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Return of Private Foundation

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

OMB No. 1545-0052

2013

Department of the Treasury
Internal Revenue Service

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.

Open to Public Inspection

For calendar year 2013 or tax year beginning OCT 1, 2013, and ending SEP 30, 2014

Name of foundation METROWEST HEALTH FOUNDATION, INC.		A Employer identification number 04-2121342
Number and street (or P.O. box number if mail is not delivered to street address) 161 WORCESTER ROAD, SUITE 202	Room/suite	B Telephone number (508) 879-7625
City or town, state or province, country, and ZIP or foreign postal code FRAMINGHAM, MA 01701		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 104,379,556.	J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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)
1 Contributions, gifts, grants, etc., received		310,047.			
2 Check <input type="checkbox"/> If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		1,290,206.	1,290,206.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,831,513.			
b Gross sales price for all assets on line 6a		8,190,784.			
7 Capital gain net income (from Part IV, line 2)			1,831,513.		
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		217,568.	0.	0.	STATEMENT 2
12 Total. Add lines 1 through 11		3,649,334.	3,121,719.	0.	
13 Compensation of officers, directors, trustees, etc		250,889.	35,313.	0.	215,576.
14 Other employee salaries and wages		253,584.	0.	0.	253,584.
15 Pension plans, employee benefits		144,121.	10,088.	0.	134,033.
16a Legal fees STMT 3		21,622.	0.	0.	21,622.
b Accounting fees STMT 4		33,974.	0.	0.	33,974.
c Other professional fees STMT 5		173,170.	79,381.	0.	93,789.
17 Interest					
18 Taxes STMT 6		163,370.	0.	0.	0.
19 Depreciation and depletion		10,620.	0.	0.	
20 Occupancy		115,906.	9,625.	0.	106,281.
21 Travel, conferences, and meetings		23,027.	0.	0.	23,027.
22 Printing and publications		29,949.	0.	0.	29,949.
23 Other expenses STMT 7		973,417.	825,558.	0.	147,859.
24 Total operating and administrative expenses. Add lines 13 through 23		2,193,649.	959,965.	0.	1,059,694.
25 Contributions, gifts, grants paid		2,847,054.			3,223,197.
26 Total expenses and disbursements. Add lines 24 and 25		5,040,703.	959,965.	0.	4,282,891.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,391,369.>			
b Net investment income (if negative, enter -0-)			2,161,754.		
c Adjusted net income (if negative, enter -0-)				0.	

Part II Balance Sheets		Beginning of year	End of year	
			(a) Book Value	(b) Book Value
Assets	1 Cash - non-interest-bearing	72,827.	87,588.	87,588.
	2 Savings and temporary cash investments	198,649.	598,725.	598,725.
	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	46,488.	39,609.	39,609.
	10a Investments - U.S. and state government obligations STMT 9	1,308,691.	521,449.	521,449.
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 10	90,983,335.	95,539,100.	95,539,100.
Liabilities	14 Land, buildings, and equipment basis ▶ STMT 11 Less accumulated depreciation STMT 11	135,718. 126,680.	19,657. 9,038.	9,038.
	15 Other assets (describe ▶ STATEMENT 12)	7,325,799.	7,584,047.	7,584,047.
	16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item 1)	99,955,446.	104,379,556.	104,379,556.
	17 Accounts payable and accrued expenses	342,785.	152,315.	
	18 Grants payable	1,744,765.	1,368,622.	
	19 Deferred revenue			
Net Assets or Fund Balances	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 13)	433,723.	553,653.	
	23 Total liabilities (add lines 17 through 22)	2,521,273.	2,074,590.	
	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input checked="" type="checkbox"/>			
	24 Unrestricted	81,404,987.	85,244,335.	
	25 Temporarily restricted	6,517,043.	7,291,283.	
	26 Permanently restricted	9,512,143.	9,769,348.	
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input type="checkbox"/>			
	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	97,434,173.	102,304,966.	
	31 Total liabilities and net assets/fund balances	99,955,446.	104,379,556.	

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	97,434,173.
2 Enter amount from Part I, line 27a	2	<1,391,369.>
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	6,262,162.
4 Add lines 1, 2, and 3	4	102,304,966.
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	102,304,966.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES	P	VARIOUS	VARIOUS
b			
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 8,190,784.		6,359,271.	1,831,513.
b			
c			
d			
e			

(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			1,831,513.
b			
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	1,831,513.
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	3,725,222.	88,017,652.	.042324
2011	3,182,574.	83,021,127.	.038335
2010	4,652,835.	84,537,196.	.055039
2009	4,414,314.	79,147,832.	.055773
2008	4,871,037.	71,563,814.	.068066

2 Total of line 1, column (d)	2	.259537
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	.051907
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5	4	95,817,606.
5 Multiply line 4 by line 3	5	4,973,604.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	21,618.
7 Add lines 5 and 6	7	4,995,222.
8 Enter qualifying distributions from Part XII, line 4	8	4,282,891.

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b		1	43,235.
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	43,235.
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	43,235.
6 Credits/Payments:			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	53,005.	
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	53,005.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,770.	
11 Enter the amount of line 10 to be: Credited to 2014 estimated tax <input type="checkbox"/> 9,770. Refunded <input type="checkbox"/>	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ► WWW.MWHEALTH.ORG				
14	The books are in care of ► MARTIN COHEN, PRESIDENT & CEO Telephone no. ► (508) 879-7625			
Located at ► 161 WORCESTER ROAD, FRAMINGHAM, MA		ZIP+4 ► 01701		
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? If "Yes," list the years ►	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
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

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)?

Organizations relying on a current notice regarding disaster assistance check here

☐

5b

X

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?

If "Yes" to 6b, file Form 8870.

6b

X

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 14		250,889.	53,105.	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
REBECCA DONHAM - 161 WORCESTER RD, FRAMINGHAM, MA 01701	SR. PRGM OFFICER.	89,712.	32,344.	0.
CATHY GLOVER - 161 WORCESTER RD, FRAMINGHAM, MA 01701	GRANT MGMT DIR.	90,115.	27,298.	0.

Total number of other employees paid over \$50,000

0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
PRIME BUCHHOLZ & ASSOCIATES 273 CORPORATE DRIVE, PORTSMOUTH, NH 03801	INVESTMENT CONSULTING	61,439.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 SEE STATEMENT 15	315,422.
2	
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.

1	N/A	
2		
	All other program-related investments. See instructions.	
3		
Total. Add lines 1 through 3		0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	96,808,578.
b	Average of monthly cash balances	1b	468,179.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	97,276,757.
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	97,276,757.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,459,151.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	95,817,606.
6	Minimum investment return. Enter 5% of line 5	6	4,790,880.

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	4,790,880.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	43,235.
b	Income tax for 2013. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	43,235.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,747,645.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	4,747,645.
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	4,747,645.

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	4,282,891.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	4,282,891.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,282,891.

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				4,747,645.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2013:				
a From 2008	739,564.			
b From 2009	475,338.			
c From 2010	453,799.			
d From 2011				
e From 2012				
f Total of lines 3a through e	1,668,701.			
4 Qualifying distributions for 2013 from Part XII, line 4: ► \$	4,282,891.			
a Applied to 2012, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions) **	1,259,569.			
d Applied to 2013 distributable amount				3,023,322.
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))	1,668,701.			1,668,701.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	1,259,569.			
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				55,622.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	1,616,801.			
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				

** SEE STATEMENT 16

Form 990-PF (2013)

N/A

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

- (4) Gross investment income**

Form **990-PF** (2013)

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.		

[illegible]

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			

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.

Sign Here  1-12-15 **PRESIDENT, CEO**
 Signature of officer or trustee Date Title

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

Paid Preparer Use Only	Print preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	THOMAS WASHBURN, CPA	THOMAS WASHBURN,	12/22/14		P01375551
	Firm's name ▶ ALEXANDER, ARONSON, FINNING & CO., P.C.			Firm's EIN ▶ 04-2571780	
	Firm's address ▶ 21 EAST MAIN STREET WESTBORO, MA 01581			Phone no. (508) 366-9100	

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

Employer identification number

METROWEST HEALTH FOUNDATION, INC.**04-2121342**

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2013)

Name of organization	Employer identification number
METROWEST HEALTH FOUNDATION, INC.	04-2121342

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	CHICKERING TRUST C/O MELLON BANK ONE BOSTON PLACE BOSTON, MA 02108	\$ 240,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
2	CLARK TRUST C/O BANK OF AMERICA TWO PORTLAND SQ. PORTLAND, ME 04101	\$ 24,111.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
3	PFAFF FUND C/O BOSTON FOUNDATION 75 ARLINGTON ST. BOSTON, MA 02116	\$ 34,429.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
4	SARAH WHITE TRUST C/O BANK OF AMERICA 100 FEDERAL STREET BOSTON, MA 02110	\$ 11,507.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II for noncash contributions.)

Employer identification number

04-2121342

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

[illegible]

Name of organization

Employer identification number

METROWEST HEALTH FOUNDATION, INC.**04-2121342**

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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
INVESTMENT PARTNERSHIPS & SIMILAR ENTITIES	0.	0.	0.	0.	0.
SECURITIES	1,290,206.	0.	1,290,206.	1,290,206.	1,290,206.
TO PART I, LINE 4	1,290,206.	0.	1,290,206.	1,290,206.	1,290,206.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
LIABILITY WRITE OFF	217,568.	0.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	217,568.	0.	0.

FORM 990-PF	LEGAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL	21,622.	0.	0.	21,622.
TO FM 990-PF, PG 1, LN 16A	21,622.	0.	0.	21,622.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	33,974.	0.	0.	33,974.
TO FORM 990-PF, PG 1, LN 16B	33,974.	0.	0.	33,974.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	173,170.	79,381.	0.	93,789.
TO FORM 990-PF, PG 1, LN 16C	173,170.	79,381.	0.	93,789.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CURRENT EXCISE TAX EXPENSE	43,257.	0.	0.	0.
DEFERRED EXCISE TAX EXPENSE	120,113.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	163,370.	0.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WEB & COMPUTER SUPPORT	47,297.	0.	0.	47,297.
INSURANCE	7,080.	0.	0.	7,080.
EQUIPMENT RENTAL	8,541.	0.	0.	8,541.
OFFICE SUPPLIES AND SUPPORT	84,941.	0.	0.	84,941.
INVESTMENT FEES	825,558.	825,558.	0.	0.
TO FORM 990-PF, PG 1, LN 23	973,417.	825,558.	0.	147,859.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 8

DESCRIPTION	AMOUNT
UNREALIZED GAIN ON INVESTMENTS	6,004,957.
GAIN ON BENEFICIAL INTERESTS IN PERPETUAL TRUSTS	257,205.
TOTAL TO FORM 990-PF, PART III, LINE 3	6,262,162.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 9

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVERNMENT OBLIGATIONS -FIXED INCOME	X		521,449.	521,449.
TOTAL U.S. GOVERNMENT OBLIGATIONS			521,449.	521,449.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			521,449.	521,449.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS-FIXED INCOME	FMV	15,209,214.	15,209,214.
MUTUAL FUNDS-EQUITIES	FMV	30,166,110.	30,166,110.
EQUITY HEDGE FUNDS OF FUNDS	FMV	43,019,818.	43,019,818.
COMMODITIES FUND	FMV	5,209,074.	5,209,074.
PUBLIC/PRIVATE REAL ESTATE FUND	FMV	1,934,884.	1,934,884.
TOTAL TO FORM 990-PF, PART II, LINE 13		95,539,100.	95,539,100.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 11

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FIXED ASSETS	135,718.	126,680.	9,038.
TOTAL TO FM 990-PF, PART II, LN 14	135,718.	126,680.	9,038.

FORM 990-PF OTHER ASSETS STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
BENEFICIAL INTERESTS IN PERPETUAL TRUSTS	7,318,186.	7,575,391.	7,575,391.
PREPAID EXCISE TAXES	7,613.	8,656.	8,656.
TO FORM 990-PF, PART II, LINE 15	7,325,799.	7,584,047.	7,584,047.

FORM 990-PF OTHER LIABILITIES STATEMENT 13

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
DEFERRED EXCISE TAXES	385,618.	505,731.
FUNDS HELD FOR OTHERS	48,105.	47,922.
TOTAL TO FORM 990-PF, PART II, LINE 22	433,723.	553,653.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 14

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARTIN COHEN 161 WORCESTER RD. FRAMINGHAM, MA 01701	PRESIDENT/CEO 40.00	250,889.	53,105.	0.
ADAM ROGERS 161 WORCESTER RD. FRAMINGHAM, MA 01701	TREASURER 5.00	0.	0.	0.
DANA NESHE 161 WORCESTER RD. FRAMINGHAM, MA 01701	CHAIR 5.00	0.	0.	0.
JOEL BARRERA 161 WORCESTER RD. FRAMINGHAM, MA 01701	VICE CHAIR 5.00	0.	0.	0.
ROSEMARIE COELHO 161 WORCESTER RD. FRAMINGHAM, MA 01701	CLERK 5.00	0.	0.	0.
ALAN GELLER 161 WORCESTER RD. FRAMINGHAM, MA 01701	TRUSTEE 1.00	0.	0.	0.
ANNE MARIE BOURSIQUOT KING 161 WORCESTER RD. FRAMINGHAM, MA 01701	TRUSTEE 1.00	0.	0.	0.
CYNTHIA BECHTEL 161 WORCESTER RD. FRAMINGHAM, MA 01701	TRUSTEE 1.00	0.	0.	0.
MARIA DASILVA 161 WORCESTER RD. FRAMINGHAM, MA 01701	TRUSTEE 1.00	0.	0.	0.
JULIE REED 161 WORCESTER RD. FRAMINGHAM, MA 01701	TRUSTEE 1.00	0.	0.	0.
JOHN KRIKORIAN 161 WORCESTER RD. FRAMINGHAM, MA 01701	TRUSTEE 1.00	0.	0.	0.

METROWEST HEALTH FOUNDATION, INC.

04-2121342

REGINA MARSHALL
161 WORCESTER RD.
FRAMINGHAM, MA 01701

TRUSTEE
1.00

0. 0. 0.

MEYER LEVY
161 WORCESTER RD.
FRAMINGHAM, MA 01701

TRUSTEE
1.00

0. 0. 0.

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII

250,889. 53,105. 0.

FORM 990-PF

SUMMARY OF DIRECT CHARITABLE ACTIVITIES

STATEMENT 15

ACTIVITY ONE

1) THE FOUNDATION PROVIDED LEADERSHIP, RESEARCH, DATA COLLECTION AND PROGRAM SUPPORT TO IMPROVE HEALTH AND HEALTH CARE SERVICES TO THE TWENTY-FIVE COMMUNITIES IN THE METROWEST AREA OF MASSACHUSETTS.

2) THE FOUNDATION PROVIDED OVER \$3.2 MILLION IN FUNDING TO NONPROFIT COMMUNITY ORGANIZATIONS AND MUNICIPAL GOVERNMENTS TO IMPROVE THE HEALTH OF THE METROWEST RESIDENTS, INCLUDING 46 NEW GRANTS IN 2014. THESE GRANTS SUPPORT A VARIETY OF PROGRAMS THAT SERVE ELDERS, YOUTH AND SPECIAL POPULATIONS SUCH AS THE HOMELESS AND INDIGENT.

3) THE FOUNDATION PROVIDED \$85,000 IN SCHOLARSHIPS ENABLING 50 RESIDENTS TO PURSUE DEGREE PROGRAMS IN NURSING, MEDICINE AND ALLIED HEALTH PROFESSIONS.

4) THE FOUNDATION SPONSORED THE METROWEST HEALTH LEADERSHIP PROGRAM, OFFERING LEADERSHIP TRAINING TO 10 INDIVIDUALS FROM HEALTH AND HUMAN SERVICES AGENCIES WITHIN OUR SERVICE AREA.

EXPENSES

TO FORM 990-PF, PART IX-A, LINE 1

315,422.

FORM 990-PF

ELECTION UNDER REGULATIONS SECTION
53.4942(A)-3(D)(2) TO TREAT
EXCESS QUALIFYING DISTRIBUTIONS
AS DISTRIBUTIONS OUT OF CORPUS

STATEMENT 16

METROWEST RECEIVED CONTRIBUTIONS FROM OTHER PRIVATE FOUNDATIONS AND
DISTRIBUTED AN AMOUNT EQUAL IN VALUE TO THE CONTRIBUTIONS RECEIVED.
AS SUCH METROWEST IS ELECTING TO DISTRIBUTE THE QUALIFYING
DISTRIBUTIONS OUT OF CORPUS PURSUANT TO REGULATION 53.4942(A)-3(D)(2).

THE TRUST DISTRIBUTIONS INCLUDE THE FOLLOWING:

1. CHICKERING TRUST C/O MELLON BANK- \$1,143,240
2. CLARK TRUST C/O BANK OF AMERICA- \$66,827
3. SARAH WHITE TRUST C/O BANK OF AMERICA- \$49,502

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 17

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARTIN COHEN, PRESIDENT, METROWEST COMMUNITY HEALTH CARE FOUNDATION
161 WORCESTER ROAD, SUITE 202
FRAMINGHAM, MA 01701

TELEPHONE NUMBER

508-879-7625

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS MUST FOLLOW A STANDARD REQUEST FOR PROPOSALS THAT INCLUDES A DESCRIPTION OF THE UNMET HEALTH NEED TO BE ADDRESSED, PROGRAM GOALS AND OBJECTIVES, BUDGET, AND BUDGET NARRATIVE.

ANY SUBMISSION DEADLINES

THE FOUNDATION HAS TWO SUBMISSION DEADLINES PER YEAR (SPRING/FALL).

RESTRICTIONS AND LIMITATIONS ON AWARDS

AWARDS ARE LIMITED TO PROPOSALS THAT ADDRESS AN UNMET HEALTH NEED IN THE 25-TOWN AREA SERVED BY THE FOUNDATION. ELIGIBLE APPLICANTS ARE EITHER TAX-EXEMPT ORGANIZATIONS 501(C)(3) OR GOVERNMENTAL ENTITIES.

SEE THE FOUNDATION'S WEB SITE AT WWW.MWHEALTH.ORG FOR FURTHER INFORMATION.

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

MARTIN COHEN, PRESIDENT, METROWEST COMMUNITY HEALTH CARE FOUNDATION
161 WORCESTER ROAD, SUITE 202
FRAMINGHAM, MA 01701

TELEPHONE NUMBERNAME OF GRANT PROGRAM

508-879-7625

SCHOLARSHIPS

FORM AND CONTENT OF APPLICATIONS

COMPLETED CONFIDENTIAL SCHOLARSHIP APPLICATION FORM AND FEDERAL FINANCIAL AID FORM.

ANY SUBMISSION DEADLINES

APPLICATIONS SHOULD BE SUBMITTED TO THE FOUNDATION OFFICE.

RESTRICTIONS AND LIMITATIONS ON AWARDS

SCHOLARSHIPS ARE AVAILABLE FOR CERTAIN NURSING, MEDICAL AND CLINICAL PROGRAMS, AND ARE BASED ON FINANCIAL NEED, ACADEMIC PERFORMANCE, AND DEMONSTRATED MOTIVATION AND CHARACTER TO OBTAIN A FORMAL EDUCATION IN A NURSING, MEDICAL OR CLINICAL PROFESSION. SCHOLARSHIPS ARE LIMITED TO RESIDENTS OR EMPLOYEES OF TOWNS IN THE FOUNDATION'S SERVICE AREA. APPLICANTS MUST COMPLETE A CONFIDENTIAL SCHOLARSHIP APPLICATION FORM AND SUBMIT ALL REQUIRED ATTACHMENTS TO THE FOUNDATION OFFICE. STUDENTS MUST ALSO COMPLETE A FEDERAL FINANCIAL AID FORM. APPLICATIONS ARE REVIEWED BY THE FOUNDATION'S SCHOLARSHIP COMMITTEE AS THEY ARE RECEIVED AND MAY BE SUBMITTED BETWEEN APRIL 15TH AND MAY 31ST AND OCTOBER 15TH AND NOVEMBER 30TH. SCHOLARSHIPS ARE AWARDED FOR TUITION FEES ONLY UP TO A MAXIMUM OF \$2,000.

Depreciation and Amortization 990-PF
(Including Information on Listed Property)**2013**Attachment
Sequence No 179

▶ See separate instructions.

▶ Attach to your tax return.

Name(s) shown on return

Business or activity to which this form relates

Identifying number

METROWEST HEALTH FOUNDATION, INC.**FORM 990-PF PAGE 1****04-2121342****Part I Election To Expense Certain Property Under Section 179** *Note: If you have any listed property, complete Part V before you complete Part I.*

1	Maximum amount (see instructions)	1	500,000.
2	Total cost of section 179 property placed in service (see instructions)	2	
3	Threshold cost of section 179 property before reduction in limitation	3	2,000,000.
4	Reduction in limitation. Subtract line 3 from line 2. If zero or less, enter -0-	4	
5	Dollar limitation for tax year. Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	5	
6	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
7	Listed property. Enter the amount from line 29	7	
8	Total elected cost of section 179 property. Add amounts in column (c), lines 6 and 7	8	
9	Tentative deduction. Enter the smaller of line 5 or line 8	9	
10	Carryover of disallowed deduction from line 13 of your 2012 Form 4562	10	
11	Business income limitation. Enter the smaller of business income (not less than zero) or line 5	11	
12	Section 179 expense deduction. Add lines 9 and 10, but do not enter more than line 11	12	
13	Carryover of disallowed deduction to 2014. Add lines 9 and 10, less line 12	13	

Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property.)**

14	Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year	14	
15	Property subject to section 168(f)(1) election	15	
16	Other depreciation (including ACRS)	16	10,620.

Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**Section A**

17	MACRS deductions for assets placed in service in tax years beginning before 2013	17	
18	If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

Section B - Assets Placed in Service During 2013 Tax Year Using the General Depreciation System

	(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only - see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
19a	3-year property						
b	5-year property						
c	7-year property						
d	10-year property						
e	15-year property						
f	20-year property						
g	25-year property			25 yrs.		S/L	
h	Residential rental property	/		27.5 yrs.	MM	S/L	
		/		27.5 yrs.	MM	S/L	
i	Nonresidential real property	/		39 yrs.	MM	S/L	
		/			MM	S/L	

Section C - Assets Placed in Service During 2013 Tax Year Using the Alternative Depreciation System

20a	Class life					S/L	
b	12-year			12 yrs.		S/L	
c	40-year	/		40 yrs.	MM	S/L	

Part IV Summary (See instructions.)

21	Listed property. Enter amount from line 28	21	
22	Total. Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21. Enter here and on the appropriate lines of your return. Partnerships and S corporations - see instr.	22	10,620.
23	For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	23	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)
Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A - Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? <input type="checkbox"/> Yes <input type="checkbox"/> No		24b If "Yes," is the evidence written? <input type="checkbox"/> Yes <input type="checkbox"/> No						
(a) Type of property (list vehicles first)	(b) Date placed in service	(c) Business/investment use percentage	(d) Cost or other basis	(e) Basis for depreciation (business/investment use only)	(f) Recovery period	(g) Method/Convention	(h) Depreciation deduction	(i) Elected section 179 cost
25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use							25	
26 Property used more than 50% in a qualified business use:								
		%						
		%						
		%						
27 Property used 50% or less in a qualified business use:								
		%				S/L -		
		%				S/L -		
		%				S/L -		
28 Add amounts in column (h), lines 25 through 27. Enter here and on line 21, page 1							28	
29 Add amounts in column (i), line 26. Enter here and on line 7, page 1							29	

Section B - Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

	(a) Vehicle	(b) Vehicle	(c) Vehicle	(d) Vehicle	(e) Vehicle	(f) Vehicle
30 Total business/investment miles driven during the year (do not include commuting miles)						
31 Total commuting miles driven during the year						
32 Total other personal (noncommuting) miles driven						
33 Total miles driven during the year. Add lines 30 through 32						
34 Was the vehicle available for personal use during off-duty hours?	Yes	No	Yes	No	Yes	No
35 Was the vehicle used primarily by a more than 5% owner or related person?						
36 Is another vehicle available for personal use?						

Section C - Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons.

37 Do you maintain a written policy statement that prohibits all personal use of vehicles, including commuting, by your employees?	Yes	No
38 Do you maintain a written policy statement that prohibits personal use of vehicles, except commuting, by your employees? See the instructions for vehicles used by corporate officers, directors, or 1% or more owners		
39 Do you treat all use of vehicles by employees as personal use?		
40 Do you provide more than five vehicles to your employees, obtain information from your employees about the use of the vehicles, and retain the information received?		
41 Do you meet the requirements concerning qualified automobile demonstration use?		

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles.

Part VI Amortization

(a) Description of costs	(b) Date amortization begins	(c) Amortizable amount	(d) Code section	(e) Amortization period or percentage	(f) Amortization for this year
42 Amortization of costs that begins during your 2013 tax year:					
43 Amortization of costs that began before your 2013 tax year					43
44 Total. Add amounts in column (f). See the instructions for where to report					44

Schedule of Appropriations and Payments

Fiscal Year 2014

9/30/2014	Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
			2014	2014	2014	2014	2014
	Advocates, Inc.	509a(1)	\$10,000.00	\$0.00	\$0.00	\$10,000.00	\$0.00
	Suite 305						
	1 Clarks Hill, Suite 305						
	Framingham, MA 01702						
	<i>Evaluation of Mental Health Residential Programs</i>						
	\$20,000.00						
	2013						
	Advocates, Inc.	509a(1)	\$19,912.50	\$0.00	\$0.00	\$19,912.50	\$0.00
	Suite 305						
	1 Clarks Hill, Suite 305						
	Framingham, MA 01702						
	<i>BRITE Program at Marlborough Hospital</i>						
	\$39,825.00						
	2013						
	Advocates, Inc.	509a(1)	\$0.00	\$31,009.00	\$0.00	\$31,009.00	\$0.00
	Suite 305						
	1 Clarks Hill, Suite 305						
	Framingham, MA 01702						
	<i>BRITE Program at Marlborough Hospital</i>						
	\$31,009.00						
	2014						
	Advocates, Inc.	509a(1)	\$0.00	\$16,006.00	\$0.00	\$8,003.00	\$8,003.00
	Suite 305						
	1 Clarks Hill, Suite 305						
	Framingham, MA 01702						
	<i>Caregiver Telephone Connections (CTC)</i>						
	\$16,006.00						
	2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Advocates, Inc. Suite 305 1 Clarks Hill, Suite 305 Framingham, MA 01702 <i>Advocates Jail Diversion Program (JDP)</i> <i>Operations Manual</i> \$12,242 00 2014	509a(1)	\$0.00	\$12,242 00	\$0 00	\$6,121 00	\$6,121 00
Advocates, Inc. Suite 305 1 Clarks Hill, Suite 305 Framingham, MA 01702 <i>Pediatric Health Home</i> \$72,358 68 2014	509a(1)	\$0 00	\$72,358 68	\$0.00	\$36,179 34	\$36,179 34
Ashland Public Schools 87 West Union Street Ashland, MA 01721 <i>Ashland Marijuana Use Reduction</i> \$18,515.00 2013	Municipality of Government	\$9,257 50	\$0 00	\$0 00	\$9,257.50	\$0.00
Ashland Public Schools 87 West Union Street Ashland, MA 01721 <i>Ashland Marijuana Use Reduction</i> \$9,275 00 2014	Municipality of Government	\$0 00	\$9,275 00	\$0 00	\$9,275.00	\$0 00
Assabet Valley Regional Technical School 215 Fitchburg Street Marlboro, MA 01752 <i>Assabet Valley CARES</i> \$210,000.00 2014	Municipality of Government	\$0 00	\$210,000 00	\$0 00	\$70,000.00	\$140,000 00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
BayPath Elder Services, Inc. 33 Boston Post Road West Marlborough, MA 01752-1853 <i>Caregiving MetroWest</i> \$159,912.00 2013	509(a)(2) under 170(b)(1)(A)(vii)	\$79,956.00	\$0.00	\$0.00	\$79,956.00	\$0.00
BayPath Elder Services, Inc. 33 Boston Post Road West Marlborough, MA 01752-1853 <i>Caregiving MetroWest Phase II</i> \$59,920.00 2014	509(a)(2) under 170(b)(1)(A)(vii)	\$0.00	\$59,920.00	\$0.00	\$59,920.00	\$0.00
Valley Tech Educational Foundation 65 Pleasant Street Upton, MA 01568-1499 <i>The BVT Bridge Program</i> \$180,000.00 2014	509(a)(2) under 170(b)(1)(A)(vii)	\$0.00	\$180,000.00	\$0.00	\$30,000.00	\$150,000.00
Brandon Residential Treatment Center, Inc. 27 Winter Street Natick, MA 01760 <i>CARE for MetroWest Youth & Families</i> \$20,000.00 2014	509(a)(1)	\$0.00	\$20,000.00	\$0.00	\$10,000.00	\$10,000.00
Central Massachusetts Area Health Education Center Inc. 35 Harvard Street, Suite 300 Worcester, MA 01609 <i>Medical Interpreter Training Program</i> \$17,460.00 2014	509(a)(2) under 170(b)(1)(A)(vii)	\$0.00	\$17,460.00	\$0.00	\$17,460.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2014	2014	2014	2014	2014
Commonwealth of Massachusetts Department of Public Health 250 Washington Street, 4th Floor Boston, MA 02108 <i>MetroWest Moves - Framingham, Hudson, Marlborough and Northborough</i> \$60,000 00 2014	Municipality of Government	\$0 00	\$60,000 00	\$0 00	\$60,000 00	\$0 00
Council on Foundations 2121 Crystal Drive, Suite 700 Arlington, VA 22202 <i>Membership Dues</i> \$9,680 00 2014	501c(3)	\$0 00	\$9,680 00	\$0 00	\$9,680 00	\$0 00
Dover-Sherborn Regional Schools 157 Farm Street Dover, MA 02030 <i>Parent Social Norms Campaign for Health Promotion in Dover-Sherborn Targeting Alcohol Use Among High School Students Through Parent Education</i> \$12,600 00 2014	Municipality of Government	\$0 00	\$12,600 00	\$0 00	\$6,300 00	\$6,300 00
Education Development Center, Inc. 43 Foundry Avenue Waltham, MA 02453-8313 <i>2014 MetroWest Adolescent Health Survey</i> \$605,343 00 2013	509(a)(1)	\$605,343 00	\$0 00	\$0 00	\$529,675 09	\$75,667 91

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Edward M. Kennedy Community Health Center	509(a)(1)	\$67,076 00	\$0 00	\$0 00	\$67,076 00	\$0 00
650 Lincoln Street Worcester, MA 01605						
Operating Expenses for the Milford Health Center						
\$134,152 00						
2013						
Edward M. Kennedy Community Health Center	509(a)(1)	\$0 00	\$216,396 00	\$0.00	\$109,274 03	\$107,121 97
650 Lincoln Street Worcester, MA 01605						
Improving Access To Care With Community Health Workers						
\$216,396 00						
2014						
Edward M. Kennedy Community Health Center	509(a)(1)	\$0.00	\$28,700 00	\$0 00	\$14,350.00	\$14,350.00
650 Lincoln Street Worcester, MA 01605						
Bringing PACE to the MetroWest Area						
\$28,700 00						
2014						
Edwards Church, United Church of Christ	Non-profit organization	\$0 00	\$2,500 00	\$0 00	\$2,500 00	\$0 00
39 Edwards Street Framingham, MA 01701						
MetroWest Vet Center Community Access Point						
\$2,500 00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Framingham Public Schools 454 Water Street Framingham, MA 01701 <i>FHS Clinical Care Coordination</i> \$150,000 00 2012	Municipality of Government	\$75,000 00	\$0 00	\$0 00	\$75,000 00	\$0 00
Framingham Public Schools 454 Water Street Framingham, MA 01701 <i>Acknowledging Boys The Invisible Link to Teen Pregnancy</i> \$25,000 00 2013	Municipality of Government	\$12,500 00	\$0 00	\$0 00	\$12,500 00	\$0 00
Framingham Public Schools 454 Water Street Framingham, MA 01701 <i>Acknowledging Boys The Invisible Link to Teen Pregnancy</i> \$20,000 00 2014	Municipality of Government	\$0 00	\$20,000 00	\$0 00	\$10,000 00	\$10,000 00
Framingham Public Schools 454 Water Street Framingham, MA 01701 <i>FHS Clinical Care Coordination</i> \$74,425 00 2014	Municipality of Government	\$0 00	\$74,425.00	\$0 00	\$74,425.00	\$0 00
Framingham State University 100 State Street Dwight Hall Framingham, MA 01701 <i>School Nutrition Intervention Program</i> (SNIP) \$117,945 30 2013	501c(3)	\$58,972.65	\$0 00	\$0 00	\$58,972 65	\$0 00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Framingham State University 100 State Street Dwight Hall Framingham, MA 01701 <i>Adventures in Lifelong Learning</i> 2013	501c(3)	\$5,000 00	\$0 00	\$0 00	\$5,000 00	\$0.00
Franklin Council on Aging 10 McCahill Street Franklin, MA 02038 <i>Companion Caregivers In-Home Respite Program</i> \$12,245 00 2013	Municipality of Government	\$6,122 50	\$0 00	\$0 00	\$6,122 50	\$0.00
Franklin Food Pantry 43 West Central Street PO Box 116 Franklin, MA 02038 <i>Healthy Futures Shelf</i> \$5,000 00 2014	509(a)(1)	\$0 00	\$5,000 00	\$0 00	\$5,000 00	\$0 00
Grant Makers in Health 1100 Connecticut Ave, NW Suite 1200 Washington, DC 20036 <i>Membership Dues</i> \$3,735 00 2014	501c(3)	\$0 00	\$3,735 00	\$0 00	\$3,735 00	\$0 00
Grantmakers for Effective Organizations 1725 DeSales Street, NW Suite 404 Washington, DC 20036 <i>Membership Dues</i> \$1,830 00 2014	501c(3)	\$0 00	\$1,830 00	\$0 00	\$1,830 00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Health Care For All One Federal Street Boston, MA 02110 <i>Technical Assistance and Training Grant</i> 2014	501c(3)	\$0.00	\$35,000.00	\$0.00	\$35,000.00	\$0.00
Hopkinton Public Schools 89 Hayden Rowe Street Hopkinton, MA 01748 <i>Building a Positive School Climate in Hopkinton Middle School</i> 2011	Municipality of Government	\$9,916.70	\$0.00	\$0.00	\$9,916.70	\$0.00
Hudson Board of Health 78 Main Street Hudson, MA 01749 <i>Hudson Adolescent Substance Use Intervention Initiative</i> 2012	Municipality of Government	\$121,057.33	\$0.00	\$0.00	\$90,793.00	\$30,264.33
Hudson Board of Health 78 Main Street Hudson, MA 01749 <i>MetroWest Moves</i> 2013	Municipality of Government	\$60,000.00	\$0.00	\$0.00	\$60,000.00	\$0.00
Hudson Board of Health 78 Main Street Hudson, MA 01749 <i>MetroWest Prevention & Wellness Partnership: Capacity Building</i> 2014	Municipality of Government	\$0.00	\$24,980.30	\$0.00	\$24,980.30	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2014	2014	2014	2014	2014
ITN Greater Boston, Inc. 34 Deloss Street Framingham, MA 01702 <i>Dignified Transportation</i> \$250,000 00 2013	509(a)(1)	\$250,000 00	\$0 00	\$0 00	\$124,999.98	\$125,000 02
Jewish Family Service of Metrowest 475 Franklin Street, Suite 101 Framingham, MA 01702 <i>Enhanced Medical Escort Program</i> <i>Volunteers providing transportation to medical appointments with social support for frail elders</i> \$48,266 65 2013	509(a)(2) under 170(b)(1)(A)(vii)	\$24,133 33	\$0 00	\$0 00	\$24,133 33	\$0 00
Jewish Family Service of Metrowest 475 Franklin Street, Suite 101 Framingham, MA 01702 <i>Enhanced Medical Escort Program</i> \$44,587 00 2014	509(a)(2) under 170(b)(1)(A)(vii)	\$0 00	\$44,587 00	\$0 00	\$44,587 00	\$0 00
Jewish Vocational Service/ReServe Greater Boston 29 Winter Street Boston, MA 02108 <i>ReServe A Hub for Healthy Aging in MetroWest</i> \$48,481.70 2013	509(a)(1)	\$24,240 85	\$0 00	\$0 00	\$24,240 85	\$0 00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Justice Resource Institute, Inc.						
160 Gould Street, Suite 300 Needham, MA 02494-2300 <i>Healthy Aging with HIV</i> \$40,000 00 2013	509(a)(2) under 170(b)(1)(A)(vii)	\$20,000 00	\$0 00	\$0 00	\$20,000.00	\$0 00
Justice Resource Institute, Inc.						
160 Gould Street, Suite 300 Needham, MA 02494-2300 <i>Healthy Aging with HIV</i> \$30,000.00 2014	509(a)(2) under 170(b)(1)(A)(vii)	\$0 00	\$30,000 00	\$0 00	\$15,000 00	\$15,000 00
Latino Health Insurance Program, Inc.						
276 Union Ave Second floor Framingham, MA 01702 <i>LHIP. Improving Access to Care</i> \$74,950 70 2014	509(a)(2) under 170(b)(1)(A)(vii)	\$0 00	\$74,950 70	\$0 00	\$74,950 70	\$0.00
Community Legal Aid						
405 Main Street Worcester, MA 01608 <i>Access to Preventative Medical-Legal Care through Medical Legal Partnership</i> \$65,000 00 2014	509(a)(1)	\$0 00	\$65,000.00	\$0 00	\$65,000.00	\$0 00
Lincoln Sudbury Regional School						
390 Lincoln Road Sudbury, MA 01776 <i>Transition Program</i> \$220,500 00 2014	Municipality of Government	\$0 00	\$220,500.00	\$0 00	\$36,750 00	\$183,750 00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Massachusetts Alliance of Portuguese Speakers	509(a)(2) under 170(b)(1)(A)(vii)	\$0 00	\$35,360 95	\$0.00	\$35,360.95	\$0 00
1046 Cambridge St Cambridge, MA 02139 MAPS Access to Care Program Insurance Enrollment						
\$35,360 95 2014						
Medfield Council on Aging	Municipality of Government	\$14,336 00	\$0 00	\$0 00	\$14,336 00	\$0.00
One Ice House Road Medfield, MA 02052 Adult Respite Care Program						
\$28,672 00 2013						
Medfield Council on Aging	Municipality of Government	\$0 00	\$20,198 88	\$0 00	\$10,099 44	\$10,099 44
One Ice House Road Medfield, MA 02052 Adult Respite Care Program						
\$20,198.88 2014						
Medical/Clinical Scholarships						
161 Worcester Road Framingham, MA 01701 Jennifer Fishbein 29 Saddle Ridge Sudbury, MA 01776						
\$2,000 00 2014		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Medical/Clinical Scholarships						
161 Worcester Road		\$0 00	\$2,000 00		\$2,000 00	\$0 00
Framingham, MA 01701						
Amsley Jones						
110 Ash St.						
Hopkinton, MA 01748						
\$2,000 00						
2014						
Medical/Clinical Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
Dennis Lau						
15 Langdon Road						
Wayland, MA 01778						
\$2,000 00						
2014						
Medical/Clinical Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Framingham, MA 01701						
Matthew Donovan						
29 Beatrice Lane						
Holliston, MA 01746						
\$1,000 00						
2014						
Medical/Clinical Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
Marcia Nascimento						
324 Elm Street						
Framingham, MA 01701						
\$2,000 00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2014	2014	2014	2014	2014
Medical/Clinical Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
<i>Lucy Mull</i>						
<i>45 Dana Rd</i>						
<i>Wellesley, MA 02482</i>						
\$2,000.00						
2014						
Medical/Clinical Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
<i>Kelly Precious</i>						
<i>226 Village Street</i>						
<i>Medway, MA 02053</i>						
\$2,000 00						
2014						
Medical/Clinical Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
<i>Katherine Cerulo</i>						
<i>23 Westfield Road</i>						
<i>Natick, MA 01760</i>						
\$2,000 00						
2014						
Medical/Clinical Scholarships						
161 Worcester Road		\$0.00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
<i>Elizabeth T. Hickey</i>						
<i>8 Whalen Lane</i>						
<i>Natick, MA 01760</i>						
\$2,000 00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance		Newly Allocated	Amended	Amount Paid		Ending Balance	
		2014	2014			2014	2014	2014	2014
Medical/Clinical Scholarships									
161 Worcester Road		\$0 00	\$2,000 00		\$0 00	\$2,000 00		\$0 00	\$0 00
Framingham, MA 01701									
<i>Claire McCarthy</i>									
<i>15 Pleasant Street</i>									
<i>Wayland, MA 01778</i>									
\$2,000 00									
2014									
Medical/Clinical Scholarships									
161 Worcester Road		\$0 00	\$2,000 00		\$0 00	\$2,000 00		\$0 00	\$0 00
Framingham, MA 01701									
<i>Christina Matulis</i>									
<i>121 Arch Street</i>									
<i>Needham, MA 02492</i>									
\$2,000 00									
2014									
Medical/Clinical Scholarships									
161 Worcester Road		\$0 00	\$1,000 00		\$0 00	\$1,000 00		\$0 00	\$0 00
Framingham, MA 01701									
<i>Ariana Succi</i>									
<i>33 Pennsylvania Ave</i>									
<i>Needham, MA 02492</i>									
\$1,000 00									
2014									
Medical/Clinical Scholarships									
161 Worcester Road		\$0 00	\$2,000 00		\$0 00	\$2,000 00		\$0 00	\$0 00
Framingham, MA 01701									
<i>Amanda Kuczmie</i>									
<i>63 Hadley Road</i>									
<i>Framingham, MA 01701</i>									
\$2,000 00									
2014									

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2014	2014	2014	2014	2014
Medical/Clinical Scholarships						
161 Worcester Road		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Framingham, MA 01701						
<i>Nolan Rothwell</i>						
37 Birch Hill Rd						
Ashland, MA 01721						
\$2,000.00						
2014						
Medical/Clinical Scholarships						
161 Worcester Road		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Framingham, MA 01701						
<i>Julia Masse</i>						
10 Geneva Avenue						
Norfolk, MA 02056						
\$2,000.00						
2014						
Medical/Clinical Scholarships						
161 Worcester Road		\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
Framingham, MA 01701						
<i>Molly Pearl</i>						
4 Fales Street						
Medway, MA 02053						
\$1,000.00						
2014						
Medical/Clinical Scholarships						
161 Worcester Road		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Framingham, MA 01701						
<i>Timothy DiLeo</i>						
5 High Ridge Circle						
Franklin, MA 02038						
\$2,000.00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Medical/Clinical Scholarships		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
161 Worcester Road Framingham, MA 01701						
Neida Machicote						
711 Charlestown Meadows Drive Westborough, MA 01702						
\$2,000.00						
2014						
Metropolitan Area Planning Council	Municipality	\$0.00	\$9,445.00	\$0.00	\$9,445.00	\$0.00
60 Temple Place	of					
Boston, MA 02111	Government					
Metro West First Responder Naloxone						
Distribution						
\$9,445.00						
2014						
Metro West Free Medical Program	509a(1)	\$0.00	\$37,058.00	\$0.00	\$37,058.00	\$0.00
c/o Congregation Beth El						
105 Hudson Rd.						
Sudbury, MA 01776						
Access to Health Insurance for free clinic						
patients						
\$37,058.00						
2014						
MetroWest Legal Services, Inc.	509(a)(1)	\$0.00	\$2,500.00	\$0.00	\$2,500.00	\$0.00
63 Fountain Street, Suite 304						
Framingham, MA 01702						
General Support						
\$2,500.00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2014	2014	2014	2014	2014
MetroWest Legal Services, Inc.	509(a)(1)	\$0.00	\$65,000 00	\$0 00	\$65,000 00	\$0 00
63 Fountain Street, Suite 304 Framingham, MA 01702 <i>Medical-Legal Partnership</i> \$65,000 00 2014						
Millis Public Schools	Municipality	\$3,370 00	\$0 00	\$0 00	\$3,370 00	\$0 00
Millis Public Schools Office of the Superintendent 245 Plain Street Millis, MA 02054 <i>DBT Skills Training for Students</i> \$6,740 00 2013	of Government					
Natick Fire Department	Municipality	\$20,000 00	\$0 00	\$0 00	\$20,000 00	\$0 00
22 East Central Street Natick, MA 01760 <i>Natick High School CPR/AED Training Project</i> \$20,000 00 2013	of Government					
Natick Public Schools	Municipality	\$17,505.15	\$0 00	\$0 00	\$17,505 15	\$0 00
13 E Central Street Natick, MA 01760 <i>BOKS (Best of Kids in School), formerly known as Fit Kidz Get Up & Go, Inc</i> \$105,031 00 2011	of Government					

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Natick Public Schools 13 E. Central Street Natick, MA 01760 <i>Transitions Program (Currently referred to as the PACE Program)</i> \$145,100.00 2013	Municipality of Government	\$72,550.00	\$0.00	\$0.00	\$72,550.00	\$0.00
Natick Public Schools 13 E. Central Street Natick, MA 01760 <i>Early Risers "Skills for Success"</i> \$73,450.00 2014	Municipality of Government	\$0.00	\$73,450.00	\$0.00	\$36,725.00	\$36,725.00
Natick Service Council, Inc. 2 Webster Street Natick, MA 01760 <i>Heart Healthy Food Pantry (HHFP)</i> \$50,000.00 2013	509(a)(1)	\$25,000.00	\$0.00	\$0.00	\$25,000.00	\$0.00
Natick Visiting Nurse Association 209 W Central St, Suite 313 Natick, MA 01760 <i>MetroWest Meds</i> \$270,187.00 2014	509(a)(2) under 170(b)(1)(A)(vii)	\$0.00	\$270,187.00	\$0.00	\$270,187.00	\$0.00
National Alliance On Mental Illness Of Massachusetts Schraffts' Center 529 Main Street, Suite 1M17 Boston, MA 02129-1125 <i>NAMI Mass Crisis Intervention and Diversion Project</i> \$17,500.00 2013	509(a)(1)	\$8,750.00	\$0.00	\$0.00	\$8,750.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
National Alliance On Mental Illness Of Massachusetts	509(a)(1)	\$0.00	\$15,000.00	\$0.00	\$7,500.00	\$7,500.00
Schraffits' Center 529 Main Street, Suite 1M17 Boston, MA 02129-1125 <i>Criminal Justice Diversion Project</i> \$15,000.00 2014						
Needham Public Schools 1330 Highland Avenue Needham, MA 02492 <i>Bullying Prevention Among Middle School Students</i> \$59,500.00 2011	Municipality of Government	\$19,833.36	\$0.00	\$0.00	\$19,833.36	\$0.00
Needham Public Schools 1330 Highland Avenue Needham, MA 02492 <i>Tiers of Intervention A Response to Needham Public Schools Mental Health Capacity Assessment</i> \$35,471.00 2014	Municipality of Government	\$0.00	\$35,471.00	\$0.00	\$8,924.00	\$26,547.00
New England Eye Institute 940 Commonwealth Avenue Boston, MA 02115 <i>The Framingham Public School Vision Center Eyeglass Fund</i> \$6,000.00 2013	509(a)(2) under 170(b)(1)(A)(vii)	\$3,000.00	\$0.00	\$0.00	\$3,000.00	\$0.00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Nursing Scholarships		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
161 Worcester Road						
Framingham, MA 01701						
Jonathan Gonzalez						
20 Tassi Drive.						
Marlborough, MA 01752						
\$2,000.00						
2014						
Nursing Scholarships		\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
161 Worcester Road						
Framingham, MA 01701						
Barbara O'Connor						
8 Copperfield Lane						
Franklin, MA 02038						
\$1,000.00						
2014						
Nursing Scholarships		\$0.00	\$1,000.00	\$0.00	\$1,000.00	\$0.00
161 Worcester Road						
Framingham, MA 01701						
Scott Goodrich						
172 Hosmer Street						
Hudson, MA 01749						
\$1,000.00						
2014						
Nursing Scholarships		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
161 Worcester Road						
Framingham, MA 01701						
Raquel Braga						
22 Cherry Street						
Hudson, MA 01749						
\$2,000.00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance		Newly Allocated		Amended		Amount Paid		Ending Balance	
		2014	2014	2014	2014	2014	2014	2014	2014	2014	2014
Nursing Scholarships											
161 Worcester Road		\$0.00	\$2,000.00	\$2,000.00	\$0.00	\$0.00	\$2,000.00	\$2,000.00	\$0.00	\$0.00	\$0.00
Framingham, MA 01701											
Nicole Cioffi											
221 Farm Street											
Mills, MA 02054											
\$2,000.00											
2014											
Nursing Scholarships											
161 Worcester Road		\$0.00	\$2,000.00	\$2,000.00	\$0.00	\$0.00	\$2,000.00	\$2,000.00	\$0.00	\$0.00	\$0.00
Framingham, MA 01701											
Melissa Montoya											
264 Beaver Street, Apt. C											
Framingham, MA 01702											
\$2,000.00											
2014											
Nursing Scholarships											
161 Worcester Road		\$0.00	\$2,000.00	\$2,000.00	\$0.00	\$0.00	\$2,000.00	\$2,000.00	\$0.00	\$0.00	\$0.00
Framingham, MA 01701											
Courtney Lamb											
28C Phelps Street											
Marlborough, MA 01752											
\$2,000.00											
2014											
Nursing Scholarships											
161 Worcester Road		\$0.00	\$1,000.00	\$1,000.00	\$0.00	\$0.00	\$1,000.00	\$1,000.00	\$0.00	\$0.00	\$0.00
Framingham, MA 01701											
Carina B Magee											
21 Nourse Street											
Westborough, MA 01581											
\$1,000.00											
2014											

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Nursing Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
Bianca Cutler						
42 Everett Street						
Sherborn, MA 01770						
\$2,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Framingham, MA 01701						
Jennifer Boothby						
28 Brogden Road						
Ashland, MA 01721						
\$1,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$2,000.00	\$0 00	\$2,000.00	\$0 00
Framingham, MA 01701						
Brisa Marie Consoletti						
64 Nason Street						
Bellingham, MA 02019						
\$2,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0 00	\$1,000.00	\$0 00
Framingham, MA 01701						
Tammi Cabana						
209 School Street Apt #3						
Franklin, MA 02038						
\$1,000 00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Nursing Scholarships						
161 Worcester Road		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Framingham, MA 01701						
Monika Horava						
84 Oakland Street						
Medway, MA 02053						
\$2,000.00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Framingham, MA 01701						
Pamela Ann Lusek						
4 Rev Thomas Hooker Road						
Westborough, MA 01581						
\$2,000.00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Framingham, MA 01701						
Rebecca Hoyt						
112 Phelps Road						
Framingham, MA 01702						
\$2,000.00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0.00	\$2,000.00	\$0.00	\$2,000.00	\$0.00
Framingham, MA 01701						
Richard Mute						
233 South Street, #1						
Marlborough, MA 01752						
\$2,000.00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Nursing Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Framingham, MA 01701						
Shannon Colleen Spurling						
28 Beverly Road						
Natick, MA 01760						
\$1,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
Thiago Godoi						
126 Beaver Street Apt #48						
Framingham, MA 01702						
\$2,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
Allison Dumart						
383 Oakland PKWY						
Franklin, MA 02038						
\$2,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Framingham, MA 01701						
Taryn Phaneuf						
29 Oak Ridge Lane						
Ashland, MA 01721						
\$1,000 00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Nursing Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
<i>Mariam Kahn-Woods</i>						
<i>94 Puritan Lane</i>						
<i>Sudbury, MA 01776</i>						
\$2,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0.00	\$2,000 00	\$0 00
Framingham, MA 01701						
<i>Sylcarne Vixamar</i>						
<i>5 Chrysler Road, Apt 113</i>						
<i>Natick, MA 01760</i>						
\$2,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0.00	\$1,000 00	\$0 00
Framingham, MA 01701						
<i>Keri L Jacques</i>						
<i>225 Prospect Street</i>						
<i>Marlborough, MA 01752</i>						
\$1,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Framingham, MA 01701						
<i>Katherine Valorie</i>						
<i>41 Godfrey Lane</i>						
<i>Milford, MA 01757</i>						
\$1,000 00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Nursing Scholarships 161 Worcester Road Framingham, MA 01701 Kailey Dowd 49 West Hill Rd Mendon, MA 01756 \$1,000 00 2014		\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Nursing Scholarships 161 Worcester Road Framingham, MA 01701 Juliana Stevenson 220 Marked Tree Road Holliston, MA 01746 \$2,000 00 2014		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Nursing Scholarships 161 Worcester Road Framingham, MA 01701 Jessica L. DeFimis 19 Garrison Rd Wellesley, MA 02482 \$2,000 00 2014		\$0.00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Nursing Scholarships 161 Worcester Road Framingham, MA 01701 Jessica Ferreira 15 Courtland Street Milford, MA 01757 \$1,000 00 2014		\$0 00	\$1,000 00	\$0.00	\$1,000.00	\$0 00

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Nursing Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Framingham, MA 01701						
<i>Carina L Filosa</i>						
<i>23 Woodridge Road</i>						
<i>Milford, MA 01757</i>						
\$1,000.00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Framingham, MA 01701						
<i>Alexandra Henry</i>						
<i>120 Bacon Street</i>						
<i>Natick, MA 01760</i>						
\$1,000.00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$1,000 00	\$0 00	\$1,000 00	\$0 00
Framingham, MA 01701						
<i>Jennifer Harlley</i>						
<i>7 Forest Ave</i>						
<i>Natick, MA 01760</i>						
\$1,000 00						
2014						
Nursing Scholarships						
161 Worcester Road		\$0 00	\$2,000 00	\$0 00	\$2,000 00	\$0 00
Framingham, MA 01701						
<i>Laura Houpt</i>						
<i>20 Oak Hill Road</i>						
<i>Sudbury, MA 01776</i>						
\$2,000.00						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Olin College of Engineering	501c(3)	\$10,000 00	\$0 00	\$0 00	\$10,000 00	\$0 00
Olin College						
1000 Olin Way						
Needham, MA 02492						
Engineering for Humanity Helping Elders						
Age in Place through Partnerships for						
Healthy Living						
\$60,000 00						
2011						
A Place To Turn	509a(1)	\$0 00	\$2,500.00	\$0 00	\$2,500.00	\$0 00
99 Hartford Street						
Natick, MA 01760						
General Support						
\$2,500 00						
2014						
Planned Parenthood League of	509(a)(1)	\$16,873.50	\$0 00	\$0 00	\$16,873 50	\$0 00
Massachusetts						
1055 Commonwealth Ave						
Boston, MA 02215						
Keeping Kids Healthy Comprehensive						
Outreach and Sex Education for Young						
People and Parents						
\$33,747 00						
2013						
Reach Beyond Domestic Violence Inc	509(a)(1)	\$11,755 56	\$0.00	\$0 00	\$11,755.56	\$0.00
PO Box 540024						
Waltham, MA 02454						
Peers Against ViolenceE (PAVE) in						
Wayland and Wellesley						
\$23,511 12						
2013						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Reach Beyond Domestic Violence Inc PO Box 540024 Waltham, MA 02454 <i>Peers Against Violence (PAVE) in Wayland</i>	509(a)(1)	\$0 00	\$22,077 00	\$0 00	\$11,038 50	\$11,038.50
2014						
Senior Support Foundation/ Holliston, Dover and Sherborn COA 150 Goulding Street Holliston, MA 01746 <i>Fall Prevention Programs in Holliston, Sherborn, Dover and Surrounding Communities</i>	Municipality of Government	\$9,775 00	\$0 00	\$0 00	\$9,775 00	\$0 00
\$9,775 00 2013						
Share Our Strength, Inc. 318 West 2nd Street, Suite 2 South Boston, MA 02127 <i>Cooking Matters Massachusetts in the MetroWest</i>	509(a)(1)	\$21,028.00	\$0 00	\$0 00	\$21,028 00	\$0 00
\$42,056 00 2013						
South Middlesex Opportunity Council, Inc. 7 Bishop Street Framingham, MA 01702 <i>Community Health Worker for Homeless Families Sheltered in Motels</i>	509(a)(1)	\$0.00	\$69,456.76	\$0 00	\$69,456 76	\$0.00
\$69,456 76 2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance 2014	Newly Allocated 2014	Amended 2014	Amount Paid 2014	Ending Balance 2014
Southborough Fire/EMS Department	Municipality	\$0.00	\$8,250.00	\$0.00	\$8,250.00	\$0.00
21 Main Street	of					
Southborough, MA 01772	Government					
Mega-Code Kelly Advanced Simulator						
Manitex						
\$8,250.00						
2014						
Town of Natick	Municipality	\$32,500.00	\$0.00	\$0.00	\$16,250.00	\$16,250.00
13 East Central Street	of					
Natick, MA 01760	Government					
Safe Steps						
\$65,000.00						
2011						
Town of Natick - Board of Health	Municipality	\$0.00	\$110,572.75	\$0.00	\$43,913.00	\$66,659.75
13 East Central Street	of					
Natick, MA 01760	Government					
Tobacco Control Through a Regional						
Collaborative						
\$110,572.75						
2014						
United Way of MetroWest, Inc.	509(a)(2)	\$0.00	\$15,960.00	\$0.00	\$7,980.00	\$7,980.00
46 Park Street	under					
Framingham, MA 01702	170(b)(1)(A)(
Senior Food Security Project	vi)					
\$15,960.00						
2014						
Wayside Youth & Family Support	509a(1)	\$0.00	\$212,923.41	\$0.00	\$74,860.21	\$138,063.20
Network, Inc.						
1 Frederick Abbott Way						
Framingham, MA 01701						
Rapid Access & Intervention Team						
\$212,923.41						
2014						

Fiscal Year 2014

Recipient and/or Purpose	Tax Status	Beginning Balance	Newly Allocated	Amended	Amount Paid	Ending Balance
		2014	2014	2014	2014	2014
Wayside Youth & Family Support Network, Inc.	509a(1)	\$0 00	\$200,487 91	\$0 00	\$70,486 77	\$130,001 14
1 Frederick Abbott Way Framingham, MA 01701 <i>The Milford Student Assessment & Intervention Program</i>						
\$200,487 91 2014						
Grand Totals (129 items)		\$1,744,764 93	\$2,847,053 34	\$0 00	\$3,223,196 67	\$1,368,621 60

BYLAWS
OF
METROWEST HEALTH FOUNDATION, INC.
(the "Foundation")

Section 1. NAME, PURPOSE, LOCATION, CORPORATE SEAL,
GENDER, AND FISCAL YEAR

1.1. Name and Purposes. The name of the Foundation shall be the MetroWest Health Foundation. Its purpose shall be to maintain and improve the health status of people who live or work in the MetroWest region of Massachusetts.

1.2. Location. The principal office of the Foundation in the Commonwealth of Massachusetts shall be in one of the communities served by the Foundation. The Trustees may change the location of the principal office within the Commonwealth of Massachusetts effective upon filing a certificate with the Secretary of the Commonwealth.

1.3. Corporate Seal. The Trustees may adopt and alter the seal of the Foundation.

1.4. Fiscal Year. The fiscal year of the Foundation shall, unless otherwise decided by the Trustees, end on September 30 in each year.

1.5. Gender. The personal pronoun "he" or possessive personal pronoun "his," when appropriate, shall be construed to mean "she" or "her," and the word "chairman" shall be construed to include a female.

Tax Exempt Status. The Foundation shall be an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code.

Section 2. MEMBERS

There shall be no members of the Foundation. The Trustees shall have and may exercise all powers conferred by applicable law upon the members of a non-profit corporation.

Section 3. BOARD OF TRUSTEES

3.1. Number. The Board of Trustees shall consist of twelve (12) persons.

3.2. General Qualifications. Trustees shall be chosen with a view toward maintaining a balanced Board of Trustees having in aggregate the kinds of skills and experience which can contribute to the purpose and mission of the Foundation and having a diversity of exposure and interests so as to reflect the broad interests of the communities served by the Foundation. No Trustee shall be chosen to represent any other person or group of persons nor any special interest except only the broad interests of the Foundation and the communities it serves. Each Trustee must be in a position to attend Board of Trustee meetings regularly, to serve on committees, to devote a substantial amount of time to the affairs of the Foundation and to become and remain adequately acquainted with current developments.

3.3. Selection, Composition and Tenure.

3.3.1. Limitations on Selection. The following limitations shall govern each Trustee:

- (1) at least two Trustees shall always be residents of the Town of Natick;
- (2) the number of Trustees who are residents of the Town of Framingham shall always be at least two times the number of Trustees who are residents of the Town of Natick;
- (3) two Trustees shall always be non-residents of Natick or Framingham;
- (4) all Trustees shall agree to comply with the Foundation's conflict of interest policy;
- (5) the Trustees, as a whole, shall reflect the economic diversity of the communities served by the Foundation; and
- (6) no person who is a Trustee or employee of MetroWest Medical Center, its affiliates or any corporation that has an ownership interest in MetroWest Medical Center shall be eligible to serve as a Trustee of the Foundation so long as at least a majority interest in the Medical Center is held by a for profit corporation.

3.3.2. Subsequent Boards. Trustees shall be selected by the Board of Trustees of the Foundation at the annual meeting of the Trustees in December of each year upon recommendation of the Nominating Committee of the Foundation.

3.3.3. Tenure. The Trustees shall be divided into three (3) classes of approximately equal size, the term of one class expiring on December 31 of each year. The staggering of terms shall have an equal impact on the subgroups described in Section 3.3.2. Trustees shall elect Trustees to each class to the extent necessary to maintain approximate equality in size among classes. At each annual meeting

of the Trustees, the Trustees shall elect for a term of three (3) years the appropriate number of successors to the class whose term is then expiring, and they may also elect additional Trustees to the extent necessary to maintain approximate equality in size among classes. The term of a Trustee who fills a vacancy shall expire at the expiration of the unexpired term of such other Trustee. A Trustee may not serve more than three terms whatever their length, but a Trustee may be re-elected after a year's absence from the Board.

3.4. Powers, Principal Functions and Accountability.

3.4.1. Powers. The activities of the Foundation shall be governed by the Trustees, who shall have and may exercise all the powers of the Foundation.

3.4.2. Principal Functions. The principal functions of the Trustees shall be to review proposals for funding and make grants to support programs, in each case consistent with the purposes of the Foundation, to benefit the citizens of the communities served by the Foundation, and the Trustees may also at their discretion develop and maintain programs that encourage the community and others to make gifts, bequests and donations to the Foundation.

3.4.3. Accountability. The Board of Trustees shall take appropriate steps to ensure the accountability of the Foundation to the public. The Board shall conduct an annual evaluation of the Foundation's performance as a whole and shall communicate its activities (including a summary of grants requested and grants awarded) to the public in the form of an annual report. The Board shall also consider other ways to seek input from the communities served.

3.5. Management of Funds. The Board of Trustees shall manage the funds of the Foundation in accordance with the following principles:

- (a) The Foundation will be both aggressive in its grant making while prudent in its management of funds to ensure stability of its corpus.
- (b) The Foundation shall not allocate or distribute more than twenty-five (25%) percent of the aggregate annual amount of its grants to one program or entity, except in the event the trustees determine in accordance with Section 4.7 of the Articles of Organization and the Bylaws that a greater proportion should be invested in the acquisition or reacquisition of all or part of the acute care hospital facilities of the MetroWest Medical Center or a replacement facility. For purpose of this section only the annual amount of a multi-year grant shall be counted in determining compliance with the twenty-five percent test.

3.6. Grants Panels. The Foundation shall have two Grants Panels for purposes of overseeing the application of certain restricted funds of the Foundation, one to be known as the Leonard Morse Grants Panel and the other to be known as the Framingham Union Grants Panel.

3.6.1. Leonard Morse Grants Panel. The Members of the Leonard Morse Grants Panel shall be selected in the following manner and shall serve on the Leonard Morse Grants Panel for a term as follows:

- (a) The Leonard Morse Grants Panel shall consist of five persons. Members of the Leonard Morse Grants Panel shall be selected as follows: (i) four members shall be selected by the Board of Trustees of the Foundation from a pool of eight persons who are residents of the Town of Natick and are nominated by the Board of Selectmen of the Town of Natick; and (ii) one member who is a resident of the Town of Natick shall be selected by the Board of Trustees of the Foundation.
- (b) Panel Members shall be elected to a term of three years.
- (c) A Panel Member shall not serve more than three consecutive terms. An individual who has served for three consecutive terms may be reappointed to serve as a Panel Member after at least one year's absence from serving as a Panel Member.
- (d) The members of the Leonard Morse Grants Panel shall annually elect one of the Panel Members to serve as the Chairperson of the Panel and one of its members to serve as the Vice Chair of the Panel. The Chairperson shall preside at all meetings of the Panel, and the Vice Chair shall preside in the absence of the Chairperson.
- (e) The Leonard Morse Grants Panel shall keep minutes of its meetings and such minutes shall be kept on file at the offices of the Foundation.

3.6.2. Framingham Union Grants Panel. The Members of the Framingham Union Grants Panel shall be selected in the following manner and shall serve on the Framingham Union Grants Panel for a term, as follows:

- (a) The Framingham Union Grants Panel shall consist of five persons. Members of the Framingham Union Grants Panel shall be selected as follows: (i) four members shall be selected by the Board of Trustees of the Foundation from a pool of eight persons who are residents of the Town of Framingham and are nominated by the Board of Selectmen of the Town of Framingham; and (ii) one member who is a resident of the Town of Framingham shall be selected by the Board of Trustees of the Foundation.
- (b) Panel Members shall be elected to a term of three years.
- (c) A Panel Member shall not serve more than three consecutive terms. An individual who has served for three consecutive terms may be reappointed to serve as a Panel Member after at least one year's absence from serving as a

Panel Member.

- (d) The members of the Framingham Union Grants Panel shall annually elect one of the Panel Members to serve as the Chairperson of the Panel and one of its members to serve as the Vice Chair of the Panel. The Chairperson shall preside at all meetings of the Panel, and the Vice Chair shall preside in the absence of the Chairperson.
- (e) The Framingham Union Grants Panel shall keep minutes of its meetings and such minutes shall be kept on file at the offices of the Foundation.

3.6.3. General Provisions Relating to Both Grants Panels. The following general provisions shall apply to both the Leonard Morse Grants Panel and the Framingham Union Grants Panel:

- (1) All members of the Grants Panel shall meet the qualifications for service as a Trustee of the Foundation as set forth in Section 3.2, Section 3.3.2(4) and Section 3.3.2(5).
- (2) No person who is serving as a Trustee of the Foundation shall be eligible to serve as a member of the Grants Panel.
- (3) Each Panel shall recommend grants from funds subject to its oversight for purposes which may, but need not be, exclusively focused on the needs of Natick and Framingham, respectively, and which shall be harmonious with the overall purposes of the Foundation as applied to each community. Any grant-making decision of the Grants Panel shall be presented to the Board of Trustees of the Foundation for review and shall be deemed approved unless rejected, by a vote of two thirds of the Trustees present at any meeting at which a quorum exists under Section 3.15, based upon either (i) the failure of the decision to comply with the overall Foundation's mission, guiding principles, articles of organization or these bylaws or (ii) the determination by the Trustees of the Foundation that the decision is impossible or impracticable to achieve. Differences between the needs assessment of the Foundation Board and the needs assessment of the Grants Panel shall not be grounds for rejection of any grant-making decision of the Grants Panel. In the event that a grant-making decision of the Grants Panel is rejected by the Foundation's Board, the Board shall present the reason for the rejection in writing to the Grants Panel and the

funds covered by the rejected grants-making decision shall revert to the Grants Panel for further deliberation.

- (4) Any disputes arising under Section 3.6.3(3) may be referred to the Division of Public Charities of the Massachusetts Attorney General's office for attempted informal resolution. Without limiting the foregoing, such dispute may include a disagreement as to whether a grant-making decision of the Grants Panel complies with the Foundation's mission, guiding principles, articles of organization or by-laws or is impossible or impracticable to achieve.
- (5) The Board of Trustees of the Foundation and each Grants Panel shall consider further alternative dispute mechanisms within the first year of their operation.
- (6) Any member of a Grants Panel who attends less than sixty percent (60%) of the meetings of the Grants Panel or a committee of which he is a member during a six-month period may be removed from the Grants Panel and from any committee by a vote of a majority of the members of the Grants Panel then in office. Any member of a Grants Panel may be suspended or removed with or without cause by vote of two-thirds ($2/3$) of the members of the Grants Panel then in office. A member of a Grants Panel may be removed with cause only after reasonable notice and opportunity to be heard.
- (7) A member of a Grants Panel may resign by delivering his written resignation to the Chairman or Clerk of the Foundation or to the Foundation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.6.4. Grants Panel Funding. Funds of the Foundation shall be allocated to each Grants Panel as follows:

- (1) The Foundation shall allocate \$9.5 million of its initial funds to the Leonard Morse Grants Panel. The Foundation shall also allocate to the Leonard Morse Grants Panel an additional amount of restricted funds of not less than \$1.5 million. The amount initially allocated to the Leonard Morse Grants Panel shall be increased or

decreased annually in response to the pro rata investment performance of such funds as invested by the Investment Committee, and such amount shall be further reduced by any distributions made.

- (2) The Foundation shall allocate to the Framingham Union Grants Panel an amount of restricted funds, expected to approximate \$4 million. The amount initially allocated to the Framingham Union Grants Panel shall be increased or decreased annually in response to the pro rata investment performance of such funds as invested by the Investment Committee, and such amount shall be further reduced by any distributions made.
- (3) The Foundation shall not be obligated to allocate any additional funds to either Grants Panel out of its initial funds, the earnings on such initial funds, any future contributions to the Foundation, or any other funds that may be held by the Foundation.

3.7. Standing Committees. There shall be four standing committees: the Distribution Committee, the Investment Committee, the Nominating Committee and the Audit Committee. Except as otherwise provided, at least one member of each committee shall be a Trustee, but other members need not be Trustees. The Chairman of each committee needs to be a Trustee. The Chairman of the Board of Trustees, subject to the approval of the Board, shall appoint both the Chairperson and each of the other members of the Standing Committees.

3.7.1. Distribution Committee. The Distribution Committee shall consist of four (4) or more persons. The Distribution Committee shall review grant requests and other forms of proposals or projects seeking financial support from funds not allocated to the Grants Panel under Section 3.6.4 hereof and shall make recommendations to the Board of Trustees regarding the distribution of financial support by the Foundation. The Distribution Committee shall recommend a set of guidelines, for action by the Trustees, setting forth criteria for evaluating such proposals and projects.

3.7.2. Investment Committee. The Investment Committee shall consist only of the Treasurer and four (4) or more persons. The Investment Committee shall be responsible for determination of investment objectives and policies related to the management of the Foundation's funds. It shall render a report of its activities and investment results at such times as the Trustees may direct and, in any event, not less often than quarterly. It shall review at least annually the selection of investment advisors, brokers and custodians and shall recommend changes in such selections to the Board of Trustees for their approval.

3.7.3. Nominating Committee. The Nominating Committee shall consist solely of one Trustee who resides in Natick, two Trustees who reside in Framingham, and one Trustee who does not reside in Natick or Framingham. The Nominating Committee shall seek input from the communities served by the Foundation. The Nominating Committee shall be responsible for nominating persons to serve as Trustees and officers of the Foundation and for providing orientation and ongoing education for Trustees as to their responsibilities.

3.7.4. Audit Committee. The Audit Committee shall consist of three (3) or more persons. The Audit Committee shall meet with the Foundation's independent auditors annually to review the audited financial statements and the auditing process and shall review the Foundation's overall compliance with state and federal requirements.

3.8. Committees. Additional committees may be established, and their members and chairmen appointed, by the Chairman of the Board of Trustees. Any committee to which the powers of the Trustees to bind the Foundation are delegated shall consist solely of Trustees. Other committees may include non-Trustees. Unless the Trustees otherwise designate, Committees shall conduct their affairs as determined by the Chairman of each Committee. Meetings of Committees may be called by the Chairman of the Committee or two or more voting members of the Committee. The members of any Committee shall remain in office at the pleasure of the Trustees. Unless otherwise provided, the President and the Chairman of the Board of Trustees shall each be an ex officio member, with vote, of all Committees. The Chairman of the Board of Trustees shall designate a chairman for each Committee.

3.9. Suspension or Removal. Any Trustee who attends less than sixty percent (60%) of the meetings of the Trustees or a committee of which he is a member during a six-month period may be removed from the Board of Trustees and from any committee by a vote of a majority of the Trustees then in office. Any Trustee may be suspended or removed with or without cause by vote of two-thirds (2/3) of the Trustees then in office. A Trustee may be removed with cause only after reasonable notice and opportunity to be heard.

3.10. Resignation. A Trustee may resign by delivering his written resignation to the Chairman or Clerk of the Foundation, to a meeting of the Trustees or to the Foundation at its principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time) and acceptance thereof shall not be necessary to make it effective unless it so states.

3.11. Vacancies. Any vacancy in a Trustee position may be filled by the Trustees subject to Section 3.3.2. Each successor shall hold office for the unexpired term or until he sooner dies, resigns, is removed or becomes disqualified. The Trustees shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

3.12. Regular Meetings. The Trustees shall meet annually at such time and place as the Trustees shall determine. Regular meetings of the Trustees shall be held at such times as

the Trustees may determine, but shall be held at least quarterly. The regular meeting in December shall be considered the annual meeting.

3.13. Special Meetings. Special meetings of the Trustees may be held at any time and at any place when called by the Chairman of the Board of Trustees or by two or more Trustees.

3.14. Call and Notice.

1. Regular Meetings. No call or notice shall be required for regular meetings of Trustees, provided that reasonable notice (i) of the first regular meeting following the determination by the Trustees of the times and places for regular meetings shall be given to absent Trustees, (ii) specifying the purpose of a regular meeting shall be given to each Trustee if either contracts or transactions of the Foundation with interested persons, election of Trustees or officers, or amendments to these Bylaws are to be considered at the meeting and (iii) shall be given as otherwise required by law, the Articles of Organization or these Bylaws.
2. Special Meetings. Reasonable notice of the time and place of special meetings of the Trustees shall be given to each Trustee. Such notice need not specify the purposes of a meeting, unless otherwise required by law, the Articles of Organization or these Bylaws or unless there is to be considered at the meeting (i) contracts or transactions of the Foundation with interested persons, (ii) amendments to these Bylaws, (iii) election of Trustees or officers, or (iv) removal or suspension of a Trustee.
3. Reasonable and Sufficient Notice. Except as otherwise expressly provided, it shall be reasonable and sufficient notice to a Trustee to send notice by mail at least seventy-two hours or by facsimile or email transmission at least twenty-four hours before the meeting addressed to him at his usual or last known business or residence address or to give notice to him in person or by telephone at least twenty-four hours before the meeting.
4. Waiver of Notice. Whenever a notice of a meeting is required, such notice need not be given to any Trustee if a written waiver of notice, executed by him (or his attorney thereunto authorized) before or after the meeting, is filed with the records of the meetings, or to any Trustee who attends the meeting without protesting prior thereto or at its commencement the lack of notice to him. A waiver of notice need not specify the purposes of the meeting unless such purposes were required to be specified in the notice of such meeting.

3.15. Quorum. At any meeting of the Trustees, sixty percent of the Trustees then in office (which shall be seven Trustees in the case the Board consists of twelve Trustees) shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.16. Action by Vote. Each Trustee shall have one vote, which must be cast at any meeting in person or by electronic means. A majority of votes cast shall decide any question, including election of officers, unless otherwise provided by law, the Articles of Organization or these Bylaws.

3.17. Action by Writing. Any action required or permitted to be taken at any meeting of the Trustees may be taken without a meeting if all the Trustees entitled to vote consent to the action in writing and the written consents are filed with the records of the meetings of the Trustees. Such consents shall be treated for all purposes as a vote at a meeting.

3.18. Presence Through Communications Equipment. Unless otherwise provided by law or the Articles of Organization, Trustees may participate in a meeting of the Trustees by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time and participation by such means shall constitute presence in person at a meeting.

3.19. Compensation. Trustees shall not be entitled to receive any compensation for their services as a Trustee but Trustees shall be entitled to receive such amounts, if any, as the Trustees may from time to time determine for expenses of attendance at meetings. Notwithstanding Section 7 of these bylaws, Trustees shall be precluded from providing services to the Foundation in any other capacity and receiving compensation for any such services.

3.20. Standard of Care. A Trustee shall perform his duties as such, including his duties as a member of any committee of the Board upon which he may serve, in good faith and in a manner he reasonably believes to be in the best interests of the Foundation, and with such care as an ordinarily prudent person in a like position with respect to a similar corporation organized under Chapter 180 of the Massachusetts General Laws would use under similar circumstances. In performing his duties, a Trustee shall be entitled to rely on information, opinions, reports or records, including financial statements, books of account and other financial records, in each case presented by or prepared by or under the supervision of (1) one or more officers or employees of the Foundation whom the Trustee reasonably believes to be reliable and competent in the matters presented, or (2) counsel, public accountants or other persons as to matters which the Trustee reasonably believes to be within such person's professional or expert competence, or (3) a duly constituted committee of the Board upon which he does not serve, as to matters within its delegated authority, which committee the Trustee reasonably believes to merit confidence, but he shall not be considered to be acting in good faith if he has knowledge concerning the matter in question that would cause such reliance to be unwarranted. A Trustee shall not be liable for the performance of his duties if he acts in compliance with this section.

Section 4. OFFICERS AND AGENTS

4.1. Number and Qualification. The officers of the Foundation shall be a Chairman, Vice Chairman, President, Treasurer, Clerk and such other officers of the Foundation, if any, as

the Trustees may determine. The Foundation may also have such agents, if any, as the Trustees may appoint. All officers except the President shall be Trustees. The Clerk shall be a resident of Massachusetts unless the Foundation has a resident agent duly appointed for the purpose of service of process. No person may hold more than one office at the same time. If required by the Trustees, any officer shall give the Foundation a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the Trustees with the expense of the bond to be borne by the Foundation.

4.2. Election. The officers of the Foundation shall be elected by the Trustees of the Foundation for one year terms other than the President who shall serve at the pleasure of the Board. Thereafter, the officers (other than the President) shall each be elected to a one-year term by the Trustees. Other officers of the Foundation, if any, may be elected by the Trustees at any time for such term as the Trustees shall determine.

4.3. Chairman and Vice Chairman. The Chairman shall preside at all meetings of the Trustees, except as the Trustees shall otherwise determine, and shall have such other powers and duties as may be determined by the Trustees. The Vice Chairman shall have such duties and powers as the Chairman may determine. In the absence of the Chairman of the Board of Trustees, the Vice Chairman shall preside at all meetings.

4.4. President. The President shall be the chief executive officer of the Foundation, and subject to the oversight of the Trustees, shall have general charge and supervision of the affairs of the Foundation.

4.5. Treasurer. Subject to the direction and supervision of the Board of Trustees, the Treasurer shall have general charge of the financial concerns of the Corporation. The Treasurer shall ensure that a true and accurate accounting of the financial transactions of the Corporation is made periodically and that reports of such transactions are presented to the Board of Trustees.

4.6. Clerk. The Clerk shall record and maintain records of all proceedings of the Trustees in a book or series of books kept for that purpose, which book or books shall be kept within the Commonwealth at the principal office of the Foundation or at the office of its Clerk or its resident agent and shall be open at all reasonable times to the inspection of any Trustee. Such book or books shall also contain records of meetings of the incorporators and the original or attested copies of the Articles of Organization and Bylaws and names of all Trustees and the address of each. If the Clerk is absent from any meeting of Trustees, a temporary clerk chosen at the meeting shall exercise the duties of the Clerk at the meeting.

4.7. Suspension or Removal. An officer may be suspended or removed with or without cause by vote of a majority of Trustees then in office at any special meeting called for such purpose or at any regular meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard.

4.8. Resignation. An officer may resign by delivering his written resignation to the Treasurer or Clerk of the Foundation, to a meeting of the Trustees, or to the Foundation at its

principal office. Such resignation shall be effective upon receipt (unless specified to be effective at some other time), and acceptance thereof shall not be necessary to make it effective unless it so states.

4.9. Vacancies. If the office of any officer becomes vacant, the Trustees may elect a successor. Each such successor shall hold office for the unexpired term, and in the case of the President, Treasurer and Clerk until his successor is elected and qualified, or in each case until he sooner dies, resigns, is removed or becomes disqualified.

Section 5. PERSONAL LIABILITY

The Trustees and officers of the Foundation shall not be personally liable for any debt, liability or obligation of the Foundation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the Foundation, may look only to the funds and property of the Foundation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decrees, or of any money that may otherwise become due or payable to them from the Foundation.

Section 6. INDEMNIFICATION

The Foundation shall, to the extent legally permissible and only to the extent that the status of the Foundation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its Trustees, officers, Panel members, Committee members, employees or agents (including persons who serve at its request as Trustees, officers, Panel members, Committee members, employees or agents of another organization in which it has an interest) against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and counsel fees, reasonably incurred by him in connection with the defense or disposition of any action, suit or other proceeding, whether civil or criminal, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Trustee, officer, Panel members, Committee members, employee or agent, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action is in the best interests of the Foundation; provided, however, that as to any matter disposed of by a compromise payment by such Trustee, officer, Panel or Committee member, employee or agent, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the Foundation, after notice that it involves such indemnification: (a) by a disinterested majority of the Trustees then in office; or (b) by a majority of the disinterested Trustees then in office, provided that there has been obtained an opinion in writing of independent legal counsel to the effect that such Trustee, officer, Panel or Committee member, employee or agent appears to have acted in good faith in the reasonable belief that his action was in the best interests of the Foundation.

Expenses, including counsel fees, reasonably incurred by any such Trustee, Panel or Committee member, officer, employee or agent in connection with the defense or disposition of

any such action, suit or other proceeding shall be paid from time to time by the Foundation in advance of the final disposition thereof upon receipt of an undertaking by such individual to repay the amounts so paid to the Foundation if it is ultimately determined that indemnification is not authorized hereunder.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Trustee, officer, Panel or Committee member, employee or agent may be entitled. Nothing contained herein shall affect any rights to indemnification to which corporate personnel may be entitled by contract or otherwise under law. As used in this paragraph, the terms "Trustees," "officers," "Panel member," "Committee member," "employee" and "agent" include their respective heirs, executors and administrators, and an "interested" Trustee is one against whom in such capacity the proceeding in question or another proceeding on the same or similar grounds is then pending.

This Section shall not limit the power of the Board of Trustees to authorize the purchase and maintenance of insurance on behalf of any person who is or who has been a Trustee, director, officer, Panel member, Committee member, employee or agent of the Foundation, or is or was serving at its request as a Trustee, director, officer, employee or agent of another organization in which it has an interest or is or was serving at its request in any capacity with respect to any employee benefit plan, against any liability incurred by him in any such capacity or arising out of his status as such, whether or not the Foundation would have the power to indemnify him against such liability under this Section.

Section 7. CONFLICT OF INTEREST

7.1. Disclosure of Conflict. Any duality of interest or possible conflict of interest on the part of any Trustee, officer, Panel member, Committee member or immediate family member shall be disclosed to the other Trustees, Panel members, and Committee members and made a matter of record through an annual procedure and also when the interest becomes a matter of Board action.

7.2. Abstention from Voting and Quorum.

1. No person shall be automatically disqualified from holding any office as a Trustee, Panel Member or officer of the Corporation by reason of being a Trustee, officer of, or having an interest in, another corporation with which the Corporation is doing or may do business; provided, however, that such person shall make full and complete disclosure of such interest to the board of Trustees. No person who is an owner, Trustee, officer or employee of another corporation whose interests are competitive or potentially adverse to the interests of the Corporation shall be a Trustee or officer of the Corporation unless such is approved by the board of Trustees after full and complete disclosure of such adverse interests.
2. No Trustee, officer, Panel Member or employee shall participate in, and no Trustee shall be counted in determining the quorum for a meeting regarding,

any matter in which, to such person's knowledge, either he or she, or any member of his or her immediate family, a business partner, or a business organization in which such person is an officer, Trustee, partner, shareholder or employee, has a financial interest or other potential conflict of interest. The Board of Trustees may ask such an interested Trustees, officers or employees to leave the meeting during any discussion that gives rise to the potential conflict.

3. Notwithstanding the foregoing provisions of this Article, no Trustee, Panel Member, officer or employee shall participate in, or be present for, the discussion and vote regarding any transaction, or arrangement that would involve direct personal gain or loss for such Trustee, officer or employee, or any member of his or her immediate family, and any such matter shall be approved by a majority of disinterested Trustees. Such disinterested Trustees shall determine that the transaction is fair and reasonable to the Corporation and is in the interests and for the benefit of the Corporation, and that with reasonable efforts the Corporation is not likely to find a more advantageous transaction or arrangement with another firm or entity that would not give rise to a conflict of interest. No Trustee, Panel Member, Committee Member or Officer serving concurrently as a Trustee, Officer or Employee of another area not-for-profit organization which is a potential foundation grantee may participate in discussion or votes concerning grant applications or grant administration for such other organization.
4. The minutes of any meeting at which a matter involving a potential conflict covered by this Article is discussed shall reflect which Trustees, officers and employees were present for the discussion and vote as well as a summary of the content of the discussion and the results of the vote. Unless required by law, no contract, transaction or act shall be in any way invalidated or otherwise affected by such conflict of interest which has been disclosed and approved as set forth herein, nor shall any contract, transaction or act be in any way invalidated or otherwise affected solely because of the failure of any person to make a disclosure as required by this policy.
5. No Trustee, officer, Panel Member or other employee shall accept any gift, or other favor from any individual, company, or agency that does or is seeking to do business with, or is a competitor of, the Corporation under circumstances from which it could be reasonably inferred that such action was intended to influence or might tend to influence the individual in the performance of his or her duties. This does not include the acceptance of items of nominal or token value which are not related to a particular transaction or activity of the Corporation.
6. No Trustee, officer, Panel Member or other employee shall disclose or use any information relating to the Corporation's business and acquired in the course of or as a result of his or her duties or employment with the Corporation for the profit, advantage or benefit of anyone other than the Corporation.

7. No individual who serves as trustee, Trustee or member of a compensation committee of the Corporation shall participate in or vote on any matter voted on by the Board of Trustees regarding the determination of such individual's direct or indirect compensation from the Corporation or from any other affiliated organization as to which such individual has a conflict of interest.

7.3. Statement of Position on Conflicting Matter. The foregoing requirements shall not be construed as preventing a Trustee, officer, Panel member or Committee member from briefly stating his position on the matter, nor from answering pertinent questions of other Trustees because his knowledge may be of great assistance.

7.4. Notice to Trustee Candidates. Any person under consideration for election as a Trustee, officer, Panel member, or Committee member will be advised of this policy as part of the Nominating Committee's evaluation process.

7.5. Voting. Any matter as to which a duality of interest or possible conflict of interest on the part of any Trustee or Panel Member has been disclosed shall require approval by a vote of two-thirds (2/3) of the Trustees then in office entitled to vote or two-thirds (2/3) of the Panel members then in office, as the case may be.

Section 8. AMENDMENTS

Subject to Court approval to the extent provided by the judicial order issued in connection with the organization of the Foundation, these Bylaws may be altered, amended or repealed in whole or in part by vote of two-thirds of the Trustees then in office.