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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
▶ 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 07/01/13 , and ending 06/30/14

B Check if applicable
- [ ] Address change
- [X] Name change
- [ ] Initial return
- [ ] Terminated
- [ ] Amended return
- [ ] Application pending

C Name of organization
PARTNERSHIP FOR BETTER HEALTH

Doing Business As

Number and street (or P O box if mail is not delivered to street address) | Room/suite
274 WILSON STREET

City or town, state or province, country, and ZIP or foreign postal code
CARLISLE PA 17013

D Employer identification number
23-1352161

E Telephone number
717-960-9009

G Gross receipts $ 25,501,187

F Name and address of principal officer
REBECCA H. RALEY
274 WILSON STREET
CARLISLE PA 17013

H(a) Is this a group return for subordinates? [ ] Yes [X] No

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

I Tax-exempt status [X] 501(c)(3) [ ] 501(c) ( ) ◀ (insert no) [ ] 4947(a)(1) or [ ] 527

J Website ▶ WWW.FORBETTERHEALTHPA.ORG

H(c) Group exemption number ▶

K Form of organization [X] Corporation [ ] Trust [ ] Association [ ] Other ▶

L Year of formation 2001

M State of legal domicile PA

Part I Summary

1 Briefly describe the organization's mission or most significant activities
PARTNERSHIP FOR BETTER HEALTH IDENTIFIES AND ADDRESSES HEALTHCARE NEEDS AND POLICIES, PROMOTES RESPONSIBLE HEALTH PRACTICES, AND ENHANCES ACCESS TO AND DELIVERY OF HEALTH SERVICES.

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

3 Number of voting members of the governing body (Part VI, line 1a)	3	15
4 Number of independent voting members of the governing body (Part VI, line 1b)	4	15
5 Total number of individuals employed in calendar year 2013 (Part V, line 2a)	5	8
6 Total number of volunteers (estimate if necessary)	6	50
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0

	Prior Year	Current Year
8 Contributions and grants (Part VIII, line 1h)	1,151,433	1,257,209
9 Program service revenue (Part VIII, line 2g)	0	0
10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,909,553	2,703,581
11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	111,502	1,006
12 Total revenue – add lines 8 through 11 (must equal Part VIII, column (A), line 12)	3,172,488	3,961,796
13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	1,949,749	2,131,482
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)	542,794	502,368
16a Professional fundraising fees (Part IX, column (A), line 11e)	200	0
b Total fundraising expenses (Part IX, column (D), line 25) ▶ 13,103		
17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	470,314	416,565
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	2,963,057	3,050,415
19 Revenue less expenses Subtract line 18 from line 12	209,431	911,381

	Beginning of Current Year	End of Year
20 Total assets (Part X, line 16)	73,155,340	81,262,256
21 Total liabilities (Part X, line 26)	1,864,565	2,006,400
22 Net assets or fund balances Subtract line 21 from line 20	71,290,775	79,255,856

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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

Signature of officer — Date 10-30-14

REBECCA H. RALEY — EXECUTIVE DIRECTOR
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check [ ] if self-employed	PTIN
GREGORY P. HALL, CPA		10/24/14		P00156653

Firm's name ▶ SMITH ELLIOTT KEARNS & COMPANY, LLC — Firm's EIN ▶ 52-0783935

Firm's address ▶ 19 BROOKWOOD AVE, STE 101 CARLISLE, PA 17015 — Phone no 717-243-9104

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

For Paperwork Reduction Act Notice, see the separate instructions. Form **990** (2013)

DAA

SCANNED NOV 20 2014

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III [X]

1 Briefly describe the organization's mission

PARTNERSHIP FOR BETTER HEALTH IDENTIFIES AND ADDRESSES HEALTHCARE NEEDS AND POLICIES, PROMOTES RESPONSIBLE HEALTH PRACTICES, AND ENHANCES ACCESS TO AND DELIVERY OF HEALTH SERVICES.

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 [X] 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 [X] 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 $ 2,452,747 including grants of $ 2,131,482) (Revenue $)

PARTNERSHIP FOR BETTER HEALTH PROVIDES FUNDING FOR GRANTS AND INITIATIVES THAT SEEK TO IMPROVE INDIVIDUALS' HEALTH STATUS AND BUILD COMMUNITY HEALTH CAPACITY. IN 2013-14, THE TOTAL GIVING TO RESPONSIVE GRANTS WAS $2,131,482; RELATED PERCENTAGES FOR THE FOCUS AREAS WERE: PRIMARY CARE-43%, ORAL HEALTH-22%,BEHAVIORAL HEALTH-18%, NUTRITION, PHYSICAL ACTIVITY AND TOBACCO CESSATION-13% AND ALLLIED HEALTHCARE EDUCATION-4%. GRANTS WERE PROVIDED TO 40 NONPROFIT ORGANIZATIONS.

ADDITIONALLY, BEYOND RESPONSIVE GRANTMAKING THE ORGANIZATION DEVELOPS INITIATIVES TO PROACTIVELY ADDRESS PRIORITY GOALS. THE TOTAL FUNDING FOR 2013-14 OF $34,590 SUPPORTED SUCH EFFORTS AS WELLNESS AT WORK AND 5210, A

4b (Code) (Expenses $ including grants of $) (Revenue $)

4c (Code) (Expenses $ including grants of $) (Revenue $)

4d Other program services (Describe in Schedule O)
(Expenses $ including grants of $) (Revenue $)

4e Total program service expenses ▶ 2,452,747

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	X	
2	Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	2	X	
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		X
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	X	
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		X
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		X
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		X
8	Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III	8		X
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		X
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		X
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	X	
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		X
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		X
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	X	
e	Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X	11e		X
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	X	
12a	Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII	12a	X	
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		X
13	Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13		X
14a	Did the organization maintain an office, employees, or agents outside of the United States?	14a		X
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		X
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		X
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		X
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		X
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		X
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		X
20a	Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a		X
b	If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b		

Part IV Checklist of Required Schedules (continued)

			Yes	No
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	X	
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		X
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		X
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		X
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
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		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
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		X
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		X
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		X
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		X
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		X
b	A family member of a current or former officer, director, trustee, or key employee? If "Yes," complete Schedule L, Part IV	28b		X
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		X
29	Did the organization receive more than $25,000 in non-cash contributions? If "Yes," complete Schedule M	29		X
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? If "Yes," complete Schedule M	30		X
31	Did the organization liquidate, terminate, or dissolve and cease operations? If "Yes," complete Schedule N, Part I	31		X
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		X
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		X
34	Was the organization related to any tax-exempt or taxable entity? If "Yes," complete Schedule R, Parts II, III, or IV, and Part V, line 1	34		X
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		X
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		X
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		X
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	X	

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	8		
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	X	
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	8		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns?		2b	X	
	Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)				
3a	Did the organization have unrelated business gross income of $1,000 or more during the year?		3a		X
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		
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		X
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		X
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		5b		X
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		X
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		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		7b		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		7c		X
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		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		7f		X
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?		13a		
	Note. See the instructions for additional information the organization must report on Schedule O				
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		X
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 line 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 [X]

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 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	1a	15		
b	Enter the number of voting members included in line 1a, above, who are independent	1b	15		
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			X
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			X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?	4			X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?	5			X
6	Did the organization have members or stockholders?	6			X
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			X
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			X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following				
a	The governing body?	8a		X	
b	Each committee with authority to act on behalf of the governing body?	8b		X	
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			X

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		X
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	X	
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	X	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	12b	X	
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	X	
13	Did the organization have a written whistleblower policy?	13	X	
14	Did the organization have a written document retention and destruction policy?	14	X	
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	X	
b	Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	15b	X	
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		X
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		

Section C. Disclosure

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

18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 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 ▶ HAROLD S. FRAKER, JR 274 WILSON STREET CARLISLE PA 17013 717-960-9009

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, and 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 organizations 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) SUSAN OTWAY CHAIRPERSON	4.00 0.00	X		X				0	0	0
(2) DEB KELLY VICE CHAIRPERSON	4.00 0.00	X		X				0	0	0
(3) JEFFREY S. GAYMAN SECRETARY	3.00 0.00	X		X				0	0	0
(4) W. CRAIG MCLEAN TREASURER	3.00 0.00	X		X				0	0	0
(5) THERESA ARNDT BOARD MEMBER	2.00 0.00	X						0	0	0
(6) MARY FRANCES CARSON BOARD MEMBER	2.00 0.00	X						0	0	0
(7) JAMES HOEFLER BOARD MEMBER	3.00 0.00	X						0	0	0
(8) DAVID HOOVER BOARD MEMBER	3.00 0.00	X						0	0	0
(9) SHERRY HOOVER BOARD MEMBER	2.00 0.00	X						0	0	0
(10) JOHN MCCLELLAN BOARD MEMBER	2.00 0.00	X						0	0	0
(11) PATTI MCLAUGHLIN BOARD MEMBER	2.00 0.00	X						0	0	0

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			
(12) THOMAS NESLUND	2.00									
BOARD MEMBER	0.00	X						0	0	0
(13) JUNE L. SHOMAKER	2.00									
BOARD MEMBER	0.00	X						0	0	0
(14) STEPHANIE WILLIAMS	3.00									
BOARD MEMBER	0.00	X						0	0	0
(15) STEPHEN WINN	3.00									
BOARD MEMBER	0.00	X						0	0	0
(16) REBECCA H. RALEY	45.00									
EXECUTIVE DIRECTOR	0.00			X				89,132	0	28,115
(17) HAROLD S. FRAKER, JR.	40.00									
DIRECTOR OF FINANCE	0.00			X				68,714	0	14,489
(18)										
(19)										
1b Sub-total ▶								157,846		42,604
c Total from continuation sheets to Part VII, Section A ▶										
d Total (add lines 1b and 1c) ▶								157,846		42,604

2 Total number of individuals (including but not limited to those listed above) who received more than $100,000 in reportable compensation from the organization ▶ 0

		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		X
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		X
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		X

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
MORGAN STANLEY 1585 BROADWAY NEW YORK NY 10036	INVESTMENT MGMT	227,454

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 ▶ 1

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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				
	d Related organizations	1d				
	e Government grants (contributions)	1e				
	f All other contributions, gifts, grants, and similar amounts not included above	1f	1,257,209			
	g Noncash contributions included in lines 1a-1f $					
	h **Total.** Add lines 1a–1f ▶		1,257,209			
Program Service Revenue		Busn Code				
	2a					
	b					
	c					
	d					
	e					
	f All other program service revenue					
	g **Total.** Add lines 2a–2f ▶					
Other Revenue	3 Investment income (including dividends, interest, and other similar amounts) ▶		923,087			923,087
	4 Income from investment of tax-exempt bond proceeds ▶					
	5 Royalties ▶					
		(i) Real	(ii) Personal			
	6a Gross rents					
	b Less rental exps					
	c Rental inc or (loss)					
	d Net rental income or (loss) ▶					
	7a Gross amount from sales of assets other than inventory	(i) Securities 23,319,885	(ii) Other			
	b Less cost or other basis & sales exps	21,539,391				
	c Gain or (loss)	1,780,494				
	d Net gain or (loss) ▶		1,780,494			1,780,494
	8a Gross income from fundraising events (not including $ of contributions reported on line 1c) See Part IV, line 18 a					
	b Less direct expenses b					
	c Net income or (loss) from fundraising events ▶					
	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	Busn Code				
	11a RETURN OF GRANT FUNDS	900099	727			727
	b FEES REVENUE	900099	279			279
	c					
	d All other revenue					
	e **Total.** Add lines 11a–11d ▶		1,006			
	12 **Total revenue.** See instructions ▶		3,961,796	0	0	2,704,587

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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 U S See Part IV, line 21	2,131,482	2,131,482		
2 Grants and other assistance to individuals in the U S See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the U S See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	201,467	91,194	104,600	5,673
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	218,822	99,050	114,292	5,480
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	14,553	6,590	7,552	411
9 Other employee benefits	38,777	20,481	18,296	
10 Payroll taxes	28,749	12,889	15,042	818
11 Fees for services (non-employees)				
a Management				
b Legal	1,655		1,655	
c Accounting	15,105		15,105	
d Lobbying				
e Professional fundraising services See Part IV, line 17				
f Investment management fees	219,709		219,709	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	31,604	4,947	26,561	96
12 Advertising and promotion	2,439	26	2,413	
13 Office expenses	16,033	2,091	13,939	3
14 Information technology				
15 Royalties				
16 Occupancy	41,888	20,321	21,521	46
17 Travel	6,439	1,978	4,237	224
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	1,827	1,626		201
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	19,803	11,351	8,422	30
23 Insurance	9,897	4,810	4,986	101
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 INITIATIVES	34,590	34,590		
b COMMUNITY DEVELOPMENT EVE	8,510	4,648	3,862	
c POLICY EVENTS AND ACTIVIT	4,673	4,673		
d MISCELLANEOUS	1,713		1,713	
e All other expenses	680		660	20
25 **Total functional expenses.** Add lines 1 through 24e	3,050,415	2,452,747	584,565	13,103
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)				

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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		300	1	50
	2	Savings and temporary cash investments		239,958	2	169,883
	3	Pledges and grants receivable, net			3	
	4	Accounts receivable, net		3,127	4	727
	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			8	
	9	Prepaid expenses and deferred charges		17,252	9	15,680
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 815,949			
	b	Less accumulated depreciation	10b 633,980	185,360	10c	181,969
	11	Investments—publicly traded securities		37,191,768	11	41,016,846
	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		35,517,575	15	39,877,101
	16	**Total assets.** Add lines 1 through 15 (must equal line 34)		73,155,340	16	81,262,256
Liabilities	17	Accounts payable and accrued expenses		111,312	17	90,148
	18	Grants payable		1,753,253	18	1,916,252
	19	Deferred revenue			19	
	20	Tax-exempt bond liabilities			20	
	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			23	
	24	Unsecured notes and loans payable to unrelated third parties			24	
	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			25	
	26	**Total liabilities.** Add lines 17 through 25		1,864,565	26	2,006,400
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		35,752,938	27	39,336,792
	28	Temporarily restricted net assets		306,252	28	190,837
	29	Permanently restricted net assets		35,231,585	29	39,728,227
		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		71,290,775	33	79,255,856
	34	Total liabilities and net assets/fund balances		73,155,340	34	81,262,256

Part XI Reconciliation 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	3,961,796
2	Total expenses (must equal Part IX, column (A), line 25)	2	3,050,415
3	Revenue less expenses Subtract line 2 from line 1	3	911,381
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	71,290,775
5	Net unrealized gains (losses) on investments	5	2,537,649
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	4,516,051
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	79,255,856

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? 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	2a		X
b	Were the organization's financial statements audited by an independent accountant? 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	2b	X	
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? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	2c	X	
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		X
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		

SCHEDULE A (Form 990 or 990-EZ)

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.**

▶ **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

PARTNERSHIP FOR BETTER HEALTH

Employer identification number

23-1352161

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?

(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?

(ii) A family member of a person described in (i) above?

(iii) A 35% controlled entity of a person described in (i) or (ii) above?

	Yes	No
11g(i)		
11g(ii)		
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	
(A)									
(B)									
(C)									
(D)									
(E)									
Total									

Schedule A (Form 990 or 990-EZ) 2013 **PARTNERSHIP FOR BETTER HEALTH** **23-1352161**

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 ")	1,028,979	1,079,965	1,062,650	1,151,433	1,257,209	5,580,236
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	1,028,979	1,079,965	1,062,650	1,151,433	1,257,209	5,580,236
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)						3,674,186
6 **Public support.** Subtract line 5 from line 4						1,906,050

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	1,028,979	1,079,965	1,062,650	1,151,433	1,257,209	5,580,236
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	806,614	982,901	991,431	983,459	923,087	4,687,492
9 Net income from unrelated business activities, whether or not the business is regularly carried on					6	6
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)	314,788	116,661	61,415	111,502	1,006	605,372
11 **Total support.** Add lines 7 through 10						10,873,106
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 section 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	17.53%
15	Public support percentage from 2012 Schedule A, Part II, line 14	15	16.95%

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 ▶ ☐

Schedule A (Form 990 or 990-EZ) 2013 **PARTNERSHIP FOR BETTER HEALTH** **23-1352161**

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 section 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)

PART II, LINE 10 - OTHER INCOME DETAIL

$ 605,372

PART II, LINE 17A - 10% FACTS AND CIRCUMSTANCE TEST - 2013

PARTNERSHIP FOR BETTER HEALTH IS A PUBLICLY SUPPORTED ORGANIZATION BASED ON THE FACTS AND CIRCUMSTANCES TEST OF TREASURY REG. 1.170A-9(F)(3), PARTNERSHIP FOR BETTER HEALTH RECEIVED PUBLIC SUPPORT ABOVE 10%. FOR THE FIVE-YEAR PERIOD ENDING JUNE 30, 2014, THE ORGANIZATION RECEIVED APPROXIMATELY 17.53% OF ITS SUPPORT FROM THE GENERAL PUBLIC. PARTNERSHIP FOR BETTER HEALTH IS ORGANIZED AND OPERATED TO ATTRACT NEW AND ADDITIONAL SUPPORT ON A CONTINUOUS BASIS FROM THE GENERAL PUBLIC AND OTHER EXEMPT ORGANIZATIONS. PARTNERSHIP FOR BETTER HEALTH'S BOARD OF TRUSTEES IS COMPRISED OF INDIVIDUALS WHO ARE CIVIC AND BUSINESS LEADERS AND THUS IS REPRESENTATIVE OF THE PUBLIC INTEREST. THE BOARD IS DESIGNED TO BE REPRESENTATIVE OF, AND KNOWLEDGEABLE ABOUT, THE COMMUNITY AND ITS HEALTH NEEDS.FINALLY, PARTNERSHIP FOR BETTER HEALTH HAS DEMONSTRATED ITS PUBLICLY SUPPORTED NATURE BY FULFILLING ITS PRINCIPAL CHARGE, WHICH HISTORICALLY HAS BEEN TO SUPPORT A CHARITABLE MISSION RELATED TO IMPROVING ACCESS TO AND DELIVERY OF HEALTH CARE THROUGHOUT OUR REGION. THIS MISSION ORIGINATES FROM THE ORGANIZATION'S PREDECESSOR ORGANIZATION, CARLISLE HEALTH SERVICES CORPORATION (THE FORMER CARLISLE HOSPITAL), THE SALE OF WHICH ESTABLISHED TODAY'S ORGANIZATION.

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 organization	Employer identification number
PARTNERSHIP FOR BETTER HEALTH	23-1352161

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-
(1)					
(2)					
(3)					
(4)					
(5)					
(6)					

Schedule C (Form 990 or 990-EZ) 2013 **PARTNERSHIP FOR BETTER HEALTH** **23-1352161** Page 2

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)	3,742	
b Total lobbying expenditures to influence a legislative body (direct lobbying)	12	
c Total lobbying expenditures (add lines 1a and 1b)	3,754	
d Other exempt purpose expenditures	2,448,993	
e Total exempt purpose expenditures (add lines 1c and 1d)	2,452,747	
f Lobbying nontaxable amount Enter the amount from the following table in both columns	272,637	
g Grassroots nontaxable amount (enter 25% of line 1f)	68,159	
h Subtract line 1g from line 1a If zero or less, enter -0-	0	
i Subtract line 1f from line 1c If zero or less, enter -0-	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	282,932	276,209	267,019	272,637	1,098,797
b Lobbying ceiling amount (150% of line 2a, column(e))					1,648,196
c Total lobbying expenditures	8,310	7,258	486	3,754	19,808
d Grassroots nontaxable amount	70,733	69,052	66,755	68,159	274,699
e Grassroots ceiling amount (150% of line 2d, column (e))					412,049
f Grassroots lobbying expenditures	8,022	6,437	450	3,742	18,651

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?			
b Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c Media advertisements?			
d Mailings to members, legislators, or the public?			
e Publications, or published or broadcast statements?			
f Grants to other organizations for lobbying purposes?			
g Direct contact with legislators, their staffs, government officials, or a legislative body?			
h Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i Other activities?			
j Total Add lines 1c through 1i			
2a Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
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

Part IV Supplemental Information (continued)

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.
▶ 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

PARTNERSHIP FOR BETTER HEALTH

Employer identification number

23-1352161

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)
☐ Protection of natural habitat
☐ Preservation of open space
☐ Preservation of an historically important land area
☐ Preservation of a certified historic structure

2 Complete lines 2a 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 Tax 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	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

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

a Board designated or quasi-endowment ▶ %
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)	
(ii) related organizations	3a(ii)	
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		131,911		131,911
b Buildings		610,830	580,966	29,864
c Leasehold improvements				
d Equipment		73,208	53,014	20,194
e Other				
Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c)) ▶				181,969

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		
(3) Other		
(A)		
(B)		
(C)		
(D)		
(E)		
(F)		
(G)		
(H)		
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
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
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
(1) BENEFICIAL INT IN PERPETUAL TRUSTS	39,728,227
(2) ASSETS HELD IN TRUST - TEMP RESTRICT	148,874
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 15) ▶	39,877,101

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
(1) Federal income taxes	
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
Total. (Column (b) must equal Form 990, Part X, col (B) line 25) ▶	

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 [X]

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	11,015,496
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12				
a	Net unrealized gains on investments	2a	2,537,649		
b	Donated services and use of facilities	2b			
c	Recoveries of prior year grants	2c			
d	Other (Describe in Part XIII)	2d	4,516,051		
e	Add lines 2a through 2d			2e	7,053,700
3	Subtract line 2e from line 1			3	3,961,796
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	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)			5	3,961,796

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	3,050,415
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			
e	Add lines 2a through 2d			2e	
3	Subtract line 2e from line 1			3	3,050,415
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	
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)			5	3,050,415

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

PART X - FIN 48 FOOTNOTE

THE ORGANIZATION FOLLOWS THE FASB ACCOUNTING STANDARDS CODIFICATION, WHICH PROVIDES GUIDANCE ON ACCOUNTING FOR UNCERTAINTY IN INCOME TAXES RECOGNIZED IN AN ORGANIZATION'S FINANCIAL STATEMENTS. THE GUIDANCE PRESCRIBES A RECOGNITION THRESHOLD AND MEASUREMENT ATTRIBUTE FOR THE FINANCIAL STATEMENT RECOGNITION AND MEASUREMENT OF A TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN, AND ALSO PROVIDES GUIDANCE ON DERECOGNITION, CLASSIFICATION, INTEREST AND PENALTIES, ACCOUNTING IN INTERIM PERIODS, DISCLOSURE, AND TRANSITION. AS OF JUNE 30, 2014 AND 2013, THE ORGANIZATION HAD NO UNCERTAIN TAX POSITIONS THAT QUALIFY FOR EITHER RECOGNITION OR DISCLOSURE IN THE ORGANIZATION'S FINANCIAL STATEMENTS. TAX YEARS SUBSEQUENT TO 2010 ARE OPEN FOR EXAMINATION BY FEDERAL, STATE, AND LOCAL AUTHORITIES.

PART XI, LINE 2D - REVENUE AMOUNTS INCLUDED IN FINANCIALS - OTHER

CHANGE IN VALUE OF TRUSTS	$ 4,516,051

Part XIII Supplemental Information (continued)

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

PARTNERSHIP FOR BETTER HEALTH

Employer identification number

23-1352161

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? [X] Yes [ ] No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) BIG SPRING SCHOOL DISTRICT 45 MOUNT ROCK ROAD NEWVILLE PA 17241	23-6005298		10,000				HEALTHY EATING PROG
(2) BISON FOUNDATION 623 WEST PENN STREET CARLISLE PA 17013	25-1867180	3	12,200				MEDICAL EQUIPMENT
(3) CAPITAL RESOURCE CONSERVATION 401 EAST LOUTHER STREET, SUITE 307 CARLISLE PA 17013	04-3691329	3	50,000				HEALTHY EATING PROG
(4) CARLISLE AREA HEALTHCARE AUXILIARY P.O. BOX 579 CARLISLE PA 17013	23-6399312	3	10,000				SCHOLARSHIPS
(5) CARLISLE AREA SCHOOL DISTRICT 623 WEST PENN STREET CARLISLE PA 17013	23-9005321		14,630				HEALTHY EATING PROG
(6) CARLISLE HEALTH CARE ALTERNATIVES 135 LOG CABIN ROAD NEWVILLE PA 17241	23-1352161	3	25,000				HOME CARE TRAINING
(7) CENTER FOR YOUTH AND COMMUNITY DEV P.O. BOX 3576 GETTYSBURG PA 17325	64-0952164	3	26,900				SUBSTANCE ABUSE PROG
(8) CIVIC CLUB OF SHIPPENSBURG P.O. BOX 593 SHIPPENSBURG PA 17257	23-1394564	3	16,000				INHOME HEALTH SERVIC
(9) DOWNTOWN CARLISLE ASSOCIATION 53 WEST SOUTH STREET CARLISLE PA 17013	23-2224862	3	18,000				PLAYGROUND IMPROVMTS

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶ 15

3 Enter total number of other organizations listed in the line 1 table ▶ 3

SCHEDULE I (Form 990)

Department of the Treasury
Internal Revenue Service

Grants and Other Assistance to Organizations, Governments, and Individuals in the United States

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

▶ Attach to Form 990.

▶ Information about Schedule I (Form 990) and its instructions is at www.irs.gov/form990.

OMB No 1545-0047

2013

Open to Public Inspection

Name of the organization

PARTNERSHIP FOR BETTER HEALTH

Employer identification number

23-1352161

Part I General Information on Grants and Assistance

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☐ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than $5,000 Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) EMPLOYMENT SKILLS CENTER 29 SOUTH HANOVER STREET CARLISLE PA 17013	23-1995705	3	43,470				CNA TRAINING
(2) HACC FOUNDATION M260, ONE HACC DRIVE HARRISBURG PA 17110	23-2353614	3	10,000				SCHOLARSHIPS
(3) HOSPICE OF CENTRAL PENNSYLVANIA 1320 LINGLESTOWN ROAD HARRISBURG PA 17110	23-2106895	3	9,000				HOSPICE SERVICES
(4) MARANATHA - CARLISLE P.O. BOX 1320 CARLISLE PA 17013	20-5164840	3	7,500				FINANCIAL MGMT SERV
(5) NHS STEVENS CENTER 33 STATE AVENUE CARLISLE PA 17013	25-1878857	3	170,000				OUTPATIENT & MENTAL
(6) PROJECT SHARE OF CARLISLE 5 NORTH ORANGE STREET, SUITE 4 CALRISLE PA 17013	27-0531231	3	62,000				HEALTHY FOOD
(7) SADLER HEALTH CENTER 100 NORTH HANOVER STREET CARLISLE PA 17013	54-2082673	3	1,516,602				PROGRAM SUPPORT
(8) SUBSTANCE ABUSE SERVICES 100 NORTH CAMERON STREET, SUITE 401 HARRISBURG PA 17101	25-1861015	3	77,560				SUBSTANCE ABUSE ADV
(9) WEST PERRY HIGH SCHOOL 2608 SHERMANS VALLEY ROAD ELLIOTTSBURG PA 17024	12-7650886		10,200				HEALTHY EATING PROG

2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table ▶

3 Enter total number of other organizations listed in the line 1 table ▶

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22
Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2 - PROCEDURES FOR MONITORING THE USE OF GRANT FUNDS

THE ORGANIZATION USES FIVE CRITICAL MECHANISMS TO ENSURE THAT GRANT FUNDS ARE APPROPRIATELY APPLIED TO ACHIEVE DESIRED GOALS: 1) GRANT APPLICATIONS IN WHICH PROSPECTIVE GRANTEES SPECIFY PROJECT GOALS, OBJECTIVES, EVALUATION STRATEGIES AND BUDGET; 2) GRANT CONTRACTS THAT CONFIRM PROJECT GOALS, OUTCOMES, EVALUATION PLANS, REPORTING REQUIREMENTS AND SITE VISIT PLANS; 3) INTERIM REPORTS PREPARED BY GRANTEES, WHICH DOCUMENT PROGRESS IN MEETING GOALS AND OBJECTIVES; 4) SITE VISITS BY ORGANIZATION STAFF AND VOLUNTEERS, WHICH ALLOW FOR AN OPEN DIALOGUE BETWEEN PROGRAM AND ORGANIZATION STAFF, AS WELL AS OBSERVATION OF PROGRAM ACTIVITIES WHEN APPROPRIATE AND; 5) FINAL

Part III **Grants and Other Assistance to Individuals in the United States.** Complete if the organization answered "Yes" to Form 990, Part IV, line 22
Part III can be duplicated if additional space is needed

	(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance
1						
2						
3						
4						
5						
6						
7						

Part IV **Supplemental Information.** Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

REPORTS. TO THE EXTENT POSSIBLE, REPORTING AND EVALUATION REQUIREMENTS ARE RIGHT-SIZED TO MATCH THE SIZE OF ANY GIVEN AWARD. WHILE ALL AWARDS BEGIN WITH A GRANT APPLICATION AND CONTRACT, ORGANIZATION MINI-GRANTS (AWARDS UNDER $2,000) OFTEN ONLY REQUIRE A FINAL REPORT. GRANTS ABOVE $2,000 TYPICALLY REQUIRE A SITE VISIT AND A FINAL REPORT. MOST GRANTS ARE FUNDED FOR ONE YEAR AT A TIME, MEANING THAT WITHIN ROUGHLY A YEAR'S TIME,THE ORGANIZATION RECEIVES AN APPLICATION, ISSUES A GRANT CONTRACT, RECEIVES AN INTERIM REPORT AT 6-MONTHS, CONDUCTS A SITE VISIT AND RECEIVES A FINAL REPORT (WITHIN 14 MONTHS).

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 990-EZ 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

PARTNERSHIP FOR BETTER HEALTH

Employer identification number

23-1352161

FORM 990, PART III, LINE 4A - FIRST ACCOMPLISHMENT

HEALTH PROMOTION CAMPAIGN TO INCREASE HEALTHY EATING AND ACTIVE LIVING.

SIX PROGRAMS AT SADLER HEALTH CENTER ARE SO CRITICAL TO THE ORGANIZATION'S MISSION AND THE COMMUNITY'S BASIC HEALTHCARE NEEDS THAT IN TOTAL THEY RECEIVED APPROXIMATELY 70% OF GRANT FUNDS. THE SERVICES OFFERED THROUGH THIS COMMUNITY HEALTH CENTER INCLUDE: TRADITIONAL MEDICAL AND DENTAL CARE; HEALTHY RX, WHICH HAS SECURED OVER $27 MILLION IN FREE PRESCRIPTIONS IN JUST OVER EIGHT YEARS; TOBACCO CESSATION, WITH A HIGHLY SUCCESSFUL 60% QUIT RATE; NURSE-FAMILY PARTNERSHIP, A NATIONALLY RESPECTED EVIDENCE-BASED PROGRAM; AND BEHAVIORAL HEALTH COUNSELING.

IN THE STATEMENT OF FUNCTIONAL EXPENSES, THE ORGANIZATION REPORTS THAT 80% OF ITS FUNDS SUPPORTED PROGRAM SERVICES IN 2013-14. ON AVERAGE, A GRANT LEVERAGES OVER $3.00 FROM OTHER RESOURCES FOR EVERY $1.00 THE ORGANIZATION INVESTS.

BEYOND TRADITIONAL GRANTMAKING, THE ORGANIZATION: ASSESSES COMMUNITY HEALTH NEEDS THROUGH ROUNDTABLE DISCUSSIONS AND SURVEYS; BUILDS NONPROFIT CAPACITY THROUGH REGIONAL TRAININGS ON TOPICS SUCH AS FUNDRAISING, MEDIA RELATIONS AND OUTCOMES MEASUREMENTS; EDUCATES THE PUBLIC ABOUT, AND ADVOCATES FOR, STRONG HEALTH POLICIES; DRIVES COLLABORATION BY LEADING REGIONAL PARTNERSHIPS SUCH AS THE CUMBERLAND COUNTY STATE HEALTH IMPROVEMENT PARTNERSHIP AND A YOUTH NETWORKING FORUM; AND PROACTIVELY DEVELOPS EVIDENCE-BASED INITIATIVES, SUCH AS A 5210 HEALTH CAMPAIGN AND

Name of the organization: PARTNERSHIP FOR BETTER HEALTH

Employer identification number: 23-1352161

RELATED GRANTS TO AREA SCHOOLS.

FORM 990, PART VI, LINE 11B - ORGANIZATION'S PROCESS TO REVIEW FORM 990

THE FORM 990 IS REVIEWED IN DETAIL BY THE FINANCE COMMITTEE AND THE AUDIT SUBCOMMITTEE. COPIES ARE MADE AVAILABLE TO THE BOARD AND A VERY BRIEF SUMMARY IS MADE PRIOR TO BOARD ACTION.

FORM 990, PART VI, LINE 12C - ENFORCEMENT OF CONFLICTS POLICY

THE ANNUAL DISCLOSURE OF CONFLICT OF INTEREST IS COMPLETED BY BOARD, COMMITTEE MEMBERS, AND STAFF. THESE STATEMENTS ARE REVIEWED AND MAINTAINED BY THE EXECUTIVE DIRECTOR AND REFERRED TO WHEN NEEDED. WHEN A CONFLICT OF INTEREST COMES ABOUT, THAT INDIVIDUAL MAY PARTICIPATE IN DISCUSSION BUT DOES NOT VOTE ON THE MATTER.

FORM 990, PART VI, LINE 15A - COMPENSATION PROCESS FOR TOP OFFICIAL

THE EXCECUTIVE DIRECTOR'S(ED'S) ANNUAL PERFORMANCE REVIEW AND SALARY DETERMINATION INVOLVES INDEPENDENT DELIBERATION BY THE EXECUTIVE COMMITTEE WITH INPUT FROM THE FULL BOARD. A SALARY BENCHMARKING STUDY IS CONDUCTED BY THE EXECUTIVE COMMITTEE, WITH CAREFUL OVERSIGHT AND INPUT FROM THE FINANCE COMMITTEE. THE STUDY ENCOMPASSES ALL STAFF POSITIONS AT THE ORGANIZATION AND IS DEVELOPED THROUGH A REVIEW OF REPUTABLE LOCAL, STATE, AND NATIONAL SALARY BENCHMARKING STUDIES CONDUCTED FOR NONPROFIT ORGANIZATIONS AND COMMUNITY FOUNDATIONS. THE REPORT IS UPDATED EVERY THREE YEARS. THE ED DRAFTS AN ANNUAL WORKPLAN AT THE START OF EACH YEAR THAT IDENTIFIES CRITICAL GOALS AND ACTIONS TO GUIDE HER WORK IN THE YEAR AHEAD. THE EXECUTIVE COMMITTEE REVIEWS AND OFFERS FEEDBACK ON HER WORKPLAN, AND IT IS THEN REVIEWED AND VOTED ON BY THE FULL BOARD.

Name of the organization: PARTNERSHIP FOR BETTER HEALTH

Employer identification number: 23-1352161

IN THE SPRING OF EACH YEAR, ALL STAFF UNDERGO AN ANNUAL PERFORMANCE REVIEW. AS A PART OF THIS PROCESS, THE ED COMPLETES AN ANNUAL SELF-EVALUATION AND REPORTS ON ALL PROGRESS MADE WITHIN HER YEARLY WORKPLAN. THE EXECUTIVE COMMITTEE REVIEWS THESE DOCUMENTS AND INVITES THE FULL BOARD TO PROVIDE INPUT ON THE ED'S PERFORMANCE REVIEW. THE COMMITTEE SYNTHESIZES THIS INFORMATION AND MEETS WITH THE ED TO DISCUSS THE REVIEW. A RECOMMENDATION FOR THE ED'S SALARY ADJUSTMENT IS THEN MADE BY THE EXECUTIVE COMMITTEE BASED ON RESULTS OF HER PERFORMANCE REVIEW, THE FINDINGS OF THE SALARY BENCHMARKING STUDY, AND FUNDS AVAILABLE IN THE BOARD APPROVED BUDGET.

FORM 990, PART VI, LINE 15B - COMPENSATION PROCESS FOR OFFICERS

A SALARY BENCHMARKING STUDY IS CONDUCTED BY THE EXECUTIVE COMMITTEE, WITH INPUT FROM THE FINANCE COMMITTEE. THE STUDY ENCOMPASSES ALL STAFF POSITIONS AT THE ORGANIZATION AND IS DEVELOPED THROUGH A REVIEW OF REPUTABLE LOCAL, STATE, AND NATIONAL SALARY BENCHMARKING STUDIES CONDUCTED FOR NONPROFIT ORGANIZATIONS AND COMMUNITY FOUNDATIONS. THE REPORT IS UPDATED EVERY THREE YEARS.

IN THE SPRING OF EACH YEAR, ALL STAFF UNDERGO AN ANNUAL PERFORMANCE REVIEW AND RECOMMENDATIONS FOR SALARY ADJUSTMENTS ARE THEN MADE BY THE EXECUTIVE DIRECTOR BASED ON FUNDS AVAILABLE IN THE BOARD APPROVED BUDGET.

FORM 990, PART VI, LINE 19 - GOVERNING DOCUMENTS DISCLOSURE EXPLANATION

THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS, CONFLICT OF INTEREST POLICY, AND FINANCIAL STATEMENTS AVAILABLE TO THE PUBLIC UPON REQUEST. THE FINANCIAL STATEMENTS, IN ABBREVIATED FORM, ARE PRINTED IN AN ANNUAL REPORT

Name of the organization: PARTNERSHIP FOR BETTER HEALTH

Employer identification number: 23-1352161

THAT IS MAILED TO INDIVIDUALS IN THE COMMUNITY, AGENCIES TO WHICH GRANTS ARE MADE, AND VOLUNTEERS. AVAILABILITY OF THE REPORTS IS ALSO ANNOUNCED IN AN AD IN THE LOCAL NEWSPAPER.

FORM 990, PART XI, LINE 9 - RECONCILIATION OF CHANGES - OTHER

CHANGE IN VALUE OF TRUSTS	$ 4,516,051

Entity #: 706641
Date Filed 10/01/2013
Carol Aichele
Secretary of the Commonwealth

PENNSYLVANIA DEPARTMENT OF STATE
BUREAU OF CORPORATIONS AND CHARITABLE ORGANIZATIONS

Articles of Amendment-Domestic Corporation

(15 Pa.C.S.)

___ Business Corporation (§ 1915)
_X_ Nonprofit Corporation (§ 5915)

Name
Ivo V. Otto III, Esquire
Address
10 East High Street
City | State | Zip Code
Carlisle | PA | 17013

Document will be returned to the name and address you enter to

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-NONPROFIT 9 Page(s)

T1327741103

Fee: $70

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Carlisle Area Health and Wellness Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
274 Wilson Street	Carlisle	PA	17013	Cumberland

(b) Name of Commercial Registered Office Provider | County
c/o

3. The statute by or under which it was incorporated: General Corporation Act of 1874, etc.

4. The date of its incorporation: February 2, 1913

5. *Check, and if appropriate complete, one of the following:*

_X_ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

___ The amendment shall be effective on: _____ (Date) at _____ (Hour)

2013 OCT -1 PM 1:31
PA. DEPT. OF STATE

DSCB:15-1915/5915-2

6. *Check one of the following:*

___ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

X The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. *Check, and if appropriate, complete one of the following:*

___ The amendment adopted by the corporation, set forth in full, is as follows

X The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. *Check if the amendment restates the Articles:*

X The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

1st day of October.

2013.

Carlisle Area Health and Wellness Foundation

Name of Corporation

By: [signature]

Signature

Executive Director

Title

EXHIBIT A

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

PARTNERSHIP FOR BETTER HEALTH, INC.

In compliance with the requirements of 15 Pa. C.S.A. Section 5915 (relating to articles of amendment) the articles of incorporation of Carlisle Area Health and Wellness Foundation are amended and restated in their entirety to read as follows:

1. The name of the corporation is:

   Partnership for Better Health, Inc.

2. The location and post office of the initial registered office of the corporation in this Commonwealth is:

   274 Wilson Street
   Carlisle, PA 17013

3. The corporation is incorporated under the Pennsylvania Nonprofit Corporation Law of 1988, as amended, for the following purpose or purposes:

   (a) The corporation is formed exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (as amended from time to time), or the corresponding provision of any future United States internal revenue law (the "Code"), to support, benefit and carry out the purposes of the Partnership for Better Health, Inc., which is an exempt organization described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Code, and to:

      (i) Engage in activities related to the promotion of health and the improvement of the health status of persons in the greater Carlisle, Pennsylvania area;

      (ii) Improve community health;

      (iii) Provide resources for the restoration and maintenance of health;

      (iv) Bring high quality health care services to the greater Carlisle area;

(v) Promote health education;

(vi) Support health related research benefiting persons in the greater Carlisle area;

(vii) Promote the general health and wellness of persons in the greater Carlisle area;

(viii) Engage in certain fund-raising and related activities or programs;

(ix) Engage in other activities directly or indirectly related to, or which may assist the accomplishment of such purposes, including, without limitation, making grants to other nonprofit organizations to enable them to carry out these activities; and

(x) Take such action and perform such acts to accomplish its purposes with all the powers and authority conferred on nonprofit corporations by the laws of the Commonwealth of Pennsylvania, subject to limitations imposed on its actions under Section 501(c)(3) of the Code;

(b) The corporation does not contemplate pecuniary gain or profit, incidental or otherwise. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Trustee, officer or other private person, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, contributions and distributions in furtherance of the purposes of the corporation set forth in the foregoing paragraph (a) of this Article 3.

(c) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Code, and the corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other

activities not permitted to be carried on (i) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Code, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

(d) Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation, to the extent permitted by law, to an organization or organizations qualifying for exemption from Federal income tax under Sections 501(a) and 501(c)(3) of the Code, including, without limitation, the Partnership for Better Health, Inc., so long as it is organized and operated for charitable, educational or scientific purposes, and qualify as an exempt organization under Section 501(c)(3) of the Code. Any remaining assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located exclusively for such charitable, educational or scientific purposes or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

4. The corporation is to exist for a perpetual term.

5. The corporation is organized upon a non-stock basis.

6. The corporation shall have no members.

7. All conditions, qualifications, requirements, privileges and regulations regarding the governing Board of the corporation shall be fixed and governed by the bylaws of the corporation.

BYLAWS OF THE
PARTNERSHIP FOR BETTER HEALTH

ARTICLE I
Mission Statement

Section 1.1 Partnership for Better Health (herein also "the foundation") identifies and addresses health care needs and policies, promotes responsible health practices, and enhances access to and delivery of health services.

ARTICLE II
Board of Trustees

Section 2.1 The general control of the property and affairs of Partnership for Better Health shall be vested in a Board of Trustees (herein the "Board"), as hereinafter provided.

Section 2.2 The Board shall have 15 members. Of these members, one shall be nominated and appointed by the President Judge of the Court of Common Pleas of Cumberland County, Pennsylvania, and one member shall be nominated and appointed by the President Judge of the Court of Common Pleas of Perry County, Pennsylvania.

The remaining Trustees shall be selected by the Board in accordance with the responsibilities of the Governance Committee and the provisions of Sections 5.5 and Article V of these Bylaws. The Foundation's intent is to retain a broadly diversified Board that is representative of the community and interests that it serves.

Section 2.3 Each Trustee may serve a maximum of two (2) consecutive terms, except in the case of a re-nomination to the Board requested by the Governance Committee in order for such Trustee to be nominated and elected as Chairperson. Past Trustees of the Board shall be eligible for service after a break in service of one (1) year or more.

Section 2.4 When a Trustee leaves the Board and has not completed the term, the Governance Committee will determine if an immediate replacement is necessary. Their suggestions regarding identifying and recommending an appropriate nominee or permitting the seat to remain open will be offered for the Board's approval.

Section 2.5 Any Trustee absent from either three (3) consecutive meetings or more than fifty percent (50%) of the meetings over a twelve (12) month period without a reason satisfactory to the Board may be removed from membership by the Board. Attendance shall be reviewed annually by the Governance Committee and appropriate notice shall be given to Trustees in jeopardy of not meeting this minimum requirement.

Section 2.6 The Board shall have the responsibility of seeing that the objectives specified in the Articles of Incorporation are achieved. This shall include:

- Approval of plans and policies appropriate for the support necessary to accomplish the mission of the Partnership for Better Health; and
- Selection of the Executive Director and approval of their annual goals.

Section 2.7 Not less than one week prior to July 1 of each year, the Board shall hold an Annual Organizational meeting to elect Officers and new Trustees, who become effective July 1 of such year.

Section 2.8 Contracts to which the Partnership for Better Health is a party may be executed by the Executive Director, Chairperson or Vice-Chairperson in accordance with Board-approved policies and procedures.

Section 2.9 The Board, or a Committee appointed thereby, shall conduct regular Board Performance Appraisals with the goal of assessing Board effectiveness, the relationship

of the Board to the total community that the Partnership for Better Health serves, and prospective strategies for improved performance..

ARTICLE III
Executive Director

Section 3.1 The Executive Director shall be responsible for the administration and conduct of affairs of the Partnership for Better Health and shall be responsible to the Chairperson and Board. All employees of the Partnership for Better Health shall be responsible to the Executive Director and subject to the Executive Director's direction and authority to employ and discharge. The Executive Director shall be, ex-officio, entitled to attend meetings of the Board (excepting executive sessions thereof) and shall be an ex-officio member of all committees with voice but without vote.

ARTICLE IV
Officers

Section 4.1 The Officers of the Partnership for Better Health shall be Trustees serving as Chairperson, Vice-Chairperson, Secretary and Treasurer. All such Officers shall be elected by the Board at the Annual Organizational meeting, becoming effective as of July 1 and holding office for a period of one (1) year. Officers may serve only two (2) successive terms of office. Other offices may be created by the Board, with appointments to such offices to be made by the Board.

Section 4.2 The Chairperson shall preside at all meetings of the Board, shall act as Chairperson of the Executive Committee, shall be interested in all affairs of Partnership for Better Health and shall be ex-officio, a voting member of all Committees.

Section 4.3 The Vice-Chairperson shall act as Chairperson in the absence of the Chairperson, and when so acting shall have all the power and authority of the Chairperson.

Section 4.4 The Secretary shall oversee the maintenance of records of Board proceedings. The Secretary shall see that proper notice is given to all Trustees and others entitled to notice, of all regular and special meetings, and perform such other duties as may be required of the Secretary by the Board.

Section 4.5 The Treasurer shall oversee the use of all funds of the Partnership for Better Health. The Treasurer shall see that an accounting system is maintained in such a manner as to give a true and accurate accounting of the financial transactions of Partnership for Better Health, that reports of such transactions are presented promptly to the Officers and Board, and that all expenditures for operations are made to the best possible advantage. The Treasurer(s) accounts and other statements shall be audited at least once every year. In the performance of the duties of the office, the Treasurer shall have assistance deemed essential in the judgment of the Officers.

ARTICLE V
Committees

Section 5.1 Committees of the Board shall be standing or special. Standing Committees shall be an Executive Committee, Community Investment Committee, Community Policy and Engagement Committee, Finance Committee, and Governance Committee.

Section 5.2 All Chairpersons of the various committees of the Board, except the Executive Committee, shall be confirmed by the Board after their election and become effective July 1. The Chairpersons of these Committees may nominate persons for their respective

Committees, subject to the approval of the Governance Committee. Members of Committees who are not Trustees shall be confirmed by the Committee Chairperson in consultation with the Governance Committee and Executive Director for a maximum of three (3) full or partial fiscal year terms.

Section 5.3 Standing and special committees shall have the power to act only as conferred by the Board in specific matters. All committees shall have a Chairperson who shall be a member of the Board and Committee. Each committee shall have assistance deemed essential in the judgment of the Board.

Section 5.4 **Executive Committee**

Purpose: The Executive Committee serves to oversee the Foundation's human resource policies and acts on behalf of the Board to address critical issues as needed, with the exceptions noted under duties/functions.

Composition: The Executive Committee shall consist of the Chairperson, Vice-Chairperson, Secretary, Treasurer and an at-large member.

Duties/Functions: The Executive Committee shall have the power to transact all regular business of the Partnership for Better Health except for: the taking of any action in conflict with the guidelines, resolutions or other actions that are inconsistent with the policies of the Board; or the making of any fundamental changes in Partnership for Better Health, as defined by Chapter 79 of the Pennsylvania Nonprofit Corporation Law.

The Executive Committee shall serve in the capacity of a human resource committee to recommend related policies to the Board. The committee shall oversee the performance of the Executive Director, seeking input from and reporting the results of their evaluation to the Board. An update on the Executive Director's goals should be provided to the Board no less than annually.

Meetings: The committee shall meet at the call of the Chairperson. The secretary shall oversee the recording of the minutes of all actions taken by the committee, with such actions being communicated to the Board no later than the next regular Board meeting.

Section 5.5 **Governance Committee**

Purpose: The Governance Committee shall oversee the process of selecting and nominating candidates for Board membership and the slate of Officers. The Committee shall: offer development and educational functions for the Trustees; support the placement of non-Board members on committees with the input of the respective committee Chairpersons and the Executive Director; and maintain an appropriate set of Bylaws to advance the mission of Partnership for Better Health and comply with appropriate regulatory standards.

Composition: The Governance Committee shall consist of at least three (3) Trustees, except the Board Chair and Vice Chair, who are appointed per section 5.2. A member will be recruited from each major committee: Community Investment Committee, Community Policy and Engagement Committee, and Finance Committee. One member shall serve as Chairperson.

Duties/Functions:

(a) Responsible for the annual review of existing Bylaws and making recommendations to the Board regarding any proposed revisions.

(b) Responsible for the open solicitation, review and selection of a proposed list of candidates for Board membership. Criteria for selecting and nominating Trustees shall include identified skills to fill vacant positions, and residence or employment within the service area or a demonstrated commitment to the same.

(c) Member(s) of the Committee and the Executive Director shall conduct interviews with candidates to affirm skills, time and willingness to serve as Trustees. The Committee shall prepare a final list of recommended candidates for the Board.

(d) The slate of prospective Officers shall also be prepared for the Board based upon an open solicitation of recommendations. The Board acts upon the recommendations of the Governance Committee.

Meetings: The committee shall meet at the call of its Chairperson and not less than twice a year.

Section 5.6.a **Finance Committee**

Purpose: The Finance Committee shall recommend to the Board of Trustees policies regarding financial matters that ensure Partnership for Better Health's fiscal health, compliance and existence in perpetuity. The Committee shall oversee budgeting, regulatory compliance and investment management of Partnership for Better Health's assets. The Committee shall oversee the Audit Subcommittee and shall engage a certified public accounting firm to perform the annual audit.

Composition: The Finance Committee shall consist of at least three (3) Trustees, one of whom shall be the Treasurer. Other persons may be appointed, as per section 5.2.

Duties/Functions: The Finance Committee shall: review and make recommendations to the Board on Partnership for Better Health's financial position; recommend an annual budget to the Board; monitor public support in compliance with the applicable provisions of the United States Internal Revenue Code and regulations; and determine spending and investment policies for Board approval. It shall ensure the protection and maintenance of Partnership for Better Health's property and monitor adequate insurance policies to minimize exposure.

Meetings: The Finance Committee shall meet at the call of its Chairperson and not less than four times a year.

Section 5.6.b **Audit Subcommittee**

Purpose: The Audit Subcommittee shall recommend and oversee policies and procedures regarding Partnership for Better Health's audit and regulatory compliance. As a subcommittee, the Audit Subcommittee shall report to the Finance Committee and make recommendations to the Board of Trustees.

Composition: The Audit Subcommittee shall consist of at least three (3) members, appointed as per section 5.2. The Chairperson shall be a Trustee. Membership shall be diversified and must include at least one member who is independent of both the Board and Finance Committee.

Duties/Functions: The Audit Subcommittee shall review, monitor and communicate all matters of significance related to the results of the annual audit. The Committee serves to ensure fair, transparent and accurate reporting, in accordance with the law and the Audit Subcommittee's Charter.

The subcommittee shall minimize organizational risks and exposures. The Subcommittee's Chair, or a selected designee thereof, shall serve as a point of contact for audit and regulatory compliance matters, and investigations of prospective improprieties or dishonorable acts.

Meetings: The Audit Subcommittee shall meet at the call of its Chairperson and not less than once a year.

Section 5.7 **Community Investment Committee**

Purpose: The purpose of the Community Investment Committee is to recommend grant and initiative related policies for Board approval and to report regularly to the Board on grantmaking and initiative activities.

Composition: The Community Investment Committee shall consist of at least three (3) Trustees. Other community members may be appointed, as per section 5.2.

Duties/Functions: The Community Investment Committee shall recommend grant and initiative related policies for Board approval and, based upon established criteria, approve and recommend grants, initiatives and related community investments to the Board.

Meetings: The Community Investment Committee shall meet regularly throughout the year or at the call of the committee Chairperson(s).

Section 5.8 **Community Policy and Engagement Committee**

Purpose: The purpose of the Community Policy and Engagement Committee is to serve as an advocate for public health and wellness; and to be a local resource for our elected officials and the public, in accordance with the Committee's guiding principles.

Composition: The Community Policy and Engagement Committee shall consist of at least three (3) Trustees. Other community members may be appointed, as per section 5.2.

Duties/Functions: The Community Policy and Engagement Committee shall be knowledgeable about public needs and policies most affecting the region's health, to serve as an advocate for public health and wellness, to develop positions for Board consideration on selected policies and to be a local resource for our elected officials.

Meetings: The Community Policy and Engagement Committee shall meet regularly throughout the year or at the call of the committee Chairperson.

Section 5.9 **Special Committees** shall be appointed by the Chairperson from time to time, as needed.

ARTICLE VI
Board Meetings

Section 6.1 Meetings of the Board shall be regular or special. Regular meetings of the Board shall be held at least quarterly. Special meetings may be called by the Chairperson or upon the written request of five (5) Trustees, with the time, place and objective of the meeting to be stated in a written notice.

Section 6.2 Sufficient notice of any meeting shall be made at least five (5) days before the time set for the meeting. In the case of a special meeting, the notice calling the meeting shall contain a statement of the business to be transacted at such meeting and no other business than that stated in the notice shall be transacted.

Section 6.3 A quorum at any regular or special meeting shall be a minimum of eight (8) Trustees.

Section 6.4 Voting by proxy is prohibited.

Section 6.5 Trustees not physically present may vote if they are able to both listen to and participate in the discussion of the Board through telephonic or other technological means.

Section 6.6 If approved by the Board or Executive Committee, a matter may be brought to a vote of the Trustees between meetings via email, facsimile or other electronic or technological means. This methodology of voting shall be limited to issues that are urgent, critical or pressing or when the Board has agreed to do so in order to conclude a matter that

had been discussed at a prior meeting. The Board or Executive Committee shall determine in advance what percentage of participation by the Trustees is necessary for the vote to be official; however, in no event shall the approved number of participating Trustees be below 11 members.

Section 6.8 All Trustees shall have one vote except for the Chairperson who shall abstain from all regular voting; provided, however, that, in the case of a split vote of the Board or Executive Committee, the Chairperson shall then cast a vote for the purpose of resolving the same.

ARTICLE VII
Conflict of Interest

Section 7.1 No Trustee shall vote on or participate in any deliberations relating to any matter in which such Trustee shall be interested in any appreciable degree, either directly or indirectly. Such Trustee shall disclose any such direct or indirect interest which disclosure shall be entered within the minute book of the Partnership for Better Health. The foregoing shall be interpreted to include any Trustee who has an interest in the sale or furnishing of supplies, materials or services to the Partnership for Better Health. Trustees, staff and committee volunteers shall complete annual disclosure and conflict of interest forms, which shall be reviewed by the Executive Director and Chairperson.

ARTICLE VIII
Indemnifications

Section 8.1 The Partnership for Better Health shall indemnify as of right any person (and such person's heirs, executors and administrators) who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and including shareholder derivative actions by reason of the fact that such person is or was a Trustee, Officer or representative of the Partnership for Better Health, or is or was serving at the request of Partnership for Better Health as a director, Trustee, Officer or representative of another corporation, partnership, joint venture, trust or other enterprise, in accordance with and to the fullest extent now or hereafter permitted by the laws of the Commonwealth of Pennsylvania. The foregoing right of indemnification shall be in addition to, and not exclusive of, any other rights to which those seeking indemnification otherwise may be entitled, and Partnership for Better Health may create a fund of any nature which may but need not be under the control of a Trustee or otherwise secure or insure in any manner its indemnification obligations to such person, whether or not Partnership for Better Health would have the power to indemnify such person against such liability under the provisions of these Bylaws. Indemnification shall not be made in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness. Otherwise, indemnification will be made. Expenses incurred by an Officer, Trustee, employee or agent in defending a civil or criminal action, suit or proceeding may be paid by the Partnership for Better Health in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Partnership for Better Health.

Section 8.2 A Trustee will not be personally liable for monetary damages as a result of any act or failure to act unless such action or inaction constitutes both: (a) a breach of or

failure to perform such Trustee's duties as a Trustee, including the duties as a member of any Committee of the Board upon which such Trustee may serve, in good faith, in a manner such Trustee reasonably believes to be in the best interest of the Partnership for Better Health and with such care, including reasonable inquiry skill and diligence as a person of ordinary prudence would use under similar circumstances and (b) self dealing, willful misconduct or recklessness. In performing the duties of a Trustee, a Trustee may rely on information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by Officers or employees of the Partnership for Better Health, attorneys, public accountants or other experts or committees of the Board upon which the Trustee does not serve, provided that the Trustee reasonably believes that such persons or Committee are competent with respect to the matter in question and the Trustee has no actual knowledge that would cause such reliance to be unwarranted. Trustees may, in considering the best interests of the Partnership for Better Health, consider the effects of any action upon employees, suppliers, customers, and communities in which Partnership for Better Health has offices or other establishments, as well as all other pertinent factors.

ARTICLE IX
Amendments

Section 9.1 These Bylaws may be amended by a two-thirds (2/3) majority of the Trustees. Any proposed alteration to these Bylaws shall be filed with the Secretary five (5) days before the same shall be presented for consideration and adoption; the same to be considered and adopted only at a meeting of the Board. The Secretary shall submit a copy of the proposed alterations or amendments to each Trustee at least five (5) days prior to the day for consideration and adoption. The filing and distribution requirements may be waived by attendance and affirmative vote of a two-thirds (2/3) majority of the Trustees.

I, the undersigned, being the Secretary of the Partnership for Better Health, hereby assent and certify that the foregoing Bylaws originally adopted by the Board of Trustees on April 9, 2002 and amended by foundation Board actions on July 10, 2002, February 11, 2003, June 14, 2005, December 13, 2005, May 8, 2007, May 12, 2009, June 8, 2010, May 8, 2012, June 25, 2013 and June 10, 2014.

Jeff Gayman, Secretary

6-10-14

Date