4959 excise tax?	**8b**		
c	If "Yes" to line 8b, what is the total amount of section 4959 excise tax the organization reported on Form 4720 for all of its hospital facilities? $			

Part V Facility Information *(continued)*

Financial Assistance Policy		Yes	No
9 Did the hospital facility have in place during the tax year a written financial assistance policy that Explained eligibility criteria for financial assistance, and whether such assistance includes free or discounted care?	**9**	Yes	
10 Used federal poverty guidelines (FPG) to determine eligibility for providing *free* care?	**10**	Yes	
If "Yes," indicate the FPG family income limit for eligibility for free care 200 000000000000% If "No," explain in Part VI the criteria the hospital facility used			
11 Used FPG to determine eligibility for providing *discounted* care?	**11**	Yes	
If "Yes," indicate the FPG family income limit for eligibility for discounted care 300 000000000000% If "No," explain in Part VI the criteria the hospital facility used			
12 Explained the basis for calculating amounts charged to patients?	**12**	Yes	
If "Yes," indicate the factors used in determining such amounts (check all that apply)			
a ☑ Income level			
b ☐ Asset level			
c ☐ Medical indigency			
d ☑ Insurance status			
e ☑ Uninsured discount			
f ☑ Medicaid/Medicare			
g ☐ State regulation			
h ☐ Residency			
i ☐ Other (describe in Part VI)			
13 Explained the method for applying for financial assistance?	**13**	Yes	
14 Included measures to publicize the policy within the community served by the hospital facility?	**14**	Yes	
If "Yes," indicate how the hospital facility publicized the policy (check all that apply)			
a ☑ The policy was posted on the hospital facility's website			
b ☑ The policy was attached to billing invoices			
c ☐ The policy was posted in the hospital facility's emergency rooms or waiting rooms			
d ☐ The policy was posted in the hospital facility's admissions offices			
e ☐ The policy was provided, in writing, to patients on admission to the hospital facility			
f ☑ The policy was available upon request			
g ☐ Other (describe in Part VI)			
Billing and Collections			
15 Did the hospital facility have in place during the tax year a separate billing and collections policy, or a written financial assistance policy (FAP) that explained actions the hospital facility may take upon non-payment?	**15**	Yes	
16 Check all of the following actions against an individual that were permitted under the hospital facility's policies during the tax year before making reasonable efforts to determine the individual's eligibility under the facility's FAP			
a ☐ Reporting to credit agency			
b ☐ Lawsuits			
c ☐ Liens on residences			
d ☐ Body attachments			
e ☐ Other similar actions (describe in Section C)			
17 Did the hospital facility or an authorized third party perform any of the following actions during the tax year before making reasonable efforts to determine the individual's eligibility under the facility's FAP?	**17**		No
If "Yes," check all actions in which the hospital facility or a third party engaged			
a ☐ Reporting to credit agency			
b ☐ Lawsuits			
c ☐ Liens on residences			
d ☐ Body attachments			
e ☐ Other similar actions (describe in Section C)			

Part V Facility Information *(continued)*

18 Indicate which efforts the hospital facility made before initiating any of the actions listed in line 17 (check all that apply)

- **a** ☐ Notified individuals of the financial assistance policy on admission
- **b** ☐ Notified individuals of the financial assistance policy prior to discharge
- **c** ☑ Notified individuals of the financial assistance policy in communications with the individuals regarding the individuals' bills
- **d** ☐ Documented its determination of whether individuals were eligible for financial assistance under the hospital facility's financial assistance policy
- **e** ☐ Other (describe in Section C)

Policy Relating to Emergency Medical Care

		Yes	No
19 Did the hospital facility have in place during the tax year a written policy relating to emergency medical care that requires the hospital facility to provide, without discrimination, care for emergency medical conditions to individuals regardless of their eligibility under the hospital facility's financial assistance policy?	**19**	Yes	
If "No," indicate why			
a ☐ The hospital facility did not provide care for any emergency medical conditions			
b ☐ The hospital facility's policy was not in writing			
c ☐ The hospital facility limited who was eligible to receive care for emergency medical conditions (describe in Part VI)			
d ☐ Other (describe in Part VI)			

Charges to Individuals Eligible for Assistance under the FAP (FAP-Eligible Individuals)

20 Indicate how the hospital facility determined, during the tax year, the maximum amounts that can be charged to FAP-eligible individuals for emergency or other medically necessary care			
a ☐ The hospital facility used its lowest negotiated commercial insurance rate when calculating the maximum amounts that can be charged			
b ☑ The hospital facility used the average of its three lowest negotiated commercial insurance rates when calculating the maximum amounts that can be charged			
c ☐ The hospital facility used the Medicare rates when calculating the maximum amounts that can be charged			
d ☐ Other (describe in Part VI)			
21 During the tax year, did the hospital facility charge any FAP-eligible individual to whom the hospital facility provided emergency or other medically necessary services more than the amounts generally billed to individuals who had insurance covering such care?	**21**		No
If "Yes," explain in Part VI			
22 During the tax year, did the hospital facility charge any FAP-eligible individual an amount equal to the gross charge for any service provided to that individual?	**22**		No
If "Yes," explain in Part VI			

Part V Facility Information *(continued)*

Section C. Supplemental Information for Part V, Section B. Provide descriptions required for Part V, Section B, lines 1j, 3, 4, 5d, 6i, 7, 10, 11, 12i, 14g, 16e, 17e, 18e, 19c, 19d, 20d, 21, and 22. If applicable, provide separate descriptions for each facility in a facility reporting group, designated by "Facility A," "Facility B," etc.

Form and Line Reference	Explanation
Brattleboro Retreat	Part V, Section B, Line 3 The three participating health care organizations set up a steering committee that included individuals from the State of Vermont Department of Health, Brattleboro Memorial Hospital, Grace Cottage Hospital, The Brattleboro Retreat, United Way, Vermont Agency of Human Services, Visiting Nurse Association & Hospice of Vermont and New Hampshire, Valley Cares, and Senior Solutions Additionally, the participating organizations engaged a range of stakeholders through the surveys and focus groups, including health care providers, human service organizations, youth development organizations, schools and other nonprofit organizations The participating health care organizations took into account input from people who represent the broad interests of the communities served through the following process - established the Steering Committee comprised of a multi-disciplinary group of community leaders that met a total of seven times- conducted two focus group interviews with representatives from community and health care organizations- developed and widely distributed two on-line community needs surveys- developed and distributed a provider survey of community needs,- reviewed available data- hired an independent consultant, Diana Wahle, to collect data on Windham County demographics and economic and health indicators- worked collaboratively on assessing the data, prioritizing and identifying community health needs- planned how Brattleboro Memorial Hospital, Grace Cottage Hospital, and the Brattleboro Retreat could work together to address selected community health needs/gaps Following the collaborative work, each participating organization developed an implementation plan incorporating the initiatives set out in the collaborative planning efforts The implementation plans were developed independently (with collaborative support) in order to take into account each organization's unique resources and opportunities for addressing identified needs
Brattleboro Retreat	Part V, Section B, Line 4 Brattleboro Memorial Hospital, Grace Cottage Hospital and Brattleboro Retreat

Part V Facility Information *(continued)*

Section D. Other Health Care Facilities That Are Not Licensed, Registered, or Similarly Recognized as a Hospital Facility
(list in order of size, from largest to smallest)

How many non-hospital health care facilities did the organization operate during the tax year? _____

	Name and address	Type of Facility (describe)
1		
2		
3		
4		
5		
6		
7		
8		
9		
10		

Part VI Supplemental Information

Provide the following information

1 **Required descriptions.** Provide the descriptions required for Part I, lines 3c, 6a, and 7, Part II and Part III, lines 2, 3, 4, 8 and 9b

2 **Needs assessment.** Describe how the organization assesses the health care needs of the communities it serves, in addition to any CHNAs reported in Part V, Section B

3 **Patient education of eligibility for assistance.** Describe how the organization informs and educates patients and persons who may be billed for patient care about their eligibility for assistance under federal, state, or local government programs or under the organization's financial assistance policy

4 **Community information.** Describe the community the organization serves, taking into account the geographic area and demographic constituents it serves

5 **Promotion of community health.** Provide any other information important to describing how the organization's hospital facilities or other health care facilities further its exempt purpose by promoting the health of the community (e g , open medical staff, community board, use of surplus funds, etc)

6 **Affiliated health care system.** If the organization is part of an affiliated health care system, describe the respective roles of the organization and its affiliates in promoting the health of the communities served

7 **State filing of community benefit report.** If applicable, identify all states with which the organization, or a related organization, files a community benefit report

Form and Line Reference	Explanation
Part II, Community Building Activities	Retreat Trails-Nine mile recreational trail network open to the public for non-motorized recreational activities
Part III, Line 4	Accounts receivable are stated at the amount management expects to collect from outstanding balances Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable In evaluating the collectibility of accounts receivable, the Retreat analyzes past results and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for doubtful accounts and provision for bad debts Data for each major payor source isregularly reviewed to evaluate the adequacy of the allowance for doubtful accounts For receivables relating to services provided to patients having third-party coverage, the Retreat analyzes contractually due amounts and provides an allowance for doubtful accounts and a corresponding provision for bad debts For receivables relating to self-pay patients (which includes both patients without insurance and patients with deductible and copayment balances due for which third-party coverage exists for part of the bill), the Retreat records a provision for bad debts in the period of service based on past experience, which indicates that many patients are unable or unwilling to pay amounts for which they are financially responsible The difference between the standard rates (or discounted rates if negotiated or eligible) and the amounts actually collected after all reasonable collection efforts have been exhausted is charged against the allowance for doubtful accounts During 2013, the Retreat increased its estimate from $2,096,820 to $2,888,637 in the allowance for doubtful accounts relating to self-pay patients During 2012, the Retreat increased its estimate from $1,505,205 to $2,096,820 Such increases resulted from trends experienced in the collection of amounts from patients for which they are financially responsible

Form and Line Reference	Explanation
Part III, Line 8	A cost to charge ratio was used to determine the amount reported on Line 6
Part III, Line 9b	Included in our debt collection policy there is a section that if a patient is known to qualify for Charity Care upon admission then the eligibility guideline is followed at the time of admission to capture that information

Form and Line Reference	Explanation
Part VI, Line 2	In 2013, the Brattleboro Retreat helped more than 5,400 children, adolescents and adults, a seven percent increase from 2012, through a multitude of programs, services, and facilities The impact of the Retreat's services upon its patients and their families is often dramatic and life-saving, and there are fewer and fewer organizations offering such a complete array of services in mental health and addiction care Meanwhile, the number of patients seeking treatment for mental health and substance abuse issues continues to rise throughout the region and nation The Retreat has striven to meet this increasing demand for services by renovating and updating facilities and patient care areas and utilizing the latest in treatment modalities to improve health care outcomes for the populations served In 2013, the Retreat saw an 18 percent increase in admissions to inpatient programs The Uniformed Service Program, which provides trauma and addiction treatment for active or retired police, fire, EMT and military personnel, has had over 600 admissions since 2010 when the program was founded The Retreat opened three new programs in 2013 to meet the growing demand of mental health and addiction treatment in the region In April 2013, the Retreat opened its new, state-of-the-art, 14-bed Adult Intensive Unit (AIU) to serve patients who receive care under a cooperative agreement between Brattleboro Retreat, the Department of Mental Health, and the State of Vermont Completion of the Brattleboro Retreat's AIU is also an important milestone in the hospital's partnership with the state of Vermont and the Department of Mental Health It signifies the shared responsibility of the Retreat and other Vermont Hospitals to provide a cost-effective, 21st century solution to the closing of the state hospital in Waterbury following the devestation caused by Tropical Storm Irene in 2011 In July 2013, the Retreat opened the Mind-Body Pain Management Clinic to provide adults with chronic pain with short-term outpatient treatment without the use of pain medication More than 100 million Americans live with chronic pain from causes ranging from herniated disks to arthritis, fibromyalgia, post-surgical complications, diabetes, and nervous system damage resulting from abuse of alcohol and other drugs Many have found that medication-based treatments alone are not effective, and can give rise to serious problems including increased pain sensitivity, drowsiness, constipation, sexual side effects, and in some cases, addiction The new Pain Management Clinic helps individuals living with chronic pain tap into the innate power of the mind-body connection and learn new techniques to manage pain and find new ways of living In October 2013, the Retreat opened its new Emerging Adult Program The 12-bed, 6,053 square foot inpatient unit serves young adults ages 18 to 26 who are dealing with a variety of serious psychiatric illnesses including schizophrenia, bipolar disorder, anxiety disorders, and clinical depression Numerous research studies indicate that initial onset of serious mental illnesses is extremely common during young adulthood Like many illnesses, diagnosing and treating psychiatric disorders as early as possible gives patients a better chance to successfully manage and even overcome their conditions The Emerging Adult Program provides mental health and addiction treatment in a milieu designed with sensitivity to the unique challenges faced by young adults - starting and ending relationships, establishing careers, becoming independent, and establishing new dynamics with parents With the expansion of clinical program offerings at the Retreat has come an increase in workforce 98 new positions were added in 2013, most of which were direct care positions This was a 16 percentage increase from 2012 Additionally, Blue Cross and Blue Shield of Vermont and the Retreat established a joint venture, Vermont Collaborative Care (VCC), in September 2013 VCC, a managed service organization, integrates management of mental health and substance abuse services with those of other medical care This new venture is an important step in integrating mental health care with the greater health care system, with a focus on improving the quality of care and the overall health of individuals and families served in Vermont The Retreat also continued to build upon its strategic planning processes by developing a 12-month strategic plan with achievable goals and objectives and adopting courses of action and allocation of resources necessary for carrying out these goals The strategic planning process that led to the adoption of the 2013 strategic plan involved a three step process in which division heads on the hospital's Executive Team submitted strategic plans for each area under their purview The plans were then reviewed and finalized by the Executive Team and assembled to create one organizational plan In the final step, the plan was reviewed and adopted by the Board of Trustees Key items addressed in the 2013 strategic plan included - Completing the installation of Electronic Medical Record (EMR) system and providing EMR implementation training and online treatment planning education to staff - Enhancing safety procedures and protocols for patients and staff- Establishing the Mind-Body Pain Management Program and the Emerging Adult Program- Strengthening the partnership with the State of Vermont to provide consultation and support for the new community-based mental health care system in Vermont, which includes the Adult Intensive Unit- Partnering with Blue Cross Blue Shield of Vermont to establish Vermont Collaborative Care- Forming educational collaboratives with research institutions to advance clinical research Other highlights in 2013 included - Continuing our partnership with Brattleboro Memorial Hospital and Grace Cottage Hospital to be a "Blue Print for Health Pilot Site" as part of healthcare reform- Focusing on recruitment, retention and staff training- Partnering with Brattleboro Memorial Hospital and Grace Cottage Hospital to run Wellness in Windham, a community-centered, collaborative initiative aimed at promoting health and wellness throughout Windham County, Vermont- Partnering with Kingdom County Productions to support the statewide tour of the documentary film The Hungry Heart that examines the effects of prescription drug and opiate addiction on individuals and families in VermontSummary of Process for Openness and Public ParticipationThe Brattleboro Retreat keeps the community informed with regular appearances and/or membership with the Brattleboro Selectboard, Building a Better Brattleboro, Brattleboro Development and Credit Corporation, Brattleboro Chamber of Commerce, the Windham County Legislative Delegation, Brattleboro Sunrise Rotary Club, the Rotary Club of Brattleboro and ongoing collaboration with other community organizations including Brattleboro Memorial Hospital, Healthcare and Rehabilitation Services, Rescue Inc , the Police Department, and area schools In addition to its regular treatment and professional education services, the Brattleboro Retreat offers numerous programs to the community free of charge, including various lectures, films, forums, and special educational events open to the community The feedback of patients, their families, and community members is of great importance to the Brattleboro Retreat Strategic Plan and Financial InformationThe Brattleboro Retreat spends approximately $1 million per year on capital improvements The depreciation schedule generally amounts to $1 3 million As a private not-for-profit organization, copies of the strategic plan are not publicly available Questions regarding any strategic planning issue or opportunities for public input may be addressed to Konstantin von Krusenstiern, Vice President of Strategy and Development For more information, please contact Konstantin Von Krusenstiern, Vice President, Strategy & DevelopmentBrattleboro Retreat, 1 Anna Marsh LaneP O Box 803, Brattleboro, VT 05302(802) 258-4366
Part VI, Line 3	At the time of admission, patients are counseled as to their eligibility for assistance under various governmental programs as well as the organization's charity care policy

Form and Line Reference	Explanation
Part VI, Line 4	The Brattleboro Retreat is located in Brattleboro, Vermont, which is in the southwestern corner of Vermont, on the border with both New Hampshire and Massachusetts Brattleboro is a small, rural town with a population of 12,046 and serves as the population center of Windham County, which has a total estimated population of 43,857 The state of Vermont has an estimated population of 626,630, while New England has a total population of an estimated 14 5 million The majority of New England's population is located in Massachusetts, Connecticut and New Hampshire The Retreat plays a vital role as a large provider of mental health and substance abuse services in New England It provides treatment to individuals of all ages from throughout the Northeast, accepts high numbers of Medicare and Medicaid funded patients and provides services offered by few other hospitals In addition, the Retreat provides an array of ambulatory services to people in the local area These services include outpatient services as well as partial hospital and intensive outpatient mental health and substance abuse treatment The Brattleboro Retreat is the only mental health and addiction specialty hospital in Vermont and one of the few in New England In Vermont, there are four medical hospitals with psychiatric units The Retreat is the largest provider of inpatient psychiatric services in the state and operates roughly the same number of psychiatric beds as the other four hospitals combined The Retreat is also the only mental health hospital in Vermont for children and adolescents The surrounding states have similar arrays of services a few free-standing psychiatric hospitals, like Sister of Providence in Holyoke, MA and some medical hospitals operating psychiatric units Many of those medical hospitals have downsized or eliminated their psychiatric beds in recent years, particularly those in New Hampshire Most psychiatric units also exclusively serve adults with few inpatient programs available for children and adolescents The Retreat seeks to serve this population and has expanded its child and adolescent services in recent years As a regional specialty hospital, the Retreat draws patients from a large and diverse catchment area across Vermont and throughout the greater New England area and beyond In 2013, the Retreat served patients from approximately 20 states The relatively low population of Vermont and the greater population to the south necessitate drawing from a broad and diverse area The Retreat's geographic location also facilitates this regional draw In 2013, approximately 64% of inpatient admissions to the Retreat came from the state of Vermont, 19% from Massachusetts, 11% from New Hampshire, 2% from New York, 2% from Connecticut, and the remaining 2% came from Maine, Rhode Island and states outside of the New England region Massachusetts, with a population of 6,692,824 is the second largest sending state The Retreat is located just a few miles from the Massachusetts border, with interstate access to the western part of the state, including the cities of Northampton, Holyoke and Springfield Therefore, the Retreat is accessible for residents in western Massachusetts and in 2009, the Retreat became a provider for several state funded Medicaid products in Massachusetts, expanding access to the people insured in these programs The demographics of income, race, poverty etc vary greatly across the catchment area and are therefore difficult to characterize This report focuses on Vermont and Massachusetts, which combined account for 84% of the Retreat's business According to the 2012 American Community Survey, the estimated median household income of Vermont residents is $52,977 and the average household income of Massachusetts residents is $65,339 According to the 2010 Vermont Healthcare Expenditure Analysis published by the Green Mountain Care Board in collaboration with Department of Banking, Insurance Securities and Healthcare Administration, 57 percent of Vermont residents were enrolled in private insurance in 2010, 14 percent in Medicare, 19 5 percent in Medicaid and 2 percent in military coverage It was estimated that 7 6 percent of Vermont's population was uninsured in 2010 (compared to 9 8 percent in 2005) Expenditures for health care services provided to Vermont residents grew 1 5 percent in 2011, and this spending increase was seen primarily in hospital services Massachusetts mandates health insurance coverage and provides subsidized healthcare for people earning up to 300% of the federal poverty guidelines and low cost options for people who don't have employer sponsored healthcare According to the Massachusetts Department of Healthcare Finance and Policy (DHCFP) this has caused the rate of uninsured people to drop from 6% in 2006 to 2% in 2013 At the same time, the rate of privately insured people has remained steady at 4 4 million or approximately 67% of the population, with the remaining 29% enrolled in public plans In contrast, in 2013, 66 5 percent of the Retreat's funding came from public sources, 20 8 percent from Medicare, 23 7 percent from adult Medicaid / State programs and 22% from child and adolescent residential funding or Medicaid The Retreat is therefore treating a higher proportion of people receiving Medicare or Medicaid then the rates of public and private insurance might suggest Population data is from the U S census QuickFacts 2013 Estimates and the Brattleboro Chamber of Commerce accessed 6/30/2014
Part VI, Line 5	Morningside Shelter Monthly use of conference room for board meeting for local homeless shelter ALANON Weekly use of East Conference RoomAA Weekly use of CafeteriaUnited Way Use of Conference roomVT Community Foundation use of conference roomBACC Community Breakfast Use of education conference roomLegislative Breakfast Use of education conference roomWellness in Windham County Series In addition to its regular treatment and professional education services, the Brattleboro Retreat offers numerous programs to the community free of charge, including the Wellness in Windham County Series, co-sponsored with Brattleboro Memorial Hospital, Brattleboro Area Hospice and Brooks Memorial Library, and various lectures, films, forums, and special educational events open to the community Wellness topics include stress reduction, exercise, smoking cessation and prevention and education talks on a variety of health related topics Collaborative Office Rounds Training to assist identifying and effectively treating and referring children and families to appropriate services This was developed to help support in prescribing medication and treatments due to the lack of child psychiatry in the community Mid-winter Lunch Series A series of 3 hour long educational programs Held annually, the series is free and opened to staff, community providers and the public It covers topics related to mental health and substance abuse in children, adolescents and adults VAHHS Addresses current health issues in Vermont's healthcare system Community Radio Programs discusses Mental Health issues Wellness in Windham Health Festival Presented in collaboration by Brattleboro Memorial Hospital, Brattleboro Retreat and Grace Cottage Hospital, Wellness in Windham is a community-centered initiative aimed at promoting health and wellness throughout Windham County, Vermont by sharing useful health & wellness information to help the community lead healthier, more active lives

Form and Line Reference	Explanation
Part VI, Line 6	Vermont Assoc for Mental Health - Provides advocacy for the mental health community in Vermont Vermont Program for Quality in Healthcare - Provides advocacy for access to health-care services in Vermont

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Schedule J (Form 990)

Department of the Treasury
Internal Revenue Service

Compensation Information

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

▶ **Complete if the organization answered "Yes" to Form 990, Part IV, line 23.**
▶ **Attach to Form 990.** ▶ **See separate instructions.**
▶ **Information about Schedule J (Form 990) and its instructions is at *www.irs.gov/form990*.**

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Brattleboro Retreat

Employer identification number
03-0107360

Part I Questions Regarding Compensation

			Yes	No
1a	Check the appropiate 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			
	☐ First-class or charter travel	☐ Housing allowance or residence for personal use		
	☐ Travel for companions	☐ Payments for business use of personal residence		
	☐ Tax idemnification and gross-up payments	☐ Health or social club dues or initiation fees		
	☐ Discretionary spending account	☐ 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 of the expenses described above? If "No," complete Part III to explain	**1b**		
2	Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, officers, including the CEO/Executive Director, regarding the items checked in line 1a?	**2**		
3	Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director Check all that apply Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III			
	☐ Compensation committee	☐ Written employment contract		
	☐ Independent compensation consultant	☐ Compensation survey or study		
	☐ Form 990 of other organizations	☑ 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?	**4a**		No
b	Participate in, or receive payment from, a supplemental nonqualified retirement plan?	**4b**		No
c	Participate in, or receive payment from, an equity-based compensation arrangement?	**4c**		No
	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?	**5a**		No
b	Any related organization?	**5b**		No
	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?	**6a**		No
b	Any related organization?	**6b**		No
	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	**7**	Yes	
8	Were any amounts reported in Form 990, Part VII, paid or accured pursuant to a contract that was subject to the initial contract exception described in Regulations section 53 4958-4(a)(3)? If "Yes," describe in Part III	**8**		No
9	If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53 4958-6(c)?	**9**		

Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees. Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii) Do not list any individuals that are not listed on Form 990, Part VII

Note. The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual

(A) Name and Title		(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
		(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1)Robert Simpson Jr President & CEO	(i) (ii)	407,301 0	37,500 0	503 0	27,360 0	13,840 0	486,504 0	0 0
(2)John Blaha Sr VP Finance & CFO	(i) (ii)	188,983 0	4,750 0	308 0	7,908 0	12,681 0	214,630 0	0 0
(3)Frederick Engstrom Chief Medical Officer	(i) (ii)	246,645 0	4,000 0	331 0	10,132 0	16,159 0	277,267 0	0 0
(4)Robyn Ostrander Senior Medical Director	(i) (ii)	242,971 0	4,000 0	403 0	10,182 0	18,541 0	276,097 0	0 0
(5)Timothy Rowland Physician	(i) (ii)	215,406 0	0 0	206 0	8,865 0	19,008 0	243,485 0	0 0
(6)Joseph T Smith Physician	(i) (ii)	230,696 0	0 0	313 0	3,220 0	18,806 0	253,035 0	0 0
(7)Karl Jeffries Physician	(i) (ii)	230,432 0	0 0	249 0	0 0	1,689 0	232,370 0	0 0

Part III Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II
Also complete this part for any additional information

Return Reference	Explanation
Part I, Line 7	The bonus payments listed in Part II were made as part of the Retreat's Variable Pay Plan The Plan was approved by the Board of Trustees as were the payment amounts which were based on the extent to which pre-approved goals were met The Board sets a maximum for the CEO and also a maximum as a pool for the other executives The CEO has the discretion on how that pool is distributed to the other executives

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Schedule K (Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Information on Tax Exempt Bonds

▶ Complete if the organization answered "Yes" to Form 990, Part IV, line 24a. Provide descriptions, explanations, and any additional information in Part VI.
▶ Attach to Form 990. ▶ See separate instructions.
▶ Information about Schedule K (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Brattleboro Retreat

Employer identification number
03-0107360

Part I Bond Issues

	(a) Issuer name	(b) Issuer EIN	(c) CUSIP #	(d) Date issued	(e) Issue price	(f) Description of purpose	(g) Defeased		(h) On behalf of issuer		(i) Pool financing	
							Yes	No	Yes	No	Yes	No
A	Vermont Educational Health & Buildings	23-7154467	924166DY4	12-01-2011	11,300,000	Refund Series 2007 Bonds & new money for capital improvements		X		X		X

Part II Proceeds

		A	B	C	D
1	Amount of bonds retired	90,000			
2	Amount of bonds legally defeased				
3	Total proceeds of issue	11,300,000			
4	Gross proceeds in reserve funds				
5	Capitalized interest from proceeds				
6	Proceeds in refunding escrows				
7	Issuance costs from proceeds	149,961			
8	Credit enhancement from proceeds	58,992			
9	Working capital expenditures from proceeds				
10	Capital expenditures from proceeds	9,623,203			
11	Other spent proceeds	1,467,844			
12	Other unspent proceeds				
13	Year of substantial completion	2011			

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
14	Were the bonds issued as part of a current refunding issue?	X							
15	Were the bonds issued as part of an advance refunding issue?		X						
16	Has the final allocation of proceeds been made?	X							
17	Does the organization maintain adequate books and records to support the final allocation of proceeds?	X							

Part III Private Business Use

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Was the organization a partner in a partnership, or a member of an LLC, which owned property financed by tax-exempt bonds?		X						
2	Are there any lease arrangements that may result in private business use of bond-financed property?		X						

Part III Private Business Use *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
3a	Are there any management or service contracts that may result in private business use of bond-financed property?		X						
b	If "Yes" to line 3a, does the organization routinely engage bond counsel or other outside counsel to review any management or service contracts relating to the financed property?								
c	Are there any research agreements that may result in private business use of bond-financed property?		X						
d	If "Yes" to line 3c, does the organization routinely engage bond counsel or other outside counsel to review any research agreements relating to the financed property?								
4	Enter the percentage of financed property used in a private business use by entities other than a section 501(c)(3) organization or a state or local government ▶								
5	Enter the percentage of financed property used in a private business use as a result of unrelated trade or business activity carried on by your organization, another section 501(c)(3) organization, or a state or local government ▶								
6	Total of lines 4 and 5								
7	Does the bond issue meet the private security or payment test?		X						
8a	Has there been a sale or disposition of any of the bond financed property to a nongovernmental person other than a 501(c)(3) organization since the bonds were issued?		X						
b	If "Yes" to line 8a, enter the percentage of bond-financed property sold or disposed of								
c	If "Yes" to line 8a, was any remedial action taken pursuant to Regulations sections 1 141-12 and 1 145-2?								
9	Has the organization established written procedures to ensure that all nonqualified bonds of the issue are remediated in accordance with the requirements under Regulations sections 1 141-12 and 1 145-2?		X						

Part IV Arbitrage

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
1	Has the issuer filed Form 8038-T?	X							
2	If "No" to line 1, did the following apply?								
a	Rebate not due yet?								
b	Exception to rebate?								
c	No rebate due?								
	If you checked "No rebate due" in line 2c, provide in Part VI the date the rebate computation was performed								
3	Is the bond issue a variable rate issue?	X							
4a	Has the organization or the governmental issuer entered into a qualified hedge with respect to the bond issue?		X						
b	Name of provider								
c	Term of hedge								
d	Was the hedge superintegrated?								
e	Was the hedge terminated?								

Part IV Arbitrage *(Continued)*

		A		B		C		D	
		Yes	No	Yes	No	Yes	No	Yes	No
5a	Were gross proceeds invested in a guaranteed investment contract (GIC)?		X						
b	Name of provider								
c	Term of GIC								
d	Was the regulatory safe harbor for establishing the fair market value of the GIC satisfied?								
6	Were any gross proceeds invested beyond an available temporary period?		X						
7	Has the organization established written procedures to monitor the requirements of section 148?		X						

Part V Procedures To Undertake Corrective Action

	A		B		C		D	
	Yes	No	Yes	No	Yes	No	Yes	No
Has the organization established written procedures to ensure that violations of federal tax requirements are timely identified and corrected through the voluntary closing agreement program if self-remediation is not available under applicable regulations?		X						

Part VI Supplemental Information. Provide additional information for responses to questions on Schedule K (see instructions).

Return Reference	Explanation

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SCHEDULE M (Form 990)

Department of the Treasury
Internal Revenue Service

Noncash Contributions

▶Complete if the organizations answered "Yes" on Form 990, Part IV, lines 29 or 30.
▶ Attach to Form 990.
▶Information about Schedule M (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Brattleboro Retreat

Employer identification number
03-0107360

Part I Types of Property

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art—Works of art				
2 Art—Historical treasures				
3 Art—Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities—Publicly traded	X	43	328,899	FMV
10 Securities—Closely held stock				
11 Securities—Partnership, LLC, or trust interests				
12 Securities—Miscellaneous				
13 Qualified conservation contribution—Historic structures				
14 Qualified conservation contribution—Other				
15 Real estate—Residential				
16 Real estate—Commercial				
17 Real estate—Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (Contruction M)	X	1	10,769	FMV
26 Other ▶( )				
27 Other ▶( )				
28 Other ▶ ( )				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement . . . **29**

		Yes	No
30a	During the year, did the organization receive by contribution any property reported in Part I, lines 1 through 28, that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period? **30a**		No
b	If "Yes," describe the arrangement in Part II		
31	Does the organization have a gift acceptance policy that requires the review of any non-standard contributions? **31**		No
32a	Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions? **32a**		No
b	If "Yes," describe in Part II		
33	If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II		

Part II **Supplemental Information.** Provide the information required by Part I, lines 30b, 32b, and 33, and whether the organization is reporting in Part I, column (b), the number of contributions, the number of items received, or a combination of both. Also complete this part for any additional information.

Return Reference	Explanation

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SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.
▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization
Brattleboro Retreat

Employer identification number
03-0107360

990 Schedule O, Supplemental Information

Return Reference	Explanation
Form 990, Part VI, Section B, line 11	
Form 990, Part VI, Section B, line 12c	At the Annual Meeting, Board Members complete the document entitled "Brattleboro Retreat Questionnaire on Conflict of Interest" They are required to revise it during the course of the year if anything changes
Form 990, Part VI, Section B, line 15	The Board Compensation Committee reviews comparative data for the CEO The CEO does review benchmarking/comparative data for VPs and other key employees
Form 990, Part VI, Section C, line 19	All governing documents, conflict of interest policy, and audited financial statements are available upon request
Form 990, Part XII, Line 2c	The process by which the committee oversees the review and selects the independent accountant has not changed from the prior year
Form 990, Part VI, Line 16	Brattleboro Retreat invested in the Vermont Collaborative Care, LLC with Catamount Insurance Services, Inc which is a wholly-owned subsidiary of Blue Cross and Blue Shield of Vermont, a non-for-profit organization

BerryDunn

[redacted]

Brattleboro Retreat

FINANCIAL STATEMENTS

December 31, 2013 and 2012

With Independent Auditor's Report

[redacted]

BerryDunn

INDEPENDENT AUDITOR'S REPORT

The Board of Trustees
Brattleboro Retreat

Report on the Financial Statements

We have audited the accompanying financial statements of Brattleboro Retreat, which comprise the balance sheets as of December 31, 2013 and 2012, and the related statements of operations, changes in net assets, and cash flows for the years then ended, and the related notes to the financial statements

Management's Responsibility for the Financial Statements

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

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with U.S. generally accepted auditing standards. These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Brattleboro Retreat as of December 31, 2013 and 2012, and the results of its operations, changes in its net assets, and its cash flows for the years then ended, in accordance with U.S. generally accepted accounting principles.

Berry Dunn McNeil & Parker, LLC

Portland, Maine
April 25, 2014
Registration No. 92-0000278

BRATTLEBORO RETREAT

Balance Sheets

December 31, 2013 and 2012

ASSETS

	2013	2012
Current assets		
Cash	**$ 312,962**	$ 178,462
Assets limited as to use	**3,750**	3,750
Accounts receivable, net of allowance for uncollectible accounts of $2,888,637 in 2013 and $2,096,820 in 2012	**10,731,668**	8,323,567
Supplies	**138,259**	137,985
Prepaid expenses	**502,484**	298,975
Total current assets	**11,689,123**	8,942,739
Assets limited as to use		
Board designated funds	**11,240,667**	10,936,839
By bond agreement held by trustee for future capital projects	**-**	787,210
By donor restriction	**281,718**	201,898
Assets limited as to use, net of current portion	**11,522,385**	11,925,947
Property and equipment, net	**21,286,965**	18,342,807
Cash surrender value of life insurance policies and annuity contracts	**548,088**	602,334
Other assets	**578,724**	230,280
Total assets	**$ 45,625,285**	$ 40,044,107

The accompanying notes are an integral part of these financial statements

LIABILITIES AND NET ASSETS

	2013	2012
Current liabilities		
Bank overdraft	**$ 434,244**	$ 605,890
Line of credit	**1,829,884**	-
Current portion of long-term debt	**619,162**	596,851
Accounts payable and accrued expenses	**2,029,597**	2,135,308
Accrued salaries and related amounts	**4,058,373**	3,817,374
Due to third-party payors	**377,729**	484,973
Current portion of deferred compensation obligation	**25,240**	41,275
Total current liabilities	**9,374,229**	7,681,671
Deferred compensation obligation, excluding current portion	**100,654**	120,134
Long-term debt, excluding current portion	**14,388,640**	15,007,826
Total liabilities	**23,863,523**	22,809,631
Commitments and contingencies (Notes 7, 10, 11 and 13)		
Unrestricted net assets	**21,446,599**	16,984,027
Temporarily restricted net assets	**174,491**	155,294
Permanently restricted net assets	**140,672**	95,155
Total net assets	**21,761,762**	17,234,476
Total liabilities and net assets	**$ 45,625,285**	$ 40,044,107

BRATTLEBORO RETREAT

Statements of Operations

Years Ended December 31, 2013 and 2012

	2013	2012
Unrestricted revenues, gains, and other support		
Patient service revenue (net of contractual allowances and discounts)	**$ 57,961,507**	$ 52,999,484
Less provision for bad debts	**1,691,343**	1,480,643
Net patient service revenue	**56,270,164**	51,518,841
Grant revenue	**121,862**	195,100
Other revenues	**3,778,581**	2,562,854
Net assets released from restrictions for operations	**62,993**	46,058
Total unrestricted revenues, gains, and other support	**60,233,600**	54,322,853
Expenses		
Salaries and wages	**34,883,813**	32,777,435
Employee benefits	**7,097,100**	6,735,224
Utilities expense	**1,326,045**	1,260,433
Insurance expense	**498,478**	432,470
Purchased services	**7,484,610**	6,879,483
Other operating expenses	**5,367,497**	5,184,400
Depreciation and amortization	**1,605,965**	1,375,403
Interest expense	**350,264**	365,209
Total expenses	**58,613,772**	55,010,057
Income (loss) from operations	**1,619,828**	(687,204)
Other income (losses)		
Investment income	**375,236**	373,629
Net realized (losses) gains on the sales of investments	**(56,398)**	1,581
Other non-operating income	**91,969**	-
Total other income	**410,807**	375,210
Excess (deficiency) of revenues, gains, and other support over expenses and losses	**$ 2,030,635**	$ (311,994)

The accompanying notes are an integral part of these financial statements

BRATTLEBORO RETREAT

Statements of Changes in Net Assets

Years Ended December 31, 2013 and 2012

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Balances, January 1, 2012	$ 14,816,147	$ 112,995	$ -	$ 14,929,142
Deficiency of revenues, gains, and other support over expenses and losses	(311,994)	-	-	(311,994)
Change in net unrealized gains on investments	3,119	-	-	3,119
Restricted contributions	-	102,964	95,155	198,119
Net assets released from restrictions for operations	-	(46,058)	-	(46,058)
Net assets released from restrictions for property and equipment	14,607	(14,607)	-	-
Contributions restricted for property and equipment	2,462,148	-	-	2,462,148
Change in net assets	2,167,880	42,299	95,155	2,305,334
Balances, December 30, 2012	16,984,027	155,294	95,155	17,234,476
Excess of revenues, gains, and other support over expenses and losses	**2,030,635**	**-**	**-**	**2,030,635**
Change in net unrealized gains on investments	**(276,122)**	**-**	**-**	**(276,122)**
Restricted contributions	**-**	**117,854**	**45,517**	**163,371**
Net assets released from restrictions for operations	**-**	**(62,993)**	**-**	**(62,993)**
Net assets released from restrictions for property and equipment	**35,664**	**(35,664)**	**-**	**-**
Contributions restricted for property and equipment	**2,672,395**	**-**	**-**	**2,672,395**
Change in net assets	**4,462,572**	**19,197**	**45,517**	**4,527,286**
Balances, December 31, 2013	**$ 21,446,599**	**$ 174,491**	**$ 140,672**	**$ 21,761,762**

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

BRATTLEBORO RETREAT

Statements of Cash Flows

Years Ended December 31, 2013 and 2012

	2013	2012
Cash flows from operating activities		
Change in net assets	**$ 4,527,286**	$ 2,305,334
Adjustments to reconcile the change in net assets to net cash provided by operating activities		
Depreciation and amortization	**1,605,965**	1,375,403
Provision for bad debts	**1,691,343**	1,480,643
Net realized and unrealized loss (gains) on investments	**332,520**	(4,700)
Restricted contributions	**(163,371)**	(198,119)
Equity in income of joint venture	**(91,969)**	-
(Increase) decrease in		
Accounts receivable	**(4,099,444)**	(3,021,319)
Supplies	**(274)**	20,451
Prepaid expenses	**(203,509)**	79,051
Cash surrender value of life insurance policies and annuity contracts	**54,246**	18,285
Increase (decrease) in		
Accounts payable and accrued expenses	**(105,711)**	(5,333)
Accrued salaries and related amounts	**240,999**	820,240
Due to third-party payors	**(107,244)**	100,000
Deferred compensation obligation	**(35,515)**	(33,549)
Net cash provided by operating activities	**3,645,322**	2,936,387
Cash flows from investing activities		
Purchases of property and equipment	**(4,537,491)**	(9,135,769)
Proceeds from sales of investments	**13,696,110**	8,621,841
Purchases of investments	**13,618,948)**	(1,904,700)
Investment in joint venture	**(275,227)**	-
Net cash used by investing activities	**(4,735,556)**	(2,418,628)
Cash flows from financing activities		
Increase (decrease) in bank overdraft	**(171,646)**	205,986
Payments on long-term debt	**(596,875)**	(618,926)
Net advances (payments) on line of credit	**1,829,884**	(210,863)
Restricted contributions	**163,371**	198,119
Net cash provided (used) by financing activities	**1,224,734**	(425,684)
Net increase in cash	**134,500**	92,075
Cash, beginning of year	**178,462**	86,387
Cash, end of year	**$ 312,962**	$ 178,462
Supplemental disclosure of cash flow information		
Cash paid for interest	**$ 350,264**	$ 365,209

The accompanying notes are an integral part of these financial statements

Organization and Description of Business

The Brattleboro Retreat (Retreat), a not-for-profit corporation, is principally a facility for the treatment of mental health and addictive disorders among children, adolescents and adults. The Retreat also offers educational programs to school-age children receiving rehabilitative care.

1. Summary of Significant Accounting Policies

Use of Estimates

The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Accounts Receivable

Accounts receivable are stated at the amount management expects to collect from outstanding balances. Management provides for probable uncollectible amounts through a charge to earnings and a credit to a valuation allowance based on its assessment of the current status of individual accounts. Balances that are still outstanding after management has used reasonable collection efforts are written off through a charge to the valuation allowance and a credit to accounts receivable.

In evaluating the collectibility of accounts receivable, the Retreat analyzes past results and identifies trends for each of its major payor sources of revenue to estimate the appropriate allowance for doubtful accounts and provision for bad debts. Data for each major payor source is regularly reviewed to evaluate the adequacy of the allowance for doubtful accounts. For receivables relating to self-pay patients (which includes both patients without insurance and patients with deductible and copayment balances due for which third-party coverage exists for part of the bill), the Retreat records a provision for bad debts in the period of service based on past experience, which indicates that many patients are unable or unwilling to pay amounts for which they are financially responsible. The difference between the standard rates (or discounted rates if negotiated or eligible) and the amounts actually collected after all reasonable collection efforts have been exhausted is charged against the allowance for doubtful accounts.

During 2013, the Retreat increased its estimate from $2,096,820 to $2,888,637 in the allowance for doubtful accounts relating to self-pay patients. During 2012, the Retreat increased its estimate from $1,505,205 to $2,096,820 Such increases resulted from trends experienced in the collection of amounts from patients for which they are financially responsible.

Investments and Investment Income

Investments in equity securities with readily determinable fair values and all investments in debt securities are measured at fair value in the balance sheets. Investment income (including realized gains and losses on investments, interest, and dividends) is included in the excess (deficiency) of revenues, gains, and other support over expenses and losses unless the income or loss is restricted by donor or law. Unrealized gains and temporary unrealized losses on investments are excluded from the excess (deficiency) of revenues, gains, and other support over expenses and losses.

Supplies

Supplies are stated at the lower of cost (determined by the first-in, first-out method) or market.

Assets Limited as to Use

Assets limited as to use primarily consist of assets set aside by the Board of Trustees (the Board) for capital improvements, over which the Board retains control and may at its discretion use for other purposes. Assets limited as to use also consist of assets held by a trustee under a bond indenture agreement and donor-restricted funds.

Property and Equipment

Property and equipment acquisitions are recorded at cost or, if contributed, at fair market value determined at the date of donation. Depreciation is provided over the estimated useful life of each class of depreciable asset and is computed using the straight-line method.

Bond Issuance Costs

The costs incurred to obtain long-term financing are being amortized over the life of the bonds using the straight-line method. The costs are included in other assets Accumulated amortization at December 31, 2013 and 2012, was $26,827 and $14,195, respectively.

Net Assets

Funds used for operating purposes have been classified as and are a component of unrestricted net assets in the accompanying balance sheets. Temporarily and permanently restricted net assets are those whose use by the Retreat has been limited by donors to a specific time period or purpose.

Excess (Deficiency) of Revenues, Gains, and Other Support Over Expenses and Losses

The statements of operations include excess (deficiency) of revenues, gains, and other support over expenses and losses. Changes in unrestricted net assets which are excluded from this measure, consistent with industry practice, include net unrealized gains and temporary unrealized losses on investments and contributions restricted for property and equipment.

Net Patient Service Revenue

The Retreat has agreements with third-party payors that provide for payments to the Retreat at amounts different from its established rates. Payment arrangements include prospectively determined rates, discounted charges, and per diem payments. Net patient service revenue is reported at the estimated net realizable amounts from patients, third-party payors, and others for services rendered, including estimated retroactive adjustments under reimbursement agreements with third-party payors Retroactive adjustments are accrued on an estimated basis in the period the related services are rendered and adjusted in future periods as final settlements are determined.

Charity Care

The Retreat provides care to patients who meet certain criteria under its charity care policy without charge or at amounts less than its established rates. Because the Retreat does not pursue collection of amounts determined to qualify as charity care, they are not reported as net patient service revenue.

Donor-Restricted Gifts

Unconditional promises to give cash and other assets to the Retreat are reported at fair value at the date the promise is received. The gifts are reported as either temporarily or permanently restricted support if they are received with donor stipulations that limit the use of the donated assets. When a donor restriction expires, that is, when a stipulated time restriction ends or purpose restriction is accomplished, temporarily restricted net assets are reclassified as unrestricted net assets and reported in the statements of operations as net assets released from restrictions. Donor restricted contributions whose restrictions are met in the same year as received are reflected as unrestricted contributions in the accompanying financial statements.

Accounting for Impairment of Long-Lived Assets and Long-Lived Assets to be Disposed

The Retreat reviews long-lived assets for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Long-lived assets to be disposed are reported at the lower of carrying amounts or fair value, less cost to sell. The Retreat evaluates the recoverability of the carrying amounts of long-lived assets based on estimated cash flows to be generated by each of such assets as compared to the original estimates used in measuring such assets. To the extent impairment is identified, the Retreat would reduce the carrying value of such assets. To date, the Retreat has not experienced any such impairments.

Functional Expenses

The Retreat provides specialized health care services to residents within its geographic location Expenses related to providing these services were as follows for the years ended December 31:

	2013	2012
Health care services	**$ 48,385,521**	$ 45,389,070
General and administrative	**10,228,251**	9,620,987
	$ 58,613,772	$ 55,010,057

Income Taxes

The Retreat is a not-for-profit corporation as described in Section 501(c)(3) of the Internal Revenue Code (Code), and is exempt from federal income taxes on related income.

Reclassifications

Certain amounts in the 2012 financial statements have been reclassified to conform to the current year's presentation.

Subsequent Events

For purposes of the preparation of these financial statements in conformity with U.S. generally accepted accounting principles, the Retreat has considered transactions or events occurring through April 25, 2014, which was the date the financial statements were issued.

2. Charity Care

The Retreat maintains records to identify and monitor the level of charity care it provides These records include the amount of charges foregone for services and supplies furnished under its charity care policy, the estimated cost of those services and supplies, and equivalent service statistics. The following information measures the level of charity care provided during the years ended December 31:

	2013	2012
Charges foregone, based on established rates	**$ 137,000**	$ 272,000
Estimated costs incurred to provide charity care	**$ 57,000**	$ 124,000
Equivalent percentage of charity care services to all services	**0.10 %**	0 22 %

The cost of providing charity care has been estimated based on an overall financial statement ratio of costs to charges applied to charity care charges forgone.

3. Net Patient Service Revenue

The Retreat has agreements with third-party payors that provide for payments to the Retreat at amounts different from its established rates. A summary of the payment arrangements with major third-party payors follows:

Medicare

Inpatient and outpatient services rendered to Medicare program beneficiaries are paid at prospectively determined rates based upon a patient classification system. These rates vary based on clinical, diagnostic, and other factors. Amounts not paid by Medicare beneficiaries are reimbursed through the annual cost reports. As of December 31, 2013, final settlement has been made by Medicare for all years through 2008.

Medicaid

Services rendered to Medicaid program beneficiaries are paid under prospectively determined rates and fee schedules.

Revenue from the Medicare and Medicaid programs accounted for approximately 21% and 47%, respectively, of the Retreat's patient revenue for the year ended December 31, 2013, and 18% and 48%, respectively, of the Retreat's patient revenue for the year ended December 31, 2012. Laws and regulations governing the Medicare and Medicaid programs are extremely complex and subject to interpretation As a result, there is at least a reasonable possibility that recorded estimates will change by a material amount in the near term. The 2013 net patient service revenue was not impacted and the 2012 net patient service revenue decreased approximately $50,000, due to changes in estimates and retroactive adjustments in excess of amounts previously estimated.

Other Payors

The Retreat has also entered into payment agreements with certain commercial insurance carriers. The basis for payment to the Retreat under these agreements includes prospectively determined daily rates and discounts from established rates.

The Retreat recognizes patient service revenue associated with services rendered to patients who have third-party payor coverage on the basis of contractual rates for such services. For uninsured patients that do not qualify for charity care, the Retreat recognizes revenue on the basis of its standard rates (or on the basis of discounted rates, if negotiated or provided by policy). Based on historical trends, a significant portion of the Retreat's uninsured patients will be unable or unwilling to pay for the services rendered Thus, the Retreat records a provision for bad debts related to uninsured patients in the period the services are rendered. Patient service revenue, net of contractual allowances and discounts (but before the provision for bad debts), recognized during fiscal years ended December 31, 2013 and 2012 totaled $57,961,507 and $52,999,484, respectively, of which $56,950,791 and $51,907,677, respectively, were revenues from third-party payors and $1,010,716 and $1,091,807, respectively, were revenues from self-pay patients.

Patient service revenue, contractual, and other allowances consisted of the following for the years ended December 31

	2013	2012
Gross patient service revenue	$ 140,411,650	$ 123,115,799
Less Medicare and Medicaid allowances	59,313,594	50,334,839
Less other contractual allowances	22,999,320	19,509,440
Less charity care and other discounts	137,229	272,036
	82,450,143	70,116,315
Patient service revenue (net of contractual allowances and discounts)	57,961,507	52,999,484
Less provision for bad debts	1,691,343	1,480,643
Net patient service revenue	$ 56,270,164	$ 51,518,841

4. Assets Limited as to Use

The composition of assets limited at to use, including the current portion, at December 31, 2013 and 2012, is set forth in the following table. Investments are stated at fair value

	2013	2012
Internally designated for capital acquisitions		
Cash and short-term investments	$ 167,867	$ 571,100
Corporate bonds	6,177,555	5,933,738
U S. Treasury securities and government-sponsored enterprises	4,554,696	4,332,001
Mutual funds	340,549	100,000
	11,240,667	10,936,839
Held by trustee under indenture agreement		
Cash and cash equivalents	3,750	790,960
Donor restricted		
Cash and cash equivalents	123,825	123,445
Mutual funds	157,893	78,453
	281,718	201,898
	$11,526,135	$11,929,697

5. Property and Equipment

A summary of property and equipment follows

	2013	2012
Land and land improvements	$ 2,223,626	$ 2,211,394
Buildings and improvements	39,634,216	32,830,911
Fixed equipment	875,534	870,052
Major moveable equipment	6,944,670	5,886,518
	49,678,046	41,798,875
Less accumulated depreciation and amortization	28,997,406	27,457,039
	20,680,640	14,341,836
Construction in progress	606,325	4,000,971
	$21,286,965	$18,342,807

Depreciation expense for the years ended December 31, 2013 and 2012, was $1,593,333 and $1,362,771, respectively.

During 2013, the Retreat completed numerous projects totaling approximately $9.4 million for building renovations and roof repairs. As of December 31, 2013, construction in progress consists of ongoing renovation projects.

6. Investment in Vermont Collaborative Care, LLC

The Retreat owns a 50% interest in Vermont Collaborative Care, LLC (VCC) as of December 31, 2013. VCC, a State of Vermont care management services entity for mental and physical health care benefits, opened for operations during 2013. VCC's fiscal year-end is December 31.

The investment in VCC is reported in accordance with the equity method and included in other assets. Investments are shown at cost and adjusted for the Retreat's applicable share of the profit or loss based on the December 31 financial statements of VCC. As such, $91,969 is included in the statements of operations as part of other income for the year ended December 31, 2013

7. Long-Term Debt

Long-term debt consisted of the following as of December 31

	2013	2012
Vermont Educational and Health Buildings Financing Agency (VEHBFA), 2011 Series A, Variable Rate Demand Revenue Bonds (0.05% at December 31, 2013), payable in varying amounts of principal and interest through December 2031, principal payments range from $45,000 in 2014 to $1,065,000 in 2031.	**$ 11,210,000**	$11,255,000
3.97% loan payable to a bank, due in monthly installments of $59,547, including interest, through December 2019; collateralized by investments.	**3,797,802**	4,349,677
	15,007,802	15,604,677
Less current portion	**619,162**	596,851
Long-term debt, excluding current portion	**$ 14,388,640**	$15,007,826

VEHBFA Variable Rate Demand Revenue Bonds (The Brattleboro Retreat Project) 2011 Series A in the amount of $11,300,000 were issued in December 2011. Interest on the Bonds is based on available weekly rates as determined by the remarketing agent based on prevailing market conditions, not to exceed 10% per annum The Retreat may at any time exercise an option to convert to a fixed rate. No conversion will be effective unless all Bonds have been remarketed and sold. The Retreat may prepay certain of the Bonds according to the terms of the loan and trust agreement. The Bonds are collateralized by the gross receipts and equipment of the Retreat and letter of credit agreement The Bonds were issued to refund the Series 2007 bonds

While interest on the Bonds accrues on a weekly variable rate, the Retreat is required to maintain a credit facility in an amount not less than the principal amount of the outstanding Bonds plus accrued interest for 35 days at the maximum interest rate noted above. To comply with this requirement, the Retreat has obtained a irrevocable direct pay letter of credit from TD Bank (the Bank) in the amount of $11,317,493. The letter of credit expires on November 30, 2016 and is collateralized by a pledge agreement of the investments of the Retreat. The Retreat is required to pay the Bank annual fee at the rate of 1% of the letter of credit commitment amount as defined in the agreement. Interest on draws is paid at a variable base rate. The base rate will be equal to the Wall Street Journal's prime rate plus 0% to 2% depending on the amount of days outstanding and the type of draw.

There are various restrictive covenants, which include compliance with certain financial ratios and a detail of events constituting defaults. The Retreat is in compliance with these requirements at December 31, 2013.

Scheduled principal repayments on long-term debt are as follows

2014 (included in current liabilities)	$ 619,162
2015	647,376
2016	671,245
2017	696,645
2018	727,789
Thereafter	11,645,585
	$ 15,007,802

8. Temporarily and Permanently Restricted Net Assets

Temporarily restricted net assets are available for the following purposes:

	2013	2012
Plant and replacement expansion	$ -	$ 52,330
Healthcare services	51,791	32,834
Helen Daley fund	35,309	50,000
Other special purpose	87,391	20,130
	$174,491	$155,294

Permanently restricted net assets are available for the following purposes

Investments to be held in perpetuity, the income from which is expendable to support health care services	$ 140,672	$ 95,155

9. Concentrations

Credit Risk

The Retreat grants credit without collateral to its patients, most of whom are local residents and are insured under third-party payor agreements. The mix of receivables from patients and third-party payors was as follows:

	2013	2012
Medicare	25 %	19 %
Medicaid	47	47
Blue Cross	9	11
Other third-party payors	17	19
Patients	2	4
	100 %	100 %

The Retreat maintains its cash in bank deposit accounts which, at times, may exceed federally insured limits. The Retreat has not experienced any losses in such accounts. Management believes it is not exposed to any significant risk with respect to these accounts.

Labor Force

The Retreat's unionized labor workforce are members of the United Nurses and Allied Professionals Local Unit #5086 and Local Unit #5087. The union contracts are in effect through October 31, 2015.

10. Commitments and Contingencies

Medical Malpractice Claims

The Retreat insures against malpractice losses by obtaining a claims-made policy which provides specified coverage for claims reported during the policy term The policy contains a provision which allows the Retreat to purchase "tail" coverage for an indefinite period to avoid any future lapse in insurance coverage. The possibility exists, as a normal risk of doing business, that malpractice claims in excess of insurance coverage may be asserted against the Retreat. In the event a loss contingency should occur, the Retreat would give appropriate recognition to it in its financial statements in conformity with FASB ASC 450, *Contingencies*. As of December 31, 2013 and 2012, there are no known malpractice claims outstanding which, in the opinion of management, will be settled for amounts in excess of insurance coverage, nor are there any unasserted claims or incidents which require loss accrual. The Retreat intends to renew coverage on a claims-made basis and anticipates that such coverage will be available.

Operating Leases

The Retreat has leased building space and equipment under operating leases expiring at various dates through 2022 Total rental expense for the years ended December 31, 2013 and 2012, for the operating leases was approximately $209,200 and $214,400, respectively.

The following is a schedule by year of future minimum lease payments under operating leases as of December 31, 2013, that have initial or remaining lease terms in excess of one year.

2014	$ 212,998
2015	295,334
2016	225,334
2017	175,334
2018	175,334
Thereafter	325,519
	$ 1,409,853

Litigation

The Retreat is involved in litigation and regulatory investigations arising in the course of business. After consultation with legal counsel, management estimates that these matters will be resolved without material adverse effect on the Retreat's future financial position or results from operations.

Asset Retirement Obligation

FASB ASC 410, *Asset Retirement Obligations*, requires entities to record asset retirement obligations at fair value if they can be reasonably estimated The State of Vermont requires special disposal procedures relating to building materials containing asbestos. The Retreat buildings contain asbestos, but a liability has not been recognized. This is because there are no current plans to renovate or dispose of the buildings that would require the removal of the asbestos, accordingly, the liability has an indeterminate settlement date and its fair value cannot be reasonably estimated.

11. Pension Plan

The Retreat has a contributory defined contribution plan (Pension Plan) available to substantially all employees The Retreat contributes 3% of gross compensation up to maximum amounts allowed under Internal Revenue Service regulations In addition, employees may elect to contribute up to 20% of gross compensation up to the maximum amount allowed per year to the Pension Plan with the Retreat contributing an additional $.50 for each $1.00 of participant contribution. This matching contribution is limited to one percent of the participant's compensation.

Total expense related to the Pension Plan for the years ended December 31, 2013 and 2012, was approximately $852,000 and $800,000, respectively.

12. Deferred Compensation

In 1983, the Retreat implemented a deferred compensation plan (Plan) intended to provide postretirement income for employees approved by the Board. The Plan was adopted by the Board to ensure the continuation of the performance of valuable services to the Retreat by certain employees up to their retirement, as well as to aid in providing retirement and death benefits to the employee and his or her beneficiaries

Each employee, approved by the Board of Trustees to participate in the Plan, executed a Stated Benefit Deferred Compensation Agreement with the Retreat. Under the terms of these agreements, if the employee retires or dies while employed by the Retreat, the Retreat will make a standard payment as stated in the agreement to the employee or the stated beneficiary within six months and for the 14 years thereafter. If the employee ends employment with the Retreat, the Retreat will commence payments to the employee or the beneficiary in 15 equal annual installments as set forth in each executed agreement. There are no employee contributions allowed under the terms of the Plan. All distributions of the Plan are taxable to the employee or beneficiary as income.

As allowable under the Plan, the Retreat has obtained insurance policies on the lives of the employees participating in the Plan. The policies are owned by the Retreat and the cash surrender values of these policies are assets of the Retreat and may be used to meet future obligations of the Plan

As of December 31, 2013 and 2012, the Retreat has borrowed approximately $66,000 and $123,000 against the policies, respectively.

13. Fair Value of Financial Instruments

FASB ASC 820 defines fair value as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. FASB ASC 820 also establishes a fair value hierarchy which requires an entity to maximize the use of observable inputs and minimize the use of unobservable inputs when measuring fair value. The standard describes three levels of inputs that may be used to measure fair value:

Level 1: Quoted prices (unadjusted) for identical assets or liabilities in active markets that the entity has the ability to access as of the measurement date.

Level 2: Significant other observable inputs other than Level 1 prices, such as quoted prices for similar assets or liabilities, quoted prices in markets that are not active, and other inputs that are observable or can be corroborated by observable market data

Level 3: Significant unobservable inputs that reflect an entity's own assumptions about the assumptions that market participants would use in pricing an asset or liability.

Assets and liabilities measured at fair value on a recurring basis are summarized below. Fair values were primarily determined using a market approach.

	Fair Value Measurements at December 31, 2013, Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash and cash equivalents	**$ 295,442**	**$ 295,442**	**$ -**	**$ -**
Corporate bonds				
AAA	**592,174**	**-**	**592,174**	**-**
AA	**1,416,439**	**-**	**1,416,439**	**-**
A	**3,022,346**	**-**	**3,022,346**	**-**
BBB	**1,146,596**	**-**	**1,146,596**	**-**
Total corporate bonds	**6,177,555**	**-**	**6,177,555**	**-**
U S Treasury securities and government-sponsored enterprises	**4,554,696**	**4,554,696**	**-**	**-**
Mutual funds	**498,442**	**498,442**	**-**	**-**
Total assets	**$ 11,526,135**	**$ 5,348,580**	**$ 6,177,555**	**$ -**

	Fair Value Measurements at December 31, 2012, Using			
	Total	Quoted Prices in Active Markets for Identical Assets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets				
Cash and cash equivalents	$ 1,485,505	$ 1,485,505	$ -	$ -
Corporate bonds				
AAA	852,917	-	852,917	-
AA	1,690,693	-	1,690,693	-
A	2,571,431	-	2,571,431	-
BBB	818,697	-	818,697	-
Total corporate bonds	5,933,738	-	5,933,738	-
U S Treasury securities and government-sponsored enterprises	4,332,001	4,332,001	-	-
Mutual funds	178,453	178,453	-	-
Total assets	$ 11,929,697	$ 5,995,959	$ 5,933,738	$ -

The fair value for Level 2 assets is primarily based on market prices of comparable securities.

The Retreat's financial instruments consist of cash and cash equivalents, investments and insurance policies, trade accounts receivable and payable, estimated third-party payor settlements, and long-term debt The fair values of all financial instruments approximate their carrying values at December 31, 2013.

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