Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Trust Treated as Private Foundation

▶ Do not enter Social Security numbers on this form as it may be made public.

▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No. 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning , and ending

Name of foundation: WILLIAMSBURG COMMUNITY HEALTH FOUNDATION

A Employer identification number: 54-1822359

Number and street (or P O box number if mail is not delivered to street address): 4801 COURTHOUSE STREET — Room/suite: 200

B Telephone number: 757-345-0912

City or town, state or province, country, and ZIP or foreign postal code: WILLIAMSBURG, VA 23188

C If exemption application is pending, check here ▶ ☐

G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization: [X] Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 127,876,514.

J Accounting method: ☐ Cash [X] Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

	Line	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	4,838,122.	4,835,765.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	9,499,103.			
	b Gross sales price for all assets on line 6a 34,552,840.				
	7 Capital gain net income (from Part IV, line 2)		9,493,758.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	<195,403.>	<181,469.>		STATEMENT 2
	12 **Total.** Add lines 1 through 11	14,141,822.	14,148,054.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	131,015.	0.		131,105.
	14 Other employee salaries and wages	482,761.	86,409.		393,643.
	15 Pension plans, employee benefits	178,218.	0.		178,285.
	16a Legal fees				
	b Accounting fees STMT 3	49,727.	4,973.		44,754.
	c Other professional fees STMT 4	243,698.	230,186.		13,512.
	17 Interest				
	18 Taxes STMT 5	206,229.	0.		0.
	19 Depreciation and depletion	15,180.	0.		
	20 Occupancy	175,773.	19,530.		152,522.
	21 Travel, conferences, and meetings	43,911.	0.		43,912.
	22 Printing and publications	3,700.	0.		3,700.
	23 Other expenses STMT 6	220,879.	0.		221,625.
	24 **Total operating and administrative expenses** Add lines 13 through 23	1,751,091.	341,098.		1,183,058.
	25 Contributions, gifts, grants paid	3,791,354.			3,949,201.
	26 **Total expenses and disbursements.** Add lines 24 and 25	5,542,445.	341,098.		5,132,259.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	8,599,377.			
	b **Net investment income** (if negative, enter -0-)		13,806,956.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing	93,918.	423,375.	423,375.
	2	Savings and temporary cash investments	2,172,657.	3,619,134.	3,619,134.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	58,357.	61,332.	61,332.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 7	117,343,381.	123,746,452.	123,746,452.
	14	Land, buildings, and equipment basis ▶ 137,469.			
		Less accumulated depreciation ▶ 111,248.	34,537.	26,221.	26,221.
	15	Other assets (describe ▶)			
	16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item 1)	119,702,850.	127,876,514.	127,876,514.
Liabilities	17	Accounts payable and accrued expenses	45,217.	174,532.	
	18	Grants payable	634,965.	487,765.	
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶ STATEMENT 8)	137,159.	91,849.	
	23	Total liabilities (add lines 17 through 22)	817,341.	754,146.	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31			
	24	Unrestricted	118,885,509.	127,122,368.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances	118,885,509.	127,122,368.	
	31	Total liabilities and net assets/fund balances	119,702,850.	127,876,514.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	118,885,509.
2	Enter amount from Part I, line 27a	2	8,599,377.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	127,484,886.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS ON INVESTMENTS	5	362,518.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	127,122,368.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	PUBLICLY TRADED SECURITIES	P		
b	UBI INVESTMENTS K-1'S			
c	LIMITED PARTNERSHIP			
d	GMO FORESTRY FUND 6 FINAL K-1			
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	34,552,840.		28,725,605.	5,827,235.
b				5,345.
c				3,666,512.
d				11.
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				5,827,235.
b				5,345.
c				3,666,512.
d				11.
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } — 2 — 9,499,103.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8 — 3 — N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	5,699,417.	114,438,157.	.049803
2011	5,222,949.	117,308,693.	.044523
2010	4,908,233.	112,561,424.	.043605
2009	5,008,903.	106,139,498.	.047192
2008	7,988,541.	125,557,439.	.063625

2	Total of line 1, column (d)	2	.248748
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.049750
4	Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	119,354,753.
5	Multiply line 4 by line 3	5	5,937,899.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	138,070.
7	Add lines 5 and 6	7	6,075,969.
8	Enter qualifying distributions from Part XII, line 4	8	5,139,123.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	276,139.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	276,139.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income**. Subtract line 4 from line 3. If zero or less, enter -0-			5	276,139.
6 Credits/Payments				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	289,050.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	289,050.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	12,911.
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	12,911.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3	X	
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ VA			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.WILLIAMSBURGHEALTHFOUNDATION.ORG

14 The books are in care of ▶ THE ORGANIZATION Telephone no ▶757-345-0912

Located at ▶4801 COURTHOUSE STREET, WILLIAMSBURG, VA ZIP+4 ▶23188

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			Yes	No
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No			
b	If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A — 5b

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? — 6b — No: X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A — 7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 9		131,015.	24,100.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
KAYREN SEGALL - 4801 COURTHOUSE STREET, SUITE 200, WILLIAMSBURG, VA	DIR - ACCOUNTING/OPERATIONS 40.00	92,914.	11,462.	0.
PAULETTE A. PARKER - 4801 COURTHOUSE STREET, SUITE 200, WILLIAMSBURG, VA	GRANTS PROGRAM OFFICER 40.00	72,962.	17,134.	0.
KYRA A COOK - 4801 COURTHOUSE STREET, SUITE 200, WILLIAMSBURG, VA	GRANTS PROGRAM OFFICER 40.00	60,697.	8,193.	0.
CATHLEEN D. CAKE - 4801 COURTHOUSE STREET, SUITE 200, WILLIAMSBURG, VA	MGR OF ACCT. AND OPERATIONS 40.00	58,700.	7,698.	0.
WILLIAM D. PRIBBLE - 4801 COURTHOUSE STREET, SUITE 200, WILLIAMSBURG, VA	GRANTS PROGRAM OFFICER 40.00	51,848.	5,088.	0.

Total number of other employees paid over $50,000 ▶ 0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
THE INVESTMENT FUND FOR FOUNDATIONS - 4 TOWER BRIDGE 200 BARR HARBOR DR. SUITE 100, WEST	INVESTMENT CONSULTING	181,058.
COMMUNITY HEALTH SOLUTIONS 9603 BC GAYTON RD, # 201, RICHMOND, VA 23238	GRANT CONSULTING SERVICES	62,600.
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 SEE STATEMENT 10	36,982.
2 SEE STATEMENT 11	33,563.
3 SEE STATEMENT 12	15,416.
4 SEE STATEMENT 13	10,850.

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	112,158,749.
b	Average of monthly cash balances		1b	9,013,589.
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	121,172,338.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	121,172,338.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	1,817,585.
5	***Net value of noncharitable-use assets.*** *Subtract line 4 from line 3 Enter here and on Part V, line 4*		5	119,354,753.
6	**Minimum investment return** Enter 5% of line 5		6	5,967,738.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part.)

1	Minimum investment return from Part X, line 6		1	5,967,738.
2a	Tax on investment income for 2013 from Part VI, line 5	2a 276,139.		
b	Income tax for 2013 (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	276,139.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	5,691,599.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	5,691,599.
6	*Deduction from distributable amount (see instructions)*		6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1		7	5,691,599.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	5,132,259.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	6,864.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,139,123.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	5,139,123.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII **Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				5,691,599.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years: ____, ____, ____		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008 24,668.				
b From 2009				
c From 2010				
d From 2011				
e From 2012 97,023.				
f **Total** of lines 3a through e	121,691.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶$ 5,139,123.				
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				5,139,123.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	121,691.			121,691.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				430,785.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

Part XIV | Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2013, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2013	(b) 2012	(c) 2011	(d) 2010	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV | Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year-see instructions.)

1 **Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000). (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

2 ***Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:***

Check here ▶ ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail address of the person to whom applications should be addressed:

JEANNE ZEIDLER, 757-345-0912
4801 COURTHOUSE STREET #200, WILLIAMSBURG, VA 23188

b The form in which applications should be submitted and information and materials they should include:

SEE ATTACHED GRANT GUIDELINES

c Any submission deadlines:

SEE ATTACHED GRANT GUIDELINES

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

SEE ATTACHED GRANT GUIDELINES

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED SCHEDULE	NONE			3,949,201.
Total			▶ 3a	3,949,201.
b *Approved for future payment*				
SEE ATTACHED SCHEDULE	NONE			487,765.
Total			▶ 3b	487,765.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities	900000	2,357.	14	4,835,765.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	<13,934.>	14	<181,469.>	
8 Gain or (loss) from sales of assets other than inventory	900000	5,345.	18	9,493,758.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		<6,232.>		14,148,054.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	14,141,822.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
	N/A

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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 taxpayer) is based on all information of which preparer has any knowledge

May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No

Signature of officer or trustee	Date	Title
[signature]	10-31-14	President

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
FRANK H. SMITH	Frank H. Smith	10/29/14		P00639053
Firm's name ▶ RAFFA, PC			Firm's EIN ▶ 52-1511275	
Firm's address ▶ 1899 L ST. NW #900 WASHINGTON, DC 20036			Phone no. 202-822-5000	

Form 990-PF (2013)

323622 10-10-13

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENTS	3,518,701.	0.	3,518,701.	3,518,701.	
LIMITED PARTNERSHIPS	1,317,064.	0.	1,317,064.	1,317,064.	
UBI FROM PARTNERSHIPS	2,357.	0.	2,357.	0.	
TO PART I, LINE 4	4,838,122.	0.	4,838,122.	4,835,765.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
EARNINGS IN EQUITY INVESTMENTS	<181,469.>	<181,469.>	
UBI - PARTNERSHIPS	<13,934.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	<195,403.>	<181,469.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	49,727.	4,973.		44,754.
TO FORM 990-PF, PG 1, LN 16B	49,727.	4,973.		44,754.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	13,512.	0.		13,512.
INVESTMENT FEES	230,186.	230,186.		0.
TO FORM 990-PF, PG 1, LN 16C	243,698.	230,186.		13,512.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MUNICIPAL PROPERTY TAXES	1,960.	0.		0.
EXCISE TAX BENEFIT	204,269.	0.		0.
TO FORM 990-PF, PG 1, LN 18	206,229.	0.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PAYROLL FEES	2,467.	0.		2,467.
HEALTHCARE HEROES	11,928.	0.		11,928.
OFFICE SUPPLIES	9,382.	0.		9,661.
MARKETING	2,087.	0.		1,726.
TELEPHONE/INTERNET	11,027.	0.		11,039.
POSTAGE	2,285.	0.		2,285.
UTILITIES	1,057.	0.		1,057.
MAINTAINENCE AGREEMENTS	22,654.	0.		23,467.
INSURANCE	11,366.	0.		11,366.
DUES	27,828.	0.		27,828.
DCA- CHRONIC CARE	36,982.	0.		36,982.
DCA-SHIP PROGRAM	33,563.	0.		33,563.
DCA-CBHI PROGRAM	15,416.	0.		15,419.
DCA-HEALTH ADVISORY GROUP	10,850.	0.		10,850.
DCA-OTHER	21,987.	0.		21,987.
TO FORM 990-PF, PG 1, LN 23	220,879.	0.		221,625.

FORM 990-PF · OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED DETAIL	COST	123,746,452.	123,746,452.
TOTAL TO FORM 990-PF, PART II, LINE 13		123,746,452.	123,746,452.

FORM 990-PF OTHER LIABILITIES STATEMENT 8

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED FEDERAL EXCISE TAX LIABILITY	137,159.	91,849.
TOTAL TO FORM 990-PF, PART II, LINE 22	137,159.	91,849.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEANNE ZEIDLER 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	PRESIDENT/CEO/SECRETARY 40.00	131,015.	24,100.	0.
DOUGLAS J MYERS 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	BOARD CHAIR 1.00	0.	0.	0.
JEFFERY O. SMITH 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	BOARD VICE CHAIR 1.00	0.	0.	0.
JAMES R. GOLDEN 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	BOARD TREASURER 1.00	0.	0.	0.
STEPHEN R. ADKINS 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.

CATHERINE ALLPORT 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
DAVID C. ANDERSON 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
DAVID E. BUSH 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
CRESSONDRA B. CONYERS 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
RANDALL FOSKEY 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
F.BRIAN HIESTAND 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
JOYCE M. JARRETT 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
LAURA J. LODA 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
VIRGINIA L. MCLAUGHLIN 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
STEPHEN H. MONTGOMERY 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
LOUIS F. ROSSITER 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
RICHARD H. RIZK 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
RICHARD SCHREIBER 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.

RICHARD G. SMITH 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
JONATHAN V. WEISS 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
CLARENCE A. WILSON 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
KIMBERLY ZEULI 4801 COURTHOUSE STREET, SUITE 200 WILLIAMSBURG, VA 23188	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		131,015.	24,100.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 10

ACTIVITY ONE

CHRONIC CARE INITIATIVE- A COLLABORATIVE WITH HEALTHCARE ORGANIZATIONS THAT PROVIDE DIRECT SERVICES TO UNINSURED AND UNDER-INSURED, CHRONICALLY ILL INDIVIDUALS IN THE GREATER WILLIAMSBURG AREA. THE GOAL IS TO IMPROVE THE HEATLH OF THE UNDERSERVED COMMUNITY BY IMPROVING THE ORGANIZATIONS' INDIVIDUAL AND COLLECTIVE CAPACITY TO SERVE THIS POPULATION.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	36,982.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 11

ACTIVITY TWO

SCHOOL HEALTH INITIATIVE PROGRAM- A PROGRAM TO IMPROVE THE HEALTH AND WELLNESS OF STUDENTS AND STAFF IN THE WILLIAMSBURG-JAMES CITY COUNTY PUBLIC SCHOOL DIVISION BY SUPPORTING AND PROMOTING HEALTHY EATING AND PHYSICAL ACTIVITY IN THE SCHOOL, HOME, AND COMMUNITY.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	33,563.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 12

ACTIVITY THREE

CHILDREN'S BEHAVIORAL HEALTH INITIATIVE- A PROGRAM SUPPORTING A COALITION OF AGENCIES THAT PROVIDE BEHAVIORAL HEALTH SERVICES TO CHILDREN, ADOLESCENTS AND THEIR FAMILIES. PROJECTS INCLUDE THE GREATER WILLIAMSBURG CHILD ASSESSMENT CENTER AND A NETWORK OF CARE WEBSITE, A ONE-STOP INFORMATION SITE FOR FAMILIES AND SERVICE PROVIDERS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	15,416.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 13

ACTIVITY FOUR

HEALTH ADVISORY GROUP- A GROUP OF NO MORE THAN 12 MEMBERS WHO HAVE EXECUTIVE-LEVEL KNOWLEDGE OF THE MEDICAL AND HEALTH COMMUNITY IN GREATER WILLIAMSBURG THAT PROVIDES ONGOING, PROFESSIONAL EXPERTISE REGARDING REGIONAL HEALTH TRENDS AND THE FOUNDATION'S IMPACT ON COMMUNITY HEALTH.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 4	10,850.

Williamsburg Community Health Foundation, Inc.
Form 990-PF, Part II, Line 13 - Investments (Other)
Year Ended December 31, 2013 **54-1822359**

Hedging and Total Return Assets

MIT Private Equity Fund	$ 956,022
TIFF Absolute Return Pool	15,846,080
Private Advisors Distressed Ops Fd	539,473
TIFF Partners V - US	545,487
TIFF Partners V - International	440,528
TIFF Secondary Partners I	1,080,092
TIFF Real Estate Partners II	1,310,213
GMO Forestry Fund 7	1,363,722
Private Advisors Income Fund	403,294
TIFF PEP 2007	1,802,847
MA Investors Fund 1, LLC	2,766,560
Private Advisors Small Co Buyout Fd	994,987
TIFF PEP 2008	790,823
TIFF Short Term Fund	7,573,250
MREP 2008-DCIF	2,420,057
TIFF Secondary Partners II	3,537,687
TIFF Multi-Asset Fund	36,243,040
TIFF Keystone Fund	43,405,039
TIFF PEP 2012	425,443
TIFF SOF	985,452
TIFF PEP 2013	203,095
Pending Purchase/Sales/Withdrawals	113,261
Balance Sheet Total, line 13 Investments-Other	**$ 123,746,452**

Williamsburg Community Health Foundation
Form 990-PF, Part XV, Supplemental Information, Line 3a --Grants and Contributions Paid During the Year
Year Ended December 31, 2013

Name and Address	If Individ, List Relationship to Foundation Manager or Substantial Contributor	Foundation Status of Recipient	Purpose of Grant or Contribution		Amount
Angels of Mercy Medical Mission 7151 Richmond Road, Suite 401 Williamsburg, VA 23188	N/A	Public Charity	Program Support Chronic Care Collaborative - Therapeutic Lifestyle Change Program	$	113,000
Angels of Mercy Medical Mission 7151 Richmond Road, Suite 401 Williamsburg, VA 23188	N/A	Public Charity	Program Support Healthcare Heroes Award	$	3,500
Bacon Street Post Office Drawer 279 Williamsburg, VA 23187-0279	N/A	Public Charity	Program Support: Youth Substance Abuse Intervention and Treatment	$	57,500
Center For Child & Family Services Inc. 2021 Cunningham Drive, Suite 400 Hampton, VA 23666-3371	N/A	Public Charity	Program Support Multicultural Counseling and Outreach Program for the Greater Williamsburg Area	$	19,000
Center For Child & Family Services Inc. 2021 Cunningham Drive, Suite 400 Hampton, VA 23666-3371	N/A	Public Charity	Program Support: Intervention and Treatment	$	19,000
Center For Child & Family Services Inc. 2021 Cunningham Drive, Suite 400 Hampton, VA 23666-3371	N/A	Public Charity	Program Support: Violence Prevention/Intervention Program	$	15,000
Center for Excellence in Aging & Lifelong Health 3901 Treyburn Drive, Suite 100 Williamsburg, VA 23185	N/A	Public Charity	Program Support Extending the Outreach and Impact of SBIRT Program to Serve Older Adults	$	40,000
Center for Excellence in Aging & Lifelong Health 3901 Treyburn Drive, Suite 100 Williamsburg, VA 23185	N/A	Public Charity	Program Support Impact of SBIRT in the Historic Triangle: 2013 and Beyond	$	20,000
Center for Excellence in Aging & Lifelong Health 3901 Treyburn Drive, Suite 100 Williamsburg, VA 23185	N/A	Public Charity	Program Support Walking Works	$	500

Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support Infant & Parent Program	$	90,000
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support Parents as Teachers	$	78,000
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support Walking Works	$	500
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support: Network for Latino People	$	12,500
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support Chronic Care Collaborative - Case Manager/Expanded Care Coordination Project	$	120,000
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support Healthcare Heroes Award	$	3,500
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support Intensive Outpatient Program	$	45,500
Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support: Children's Behavioral Health Initiative (CBHI)	$	271,500
Colonial Community Corrections 4093 Ironbound Road, Suite B Williamsburg, VA 23188	N/A	Public Charity	Program Suport Better Ways: A Therapeutic & Transitional Substance Abuse Program	$	38,150
Colonial Court Appointed Special Advocate Program 1311 Jamestown Road, Suite 201 Williamsburg, VA 23185	N/A	Public Charity	Program Support Walking Works	$	500
Community Housing Partners 448 Depot Street Christiansburg, VA 24073	N/A	Public Charity	Program Support Yorktown Community Health Initiative	$	34,000

Williamsburg Community Health Foundation
Form 990-PF, Part XV, Supplemental Information, Line 3b --Grants Approved for Future Payment
Year Ended December 31, 2013

Name and Address	If Individ, List Relationship to Foundation Manager or Substantial	Foundation Status of Recipient	Purpose of Grant or Contribution	Amount
Bacon Street Post Office Drawer 279 Williamsburg, VA 23187-0279	N/A	Public Charity	Program Support *Youth Substance Abuse Intervetion and Treatment*	$25,000
Center for Excellence in Aging & Lifelong Health 3901 Treyburn Drive, Suite 100 Williamsburg, VA 23185	N/A	Public Charity	Program Support *Extending the Outreach and Impact of SBIRT Program to Serve Older Adults*	$20,000
Child and Family Connection 348 McLaws Circle, Unit 3 Williamsburg, VA 23185	N/A	Public Charity	Program Support *Multicultural Counseling and Outreach Program for the Greater Williamsburg Area*	$19,000
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Parents as Teachers*	$39,000
Child Development Resources PO Box 280 Norge, VA 23127	N/A	Public Charity	Program Support *Infant & Parent Program: Early Intervention for Babies and Toddlers with Disabilities and Developmental Delays*	$45,000
Community Health Solutions 9603 BC Gayton Road, Suite 201 Richmond, VA 23238	N/A		Direct Charitable Activity *Health Advisory Group*	$3,750
Community Health Solutions 9603 BC Gayton Road, Suite 201 Richmond, VA 23238	N/A		Direct Charitable Activity *Children's Behavioral Health Initiative*	$7,695
Community Health Solutions 9603 BC Gayton Road, Suite 201 Richmond, VA 23238	N/A		Direct Charitable Activity *Chronic Care Collaborative*	$18,180

Colonial Behavioral Health 473 McLaws Circle Williamsburg, VA 23185	N/A	Public Charity	Program Support *Intensive Outpatient Program (IOP)*	$22,500
Colonial Community Corrections 4093 Ironbound Road, Suite B Williamsburg, VA 23188	N/A	Public Charity	Program Suport *Better Ways. A Therapeutic & Transitional Substance Abuse Program*	$19,000
Community Housing Partners 448 Depot Street Christiansburg, VA 24073	N/A	Public Charity	Program Support *Community Housing Partners' Williamsburg-Yorktown Community Health Initiative*	$14,500
Literacy for Life at the Rita Welsch Adult Learning Center PO Box 8795 Williamsburg. VA 23187	N/A	Public Charity	Program Suport *Health Education and Literacy (HEAL)*	$17,500
Olivet Medical Ministry, Inc. 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support *Volunteer Recruitment Program*	$13,000
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support *RIDES Program*	$55,000
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support *Senior Health Assistance Resource Project (S.H.A R.P.)*	$64,000
Schroeder Center for Healthcare Policy P.O. Box 8795 Williamsburg, VA 23187-8795	N/A		Direct Charitable Activity *School Health Initiative Project*	$36,640
Senior Services Coalition 3901 Treyburn Drive, Suite 100 Williamsburg, VA 23185	N/A	Public Charity	Program Support *Community Action Plan on Aging*	$20,000
Williamsburg Area Meals-On-Wheels, Inc. P.O. Box 709 Williamsburg, VA 23187-0709	N/A	Public Charity	Program Support *Community safety net for sufficient nutrition and nutrition education for low income area residents*	$20,000

FISH, Inc. 312 Waller Mill Road, Suite 800 Williamsburg, VA 23185	N/A	Public Charity	Program Support: Health Priorities in Action	$	15,000
Gloucester-Mathews Care Clinic 2276 George Washington Memorial Highway Hayes, VA 23072	N/A	Public Charity	Program Support: Chronic Care Collaborative	$	260,000
Gloucester-Mathews Care Clinic 2276 George Washington Memorial Highway Hayes, VA 23072	N/A	Public Charity	Program Support. Mobile Dental Van	$	20,000
Gloucester-Mathews Care Clinic 2276 George Washington Memorial Highway Hayes, VA 23072	N/A	Public Charity	Program Support: Walking Works	$	500
Grove Christian Outreach Center 8910-E Pocahontas Trail Williamsburg, VA 23185	N/A	Public Charity	Program Support Food PLUS w/Healthy Diabetes Management Component	$	15,000
Historic Triangle Senior Center 5301 Longhill Road Williamsburg, VA 23188	N/A	Public Charity	Program Support Van for the RIDES Program	$	9,021
Literacy for Life at the Rita Welsh Adult Learning Center P.O. Box 8795 Williamsburg, VA 23187-8795	N/A	Public Charity	Program Support: Health Education and Literacy (HEAL)	$	17,500
New Horizons Family Counseling Center College of William & Mary, School of Education P.O. Box 8795 Williamsburg, VA 23187-8795	N/A	Public Charity	Program Support: Building Strong Systems of Support for Children's Emotional and Behavioral Health: Empowering At-Risk Families	$	57,500
Olde Towne Medical Center 5249 Olde Towne Road Williamsburg, VA 23188	N/A	Public Charity	Basic Operating Support	$	426,500
Olde Towne Medical Center 5249 Olde Towne Road Williamsburg, VA 23188	N/A	Public Charity	Program Support: Chronic Care Collaborative	$	225,000
Olde Towne Medical Center 5249 Olde Towne Road Williamsburg, VA 23188	N/A	Public Charity	Program Support: Walking Works	$	1,000

Olivet Medical Ministry, Inc. 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support Chronic Care Collaborative - Effective Management of Chronic Care Patients with Multiple Co-morbidities	$	431,000
Olivet Medical Ministry, Inc. 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support: Dental Equipment Project	$	20,000
Olivet Medical Ministry, Inc. 1620 Old Williamsburg Road Yorktown, VA 23690	N/A	Public Charity	Program Support: Volunteer Recruitment Program	$	30,500
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support Walking Works	$	500
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support: Community Action Plan on Aging	$	20,000
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support: RIDES Program	$	105,000
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support: Senior Services Coalition - Core Support	$	19,440
Peninsula Agency on Aging 739 Thimble Shoals Boulevard, Suite 1006 Newport News, VA 23606-3585	N/A	Public Charity	Program Support: SHARP (Senior Health assistance Resource Project)	$	128,000
Rx Partnership 2924 Emerywood Parkway, Suite 300 Richmond, VA 23294	N/A	Public Charity	Program Support: Chronic Care Collaborative	$	30,000
The Arc of Greater Williamsburg 202-D Packets Court Williamsburg, VA 23185	N/A	Public Charity	Program Support "Stay Fit for the Future Continuing Adapted Wellness Programming	$	20,000
The Arc of Greater Williamsburg 202-D Packets Court Williamsburg, VA 23185	N/A	Public Charity	Program Support Walking Works	$	1,000

Thomas Nelson Educational Foundation, Inc. P.O. Box 9407 Hampton, VA 23670	N/A	Public Charity	Program Support: Healthcare Heroes Award	$	3,500
Virginia Health Care Foundation 707 E. Main Street, Suite 1350 Richmond, VA 23219	N/A	Public Charity	Program Support Greater Williamsburg Medication Access Program	$	378,090
Virginia Health Care Foundation 707 E. Main Street, Suite 1350 Richmond, VA 23219	N/A	Public Charity	Program Support Pharmacy Connection	$	35,000
Virginia Legacy Soccer Club 1117 Old Colony Lane Williamsburg, VA 23185	N/A	Public Charity	Program Support Virginia Legacy Soccer Club Community Partnership Program	$	16,000
Virginia Regional Ballet, Inc. 1228 Richmond Road Williamsburg, VA 23185	N/A	Public Charity	Program Support Fitness Camp	$	4,500
Williamsburg Area Faith in Action 354 McLaws Circle, Suite 2 Williamsburg, VA 23185	N/A	Public Charity	Program Support Medical Transportation	$	20,000
Williamsburg Area Meals-On-Wheels, Inc. P.O. Box 709 Williamsburg, VA 23187-0709	N/A	Public Charity	Program Support Safety net nutrition for low income residents during challenging times	$	38,500
Williamsburg-James City County Public Schools 101-D Mounts Bay Road, P.O. Box 8783 Williamsburg, VA 23187-8783	N/A	Public Charity	Program Support School Health Initiative Program (SHIP)	$	554,000
York County Division of Juvenile Services 224 Ballard Street, P.O. Box 532 Yorktown, VA 23690	N/A	Public Charity	Program Support Psychological and Substance Abuse Services (PSAS) Program	$	65,500
		Total Grants Paid during the Year		**$**	**3,949,201**

York County Division of Juvenile Services 224 Ballard Street, P.O. Box 532 Yorktown, VA 23690	N/A	Public Charity	Program Support *Psychological and Substance Abuse Services (PSAS) Program*	$28,000
			Total Grants paid in the Future	$487,765

Williamsburg Health Foundation
Grant Guidelines

NOTE: All links can be found at http://williamsburghealthfoundation.org/grants

Before Applying

2014 Funding Priorities

Williamsburg Health Foundation (WHF) grants support health-related programs in Greater Williamsburg that strengthen access to quality health services and promote responsible health practices.

The Foundation defines health broadly: It is a dynamic state of complete physical, mental and social well-being. It is not merely absence of disease or infirmity.

WHF grants support a wide variety of programs including expanding access, eliminating barriers to care, addressing health care disparities, encouraging wellness, and promoting personal responsibility.

WHF has established three main goals to guide its grant making:

- Strengthen access to health care for medically underserved residents and for other vulnerable populations.
- Reduce the prevalence of preventable illness over the long-term.
- Facilitate health-related improvements through partnerships and increased collaboration with community organizations.

Grant Eligibility Requirements

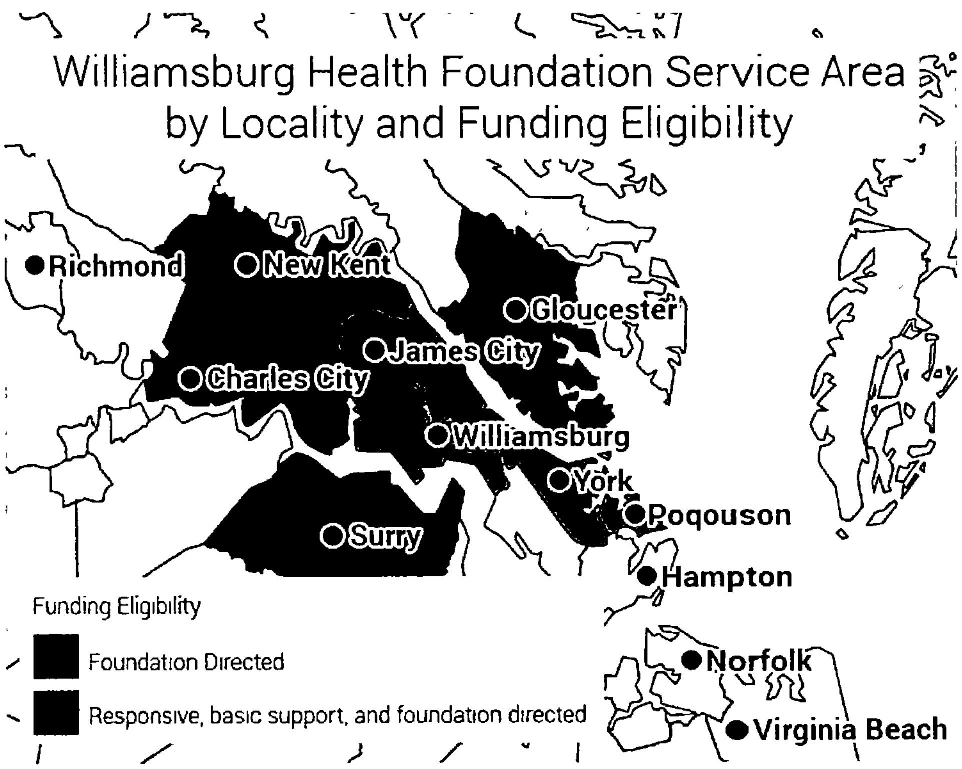
Before beginning the application process, review these requirements to ensure the program and agency meet the Foundation's eligibility.

Alignment with the Foundation's Interests

A program must be in alignment with the mission and goals of the Foundation, which are outlined in WHF's Strategic Plan 2012-2014. For more information, see http://williamsburghealthfoundation.org/about-us/mission-goals.)

Service Area

Foundation grants support programs benefiting the citizens of Greater Williamsburg, a region defined by this map of WHF's service area.



Agency Eligibility

The following types of organizations may apply for funding:

- Nonprofit corporations with 501(c)3 tax status as demonstrated by an IRS determination letter
- State or local government agencies

Application Documents

An application must include the most recent copies of an agency's board roster, annual budget, IRS determination letter, annual report, IRS Form 990, and the agency's annual financial audit.

Applications and supporting documents are due by noon (12:00 p.m.) on the dates indicated. There are no exceptions to deadlines. Please complete your application early to avoid any last minute problems. Late applications will not be considered.

Other Considerations

- Programs involving collaboration among organizations will receive higher priority.
- Programs funded through multiple sources will receive higher priority.

- Programs combining health and social service elements must have a clear and compelling health component. Agencies should identify anticipated health outcomes. The majority of WHF funding must be clearly associated with the delivery of health services or wellness and prevention programming.
- The Foundation will not fund applications requesting funding for:
    - Annual appeals and fundraising
    - Endowments
    - Real estate acquisition
    - Restoration of funds cut by governments or other organizations
    - Lobbying

Grant Categories

There are four distinct grant types offered by the Foundation:

- **Grants Initiated by a Letter of Intent (LOI):**
- Responsive Grants
- **Grants by Invitation:**
- Basic Operating Support Grants
- Basic Program Support Grants
- Foundation Directed Grants
-

Applying for a Responsive Grant

Any organization meeting the basic requirements can apply for a Responsive Grant from WHF. For the best results, follow the steps outlined on this page.

Step 1: Questions to answer before applying.

- Is the organization's mission consistent with WHF's funding priorities?
- Does the organization meet all of WHF's funding requirements?
- Has the applicant reviewed WHF's strategic plan?
- Has the applicant reviewed the other considerations that WHF takes into account when making its funding decisions?
- Is the applicant familiar with WHF's current Grant Cycle Calendar?
- Has the applicant downloaded and examined the "LOI Worksheet?"

Step 2: The Letter of Intent (LOI)

Please note: To access saved work on a Letter of Intent or review past grant applications, log in here.

The process of applying for a Responsive Grant begins with the submission of WHF's online Letter of Intent. For more information about the Foundation's timelines, please see the Grant Cycle Calendar.

A LOI should identify the need, target population, and strategy for addressing the need. Additionally, the applicant should outline a program budget, document any other sources of funding, and illustrate any collaboration with other agencies. For ongoing programs, the LOI should also include evidence that WHF funding would not supplant existing funding for the agency or program.

When submitting a Letter of Intent, please attach the following forms. If the Program Budget, Expense Narrative, or Income Forms are submitted in any other format than that which the Foundation has provided, the LOI will not be reviewed.

- WHF Program Budget Form
- WHF Program Expense Narrative Form
- WHF Program Income Form
- **Agency IRS Determination Letter** - Attach an electronic copy of an IRS Determination Letter to the LOI. Mailed copies are also acceptable. An IRS Determination Letter is not required for government entities.

Need Help With An Application? The Foundation's program officers are not able to review LOI's prior to submission, but they are available to answer general questions about the Foundation's interests or its application process. To ask questions, call (757) 345-0912 or send an email to info@williamsburghealthfoundation.org.

Step 3: LOI Review and Potential Full Application Invitation

After the LOI submission deadline has passed, WHF program officers will review all of the submitted LOIs. After this review, the Foundation will contact applicants via email to inform them of their status.

For those organizations that are invited to submit a Full Grant Application, additional information will be sent by email. An invitation to submit a Full Grant Application does not mean the submission will result in funding.

Step 4: Note Updated Responsive Grant Policies

WHF's Board of Trustees recently restructured several important elements of WHF's Responsive Grants program.

These changes are designed to provide the Foundation with flexibility to address evolving health care priorities and to better serve the long-term needs of the community. Achieving these goals will enable WHF to support innovation and sustained excellence, while encouraging continuous improvement.

Please note:

- Approved Responsive Grants **may** receive up to four consecutive years of funding.
- As with current policy, an agency **may** apply each of the four years the program is eligible.
- After the first year, programs **may** receive up to 75% of the original grant for the second year; 50% the third year; and 25% in the final year of eligibility.

To ask questions about WHF's Responsive Grants, please contact one of the Foundation's program officers at (757) 345-0912.

Grants By Invitation

The Foundation may invite programs or agencies with a record of strong outcomes to apply for other types of funding. Agencies invited to apply for these types of grants will receive applications by email.

Basic Operating Support grants provide support for agencies effectively addressing community health issues. In addition to meeting the Foundation's eligibility requirements, agencies must have had at least three years of WHF funding and demonstrated ability to meet performance benchmarks, improve efficiencies, continually deliver quality services and address community needs. Government agencies, hospitals, and higher education institutions are not eligible for these grants. An agency may only receive one grant in this category per year. Basic Operating Support status will be reviewed annually.

Basic Program Support grants provide support for individual programs effectively addressing specific community health issues. In addition to meeting the Foundation's eligibility requirements, programs must have had three years of WHF funding and demonstrated ability to meet performance benchmarks, improve efficiencies, continually deliver quality services and address community needs. An agency may receive two grants in this category per year.

Basic Program Support status will be reviewed annually.

Foundation-Directed grants provide funding for programs targeting community health issues identified by the Foundation and collaborating agencies. Agencies must meet Foundation's eligibility requirements. Other requirements are determined by the nature of the program.

An agency's Foundation-Directed status will be reviewed annually. These grants are long-term investments, and are process, data and outcome driven. They are also characterized by active involvement by Foundation staff.

Forms, Policies and Important Documents

Forms

- WHF Program Budget Form (Microsoft Excel)
- WHF Program Expense Narrative Form (Microsoft Word)
- WHF Program Income Form (Microsoft Excel)
- WHF Budget Revision Form (Microsoft Excel)

Policies

- WHF Policy on Audits and/or Accountant's Reviews (pdf)
- Applications and supporting documents are due by noon (12:00 p.m.) on the dates indicated. There are no exceptions to deadlines. Please complete your application early to avoid any last minute problems. Late applications will not be considered.

Important Documents

- LOI Worksheet (pdf)
- Sample Documents
- WHF Glossary (pdf)