Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

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

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning JUL 1, 2013 , and ending JUN 30, 2014

Name of foundation: RICHMOND MEMORIAL HEALTH FOUNDATION

A Employer identification number: 51-0211020

Number and street (or P O box number if mail is not delivered to street address): 4901 LIBBIE MILL EAST BOULEVARD — Room/suite: 210

B Telephone number: 804-282-6282

City or town, state or province, country, and ZIP or foreign postal code: RICHMOND, VA 23230

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 218,549,513.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	5,134.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	973,757.	973,757.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,863,810.			
	b Gross sales price for all assets on line 6a 4,664,844.				
	7 Capital gain net income (from Part IV, line 2)		3,863,810.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	95,277.	378,548.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	4,937,978.	5,216,115.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	178,700.	35,740.		116,155.
	14 Other employee salaries and wages	414,446.	8,150.		337,521.
	15 Pension plans, employee benefits	146,451.	11,248.		106,535.
	16a Legal fees STMT 3	13,280.	0.		8,499.
	b Accounting fees STMT 4	129,031.	12,903.		82,580.
	c Other professional fees STMT 5	697,872.	565,370.		121,846.
	17 Interest				
	18 Taxes STMT 6	84,831.	0.		621.
	19 Depreciation and depletion				
	20 Occupancy	78,809.	7,881.		50,438.
	21 Travel, conferences, and meetings	34,541.	3,454.		22,106.
	22 Printing and publications				
	23 Other expenses STMT 7	145,231.	13,433.		117,038.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,923,192.	658,179.		963,339.
	25 Contributions, gifts, grants paid	2,407,645.			2,407,645.
	26 **Total expenses and disbursements.** Add lines 24 and 25	4,330,837.	658,179.		3,370,984.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	607,141.			
	b **Net investment income** (if negative, enter -0-)		4,557,936.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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10-10-13 LHA **For Paperwork Reduction Act Notice, see instructions.**

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	671,221.	934,941.	934,941.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges	17,528.	12,701.	12,701.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	19,634,012.	19,671,206.	19,671,206.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	53,067,446.	60,168,665.	60,168,665.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ STATEMENT 11)	109,100,000.	137,762,000.	137,762,000.
	16 **Total assets** (to be completed by all filers - see the instructions. Also, see page 1, item I)	182,490,207.	218,549,513.	218,549,513.
Liabilities	17 Accounts payable and accrued expenses	178,847.	221,310.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	178,847.	221,310.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	177,370,908.	213,382,751.	
	25 Temporarily restricted	37,631.	42,631.	
	26 Permanently restricted	4,902,821.	4,902,821.	
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	182,311,360.	218,328,203.	
	31 **Total liabilities and net assets/fund balances**	182,490,207.	218,549,513.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	182,311,360.
2	Enter amount from Part I, line 27a	2	607,141.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	35,409,702.
4	Add lines 1, 2, and 3	4	218,328,203.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	218,328,203.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SECURITIES	P		
b	PARTNERSHIPS	P		
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,863,810.			3,863,810.
b	801,034.			0.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				3,863,810.
b				0.
c				
d				
e				

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	3,863,810.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	3,245,905.	70,165,572.	.046261
2011	2,727,668.	65,316,374.	.041761
2010	2,047,719.	62,995,760.	.032506
2009	2,363,416.	58,315,527.	.040528
2008			

2 **Total** of line 1, column (d)	2	.161056
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	.040264
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	76,308,265.
5 Multiply line 4 by line 3	5	3,072,476.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	45,579.
7 Add lines 5 and 6	7	3,118,055.
8 Enter qualifying distributions from Part XII, line 4	8	3,570,984.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	45,579.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	45,579.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	45,579.
6 Credits/Payments:				
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	31,920.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	31,920.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	13,659.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2014 estimated tax** ▶	**Refunded** ▶		11	

Part VII-A Statements Regarding Activities

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

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 804-282-6282			
	Located at ▶ 4901 LIBBIE MILL EAST BLVD, SUITE 210, RICHMOND, ZIP+4 ▶ 23230			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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

5a During the year did the foundation pay or incur any amount to:
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X
If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		178,700.	34,087.	0.

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN H. ESTES - 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA 23226	DIRECTOR OF PROGRAMS 40.00	126,865.	13,419.	0.
DENISE DALY KONRAD - 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA 23226	DIRECTOR, NURSE LEADERSHIP INSTIT. 40.00	92,940.	14,244.	0.
CYNTHIA I. NEWBILLE - 1801 BAYBERRY COURT, SUITE 104, RICHMOND, VA 23226	PROGRAM OFFICER 30.00	63,090.	4,324.	0.

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

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
WARREN WHITNEY - 7231 FOREST AVENUE, SUITE 203, RICHMOND, VA 23226	ACCOUNTING & PERSONNEL CONSULTANT	120,221.
MANGHAM ASSOCIATES, INC. - 630 PETER JEFFERSON PKWY, CHARLOTTESVILLE, VA 22911	INVESTMENT CONSULTANT	113,000.
Total number of others receiving over $50,000 for professional services	▶	0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NURSE LEADERSHIP INSTITUTE OF VIRGINIA - SEE ATTACHED	254,413.
2 THE GREATER RICHMOND PATIENT CENTERED MEDICAL HOME INITIATIVE - SEE ATTACHED	403,260.
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 RICHMOND MEMORIAL HEALTH FOUNDATION'S 17% MEMBER INTEREST IN BON SECOURS RICHMOND HEALTH SYSTEM IS RECOGNIZED BY THE IRS AS A PROGRAM-RELATED INVESTMENT.	200,000.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	200,000.

Form **990-PF** (2013)

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10-10-13

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	76,557,691.
b	Average of monthly cash balances	1b	912,629.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	77,470,320.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	77,470,320.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,162,055.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	76,308,265.
6	**Minimum investment return.** Enter 5% of line 5	6	3,815,413.

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

1	Minimum investment return from Part X, line 6	1	3,815,413.
2a	Tax on investment income for 2013 from Part VI, line 5 — 2a: 45,579.		
b	Income tax for 2013. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	45,579.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,769,834.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	3,769,834.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,769,834.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,370,984.
b	Program-related investments - total from Part IX-B	1b	200,000.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,570,984.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	45,579.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,525,405.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				3,769,834.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			2,355,740.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008				
b From 2009				
c From 2010				
d From 2011				
e From 2012				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2013 from Part XII, line 4: ▶ $ 3,570,984.				
a Applied to 2012, but not more than line 2a			2,355,740.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2013 distributable amount				1,215,244.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2012. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2013. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2014				2,554,590.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2008 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2014.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2009				
b Excess from 2010				
c Excess from 2011				
d Excess from 2012				
e Excess from 2013				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

SEE STATEMENT 13

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution **	Amount
a Paid during the year				
A GRACE PLACE ADULT CARE CENTER 8030 STAPLES MILL ROAD RICHMOND, VA 23228	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MY LIFE - AN EVIDENCE BASED FITNESS PROGRAM	55,500.
ACCESS NOW 2201 WEST BROAD STREET, SUITE 205 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CARE COORDINATION PROGRAM	40,000.
ALZHEIMER'S ASSOCIATION 4600 COX ROAD, SUITE 130 RICHMOND, VA 23060	N/A	N/A	PROGRAM SUPPORT RESPITE ASSISTANCE FOR CAREGIVERS OF PERSONS WITH ALZHEIMERS	30,000.
BETTER HOUSING COALITION P.O. BOX 12117 RICHMOND, VA 23241	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SENIOR HEALTH INITIATIVE	50,000.
BON SECOURS RICHMOND HEALTH SYSTEM MEDICAL OFFICE SOUTH, SUITE 710, 5875 BREMO RD., RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RESIDENTIAL COMMUNITY HOSPICE HOUSE	200,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	2,407,645.
b Approved for future payment				
COMMUNITIES IN SCHOOLS OF RICHMOND 2922 W. MARSHALL ST., SUITE 2 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RICHMOND PROMISE NEIGHBORHOODS	50,000.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P. O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CHILDREN'S MENTAL HEALTH RESOURCE CENTER PROGRAM	91,700.
GREATER RICHMOND FIT4KIDS 501 EAST FRANKLIN ST., SUITE 418 RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SCHOOL WELLNESS INTEGRATION PROGRAM	40,000.
Total SEE CONTINUATION SHEET(S)			▶ 3b	2,435,565.

** SEE PURPOSE OF GRANT CONTINUATIONS

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a NURSE LEADERSHIP					
b INSTITUTE - TUITION					95,200.
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	973,757.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					77.
8 Gain or (loss) from sales of assets other than inventory			18	3,863,810.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		4,837,567.	95,277.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 4,932,844.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).
1A	THE NURSE LEADERSHIP INSTITUTE OF VIRGINIA (NLI) ADDRESSES VIRGINIA'S NURSING SHORTAGE BY PROVIDING INTENSIVE LEADERSHIP TRAINING FOR NURSE MANAGERS AND EMERGING NURSE LEADERS. THE INSTITUTE IS A 9-MONTH LEADERSHIP DEVELOPMENT PROGRAM FOR NURSES WITH EXCEPTIONAL CLINICAL SKILLS, EQUIPPING THEM WITH LEADERSHIP, FINANCIAL AND PERFORMANCE IMPROVEMENT SKILLS TO MEET THE CHALLENGES OF LEADING A STAFF IN A COMPLEX WORK ENVIRONMENT. THE NLI ENJOYS BROAD COMMUNITY SUPPORT FROM VIRGINIA'S NURSING PROFESSIONAL ASSOCIATIONS AND OTHERS.

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

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

Signature of officer or trustee: [signature] | Date: 10/07/2014 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
JOHN E. KENT	[signature]	10/6/14		P01076641

Firm's name ▶ KEITER,STEPHENS,HURST,GARY & SHREAVES,P | Firm's EIN ▶ 54-1631262

Firm's address ▶ P.O. BOX 32066 RICHMOND, VA 23294-2066 | Phone no. (804)747-0000

Schedule B (Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.
▶ Information about Schedule B (Form 990, 990-EZ, or 990-PF) and its instructions is at *www.irs.gov/form990.*

OMB No 1545-0047

2013

Name of the organization: RICHMOND MEMORIAL HEALTH FOUNDATION

Employer identification number: 51-0211020

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received *nonexclusively* religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on its Form 990-PF, Part I, line 2, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization	Employer identification number
RICHMOND MEMORIAL HEALTH FOUNDATION	51-0211020

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	NORTHWEST HEALTH FOUNDATION 221 NORTHWEST 2ND AVENUE, SUITE 300 PORTLAND, OR 97209	$ 5,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II for noncash contributions.)

Name of organization	Employer identification number
RICHMOND MEMORIAL HEALTH FOUNDATION	51-0211020

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	Employer identification number
RICHMOND MEMORIAL HEALTH FOUNDATION	51-0211020

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

RICHMOND MEMORIAL HEALTH FOUNDATION

AMENDED AND RESTATED BYLAWS

ARTICLE I
TRUSTEES

1.1 General Powers. The Foundation shall have a Board of Trustees. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Foundation managed under the direction of, its Board of Trustees, subject to any limitation set forth in the Articles of Incorporation.

1.2 Number. The number of Trustees of the Foundation shall be as set forth in the Articles of Incorporation.

1.3 Election and Term. Trustees shall be elected in the manner and for the term set forth in the Articles of Incorporation.

1.4 Removal; Vacancies. The Board of Trustees may remove any Trustee, with or without cause, but only at a meeting called for that purpose, and the notice of the meeting must state that the purpose, or one of the purposes, of the meeting is the removal of the Trustee. The removal of a Trustee shall be effective only upon the affirmative vote of a majority of the remaining Trustee. The removal of a Trustee shall be effective only upon the affirmative vote of a majority of the remaining Trustees. A vacancy among the Trustees, including a vacancy resulting from the removal of a Trustee, may be filled by the affirmative vote of a majority of the remaining Trustees though less than a quorum of the Board of Trustees, and may, in the case of a resignation that will become effective at a specified later date, be filled before the vacancy occurs, but the new Trustee may not take office until the vacancy occurs. Any such election to fill a vacancy shall be for the unexpired term of such Trustee.

1.5 Annual and Regular Meetings. An annual meeting of the Board of Trustees (for the purpose of electing officers and carrying on such other business as may properly come before the meeting) shall be held on such day as designated by the Board of Trustees. The Board of Trustees shall also adopt a schedule of at least three additional meetings, which shall be considered regular meetings. Annual and regular meetings shall be held at such times and at such places, within or without the Commonwealth of Virginia, as the Chair, the President and CEO, or the Board of Trustees shall designate from time to time. If no place is designated, annual and regular meetings shall be held at the principal office of the Foundation.

1.6 Special Meetings. Special meetings of the Board of Trustees may be called by the Chair, the President and CEO, or five (5) Trustees of the Foundation, and shall be held at such times and such places, within or without the Commonwealth of Virginia, as the person or persons calling the meetings shall designate. If no such place is designated in the notice of a meeting, it shall be held at the principal office of the Foundation.

1.7 Notice of Meetings. No notice need be given of regular meetings of the Board of Trustees. Notices of special meetings of the Board of Trustees shall be given to each Trustee not less than forty-eight (48) hours before the meeting, by delivering the same to the Trustee in person or to the Trustee's residence or business address (or such other place as the Trustee may have directed in writing) by mail, electronic mail, messenger, telecopier, telegraph, or other means of written communication or by telephoning such notice to the Trustee. Any such notice shall set forth the time and place of the meeting.

1.8 Waiver of Notice. A Trustee may waive any notice required by law, the Articles of Incorporation, or these Bylaws before or after the date and time stated in the notice, and such waiver shall be equivalent to the giving of such notice. Except as provided in the next paragraph of this section, the waiver shall be in writing, signed by the Trustee entitled to the notice, and filed with the minutes or corporate records.

A Trustee's attendance at or participation in a meeting waives any required notice to the Trustee of the meeting unless the Trustee at the beginning of the meeting or promptly upon arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

1.9 Quorum; Voting. A majority of the number of Trustees then serving shall constitute a quorum for the transaction of business at a meeting of the Board of Trustees. If a quorum is present when a vote is taken, the act of a majority of the Trustees present shall be the act of the Board of Trustees. A Trustee who is present at a meeting of the Board of Trustees or a committee of the Board of Trustees when corporate action is taken is deemed to have assented to the action taken unless the Trustee (i) objects at the beginning of the meeting, or promptly upon arrival, to holding it or transacting specified business at the meeting; or (ii) votes against, or abstains from, the action taken.

1.10 Telephonic Meetings. The Board of Trustees may permit any or all Trustees to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Trustees participating may simultaneously hear each other during the meeting. A Trustee participating in a meeting by this means is deemed to be present in person at the meeting.

1.11 Action Without Meeting. Action required or permitted to be taken at a Board of Trustees' meeting may be taken without a meeting if the action is taken by all members of the Board. The action shall be evidenced by one or more written consents stating the action taken, signed by each Trustee either before or after the action is taken, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Trustee signs the consent unless the consent specifies a different effective date and states the date of execution by each Trustee, in which event it shall be effective according to the terms of the consent.

1.12 Compensation No Trustee shall be entitled to any direct or indirect compensation related to that person's services as a Trustee.

1.13 Resignation. A Trustee may resign at any time by delivering written notice to the Chair, the President and CEO, or the Secretary. A resignation shall be effective when delivered, unless the notice specifies a later effective date.

ARTICLE II
COMMITTEES OF TRUSTEES

2.1 Committees. The Foundation shall have the committees set forth in this Article. In addition, the Board of Trustees may create one or more additional committees and appoint members of the Board of Trustees to serve on them. Unless otherwise provided in these Bylaws, each committee shall have two or more members who serve at the pleasure of the Board of Trustees. Subject to the approval of the Board of Trustees, the Chair shall appoint all committee members, after consultation with the President and CEO and solicitation of Trustee preferences.

2.2 Authority of Committees. To the extent specified by the Board of Trustees, each committee may exercise the authority of the Board of Trustees, except that a committee may not (i) fill vacancies on the Board of Trustees or on any of its committees; (ii) amend the Articles of Incorporation; (iii) adopt, amend, or repeal these Bylaws, (iv) approve a plan of merger or consolidation; (v) approve the sale, lease, or exchange, or the mortgage, pledge, or other disposition of all, or substantially all, of the property and assets of the Foundation; or (vi) approve revocation of voluntary dissolution proceedings.

2.3 Executive Committee. The Foundation shall have an Executive Committee, which shall have full authority to operate and administer the Foundation between meetings of the Board of Trustees and to act in all situations except those reserved to the Board of Trustees and those specified in section 2.2 of these Bylaws. The Executive Committee shall consist of the Chair, who shall serve as the Chair of the Executive Committee, the Vice Chair, the Treasurer, the Secretary, and, if still a member of the Board of Trustees, the Immediate Past Chair. The Executive Committee shall review and recommend to the Board of Trustees any policies necessary or appropriate to carry out the business and operations of the Foundation and not under the purview of any other committee of the Board of Trustees, including personnel policies. The Executive Committee shall also review the President and CEO's performance annually and recommend to the Board of Trustees the compensation of the President and CEO.

2.4 Audit Committee. The Board of Trustees shall have an Audit Committee consisting of three or more Trustees. The Audit Committee shall regularly review the adequacy of the Foundation's internal financial controls, review with the Foundation's independent public accountants the annual audit program and the Foundation's financial statements, and recommend the selection of the Foundation's independent public accountants. In addition, the Audit Committee shall have responsibility for overseeing the preparation of and reviewing the Foundation's annual federal tax filings and any required state tax filings.

2.5 Investment Committee. The Board of Trustees shall have an Investment Committee consisting of three or more members. The Investment Committee shall provide general oversight of the security, funding, and investment management of all of the Foundation's endowment and investment assets and shall periodically review all investment policies of the Foundation with respect to the investment of its assets.

2.6 Program and Evaluation Committee. The Board of Trustees shall have a Program and Evaluation Committee consisting of three or more members. The Program and Evaluation Committee shall oversee the Foundation's grantmaking and program support activities, including program evaluation, and recommend to the Board of Trustees organizations and purposes to receive financial and other support in furtherance of the Foundation's mission and charitable purposes.

2.7 Governance and Trusteeship Committee. The Board of Trustees shall have a Governance and Trusteeship Committee consisting of three or more Trustees. The Governance and Trusteeship Committee shall be responsible for board development, consisting of a series of educational activities, including orientation designed to help Trustees clarify and carry out their responsibilities. The Governance and Trusteeship Committee shall also oversee the Board of Trustees' adherence to its governing documents, adopted policies, and best practices in foundation governance. In addition, the Governance and Trusteeship Committee shall recommend to the Board of Trustees the names of individuals for election as Trustees and officers of the Foundation and any affiliated entities.

2.8 Participation of Non-Trustees on Committees Subject to the approval of the Board of Trustees, the Chair may appoint one or more officers, Trustees Emeriti, or other individuals who are not Trustees to serve on any committee of the Board other than the Executive Committee, the Audit Committee, and the Governance and Trusteeship Committee. Any individual appointed to serve on any committee who is not a Trustee of the Foundation may vote on any matter to be presented to the Board of Trustees or Executive Committee as a recommendation of such committee, but may not vote on any matter in which the committee is exercising the final authority of the Board of Trustees.

2.9 Committee Meetings; Miscellaneous. The provisions of these Bylaws which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Trustees shall apply to committees of Trustees and their members as well.

ARTICLE III
OFFICERS

3.1 Officers. The officers of the Foundation shall be a Chair, a President and CEO, a Vice Chair, a Treasurer, and a Secretary, and in the discretion of the Board of Trustees, one or more other officers and assistant officers as may be deemed necessary or advisable to carry on the business of the Foundation. No person may hold more than one office.

3.2 Election; Term. The Board of Trustees shall elect the Chair, Vice Chair, Treasurer, and Secretary at the annual meeting of the Board of Trustees. The Chair, Vice Chair, Treasurer, and Secretary shall take office on the immediately succeeding January 1, and shall hold office, unless removed, until the next January 1 or until his or her successor is elected. The Board of Trustees shall appoint the President and CEO whenever any vacancy occurs in such office, after receiving recommendations for such office from a search committee appointed by the Chair. Any other officer or assistant officer shall be appointed or elected and shall serve for such term as the Board of Trustees shall direct. Any officer may resign at any time upon written notice to the Board of Trustees, and no acceptance of a resignation shall be necessary to make it effective.

3.3 Removal of Officers. The Board of Trustees may remove any officer or assistant officer at any time, with or without cause.

3 4 Chair. The Chair shall be a member of the Board of Trustees. The Chair, if present, shall chair all meetings of the Board of Trustees.

3.5 Vice Chair. The Vice Chair shall be a member of the Board of Trustees. In the case of the disability or death of the Chair, the Vice Chair shall carry out the duties of the Chair and shall chair meetings of the Board of Trustees in the absence of the Chair.

3.6 President and CEO. The President and CEO shall be the chief executive officer of the Foundation on a full-time basis and will be responsible for its supervision and operation under the direction and control of the Chair and the Board of Trustees in accordance with the Foundation's Amended and Restated Articles of Incorporation and these Bylaws.

3.7 Treasurer. The Treasurer shall oversee financial records and shall see that reports of the financial condition of the Foundation are presented promptly and accurately to the Executive Committee and the Board of Trustees.

3.8 Secretary. The Secretary shall have the responsibility of preparing (or having prepared) and maintaining custody of minutes of the meetings of the Board of Trustees and authenticating records of the Foundation.

ARTICLE IV
TRUSTEES EMERITI

The Board of Trustees may, in its discretion or upon the recommendation of the Governance Committee, designate as a Trustee Emeritus any individual who is a former member of the Board of Trustees or an Elected Trustee whose term is expiring. Designation of an individual as a Trustee Emeritus shall be dependent upon the needs and best interests of the

Foundation at that time. A Trustee Emeritus may be invited to all functions of the Foundation to which Trustees are invited, including meetings of the Board of Trustees, and may participate in Board of Trustees' discussions, but shall not have the power to vote. At the discretion of the Board of Trustees or the Chair, Trustees Emeriti may serve on committees of the Board of Trustees, other than the Executive Committee, Audit Committee, or Governance and Trusteeship Committee and may also be asked to participate in other Foundation activities from time to time. Any Trustee Emeritus appointed to serve on a committee of the Board of Trustees may vote on any matter to be presented to the Board of Trustees or Executive Committee as a recommendation of such committee, but may not vote on any matter in which the committee is exercising the final authority of the Board of Trustees. A Trustee Emeritus shall serve until death, incapacity, resignation, or removal.

ARTICLE V
ADVISORY COMMITTEES

The Board of Trustees may establish one or more Advisory Committees and appoint any individuals to serve on any such Advisory Committee. Any Advisory Committee so established by the Board of Trustees shall provide advice to the Board of Trustees on matters as requested by the Board of Trustees to assist the Board of Trustees in carrying out the purposes of the Foundation as set forth in Article II of the Foundation's Articles of Incorporation. An Advisory Committee shall act only in an advisory capacity and may make recommendations to the Board of Trustees or any committee of the Board of Trustees, but shall have no authority to act on behalf of the Board of Trustees or the Foundation

ARTICLE VI
MISCELLANEOUS PROVISIONS

6.1 Fiscal Year. The fiscal year of the Foundation shall be determined in the discretion of the Board of Trustees, but in the absence of any such determination it shall be the year beginning on July 1 and ending on June 30 of each year.

6.2 Interpretation. For the purpose of construing these Bylaws, unless the context indicates otherwise, words in the singular number shall be deemed to include words in the plural and vice versa, and words in one gender shall be deemed to include words in other genders.

6.3 Amendments. These Bylaws may be amended or repealed, and new Bylaws may be made at any meeting of the Board of Trustees.

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Approved December 4, 2013

RICHMOND MEMORIAL HEALTH FOUNDATION

AMENDED AND RESTATED ARTICLES OF INCORPORATION

ARTICLE I
NAME

The name of the corporation is Richmond Memorial Health Foundation (hereinafter referred to as the "Foundation"), a Virginia nonstock corporation.

ARTICLE II
PURPOSE

The Foundation is organized and shall be operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. Without limiting or expanding the foregoing, the purpose of the Foundation is to invest financial, intellectual, and social capital to create a healthier community; provided, however, that such purposes shall not limit the ability of the Foundation to carry out any other charitable, scientific, or educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code.

ARTICLE III
RIGHTS AND RESTRICTIONS

No part of the net earnings of the Foundation shall inure to the benefit of or be distributable to its incorporator, Trustees, officers, or other private persons except that the Foundation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its charitable, scientific, or educational purposes. No substantial part of the activities of the Foundation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Foundation shall not participate in 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.

Furthermore, at any time the Foundation is classified as a private foundation under the Internal Revenue Code, the Foundation (i) shall distribute its income at such time and in such manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code; (ii) shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code; (iii) shall not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code; (iv) shall not make any investment in such a manner as to subject it to tax under section 4944 of the Internal Revenue Code; and (v) shall not make any taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

ARTICLE IV
DISSOLUTION

Upon the dissolution of the Foundation, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Foundation's remaining assets shall be distributed to one or more organizations that are organized and operated exclusively for charitable, scientific, or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Internal Revenue Code.

ARTICLE V
MEMBERS

The Foundation shall have no members.

ARTICLE VI
TRUSTEES

The number of Trustees of the Foundation shall be not less than thirteen (13) and not more than twenty-one (21) The Foundation's Board of Trustees shall consist of two classes of Trustees, the Elected Trustees and the Ex Officio Trustee as set forth below.

(a) Elected Trustees. The Foundation shall have not less than twelve (12) and not more than twenty (20) Trustees who are designated as the Elected Trustees. At the first annual meeting of the Board of Trustees, the number of Elected Trustees shall be divided into three (3) groups with each group containing one-third of the total, as nearly equal in number as possible. The terms of the Elected Trustees in the first group shall expire at the first annual meeting of the Board of Trustees after their appointment, the terms of the Elected Trustees in the second group shall expire at the second annual meeting of the Board of Trustees after their appointment, and the terms of the Elected Trustees in the third group shall expire at the third annual meeting of the Board of Trustees after their appointment. Thereafter, at each annual meeting of the Board of Trustees, one group of Elected Trustees shall be elected by the Board of Trustees for a term of three years, to succeed those whose terms expire. An Elected Trustee may serve three consecutive terms and thereafter shall not be eligible to serve as an Elected Trustee until he or she has not served as a Trustee for a term of one year or more. Notwithstanding the foregoing, the term of an Elected Trustee who is elected to serve as Chair of the Foundation at the time of expiration of his or her term as a Trustee (or any extension of such term under this provision) shall be extended for such period as is necessary to permit such Elected Trustee to complete his or her service as Chair of the Foundation and may be extended for such period as is necessary to permit such Elected Trustee to complete his or her service as Immediate Past Chair of the

Foundation. No individual shall be elected as an Elected Trustee without his or her prior consent.

(b) Ex Officio Trustee. The Foundation shall have one (1) Trustee who is designated as the Ex Officio Trustee The Ex Officio Trustee shall be that individual who is serving as the President and CEO of the Foundation. The Ex Officio Trustee shall serve *ex officio* for a term that equals his or her tenure in such specified office. No individual shall be an Ex Officio Trustee without his or her prior consent.

ARTICLE VII
LIMIT ON LIABILITY AND INDEMNIFICATION

7.1 Definitions. For purposes of this Article, the following definitions shall apply:

(i) "Foundation" means this Foundation only and no predecessor entity or other legal entity;

(ii) "expenses" include counsel fees, expert witness fees, and costs of investigation, litigation, and appeal, as well as any amounts expended in asserting a claim for indemnification;

(iii) "liability" means the obligation to pay a judgment, settlement, penalty, fine, or other such obligation, including, without limitation, any excise tax assessed with respect to an employee benefit plan;

(iv) "legal entity" means a corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise;

(v) "predecessor entity" means a legal entity the existence of which ceased upon its acquisition by the Foundation in a merger or otherwise; and

(vi) "proceeding" means any threatened, pending, or completed action, suit, proceeding, or appeal, whether civil, criminal, administrative, or investigative and whether formal or informal.

7.2 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, permits the limitation or elimination of liability of directors or officers of a corporation to the corporation, the Trustees and officers of the Foundation shall not be liable to the Foundation.

7.3 Indemnification of Trustees and Officers. The Foundation shall indemnify any individual who is, was, or is threatened to be made a party to a civil, criminal, administrative, investigative, or other proceeding (including a proceeding by or in the right of the Foundation) because such individual is or was a Trustee or officer of the Foundation, or because such individual is or was serving the Foundation or any other legal entity in any capacity at the request of the Foundation while a Trustee or officer of the Foundation, against all liabilities and reasonable expenses incurred in the proceeding, except such liabilities and expenses as are incurred because of such individual's willful misconduct or knowing violation of the criminal law. Service as a director or officer of a legal entity controlled by the Foundation shall be deemed service at the request of the Foundation. The determination that indemnification under this section 7.3 is permissible and the evaluation as to the reasonableness of expenses in a specific case shall be made, in the case of Trustees and officers of the Foundation, as provided by law, and in the case of persons other than officers and Trustees of the Foundation, as provided in section 7.4 of this Article; provided, however, that if a majority of the Trustees of the Foundation has changed after the date of the alleged conduct giving rise to a claim for indemnification, such determination and evaluation shall, at the option of the person claiming indemnification, be made by special legal counsel selected by agreement of such person and the Board of Trustees. Unless a determination has been made that indemnification is not permissible, the Foundation shall make advances and reimbursements for expenses incurred by a Trustee or officer in a proceeding upon receipt of an undertaking from such Trustee or officer to repay the same if it is ultimately determined that such Trustee or officer is not entitled to indemnification. Such undertaking shall be an unlimited, unsecured general obligation of the Trustee or officer and shall be accepted without reference to such Trustee's or officer's ability to make repayment. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not of itself create a presumption that a Trustee or officer acted in such a manner as to make such Trustee or officer ineligible for indemnification. The Foundation is authorized to contract in advance to indemnify and make advances and reimbursements for expenses to any of its Trustees or officers to the same extent provided in this section 7.3.

7.4 Indemnification of Others. The Foundation may, to a lesser extent or to the same extent that it is required to provide indemnification and make advances and reimbursements for expenses to its Trustees and officers pursuant to section 7.3, provide indemnification and make advances and reimbursements for expenses to its employees and agents, the directors, officers, employees, and agents of its subsidiaries and predecessor entities, and any person serving any other legal entity in any capacity at the request of the Foundation, and may contract in advance to do so. The determination that indemnification under this section 7.4 is permissible, the authorization of such indemnification, and the evaluation as to the reasonableness of expenses in a specific case shall be made as authorized from time to time by general or specific action of the Board of Trustees, which action may be taken before or after a claim for indemnification is made, or as otherwise provided by law. No person's rights under section 7 3 of this Article shall be limited by the provisions of this section 7.4.

7.5 Miscellaneous. The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Special legal counsel selected to make determinations under this Article may be counsel for the Foundation. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Foundation, and indemnification under policies of insurance purchased and maintained by the Foundation or others. However, no person shall be entitled to indemnification by the Foundation to the extent he or she is indemnified by another, including an insurer. The Foundation is authorized to purchase and maintain insurance against any liability it may have under this Article or to protect any of the persons named above against any liability arising from their service to the Foundation or any other legal entity at the request of the Foundation regardless of the Foundation's power to indemnify against such liability. The provisions of this Article shall not be deemed to preclude the Foundation from entering into contracts otherwise permitted by law with any individuals or legal entities, including those named above. If any provision of this Article or its application to any person or circumstance is held invalid by a court of competent jurisdiction, the invalidity shall not affect other provisions or applications of this Article, and to this end the provisions of this Article are severable.

Notwithstanding the foregoing provisions of this Article, during any period that the Foundation is classified as a private foundation under the Internal Revenue Code, the Foundation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase of insurance is an act of self-dealing as defined in section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in section 4945(d) of the Internal Revenue Code.

7.6 Amendments. The rights to indemnification and the advancement and reimbursement of expenses conferred in this Article shall be deemed contract rights between the Foundation and each individual entitled to such rights and shall vest at such time as the act or omission giving rise to the rights under this Article occurs. Once vested, an individual's rights under this Article with respect to such act or omission shall not be reduced or eliminated by any subsequent repeal, modification, or amendment of these Articles of Incorporation of the Foundation's Bylaws.

ARTICLE VIII
INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a section of the Internal Revenue Code means such section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

Approved December 4, 2013

Richmond Memorial Health Foundation

2013 Form 990-PF, Part IX-A
Summary of Direct Charitable Activities

Nurse Leadership Institute of Virginia

The Nurse Leadership Institute of Virginia (NLI) was created by RMHF in 2006 with matching funds from the Robert Wood Johnson Foundation/Northwest Health Foundation. In 2010 RMHF brought the NLI in-house and began operating the NLI as a direct program. The NLI focuses on Virginia's nursing shortage by increasing nurse retention and improving patient outcomes by addressing Registered Nurses' leadership and management skills. The program is designated for nurse leaders from all sectors of healthcare including community hospitals, academic health centers, public health, long term care and home health.

The NLI is a 9-month intensive leadership development program for nurse managers and emerging nurse leaders with exceptional clinical skills, equipping them with leadership, financial and performance improvement skills to meet the challenges of leading a staff in a complex work environment. The NLI enjoys broad community support from Virginia's nursing professional associations, healthcare employers and others. Since inception, 221 nurses from across the Commonwealth have participated in the program.

The Greater Richmond Patient Centered Medical Homes Initiative

Started in 2009 by Richmond Memorial Health Foundation, the Patient Centered Medical Home Initiative is a learning collaborative that focuses on strengthening the region's health care safety net by helping primary care safety net clinics implement the patient centered medical home model of care, encourage partnerships among safety net providers to build systems of care that ensures patients receive the right care at the right time, and to engage the organization's Leadership in Health Reform discussions.

Participants in the PCMH include local safety net health care organizations working together to build their capacity to deliver patient centered care. Participating organizations are provided technical assistance relating to team-base care, care coordination, National Committee for Quality Assurance recognition as a part of health reform implementation, change management, and in the collection, analysis and use of data to drive quality improvement. Collectively these organizations registered over 145,000 patient visits during the fiscal year.

The foundation for better health™

RESPONSIVE GRANT GUIDELINES

OUR APPROACH: Guided by our Vision, Mission and Values, the Richmond Memorial Health Foundation adopted multiple priorities and strategies for working with and through grantees, the nonprofit sector, civic and community leaders, and health and healthcare leaders to improve health and healthcare. We promise to:

BE OPEN TO INNOVATIVE IDEAS
CREATE A PROCESS THAT IS BOTH UNDERSTANDABLE AND MEANINGFUL
LISTEN TO YOU
RESPOND TO YOUR QUESTIONS AND CONCERNS IN A TIMELY MANNER
TREAT YOU FAIRLY
EXPLAIN OUR PROCESS AND OUR DECISIONS

OUR VISION: The Richmond Memorial Health Foundation strives to be the leading health legacy foundation in the Southeast.

OUR MISSION: The Richmond Memorial Health Foundation invests financial, intellectual and leadership resources through grant making, strategic initiatives and partnerships with nonprofit organizations, foundations, government, businesses and academic institutions to improve health and healthcare.

OUR BELIEFS: As *The foundation for better health*℠, we invest financial, intellectual and social capital through grant making, strategic initiatives and partnerships with others to create a healthier community.

OUR VALUES: An entrepreneurial spirit to partner with others to address community centered needs defines and frames six values embedded in the Richmond Memorial Health Foundation's organizational and philanthropic culture. The Foundation's Board of Trustees and Staff are charged with fulfilling the Foundation's Vision and Mission through commitment to these values.

- *Leadership:* The Foundation strives to provide *Leadership* in the community by partnering with others sharing RMHF's vision and mission to create healthier communities.
- *Heritage:* The Foundation's *Heritage* is vital to a legacy of community centered care. Trustees and Staff are stewards of the financial and social capital invested to create our legacy institution, Richmond Memorial Hospital.
- *Responsiveness:* The Foundation is committed to being *Responsive* to our community by identifying, exploring and responding to needs and opportunities, investing alone or in partnership with others.

- *Relationship Driven:* The Foundation invests time, talent and resources in order to develop meaningful *Relationships* with grantees, the nonprofit sector, civic and community leaders, government, the private sector, health and healthcare leaders, academic professionals and other foundations.
- *Impact:* The Foundation strives for community *Impact*, which may occur through evidence based programmatic services, innovations or direct investments in one or more organizations or community initiatives. We recognize that achieving and sustaining *Impact* requires time as well as financial and other resources.
- *Commitment:* Foundation Trustees and Staff share a Commitment to community services. Together, we bring diverse experiences, expertise and expectations to bear on a single goal: creating a healthier community.

OUR FUNDING PRIORITIES:
The Foundation sustains its commitment to its priorities for Responsive Grant Making, Program Related Investments, Foundation Initiatives, and Community Investments to improve health and healthcare in the communities we serve.

RESPONSIVE GRANT MAKING PRIORITIES:
The Foundation considers funding requests that achieve measurable results that address programmatic, operating or capital needs; planning and/or strategic development requirements; nonprofit infrastructure investments; and advocacy and awareness initiatives in the following *Areas of Emphasis*:

- ***Access and Quality of Care***: RMHF seeks to support access and quality of care for vulnerable populations (uninsured and underinsured - including medical, dental and behavioral health); strengthen the healthcare safety net; advance the patient centered medical home model of care; invest in preventative care; investigate or plan for new strategies for addressing unmet community health needs.
- ***Healthcare Workforce Education and Development:*** RMHF seeks to support expansion or reform of educational opportunities; articulation through degree programs or across institutions; leadership development; career ladder progression; employment readiness and retention efforts; workforce supply and demand; workforce policy issues.
- ***Aging Services Planning and Delivery:*** RMHF seeks to promote policies and practices advancing aging services, adult day services, caregiver support, care coordination; advance heath and healthcare-related age wave planning activities. In addition to direct service delivery and in order to encourage evidence based practices or innovation, RMHF may consider demographic or other age wave studies.

PROGRAM RELATED INVESTMENTS:
During 1996-98, the Richmond Memorial Health Foundation and Bon Secours Health Systems, Inc. joint ventured to create the Bon Secours Richmond Health System. The Foundation's member interest in the Bon Secours Richmond Health System is recognized as a "Program Related Investment". The Foundation values this investment

and seeks opportunities to collaborate, partner and co-invest with the Bon Secours Richmond Health System to address unmet needs of vulnerable populations in our communities.

The Foundation may consider other Program Related Investments on a case by case basis.

FOUNDATION INITIATIVES:
Initiatives serve to enhance expertise in one or more of RMHF's priorities and provide a lens for investing in community health improvement. Initiatives serve to engage the broader community, may be sustained as an RMHF core program, be funded in collaboration with others, or be managed internally as a benefit to the broader community.

COMMUNITY INVESTMENTS:
The Foundation collaborates, partners or strategically aligns Foundation resources with others sharing the Foundation's commitment to improving health and healthcare in the community or where improving health and healthcare complements other initiatives strengthening the community.

OUR GEOGRAPHIC AREA:
The Foundation primarily serves Richmond and Central Virginia. However, we may invest beyond our primary region when doing so provides opportunities to inform or influence health and healthcare priorities in our region.

ELIGIBILITY:
The following organizations may apply for a grant from Richmond Memorial Health Foundation:

- Nonprofit organizations under Section 501(c)(3) of the Internal Revenue Code. Private Foundations and non-functionally integrated "Type III" supporting organization as defined by Section 509(a) of the IRS Code may be considered at the discretion of the Foundation and may be subject to additional reporting guidelines. This consideration will be based on the charitable and strategic intent of the proposal.
- Organizations described in Section 170(c)(1) (governmental entities) and/or Section 511(a)(2)(B) (colleges and universities) may be considered at the discretion of the Foundation. This consideration will be based on the charitable and strategic intent of the proposal.
- At the discretion of the Foundation, other non-profit 501(c) organizations may be considered based on the charitable and strategic intent of the proposal.
- Organizations located within, or having program(s) focused within Richmond or Central Virginia. Organizations located or having program(s) outside this geographic area may be considered at the discretion of the Foundation. This consideration will be based on the charitable and strategic intent of the proposal and where the outcomes demonstrate a direct benefit to Richmond and Central Virginia and/or the Foundation.

THE FOUNDATION DOES NOT FUND:

- Organizations that discriminate based on race, creed, gender, or sexual orientation.
- Direct grants to individuals.
- Sectarian religious activities.
- Direct political lobbying.
- Clinical research or trials.
- Bereavement services.
- Camps.
- Endowment funds not associated with the Richmond Memorial Health Foundation.
- Event sponsorships or other fund raising activities not associated with the Richmond Memorial Health Foundation
- Debt reduction.
- Costs, assessments or fees associated with other funding/grant awards.
- Direct replacement of discontinued government or other funding support.
- Requests that, in the judgment of the Foundation, are the responsibility of the Federal, State, or Local Government.

HOW TO APPLY:
The Foundation employs a three-step process for receiving and considering responsive grant requests. These steps include meeting with Foundation Staff, submitting a Concept Proposal, and upon invitation by the Foundation submitting a Grant Application. The Foundation intends to administer up to two grant cycles per year. At the discretion of the Foundation, emergency or out-of-cycle proposals may be accepted on a case-by-case basis.

Pre-Application Meeting - Organizations wishing to apply for funding are required to meet with Foundation staff as the first step of the process. An Organization should meet with the Foundation Staff not later than thirty (30) days prior to the Concept Proposal submission deadline. The value of this meeting is to develop a preliminary understanding of the organization, its mission and priorities, proposal scope, and the alignment of the aforementioned with the Foundation's Vision, Mission and Priorities.

Concept Proposal - Upon the completion of the Pre-Application Meeting and determination that a proposal is consistent with the Foundation's Vision, Mission and Priorities and meets the Foundation's stated criteria, an organization may submit a Concept Proposal. Foundation staff will communicate directly with organizations submitting Concept Proposals to advise on the status of the Concept Proposal and to provide direction on subsequent steps, concerns or questions requiring particular attention and timing as determined by the Foundation.

Direct contact with Foundation Trustees to advocate for a request once the Concept Proposal is submitted is strongly discouraged.

Grant Application - Upon completion of the Concept Proposal review, Foundation staff will advise whether or not a full Grant Application will be invited from the requesting organization. An invitation to submit a Grant Application does not constitute a commitment by the Foundation to award a grant.

As a part of the Grant Application review, a site visit will be conducted so that the organization, Foundation Staff and Foundation Trustees can fully discuss a grant request. Site visits will occur approximately 2 to 3 weeks after submission of the Grant Application.

Direct contact with Foundation Trustees to advocate for a request once the Grant Application is submitted is strongly discouraged.

The Foundation conducts a disciplined due diligence review of each Concept Proposal and Grant Application. Funding decisions are made through a combined effort of Foundation Staff, the Grants Committee and the Board of Trustees. Responsive grant requests are assessed on multiple criteria including: Identified Need, Foundation Area of Emphasis, Impact, Systemic Change, and Organizational Capacity.

PRIORITY CONSIDERATIONS AND GRANT CRITERIA: Richmond Memorial Health Foundation identified several priority considerations that apply as review criteria for every Concept Proposal and Grant Application. In addition to compliance with the Foundation's stated Priorities, Objectives and Guidelines, requests will be assessed on factors including, but not limited to:

- Demonstration of need.
- Demonstration that project is grounded in evidence-based practices or is a "new idea".
- Demonstration of clearly defined and measurable program goals, objectives, and outcomes.
- Demonstration of an ability to make significant and measurable impact or improvement in health and healthcare in Richmond and Central Virginia.
- Demonstration of an ability to be sustained following the grant award period.
- Demonstration of strong organizational leadership.
- Demonstration of a commitment to maintaining accountability and reporting systems according to requirements established by the Foundation in conjunction with a grant award.
- Demonstration of a commitment to a broader community education/learning component whereby the results, reports and appropriate grant related information gained through the grant funded activities are systematically shared with others.

RICHMOND MEMORIAL HEALTH FOUNDATION MAY ALSO CONSIDER:

- Participation by other partners, such as nonprofit organizations, foundations, government, businesses and academic institutions, and/or the inclusion of matching funds.

- The time period for expected results to be achieved.
- Multi-year funding may be considered. Funding requests spanning more than one year will be awarded on a year-by-year basis contingent upon satisfactory completion of stated performance goals and objectives.
- If the project is part of a broader collaboration effort, commitment to report outcomes and activities to all program and funding partners.
- If the organization has an up-to-date organizational profile published on GiveRichmond and/or Guidestar.

OTHER INSTRUCTIONS, POLICIES AND INFORMATION:

- Please be sure that all requested information and attachments are included at the time Concept Proposals and Grant Applications are submitted.
- The Foundation will not consider proposals and applications that are incomplete and that do not meet the Foundation's guidelines.
- Organizations must submit <u>one</u> hard copy and <u>one</u> electronic copy of the completed Concept Proposals and/or Grant Applications to the Foundation by hand delivery or by posted mail. E-mailed proposals and applications will be considered on a case by case basis.
- Concept Proposals and Grant Applications must be submitted by the stated deadlines.
- Concept Proposals and Grant Applications that are received after the stated deadlines will be deferred to the next funding cycle.
- The Foundation will acknowledge the receipt of Concept Proposals or Grant Applications.
- The Foundation will not return any material submitted.

Presently there are no prohibitions to submitting more than one Concept Proposal or, if invited, Grant Application in a funding cycle. However, should an organization submit more than one Concept Proposal or Grant Application in a funding cycle, the organization must indicate the priority each request has for the organization.

EVALUATION AND IMPACT:
Richmond Memorial Health Foundation is committed to advancing "learning in public" through the evaluation process for each Grant Award and believes that lessons, successes and failures learned during a grant are important. The Foundation's evaluation process will take place on two levels - project activity monitoring and shared learning on the community level that hopefully will drive improvement. To support this we ask that all grantees agree to have their results, findings, progress reports and appropriate grant related information shared with the broader community.

APPLICATION TIMELINES: Applying organizations are urged to schedule pre-application meetings with Foundation Staff at least 30 days prior to the date of submission. Concept Proposals may be submitted at any time throughout the year and will be considered during the next appropriate grant cycle. Specific dates for Summer and Winter Grant Cycles are as follows:

<u>Summer Grant Cycle</u>

- First Wednesday in June - Cutoff date for Pre-Application meetings with Foundation Staff.
- First Wednesday in July - Concept Proposals are due to Foundation Offices by 12:00 Noon. (If the first Wednesday is July 4th, Concept Proposals are due the next business day at noon).
- Foundation Staff will notify organizations invited to submit a full Grant Application by the end of July.
- First Wednesday in September - Invited Grant Applications are due to Foundation Offices by 12:00 Noon.
- First week in December - Grant Awards will be announced by Foundation Staff.

<u>Winter Grant Cycle</u>

- First Wednesday in December - Cutoff date for Pre-Application meetings with Foundation Staff.
- First Wednesday in January - Concept Proposals are due to Foundation Offices by 12:00 Noon. (If the first Wednesday is January 1st, Concept Proposals are due the next business day at noon).
- Foundation Staff will notify organizations invited to submit a full Grant Application by the end of January.
- First Wednesday in March - Invited Grant Applications are due to Foundation Offices by 12:00 Noon.
- First week in June - Grant Awards will be announced by Foundation Staff.

CONDITIONS FOR ACCEPTING GRANT AWARDS: Grant recipients must execute a Letter of Agreement with Richmond Memorial Health Foundation. The Letter of Agreement defines the scope of the grant award as well as the terms, objectives and any conditions associated with the grant award. The Letter of Agreement will establish evaluation criteria, reporting procedures, and payment schedules that will be employed during the grant period.

Commitments or expenditures incurred prior to the execution of a Letter of Agreement with the Foundation are not considered part of the proposal. The Foundation will not reimburse any expenses incurred prior to the execution of a Letter of Agreement.

FUNDING RIGHTS: The Richmond Memorial Health Foundation reserves the right to amend, modify or waive grant guidelines if the Foundation deems it appropriate or necessary to do so.

INFORMATION REQUESTS: For more information about Richmond Memorial Health Foundation or the Foundation's Grant Guidelines, please contact the Foundation Offices through:

Jeffrey S. Cribbs, Sr.
President and Chief Executive Officer
jcribbs@rmhfoundation.org

John H. Estes
Director of Programs
jestes@rmhfoundation.org

Richmond Memorial Health Foundation
4901 Libbie Mill East Boulevard
Richmond, Virginia 23230
Telephone: (804) 282-6282
Facsimile: (804) 282-6255
www.rmhfoundation.org

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENTS	973,757.	0.	973,757.	973,757.	
TO PART I, LINE 4	973,757.	0.	973,757.	973,757.	

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS	77.	77.	
INCOME FROM PARTNERSHIP	0.	378,471.	
NURSE LEADERSHIP INSTITUTE - TUITION	95,200.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	95,277.	378,548.	

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	13,280.	0.		8,499.
TO FM 990-PF, PG 1, LN 16A	13,280.	0.		8,499.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDITING AND TAX COMPLIANCE	16,461.	1,646.		10,535.
ACCOUNTING SERVICES	112,570.	11,257.		72,045.
TO FORM 990-PF, PG 1, LN 16B	129,031.	12,903.		82,580.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT	452,370.	452,370.		0.
INVESTMENT CONSULTANT	113,000.	113,000.		0.
COMMUNICATIONS CONSULTANT	17,979.	0.		11,507.
PROGRAM CONSULTANTS	102,900.	0.		102,900.
EMPLOYEE BENEFITS CONSULTANT	75.	0.		48.
WARREN WHITNEY	7,578.	0.		4,850.
IT, DESIGN & ARCHITECTURE CONSULTANTS	3,820.	0.		2,445.
MISCELLANEOUS	150.	0.		96.
TO FORM 990-PF, PG 1, LN 16C	697,872.	565,370.		121,846.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAX	83,860.	0.		0.
BUSINESS PERSONAL PROPERTY TAX	971.	0.		621.
TO FORM 990-PF, PG 1, LN 18	84,831.	0.		621.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DCA-NURSE LEADERSHIP INSTITUTE	63,039.	0.		63,039.
DCA-PATIENT CENTERED MEDICAL HOME	760.	0.		760.
DIRECT GRANT ADMINISTRATIVE EXPENSES	17,485.	0.		17,485.
DIRECT INVESTMENT ADMINISTRATIVE EXPENSE	8,085.	8,085.		0.
EQUIP. LEASES, SVC CONTRACTS, MAINTENANCE	7,733.	773.		4,949.
INFORMATION TECHNOLOGY	13,301.	1,330.		8,513.
INSURANCE	5,421.	542.		3,470.
INTERNET ACCESS	1,140.	114.		730.
SUPPLIES AND MATERIALS	3,571.	357.		2,286.
BANK SERVICE FEES	1,475.	148.		944.
RECOGNITIONS AND GIFTS	1,299.	0.		832.
POSTAGE	965.	97.		618.
CATERING/MEALS	2,640.	264.		1,689.
FURNISHINGS AND EQUIPMENT	17,053.	1,705.		10,914.
SUBSCRIPTIONS	1,080.	0.		691.
COPORATE FILINGS	50.	5.		32.
OTHER MISCELLANEOUS EXPENSES	134.	13.		86.
TO FORM 990-PF, PG 1, LN 23	145,231.	13,433.		117,038.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8
DESCRIPTION	AMOUNT
UNREALIZED GAIN/LOSS ON INVESTMENTS	6,747,702.
CHANGE IN EQUITY INTEREST OF PROGRAM RELATED INVESTMENT	28,662,000.
TOTAL TO FORM 990-PF, PART III, LINE 3	35,409,702.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS	19,671,206.	19,671,206.
TOTAL TO FORM 990-PF, PART II, LINE 10B	19,671,206.	19,671,206.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS	COST	21,568,753.	21,568,753.
PARTNERSHIPS	COST	38,599,912.	38,599,912.
TOTAL TO FORM 990-PF, PART II, LINE 13		60,168,665.	60,168,665.

FORM 990-PF OTHER ASSETS STATEMENT 11

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PROGRAM-RELATED INVESTMENT IN BONSECOURS RICHMOND HEALTH SYSTEM	109,100,000.	137,762,000.	137,762,000.
TO FORM 990-PF, PART II, LINE 15	109,100,000.	137,762,000.	137,762,000.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JEFFREY S. CRIBBS, SR. 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	PRESIDENT & CEO 40.00	178,700.	34,087.	0.
SHERYL L. GARLAND 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	SECRETARY 2.00	0.	0.	0.
MICHELE A.W. MCKINNON, ESQUIRE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	CHAIR 2.00	0.	0.	0.
CLAUDIA N. MACSWAIN 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	FORMER SECRETARY 2.00	0.	0.	0.
HARRY A. TURTON, JR. 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TREASURER 2.00	0.	0.	0.
DANNY TK AVULA 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
REGINALD E. GORDON, ESQUIRE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
ALEXANDER M. MACAULAY, ESQUIRE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	FORMER TRUSTEE 1.00	0.	0.	0.
JOHN W. MARTIN 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
MICHAEL B. MATTHEWS 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	FORMER TRUSTEE 1.00	0.	0.	0.
WILLIAM R. NELSON, MD, MPH 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.

DELORES A. REMO 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	VICE CHAIR 2.00	0.	0.	0.
A. DALE CANNADY 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
ROBERT L. THALHIMER 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
DEBORAH L. ULMER, RN, PHD 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
RICHARD L. GRIER 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
JOSEPH SCHILLING 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
JR HIPPLE 1801 BAYBERRY COURT, SUITE 104 RICHMOND, VA 23226	TRUSTEE 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		178,700.	34,087.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION PART XV, LINES 2A THROUGH 2D STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOHN ESTES, DIRECTOR OF PROGRAMS, RICHMOND MEMORIAL HEALTH FOUNDATION
4901 LIBBIE MILL EAST BOULEVARD, SUITE 210
RICHMOND, VA 23230

TELEPHONE NUMBER

804-282-6282

FORM AND CONTENT OF APPLICATIONS

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.

ANY SUBMISSION DEADLINES

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SEE ATTACHED COPY OF GRANT APPLICATION GUIDELINES.

Part XV · Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAPITAL AREA HEALTH NETWORK 2025 EAST MAIN STREET, SUITE 100 RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CAHN 24 HOUR NURSE ADVICE LINE	50,000.
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA RD, SUITE 211 RICHMOND, VA 23229	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA HEALTH CTR SATELLITE COUNSELING LOCATION PROGRAM	30,000.
DAILY PLANET 517 WEST GRACE STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CAPACITY BUILDING THROUGH NURSING STAFF EXPANSION	100,000.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVE. RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT 7TH DISTRICT HEALTH & WELLNESS INITIATIVE	47,200.
FAMILY LIFELINE 2325 WEST BROAD STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CLINICAL EXPANSION PROGRAM	100,000.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PCMH INTEGRATED CARE PROJECT	100,000.
FREE CLINIC OF POWHATAN 3908 OLD BUCKINGHAM ROAD POWHATAN, VA 23139	N/A	PUBLIC CHARITY	PROGRAM SUPPORT WOMEN'S HEALTH CARE CLINIC PROGRAM	37,500.
GATEWAY HOMES 11901 REEDY BRANCH ROAD CHESTERFIELD, VA 23838	N/A	PUBLIC CHARITY	PROGRAM SUPPORT NURSE PRACTITIONER PROGRAM	12,500.
GOOCHLAND FREE CLINIC AND FAMILY SERVICES PO BOX 116 GOOCHLAND, VA 23063	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HEALTH CARE SVCS PROGRAM	54,000.
GREATER RICHMOND FIT4KIDS 501 EAST FRANKLIN ST., SUITE 418 RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SCHOOL WELLNESS INTEGRATION PROGRAM	45,000.
Total from continuation sheets				2,032,145.

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HEART HAVENS, INC 812 MOOREFIELD PARK DRIVE, SUITE 301 RICHMOND, VA 23236		PUBLIC CHARITY	PROGRAM SUPPORT BUILDING A CAREER LADDER FOR DIRECT SUPPORT PROVIDERS PROGRAM	5,210.
JOHN TYLER COMMUNITY COLLEGE FOUNDATION 800 CHARTER COLONY PARKWAY MIDLOTHIAN, VA 23114	N/A	PUBLIC CHARITY	PROGRAM SUPPORT NURSING EDUCATION PIPELINE	40,000.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CLINICAL SCHOLARS PROGRAM	50,000.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT INJURY & VIOLENCE PREVENTION - PROJECT EMPOWER INITIATIVE	62,000.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION (VCU MASSEY CANCER CENTER) P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT ADVANCED PRACTICE RN CLINICAL TRAINING PROGRAM	72,300.
METROPOLITAN RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS, SUITE 300 RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT BIKE WALK RVA PROGRAM	150,000.
NUEVA VIDA 206 NORTH WASHINGTON STREET, SUITE 300 ALEXANDRIA, VA 22314	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HEALTHCARE NEEDS OF VULNERABLE, HIGH RISK LATINA WOMEN WITH CANCER	19,175.
PARTNERSHIP FOR NONPROFIT EXCELLENCE 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HELPING TO STRENGTHEN THE HEALTH & HUMAN RESOURCES SECTOR	75,000.
RICHMOND CITY HEALTH DISTRICT 400 EAST CARY STREET RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT COMMUNITY ADVOCATES:THE USE OF LOCAL HEALTH WORKERS IN NEIGHBORHOOD	92,225.
RICHMOND AREA HIGH BLOOD PRESSURE CENTER 1200 WEST CARY ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PUBLIC SUPPORT CHBP CAPACITY BUILDING	27,500.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RX PARTNERSHIP 2924 EMERYWOOD PKWY., SUITE 300 RICHMOND, VA 23294	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RXPARTNERSHIP SUPPORT & EXPANSION PROG	20,000.
GREATER RICHMOND STOP CHILD ABUSE NOW 103 EAST GRACE STREET RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CIRCLE PRESCHOOL PROGRAM	25,000.
SENIOR CONNECTIONS 24 EAST CARY ST RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT GREATER RICHMOND AGE WAVE INITIATIVE	56,250.
SENIORNAVIGATOR 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA HEALTH NAVIGATOR SOLUTION CENTER	41,200.
SOUTH RICHMOND ADULT DAY CARE CENTER 1500 HULL STREET RICHMOND, VA 23224	N/A	PUBLIC CHARITY	PROGRAM SUPPORT ADULT DAY HEALTH CARE PROGRAM	30,000.
TRICYCLE GARDENS 2107 EAST CARY STREET RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HEALTHY CORNER STORE - GET FRESH INITIATIVE	15,000.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMOND, VA 23221	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PATIENT NAVIGATOR PROGRAM	46,500.
VIRGINIA SUPPORTIVE HOUSING P.O. BOX 8585 RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT A PLACE TO START PROGRAM	50,000.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND 2 WEST FRANKLIN STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT DIABETES PREVENTION	48,500.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVE. RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT YOUTH HEALTH EQUITY LEADERSHIP INSTITUTE PROGRAM	70,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CAPITAL AREA HEALTH NETWORK 2025 EAST MAIN STREET, SUITE 100 RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,000.
CHILDSAVERS 200 NORTH 22ND STREET RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT TRANSITION TO ELECTRONIC HEALTH RECORDS PROGRAM	1,720.
CROSSOVER MINISTRY 108 COWARDIN AVENUE RICHMOND, VA 23224	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	137,000.
DAILY PLANET 517 WEST GRACE ST. RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,000.
FAN FREE CLINIC 1010 N. THOMPSON STREET RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,000.
GOOCHLAND FREE CLINIC AND FAMILY SERVICES PO BOX 116 GOOCHLAND, VA 23063	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,000.
VIRGINIA CENTER FOR HEALTH INNOVATION 900 EAST MAIN STREET, SUITE 900 RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	19,500.
VIRGINIA LEAGUE FOR PLANNED PARENTHOOD 201 HAMILTON ST. RICHMOND, VA 23221	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	37,000.
VIRGINIA ORAL HEALTH COALITION 4200 INNSLAKE DRIVE, SUITE 103 RICHMOND, VA 23060	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RMHF PATIENT CENTERED MEDICAL HOME INITIATIVE	25,000.
GRANTMAKERS FOR EFFECTIVE ORGANIZATIONS 1725 DESALES ST., NW, SUITE 404 WASHINGTON, DC 20036	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	1,830.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GRANTMAKERS IN AGING 2001 JEFFERSON DAVIS HWY, STE. 504 ARLINGTON, VA 22202	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	1,400.
GRANTMAKERS IN HEALTH 1100 CONNECTICUT AVE., NW, SUITE 1200 WASHINGTON, DC 20036-4110	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	4,600.
GREATER RICHMOND CHAMBER 600 EAST MAIN STREET, SUITE 700 RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RVA COLLABORATES TICKETS	1,500.
NAMI OF CENTRAL VIRGINIA 1904 BYRD AVENUE, SUITE 207 RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	5,300.
ROSMY P.O. BOX 5542 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SUICIDE PREVENTION PROGRAM COMMUNITY BENEFIT AWARD	48,800.
SOUTHEASTERN COUNCIL OF FOUNDATIONS 50 HURT PLAZA, SUITE 350 ATLANTA, GA 30303	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	15,000.
VIRGINIA COMMONWEALTH UNIVERSITY - GIFTS AND RECORDS MANAGEMENT P. O. BOX 843042 RICHMOND, VA 23284-3042	N/A	UNIVERSITY TAX EXEMPT	PROGRAM SUPPORT EXCELLENCE IN VIRGINIA GOVERNMENT AWARDS	1,000.
VIRGINIA COMMONWEALTH UNIVERSITY - GRANTS & CONTRACTS ACCOUNTING P. O. BOX 843039 RICHMOND, VA 23284-3039	N/A	UNIVERSITY TAX EXEMPT	PROGRAM SUPPORT THE COMMUNITY VOICE PROJECT	11,935.
VA CONSORTIUM FOR HEALTH PHILANTHROPY 5308 DISCOVERY PARK BLVD, SUITE 10 WILLIAMSBURG, VA 23188	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MEMBER SUPPORT	500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
RX DRUG ACCESS PARTNERSHIP 2924 EMERYWOOD PKWY., SUITE 300 RICHMOND, VA 23294	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RX PARTNERSHIP SUPPORT AND EXPANSION	10,000.
YOUNG MEN'S CHRISTIAN ASSOCIATION OF GREATER RICHMOND 2 WEST FRANKLIN STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT DIABETES PREVENTION IN URBAN YMCAS PROGRAM	97,000.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVENUE RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT YOUTH HEALTH EQUITY LEADERSHIP INSTITUTE PROGRAM	70,000.
METROPOLITAN RICHMOND SPORTS BACKERS 100 AVENUE OF CHAMPIONS, SUITE 300 RICHMOND, VA 23230	N/A	PUBLIC CHARITY	PROGRAM SUPPORT BIKE WALK RVA PROGRAM	100,000.
BON SECOURS RICHMOND HEALTH SYSTEM MEDICAL OFFICE SOUTH, SUITE 710, 5875 BREMO RD., RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RESIDENTIAL COMMUNITY HOSPICE HOUSE	300,000.
A GRACE PLACE ADULT CARE CENTER 8030 STAPLES MILL ROAD RICHMOND, VA 23228	N/A	PUBLIC CHARITY	PROGRAM SUPPORT MY LIFE - AN EVIDENCE BASED FITNESS PROGRAM	35,000.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CLINICAL SCHOLARS PROGRAM	50,000.
SENIOR CONNECTIONS 24 EAST CARY ST RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT GREATER RICHMOND AGE WAVE INITIATIVE	56,250.
MEDICAL COLLEGE OF VIRGINIA FOUNDATION P.O. BOX 980234 RICHMOND, VA 23298-0234	N/A	PUBLIC CHARITY	PROGRAM SUPPORT INJURY & VIOLENCE PREVENTION - PROJECT EMPOWER INITIATIVE	62,000.
SOUTH RICHMOND ADULT DAY CARE CENTER 1500 HULL STREET RICHMOND, VA 23224	N/A	PUBLIC CHARITY	PROGRAM SUPPORT ADULT DAY HEALTH CARE PROGRAM	30,000.
Total from continuation sheets				2,253,865.

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ROSMY P.O. BOX 5542 RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT SUICIDE PREVENTION PROGRAM FOR LGBTQ YOUTH IN CENTRAL VA	48,800.
FAMILY LIFELINE 2325 WEST BROAD STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CLINICAL EXPANSION PROGRAM	300,000.
VIRGINIA SUPPORTIVE HOUSING P. O. BOX 8585 RICHMOND, VA 23226	N/A	PUBLIC CHARITY	PROGRAM SUPPORT A PLACE TO START PROGRAM	50,000.
SENIORNAVIGATOR 7501 BOULDERS VIEW DR., SUITE 110 RICHMOND, VA 23225	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA HEALTH NAVIGATOR SOLUTION CENTER	41,200.
GATEWAY HOMES 11901 REEDY BRANCH ROAD CHESTERFIELD, VA 23838	N/A	PUBLIC CHARITY	PROGRAM SUPPORT NURSE PRACTITIONER PROGRAM	12,500.
VERNON J HARRIS COMMUNITY HEALTH CENTER 2025 EAST MAIN STREET, SUITE 100 RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CAHN 24 HOUR NURSE ADVICE LINE	175,000.
HEART HAVENS, INC 812 MOOREFIELD PARK DRIVE, SUITE 301 RICHMOND, VA 23236	N/A	PUBLIC CHARITY	PROGRAM SUPPORT BUILDING A CAREER LADDER FOR DIRECT SUPPORT PROVIDERS PROGRAM	27,140.
NUEVA VIDA 206 NORTH WASHINGTON STREET, SUITE 300 ALEXANDRIA, VA 22314	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HEALTHCARE NEEDS OF VULNERABLE, HIGH RISK LATINA WOMEN WITH CANCER	57,525.
RICHMOND CITY HEALTH DISTRICT 400 EAST CARY STREET RICHMOND, VA 23219	N/A	GOVERNMENT TAX-EXEMPT	PROGRAM SUPPORT COMMUNITY ADVOCATES:THE USE OF LOCAL HEALTH WORKERS IN NEIGHBORHOOD	184,450.
TRICYCLE GARDENS 2107 JEFFERSON AVENUE RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HEALTHY CORNER STORE - GET FRESH INITIATIVE	15,000.
Total from continuation sheets				

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Part XV Supplementary Information

3 Grants and Contributions Approved for Future Payment (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GREATER RICHMOND STOP CHILD ABUSE NOW 103 EAST GRACE STREET RICHMOND, VA 23219	N/A	PUBLIC CHARITY	PROGRAM SUPPORT CIRCLE PRESCHOOL PROGRAM	25,000.
EAST DISTRICT FAMILY RESOURCE CENTER 2405 JEFFERSON AVENUE RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT 7TH DIST.HEALTH & WELLNESS INITIATIVE	75,000.
CHILDSAVERS 200 NORTH 22ND STREET RICHMOND, VA 23223	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PRACTICE TRANSITION TO ELECTRONIC HEALTH RECORDS	100,000.
DAILY PLANET 517 WEST GRACE STREET RICHMOND, VA 23220	N/A	PUBLIC CHARITY	PROGRAM SUPPORT PRIMARY CARE INTEGRATION INTO A BEHAVIORAL OUTREACH SETTING	50,000.
SPECIAL OLYMPICS 3212 SKIPWITH ROAD, SUITE 100 RICHMOND, VA 23294	N/A	PUBLIC CHARITY	PROGRAM SUPPORT RAISING THE BAR, PHASE II	27,000.
CHALLENGE DISCOVERY PROJECTS 1503 SANTA ROSA ROAD, SUITE 211 RICHMOND, VA 23229	N/A	PUBLIC CHARITY	PROGRAM SUPPORT VA HEALTH CTR SATELLITE COUNSELING LOCATION PROGRAM	105,000.
J. SARGEANT REYNOLDS P.O. BOX 26924 RICHMOND, VA 23261	N/A	PUBLIC CHARITY	PROGRAM SUPPORT HEALTH INFORMATION MANAGEMENT CAREER PATHWAY	100,000.
LUCY CORR FOUNDATION 6800 LUCY CORR BOULEVARD, PO DRAWER 170 CHESTERFIELD, VA 23832	N/A	PUBLIC CHARITY	PROGRAM SUPPORT LCV DENTAL CLINIC COMMUNITY PROJECT	50,000.
Total from continuation sheets				

323635
05-01-13

Part XV **Supplementary Information**

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - RICHMOND CITY HEALTH DISTRICT

PROGRAM SUPPORT COMMUNITY ADVOCATES:THE USE OF LOCAL HEALTH WORKERS IN

NEIGHBORHOOD RESOURCE CENTER

Part XV **Supplementary Information**

3b Grants and Contributions Approved for Future Payment Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - RICHMOND CITY HEALTH DISTRICT

PROGRAM SUPPORT COMMUNITY ADVOCATES:THE USE OF LOCAL HEALTH WORKERS IN

NEIGHBORHOOD RESOURCE CENTER